PARTOUCHE

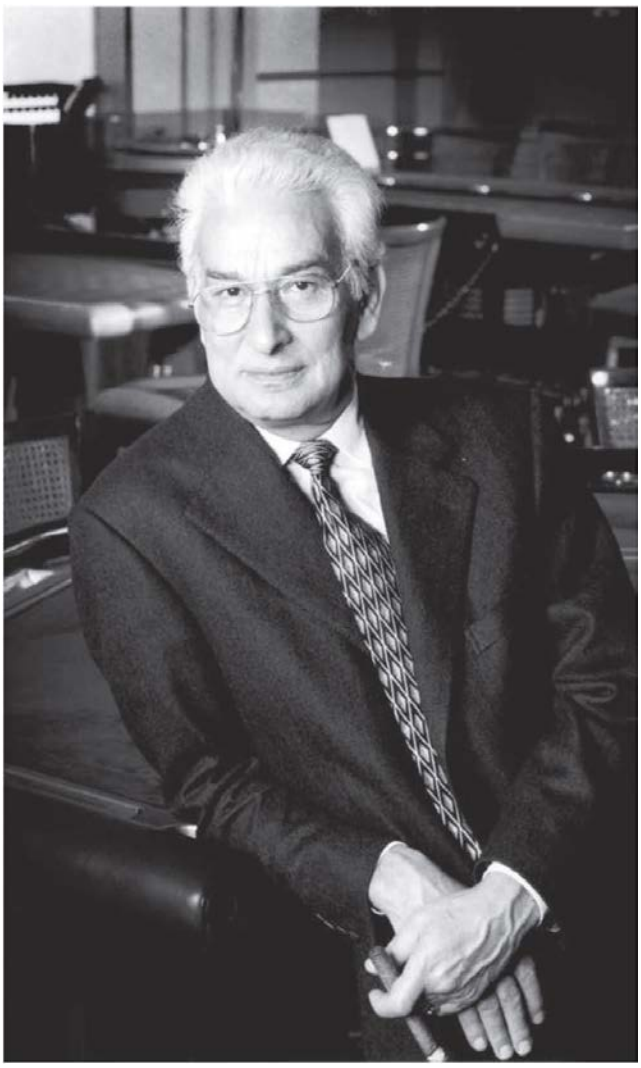
ANNUAL REPORT

2021

ANNUAL REPORT 2021


PASINO GRAND

• A WORD FROM THE FOUNDER



Dear shareholders and friends,

The past two years have been particularly challenging for our businesses and the country as a whole.

We are once again thankful to the authorities for taking the necessary steps to protect the economy while supporting us throughout the long months when we were forced to remain closed. Having to keep our doors shut for over six months in 2021 significantly affected business in the financial year ended 31 October 2021.

Those long months of inactivity did, however, give us an opportunity to think about the future of our business and refine the new developments the management team is preparing for the coming years, the most emblematic of which will be 3.14 in Cannes, whose hotel, leisure and well-being spaces are currently undergoing a major transformation.

They also allowed us to continue with renovation and construction programmes at many of our establishments. The Bandol casino has already reopened in its new layout; the Hyères casino will be opening up its new areas at the end of February 2022 and the Palavas casino in June.

Larger projects at Annemasse, Lyon Vert and Saint-Amand-les-Eaux, having been slightly delayed, will kick off sometime in the first half of 2022.

I want to pay tribute to Jean-François Largillière who, in his capacity as a member of the Executive Board, was deeply involved in the design and delivery of these various projects. Illness took him from us, without warning and far too early, last December. All my thoughts are with his family.

All indicators look to be set fair; without wishing to be unduly optimistic, hopes are high that the worst of this epidemic will be behind us this year.

Spending habits have changed significantly and we will once again need to adapt quickly and effectively to new customer expectations – something we've been doing for nearly fifty years now. 2023 will be a special year: the Group will have existed for half a century.

While we wait to see what the next half-century has in store, take good care of yourselves until we can properly celebrate the long-awaited return to normality.

Isidore Partouche

SUMMARY

01

Persons responsibles

1.1 • PERSON RESPONSIBLE FOR THE UNIVERSAL REGISTRATION DOCUMENT

Fabrice Paire – Chairman of the Executive Board

1.2 • CERTIFYING STATEMENT BY THE PERSON RESPONSIBLE FOR THE UNIVERSAL REGISTRATION DOCUMENT

«I certify that, to the best of my knowledge, all the information contained in the Universal Registration Document is consistent with the facts and contains no omission likely to affect its import.

To the best of my knowledge, I certify that the financial statements have been prepared in accordance with applicable accounting standards and give a true and fair view of the Company's assets, financial position and profit or loss, as well as those of all consolidated companies, and that the information in the management report (see 'Reconciliation Table' on page 266 of this document) presents a true and fair view of the development of the business, results and financial position and those of all consolidated companies, as well as describing the main risks and uncertainties to which they are exposed.»

Paris, 16 February 2022

Fabrice Paire

Chairman of the Executive Board

02

Auditors

2.1 • STATUTORY AUDITORS

IDENTITY OF THE STATUTORY AUDITOR	PROFESSIONAL BODY	DATE OF LAST APPOINTMENT	DATE OF FIRST APPOINTMENT	END OF TERM
• PRINCIPAL				
MCR Walter France 232 avenue du Prado 13008 Marseille	Independent member of the Walter France network	Ordinary Shareholders' Meeting of 6 April 2016	Ordinary Shareholders' Meeting of 24 April 2007	Ordinary Shareholders' Meeting called to approve the financial statements for the financial year ending 31 October 2021
• PRINCIPAL				
France Audit Expertise 1 boulevard Saint-Germain 75005 Paris		Ordinary Shareholders' Meeting of 6 April 2016	Ordinary Shareholders' Meeting of 20 April 2010	Ordinary Shareholders' Meeting called to approve the financial statements for the financial year ending 31 October 2021
• SECONDARY				
Orfis Walter France Le Palais d'Hiver 149 boulevard de Stalingrad 69100 Villeurbanne	IndIndependent member of the Walter France network	Ordinary Shareholders' Meeting of 6 April 2016	Ordinary Shareholders' Meeting of 24 April 2007	Ordinary Shareholders' Meeting called to approve the financial statements for the financial year ending 31 October 2021
• SECONDARY				
M. Christophe Carassus 32 rue de Paradis 75010 PARIS			Ordinary Shareholders' Meeting of 6 April 2016	Ordinary Shareholders' Meeting called to approve the financial statements for the financial year ending 31 October 2021

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Selected financial information

The tables below present extracts of the Group's consolidated financial statements for the financial years ended 31 October 2019, 2020 and 2021, prepared in accordance with International Financial Reporting Standards (IFRS), as adopted in the European Union.

BREAKDOWN OF TURNOVER

Under IFRS 8 *Operating Segments*, division data is presented based on the internal reporting used by management to assess the performance of the Group's different divisions. The Group is managed as three divisions:

- the "Casino" division, which comprises gaming, catering and entertainment;
- the "Hotel" division, which comprises accommodation and hospitality services;
- the Group's "Other activities", which mainly comprise the business of Groupe Partouche SA, the Group's parent company, and all the other secondary businesses (holding companies, thermal baths, real estate companies and all activities that contribute to organising and operating gaming on media such as TV and Internet in France).

CASINOS €000 AT 31 OCTOBER	2021	2020	2019
Gross Gaming Revenue from table games	90 952	116 712	127 504
Gross Gaming Revenue from sports betting	34 562	23 021	18 458
Gross Gaming Revenue from slot machines	224 645	386 011	526 700
TOTAL GROSS GAMING REVENUE	**350 159**	**525 744**	**672 661**
Levies	134 246	242 806	334 603
As % of GGR	38,3 %	46,2 %	49,7 %
NET GAMING REVENUE	**215 913**	**282 938**	**338 058**
Number of active casinos	42	42	42
o/w Number of casinos in France	38	38	38
Number of gaming clubs	1	1	-
Number of slot machines in France	4 815	4 959	5 108

"Gross Gaming Revenue" (GGR) corresponds to income from the various games operated after payment of player wins. This sum is debited from "Levies" (State, municipalities, CSG and CRDS social security contributions).

After levies, "Gross Gaming Revenue" becomes "Net Gaming Revenue", i.e. a component of turnover. See Section 6.1.1 for information on the types of games operated and levies.

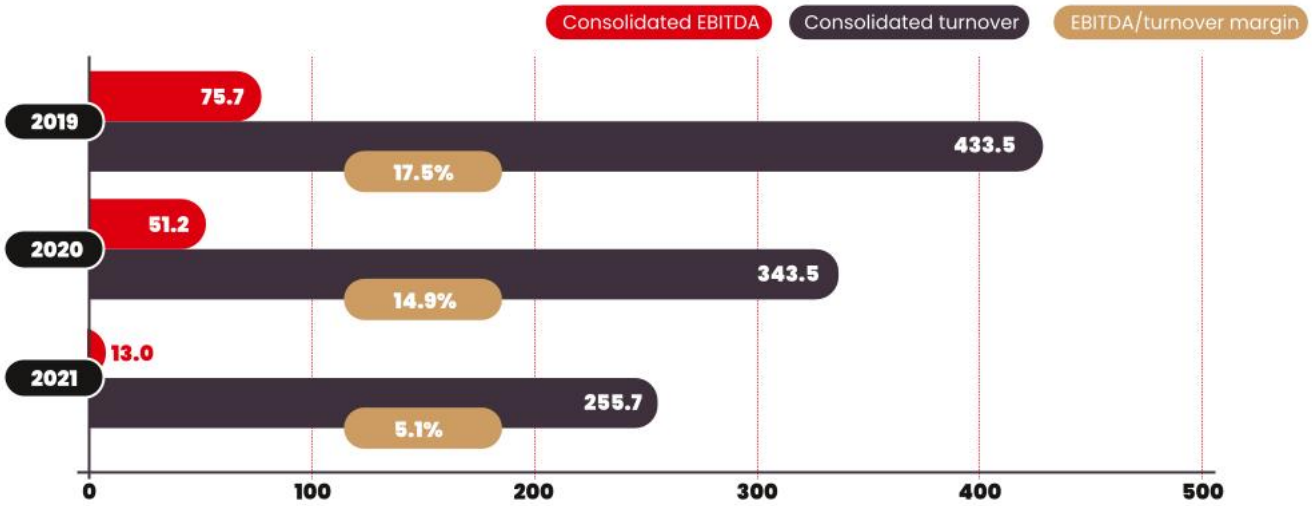
HOTELS AT 31 OCTOBER	2021	2020	2019
Number of hotels	13	13	13
Number of rooms	738	745	747
OCCUPANCY RATE	**52,89 %**	**53,75 %**	**61,84 %**

• PROFITABILITY

INCOME STATEMENT €000 AT 31 OCTOBER (EXCEPT DATA PER SHARE)	2021	2020	2019
Turnover	255 698	343 463	433 493
Current operating profit	(46 367)	(8 313)	33 377
Operating profit	(45 471)	(12 054)	31 922
TOTAL NET PROFIT	**(55 885)**	**(15 198)**	**25 017**
o/w Group share	(51 937)	(17 395)	18 635
Net earnings per share attributable to the Group	(5,4)	(1,81)	1,94
DIVIDEND DISTRIBUTED PER SHARE	**-**	**-**	**-**

EBITDA €000 AT 31 OCTOBER	2021	2020	2019
Consolidated EBITDA	12 959	51 230	75 666
AS % OF TURNOVER	**5,1 %**	**14,9 %**	**17,5 %**

• OPERATING MARGIN (EBITDA/TURNOVER) (€M)



• BALANCE SHEET AND FINANCIAL STRUCTURE

ASSETS €000 AT 31 OCTOBER	2021	2020	2019
Non-current assets	538 320	595 075	545 699
Current assets	243 569	192 606	174 344
Assets held for sale	14 486	-	-
TOTAL ASSETS	**796 375**	**787 681**	**720 042**

LIABILITIES AND EQUITY €000 AT 31 OCTOBER	2021	2020	2019
Equity attributable to the Group	297 883	350 329	367 993
Minority interests	17 530	21 605	23 923
TOTAL EQUITY	**315 413**	**371 933**	**391 916**
Total non-current liabilities	278 699	250 806	173 416
Total current liabilities	197 479	164 941	154 710
Held for sale liabilities	4 784	-	-
TOTAL LIABILITIES AND EQUITY	**796 375**	**787 681**	**720 042**

• CASH LESS GAMING LEVIES

€000 AT 31 OCTOBER	2021	2020	2019
Cash and cash equivalents (assets)	178 811	138 441	119 131
- Gaming levies	(26 721)	(35 295)	(32 569)
= CASH LESS GAMING LEVIES	**152 090**	**103 145**	**86 562**

• DEBT AND RATIOS

€000 AT 31 OCTOBER	2021	2020	2019
Equity	315 413	371 933	391 916
Consolidated EBITDA	12 959	51 230	75 666
GROSS DEBT BEFORE APPLICATION OF IFRS 16	**239 110**	**194 679**	**159 346**
Available cash less gaming levies*	152 090	103 145	86 562
NET DEBT BEFORE APPLICATION OF IFRS 16	**87 020**	**91 533**	**72 784**
Net debt to equity ("gearing") ratio	0,3x	0,2x	0,2x
NET DEBT TO CONSOLIDATED EBITDA ("LEVERAGE") RATIO	**N/A(**)**	**2,3x**	**1,0x**

(*) See Section 20.2.1, Notes 9.2 and 9.3.
(**) Bondholders and banks waived the need to calculate the leverage ratio at the balance sheet date of 31 October 2021 (see Note 9.3.4 in Section 20.2.1).

• CASH FLOW

CASH FLOW €000 AT 31 OCTOBER	2021	2020	2019
Cash flow from operating activities	37 513	49 357	72 483
Cash flow from (used in) investing activities	(30 378)	(38 821)	(39 294)
Cash flow from (used in) financing activities	33 410	8 276	(24 523)
CLOSING CASH POSITION	**178 643**	**138 386**	**119 112**

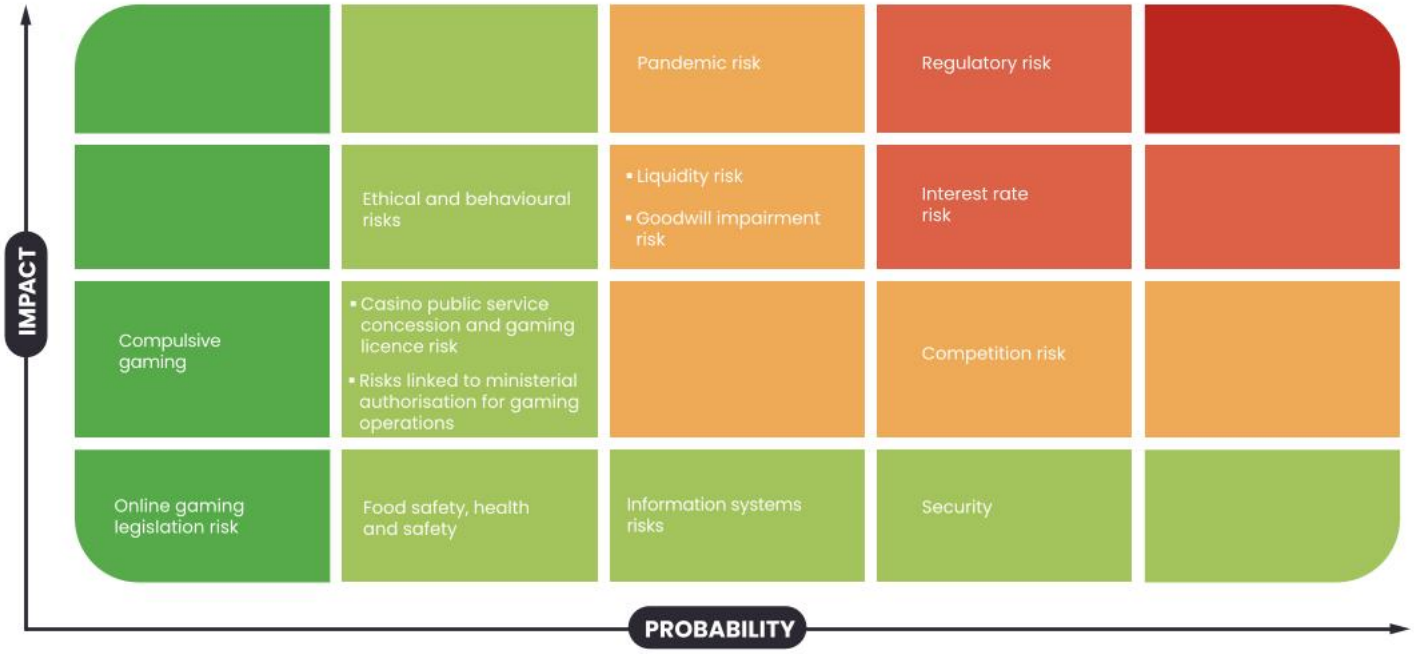
04

Risk factors

Before purchasing Groupe Partouche shares, investors are encouraged to review all the information found in this Universal Registration Document, including the risk factors described in this section.

The Company carried out a review of the risks that could have a significant negative impact on the Group and its business activity, financial position and results, and that are important when making investment decisions. At the date of this Universal Registration Document, the Company is not aware of any significant risks other than those set out in this section. However, investors are advised that the list of risks set out below is not exhaustive and other risks not identified at the date of this Universal Registration Document, or not identified as likely to have a material negative impact on the Group and its business activity, financial position and results, could or may come to exist or occur.

Risks are broken down into three categories. Within each category, the most significant risks based on the assessment undertaken by the Company are set out according to their potential impact and probability of occurrence.



• RISK RANKING

RISK CATEGORY	RISK FACTOR	NON-FINANCIAL RISKS
LEGAL AND REGULATORY RISKS	Regulatory risk	
	Casino public service concession and gaming licence risk	
	Risks linked to ministerial authorisation for gaming operations	
	Online gaming legislation risk	
BUSINESS RISK	Pandemic risk	
	Ethical and behavioural risks	✓
	Compulsive gaming	✓
	Competition risk	
	Security	✓
	Food safety, health and safety	✓
	Information systems risks	
FINANCIAL RISKS	Liquidity risk	
	Interest rate risk	
	Goodwill impairment risk	

4.1 • LEGAL AND REGULATORY RISKS

4.1.1 • REGULATORY RISK

RISK DESCRIPTION

As is the case for all heavily regulated industries, changes in regulations applying either to casinos or to establishments open to the public ("ERPs") – regarding, in particular, safety of people, cash handling and the safety of the security firms transporting money – could lead to the Group's incurring additional costs; this could have an adverse effect on the Group's turnover or results.As shown in Section 6.1.1 of this report, the casino industry is subject to extensive regulation. Tax rules applicable to the sector play a key role in determining the Group's profitability: over half of the Group's gross gaming revenue generated in France is paid over to the State and local councils. The Group thus remains exposed to any adverse changes in taxation (cf. rise in taxes on casinos by way of increases in social security contributions [CRDS and CSG] – such as the rise in the CSG rate from 9.5% to 11.2% since 1 January 2018).

Certain changes in regulation applying to casinos or establishments open to the public could have a significantly negative impact on the Group's business and results.

RISK MANAGEMENT

The Group carefully monitors potential changes in regulations applying to casinos through an industry body, Syndicat des casinos de France.

4.1.2 • CASINO PUBLIC SERVICE CONCESSION AND GAMING LICENCE RISK

RISK DESCRIPTION

In France, the industry in which the Group operates is subject to extensive regulation (cf. Section 6.1.1.). Opening a casino is subject to rules applicable to public service concessions, such as those referred to in Articles L.1410-2, L.1410-3 and L.1411-1 et seq. of the General Local Authorities Code.

The agreement with the local authority in question results in the signing of a set of specifications, an essential prerequisite to securing ministerial authorisation to conduct gaming activities.

See Section 6.1.1 (e) for concession expiry dates of the Group's casinos.

Continued operation of casinos run by the Group is contingent upon these public service concessions being renewed. Pursuant to the Sapin Act, the local authority must extend an invitation to tender to more than one company when the concession comes up for renewal. The companies thus invited to tender submit competing proposals and, if successful, take over the operation of the casino.

Under such circumstances, the renewal of the public service concession agreement (specifications for operating casino activities) can generate increased expenses for the subsidiaries concerned. When a concession is renewed, the proposal made by the candidate entity can lead to an increase in the levy raised by the local authority and/or an increase in contractual commitments (to develop tourism and community life, for example) made to the local authority, which may therefore adversely affect its future results.

During the life of the concession, the directors of the Group's casinos are duty-bound to strictly comply with the specifications and gaming regulations.

The casinos' commitments under these specifications can result in capital expenditure of varying amounts: besides simple improvements to existing premises, operators can be obliged to construct new buildings (see Section 5.2.3 "Major investments either scheduled or arising from firm commitments made by the Group's executive committees").

The specifications can only be amended through riders negotiated with the local authority concerned in its capacity as delegating party. In view of the changes in economic, financial or technological circumstances with which the Group may have to deal and the measures it may consequently need to take with short notice, the particular characteristics of public service concessions are likely to hinder the Group's ability to adapt itself or its business accordingly; this could have an adverse effect on the Group's results.

Under the rules that apply to public contracts, local authorities can, at any time and subject to the judge's control, unilaterally cancel any public service concession, on the grounds of public interest. In the event of a local authority exercising its right of cancellation, the Group is entitled to compensation of its entire losses, the subsequent setting of the amount of which is also subject to the administrative judge's control.

As delegating parties, local authorities can also withdraw concessions, mainly following a concessionaire's serious breach of its legal or contractual obligations and, more specifically, a breach of the specifications of public service concession agreements.

Thus, a breach of the provisions of the specifications can lead to penalties, ranging from a partial and temporary suspension of gaming, to the operating authorisation being withdrawn, which may, where applicable, be accompanied by other penalties; the main risk that operators are exposed to is the sudden termination of their business operations.

Should the Group lose a public service concession, it would have a substantial negative impact on the Group's business, results, financial position and future prospects, depending on the importance of the sites where the risk occurred.

RISK MANAGEMENT

Casino managers and specialised departments of the parent company work together ahead of time to ensure that casinos comply with all contractual requirements and that public service concessions are renewed.

4.1.3 • RISKS LINKED TO MINISTERIAL AUTHORISATION FOR GAMING OPERATIONS

RISK DESCRIPTION

To conduct gaming activities, the concessionaire responsible for meeting the agreed specifications must secure ministerial authorisation. Such authorisation is issued by the French Minister of the Interior, who is advised by the Advisory Committee on Gaming, to which applicants must submit a report including the opinion of the prefect concerned and a detailed investigation by the Central Racing and Gaming Department.

The gaming licence is granted through a ministerial resolution, which sets forth the number of table games, electronic versions of these games and slot machines authorised that the casino is allowed to operate. Authorisation is generally given for five years and may not in any event exceed the expiry date stated in the specifications.

Authorisation may be revoked in whole or in part, or suspended for a maximum of four months, in the event of a breach of regulations governing the gaming industry or failure to comply with the specifications.

RISK MANAGEMENT

Casino management committees are organised in such a way as to ensure that establishments comply with regulations applicable to the gaming industry.

Internal audits undertaken by Groupe Partouche are designed to safeguard against this type of risk and mitigate it where necessary.

4.1.4 • ONLINE GAMING LEGISLATION RISK

RISK DESCRIPTION

Online casino games other than poker are prohibited in France. The introduction of legally sanctioned online slot machines or roulette tables would be likely to adversely affect numbers of visitors to the Group's casinos and, consequently, its business, results, financial position or future prospects.

RISK MANAGEMENT

The Group carefully monitors potential changes in regulations applying to casinos through an industry body, Syndicat des casinos de France.

4.2 • RISKS ARISING FROM OPERATIONS

4.2.1 • PANDEMIC RISK

RISK DESCRIPTION

An epidemic is the rapid spread of an infectious disease to a large number of people, most often by way of contagion. Several factors contribute to the spread of disease, including a lack of treatments and/or vaccines, since sanitary and distancing measures on their own are insufficient to control the spread of disease. The measures that may be implemented by state authorities could result in the following consequences for the Group:

- the closure, whether total or partial, of one or more casinos, in the event of an activity-related ban on opening, a lockdown, curfew or any other time restriction;
- a downturn in attendance at one or more casinos in departments adjacent to those areas subject to lockdown, curfew or time restriction measures implemented by authorities;
- a downturn in casino attendance due to the introduction of public health restrictions on entry to the Group's establishments;
- a downturn in casino attendance due to customers fearing contamination despite the strict health measures in effect at Group facilities;
- a loss of turnover and profitability (resulting from the effects mentioned above);
- an economic risk with a reduction in activities related to gaming and reduced purchasing power of customers.

RISK MANAGEMENT

Confronted by the health, economic and social crisis resulting from the Covid-19 pandemic, the Group has demonstrated its reactivity and agility by implementing a strict health protocol that complements existing barrier measures so that its sites can adapt their activities to combat the Covid-19 epidemic, in particular, and as part of a number of measures, including the following :

- in order to respect social distancing measures, gaming terminals have been spaced out, and/or some of them are also separated by plexiglass partitions;
- masks have been made compulsory for employees and customers;
- masks, hand sanitizer and antiseptic wipes were made available to the customers;
- equipment was regularly disinfected;
- a training course creating awareness around the coronavirus and practical measures to prevent the spread of the Covid-19 epidemic was held for staff members.

Moreover, all the necessary measures were taken throughout the crisis to protect Group establishments and limit the inevitable economic consequences of this devastating and unpredictable crisis:

- partial activity;
- phased payment and/or exemption from social security charges;
- suspension of contracts where possible (in particular those for maintenance and servicing);
- deferral and phased payment of gaming levies, where applicable;
- phased payment of certain taxes (payroll taxes, CVAE);
- deferral of bank loan repayments by 12 months;
- arrangement of two government-backed loans (*Prêt Garanti par l'État* or PGE);
- dividend retention.

4.2.2 • ETHICAL AND BEHAVIOURAL RISKS

RISK DESCRIPTION

The Group's main activity involves handling large sums of money. This can, in some circumstances, lead to staff or outside persons committing fraudulent acts.

The casino business must be able to deal with the risks of embezzlement and cheating.

Furthermore, since 1991, casinos have been subject to anti-money laundering and counter-terrorist financing regulations (known as "AML/FT").

Money laundering would involve unfairly or fraudulently using gaming transactions or technology to disguise the illicit origin of funds derived from criminal activities or linked to terrorism. In France, money laundering is neither organised nor conducted on a large scale in the gaming industry, in the first place due to the laws and regulations governing casinos (ministerial accreditation required for the managers in charge of establishments, the management committees and casino employees; gaming authorisations subject to time limitations and the approval of the Interior Ministry following its submission of the dossier for the opinion of the Advisory Committee on Gaming).

Furthermore, to guard against fraudulent and criminal activities, money laundering and terrorist financing, Act 2017-257 of 28 February 2017 (Article L.323-3 of the French Internal Security Code) stipulates that any change in ownership of the share capital or in the direct or indirect control of a company operating a casino must be authorised in advance by the Minister of the Interior, whenever such a change would allow a natural or legal person to:

- acquire control of that company, within the meaning of Article L. 233-3 of the French Commercial Code;
- exceed one third, one half or two thirds direct or indirect ownership of the share capital or voting rights;
- undertake a transaction resulting in de facto control of the Company, notably by granting substantial loans or guarantees.

Failure to abide by the regulation relating to the fight against money laundering and the financing of terrorism can lead to administrative and legal sanctions and have an adverse effect on the business of the subsidiary concerned and, more widely, on that of the Group, its results, its financial position or its future prospects.

RISK MANAGEMENT

Casinos respond to these risks by implementing strict procedures, most of which are imposed by regulatory texts (methods to proceed with counting from tables and slot machines, highly developed video protection systems that can record up to 28 days of footage covering all games, cash registers, safes and counting rooms). It should be noted that all employees involved in the gaming sector are subject to a preliminary police background check before being granted ministerial approval, and carry out their work under the permanent supervision of a member of the executive committee.

Regarding AML/FT, dissuasive measures towards clients are in place, including checks at entrances to games rooms, consistently recording exchanges and gains at the cashier station when they exceed €2,000 per gaming session, and ongoing monitoring by specially designated agents of the Ministry of the Interior. In the event of suspected money laundering, individual casinos are required to notify Tracfin, the national anti-money laundering unit, of the person's identity.

4.2.3 • COMPULSIVE GAMING

RISK DESCRIPTION

Excessive gaming can cause some people to develop symptoms commonly associated with compulsive gaming, and they may be driven to commit more financial resources than would be considered reasonable. This behaviour is harmful to these individuals, as they no longer enjoy gaming in moderation and can put themselves and their families at risk. It is also harmful to the casino as it indirectly affects the brand image.

In France, casinos are the only operators to have instituted systematic checks on entry to gaming rooms. These checks are carried out by personnel authorised by the French Interior Ministry; they serve to identify and formally prohibit access by children under the age of 18, persons banned by the French Minister of the Interior and individuals who have voluntarily asked to be prevented from entering.

The applicable regulations in force allow anyone to voluntarily ask to be banned from gaming rooms by submitting a request to the French National Gaming Authority, which will issue a three-year ban on access to gaming rooms, subject to tacit renewal.

Nevertheless, while the Group may not be able to fully gauge the effects of the trend in compulsive gaming among its casino clients, it cannot rule out the possibility that this trend could directly or indirectly lead to its business, results, financial position or future prospects being significantly and negatively impacted (notably through the adoption of public health and safety measures).

RISK MANAGEMENT

To ensure gaming remains a pleasure and a pastime, the Group has long promoted a policy of responsible gaming within its establishments, in keeping with the strictest ethical standards.

In line with this commitment, Groupe Partouche recently appointed a Director of Responsible Gaming. Supported by a permanent ad hoc steering committee drawn from operational staff and central

departments, he determines the Group's strategy in relation to responsible gaming and ensures it is properly implemented.

The steering committee's role is to collaborate on project design and ensure projects are aligned with the desired goals. The Director of Responsible Gaming oversees the rollout of responsible gaming practices and ensures they are properly implemented within subsidiaries. He coordinates issues in relation to responsible gaming on an ongoing basis, supporting directors responsible for casinos and responsible gaming officers.

In terms of tools, the aim is to upgrade communication across various different media. Redesigned posters and leaflets produced by the Group are placed at appropriate locations in casinos to remind clients of the dangers of excessive gaming and the forms of help available. Digital support tools are also available. The best way to spot the first signs of problem gaming early is to communicate effectively and make our preventive measures more visible.

When it comes to supporting high-risk gamers once they have been identified, innovative systems and procedures are in place to drive up the number of interviews with on-site responsible gaming officers. At these interviews, clients are guided towards those choices most likely to serve as effective forms of prevention for them; offering each client a personalised solution increases the chances of that client keeping their gaming under control. To this end, Groupe Partouche has put in place a new management tool to help manage interviews and monitor actions agreed with players.

Groupe Partouche has terminated its service agreement with Adictel, preferring to rely on and further develop our people's skills and expertise.

Our responsible gaming policy involves training and regularly maintaining the knowledge of gaming room staff. We will be stepping up this commitment, to which directors responsible for casinos will be paying particularly close attention, in conjunction with our Centre de Formation Professionnelle des Casinos (CFPC) training centre. These arrangements exceed our regulatory obligations in this area, in keeping with Groupe Partouche's exacting standards.

4.2.4 • COMPETITION RISK

RISK DESCRIPTION

The Group competes directly with other companies' gaming offers (such as La Française des Jeux's lottery and horse race betting), online gaming (see Section 4.1.4), and destination competition (Monaco, Las Vegas). Moreover, in certain areas, the Group strongly competes with other casinos; this is notably the case in coastal areas, where there are a number of casinos. The Group's casinos most exposed to this competition include the casinos in Cannes, Juan-les-Pins, Nice, Hyères, Bandol, La Ciotat, Cabourg and Le Havre.

Another potential competition risk occurs where a competitor establishes a new casino in one of the Group's casino catchment areas. The extent of this risk depends on the location and size of the new casino, but it must still be assessed by a mandatory impact study, as is the case every time a new casino is established; since the Order of 31 December 2014 (Article 4), the reasoned opinion of the regional prefect has been required.

For example, in the Var, the opening of the Seyne-sur-Mer casino in July 2012 followed by the Sanary-sur-Mer casino in August 2018 have heavily impacted the Bandol and Hyères casinos.

For example, the 2013 opening of Larmor Plage casinos in the Morbihan region and Fort-Mahon in the Somme markedly impacted the results of the La Trinité-sur-Mer and Berck casinos. The opening of the Vannes casino made it definitively impossible to achieve a balanced operation of the La Trinité-sur-Mer casino, which was closed at the end of June 2015.

The risk is greatest in cases where a new casino is established in a large town, within the framework of Act 88-13 of 5 January 1988, when a catchment area that has historically included a conurbation of more than 500,000 inhabitants suddenly finds itself deprived. This was notably the case for the casinos of Andernos and Arcachon when the Bordeaux casino was created in May 2002.

This risk of market saturation in certain geographic areas is however tempered by the regulatory authorities' assessment of the already high absolute number of casinos in France. Nevertheless, both the still possible setting up of casinos in the Group's catchment areas and the growth of new activities, such as online gaming (authorised in France in 2010, but limited to poker and sports betting), could have a substantial negative impact on the Group's business, results, financial position and future prospects.

On this subject, the media has regularly reported on plans to open a new casino in Marseille. If these plans were to succeed, there would be consequences for business in nearby casinos.

RISK MANAGEMENT

The Group has always pursued a policy of being competitive through creativity and innovation, with the aim of constantly refreshing customers' casino experience.

4.2.5 • SECURITY

A • ARMED ROBBERY

RISK DESCRIPTION

In spite of the Group's numerous safety systems and mechanisms, they may experience failures or be totally or partially circumvented. In practical terms, as a casino operator, Groupe Partouche is exposed to the specific risk of armed robbery.

Such events can have multiple impacts: loss of confidence, stress, injury, death of customers or employees, damage to premises or equipment, and decline or shutdown in business.

Such consequences could have a significantly negative impact on the Group's business, results, financial position or future prospects.

RISK MANAGEMENT

Our casinos have both technical and human resources which together ensure the security of people and goods. The terms under which they are activated are naturally linked to the unique character of the casino business, their size and their configuration.

Some of the security measures that have been implemented at the Group's establishments are listed below:

- CCTV cameras cover all areas of the establishments that may need monitoring, such as car parks, entrances, the main hall, games rooms, safe deposit vaults, cash registers, game tables and slot machines. Should an incident occur, the control room guard can alert security and the games room managers, and if necessary the police or fire brigade;
- some casinos are equipped with silent panic buttons linked to a police station, either directly or via a remote surveillance firm;
- the installation of cash machines to recycle cash on a daily basis and reduce flows. This reduces the number of visits by cash in transit vehicles and the potential risk of robbery;
- a traditional surveillance system of volumetric radars connected to a central desk which detects the presence of an intruder in the establishment during closing hours;
- installing vaults and secure money boxes, with information displayed to the public at the cash registers, can significantly reduce aggravated burglaries. By taking such measures, no keys can be handed over to criminals because the only people that have the keys are those who collect the funds. Only a nominal amount of cash is kept in cash registers and safe deposit boxes to cover frequent transactions (such as currency exchanges and cash payments);
- a computerised access control system operated by badges is used to record the movement of staff and visitors in the buildings;
- security officers are stationed at entrances to prevent unauthorised entry to the establishments, and during closing hours, dog handlers or night watchmen in the Group's ERPs guard the establishments when necessary.

Staff also receive training concerning the risk of armed robbery, which are often traumatic events, so that they are prepared to be able to manage such situations both at a psychological level and in terms of understanding their own mental and physical capabilities.

Since 2012, the Group's establishments have upgraded their security systems in terms of both procedures and equipment, particularly by installing a high-tech property protection system named "Smart Water". This system has been installed in many of the casino's sensitive areas and sprays a colourless, indelible liquid on potential criminals. The chemical marker used, a type of artificial DNA signature, remains detectable on skin for at least six months and indefinitely on any other surface by means of special equipment used by forensic identification teams, thus enabling police officers to easily link a suspect to a specific location and produce evidence before the courts.

B • COLLUSION

RISK DESCRIPTION

Casino employees could be tempted to provide assistance to unscrupulous players for profit. Although procedures are in place to minimise this risk though recruitment screening and supervision and control throughout the duration of all gaming activities, the possibility of collusion with players, particularly at table games, cannot be ruled out. Such collusion might involve falsely declaring a player to have won or paying a player more winnings than they are entitled to, thus incurring a loss for the casino. Consequently, the impact is chiefly financial.

RISK MANAGEMENT

To reduce this risk, directors responsible for casinos make every effort to ensure that Management Committee members exercise effective control over the activities of pit managers, table supervisors and gaming staff, notably by regularly rotating staff at gaming tables and asking the video control room to carry out random sampling by reviewing winners' positions and how often they win in relation to dealers'

positions. Testimony from other players may trigger an investigation. Where sufficient evidence has been gathered, the matter is submitted to the police together with all the evidence and a criminal complaint is filed.

C • THEFT

RISK DESCRIPTION

Casinos are at risk of theft during cash handling. Between funds collected by machines, secure money boxes, the counting room and the vault, there are a number of opportunities for cash to be embezzled without management's knowledge. Consequently, the impact is chiefly financial.

RISK MANAGEMENT

To reduce this risk, in addition to carefully selecting and limiting the number of staff authorised to handle cash, all areas through which cash transits are covered by CCTV and sound recording systems. Recordings are kept for 28 days. Areas where cash is held are accessed using trackable digital passes, codes or keys and fitted with intruder alarms linked to a remote surveillance firm. All cash handling must be carried out with a second employee and in the presence of a supervisor who is a member of the Management Committee. Software for managing inflows and outflows of funds is installed to flag up any discrepancies. Directors responsible for casinos personally verify accounting entries for cash inflows and bank deposits and check all financial movements within their casinos; they are ultimately responsible for security and for ensuring that all games are fair.

4.2.6 • FOOD SAFETY, HEALTH AND SAFETY

A • FOOD SAFETY AND HYGIENE

RISK DESCRIPTION

Owing to its highly developed activity as an operator in the restaurant sector, Groupe Partouche is committed to ensuring a high level of food safety. The Company's main concern is of course to ensure the satisfaction and loyalty of its customers.

There are two clearly identified risks:

- the risk of a customer or employee experiencing food-poisoning;
- a breach (product traceability, regulatory non-compliance, unsatisfactory analysis, etc.) coming to light during an inspection by regulatory authorities such as the Departmental Directorate for Public Health and Consumer Protection (DDPP).

The materialisation of these risks can have multiple impacts, including a loss of customer confidence, employee arrests following injury or sickness, or even litigation, official publications that are unfavourable for the establishment concerned and fines.

The establishment in question could be ordered to close, which have a negative impact on its reputation and profitability.

Such closures, especially if they should recur or go on for an extended period of time, could have a significant negative impact on the Group's business, results, financial position, standing or future prospects.

RISK MANAGEMENT

In order to guard against these risks, all Groupe Partouche's establishments have entered into contracts with Mérieux NutriSciences, an outside approved firm tasked with improving food safety and quality. To this end, Mérieux NutriSciences provides consulting, training, analysis and audit services on an ongoing basis. In cooperation with Mérieux NutriSciences, Groupe Partouche has developed a system of ongoing procedures, traceability and alerts based on the HACCP (Hazard Analysis and Critical Control Point) principles. In 2014, Groupe Partouche also put in place a Group-specific sanitary control plan that brings together all the documentation required to comply with food safety regulations in force.

To further increase traceability, Groupe Partouche has equipped all its kitchens with the traQ'food application, a tool developed by the Mérieux Nutrisciences subsidiary of the same name. traQ'food is an innovative digital traceability solution that aims to simplify the entire HACCP approach and maintain the documentation and records required by the EU's Food Safety Management System (FSMS). It helps improve food safety, ensure that collected data is secure and save time for staff.

To strengthen our drive to adopt a preventive approach, all our establishments have been interviewed on the basis of Afnor standard V01-015, "Hygiene checks at commercial catering establishments", in connection with a potential audit by the Departmental Directorate for Public Health and Consumer Protection (DDPP).

Groupe Partouche joined Baresto, a network made up of 200 commercial catering establishments that references suppliers specialising in food and liquid purchasing for food service establishments.

Created in 2010, the Baresto network aims to respond to business issues, in terms of purchasing or digital solutions. Managed by a steering committee made up of the two founders and six members, Baresto remains in direct contact with the needs of its members, while testing the solutions developed by the

network. Groupe Partouche reaps the full benefit of this expertise through regular steering committees meetings, as well as a regional purchasing approach that brings suppliers closer to subsidiaries by promoting local products. All this is underpinned by a CSR approach.

Baresto ensures that its food referencing exceeds official ISO, BRC and IFS standards thanks to a quality charter signed by its suppliers. In support of Mérieux NutriSciences, this is supplemented by a procedure that classifies suppliers by risk level. This approach is in line with our hygiene control plan.

B • SAFETY

RISK DESCRIPTION

In the event of a breach of the regulation concerning fire and panic prevention in the ERPs (establishments open to the public), or ease of access for people with disabilities, the relevant regulatory authority can call upon the establishment to make improvements or have work done, or even close.

Identified risks include the risk of fire, intoxication, customers or employees falling, problems moving around in or evacuating establishments, and cardiac events.

Such risks can have multiple impacts: accident, stress, injury, death of customers or employees, damage to premises or equipment, and decline or shutdown in business.

Such events, especially if they should recur or go on for an extended period of time, could have a significant negative impact on the Group's business, results, financial position, standing or future prospects.

RISK MANAGEMENT

As are all businesses who play host to the general public (known as "ERPs" in France), Groupe Partouche is duty-bound to guarantee the highest level of safety to its customers and employees. The Group's establishments therefore apply all health and safety instructions regarding, in particular, the risks of accident, health hazards, fire and environmental impairment, while assessing workplace-related risks as part of a preventive approach.

The Group's establishments are also regularly inspected by the commissions of health and safety, such as Apave and Bureau Veritas, who verify, in particular:

- fire and panic prevention within the Group's ERPs;
- ease of access for people with disabilities;
- installation of automated external defibrillators (AEDs) in establishments open to the public.

4.2.7 • INFORMATION SYSTEMS RISKS

RISK DESCRIPTION

For several years now, Groupe Partouche has been investing in new technology to improve its organisational performance and bring its customers the best of what digital technology has to offer. Such technology projects have built-in security measures that are becoming ever more complex. Modernising its business in this way means the Group is more exposed to the risk of fraud, cyberattack, IT malfunctions, power outages and telecommunications breakdowns. Furthermore, stricter rules on the protection of personal data and gaming regulation increase the risk of regulatory non-compliance.

An IT incident or cyberattack could adversely affect the Group's business through damage to or the loss or disclosure of personal, strategic or confidential information, or by making it impossible to carry out day-to-day activities required to manage run the Group's establishments. In spite of the Group's investments in maintaining and protecting its infrastructure, an IT incident or cyberattack could disrupt the Group's business and have adverse financial, operational or reputational consequences.

RISK MANAGEMENT

The Group's IT systems are organised to include computer rooms distributed across its various establishments, with each computer room equipped with systems to ensure continuity of power supply and data backups.

Aware of the increasingly important role of information technology within its business, Groupe Partouche set up a Cybersecurity Unit in 2020. Driven by a strong commitment from Executive Management, a cybersecurity plan was implemented as part of an ISO/IEC 27001 approach that includes, in particular, measures to anticipate and react to cyber threats. These efforts, led by an Information Systems Security Manager reporting to the Management Committee, have proven particularly useful during the Covid-19 crisis. In keeping with the importance it attaches to its history and human capital, the Group sees cybersecurity as a social driver facilitating the development of new skills and promoting social cohesion and shared values. The threats inherent in digital technology are not confined to the workplace: they affect everyone. That being the case, the emphasis is on raising awareness of digital hygiene and helping employees adopt best practice in this area, which is of benefit not only at work but also at home. Cybersecurity is now a long-term requirement

for all digital projects relating to Groupe Partouche's operations, ensuring that the Group can enjoy all the power and benefits offered by digital technology while maintaining the resilience of its business and keeping its customers safe.

With this in mind, a Group Information Systems department was set up 2021. Its role is to manage and govern the Group's IT projects as well as anticipate future opportunities in the digital space and mobilise stakeholders around a responsible, forward-looking approach.

The Group Information Systems department is also responsible for breaking down the overall information systems policy drawn up by the Cybersecurity Unit into a range of protective and preventive measures, resources and tools.

4.3 • FINANCIAL RISKS

4.3.1 • LIQUIDITY RISK

RISK DESCRIPTION

Liquidity risk is the risk of the Group having insufficient liquidity to meet its financial commitments. In particular, it incorporates the risk of liabilities becoming due earlier than expected and the risk of the Group not being able to access the financing or refinancing it needs to maintain its day-to-day operations and investments at satisfactory terms.

RISK MANAGEMENT

This risk is examined by the Finance Department using, in particular, financial reporting based on actual cash flows, supplemented by a provisional cash flow budget.

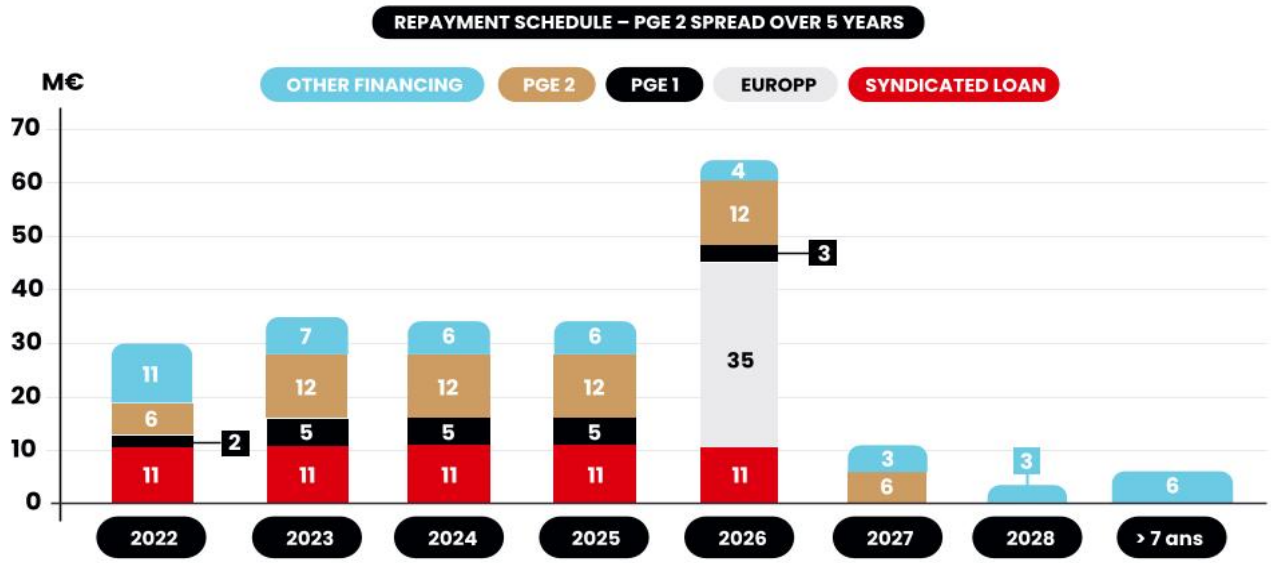
At 31 October 2021, the Group's cash position net of levies stood at €152.1m, of which €13.7m was invested in money market funds and other immediately available investments.

Groupe Partouche also has a signed cash pooling agreement with all of its subsidiaries. This agreement provides a strong incentive to subsidiaries to invest their cash surpluses with Groupe Partouche SA to obtain a rate of return on cash that is higher than the market rates. Groupe Partouche SA can thereby ensure that the cash requirements of certain subsidiaries are met and can invest the cash surpluses in an optimal manner. This management is handled by the Group's Finance Department.

For the two Swiss casinos, Meyrin and Crans-Montana, the country's legal constraints prohibit the transfer of cash except for dividend distributions. Consequently, they invest their surplus cash themselves.

At 31 October 2021, the restated amount of the Group's bonds and bank loans totalled €213.2m.

The following chart shows a maturity schedule of the Group's bank borrowings and bonds (excluding finance leases) at 31 October 2021 and reflects the presentation used in the financial statements, with repayment of the second government-backed loan ("PGE 2") spread over the maximum term (see Note 9.3, "Financial debt", in Section 20.2.1). The Group nevertheless reserves the option of repaying that loan with effect from 15 April 2022.



The Group's bank loans and bonds include commitments and financial covenants which, if not met, could lead to outstanding amounts under the facility in question becoming repayable early. At 31 October 2021, the Group met all its commitments apart from its leverage ratio, which cannot be calculated. In June 2021, the institutional investor bearing the EuroPP and the consortium of banks for the syndicated loan showed their ongoing confidence in the Group and waived the calculation of the leverage ratio at the closing dates of 30 April and 31 October 2021, with retroactive effect for 30 April 2021.

4.3.2 • INTEREST RATE RISK

RISK DESCRIPTION

At 31 October 2021, the Group's debt consisted of a mix of floating-rate debt (the syndicated loan taken out by Groupe Partouche SA and a credit line for the Aix-en-Provence casino) and fixed-rate debt (all other debt, including the bond). None of the Group's debts are hedged against interest rate risk.

LIABILITIES €000 AT 31 OCTOBER 2021	TOTAL	< 1 YEAR		1 TO 5 YEARS		> 5 YEARS	
		Fixed rate	Floating rate	Fixed rate	Floating rate	Fixed rate	Floating rate
Bond	35 000			35 000			
Syndicated loan	54 167	-	10 833	-	43 334	-	-
Bank borrowings	123 986	17 509	889	85 166	3 555	13 088	3 778
IFRS 16 lease liabilities	69 174	11 549	-	26 825	-	30 801	-
Bank overdrafts	168	-	168	-	-	-	-
Interest accrued on loans	419	-	419	-	-	-	-
Other borrowings	2 492	278	-	1 204	-	1 010	-
TOTAL	**285 406**	**29 336**	**12 309**	**148 195**	**46 889**	**44 899**	**3 778**

ASSETS €000 AT 31 OCTOBER 2021	TOTAL	< 1 YEAR		1 TO 5 YEARS		> 5 YEARS	
		Fixed rate	Floating rate	Fixed rate	Floating rate	Fixed rate	Floating rate
Cash (net of gaming levies)	138 374	25 000	113 374	-	-	-	-
Investments	13 716	12 827	889	-	-	-	-
TOTAL	**152 090**	**37 827**	**114 263**	**-**	**-**	**-**	**-**

ASSETS €000 AT 31 OCTOBER 2021	Total	< 1 YEAR		1 to 5 YEARS		> 5 YEARS	
		Fixed rate	Floating rate	Fixed rate	Floating rate	Fixed rate	Floating rate
NET POSITION BEFORE HEDGING AT 31 OCTOBER 2021	**133 316**	**(8 491)**	**(101 954)**	**148 195**	**46 889**	**44 899**	**3 778**
Interest rate hedging	-		-		-		-
NET POSITION AFTER HEDGING AT 31 OCTOBER 2021	**133 316**	**(8 491)**	**(101 954)**	**148 195**	**46 889**	**44 899**	**3 778**

RISK MANAGEMENT

Exposure to interest rate risk is reassessed by the Group's management, assisted, inter alia, by the Treasurer, notably if there is any significant change in the interest rate market and/or the Group's debt. The interest rate hedging policy is designed to protect future cash flows and reduce any volatility in financial expenses. The Finance Department implements the favoured solutions centrally. Where applicable, all interest rate hedging instruments put in place to manage interest rate risks, notably including interest rate swaps, forward rate agreements (FRAs) and interest rate options (caps and collars), correspond to identified risks related to the Company's future financial flows; the Group does not enter into any speculative positions.

Analysis of sensitivity of net debt to interest rate risk: a +1% increase in the interest rate applied to the net amount exposed to potential fluctuations in the variable interest rate would have a positive effect on financial items of €513k.

4.3.3 • GOODWILL IMPAIRMENT RISK

RISK DESCRIPTION

Please refer to Section 20.2.1, Note 6.1 to the consolidated financial statements.

In application of IAS 36, the Company carries out goodwill impairment tests annually or more frequently if there is any indication of identified impairment in value.

The impairment tests performed by the Group in application of IAS 36 consist of comparing the recoverable values of the cash generating units (CGUs) with the net carrying amount of the corresponding assets, including goodwill.

The recoverable value of a CGU is determined as the higher of the value in use and the fair value (less disposal costs).

Sensitivity testing was carried out by varying underlying business plan assumptions (turnover and EBITDA) and test parameters (discount rate and long-term growth rate).

Given the Covid-19 situation, as was the case for tests carried out at 31 October 2020 and 30 April 2021, the size of variations in assumptions deemed reasonably possible was increased when carrying out sensitivity tests. Percentage variations used were double those normally used at balance sheet dates prior to the public health crisis.

For reference, impairment testing is carried out on cash-generating units to reflect the level at which value creation is measured, performance is monitored and strategic decisions are made within the Group.

The figures shown reflect the results of sensitivity tests, with the understanding that:

- a negative impact reflects an additional impairment charge, taking into account the change in the recoverable amount of the CGU against its carrying amount;
- a positive impact reflects a positive change in the recoverable amount of the CGU.

• SENSITIVITY TO INTEREST RATE CHANGES

Sensitivity tests of the CGUs' realisable value based on reasonably possible changes of a key assumption were carried out, and more specifically, sensitivity tests to changes of 1 point of the discount rate and the growth rate to infinity. They did not reveal any situations in which the realisable value of the main CGUs would become lower than their carrying amount, with the exception of the CGUs mentioned below:

CGU	IMPACT IN €M OF A CHANGE IN			
	DISCOUNT RATE		PERPETUAL GROWTH RATE	
	+1 POINT	-1 POINT	+1 POINT	-1 POINT
Casino de Pornichet	(2,81)	3,49	2,67	(2,14)
Casino de Hyères	(0,98)	1,24	1,14	(0,91)
Casino de Plouescat	(0,98)	1,93	1,57	(0,70)
Casino d'Annemasse	(1,10)	3,19	2,75	(0,75)

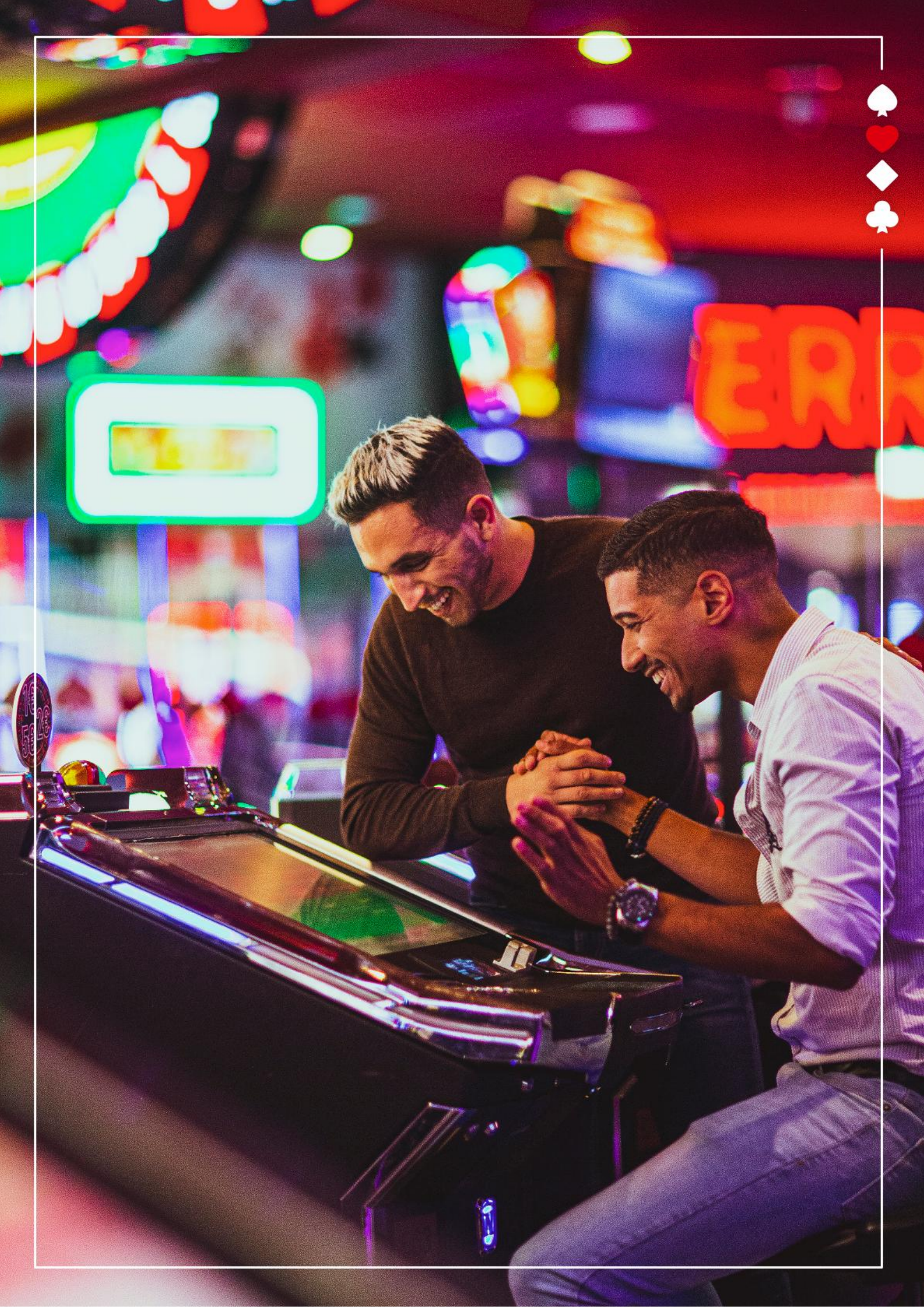
• SENSITIVITY TO CHANGES IN TURNOVER AND EBITDA

The Group carries out an analysis of the sensitivity of the CGUs' recoverable amounts to reasonably possible changes in assumptions impacting certain parameters of the budget forecasts used by the Company: changes of 3 points to turnover and 4 points to EBITDA.

At 31 October 2021, the results are presented below for those CGUs designated in the preceding section. They did not reveal any situations in which the realisable value of the main CGUs would become lower than their carrying amount, with the exception of the CGUs mentioned below:

CGU	IMPACT IN €M OF A CHANGE IN			
	TURNOVER		EBITDA	
	+3 %	-3 %	+4 %	-4 %
Casino de Pornichet	0,98	(0,98)	1,23	(1,23)
Casino de Hyères	0,60	(0,59)	0,44	(0,43)
Casino de Plouescat	0,52	(0,47)	0,57	(0,53)

Considering, on the one hand, the total net amount of goodwill (€203,200k) with regard to the Company's consolidated shareholders' equity (€315,413k) and, on the other hand, the difficulties with which the Group's business sector was confronted over the last few years, it cannot be ruled out that, if there should be another adverse context in the future, the Company may have to carry out more impairments of goodwill. Such impairments could have a significant negative impact on the Group's business, its financial position, its results or outlook.



05

Information about the issuer

5.1 • HISTORY AND DEVELOPMENT OF THE COMPANY

5.1.1 • HISTORY

1973 - 1990: DEVELOPMENT IN ADVERSITY, THANKS TO GENUINE KNOW-HOW

Arriving in 1973 in France from Algeria, where he was a Philips representative, Mr. Isidore Partouche bought, with the help of his brothers and sisters, the Saint-Amand-les-Eaux casino, together with its spa and mineral water source.

The popularity of the casino was restored thanks to a family-oriented marketing strategy. This enabled Isidore Partouche to embark upon a growth strategy for his business; he acquired casinos in the north of France (Le Touquet in 1976, Forges-les-Eaux in 1986, Dieppe in 1988, Fécamp, Bagnoles and Vichy in 1989); in 1982, he created a casino in Calais.

At this time, gaming was limited to traditional games, which were not very profitable for the casinos. This however did not deter Isidore Partouche, who, convinced of the need to develop the gaming activity and with a clear vision, continued growing his business, even selling his spring water operations to keep his casinos.

1991 - 1995: INCREASED PROFITS AND STOCK EXCHANGE LISTING

Group profits substantially increased through the progressive introduction of slot machines in all of its establishments. In 1991, the group took over the Le Lyon Vert casino in La Tour de Salvagny and its subsidiaries the St-Galmier and Juan-les-Pins casinos. The Group's growth continued with the reopening of the Berck casino (1991) and the Royat casino (1992), and the purchase of the casinos of Aix-en-Provence, La Ciotat and Palavas (1994).

To establish its professional standing, Groupe Partouche was the first group of integrated casinos in France to launch an initial public offering (IPO). On 29 March 1995, Groupe Partouche SA was listed on the Paris stock exchange's Second Marché, through a capital increase. The funds thus raised enabled the group to consolidate the companies it had acquired in France and to grow its business, notably abroad.

1995 - 2005: DIVERSIFICATION AND EXTERNAL GROWTH

Strengthened by this newly gained standing and swelling profits, the Group started diversifying its business activities and locations.

Hotels are added to Groupe Partouche's array of assets, with the purchase in 1997 of a 4-star hotel, now the Méridien-Garden Beach hotel, the opening in 2000 of the Hilton de la Cité Internationale de Lyon and of the Aquabella hotel in Aix-en-Provence, and the acquisition in 2001 of the Savoy (now 3.14) in Cannes.

And in September 1995, the first casino located outside France joined the group, with the acquisition of the prestigious casino of the Belgian resort of Knokke-le-Zoute. New establishments followed with the creation of a casino in Agadir, Morocco in 1996, in partnership with Club Méditerranée; the casino of Djerba, Tunisia in 1998 in the form of a Pasino, an original concept combining an entertainment complex and a gaming establishment; and the casino of San Roque, Andalusia in 1999.

In the meantime, the Group continued growing its core business of casinos in France, with the addition of the Cabourg and Beaulieu-sur-Mer casinos in 1997, the Carlton Casino Club in Cannes in 1998, the transfer of the licence to allow the re-opening of the prestigious Palm Beach casino, and the casino of Lyon in 1999.

The Group also concentrated its efforts on developing the very concept of the casino. Following on from its experiment in Djerba, it opened a second Pasino, in 2001, in Aix-en-Provence. The first of a new generation of casinos was a great success and went on to be ranked number two in France. In 2003, the St-Amand-les-Eaux casino changed location and was transformed into a Pasino, thirty years after its acquisition.

In 2002, the Group made the largest purchase of its history. Between January and April, thanks to a successful counter-offer it succeeded in purchasing the Compagnie Européenne de Casinos, thus acquiring twenty-two additional casinos: eighteen in France and four outside France.

At the same time, new establishments were opened: Meyrin in Switzerland in 2003 and the Palais de la Méditerranée in Nice in 2004.

Then in 2005, the Group undertook a second external growth operation with the acquisition of Groupe de Divonne, comprising five casinos, including the Divonne-les-Bains casino, the apotheosis of a period of good fortune when the market reached maturity.

2006 - 2013: NEW TECHNOLOGIES AND A DIFFICULT CONTEXT

In April 2006, Groupe Partouche set up a new subsidiary, Partouche Interactive, to develop games through the use of remote communication, such as television, mobile phones and the internet, which quickly obtained an online gaming licence from the Government of Gibraltar.

Following this, major changes were made to the regulations that govern the gaming industry. In 2007, new gaming regulations began to be introduced, including the possibility of having a mix of gaming activities and the removal of stamp duty on the entrance fee of traditional gaming facilities. In November of the year, identity controls at the entrance became mandatory for French casinos. Then, in 2008, the smoking ban was introduced, another measure that had a very dissuasive effect on client numbers in terms of playing time.

The economic crisis also made itself felt through falling client numbers, as well as a clientele with less money to spend. Groupe Partouche therefore focused its efforts on optimising its operations.

At the same time, the Group intends to stay on the cutting edge of the industry; from the beginnings of the tests conducted on Texas Hold'em Poker in Aix-en-Provence, up to the success of Partouche Poker Tour, Partouche was becoming a major force in poker. In 2009, the Group was the first to launch the millionaire-making Megapot, a jackpot linking 200 slot machines in more than 45 establishments to let players take home exceptional winnings. Lastly, in 2010, the Group obtained an online poker gaming licence as part of the legal institution of remote gaming in France. In September, the Main Event of the Partouche Poker Tour Season 3 beat all records, playing host to 764 players, including the major international stars of the game, at its Palm Beach casino, in Cannes. The Prizepool, comprising the sum total of players' wins, was nearly €5.7m. 2011's edition confirmed the great success of this tournament.

2011 witnessed the deployment of the Pcash solution (Partouche Cashless), a proprietary system which will eventually bring to an end the use of chips in slot machines.

In May 2011, in the scope of a reserved capital increase, amounting to €30.6m, conferring 12.52% of Groupe Partouche SA's share capital to the group Butler Capital Partners, the latter became a minority but proactive partner.

In 2012, Groupe Partouche once again faced a challenging economic climate (with the decline of Gross Gaming Revenue in France leading to a significant deterioration in the Group's operating profitability). Faced with declining activity in the Interactive Division, mainly caused by the unsuitable business model of French online poker, the area in which the Group's subsidiary Partouche Gaming France operates, in September 2012 Groupe Partouche announced a strategic reorientation of the Group's poker activities and its online poker website www.partouche.fr.

Construction was completed at the Pasino in La Grande-Motte, and the new establishment opened its doors on 10 July 2012.

2013 saw lower revenue affecting the entire casino sector; Groupe Partouche continued adapting to this situation by concentrating its financial and human resources on its historical core businesses, and discontinued its online poker business in France.

Nevertheless, Groupe Partouche remains a driving force behind innovation in its profession. Following Casino War's test period in Aix-en-Provence, the game was expanded throughout the rest of France. Sic Bo, an Asian dice game, was tested at Forges-les-Eaux, and the well-loved classic bingo was launched at the Pasino d'Aix-en-Provence in early 2014. As part of the

shift toward new products awaited by the clientele, a large number of electronic English roulette wheels have been rolled out at the Group's casinos.

Lastly, as it was constantly exposed to the potential risk related to non-compliance with a covenant for the syndicated loan, which could have triggered the immediate mandatory repayment of the principal owed, Groupe Partouche entered into negotiations with the bank syndicate in June 2013 and, in the absence of an agreement, on 30 September 2013 the Groupe Partouche SA holding company obtained the initiation of a Safeguard Procedure (*procédure de sauvegarde*) from the Paris Commercial Court.

2014: A PIVOTAL YEAR

As early as March 2014, the Safeguard Plan put forward by Groupe Partouche SA, including in particular the phased repayment of the syndicated loan over almost nine years, was unanimously adopted by the committee members of credit institutions and their equivalents and by the Group's key suppliers. This plan was agreed by the Paris Commercial Court under a ruling dated 29 September 2014, bringing to an end the Safeguard Procedure (procédure de sauvegarde) that had begun a year earlier.

The Group also sold off a number of assets in financial year 2014 (the casinos in Hauteville, Knokke and Dinant and the Lyon Hilton hotel), part of the proceeds of which was allocated to the early repayment of the syndicated loan.

2015 - 2020: ONGOING RECOVERY

In 2015, Groupe Partouche's financial structure returned to a very sound position, thanks to the combination of cash flow generated by its activities, controlled investments and asset disposals, part of the proceeds of which went toward the early repayment of the syndicated loan.

Groupe Partouche can now focus fully on revitalising its business while continuing to work on improving its financial structure.

In 2019, the Groupe Partouche SA holding company refinanced its debt by setting up a syndicated loan and issuing a EuroPP bond. This transaction notably allowed it to prepay its syndicated loan governed by the Safeguard Plan and to close that complex chapter by ending this plan three years early. Following these operations, the Group's financial structure returned to a very sound position.

Emphasis is also put on the renovation of the Group's casinos through a significant volume of investments.

2020–2021: TWO UNPRECEDENTED YEARS

Since mid-March 2020, the casino industry has been suffering the consequences of the Covid-19 epidemic. After twice being forced by the public authorities to close (for a total of approximately 80 days in financial year 2020 and approximately 200 days in financial year 2021), the Group's establishments reopened their doors in May 2021 but remain subject to burdensome public health restrictions.

5.1.2 • COMPANY NAME

The name of the Company is Groupe Partouche – Ticker "GP".

5.1.3 • COMMERCIAL REGISTER

The Company is registered in the Paris register of commerce and companies under number 588 801 464. Its NAF code is 7010Z.

5.1.4 • DATE OF INCORPORATION AND TERM OF THE COMPANY

Groupe Partouche SA, which was initially called Compagnie Fermière des Eaux et Boues de Saint-Amand SA, was formed, by a deed received by Maître Cartigny, Notary at Valenciennes, on 18 March 1903.

The term of the Company, initially set at 60 years, was last extended by the Extraordinary Shareholders' Meeting of 27 April 1994 to 26 April 2058, except in the event of it being wound up before that date or having its term extended as provided by the Articles of Association (see Section 21.2).

5.1.5 • REGISTERED OFFICE, FINANCIAL YEAR, LEGAL FORM AND APPLICABLE LEGISLATION

The registered office is located at 141 bis, rue de Saussure, 75017 Paris, France.

Its telephone number is +33 (0)1 47 64 33 45 and its fax number is +33 (0)1 47 64 19 20.

The Company is a French *Société Anonyme* with an Executive Board and a Supervisory Board. The Company is under the jurisdiction of French legislation.

Its legal and accounting documents may be consulted at the registered office.

The financial year commences on 1 November and ends on 31 October of the following year.

5.2 • INVESTMENTS

5.2.1 • PRINCIPAL INVESTMENTS MADE IN THE COURSE OF THE LAST THREE FINANCIAL YEARS

• 2019 INVESTMENTS

Cash used in investing activities came to €39.3m (compared with €65.4m in the previous financial year); it chiefly consisted of:

- a net cash outflow of €55.1m on acquisitions of property, plant and equipment, spread across all Group subsidiaries and including in particular an outflow of €13.4m for renovation works on the Aix-en-Provence and Royat casinos, the completion of the new Pornic casino, and the acquisition of slot machines and other electronic equipment;
- sale proceeds of €2.9m from consolidated companies, related to the sale of the 49% minority interest held by Groupe Partouche in Palm Beach Cannes Côte d'Azur and to the collection of receivables arising from sales completed during previous financial years;
- an inflow of €10.7m from repayments received on loans, mainly corresponding to the €10.5m repayment by Palm Beach Cannes Côte d'Azur of its current account, prior to Groupe Partouche's sale of its minority interest in this company.

• 2020 INVESTMENTS

Cash used in investing activities came to €38.8m, compared with €39.3m in the previous financial year. It chiefly consisted of:

- a €35.1m outflow for purchases of tangible fixed assets, including in particular a stable amount of €13.4m for slot machines and other electronic equipment, various replacement investments, and, with regard to construction projects, continued renovation work at the Royat casino and the Aquabella hotel in Aix-en-Provence;
- a €3.0m net cash outflow in connection with the acquisition of equity interests relating to a 15% minority interest in the La Pensée Sauvage Lifestyle group and 95% of Club Berri SAS, leaseholder of the premises used by Club Berri, one of Paris's eight gaming clubs.

• 2021 INVESTMENTS

Cash used in investing activities came to €30.4m, compared with €38.8m in the previous financial year. It chiefly consisted of:

- a €33.7m outflow for purchases of tangible fixed assets, including in particular €3.8m for slot machines and €1.4m for other electronic equipment, sharply down year on year; sundry replacement investments; and, as regards construction projects, a payment to Saint-Amand-les-Eaux local council for a right of use in connection with the renewal of the public service concession, and completion of renovation work at the Royat casino and the Aquabella hotel in Aix-en-Provence, as well as works at Bandol and Lyon Vert;
- a €3.6m inflow from the disposal of tangible fixed assets in the form of disposal proceeds or compensation in respect of sundry moveable and immoveable assets.

5.2.2 • MAJOR INVESTMENTS IN PROGRESS

Fixed assets under construction, which had a net value of €9.2m at the financial year-end, mainly related to renovation work on the Hyères casino for €3.1m, the Lyon Vert casino for €2.2m and the Forges casino for €0.9m.

5.2.3 • MAJOR INVESTMENTS EITHER SCHEDULED OR ARISING FROM FIRM COMMITMENTS MADE BY THE GROUP'S EXECUTIVE BODIES

Major capital expenditure arising from commitments under the local authority's specifications comprises:

A • RENOVATION WORK ON THE HYÈRES CASINO

In the context of the renewal of its public service concessions, Hyères is renovating its hotel, auditorium and gaming room, which will double in size and extend across the entire ground floor, for an estimated total amount of €7.0m. The work is due to be completed in 2024.

B • OTHER INVESTMENTS

The other significant investments planned by the Group relate to existing casinos and hotels and mainly concern:

- renovation of the Palavas casino, work on which began in December 2021;
- refurbishment of the La Tour de Salvagny casino, work on which is due to begin in February 2022 ;
- the renovation of the Annemasse casino is scheduled for the 2022 fiscal year;
- refurbishment of the Saint-Amand-les-Eaux casino, scheduled to take place over two years.

5.2.4 • DIVESTMENT PROGRAMME

Groupe Partouche has no further divestment obligations to meet..

5.2.5 • RELATIONS BETWEEN INVESTMENTS AND FINANCING ACTIVITIES

The Group has total freedom with regard to its investment decisions and sources of funding with the exception of the following point.

In the context of the Groupe Partouche SA holding company's refinancing operation, the Company pledged that it and its subsidiaries will only enter into external growth transactions with companies operating in the Group's business sector and situated in the European Union, the United Kingdom or Switzerland.

06

Business overview

6.1 • MAIN ACTIVITIES AND NOTABLE CHANGES IN 2021

MAIN ACTIVITIES

Historically, Groupe Partouche's main business has been operating casinos, some of which include hotels..

• BREAKDOWN OF TURNOVER BY BUSINESS AREA

BREAKDOWN OF TURNOVER €000 AT 31 OCTOBER	2021	%	2020	%	2019	%
Casinos	206 889	80,9 %	309 304	90,1 %	394 128	90,9 %
Hotels	6 195	2,4 %	4 632	1,3 %	8 519	2,0 %
Other	42 614	16,7 %	29 527	8,6 %	30 846	7,1 %
TOTAL TURNOVER	**255 698**	**100,0 %**	**343 463**	**100,0 %**	**433 493**	**100,0 %**

• BREAKDOWN OF TURNOVER BY GEOGRAPHIC AREAS

BREAKDOWN OF TURNOVER €000 AT 31 OCTOBER	2021	%	2020	%	2019	%
France	169 660	66,4 %	265 857	77,4 %	354 972	81,9 %
Eurozone (excluding France)	64 631	25,3 %	49 388	14,4 %	38 608	8,9 %
Non-eurozone	21 407	8,4 %	28 219	8,2 %	39 913	9,2 %
TOTAL	**255 698**	**100,0 %**	**343 463**	**100,0 %**	**433 493**	**100,0 %**

From the outset Groupe Partouche has been a major casino operator in France; it has also developed a presence outside France, mainly in Belgium and Switzerland..

6.1.1 • CASINOS

Casinos are Group Partouche's core business.

In addition to catering and entertainment, the casinos develop mainly in the gaming industry. This industry is subject to stringent government regulations, particularly in order to prevent risks to public and social order, especially with respect to health protection and the safety of minors.

In France, a casino is defined by regulations as an establishment encompassing three distinct activities – entertainment, catering and gaming – under a single management, with no option for gaming or entertainment to be leased out. Prior to 31 December 2014, none of the three activities could be leased out.

A • LEGAL AND REGULATORY FRAMEWORK

In France, the gaming industry is subject to a general principle of prohibition, as currently stipulated in Article L.320-1 of the French Internal Security Code, pursuant to Ordinance 2019-1015 of 2 October 2019, with exemptions by law covering betting on sports and horse races, lotteries governed by exclusive rights, video game competitions, casinos and – on a trial basis until 31 December 2024 – gaming clubs in Paris, which currently operate only certain card games.

Casino activities are governed by the Ministries of the Interior and Economy, Finance and Recovery. Gaming operations are subject to authorisation in the form of an order issued by the Minister of the Interior.

Derived from the Act of 15 June 1907, the legislation and regulations applicable to casinos are codified in the French Internal Security Code, as regards questions of administrative police (Articles L.321-1 et seq.) and in the General Local Authorities Code, as regards levies on gaming revenue (Articles L.2333-54 et seq.).

Various texts set out in the French Civil Code, French Social Security Code, French Electoral Code and French Tourism Code as well as other non-codified texts also apply to casinos, chief among them the Order of 14 May 2007 on the regulation of casino games, which sets out the conditions for the submission and processing of gaming authorisation applications, the terms under which casinos are run and operated, the rules governing games, and surveillance and inspection principles; the Order of 29 October 2010 on the collection, recovery and supervision of levies on casino games; and Article 18 of the Order of 23 December 1959 on gaming staff.

Lastly, the French Monetary and Financial Code specifies the obligations of legal representatives and directors responsible for casinos with regards to the prevention of money laundering and terrorist financing (Articles L.561-2 et seq.).

The law allows casinos to be opened in seaside and health resorts and thermal spas, prior to 3 March 2009, in towns or cities where a casino was regularly operated at that date, in tourist resorts (the reform brought in by the Act of 14 April 2006 simplified and updated the rules on official tourist resorts by combining the six previous official categories into a single "tourist resort" category *(station de tourisme)*.

Act 88-13 of 5 January 1988 allowed casinos to be opened in official tourist municipalities and official tourist towns/cities and resorts constituting the main town or city in a conurbation with more than 500,000 inhabitants and contributing more than 40%, together with other local authorities as the case may be, to the operation of a "national centre for dramatic arts" (*centre dramatique national*), a national theatre, a national orchestra or an opera house regularly staging at least 20 opera performances per season.

Licences to operate casinos are granted by the Minister of the Interior, acting on the advice of the local council of the area in which the casino is to operate, following a public inquiry and on the basis of specifications drawn up by the local council. The latter then grants the operator a business concession after checking that the conditions of the tender procedure defined in Act 93-122 of 29 January 1993 (the "Sapin Act") have been met, and following an opinion from the Gaming Advisory Committee (*Commission consultative des jeux de cercles et de casinos*). These licences are temporary in nature; their validity period, which may not exceed the period laid down in each casino's specifications, is generally limited to five years.

The Advisory Committee on Gaming Establishments established by the French Ministry of the Interior has 12 members, including seven senior civil servants representing various ministries (Interior; Economy, Finance and Recovery), a representative of the French National Gaming Authority (serving in an advisory capacity only), a member of the French parliament appointed by the president of the Senate and two mayors (or presidents of public organisations for intermunicipal cooperation) appointed by the Minister of the Interior at the proposal of the national association of elected representatives of tourist areas (ANETT). It is chaired by a special councillor of the French Council of State.

Its remit is confined to primary applications for gaming authorisation renewals, applications to increase the number of authorised gaming tables and applications to increase the number of authorised slot machines or electronic gaming stations where this exceeds the threshold of 500 slot machines or 300 electronic gaming stations.

The Order of 29 July 2009 on the regulation of casino gaming sets out criteria under which slot machines may be authorised; the first gaming table entitles the casino to 50 slot machines, with each subsequent table entitling it to 25 additional machines. This reform was a major step forward for casinos in gaining greater control over the definition of their gaming offering. It means the gaming offering can now be tailored to the specific characteristics of the local market and customers' wishes without any need to embark on a cumbersome administrative procedure requiring an opinion from the Gaming Advisory Committee at the end of a four- or five-month application processing period. Changes once a casino is already authorised are now agreed by the Ministry of the Interior following notification procedures with a short processing period, allowing operators to respond more quickly to market trends. The Order of 30 December 2020 supplemented the criteria under which electronic gaming stations may be authorised using a similar approach: the first gaming table entitles the casino to 30 slot machines, with each subsequent table entitling it to 15 additional machines.

A number of additional changes to the regulations were introduced under the same reform movement. Since the publication of the Order of 6 December 2013, casino managers have had the right to set the opening and closing times of gaming rooms and games, within the limits set by each casino's operating permit and in compliance with its specifications. This provision allows casinos to better match their offering of table games to customer demand (with the priority on opening tables during peak periods only), and thus to make productivity gains and optimise casino workforce management.

On 30 December 2014, a change was made to simplify adjustments to the nature of games by allowing casinos to freely choose which games they wish to operate from a list of authorised games, subjecting to declaring them in advance to the Ministry of the Interior. Previously, requests for these types of adjustments had to be submitted to the Gaming Advisory Committee.

The gaming licence, which is formalised by an order issued by the Minister of the Interior, sets out the number and type of authorised table games, electronic gaming stations, and slot machines; the period of authorisation; and the opening and closing times of gaming rooms.

The slot machine market has also undergone a number of technical developments, now possible thanks to the latest regulatory changes, such as multi-game and multi-denomination slot machines, as well as "community" games that are of greater interest to a new generation of gamers. It should be noted that slot machines are legally required to pay out at least 85% of their takings, and that only French supply and maintenance companies with experience in electronics and licensed by the Ministry of the Interior are authorised to supply and maintain such machines and adjust their settings. Such companies are required to inspect the entire portfolio of slot machines three times a year. The same level of control is required for all electronic gaming stations.

Gaming licences may be withdrawn by the Ministry of the Interior in the event of failure to comply with specifications or with the laws and regulations governing gaming in a casino.

At each casino, a manager and an executive committee approved by the Ministry of the Interior ensure that games are fair and lawfully operated at all times, in compliance with applicable regulations. These senior executives – approved by the Ministry of the Interior – are also required to comply with all clauses in the casino's operating requirements, which are formally agreed with the local authority.

Gaming staff, personnel responsible for access control, inspectors responsible for security and video protection operators must be licensed by the Ministry of the Interior before taking up their duties. Within 90 days of assuming duties, they must undergo training to detect people who have issues with gaming.

Access to gaming rooms is only granted following systematic checks to identify and deny admission to under-18s and persons banned from gaming, whether by the Minister of the Interior, by order of the courts or because they have themselves asked the French National Gaming Authority to ban them.

Games liable to be authorised in casinos are those defined by simple decree and set out in Article D.321-13 of the French Internal Security Code. There are four categories of game:

TABLE GAMES PLAYED AGAINST THE HOUSE:

These mainly include:

- "Boule"

- American, English or French roulette
- Casino War
- Punto Banco
- Blackjack
- Stud Poker
- Ultimate Texas Hold'em Poker

TABLE GAMES PLAYED AGAINST OTHER PLAYERS :

These mainly include:

- Texas Hold'em Poker
- Omaha Poker 4 high
- Bingo

ELECTRONIC VERSIONS OF TABLE GAMES:

- Roulette
- Blackjack
- Texas Hold'em Poker

SLOT MACHINES:

A slot machine is legally defined as a gaming device that, upon using monetised stakes, automatically triggers a system resulting in the display of a random combination of symbols used to establish potential winnings, with a return to player rate of no less than 85%, as set by decree.

The law specifies that the operation of slot machines is only authorised in casino gaming rooms, and that slot machines may be linked together to build up a progressive jackpot. This system may connect machines located in different establishments.

GROUPE PARTOUCHE INNOVATIONS:

Leveraging its extensive experience in the gaming sector, Groupe Partouche stays abreast of the latest technological advances to round out its offerings.

For instance, the Group's smart card gaming system now offers the option of ticketed games. All forms of payment are thus accepted by the Group's machines (cash, cards, tickets and chips). The unique feature offered by Groupe Partouche is the option of combining two payment methods (cards and tickets).

Drawing on its pioneering role in wide-area progressive (WAP) systems – Groupe Partouche was France's first casino operator to offer a multi-site jackpot under the name "Megapot" – the Group has continued to expand upon this concept to meet the demands of its customers. Along these lines, Groupe Partouche has introduced a second multi-site jackpot called "Megapok", dedicated to poker.

Groupe Partouche is still the only operator in France able to offer its customers a multi-site jackpot, resulting in sizable winnings of up to several million euros for an initial bet of no more than three euros.

Smart card technology now powers a broad range of offerings made available to the Group's customers.

Groupe Partouche is working to forge partnerships with major gaming equipment manufacturers (Merkur, Alfastreet, Konami, Aristocrat, Aruze and IGT) that will enable it to offer its customers exclusive access to new machines, prior to their nationwide release.

Groupe Partouche works closely with research and development laboratories operated by major automatic gaming equipment brands to suggest new product concepts and improve the functionality of slot machines.

From time to time, Groupe Partouche also takes part in tests of new games to help the authorities ensure their integrity and fairness.

B • LEVIES ON GROSS GAMING REVENUE

A sliding-scale levy is applied to gross gaming revenue, which represents the total amount of money left by players at gaming tables and slot machines after deducting a statutory 25% tax allowance; an additional 5% allowance for investments in hotel and thermal spa facilities may be applied in certain cases.

It should be noted that, in the matter of high-quality artistic productions, the additional allowance that was applicable has been replaced since financial year 2015-2016, by a tax credit whose underlying principles are set forth in Article L.2333-55-3 of the General Local Authorities Code. The aim is to enhance the security of the system, which now falls within the scope of the regulation and is compatible with the domestic market.

The new tax credit approach for high-quality artistic productions significantly reduces the time periods for reimbursement compared to the previous situation. The introduction of a decision support system using a points-based scale makes it possible to assess the production eligibility criteria objectively.

The time required to process rebate requests in respect of this tax credit and for the authorities to make a decision is significantly reduced due to the elimination of the inter-ministerial committee provided for under Article 5 of Decree 97-663 of 29 May 1997 and the decentralisation of the procedure for managing the scheme.

The scale for the sliding-scale levies, which had not changed since 1986, was revised during the year

ended 31 October 2009, with the changes to be applied retroactively over the whole of the financial year to take into account inflation.

During the financial year ended 31 October 2010, a reform in the way gaming levies are calculated, eagerly awaited by the industry for several years, was introduced through the addition of new provisions to the Online Gaming Act of 12 May 2010 (Article 55). The reform means that the base on which the levy on table games is calculated is no longer the same as that for slot machines (Article L. 2333-54 of the French Local Authorities Code). This is a departure from the previous method of calculating the levy on the aggregate of gross gaming revenue from table games and slot machines. This use of distinct bases on which the levy is calculated for table games and slot machines means that casinos will pay a lower levy rate on table game revenue.

New tax measures were introduced by the promulgation on 30 December 2014 of Act 2014-1655 of 29 December 2014 (the Amending Budget Act for 2014). This Budget Act removed the following:

- the principle of the "applicable levy" repealing Article L.2333-57 of the General Local Authorities Code;
- the 0.5% fixed-percentage levy on gross gaming revenue from table games and the 2% fixed-percentage levy on slot machines by repealing Article 50 of Law No. 90-1168 of 29 December 1990, the 1991 Budget Act.

Furthermore, it transposed into the General Local Authorities Code (Article L. 2333-56) an overview of the sliding-scale levy on gross gaming revenue after deduction of a 25% allowance and, where applicable, an allowance for "expenditure to acquire, equip or maintain a hotel or spa". The sliding-scale levy rate applicable to each of the shares was set by decree, with a minimum of 6% and a maximum of 83.5% (instead of the previous limits of 10% and 80%).

To calculate the levy on table games, apart from electronically operated ones, a coefficient of 93.5% is applied to the amount of gross gaming revenue.

Another decree regarding provisions for levies on gaming revenue defers the time limit for monthly payment of levies to that laid down for the tax on turnover, instead of the fifth day of the month.

It should be noted that local councils undertaking activities to promote tourism can apply a levy on casinos' gross gaming revenue, using the same tax base as the state-imposed levy. Under no circumstances may this levy, which is applied in accordance with each casino's specifications, exceed 15%.

Furthermore, 10% of the state-imposed levy is paid over to each local council of an area in which a casino is located.

Where the combined total of the state and local council levies exceeds 83.5% of total gross gaming revenue, the state levy rate is reduced such that the combined total of both levies is 83.5%.

Furthermore, since the introduction of the Act of 12 May 2010 opening up online gaming to competition and regulation, a portion of the levies raised on online table games, not exceeding €10,150,000, is paid over to local councils within whose geographical boundaries are one or more casinos open to the public, in proportion to those casinos' gross gaming revenue.

The current scale for the sliding-scale levy payable to the state based on casinos' gross gaming revenue, in accordance with Act 2014-1654 of 29 December 2014 (the Amending Budget Act for 2014), is as follows:

• GROSS GAMING REVENUE

€000			
6 % up to	-		100,000
16 % from	100,001	to	200, 000
25 % from	200,001	to	500,000
37 % from	500,001	to	1 000,000
47 % from	1,000,001	to	1 500,000
58 % from	1,500,001	to	4 700,000
63,3 % from	4,700,001	to	7 800,000
67,6 % from	7,800,001	to	11 000,000
72 % from	11,000,001	to	14 000,000
83,5 % above	14,000,001		

Since 1996, a 3% CRDS (Contribution to the Repayment of Social Debt) tax has been levied on gross gaming revenue, followed in 1997 by a 3.4% CSG (General Social Contribution) levy on gross gaming revenue from slot machines.

In January 1998 the CSG levy was increased to 7.5% and calculated on a reduced base of 68% of gross gaming revenue from slot machines. With effect from 1 January 2005, the CSG levy increased by two percentage points to 9.5%.

The CSG levy increased by 1.7 percentage points with effect from 1 January 2018, bringing this contribution to 11.2% on 68% of gross revenue from slot machines and 13.7% on all winnings greater than or equal to €1,500.

This contribution is collected and checked under the same rules and subject to the same guarantees, privileges and penalties as the levy provided for by Article 50 of the 1991 Budget Act (Act 90-1168 of 29 December 1990).

Casino games – Groupe Partouche SA's core business – are exempt from value-added tax (VAT).

C • CASINO LOCATIONS

At 31 October 2021, Groupe Partouche operated a total of 41 casinos via its directly or indirectly owned subsidiaries; 38 of these are located in France and three in other countries.

The Group generated 84.4% of its turnover from gaming, which remains its core business. Groupe Partouche's 41 casinos are spread throughout France and abroad as follows:

FRANCE - REGIONS	MUNICIPALITY IN WHICH THE CASINO IS LOCATED
HAUTS DE FRANCE	SAINT-AMAND-LES-EAUX, CALAIS, LE TOUQUET PARIS PLAGE, BERCK-SUR-MER
NORMANDY	FORGES-LES-EAUX, DIEPPE, LE HAVRE, CABOURG, AGON-COUTAINVILLE
BRITTANY	PLÉNEUF-VAL-ANDRÉ, PLOUESCAT
PAYS DE LA LOIRE	PORNICHET, PORNIC
NOUVELLE AQUITAINE	LA TREMBLADE, LA ROCHE-POSAY, ANDERNOS, ARCACHON, SALIES-DE-BÉARN
GRAND EST	CONTREXÉVILLE, PLOMBIÈRES-LES-BAINS
AUVERGNE-RHÔNE-ALPES	ÉVAUX-LES-BAINS, VICHY, ROYAT, LYON, LA TOUR-DE-SALVAGNY, SAINT-GALMIER, DIVONNE-LES-BAINS, ANNEMASSE
OCCITANIE	PALAVAS-LES-FLOTS, LA GRANDE-MOTTE
PROVENCE-ALPES-CÔTE D'AZUR	GRÉOUX-LES-BAINS, AIX-EN-PROVENCE, LA CIOTAT, BANDOL, HYÈRES, CANNES, JUAN-LES-PINS, NICE

COUNTRIES OUTSIDE FRANCE	MUNICIPALITY IN WHICH THE CASINO IS LOCATED
TUNISIE	DJERBA
SUISSE	MEYRIN, CRANS-MONTANA

D • CONCESSIONS TO OPERATE CASINOS

Concessions to operate casinos never exceed 20 years in France. At 31 October 2021, Groupe Partouche had 38 casinos in France with a concession contract and a ministerial authorisation for gaming operations.

The tender process is public (under the Sapin Act) and other casino operators are allowed to bid.

E • CONCESSIONS EXPIRING

FINANCIAL YEAR	NUMBERS OF CONCESSIONS TO BE RENEWED
2022	2
2023	4
2024	2
2025	1
2026	1
2027	4
2028	4
2029	5
2031	1
2032	2
2034	3
2035	1
2036	1
2038	3
2041	4
GRAND TOTAL	38

F • ANCILLARY OPERATIONS

The Group's casinos generate a portion of their turnover from complementary business areas, such as catering and entertainment; beyond the regulatory obligation resulting from the definition of a casino, these are regarded as a prime means of receiving and entertaining customers under optimum conditions. Some of the larger casinos, such as Saint-Amand-les-Eaux and Forges-les-Eaux, have integrated hotel accommodation affording greater hospitality.

Most casinos provide private reception areas, whose size and style vary widely according to purpose, along with customised high-quality entertainment to enliven receptions. Lastly, the presence in some resorts of spas provides customers with "relaxation and well-being" solutions, including well-being and beauty treatments as well as themed spa cures.

At 31 October 2021, the Group operated:

- **8 hotels from 3* to 5*** with almost 310 rooms;
- **60 restaurants**: diners, gourmet restaurants, theme restaurants;
- **5 health spas and 1 golf course**

Amongst their other activities, the following casinos also offer one hotel or more::

- Casino de Forges-les-Eaux (3 hotels) and 1 golf course;
- Casino du Havre;
- Casino du Lyon Vert in La-Tour-de-Salvagny;
- Casino de Hyères;
- Casino de Dieppe;
- Casino de Salies-de-Béarn.

6.1.2 • GAMING CLUBS

Paris is governed by specific regulations regarding betting and gaming

The legislator issued new authorisations, for a five-year trial period starting January 1, 2018, allowing Paris-based establishments to open premises offering table games and games against the house. An evaluation report on these "gaming clubs" authorized by the Minister of the Interior will be presented in Parliament with proposals on how to proceed with these experimental measures. It should be noted that this trial has been extended until 31 December 2024.

Gaming clubs operate with the same legal and regulatory requirements as casinos. However, gaming clubs, unlike casinos, are not public service concessions and are therefore not required to fulfil specific requirements laid out by local authorities (City of Paris). Neither are they bound by any obligation to provide catering or entertainment services.

The gaming clubs operating on a trial basis in Paris are also different from casinos which, it should be remembered, have been banned within 100 kilometres of the capital since 1920, with the exception of spa facilities. They may only operate table games; all roulette games, blackjack, slot machines and electronic gaming stations are thus prohibited.

There are currently seven gaming clubs (with eight authorised to operate since the trial began).

6.1.3 • HOTELS AND GOLF COURSES

Apart from hotels tied with casinos, the Group currently owns nine independent hotels rated from 3* to 4*Luxe with a total of almost 520 rooms. Revenue from these

hotels accounts for the Group's entire turnover in the hotel sector.

These hotels are as follows:

- Hôtel 3.14 in Cannes (closed for works throughout the financial year);
- The Aquabella hotel in Aix-en-Provence;
- The Cosmos hotel and the Grand Hôtel du Parc in Contrexéville;
- The Grand Hôtel in Divonne-les-Bains;
- The hotel du Pasino in Saint-Amand-les-Eaux;
- The Georges hotel in Pléneuf-Val-André (the hotel business was let out under a trading lease with effect from 1 June 2015);
- Casino de La Trinité-sur-Mer (after the casino business was wound up in June 2015, the hotel business was let out under a trading lease with effect from 1 November 2015);
- The Green 3.14 hotel in Auron.

The Group also operates one golf course, in Divonne-les-Bains.

6.1.4 • INTERACTIVE DIVISION

A • Background

In April 2006, Groupe Partouche created Partouche Interactive, a subsidiary specialising in the development of games using new technology platforms such as interactive television, mobile phones and the internet.

Following its subsidiary Partouche Interactive's announcement in a press release dated 14 September 2012 that it would be refocusing its strategy and the discontinuation of its French online gaming operations on 17 June 2013, Groupe Partouche continues to refocus its online and TV gaming business through its Partouche Images and Afrigambling subsidiaries.

In March 2014 the government added an article to the Consumer Affairs Act (Hamon Act) to prohibit free gaming with advances of refundable bets. This resulted in Partouche Images having to close down all its TV and online gaming operations in France. It was then decided to refocus the business of Partouche Images on the two core businesses in which it has developed unique know-how and unrivalled experience, on an international basis:

- Developing an interactive TV programme offer;
- Developing a mobile TV gaming offering (SMS/web app/USSD) for Africa.

These two offerings are now being marketed:

- In Africa, Afrigambling entered into an exclusive agreement with Senegal and Mali covering lotteries broadcast live on television. In 2019, Afrigambling also entered into agreements with two new countries: Guinea-Conakry and Cameroon. Afrigambling entered into partnerships with payment terminal manufacturers and developed the interfaces of these terminals in order to enable participation in cash games. Partnerships were also developed with online payment aggregators. In 2021, the Covid-19 pandemic complicated the operational management of the African businesses, notably because of travel restrictions. Similarly, political instability in some countries – e.g. Mali and Guinea – complicated the effective management of our businesses. Consequently, it was decided to refocus our business on the production of gaming content for Africa. Gaming operations will be entrusted to local partners.
- On an international level, Partouche Interactive entered into an exclusive agreement with a leading global cruise company relating to an interactive television casino gaming solution found in every cabin in all the cruise company's ships. To date, two cruise liners have been equipped with Partouche's gaming solution. This business was severely affected by the suspension of service of the ships on which it operated.

In October 2020, Partouche Images created a free automated "live roulette" game on Facebook with an innovative participation system using Facebook comments combined with a presenter recorded in the studio, pre-recorded roulette images and digital randomization. Partouche Images continues to expand in this area by creating and rolling out automated games using studio recordings. A number of new games are currently being finalised and Partouche Images has made a free roulette game available on the Partouche online website.

B • Companies

Through its subsidiaries, Partouche Interactive offers and markets, directly or via its subsidiaries, solutions and services designed for the web, mobile phones and interactive television. Key subsidiaries are as follows:

- **Partouche Technologies** provides a wide range of software solutions developed using various web and mobile programming languages, mainly intended for the Group's various establishments;

- **Partouche Images** offers an array of interactive game shows associated with an online gaming offering;
- **Afrigambling** is tasked with marketing gaming solutions and lotteries developed by Partouche Images in Africa;
- **Partouche Productions** produces televised programmes and events;
- **Partouche Tournois**, which organised logistics for poker tournaments, is no longer active;
- **Quarisma** is an interactive platform dedicated to the real-time management of quality services between customers and casino operators;
- **Appolonia** manages casino information systems as well as data communication hardware and networks;
- **Partouche Interactive Holdings Gibraltar** is a holding company that is now dormant;
- **Pasino Bet** is an online sports betting platform launched in June 2019 and offering a wide variety of sports;
- **Partouche Studio** is Groupe Partouche's in-house communications and media production agency. It produces the vast majority of visual content used by the Group and its establishments (visual identity, logos, communication materials, videos, website design, games, and design and personalisation of spaces).

6.2 • STRATEGY

Over the past few years, Groupe Partouche has reoriented and refocused its business activities around its core casino operating business.

Consequently, it decided to sell some of its hotel operations, which were managed by international brands including those in Lyon and Juan-les-Pins..

At present, all hotels operated by the Group are done so directly and serve as tools to complement its casino business.

The Group thus concentrated its human, technical and financial resources on its gaming establishments.

For nearly 50 years, this has been done in strict compliance with the numerous and complex regulatory and legal provisions that shape the modern casino business.

In particular, a major shift required the redesign of casino spaces, with the emergence of a new gaming segment since the early 2010s, namely digital forms of traditional table games.

This segment of casino gaming in France demonstrated its success by clearly exceeding the volume of business activity generated by table games, and represented over 11% of the volume of business generated by slot machines.

The quality of the hardware, design and ergonomics of this equipment helped to attract young new customers, but considerable floor space is required to accommodate these terminals.

Furthermore, a major investment campaign focusing on the renovation and expansion of establishment facilities has been in progress for several years, and will continue over the coming years.

The goal is to ensure the best possible conditions for the gaming offering to develop and satisfy the high expectations of discerning customers in the spaces they visit for entertainment experiences.

As part of this redesign programme, Groupe Partouche is determined to reinvent its casinos and revitalise the gaming experience by bringing something "extra" to the gaming experience.

This was achieved by rolling out various immersive and projection mapping experiences, with the crowning moment taking place at the Pasino Grand d'Aix-en-Provence, where, in collaboration with Canadian multimedia studio Moment Factory, the casino was reimagined using immersive environment designs and creations.

This followed the daring decision to develop the first outdoor casino at PleinAir in La Ciotat. This establishment introduced a new dimension to the customer experience, as demonstrated by the exceptional increase in its attendance and business activity.

The first months of the financial year saw the completion of the renovations to the Royat casino, with a major focus on the user experience, which provides visitors with total immersion in a wide variety of themed content via giant screens installed in the rotunda designed to welcome them. The Group's ability to innovate is also evident in the development of the Casino Drive concept at La Grande Motte, the first outdoor gaming space, which can be accessed directly by car and is made up of several individual booths containing gaming equipment.

Aside from these specific examples, it is the day-to-day commitment of the Group's staff that ensures the best possible welcome to players, through continuous discussions regarding site management, improvement of processes and employee training.

Managing client relations is therefore a key element in the running of our establishments and an ongoing source of improvement for our staff, especially so that all marketing and human resources policies can be implemented effectively. This is true for all our establishments, which are led by highly autonomous managers.

Groupe Partouche's success is underpinned by the implementation of around 50 local strategies, which are specific yet shared and tested within the Group. These strategies are designed to ensure that we exemplify a welcoming, dynamic and committed casino operator Group for both our customers and staff.

6.3 • MAIN MARKETS

6.3.1 • FRENCH GAMING MARKET

• THE CASINO SECTOR

In financial year 2020-2021, gross gaming revenue (GGR) for the French casino sector as a whole totalled €1,082.0m, down 40.9%. GGR from slot machines totalled €926.3m, equating to 85.6% of total GGR, down 39.7%. A 50.2% year-on-year decrease in GGR was recorded for table games, while electronic games saw a 43.3% drop in GGR.

France's casino sector consists of 202 authorised casinos, more than two-thirds of which are operated by groups. The main market players are as follows:

NAMES OF GROUPS IN FRANCE	NUMBER OF CASINOS OPERATED	ACTUAL 2021 GROSS GAMING REVENUE (IN €M)
GROUPE PARTOUCHE SA	**38**	**245,6**
GROUPE JOA	32	146,8
GROUPE BARRIÈRE SAS	25	300,4
GROUPE TRANCHANT	16	83,7
GROUPE AREVIAN	12	21,5
GROUPE VIKINGS	11	37,5
GROUPE COGIT	8	43,0
GROUPE KASINOS BRETAGNE	6	22,4
SMCFC	2	18,6

Source: Statistical report on the 2020-2021 season, Central Racing and Gaming Department at 31 October 2021.

6.3.2 • SWISS GAMING MARKET

Switzerland has a total of 21 casinos. 8 of them are operated under a Type A concession (Type A or large casinos), while the remaining 13 hold a Type B concession (Type B casinos).

The main difference between the two types of concessions concerns wagers: while there is no cap in type A casinos, there is a restriction of 25 CHF in type B casinos. In addition, the taxation of gambling is distributed differently: Type A casinos pay 100% of their casino tax to the AVS (old age and survivors' insurance) system, while Type B casinos pay 60% to the AVS system and 40% to the local canton authorities.

WITH EFFECT FROM 1ST JANUARY 2019	SWITZERLAND - MAIN DIFFERENCES BETWEEN TYPE-A CASINOS AND TYPE-B CASINOS	
	TYPE-A CASINO	TYPE-B CASINO
Bets at slot machines	Unlimited	Limited to CHF 25
Casino tax	100% paid to the AVS system	60% goes to the AVS system and 40% to the local canton authorities

Swiss casinos offer games of chance in the form of both table games and slot machines. Slot machines can be linked to form a jackpot. In order to award a licence in respect of a slot machine or a jackpot system, the Swiss Gaming Commission (CFMJ) must be in possession of an assessment report prepared by an authorised certification firm.

CHF 000	CALENDAR YEAR 2020	CALENDAR YEAR 2019	EVOLUTION
PHYSICAL GAMING OFFERING			
Gross gaming revenue	451 966	742 454	-39,13 %
Casino taxes	197 749	356 686	-44,56 %
Net gaming revenue	254 217	385 768	-34,10 %
ONLINE GAMING OFFERING			
Gross gaming revenue	186 813	23 493	695,19 %
Casino taxes	78 049	7 459	946,37 %
Net gaming revenue	108 764	16 034	578,33 %

(Source: 2020 CFMJ report)

The casino industry was not spared by the Covid-19 pandemic in 2020. Bricks-and-mortar casinos were forced to close during lockdowns (from mid-March to 6 June 2020 and from 2 November 2020 to 18 April 2021), resulting in a significant and sometimes huge decline in business activity. This decline inevitably reduces the amount casinos pay into the AVS (old age and survivors' insurance) system.

After six casinos had their online gaming concessions extended in 2019, other applications for extensions were submitted. The Federal Council granted extensions to the Meyrin, Lugano and Neuchâtel casinos. Switzerland had seven online casinos at 31 December 2020.

All concessions and extensions are due to expire on 31 December 2024. The Federal Council will therefore have to reallocate concessions before that date. According to the Gaming Act, the Swiss Gaming Commission (CFMJ) is responsible for the procedure of granting concessions.

The CFMJ will be presenting a report on the Swiss casino sector together with recommendations on the allocation of new concessions. On the basis of this report, the Federal Council will decide in principle – probably in April 2022 – on the number and type of concessions to be granted as well as the procedure for allocating them. The procedure calling for concession applications is likely to run from May to September 2022. The Federal Council could then decide on the allocation of concessions in October 2023.

6.3.3 • BELGIAN GAMING MARKET

The regulatory authority in Belgium is the Belgian Gaming Commission, which falls under the Ministry of Justice.

A • Bricks-and-mortar casinos

Licensed games consist of roulette, blackjack, all forms of poker (table games), and slot machines.

The Belgian market consists of nine casinos (Knokke, Ostend, Blankenberge, Middelkerke, Brussels, Chaudfontaine, Spa, Namur and Dinant).

Until its concession expired at end-July 2021, Groupe Partouche owned one casino in Belgium, at Ostend.

During the 2020-2021 financial year, table games contributed €0.49m to gross gaming revenue (down

€2.22m year-on-year) and slot machines €0.94m (down €4.03m year-on-year).

Moreover, the municipal council of Middelkerke took the decision on 26 November 2020 to grant the concession of the Middelkerke casino to Belcasinos (a company indirectly owned by Groupe Partouche) as of 1 July 2022.

We no longer receive figures from other casino operators in Belgium..

B • Online casinos

In Belgium, licences to operate online casinos (Type A+ licences) are only granted to casinos holding a Type A licence. There are nine such licences in Belgium.

In Ostend, since February 2013, an A+ licence has been operated under the name www.bwin.be, as part of a joint operation between the Ostend casino, CKO Betting and Entain Operations Ltd (which operates the Bwin trade name). The www.bwin.be website offers an online casino (under the Ostend casino A+ licence) and sports betting (under the CKO Betting F+ licence).

During financial year 2020-2021, the website made a contribution of €71.17m to GGR (up €22.03m year-on-year, comprised of €10.48m for the casino and poker offering (Ostend casino) and €11.55m from sports betting (CKO Betting)). Online casino and sports betting partly benefited from the closure of bricks-and-mortar casinos before the joint operation with Entain Operations Ltd concluded at end July 2021, the date on which the Ostend casino concession and A+ licence expired.

We do not receive figures from other online operators in Belgium.

C • Gaming levies in Belgium

Gaming levies fall under the authority of the Belgian regions, namely Flanders for the Ostend casino.

There are three types of levies in Flanders, all based on GGR.

• LEVIES ON GGR FOR TABLE GAMES

Range	0 - 865,000	33 %
Range	> 865,000	44 %

• LEVIES ON GGR FROM SLOT MACHINES

Range	0 - 1,199,999	20 %
Range	1 ,200,000 - 2,449,999	25 %
Range	2,450,000 - 3,699,999	30 %
Range	3,700,000 - 6,149,999	35 %
Range	6,150,000 - 8,649,999	40 %
Range	8,650,000 - 12,349,999	45 %
Range	> 12,350,000	50 %

• LEVIES ON ONLINE GGR (COMMON TO BOTH REGIONS)

Range	From €1	11 %

Levies are calculated per calendar year. Following a court ruling, online GGR is no longer subject to VAT at the 21% rate with effect from 21 May 2018.

6.4 • EXCEPTIONAL EVENTS AFFECTING BUSINESS AND MARKETS

Between 2008 and 2010, several developments affected the French casino sector:

- a ban on smoking at casinos in 2008;
- the 2008 financial crisis;

with the introduction of new games, such as poker tournaments, offsetting these factors to a very limited extent.

The legalisation of online gaming in 2010, with the opening-up to competition of sports betting and online poker games, did not have a major impact on the bricks-and-mortar casino market.

The slowdown in the market between 2010 and 2014 was caused by the knock-on effects of the financial crisis, as this had a major impact on customers' purchasing power

After bottoming out at gross gaming revenue of €2.1bn, the market began expanding again from 2014 thanks to:

- strong growth in table games (up 17% p.a.) with the ramp-up in electronic table games;
- moderate growth in slot machine revenues (up 1% p.a.);
- an enhanced client experience with major infrastructure investments.

The casino industry has been suffering the consequences of the Covid-19 pandemic since mid-March 2020, due primarily to establishments having twice been forced to remain closed and subjected to burdensome public health restrictions by the public authorities.

6.5 • ISSUER'S DEGREE OF DEPENDENCY

There is no significant dependency on licences, industrial, commercial or financial contracts, or production procedures. In order to build and operate their casinos, casino operators in France enter into municipal service agreements with a maximum renewable term of 20 years .

Please refer to Section 4.1.2 "Casino public service concession and gaming licence risk" and Section 4.1.3 "Risks linked to ministerial authorisation for gaming operations".

6.6 • EVIDENCE ON WHICH THE STATEMENT OF COMPETITIVE POSITION IS BASED

Please refer to Section 6.3, which sets out the Group's position with regard to its competitors and the sources used.

07

Organisational structure

7.1 • FUNCTIONING OF THE GROUP

Groupe Partouche SA is a holding company for a group of leisure industry companies that focus on operating casinos, hotels, restaurants, dancehalls and bars. As the Group's parent company, its shares are traded on Compartment B of the Euronext stock exchange in Paris. Groupe Partouche SA, which does not directly operate the establishments of the Group, fulfils a guidance role, ensuring that its consolidated companies benefit from its knowledge, resources and skills, particularly in terms of human and technical resources. Upon their requests, it provides its consolidated companies with a package of services defined under a head office services agreement. These services notably cover intellectual services in the areas of strategic planning, marketing, communication, business development, administration, legal affairs, finance and information technology.

The remuneration paid by each of Groupe Partouche's subsidiaries is calculated on the basis of a margined share of the expenses incurred by them, in terms of human and technical resources, which is allocated in relation to the turnover generated by each of the subsidiaries bound by the head office services agreement.

For the financial year ended 31 October 2021, the total amount received under head office services agreements was €8,724k excluding VAT.

Furthermore, Groupe Partouche SA maintains a parent-subsidiary relationship with each of the consolidated companies, for which the main related elements for the year ended 31 October 2021 are centralised cash management and the administration of a French tax consolidation structure.

As the Group's holding company, which does not have any independent operating activity of its own, Groupe Partouche SA has substantial fixed assets with €640m in net value, essentially attributable to investments in the Group's subsidiaries.

The other significant portion comprises receivables of €131m, net of provisions, mainly relating to the Group's subsidiaries.

Groupe Partouche SA's liabilities and equity comprise €394m in equity, €282m in the current accounts of the subsidiaries and €135m in bank debt.

7.2 • ORGANIGRAMME

In order to provide a graphical representation of the entire group of consolidated companies, on the following pages we present the organisation chart of Group companies.

**BCP holds 1,200,399 shares through FCPR France Private Equity III and 76,621 shares through Butler Capital Partners SA, representing holdings in Groupe Partouche SA of 12.47% and 0.79%, respectively*

GROUPE PARTOUCHE • 31.10.2021

- 99,90 % — GROUPE PARTOUCHE INTERNATIONAL (BRUSSELS – BELGIUM)
  - 100,00 % — STÉ DU CASINO DE DJERBA — CASINO DE DJERBA (TUNISIA)
  - 99,00 % — CASINO NUEVO SAN ROQUE — CASINO DE SAN ROQUE (SPAIN)
  - 99,90 % — CASINO DE CHAUDFONTAINE — CHAUDFONTAINE (BELGIUM)*

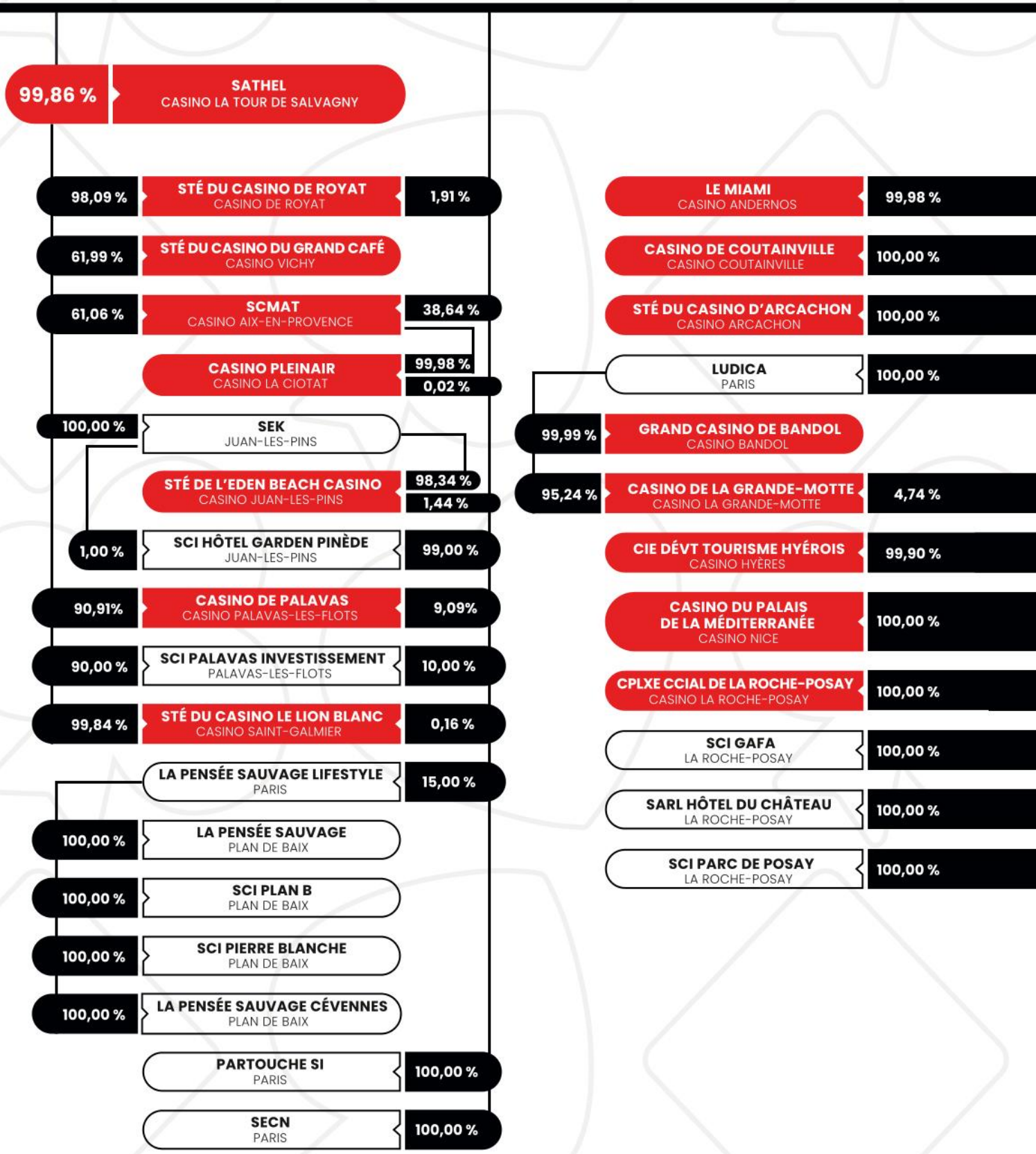
    *0.10% OWNED BY BELCASINOS
- 60,34 % — FORGES THERMAL — CASINO FORGES-LES-EAUX
  - 20,00 % — ÉLYSÉE PALACE HÔTEL — PARIS — 79,68 %
  - 17,24 % — CHM — PARIS — 76,68 %
  - 20,00 % — ÉLYSÉE PALACE EXPANSION — PARIS — 79,68 %
    - SOCIÉTÉ DE L'ÉLYSÉE PALACE — PARIS — 99,97 %
  - 98,71 % — SOCIÉTÉ TOURISTIQUE THERMALE ET HOTELLIÈRE DE DIVONNE — DIVONNE-LES-BAINS
    - 100,00 % — CASINO D'ANNEMASSE — CASINO ANNEMASSE
      - 0,04 % — SCI L'ARVE — ANNEMASSE — 99,96 %
    - 57,00 % — CASINO CRANS-MONTANA — CASINO CRANS-MONTANA (SWITZERLAND)
    - SOCIÉTÉ DU GOLF DE DIVONNE — DIVONNE-LES-BAINS — 100,00 %
    - SOCIÉTÉ DU GRAND HOTEL DE DIVONNE — DIVONNE-LES-BAINS — 100,00 %
    - SOCIETE D'EXPLOITATION DU CASINO DE DIVONNE (SECD) — DIVONNE-LES-BAINS — 100,00 %
- 100,00 % — PARTOUCHE INTERACTIVE — PARIS
  - 95,07 % — QUARISMA — PARIS
  - 75,43 % — PARTOUCHE PRODUCTIONS — PARIS
  - 100,00 % — PARTOUCHE TECHNOLOGIES — TOURS
  - 88,66 % — PARTOUCHE IMAGES — PARIS
  - 100,00 % — PARTOUCHE TOURNOIS — PARIS
  - 100,00 % — WORLD SERIES OF BACKGAMMON — LONDON
  - 70,00 % — APPOLONIA — ANTIBES
  - 100,00 % — PARTOUCHE INTERACTIVE HOLDINGS — GIBRALTAR
  - 100,00 % — PASINO BET — FRANCE
  - 88,66 % — AFRIGAMBLING — PARIS
  - 100,00 % — PARTOUCHE STUDIO — TOURS

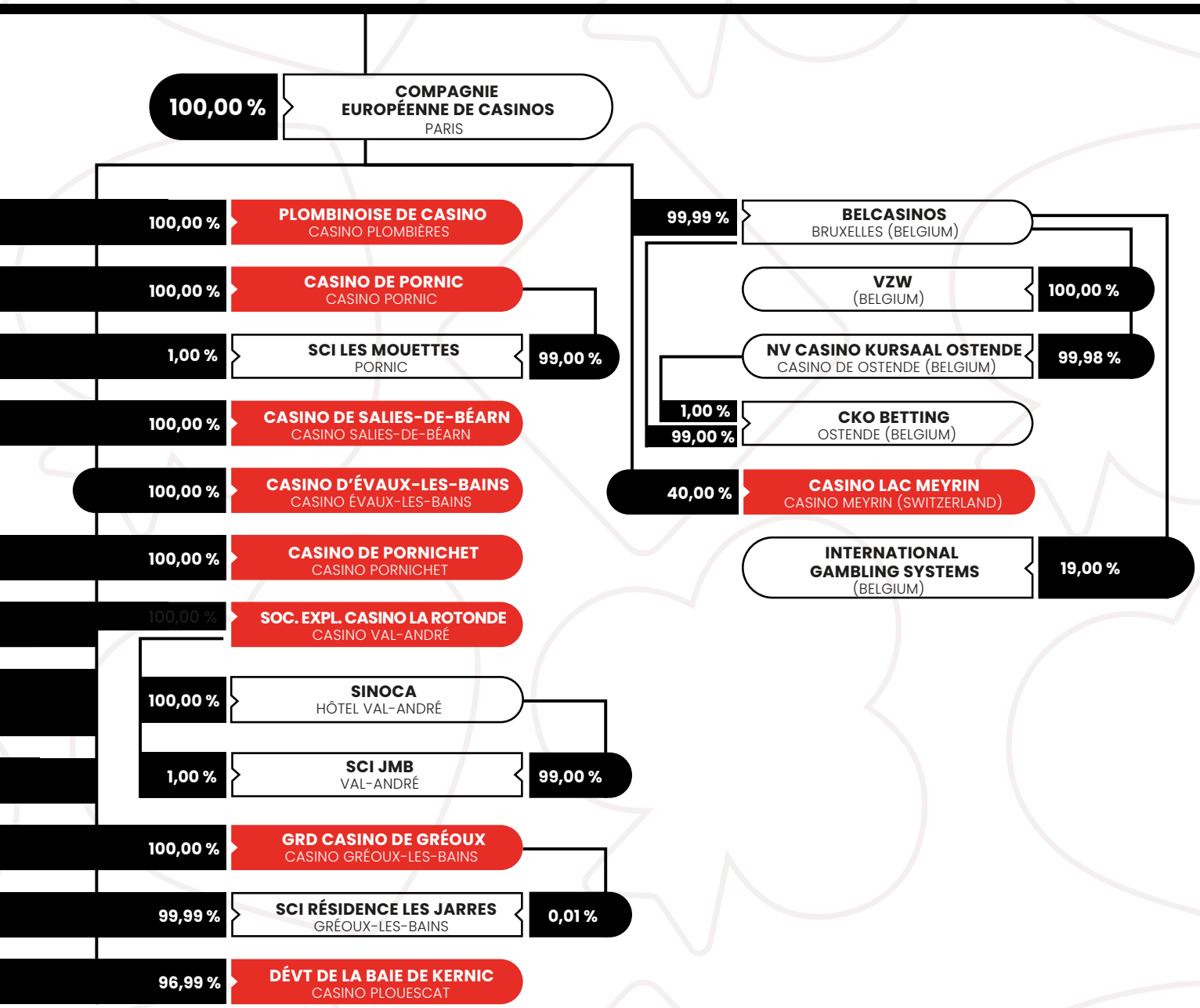
- 100,00 % — **SOCIÉTÉ TOURISTIQUE DE LA TRINITÉ** — LA TRINITÉ-SUR-MER
- 100,00 % — **STÉ DU GRAND CASINO DE LYON** — CASINO LYON
- 100,00 % — **CANNES CENTRE CROISETTE CASINO 3.14** — CASINO CANNES
  - 100,00 % — **3.14 HÔTEL** — CANNES
    - **KIOUSK** — CANNES — 100,00 %
    - **PLAGE 3.14** — CANNES — 100,00 %
- 100,00 % — **3.14 GREEN** — CANNES
- 100,00 % — **PASINO DE SAINT-AMAND-LES-EAUX** — CASINO SAINT-AMAND-LES-EAUX
- 90,10 % — **LE TOUQUET'S** — CASINO CALAIS
- 100,00 % — **SAS NUMA** — PARIS
- 99,53 % — **STÉ DU CASINO DU TOUQUET** — CASINO LE TOUQUET
- 100,00 % — **JEAN METZ** — CASINO BERCK-SUR-MER
- 100,00 % — **SACBM** — CASINO DIEPPE
- 100,00 % — **STÉ DU CASINO DE CABOURG** — CASINO CABOURG
- 97,25 % — **HOLDING IMMOBILIÈRE DE LYON** — LYON
- 100,00 % — **HOTEL ET LAB DE SAINT-AMAND-LES-EAUX (HLSA)** — SAINT AMAND LES EAUX
- 95,00 % — **CLUB BERRI** — PARIS
- 100,00 % — **STÉ D'EXPLOITATION DU CASINO DE FORGES** — FORGES LES EAUX

- 100,00 % — **CASINO DU HAVRE** — CASINO LE HAVRE
- 99,99 % — **SCI RUE ROYALE** — PARIS
- 100,00 % — **PARTOUCHE IMMOBILIER** — PARIS
- 100,00 % — **SCI FONCIÈRE VITTEL ET CONTREX** — CONTREXÉVILLE
- 100,00 % — **HÔTEL COSMOS** — HÔTEL CONTREXÉVILLE
- 100,00 % — **STÉ EXPL. CASINO ET HÔTELS** — CASINO CONTREXÉVILLE
  - **GRAND HÔTEL DU PARC** — HÔTEL CONTREXÉVILLE — 100,00 %
- 99,99 % — **SCI LES THERMES** — AIX-EN-PROVENCE
  - **HÔTEL AQUABELLA** — HÔTEL AIX-EN-PROVENCE — 99,80 %
  - **SARL THERM'PARK** — AIX-EN-PROVENCE — 100,00 %
    - 0,06 % — **CENTRE BALNÉOTHÉRAPIE AIX** — AIX-EN-PROVENCE — 99,94 %
- 99,89 % — **CASINO DE LA TREMBLADE** — CASINO LA TREMBLADE
  - 1,00 % — **SCI LA TREMBLADE** — LA TREMBLADE — 99,00 %
- 100,00 % — **PARTOUCHE SPECTACLES** — PARIS
- 100,00 % — **GROUPEMENT CASINOS** — PARIS
- 99,99 % — **SCI PIETRA PORNIC** — PARIS — 0,01 %
- 99,00 % — **SCI PIETRA ST-AMAND** — PARIS — 1,00 %
- 100,00 % — **SEGR LE LAURENT** — PARIS
- **SCI GREEN AURON** — AURON — 90,00 %

KEY: CASINOS | OTHER ENTITIES | GAMBLING CLUB

GROUPE PARTOUCHE • 31.10.2021





KEY CASINOS OTHER ENTITIES

08

Property, plant and equipment

8.1 • EXISTING OR PLANNED MAJOR ITEMS OF PROPERTY AND EQUIPMENT

The Group's property and equipment, consisting mainly of buildings and slot machines, is virtually entirely dedicated to use in the operation of casinos and hotels. These assets' utilisation rate is close to 100%.

The Group holds the property ownership, directly or under long leases or building leases, of 26 out of the 41 casinos at the end of financial year 2021, and rents the buildings of the remaining 15 under classic commercial leases or local authority occupancy agreements. It also owns 17 hotels, including the 13 the Group operated at the end of financial year 2021.

At the close of financial year 2021, the Group's main real estate assets, based on floor space, were as follows:

ESTABLISHMENT	LEGAL STATUS	FLOOR SPACE
Aix-en-Provence casino	Long lease agreement	9,907 m2
Hotel 3.14 in Cannes	Full ownership	3,445 m2
Contrexéville casino and hotel	Full ownership	13,398 m2
Divonne-les-Bains casino, hotel and golf course	Full ownership	16,399 m2
Forges-les-Eaux casino and hotel	Full ownership	34,273 m2
La Grande-Motte casino	Full ownership	8,248 m2
Lyon Vert casino and hotel	Full ownership	12,243 m2
St-Amand-les-Eaux casino and hotel	Long lease agreement	10,584 m2
PleinAir de La Ciotat casino	Full ownership	2,693 m2

At 31 October 2021, Groupe Partouche had 4,815 slot machines installed in France and 436 machines installed abroad, as well as 1,207 electronic English roulette wheels installed in France and 22 wheels installed abroad.

In view of the market's maturity and the amendment of the regulations concerning the installation of slot machines (see Section 6.1.1.a "Legal and regulatory framework"), the number of slot machines is not expected to develop significantly. Nevertheless, electronic English roulette wheels achieved considerable success among gaming clients and enjoyed remarkable growth.

The planned tangible fixed assets are detailed in Sections 5.2.2 "Major investments in progress" and 5.2.3 "Major investments either scheduled or arising from firm commitments made by the Group's executive bodies".

8.2 • STATUS AND VALUATION OF THE PROPERTY PORTFOLIO

With regard to its fully owned property assets, in 2005 Groupe Partouche commissioned a real estate expert to provide the Group with a summary estimate of its properties located in France; the estimate is based primarily on applying market values to premises considered "occupied", except those that are commonly known to be vacant. This study was completed at the end of 2005 and has since been updated, most recently in December 2011. This latest update was included in Groupe Partouche's 2012 Reference Document.

Since this latest update, no further updates have been made and information on the valuation of the property portfolio is no longer provided.

8.3 • PROPERTY ASSET OWNERSHIP POLICY AND DIVESTMENT PROGRAMME

The Group's investment policy in the past has been aimed at maintaining an ongoing offering of competitive products while at the same time seeking opportunities for external growth.

The inclusion in the Group of the Compagnie Européenne de Casinos (CEC) establishments in 2002 and those of Groupe de Divonne in 2005 went hand-in-hand with sales of casinos, particularly those of the Société Française de Casinos (Gruissan, Châtelguyon, Port-la-Nouvelle and Agadir) and of the casino at Saint-Julien-en-Genevois, since these establishments were of lesser strategic value from the standpoint of the Group's territorial coverage.

The same thinking underlay early divestments from non-strategic activities, such as the thermal spa establishments at Vittel and Contrexéville and the minority interest in SFCMC (Société Fermière du Casino Municipal de Cannes).

Today, the investment policy of the Group is being reshaped according to the following major thrusts:

- a halt to the establishment of new casinos with the sole aim of increasing territorial coverage;
- renovation of the operating portfolio, entailing works on existing facilities or the creation of new facilities.

Regarding disinvestment, Groupe Partouche has no further obligations to meet

8.4 • EXISTENCE OF ASSETS USED BY THE GROUP BELONGING TO SENIOR EXECUTIVES OR THEIR FAMILY

Significant assets operated by the Group and are held by Financière Partouche SA, the holding company owned by the senior executives and their family:

- a property complex housing the premises of the Le Touquet casino;
- a property complex housing Appolonia's registered office in Antibes (France).

8.5 • ENVIRONMENTAL CONSTRAINTS LIKELY TO HAVE AN IMPACT ON THE UTILISATION OF THESE PROPERTY ASSETS

There are no environmental constraints likely to have a significant impact on the utilisation of property assets, given the nature of the service activities related to these property assets.

09

Review of financial position and results

9.1 • GROUP FINANCIAL POSITION AND RESULTS

Pursuant to Article 28 of Regulation (EC) 809/2004, the following information is referenced in this document:

The Group's financial position and results for the financial year ended 31 October 2019 prepared in accordance with IFRS/IAS as adopted by the European Union, shown on pages 46 et seq. of the Company's Universal Registration Document, registered with the AMF on 24 February 2020 under No. D.20-0076;

The Group's financial position and results for the financial year ended 31 October 2020 prepared in accordance with IFRS/IAS as adopted by the European Union, shown on pages 52 et seq. of the Company's Universal Registration Document, registered with the AMF on 18 February 2020 under No. D.21-0061.

Both of the Universal Registration Documents referred to above are available on the websites of the Company (**www.partouche.com**) and the Autorité des Marchés Financiers (**www.amf-france.org**).

9.1.1 • MAIN CHANGES IN CONSOLIDATION SCOPE AND BUSINESS ACTIVITIES

• KEY EVENTS

The review of the financial position and earnings for the year was strongly impacted by the following significant events (see note 1 to the consolidated financial statements for further details):

A • Covid-19 health crisis

The public health crisis caused by the Covid-19 epidemic, which forced the Group to shut down all its operations for a period of just over six months, with the exception of online gaming and sports betting in Belgium and online gaming in Switzerland, launched on 16 November 2020. In response to the ongoing crisis in financial year 2020/2021, the Group's management continued, as it had the previous year, to take all necessary steps to protect the Group's establishments and employees and limit the inevitable economic consequences of the crisis..

B • Sale of Crans-Montana

On 18 October 2021, Groupe Partouche signed an agreement to sell its entire 57% stake in Casino de Crans-Montana (Switzerland). This sale, which was subject to approval by the Swiss Gaming Commission (CFMJ), was finalised at end January 2022.

• CONSOLIDATION SCOPE

No notable changes impacted the Group's scope of consolidation for the 2021 financial year.

9.1.2 • GROUP POSITION AND ACTIVITY IN THE FINANCIAL YEAR ENDED 31 OCTOBER 2021

• GROUP ACTIVITY

In the financial year ended 31 October 2021, Groupe Partouche generated consolidated turnover of €255.7m, compared with €343.5m in 2020, down 25.6%.

€M	2021	2020	CHANGE
First quarter	23,5	126,7	-81,4 %
Second quarter	23,6	56,9	-58,4 %
Third quarter	114,2	66,0	73,1,1 %
Fourth quarter	94,3	93,9	0,5 %
CONSOLIDATED TOTAL TURNOVER	**255,7**	**343,5**	**-25,6 %**

The following table shows a breakdown of turnover.

• SUMMARY OF TURNOVER

€M		2021	2020	CHANGE	% CHANGE
	France	44,4	81,8	(37,4)	(45,7) %
	Other countries (*)	81,1	58,0	23,1	39,9 %
GGR FROM TABLE GAMES		**125,5**	**139,7**	**(14,2)**	**(10,2) %**
% OF ACTUAL GGR		35,8 %	26,6 %		
	France	201,8	342,4	(140,6)	(41,1) %
	Other countries		43,6	(20,8)	(47,6) %
GROSS REVENUE FROM SLOT MACHINES		**224,6**	**386,0**	**(161,4)**	**(41,8) %**
% OF ACTUAL GGR		64,2 %	73,4 %		
	France	246,2	424,1	(178,0)	(42,0) %
	Other countries	104,0	101,6	2,4	2,4 %
GROSS GAMING REVENUE (TOTAL)		**350,2**	**525,7**	**(175,6)**	**(33,4) %**
	France	114,9	216,1	(101,1)	(46,8) %
	Other countries	19,3	26,7	(7,4)	(27,8) %
GROUP LEVIES		**134,2**	**242,8**	**(108,6)**	**(44,7) %**
	France	46,7 %	50,9 %		
	Other countries	18,6 %	26,3 %		
LEVY RATE		**38,3 %**	**46,2 %**		

€M		2021	2020	CHANGE	% CHANGE
	France	131,2	208,1	(76,9)	(36,9) %
	Other countries (*)	84,7	74,9	9,8	13,1 %
NET GAMING REVENUE (NGR)		**215,9**	**282,9**	**(67,0)**	**(23,7) %**
	France	39,8	60,0	(20,2)	(33,6) %
	Other countries	1,3	2,7	(1,4)	(51,1) %
TURNOVER EXCLUDING NGR (***)		**41,1**	**62,7**	**(21,6)**	**(34,4) %**
	France	(1,4)	(2,2)	0,8	38,1 %
	Other countries				
LOYALTY PROGRAMME		**(1,4)**	**(2,2)**	**0,8**	**38,1 %**
	France	169,7	265,9	(96,2)	(36,2) %
	Other countries	86,0	77,6	8,4	10,9 %
TURN OVER		**255,7**	**343,5**	**(87,8)**	**(25,6) %**

(*) GGR from Belgian online gaming subsidiaries in Ostend and CKO Betting's sports betting subsidiaries as well as from the Swiss online gaming subsidiary in Meyrin is included in GGR from table games

(**) NGR from Belgian online gaming subsidiaries in Ostend and CKO Betting's sports betting subsidiaries as well as NGR from the Swiss online gaming subsidiary in Meyrin are included in NGR from other countries, amounting to €32.6m (compared with €23.3m in 2020), €30.8m (compared with €20.5m in 2020) and €3.8m (launched in November 2020) respectively

(***)Excluding impact of the loyalty programme

• GROUP GROSS GAMING REVENUE (GGR)

The 33.4% decline in gross gaming revenue relative to 2020 was a direct result of the Group's establishments in France and abroad being forced to close for over six months, while online gaming and sports betting in Belgium continued until 31 July 2021 (when the Ostend casino concession expired) and new online games were launched in Switzerland.

As a result, GGR decreased over the financial year to reach €350.2m, compared with €525.7m in 2020. This decline was attributable to the drop in GGR from slot machines (down 41.8%) and table games in France (down 45.7%), while the GGR from table games in other countries increased (up 39.9%), driven by the surge in online games and sports betting in Belgium and the launch of online games in Switzerland (up 54.8%).

• GAMING BUSINESS IN FRANCE

As a result of French casinos being closed from 1 November 2020 to 18 May 2021 inclusive and subsequently being subject to public health restrictions, GGR in France totalled €246.2m, compared with €424.1m the previous financial year, a reduction of 42.0% or €178.0m.

GGR from all types of games declined, with GGR from slot machines down 41.1% (to €201.8m) and GGR from table games down 45.7% (to €44.4m), hit by the decline in GGR from electronic versions of table games (down 43.8% to €28.3m). However, the overwhelming majority of these games continues to grow and represents 63.7% of table games, compared with 61.6% in the previous year.

Conversely, since French casinos reopened on 19 May 2021, the average spend has increased 13.6% to €81.63 (compared with €71.85 the previous financial year).

The total number of slot machines operated in French casinos decreased by 2.9%, standing at 4,815 at the financial year-end, compared with 4,959 in 2020, while there were a total of 1,207 electronic English roulette wheels at the year-end, a 3.34% increase compared with 1,168 at end 2020.

• GAMING BUSINESS OUTSIDE FRANCE

GGR generated outside France rose 2.4% (€2.4m) thanks to online GGR (casino and sports betting) in Belgium and Switzerland (casino), broken down as follows:

EN M€	2021	2020	CHANGE	%
GGR: "bricks and mortar" casinos	27,9	52,5	(24,5)	(46,8) %
GGR: online and sports betting - Belgium	71,2	49,1	22,0	44,8 %
GGR: online – Switzerland	4,9	-	4,9	-
GGR OUTSIDE FRANCE	**104,0**	**101,6**	**2,4**	**2,4 %**

The GGR of the "bricks-and-mortar" casinos slipped 46.8% owing, in part, to trends at the Swiss casinos. The total GGR of the Meyrin and Crans-Montana casinos was down by €18.4 (down 41.6%), slightly penalised by unfavourable foreign exchange effects and the expiry of the Ostend casino concession with effect from the evening of 28 July 2021 (see Note 1 in Section 20.2.1, "Key events in the financial year").

In Belgium, online GGR (casino and sports betting) once again rose, up 44.8% in the year – an all the more remarkable performance given that operations ceased at midnight on 31 July 2021 as a result of Groupe Partouche no longer managing the Ostend casino with effect from 28 July 2021. In Switzerland, the Meyrin casino launched online casino games on 16 November 2020, generating GGR of €4.9m in the financial year; this business, still in its launch phase, should have its full effect in the following financial year (2021-2022).

• NET GAMING REVENUE (NGR)

Levies on GGR by the State and municipalities were down by 44.7% at €134.2m (in France and abroad), with the average taxation rate falling to 38.3% (versus 46.2% in 2020), helped by the progressiveness of the levy scales and the low rate of levies on online gaming and sports betting.

Net gaming revenue for the Group as a whole came in at €215.9m, down 23.7% from 2020 (while NGR from outside France was up 13.1%, buoyed by growth in online games and sports betting).

• TURNOVER EXCLUDING NET GAMING REVENUE (EXCLUDING IMPACT OF LOYALTY PROGRAMME)

Turnover excluding net gaming revenue recorded a decrease of 34.4% (down €21.6m), broken down as follows:

€M	2021	2020	CHANGE	%
Casinos	23,1	49,1	(26,0)	(52,9) %
Hotels	6,2	4,6	1,6	33,7 %
Other	11,9	9,0	2,8	31,1 %
TURNOVER EXCLUDING NGR	**41,1**	**62,7**	**(21,6)**	**(34,4) %**

Ancillary casino activities, which mainly include catering, were down significantly by €26.0m due to casino closures. Unlike gaming activities, catering services only resumed to a limited extent in the following months, due to the health protocols in place.

The 33.7% increase in hotel revenue was the result of a favourable base effect. Firstly, the Aquabella hotel in Aix-en-Provence had suffered heavily the previous financial year, partly due to a very low occupancy rate as a result of lockdown and travel restrictions and partly because the establishment was late reopening after lockdown ended on 10 July 2020 to allow time to complete the main phase of renovation works. Furthermore, during the previous financial year, the Cosmos Hotel in Contrexéville suffered from the closure of the city's thermal baths and only opened its doors for three months, from 1 July to the end of September 2020.

Lastly, growth in the "Other" division was mainly the result of the Casino de Divonne's non-casino-related business being transferred to this division. Conversely, the Le Laurent restaurant in Paris suffered as a result of the public health crisis.

• TURNOVER

The nationwide customer loyalty programme accounted for in accordance with IFRIC 13, had a negative impact on total turnover for the financial year of €1.4m (negative impact of €2.2m year-on-year).

Taking into account all of the above factors, the Group's consolidated total turnover fell significantly by 25.6% (down €87.8m) to €255.7m.

• CONSOLIDATED RESULTS

CURRENT OPERATING PROFIT/PERFORMANCE BY DIVISION

For the first time in its history, the Group's current operating profit (COP) recorded a loss of €46.4m with a sharp drop of €38.1m, due to the impact of the Covid-19 public health crisis, which affected all three segments combined (see Presentation of performance by division in Note 4.1 of Section 20.2.1 "Consolidated financial statements").

This deterioration in COP was mainly driven by the casino division.

COP from the casino division turned negative and amounted to €38.5m, down €40.0m, affected by the closure of the Group's casinos. Business in this division declined, with turnover down €102.3m (33.0%), bearing the full brunt of the closure of the Group's casinos. This decline was, however, mitigated by an across-the-board reduction in expenses, including in particular employee expenses (down €34.0m).

While COP from the hotel division continued to suffer the effects of the pandemic, it benefited from a favourable base effect, as mentioned earlier, and thus rose €0.6m (2020/2021 COP: -€2.2m).

Lastly, the negative COP figure for the "Other" division improved, coming in at -€5.6m compared with-€7.0m a year earlier, mainly thanks to higher COP from sports betting in Belgium (up €0.7m) and Partouche Studio (up €0.6m).

CURRENT OPERATING PROFIT/ANALYSIS BY EXPENSE ITEMS

Purchases and external charges decreased by €3.9m (down 2.9%). These were mainly impacted by:

- material purchases, advertising/marketing expenses and maintenance costs were down by €10.7m (down 34.1%), €6.0m (down 39.4%) and €1.1m (down 13.1%) respectively, as a direct result of the closure of establishments and the decline in turnover from ancillary casino activities;
- conversely, the upward trend in subcontracting expenses (up €14.2m), mainly due to increased expenses related to online licences in Belgium, which amounted to €16.6m in expenses, corresponding to the €19.6m increase in turnover generated by this activity (online casino and sports betting);
- conversely, other establishments made savings on subcontracting (security and cleaning) as a result of being closed (down €2.2m);
- the increase in fees in connection with the launch of online games in Switzerland (up €2.1m) and commission from online games in Belgium (up €1.1m).

Taxes and duties other than on income moved 22.0% lower from €14.0m in 2020 to €10.9m in 2021.

Employee expenses totalled €104.2m, down €32.5m (23.8%), mainly as a result of measures put in place by the government to help businesses affected by the public health crisis, including in particular the furlough scheme.

The change in amortisation, depreciation and impairment of fixed assets, down 4.4% to €56.1m, reflects the slowdown in the sustained investment policy of recent years, hampered by the public health crisis.

Other current operating income and expenses netted out at income of €0.2m, compared with a net expense of €7.4m in the previous financial year, mainly thanks to a €10m fixed cost subsidy as part of government measures to combat the consequences of the public health crisis.

NON-CURRENT OPERATING PROFIT (LOSS)

Non-current operating profit netted out at income of €0.9m, compared with a €3.7m net expense in 2020. This takes into account the following changes:

- a significant increase in other non-current operating income and expenses (netting out at income of €19.4m, compared with €0.1m in the previous financial year), mainly as a result of the settlement of the dispute with ONSS (a dispute between CKO Betting, Ostend and Groupe Partouche International on the one hand and the Belgian social security system on the other over social security surcharges wrongly charged to casinos during previous financial years), generating a non-recurring gain of €11.8m, and compensation of €9.5m obtained from Bwin in respect of the cessation of operations, less €1.1m in accelerated depreciation charges recognised in respect of initiated or planned renovation work, in particular at the Vichy Grand Café and Lyon Vert casinos;
- significant goodwill impairment of €18.5m, compared with €3.8m in 2020, as a result of the continuing public health crisis.

OPERATING PROFIT AND NET PROFIT

Taking into account these items, operating loss for the financial year came to €45.5m, compared with an operating loss of €12.1m in 2020.

The Group generated a net financial expense of €3.8m, compared with €1.9m in 2020. As a result of casinos being closed until 19 May in France and 19 April in Switzerland and exchange rates holding relatively steady, the foreign exchange translation gain was lower than in the previous year, at €0.9m. Furthermore, finance costs were up €0.5m as a result of the increase in the Group's gross debt, while the average annual interest rate continued to fall.

The Company posted loss before tax of €49.3m, compared with a loss of €13.9m in 2020.

Income tax expense (including the CVAE tax) amounted to €6.6m compared with €1.2m in 2020. This includes €1.0m in CVAE tax and €5.5m in corporate income tax (including deferred taxes). Non-current income recognised in Belgium upon the conclusion of the aforementioned dispute was taxed at €5.4m. As regards deferred tax, the Group adopted the cautious position of not recognising, even partially, tax losses arising on tax consolidation in the year (compared with a €1.8m gain on deferred tax assets in 2020). Conversely, the CVAE tax expense decreased as a result of the Group's establishments being forced to close during the year.

As a result, loss after tax was €55.8m compared with a loss of €15.1m in 2020.

The share of profit/(loss) of equity-accounted companies was stable and not significant.

Accordingly, net loss came to €55.9m (compared with a loss of €15.2m in 2020). Net loss attributable to equity holders of the Group came in at €51.9m, compared with a net loss of €17.4m for the previous fiscal year.

• BALANCE SHEET

Notable changes in consolidated balance sheet assets were as follows:

- A decrease in non-current assets of €56.8m, mainly due to:
  - a €29.5m decrease in tangible fixed assets as a result of additions to depreciation for the year and the contraction in investment;
  - a €24.9m decrease in goodwill as a result of the €18.5m impairment loss recognised in the year and the reclassification as assets held for sale of €6.4m of goodwill on the Crans-Montana casino, in accordance with IFRS 5;
- An increase in current assets (€51.0m), mainly due to:
  - an increase in trade and other receivables as a result of residual receivables relating to online operations in Belgium and their cessation (with a corresponding increase in trade and other payables pending the signing-off by both parties of intercompany balances with Bwin) and a €5.5m receivable relating to compensation payable by Saint-Amand-les-Eaux local council after the casino premises were handed back to it in connection with the renewal of the public service concession; and, conversely, a decrease in the La Grande Motte casino's receivables under the property development agreement following delivery of most of the lots (with a corresponding decrease in trade and other payables);
  - a €40.4m cash saving related to a second government-backed loan of €59.5m.

The Group's equity including minority interests decreased by €56.5m to €315.4m after the €55.9m net loss for the financial year.

Financial debt increased by €40.3m (current and non-current portions). This was mainly due to the cumulative effect of:

- the arrangement of a second government-backed loan for an amount of €59.5m and new loans for €4.5m;
- three quarterly syndicated loan repayments totalling €8.1m, with the January 2021 instalment postponed until 2026, as well as repayments of other bank loans totalling €8.0m, and the reclassification as liabilities held for sale of the outstanding €1.8m balance on the Crans-Montana casino's bank loans, in accordance with IFRS 5;
- the 12-month postponement of repayments (capital and, in most cases, interest) of the Group's bank borrowings agreed during the previous financial year, with most repayments resuming in April 2021.

The Group's EuroPP bond and syndicated loan have a contractual covenant under which a specified leverage ratio must met at the end of each financial half-year. Given the facts set out above (closure of the Group's establishments), this covenant was not met at either 30 April or 31 October 2021. However, in June 2021, the institutional investor bearing the EuroPP and the consortium of banks for the syndicated loan showed their ongoing confidence in the Group and waived the calculation of the leverage ratio at the closing dates of 30 April and 31 October 2021, with retroactive effect for 30 April 2021.

The Group's financial structure may be better understood in light of the following table (presented in accordance with the former IAS 17, i.e. prior to the adoption of IFRS 16, in keeping with the terms of the syndicated loan agreement):

€M AT 31 OCTOBER	2021	2020
Equity	315.4	371.9
Gross debt (*)	239.1	194.7
Cash less gaming levies	152.1	103.1
Net debt	87.0	91.5
Net debt / Equity (gearing)	0.3x	0.2x
NET DEBT TO CONSOLIDATED EBITDA ("LEVERAGE") RATIO	**N/A (**)**	**2,3x (***)**

(*) Gross debt includes bonds, bank borrowings and restated capital leases (in accordance with former IAS 17), accrued interest, miscellaneous borrowings and financial debt, banking facilities and financial instruments.

(**) Bondholders and banks waived the need to calculate the leverage ratio at the balance sheet date of 31 October 2021 due to EBITDA being negative over the period..

(***) Consolidated EBITDA used to calculate leverage is calculated over a rolling 12-month period, in accordance with the former IAS 17 (i.e. prior to the adoption of IFRS 16), i.e. €39.8m at 31 October 2020.

Furthermore:

- Trade and other payables increased by €24.8m as a result of (i) an increase in social security payables reflecting the Group's cautious stance in the light of uncertainty as to the treatment of public subsidies, (ii) residual payables relating to online operations in Belgium and their cessation (see above) and (iii) a decrease in advances and down payments received under the property development agreement in relation to the La Grande Motte casino following delivery of most of the lots (see above).
- Current tax liabilities decreased by €3.1m as a result of the gradual clearing of residual levies payable recognised at the end of the previous financial year (after Covid-related postponements were agreed), offset against the current tax liability on non-current income recognised in Belgium in 2021 upon the conclusion of the aforementioned dispute.

• RECENT EVENTS AND OUTLOOK

COVID-19 HEALTH CRISIS

With the public health crisis continuing, the Group is adversely affected by the following new restrictions:

- Rapid antigen and PCR tests ceased being available free of charge with effect from 15 October 2021.
- The validity period of rapid antigen and PCR tests was shortened from 72 hours to 24 hours with effect from 29 November 2021.
- Vaccine booster shots became mandatory for over-65s with effect from 15 December 2021 and for over-18s with effect from 15 January 2022.
- Vaccine passes were introduced on 24 January 2022.

Consequently, the Group continues to do all it can to protect its establishments and limit the inevitable economic consequences of the crisis. The Group is also looking into other forms of aid for which it may be eligible (new subsidies for businesses forced to close and increased limits on some categories of conditional aid).

The very satisfactory resumption of activities after the second lockdown was a key factor – despite the necessary sanitary measures put in place – in the Group's confidence regarding its ability to resume operations in an optimal manner.

CRANS-MONTANA CASINO, SWITZERLAND

At end January 2022, Groupe Partouche will finalise the disposal of its entire 57% stake in Casino de Crans-Montana (Switzerland).

In accordance with the terms of the Group's syndicated loan, the proceeds from the disposal of the Crans-Montana casino will either be used in part to pay down the Group's financial debt or reinvested.

MIDDELKERKE, BELGIUM

The concession for the Middelkerke casino in Belgium comes into force on 1 July 2022.

OPERATIONS

The Royat casino underwent major renovation work to refocus its main activity of gaming around customers by making significant improvements to the user experience. Giant screens have been installed in the rotunda, welcoming visitors and guaranteeing total immersion in a wide variety of themed content. The work, which began in November 2018, was completed in December 2020.

Following the renovation of all its rooms in 2019 and of the restaurant with its bio-climatic terrace, its kitchens and the construction of four suites in its belvedere in financial year 2020, work at the Aquabella hotel focused on its communal areas and was completed in March 2021.

The Bandol casino is developing its gaming offering throughout the casino by providing two different atmospheres: one centred around slot machines and the other, featuring a more festive setting, revolving around electronic table games. The restaurant and kitchen have also been renovated, with delivery completed in April 2021.

In the context of the renewal of its public service concessions, the Hyères casino is renovating its hotel, auditorium and gaming room, which will double in size and extend across the entire ground floor. The work is due to be completed in 2024.

Casino renovations are also planned at Saint-Amand-les-Eaux, La Tour Salvagny, Annemasse, Palavas and La Grande Motte in financial year 2021-2022 and at Vichy in financial year 2022-2023.

Renovation of the Group's casino network will therefore continue during the 2021-2022 financial year. Groupe Partouche will focus in particular on monitoring these construction projects and the adaptation measures needed to protect the Group's operating profitability.

With its renovated and high-performing casinos, the Group will be able to capitalise on the favourable development of its economic environment.

• ACTIVITY OF SUBSIDIARIES

GROSS GAMING REVENUE BY ENTITY			
€000 AT 31 OCTOBER	2021	2020	2019
CASINO-OSTENDE	38 035	33 803	27 940
CKO BETTING OOSTENDE	34 562	23 021	18 458
CASINO-MEYRIN	25 436	34 585	51 107
CASINO-AIX-EN-PROVENCE	20 561	33 955	44 892
DOMAINE LE LYON VERT	17 881	30 410	43 382
CASINO-SAINT AMAND	16 235	31 911	42 368
CASINO-LA GRANDE MOTTE	15 699	24 257	28 750
CASINO-LYON (PHARAON)	14 529	26 779	7 538
CASINO-FORGES	14 391	25 962	33 541
CASINO DE DIVONNE	14 079	29 528	37 543
CASINO-LA CIOTAT	11 290	16 586	19 289
CASINO-ANNEMASSE	9 830	17 846	23 775
CASINO-PORNIC	7 853	13 307	15 483
CASINO-PORNICHET	7 389	12 358	17 022
CASINO-PALAVAS	6 758	10 360	13 707
CASINO-LA ROCHE POSAY	6 707	11 683	14 486

GROSS GAMING REVENUE BY ENTITY			
€000 AT 31 OCTOBER	2021	2020	2019
CASINO-HYÈRES	6 631	11 408	15 618
CASINO-NICE	6 268	112	16 017
CASINO-LE HAVRE	5 965	11 476	15 555
CASINO-CRANS-MONTANA	5 303	9 689	13 012
CASINO-ROYAT	5 085	9 146	11 897
CASINO-BANDOL	5 060	7 033	9 070
CASINO-JUAN LES PINS	4 492	6 640	9 915
CASINO-SAINT GALMIER	4 100	7 748	10 445
CASINO VICHY GRAND CAFÉ	4 095	7 180	10 030
CASINO-DIEPPE	3 912	6 643	8 203
CASINO 3.14	3 519	6 616	8 997
CASINO-PLOUESCAT	3 426	6 447	7 386
CASINO-CABOURG	3 327	5 109	6 700
CASINO-CALAIS	2 693	4 757	6 244
CASINO-BERCK	2 578	4 084	5 305
CASINO-AGON COUTAINVILLE	2 394	3 934	5 352
CASINO-VAL ANDRÉ	2 264	3 981	4 831
CASINO-ANDERNOS	2 237	3 703	4 803
CASINO-PLOMBIÈRES	2 233	3 729	4 806
CASINO-GRÉOUX-LES-BAINS	2 201	3 460	4 234
CASINO-ARCACHON	2 062	3 028	4 176
CASINO-CONTREXEVILLE	1 832	3 351	3 987
CASINO-TOUQUET	1 827	2 502	3 415
CASINO-LA TREMBLADE	1 425	2 202	3 021
CASINO-EVAUX	1 107	2 001	2 717
PASINO ST AMAND LES EAUX	901	-	-
CASINO-SALIES	804	1 498	1 784
CASINO-DJERBA	660	510	1 222
CLUB BERRI	524	406	-
CASINO-BOULOGNE	-	-	4 637
TOTAL GGR	**350 160**	**525 744**	**672 661**

TURNOVER BY ENTITY			
€000 at 31 October	2021	2020	2019
CASINO-OSTENDE	33 802	28 896	22 181
CASINO-MEYRIN	16 508	19 831	27 818
CASINO-FORGES	11 444	18 574	24 723
CASINO-AIX-EN-PROVENCE	9 957	16 989	21 404
CASINO-SAINT AMAND	9 907	18 248	25 423
DOMAINE LE LYON VERT	9 885	16 711	24 243
CASINO-LA GRANDE MOTTE	8 464	13 136	15 872
CASINO-LYON (PHARAON)	7 325	12 572	17 063
CASINO DE DIVONNE	7 003	18 420	25 661
CASINO-LA CIOTAT	6 188	8 507	9 773
CASINO-PORNIC	5 258	8 520	10 026
CASINO-ANNEMASSE	5 066	8 574	11 059
CASINO-PORNICHET	4 677	7 600	10 137
CASINO-LE HAVRE	4 507	8 204	11 241
CASINO-CRANS-MONTANA	4 052	7 594	10 505
CASINO-LA ROCHE POSAY	3 965	6 621	7 910
CASINO-HYÈRES	3 888	6 510	8 572
CASINO-NICE	3 867	6 361	8 837
CASINO-PALAVAS	3 709	5 542	7 031
CASINO-DIEPPE	3 396	5 409	6 602
CASINO-CABOURG	3 368	4 746	5 951
CASINO-ROYAT	3 264	5 442	6 925
CASINO-BANDOL	3 205	4 458	5 715
CASINO VICHY GRAND CAFÉ	2 816	4 578	6 165
CASINO-JUAN LES PINS	2 565	3 588	5 102
CASINO-SAINT GALMIER	2 434	4 303	5 704
CASINO 3.14	2 348	3 852	5 027
CASINO-PLOUESCAT	2 240	4 015	4 496
CASINO-VAL ANDRÉ	2 038	3 272	4 077
CASINO-TOUQUET	1 869	2 695	3 335
CASINO-PLOMBIÈRES	1 861	2 801	3 516

TURNOVER BY ENTITY			
€000 at 31 October	2021	2020	2019
CASINO-CALAIS	1 748	2 857	3 573
CASINO-BERCK	1 723	2 537	3 220
CASINO-GRÉOUX-LES-BAINS	1 630	2 433	2 885
CASINO-ARCACHON	1 539	2 166	2 832
CASINO-ANDERNOS	1 487	2 363	3 032
CASINO-AGON COUTAINVILLE	1 474	2 253	2 937
CASINO-CONTREXEVILLE	1 398	2 301	2 683
CASINO-SALIES	1 154	1 740	2 228
CASINO-LA TREMBLADE	1 066	1 614	2 057
CASINO-DJERBA	847	793	1 590
CASINO-EVAUX	832	1 473	1 916
PASINO ST AMAND LES EAUX	628	-	-
CLUB BERRI	488	196	-
CASINO-BOULOGNE	-	8	3 081
TOTAL- CASINO	**206 889**	**309 304**	**394 128**
HOTEL-AIX-AQUABELLA	4 845	3 837	6 866
HOTEL-CONTREX-COSMOS	1 276	717	1 542
HOTEL-VAL ANDRÉ-SINOCA	44	44	44
HOTEL-LYON-HIL	25	20	24
HOTEL-CANNES-3.14	5	14	5
GREEN 3.14	-	-	38
TOTAL-HOTEL	**6 195**	**4 632**	**8 519**

TURNOVER BY ENTITY			
€000 AT 31 OCTOBER	2021	2020	2019
CKO BETTING OOSTENDE	30 760	20 488	16 426
STTH	2 388	-	-
APPOLONIA	2 334	2 170	2 823
SEGR LE LAURENT	1 842	2 671	5 158
PLAGE 3.14	1 754	1 531	2 776
STE GOLF DE DIVONNE	1 440	-	-
THERMES-AIX -C.B.A.P. (spa resort)	1 425	1 581	2 532
SARL THERM'PARK	180	162	204
PASINO BET (formerly P. Gaming)	179	523	147
GROUPE PARTOUCHE	91	253	207
INTERNATIONAL GAMBLING SYSTEMS	69	4	-
SCI RUE ROYALE	53	52	46
AFRIGAMBLING (formerly PI AFRIQUE)	49	38	20
PARTOUCHE IMAGES	47	42	56
PARTOUCHE IMMOBILIER	3	12	18
BARATEM	-	-	424
PARTOUCHE TECHNOLOGIE	-	-	9
TOTAL-OTHER	**42 614**	**29 527**	**30 846**
TOTAL TURNOVER	**255 698**	**343 463**	**433 493**

9.2 • COMPANY FINANCIAL POSITION AND PERFORMANCE (PARENT COMPANY FINANCIAL STATEMENTS)

Financial year 2020-2021 was very heavily impacted by the public health crisis stemming from the Covid-19 epidemic, which forced Group Partouche to shut down most of its subsidiaries' operations until just after the end of the first half of the financial year as a result of general action taken by the government in response to the epidemic. This meant that, apart from a few exceptions, all the Group's casinos were closed for around six and a half months in financial year 2020-2021, compared with a combined period of around three months during the previous financial year. Furthermore, in both cases, even when the Group's casinos were able to open, operations were severely disrupted by the ongoing public health crisis and the resulting constraints (for more details, see Note 1 to the consolidated financial statements).

Turnover for the financial year came to €10.3m, mainly consisting of fees paid by subsidiaries, for €8.7m.

Operating income totalled €11.8m compared with €13.6m in 2020, and operating expenses were €18.5m compared with €20.4m in 2020.

The Company sustained an operating loss of €6.7m, compared with an operating loss of €6.9m in 2020.

The Company sustained a financial loss of €24.8m, compared with a financial loss of €13.8m in 2020. In light of the public health crisis, the Group's subsidiaries did not pay any dividends in the financial year (having paid €0.1m in 2020). Interest and similar expenses remained stable. Financial income and expenses were also impacted by changes in provisions and reversals of provisions on securities and current accounts for subsidiaries affected by a deterioration in their equity during the financial year.

The Company posted net exceptional expense of €0.6m, compared with a net income of €0.1m in 2020 (there were no significant component transactions).

Under its tax consolidation agreement, the Company recognised no Group tax expense in respect of the financial year ended 31 October 2021 and a tax saving of €1.9m (neutralisation of subsidiary taxes).

In light of the above items, the Company posted a net loss for the year of €30.1m, compared with net loss of €14.0m in 2020.

Net fixed assets totalled €661.3m, up €2.2m, and current assets came to €190.3m, up €13.0m, mainly due to the increase of marketable securities (€5.1m) and cash (€10.6m).

With respect to equity and liabilities, equity decreased by €30.1m to €394.2m, due to net loss for the year (€-30.1m).

Bank loans and debts increased by €51.3m compared with 2020, mainly due to taking out a second government-backed loan of €59.5 in April 2021.

The principal amount outstanding on bank debt at 31 October 2021 was €135.2m, in addition to the €35.0m of bond debt to be reimbursed on maturity.

The "Other liabilities" item decreased by €7.1m, mainly due to a decrease in net intercompany current account liabilities with subsidiaries.

9.3 • PROPOSED APPROPRIATION OF INCOME FOR FINANCIAL YEAR 2021

NET PROFIT TO 31 OCTOBER 2021 (€)	(30 050 947)
Legal reserve	-
Retained earnings	(30 050 947)
AFTER APPROPRIATION, RETAINED EARNINGS WILL AMOUNT TO:	**110 754 401**

10

Cash and capital resources

10.1 • INFORMATION CONCERNING THE GROUP'S EQUITY

Please refer to Note 11 of Section 20.2.1 of the Group's consolidated financial statements for financial year 2021.
Please refer to Note 11 of Section 20.2.1 of the Group's consolidated financial statements for financial year 2020.
Please refer to Note 11 of Section 20.2.1 of the Group's consolidated financial statements for financial year 2019.

10.2 • SOURCES, AMOUNTS AND A NARRATIVE DESCRIPTION OF THE GROUP'S CONSOLIDATED CASH FLOWS

Please refer to Note 13 of Section 20.2.1 of the Group's consolidated financial statements for financial year 2021.
Please refer to Note 13 of Section 20.2.1 of the Group's consolidated financial statements for financial year 2020.
Please refer to Note 13 of Section 20.2.1 of the Group's consolidated financial statements for financial year 2019.

10.3 • FINANCING STRUCTURE AND CASH RESOURCES; INFORMATION REGARDING ANY RESTRICTIONS ON THE USE OF CAPITAL RESOURCES THAT HAVE MATERIALLY AFFECTED, OR COULD MATERIALLY AFFECT, DIRECTLY OR INDIRECTLY, THE COMPANY'S OPERATIONS

10.3.1 • FINANCIAL STRUCTURE, CASH FLOWS

Please refer to Note 9.3 of Section 20.2.1 related to bank debt and to Note 9.2 of Section 20.2.1 relating to cash and cash equivalents for financial year 2021.

Please refer to Note 9.3 of Section 20.2.1 related to bank debt and to Note 9.2 of Section 20.2.1 relating to cash and cash equivalents for financial year 2020.

Please refer to Note 9.3 of Section 20.2.1 related to bank debt and to Note 9.2 of Section 20.2.1 relating to cash and cash equivalents for financial year 2019..

10.3.2 • CASH POOLING AGREEMENT

Groupe Partouche has a signed cash pooling agreement with all of its subsidiaries.

This agreement provides a strong incentive to subsidiaries to invest their cash surpluses with Groupe Partouche SA to obtain a rate of return on cash that is higher than the market rates. Groupe Partouche SA can thereby ensure that the cash requirements of certain subsidiaries are met and can invest the cash surpluses in an optimal manner. This management is handled by the Finance Department.

This organisation thus allows a certain measure of independence to be achieved in the cash management of subsidiaries.

It should be noted that the Swiss casinos (Meyrin and Crans-Montana), in light of applicable regulations, invest their cash surpluses themselves

10.3.3 • RESTRICTIONS ON THE TRANSFER OF FUNDS FROM ABROAD

For the two Swiss casinos owned by the Group, Meyrin and Crans-Montana, the country's legal constraints prohibit the transfer of funds except for dividend distributions.

10.4 • INFORMATION REGARDING THE ANTICIPATED SOURCES OF FUNDS NEEDED TO FULFIL COMMITMENTS REFERRED TO IN ITEMS 5.2.3 AND 8.1

Please refer to Section 4.3.1 "Liquidity risks" and Section 5.2.5 "Relations between investments and financing activities".

11

Research and development, patents and licenses

Groupe Partouche invests in innovative projects through Partouche Interactive and its subsidiaries.

Partouche Images, whose activities in France were discontinued due to changes in the law, transferred its businesses abroad. This company continues to co-produce interactive television programmes based on dynamic systems for broadcasting and enabling participation in games made available both on television and online.

Partouche Images already has its own unique system that allows real-time interaction with a TV game show using a smartphone, a tablet or a computer.

Partouche Images has developed a new gaming option (Live Roulette), which is available for free through Facebook and is played by entering comments directly in Facebook, with a presenter filmed in a studio and pre-recorded roulette images combined with computer-generated random roulette numbers. A number of games based on the same model and using the same technology are currently being finalised. A roulette game has also been made available on the Partouche Online website.

Appolonia and Partouche Technologies focus their efforts on designing and developing applications, information systems and electronic products dedicated to use in casinos and the smooth running of the Group's companies (virtual slot machine chip system to replace physical chips, various digital games, management software, etc.) and customer offering.

12

Trend information

Groupe Partouche has not communicated about activity trends since the end of the financial year ended 31 October 2021.

Quarterly financial information for the quarter ended 31 January 2022 will be published in the evening of Tuesday, 8 March 2022.

13

Company projections and targets

Groupe Partouche does not provide any information that may be qualified as a forecast or estimate of earnings.

14

Administrative, management, and supervisory bodies and senior management

14.1 • INFORMATION ON MANAGEMENT BODIES

14.1.1 • SUPERVISORY BOARD

BOARD MEMBER IDENTITY, DATE AND PLACE OF BIRTH	DATE OF FIRST APPOINTMENT	EXPIRATION OF APPOINTMENT	PRINCIPAL POSITION HELD WITHIN THE COMPANY
PATRICK PARTOUCHE BORN ON 13 JUNE 1964 IN ORAN (ALGERIA) **44,964 SHARES HELD** **0.47% OF THE SHARE CAPITAL**	Co-opted to replace Isidore Partouche by decision of the Supervisory Board at its meeting held on 18 March 2011, approved by the Shareholders' Meeting held on 29 April 2011	31 October 2025	Chairman of the Supervisory Board

The business address of the members of the Supervisory Board with regard to their functions within Groupe Partouche is the registered office of Groupe Partouche (141 bis rue de Saussure - 75017 Paris - France). (*) The aforementioned mandates are in force except for those whose date of expiration is expressly indicated.

PRINCIPAL POSITION HELD OUTSIDE THE COMPANY	FUNCTIONS AND MANDATES HELD OUTSIDE THE GROUP*	FUNCTIONS AND MANDATES HELD WITHIN THE GROUP*
Chairman of the Executive Board of Financière Partouche SA	**Director:** SA Ispar Holding (Fribourg) **Chairman and member of the Executive Committee: :** SAS Mereal Biometrics **Chairman:** Groupe Partouche Bahamas Limited (Bahamas)	**IN FRANCE:** **Chairman of the Supervisory Board of Groupe Partouche SA (with Executive Board and Supervisory Board)** **Chairman of the Executive Board of Financière Partouche SA (with Executive Board and Supervisory Board)** **Chairman of the Board of Directors, Director:** Partouche Interactive SA (Paris) **Chairman:** Partouche Immobilier SAS (Paris) **General Manager:** La Pensée Sauvage Lifestyle SAS **Deputy General Manager:** Compagnie Européenne de Casinos SAS (Paris) **Deputy General Manager and Director:** L'Eden Beach Casino SA (Juan-les-Pins) **Chairman and Director:** Pasino de Saint-Amand-les-Eaux SAS (since 2 April 2021) **Director:** Le Touquet's (Calais) SAS, Société du Casino et des Bains de Mer SAS (Dieppe), Société d'exploitation du Casino de Contrexéville SAS, Grand Casino de Lyon SAS, Forges Thermal SA (Forges-les-Eaux), Société du Grand Casino d'Annemasse SAS (Annemasse), Société Touristique Thermale et Hôtelière de Divonne SA - STTH (Divonne-les-Bains), Partouche Technologies SAS (Tours), Société d'exploitation du casino de Divonne SAS - SECD (Divonne-les-Bains), 3.14 Hôtel SA (Cannes), Société Européenne des Grands Restaurants SA (Paris), Pleinair Casino SA (La Ciotat), Cannes Centre Croisette SAS, Sté d'exploitation du Casino de Forges SAS-SECF- (Forges) (since 9 April 2021), Hôtel et Lab de Saint-Amand SAS (until 23 October 2021) **Corporate Manager:** Sek SARL (Paris), Plage 3.14 SARL, 3.14 Green SARL, Green Auron SCI, Luna Juan SCI (Paris), Domaine de Gourgoubès SARL (Paris) **Member of the Executive Committee:** Partouche Images SAS (Paris)

BOARD MEMBER IDENTITY, DATE AND PLACE OF BIRTH	DATE OF FIRST APPOINTMENT	EXPIRATION OF APPOINTMENT	PRINCIPAL POSITION HELD WITHIN THE COMPANY
PATRICK PARTOUCHE BORN ON 13 JUNE 1964 IN ORAN (ALGERIA) **44,964 SHARES HELD** **0.47% OF THE SHARE CAPITAL**	Co-opted to replace Isidore Partouche by decision of the Supervisory Board at its meeting held on 18 March 2011, approved by the Shareholders' Meeting held on 29 April 2011	31 October 2025	Chairman of the Supervisory Board
ISIDORE PARTOUCHE BORN ON 21 APRIL 1931 IN TRÉZEL (ALGERIA **116,092 SHARES** **HELD DIRECTLY; 392,427** **SHARES HELD INDIRECTLY** **5.28% OF THE SHARE CAPITAL**	Ordinary Shareholders' Meeting of 20 June 1996	31 October 2025	Vice-Chairman of the Supervisory Board
WALTER BUTLER BORN ON 16 AUGUST 1956 IN RIO DE JANEIRO (BRAZIL) **1 SHARE HELD**	Shareholders' Meeting held on 29 April 2011	31 October 2022	Member of the Supervisory Board

PRINCIPAL POSITION HELD OUTSIDE THE COMPANY	FUNCTIONS AND MANDATES HELD OUTSIDE THE GROUP*	FUNCTIONS AND MANDATES HELD WITHIN THE GROUP*
Chairman of the Executive Board of Financière Partouche SA	**Director:** SA Ispar Holding (Fribourg) **Chairman and member of the Executive Committee: :** SAS Mereal Biometrics **Chairman:** Groupe Partouche Bahamas Limited (Bahamas)	**Permanent Representative:** - Legal entity of Compagnie Européenne de Casinos SAS (Paris), Director of Développement de la Baie de Kernic SAS (Plouescat), Casino de Pornichet SAS (Pornichet) and Casino de Pornic SAS (Pornic) **OUTSIDE FRANCE:** **Chairman of the Board of Directors, Deputy Director:** Belcasinos SA (Belgium), Grand Casino de Djerba SA (Tunisia) **Director:** Casino Kursaal Oostende SA (Belgium), Club Privé du Casino de Knokke (Belgium), CKO Betting SA (Belgium) **Permanent Representative** - Legal entity of Groupe Partouche SA, Director of Groupe Partouche International SA (Belgium)
Chairman of the Supervisory Board of Financière Partouche SA	**OUTSIDE FRANCE** **Chairman, Director:** Ispar Holding SA (Switzerland)	**IN FRANCE:** **Vice-Chairman and Member of the Supervisory Board of Groupe Partouche SA (with Executive Board and Supervisory Board)** **Chairman of the Supervisory Board of Financière Partouche SA (with Executive Board and Supervisory Board)** **Managing Director:** Société Européenne des Grands Restaurants SA (Paris) **Chairman:** Compagnie Européenne de Casinos SAS -CEC- (Paris), **Chairman and Director:** Hôtel et Lab de Saint-Amand SAS **Administrateur :** Casinos du Touquet SAS (Le Touquet), Société du Casino et des Bains de Mer SAS (Dieppe), Grand Casino de Cabourg SAS (Cabourg), Société du Casino Municipal de Royat SAS (Royat), Casino de Palavas SAS (Palavas-les-Flots), Société d'exploitation du Casino de Divonne – "SECD" SAS (Divonne-les-Bains), Forges Thermal SA (Forges-les-Eaux) (until 30 April 2021), Société Touristique Thermale et Hôtelière de Divonne SA - "STTH Divonne" (Divonne-les-Bains), Pleinair Casino SA (La Ciotat), Société du Casino Municipal d'Aix Thermal SA (Aix-en-Provence), Pasino de Saint-Amand-les-Eaux SAS (since 2 April 2021) **Corporate Manager:** Société civile immobilière et mobilière Partouche (SCIMP) (Paris) **Co-Corporate Manager:** SCI Foncière de Vittel et Contrexéville (Contrexéville), SCI Les Thermes (Aix-en-Provence) **Permanent Representative:** - Legal entity of Compagnie Européenne de Casinos SAS, Director of Casino de La Grande-Motte SAS **OUTSIDE FRANCE:** **Chairman, Deputy Director:** Groupe Partouche International SA - "GPI" (Belgium) **Director:** Le Grand Casino de Djerba SA (Tunisia)
Managing Director of Butler Capital Partners SA	**Managing Director:** Butler Industries SA, Butler Capital Partners SA, WB Debt Partners SA **Chairman:** Amstar Entreprises SAS, Stanberg SAS, Noerden SAS, Paradis Latin SA, Nxo Expansion SAS **Chairman of the Board of Directors:** Nxo Expansion SAS, **Chairman of the Supervisory Board:** Nxo France SAS **Director:** Nxo Experts SAS **Corporate Manager:** SCI 30 Albert 1er, SCEA La Brillane **General Manager:** Butler Corum SAS **Member of the Supervisory Board:** Corum Asset Management SAS **Representing Butler Capital Partners as Chairman:** ANS Holding SAS **Representative of Butler Capital Partners on the Supervisory Committee:** Colfilm SAS **Representing FBT Développement as Chairman:** Fichet-Bauche Télésurveillance SAS **OUTSIDE FRANCE** **Director of the English companies:** Butler Investment Managers Limited, Butler Management Limited, Almas Industries Ltd	**Director:** Société du Casino Municipal d'Aix Thermal (Aix) SA

BOARD MEMBER IDENTITY, DATE AND PLACE OF BIRTH	DATE OF FIRST APPOINTMENT	EXPIRATION OF APPOINTMENT	PRINCIPAL POSITION HELD WITHIN THE COMPANY
WALTER BUTLER BORN ON 16 AUGUST 1956 IN RIO DE JANEIRO (BRAZIL) **1 SHARE HELD**	Shareholders' Meeting held on 29 April 2011	31 October 2022	Member of the Supervisory Board
LAURENT PARQUET BORN ON 27 JULY 1965 IN BRIVE-LA-GAILLARDE (FRANCE)	Supervisory Board Meeting held on 13 September 2016 to replace Lionel Mestre	31 October 2022	Member of the Supervisory Board
BUTLER CAPITAL PARTNERS PERMANENT REPRESENTATIVE: LAURENT PARQUET **76,621 SHARES HELD DIRECTLY; 1,200,399 SHARES HELD INDIRECTLY; 13.26% OF THE SHARE CAPITAL**	Co-opted on 12 December 2012	31 October 2022	Member of the Supervisory Board
DANIEL COHEN BORN ON 27 OCTOBER 1962 IN CASABLANCA (MOROCCO) **150 SHARES HELD**	Supervisory Board Meeting held on 13 December 2011 in replacement of Maurice Sebag, who resigned	31 October 2025	Member of the Supervisory Board
VÉRONIQUE MASI FORNERI BORN ON 12 MAY 1963 IN NICE (FRANCE) **62 SHARES HELD**	Shareholders' Meeting held on 24 April 2014	31 October 2025	Member of the Supervisory Board
SALOMÉ PARTOUCHE BORN ON 19 SEPTEMBER 1989 IN DIEPPE (FRANCE) **5 SHARES HELD**	Co-opted in replacement of Hubert Benhamou, who resigned on 1 November 2016	31 October 2022	Member of the Supervisory Board
CAROLINE TEXIER BORN ON 21 FEBRUARY 1977 IN BOULOGNE-BILLANCOURT (FRANCE) **1 ACTION**	Co-opted to replace Gaston Ghrenassia, who resigned, on 27 June 2017	31 October 2025	Member of the Supervisory Board
REPRÉSENTANT DES SALARIÉS MR PHILIPPE PERRIN	Appointed by the Group Works Council, on 5 December 2018	10 April 2021	Member of the Supervisory Board

The business address of the members of the Supervisory Board with regard to their functions within Groupe Partouche is the registered office of Groupe Partouche (141 bis rue de Saussure - 75017 Paris - France). (*) The aforementioned mandates are in force except for those whose date of expiration is expressly indicated.

PRINCIPAL POSITION HELD OUTSIDE THE COMPANY	FUNCTIONS AND MANDATES HELD OUTSIDE THE GROUP*	FUNCTIONS AND MANDATES HELD WITHIN THE GROUP*
Managing Director of Butler Capital Partners SA	**Chairman of the Swiss company:** Nexis Fibers Holding **Chairman of the Supervisory Board of the German company:** Almas Industries AG SA **Corporate Manager of the Luxembourg limited liability company (SARL):** GP Lux Investissements **Chairman of the Swiss company:** Nexis Fibers Holding (currently being wound up) **Director of the Belgian companies:** Econocom SA, Butler Industries Benelux SA	**Director:** Société du Casino Municipal d'Aix Thermal (Aix) SA
	Permanent Representative: Amstar Entreprises on the Board of Directors of Butler Industries SA **Director:** PHP INVEST **Director:** Paradis Latin SA	
	Chairman: ANS Holding SAS **Member of the Supervisory Committee:** Colfilm SAS	
Chairman of Zalis SAS (Toulouse)	**Chairman:** DSC8 SAS (Toulouse), YES Holding SAS (Paris) **Independent Director:** Moret Industrie **Corporate Manager:** SCI Cohen Investissements (Toulouse), SCI 43 St James (Toulouse)	
General Manager of Adelphos SAS (Neuilly-sur-Seine)	**Member of the Board of Directors:** Erda Accentus Association – education, research and artistic development (Paris)	
Visual artist	**Co-Corporate Manager:** SCI Sany (Val-de-Marne) **Chairman: Association Biennale de Paname (Paris), Atelier de Paname SAS (Paris)**	**Director:** International Gambling Systems SA (Belgium)
Lawyer	**Co-Corporate Manager:** SCI Alpilles 84	
Employee of Grand Casino de Lyon		

14.1.2 • MEMBERS OF THE EXECUTIVE BOARD

BOARD MEMBER IDENTITY, DATE AND PLACE OF BIRTH	DATE OF FIRST APPOINTMENT	EXPIRATION OF APPOINTMENT	PRINCIPAL POSITION HELD WITHIN THE COMPANY
FABRICE PAIRE BORN ON 10 OCTOBER 1969 IN MONTMORENCY (VAL D'OISE) **376 SHARES HELD**	Supervisory Board Meeting held on 3 November 2008	30 October 2025	Chairman of the Executive Board
ARI SEBAG BORN ON 25 SEPTEMBER 1961 IN TIARET (ALGERIA) **5,682 SHARES HELD** **0.06% OF THE SHARE CAPITAL**	Supervisory Board Meeting held on 20 June 1996	30 October 2025	Member of the Executive Board

PRINCIPAL POSITION HELD OUTSIDE THE COMPANY	FUNCTIONS AND MANDATES HELD OUTSIDE THE GROUP*	FUNCTIONS AND MANDATES HELD WITHIN THE GROUP*
	IN FRANCE: **Member of the Executive Committee:** Mereal Biometrics SAS (Paris) **Corporate Manager:** SCI Haute Bourgeois (Paris), SCI Faroy Mu (Paris) **OUTSIDE FRANCE:** **Director:** Ispar Holding SA (Switzerland)	**IN FRANCE:** **Chairman of the Executive Board of Groupe Partouche SA (with Executive Board and Supervisory Board)** **Chairman:** Ludica SAS (Paris) **Chairman, Director:** Compagnie pour le Développement du Tourisme Hyérois (Hyères) SAS, Partouche Technologies SAS (Tours), Société d'Exploitation du Casino et Hôtels de Contrexéville SAS, Société Touristique de La Trinité SAS (Paris) **General Manager, Director:** Partouche Interactive SA (Paris) **Deputy General Manager:** Partouche Spectacles et Évènements SAS (Paris), Compagnie Européenne de Casinos SAS (Paris) **Member of the Executive Committee:** Partouche Images SAS (Paris) **Director:** Le Touquet's SAS (Calais), Développement de la Baie de Kernic SAS (Plouescat), Casino de Pornichet SAS, Casino de Pornic SAS (Pornic), Société du Casino Municipal de Royat SAS, Société des Chemins de Fer et Hôtel de Montagne aux Pyrénées SA - "CHM" (Paris), Élysée Palace Expansion SA (Paris), Casino de La Grande-Motte SAS, Casino de Palavas SAS (Palavas-les-Flots), Pasino Bet SAS (La Grande-Motte), Grand Casino de Bandol SAS, Sté du Golf de Divonne SAS – SGD – (Divonne-les-Bains), Sté du Grand Hôtel de Divonne SAS – SGHD – (Divonne-les-Bains), SECN SAS (Paris), Pasino de Saint-Amand-les-Eaux SAS (until 2 April 2021 **Permanent Representative:** - Legal entity of Compagnie Européenne de Casinos SAS, Director of Casino de Coutainville SAS, of Le Miami SA (Andernos), and of Complexe commercial de La Roche-Posay SAS - Legal entity of Groupe Partouche SA, Director of Sté du Casino Municipal d'Aix Thermal SA (Aix), Plombinoise de Casino SAS, Société d'Exploitation du Casino de la Rotonde SAS (Pléneuf-Val-André), Casino du Grand Café SAS (Vichy), Société du Casino du Palais de la Méditerranée SAS (Nice), Casino de Salies-de-Béarn SAS, Société d'Activités Thermales Hôtelières et de Loisirs - "Sathel" (La Tour de Salvagny), Société du Grand Casino de Gréoux-les-Bains SAS, Société du Casino d'Arcachon SAS, Société du Grand Casino de Cabourg SAS, Casino d'Evaux-les-Bains SAS, Grand Casino du Havre SAS, Casino de la Tremblade SAS, Cannes Centre Croisette SAS (Cannes), Société Touristique Thermale et Hôtelière de Divonne SA (Divonne-les-Bains), Société Forges Thermal SA (Forges-les-Eaux), Sté d'exploitation du Casino de Forges SAS – SECF – (Forges) [since 9 April 2021], Eden Beach Casino SA (Juan-les-Pins), Casino Le Lion Blanc SAS (Saint-Galmier), Grand casino de Lyon SAS, Grand Casino d'Annemasse SAS, Jean Metz SAS (Berck-sur-Mer), Numa SAS (Paris), Société d'exploitation du Casino de Divonne SAS – SECD (Divonne-les-Bains) Pasino de Saint-Amand-les-Eaux SAS (since 2 April 2021), Hôtel et Lab de Saint-Amand SAS - Legal entity of Groupe Partouche SA, Corporate Manager of SCI Rue Royale (Paris), SCI Hôtel Garden Pinède **Corporate Manager:** Partouche SI SARL, Société du Casino de Bourbon Lancy SARL, Quarisma SARL (Paris), Partouche Tournois SARL (Paris), SCI du Casino de la Tremblade **Co-Corporate Manager:** Appolonia SARL (Antibes) **OUTSIDE FRANCE:** **Director:** Casino Kursaal Oostende SA (Belgium), CKO Betting SA (Belgium), Belcasinos SA (Belgium), **Deputy Director:** Casino de Chaudfontaine SA (Belgium) **Deputy Director/Member:** Cercle Privé du Casino de Spa (Belgium), Club Privé du Casino d'Ostende (Belgium)
Member of the Executive Board and General Manager of Financière Partouche SA	**IN FRANCE :** **Corporate Manager:** SCI Elisa (Paris) **OUTSIDE FRANCE:** **General Manager:** Groupe Partouche Bahamas Limited	**IN FRANCE:** **Member of the Executive Board of Groupe Partouche SA (with Executive Board and Supervisory Board)** **General Manager and Member of the Executive Board of Financière Partouche SA (with Executive Board and Supervisory Board)** **Managing Director, Director:** Forges Thermal SA (Forges-les-Eaux) **Chairman, Director:** Casino de Coutainville SAS, Société du Casino et Bains de Mer de Dieppe SAS, Casino du Grand Café SAS (Vichy), Casino de Salies de Béarn SAS, Casino Le Lion Blanc SAS (Saint-Galmier), Casino Municipal de Royat SAS (Royat), Développement de la Baie de Kernic SAS (Plouescat), Casino de la Tremblade SAS, Casino d'Arcachon SAS, Grand Casino de Bandol SAS, Casino d'Evaux les Bains SAS, Numa SAS (Paris), Casino de Pornichet SAS, Société d'Exploitation du Casino de la Rotonde SAS (Val-André) **Chairman of the Board of Directors:** Le Miami SA (Andernos), Élysée Palace Hôtel SA (Paris)

BOARD MEMBER IDENTITY, DATE AND PLACE OF BIRTH	DATE OF FIRST APPOINTMENT	EXPIRATION OF APPOINTMENT	PRINCIPAL POSITION HELD WITHIN THE COMPANY
ARI SEBAG BORN ON 25 SEPTEMBER 1961 IN TIARET (ALGERIA) **5,682 SHARES HELD** **0.06% OF THE SHARE CAPITAL**	Supervisory Board Meeting held on 20 June 1996	30 October 2025	Member of the Executive Board
KATY ZENOU BORN ON 6 AUGUST 1961 IN TIARET (ALGERIA) **9,969 SHARES HELD** **0.1% OF THE SHARE CAPITAL**	Supervisory Board Meeting held on 20 June 1996	30 October 2025	Member of the Executive Board
JEAN-FRANCOIS LARGILLIÈRE BORN ON 17 SEPTEMBER 1964 IN CHAUMONT-EN-VEXIN (OISE) DIED 10 DECEMBER 2021	Supervisory Board Meeting held on 30 October 2013	30 October 2025	Member of the Executive Board
BENJAMIN ABOU BORN ON 26 DECEMBER 1981 IN MONTPELLIER (HÉRAULT)	Supervisory Board Meeting held on 25 January 2021	30 October 2025	Member of the Executive Board

PRINCIPAL POSITION HELD OUTSIDE THE COMPANY	FUNCTIONS AND MANDATES HELD OUTSIDE THE GROUP*	FUNCTIONS AND MANDATES HELD WITHIN THE GROUP*
Member of the Executive Board and General Manager of Financière Partouche SA	**IN FRANCE :** **Corporate Manager:** SCI Elisa (Paris) **OUTSIDE FRANCE:** **General Manager:** Groupe Partouche Bahamas Limited	**Chairman:** Partouche Spectacles & Evénements SAS (Paris) **Deputy General Manager, Director:** Grand Casino du Havre SAS, Sté d'Exploitation du Casino de Forges -SECF- (Forges) [since 9 April 2021] **General Manager:** Partouche Immobilier SAS (Paris) **Director:** Société du Grand Casino de Cabourg SAS (Cabourg), Cannes Centre Croisette SAS (Cannes), Société Touristique de La Trinité SAS (Paris), Partouche Technologies SAS (Tours), Le Touquet's SAS (Calais), Société du Casino de Saint-Amand SAS (Saint-Amand-les-Eaux), Plombinoise de Casino SAS (Plombières-les-Bains), Société de L'Élysée Palace SA (Paris), Société d'Activités Thermales Hôtelières et de Loisirs SA – "Sathel" – (La Tour de Salvagny), Pasino Bet SAS (La Grande-Motte), Jean Metz SAS (Berck-sur-Mer), Sté du Golf de Divonne SAS – SGD (Divonne-les-Bains), Sté du Grand Hôtel de Divonne SAS – SGHD (Divonne-les-Bains), Grand Casino de Lyon SAS, Pasino de Saint-Amand-les-Eaux SAS (since 2 April 2021), Hôtel et Lab de Saint-Amand SAS (until 23 October 2021) **Corporate Manager:** Hôtel Cosmos SARL (Contrexéville), Grands Hôtels du Parc SARL (Contrexéville), Centre de formation professionnelle des casinos SARL – "CFPC" (Paris), SCI Pietra Pornic (Paris), SCI Pietra St-Amand (Paris) **Member of the Executive Committee:** Partouche Images SAS (Paris) **Co-Corporate Manager:** SCI Sté Foncière de Vittel et Contrexéville, Partouche Productions SARL (Paris) **Permanent Representative:** - of the legal entity Groupe Partouche SA, Director of Compagnie pour le Développement du Tourisme Hyérois SAS (Hyères), Casino de La Grande-Motte SAS, Casino de Pornic SAS, Société d'exploitation du Casino et Hôtels de Contrexéville SAS, Pleinair Casino SAS (La Ciotat) - of the legal entity Compagnie Européenne de Casinos SAS, Director of Société du Casino du Palais de la Méditerranée SAS (Nice) **OUTSIDE FRANCE:** **Chairman of the Board of Directors:** Casino de Chaudfontaine SA (Belgium), Club Privé du Casino d'Ostende (Belgium), Cercle Privé du Casino de Spa (Belgium) **Director:** Groupe Partouche International SA – "GPI" (Belgium), **Deputy Director:** Belcasinos SA (Belgium), Casino Kursaal Ostende SA (Belgium), **Members:** Club Privé du Casino Knokke (Belgium) **Permanent Representative:** - of Groupe Partouche International SA, Director of Grand Casino de Djerba SA (Tunisia), Casino Kursaal Ostende SA (Belgium) and CKO Betting SA (Belgium) - of Belcasinos SA, Chairman, Director of CKO Betting SA (Belgium) and of Casino Kursaal Ostende SA (Belgium)
Member of the Executive Board and General Manager of Financière Partouche SA	**Corporate Manager:** SCI Elisa (Paris) **General Manager:** Groupe Partouche Bahamas Limited	**FRANCE :** **Member of the Executive Board of Groupe Partouche SA (with Executive Board and Supervisory Board)** **General Manager and Member of the Executive Board of Financière Partouche SA (with Executive Board and Supervisory Board)** **Chairman:** Société du Grand Casino d'Annemasse SAS **General Manager, Director:** Société de L'Élysée Palace Hôtel SA (Paris) **Deputy General Manager and Director:** Casino du Touquet SAS (Le Touquet) **Director:** Numa SAS (Paris) **Permanent Representative:** - of the legal entity Groupe Partouche SA, Director of Société du Casino municipal de Royat SAS - of the legal entity Compagnie Européenne de Casinos, Director of Société du Casino d'Arcachon SAS, and Compagnie pour le Développement du Tourisme Hyérois SAS (Hyères) **OUTSIDE FRANCE:** **Director:** Groupe Partouche International SA - "GPI" (Belgium)
		IN FRANCE: **Member of the Executive Board of Groupe Partouche SA (with Executive Board and Supervisory Board)** **Chairman, Director:** Casino de Palavas SAS (Palavas-les-Flots) **Director:** Le Miami SAS (Andernos), Sté Touristique Thermale et Hôtelière de Divonne SA – STTH (Divonne-les-Bains), Sté d'Exploitation du Casino de Divonne SAS – SECD (Divonne-les-Bains), Sté du Golf de Divonne SAS – SGD (Divonne-les-Bains), Sté du Grand Hôtel de Divonne SAS – SGHD (Divonne-les-Bains), Grand Casino de Bandol SAS, SECN SAS (Paris), Pasino de Saint-Amand-les-Eaux SAS (until 2 April 2021) **Co-Corporate Manager:** SCI Palavas Investissement (Palavas-les-Flots)
		IN FRANCE: **Member of the Executive Board of Groupe Partouche SA (with Executive Board and Supervisory Board)** (since 25 January 2022) **Chairman:** Pasino Bet SAS, Casino de la Grande-Motte SAS **Member of the Strategy Committee:** Club Berri SAS (Paris)

14.1.3 • TYPE OF FAMILY RELATIONSHIPS BETWEEN MEMBERS OF THE EXECUTIVE AND SUPERVISORY BOARDS

READING DIRECTION ▶	ISIDORE PARTOUCHE	PATRICK PARTOUCHE	SALOMÉ PARTOUCHE	WALTER BUTLER	DANIEL COHEN	LAURENT PARQUET	VERONIQUE FORNERI	CAROLINE TEXIER	ARI SEBAG	KATI ZENOU	FABRICE PAIRE	JEAN-FRANÇOIS LARGILLIÈRE	BENJAMIN ABOU	PHILIPPE PERRIN (representing employees)
ISIDORE PARTOUCHE	-	Father	Grand-père	-	-	-	-	-	Uncle	Uncle	-	-	Great-uncle	-
PATRICK PARTOUCHE	Son	-	Père	-	-	-	-	-	Cousin	Cousin	-	-	Great-cousin	-
SALOMÉ PARTOUCHE	Grand-daughter	Daughter	-	-	-	-	-	-	Cousin	Cousin	-	-	Cousin	-
WALTER BUTLER	-	-	-	-	-	-	-	-	-	-	-	-	-	-
DANIEL COHEN	-	-	-	-	-	-	-	-	-	-	-	-	-	-
LAURENT PARQUET	-	-	-	-	-	-	-	-	-	-	-	-	-	-
VERONIQUE FORNERI	-	-	-	-	-	-	-	-	-	-	-	-	-	-
CAROLINE TEXIER	-	-	-	-	-	-	-	-	-	-	-	-	-	-
ARI SEBAG	Nephew	Cousin	Cousin	-	-	-	-	-	-	Cousin	-	-	Great-cousin	-
KATI ZENOU	Niece	Cousin	Cousin	-	-	-	-	-	Cousin	-	-	-	Great-cousin	-
FABRICE PAIRE	-	-	-	-	-	-	-	-	-	-	-	-	-	-
JEAN-FRANÇOIS LARGILLIÈRE	-	-	-	-	-	-	-	-	-	-	-	-	-	-
BENJAMIN ABOU	Great-nephew	First cousin once removed	Cousin	-	-	-	-	-	First cousin once removed	First cousin once removed	-	-	-	-
PHILIPPE PERRIN (representing employees)	-	-	-	-	-	-	-	-	-	-	-	-	-	-

14.1.4 • PROFESSIONAL EXPERIENCE

- **Isidore Partouche** arrived in France in 1965. In 1973 he took over the Saint-Amand casino, thus laying the foundations of a business that brought together his brothers and sisters. During the following years he carried out a succession of takeovers, acquisitions and creations of casinos in France. In 1995, Groupe Partouche was the first French casino operator to carry out an initial public offering on the stock market, giving credibility to an industry which had suffered image problems until then. As the Group's Chairman, in 1998 he inaugurated its first Pasino in Djerba, a concept incorporating a gaming and leisure centre that he created. The second Pasino, the biggest casino in France, was opened in 2001 in Aix-en-Provence. In 1999, he opened the first casino in a major French city, Le Pharaon in Lyon. In 2002, he launched a successful counter-offer, opposing Accor, by means of a Public Cash Offer for the CEC, which propelled his Group into the position of European leader.

- **Patrick Partouche** arrived in France in 1965. He terminated his university studies in 1982 to join the business founded by his father Isidore Partouche. He took on his first operational position in the group at age 25, when he was appointed General Manager of the Dieppe casino, and held this position from 1989 to 1993. In 1993, he became Managing Director of Casino Eden Beach in Juan-les-Pins. In 1998, he took part in the acquisition of the Carlton casino and of Palm Beach in Cannes, which he obtained the authorisation to open in August 2002. As General Manager of Groupe Partouche until 2004, he assumed responsibility for the Group's business in South East France and was also in charge of marketing, communication and new technologies. He focused particularly on strategic issues and questions. He was Chairman of the Executive Board of Groupe Partouche from 31 January 2005 until 18 March 2011, when he was co-opted to the Supervisory Board, on which he serves Chairman.

- **Walter Butler** is a graduate of the ENA and head of the tax inspectorate. He is Chairman of Butler Capital Partners, which he founded in 1991. Over the last twenty years, Butler Capital Partners has invested in dozens of European companies including BDDP, Ipsos, Groupe Flo, SNCM, PSG, France Champignon, 1001 Listes, and Atys. Before founding Butler Capital Partners, Butler was Executive Director of Goldman Sachs in New York. He was Chairman of the AFIC, member of the French Council for Economic Analysis. He is a member of the steering committee of the French Strategic Investment Fund (FSI).
- **Daniel Cohen** has managed several medium-sized and large companies in the technology sector. He created several companies and subsidiaries where he managed growth, mergers and restructuring in preparation for stock exchange listing in the following sectors: video games, multimedia, computing, technology, media, audio-visual, and telecoms. These companies gave him the latitude to manage units from 10 to 500 employees. An expert in strategy and the founding chairman of Zalis, which he created at the end of 2001, he managed around 50 assignments, acquired a reputation in turning round ailing companies thanks to his expertise in risk management, regarding both technical and financial aspects.
- **Véronique Masi Forneri** opened a gallery in the Carré Rive Gauche after completing her studies in art history, where she built up an upmarket international clientele of collectors of 18th century French furniture. She quickly combined this with a decoration consulting business in France and abroad which enabled her to meet important decision-makers in the industrial and financial sectors. These contacts led her to take her career in a new direction, providing promotion and development activities in France and abroad through the finance company Adelphos SAS.
- **Salomé Partouche** is a multi-disciplinary artist. She did a preparatory course at the Ateliers de Sèvres in Paris and graduated with a Fine Arts degree specialising in video from Central Saint-Martins, part of the University of the Arts of London. She set up her workshop on returning to France. Growing up in the world of the games and entertainment business, she acquired a unique vision and awareness of the casino professions in which her family has made its fortune. She is continuing the family business into the third generation.
- **Caroline Texier**, a lawyer admitted to the bar of New York and Paris, is a partner in the mergers and acquisitions/corporate law department at DLA Piper. Her main areas of expertise are insolvency proceedings and debt restructuring. She also has considerable experience in international restructuring of companies in difficulty.
- **Fabrice Paire** has a degree in Internal Audit and Chartered Accountancy (equivalent) (University of Paris Dauphine). He started his career with an Audit and Advisory firm, where he became a partner. He was in charge of the statutory audits of many of Groupe Partouche's casinos. He joined the latter in 2001 as administrative manager. Patrick Partouche appointed him company secretary of the Group in 2005; he became Managing Director in 2008 and Chairman of the Executive Board of the Group in 2011.
- **Ari Sebag** has a degree in business law and tax (University Paris 1 - 1984). After spending three years with a law firm and an experience in audiovisual production, he joined Groupe Partouche in 1989 as General Manager of Forges-Les-Eaux Casino. As General Manager and member of the Executive Board of Groupe Partouche following its initial public offering in 1995, he focuses on international business development while assuming operating responsibility of the establishments in northwest France.
- **Katy Zenou** joined the gaming business before the end of her business studies degree as an employee in all departments. For over twenty years she has managed several casinos and provides a woman's perspective on this business, which is particularly important given the spectrum of the group's customer base.
- **Jean-François Largillière**, has a degree from the Compiègne school of hotel management. He began his career at the Voile d'Or in Saint-Jean Cap Ferrat, then joined the Accor Group at the Grand Hôtel de Cabourg and completed several training programmes at the Académie Accor. He joined Groupe Partouche on the takeover of Européenne de Gestion Hôtelière (EGH) in February 1992 and served in several of the Group's hotel establishments, including the Mercure in Nancy, the Méridien Part-Dieu in Lyon and the Aquabella hotel in Aix-en-Provence. In November 2008, he became manager of the Domaine de Divonne hotel, a position he held until being appointed to the Executive Board of Groupe Partouche in November 2013. Mr Largillière passed away on 10 December 2021.
- **Benjamin Abou** began his career in catering in Montpellier and subsequently London. He joined the Group in 2003 as Deputy Head of Catering at Pasino d'Aix-en-Provence, moving to Pasino de Saint-Amand-les-Eaux as Director of Non-Gaming Operations. In 2008, he joined the team tasked with

launching the Partouche Poker Tour. He was subsequently placed in charge of the Palm Beach in Cannes before joining Pasino de la Grande Motte as Chairman in 2013; at the same time, he continued to serve as Chairman of the Cannes casino until 2019, overseeing its transfer to Hotel 3.14.

14.1.5 • ADDITIONAL INFORMATION

Each member of the Supervisory Board must own at least one share, with the exception of the employee representative.

14.1.6 • CONVICTIONS, BANKRUPTCIES, SANCTIONS, ETC.

To the best of the Company's knowledge, none of these people has been subject to the following during the five years prior to the date of registration of this document:

- condemnation for fraud;
- bankruptcy, sequestration of assets, liquidation as company officer, executive partner or CEO;
- prohibition by a court of law to act as a member of a management, executive or supervisory body of the issuer or participate in the management or the business operations of the issuer;
- incrimination and/or official public condemnation handed down by statutory or regulatory authorities (including designated professional bodies).

14.2 • CONFLICTS OF INTEREST WITHIN ADMINISTRATIVE, MANAGEMENT AND SUPERVISORY BODIES AND SENIOR MANAGEMENT

14.2.1 • INDEPENDENCE OF EXECUTIVE BODIES

The Company is not aware of any potential conflicts of interest between responsibilities towards the issuer of any of the members of the Executive Board, or members of the Supervisory Board and their private interests and/or other duties.

The Supervisory Board applies the five qualification criteria outlined by the Middlenext code for independent members of the Supervisory Board, namely that the member:

- is not an employee or corporate officer of the Company or of any other Group company, and has not been during the past five years;
- has no significant business relationship (client, supplier, competitor, service provider, creditor, or banker) with the Company or Group, and has not had such business relationship during the past two years;
- is not a reference shareholder of the Company and does not hold a significant percentage of voting rights;
- does not have any close relationship or family ties with a corporate officer or reference shareholder of the Company;
- has not been Statutory Auditor of the Company during the past six years.

It is stated that none of the members of the administrative, management and supervisory bodies are concerned by the provisions of Section 14.2 (arrangements or understandings entered into) of Annex I of Commission Regulation (EC) No. 809/2004.

Lastly, no restrictions have been accepted by any member of the management, executive or supervisory bodies in respect of the disposal, within a specific period, of their interest in the share capital of the issuer, aside from the partial lock-up commitment agreed upon with BCP, discussed in Section 18.5.

14.2.2 • TRANSACTIONS IN SECURITIES BY GROUPE PARTOUCHE SENIOR EXECUTIVES

Members of the Supervisory Board must own at least one share, with the exception of the employee representative. Otherwise, no restrictions have been accepted by any member of the management, executive or supervisory bodies in respect of the disposal, within the period of their ownership interest in the share capital of the issuer.

During the financial year under review and to date, no Executive Board or Supervisory Board members acquired any shares..

14.3 • INTERNAL RULES OF PROCEDURE FOR THE SUPERVISORY BOARD

The guiding principles governing the operation of the Supervisory Board are set out in the rules of procedure adopted on 27 October 2005 and last amended by the Supervisory Board on 28 January 2020.

Article 1. Introduction

Groupe Partouche SA (hereinafter "GPSA" or "the Company") is a French *société anonyme* with an Executive Board and a Supervisory Board.

The Supervisory Board, keen to continue to perform the duties assigned to it, and in accordance with the Middlenext code of corporate governance for small and mid-cap companies adopted by Groupe Partouche SA, decided to clarify and supplement the organisational and operational rules applicable to it by law, regulation and the Company's Articles of Association, and to clarify the ethical rules that apply to its members. To this end, the Supervisory Board decided to establish rules of procedure and ethical rules that also take into account the core principles of the Middlenext code of governance by which it abides, and to make arrangements for those rules to be implemented. These rules of procedure are purely internal in nature and may not be enforced against shareholders or third parties.

Article 2. Role of the Supervisory Board

2.1. General duty of ongoing supervision

The Supervisory Board performs a permanent control of the way in which the Company is managed by the Executive Board. At any time, it may perform verifications and controls as it sees fit, and may receive any document from the Executive Board it deems useful to accomplish its mission. The Executive Board presents it with a report at least quarterly setting out key actions and events in connection with management of the Company, including all information needed to keep the Supervisory Board informed about the Company's business, as well as the interim financial statements. After the end of each financial year, within regulatory deadlines, the Executive Board submits the parent company and consolidated financial statements, together with its report to the Shareholders' Meeting, to the Supervisory Board for verification and review. The Supervisory Board presents its observations on the Executive Board's report and the annual parent company and consolidated financial statements at the Shareholders' Meeting. At that time, the Chairman presents a report on governance to the shareholders.

In accordance with the law and the Articles of Association, under no circumstances may this supervision result in the Supervisory Board or its members directly or indirectly undertaking management tasks or, more generally, involving themselves in the Company's management.

2.2. Verification of the proprer excercise of executive power

For the sake of reasonable governance, the Supervisory Board is responsible for ascertaining whether the conditions are in place to ensure that the exercise of executive power by the Executive Board is free of any issues that might endanger the Company's long-term viability..

In other words, while executives are bound by an obligation to achieve a result in line with the proposed strategy, Supervisory Board members are bound by a best endeavours obligation to ensure that executive duties are discharged without deviations that might be harmful to the Company.

Supervision is thus undertaken as follows:

- Checking that there are no serious issues in the exercise of executive power, including the choice of strategic options likely to endanger the Company's long-term performance;
- Contributing to good governance by carrying out checks on four key points requiring special attention set out in the Middlenext code of corporate governance, defined as follows in respect of executive power: ability, separation, compensation and succession of senior management;
- Being accountable to the shareholders for their supervisory duties through the report on governance and their advice to the shareholders to approve the annual financial statements, and assuming the responsibilities pertaining thereto.

2.3. Limits on the Executive Board's powers

In accordance with Article L.225-68 of the French Commercial Code, all guarantees, security and warranties must be approved in advance by the Supervisory Board. Within the confines of the amounts determined by it, and subject to the conditions and for the duration stipulated by it, the Supervisory Board may authorise the Executive Board in advance to perform one of more of the transactions referred to above.

2.4. Review of key points requiring special attention

At least once a year, the Board includes on its agenda a review of the key points requiring special attention referred to in the Middlenext code of governance and any matters that may arise therefrom.

Article 3. Composition of the Supervisory Board

The number of Supervisory Board members, at least 40% of whom must be women, is laid down in the Articles of Association.

Supervisory Board members are appointed or reappointed by the Shareholders' Meeting, with the exception of any Supervisory Board members who are employees.

The term of office served by Supervisory Board members is laid down in the Articles of Association.

Members' terms of office expire on a staggered basis.

The maximum age of Supervisory Board members is laid down in the Articles of Association. By default, no more than one third of serving Supervisory Board members may be over 85 years of age.

When this legal limit is exceeded, the oldest Supervisory Board member shall automatically be deemed to have stepped down, unless otherwise stipulated in the Articles of Association.

The Supervisory Board includes at least two independent members. A Supervisory Board member is deemed independent when he or she has no relationship of any kind with the Company, the group to which it belongs or its management such as might compromise his or freedom of judgement.

Supervisory Board members representing the employees and/or employee shareholders have the same status, powers, obligations and liabilities – both civil and criminal – as other members.

They are not subject to the requirement to own a number of shares of the Company, nor are they included when determining the minimum or maximum number of Supervisory Board members or the quota of women who sit on the Board.

They shall be offered suitable training to enable them to perform their duties as effectively as possible.

Article 4. Strategic orientations

All important decisions pertaining to employment policies and labour-management relations as well as the strategic, economic, social, financial or technological orientations of the Company require the approval of the Supervisory Board, which also supervises their implementation by senior management.

The Group's medium-term orientations are laid down in the form of a strategic plan, a draft of which is prepared and presented by the Executive Board for approval and adoption by the Supervisory Board. This draft notably includes forecasts for the development of the Group's main operating and financial indicators. In conjunction with this strategic plan, the Executive Board presents an annual budget proposal.

The Executive Board is responsible for implementing the orientations of the strategic plan.

Article 5. Information provided to the members of the Supervisory Board

In addition to the agenda of each meeting, the members of the Supervisory Board are individually provided with sufficient documentation to ensure that their decisions may be made in full possession of the facts concerning each of the issues before the meeting..

At each meeting of the Supervisory Board, its Chairman informs all members of the significant facts and events affecting the business of the Group that have come to pass or have been brought to his attention since its last meeting.

Article 6. Control by the Supervisory Board

The Supervisory Board may be convened by the Chairman to hear a proposal in support of a control or verification mission. In all circumstances, the Supervisory Board considers the matter at hand as quickly as possible..

Should the Supervisory Board decide that the control or verification needs to be performed, it enters into discussions to determine the objective and the procedures to be followed and either carries out the mission itself or entrusts it to one of its committees, one of its members or a third party.

Should the Supervisory Board decide that the control or verification mission shall be performed by one of its members or by a third party, the mission is defined under the terms and conditions set forth in Article 7.

The Chairman determines the conditions for the execution of the control or verification mission. In particular, the necessary measures are taken to ensure that the conduct of the mission disturbs the Group's operations as little as possible. Where required, employees of the Group are invited to appear before the Supervisory Board.

The Chairman ensures that the information required for control or verification is provided to the party carrying out the mission.

Irrespective of the party performing the control or verification mission, the conduct of such a mission does not authorise this party to intervene in any manner whatsoever in the Group's business operations.

A report is presented to the Supervisory Board upon the conclusion of the control or verification mission. The Supervisory Board then determines the actions to be taken based on these conclusions.

Article 7. Option to entrust a mission to a member of the Supervisory Board

Should the Supervisory Board decide to entrust a mission to one (or several) of its members or to one (or several) third parties, it enters into discussions to define the main parameters of the mission. Where the party or parties entrusted with the mission are members of the Supervisory Board, they are not allowed to participate in any votes pertaining to these determinations.

On the basis of the Supervisory Board's decisions, a proposed mission letter is prepared under the direction of the Chairman, which includes the following elements:

- a statement of the precise objective of the mission;
- the desired format for the mission report.

Article 8. Supervisory Board committees

To support its missions and to undertake preparatory work for its meetings, the Supervisory Board has formed a number of committees.

In these Rules of Procedure, the Supervisory Board sets forth the roles and responsibilities of each of these committees. Each committee drafts proposals, prepares recommendations or issues opinions, as applicable, in its particular area of expertise. To achieve these ends, the committees may decide to commission studies as necessary to facilitate the deliberations of the Supervisory Board.

The Supervisory Board appoints the members and the Chairman of each committee. Committee members are expected to attend meetings in person, or if necessary by way of telecommunication or videoconferencing methods.

Each committee decides how often meetings take place at the registered office or any other location set by its Chairman, who convenes each meeting at least five calendar days before the meeting date. The Chairman of each committee also establishes the agenda for its meetings and forwards this information to the Chairman of the Supervisory Board.

To reach a quorum, at least half of the members of a committee need be present.

Each committee deliberates on the basis of a simple majority of its present or represented members.

The Chairman of each committee may decide to invite one or several external persons without voting rights to certain meetings. He informs the Chairman of the Supervisory Board of the names of the persons he wishes to invite to a meeting.

The referral procedure for matters to be handled by committees functions as follows:

- Each committee handles all matters falling within the area of expertise assigned to it by these rules of procedure and determines its own annual schedule,
- It may be referred by the Supervisory Board with any matter falling within its specific area of expertise, and each committee may request that the Chairman of another committee convene a meeting with a specific agenda.

Each committee may decide, if required, on its other operational procedures. On a regular basis, it ensures that, under the responsibility of its Chairman, its rules and operational procedures help the Supervisory Board take valid decisions on matters in its field of competence.

Article 9. Audit Committee

The Audit Committee is responsible for the internal management control procedures and the reliability and clarity of the information to shareholders, banks and markets.

The Audit Committee effects an annual and half-year examination of the financial statements and consolidated financial statements and periodically examines internal control procedures and more generally all the procedures for auditing accounting or management that are in force within the Group.

It also acts as an intermediary between the Supervisory Board and the Statutory Auditors of the Group, and reviews their audit reports.

It studies modifications of accounting standards applied in the preparation of financial statements, as well as any non-compliance with such standards.

Any event exposing the Group to a significant risk is referred by the Chairman of the Supervisory Board to the Audit Committee for its review.

The Audit Committee may request that an internal or external audit or survey be performed on any subject that it considers to be relevant to its mission. Should it decide that such an audit or survey is required, its Chairman notifies the Supervisory Board.

The expenses incurred for all missions of the Audit Committee, and in particular for surveys and audits performed, are paid by the Company.

The Audit Committee may convene a meeting on any matter it considers to be relevant to its mission.

Article 10. Appointments and Compensation Committee

This committee is responsible for preparing and submitting to the Supervisory Board and the Executive Board its opinion on remuneration, bonuses and any form of incentives, as well as new appointments, reappointments and replacements of the Group's main managers whose remuneration exceeds 120,000 euros. The committee does not determine the allocation methods for bonuses in advance.

Article 11. Meetings of the Supervisory Board

Acting upon a proposal from its Chairman, each year the Supervisory Board decides upon the meeting calendar for the following year.

This meeting calendar includes the dates for regular meetings of Supervisory Board (meetings for 1st and 3rd quarter activity; the results for the 1st half-year; and the meeting preceding the Annual Shareholders' Meeting, etc.) and, on a provisional basis and subject to modification, the dates to be reserved by members of the Supervisory Board for possible special meetings.

The Chairman decides upon the agenda for each meeting of the Supervisory Board, which he communicates in a timely fashion and by all appropriate methods to all its members.

The documents required to ensure that decisions by members of the Supervisory Board on issues before the meeting included on the agenda received from the Chairman may be made in full possession of the facts are forwarded to the members of the Supervisory Board no less than 48 hours in advance of the meeting, with the exception of urgent matters or where there is a need to maintain complete confidentiality.

On the recommendation of its Chairman, the Supervisory Board may discuss urgent matters not included in the agenda received by members at any of its meetings.

Article 12. Participation in Supervisory Board meetings via videoconferencing

The Chairman is responsible for ensuring that reliable videoconferencing methods are made available to members of the Supervisory Board who do not reside in the Paris region or who live abroad, as well as to those who find themselves in distant locations for legitimate purposes, so as to allow them to participate in the meetings of the Supervisory Board.

Where the place that the Supervisory Board is convened is not the Company's registered office, the Chairman takes the necessary measures to ensure that the members of the Supervisory Board who have decided to attend the meeting can participate via the abovementioned means.

Members of the Supervisory Board who participate in meetings by way of videoconferencing or other telecommunication methods shall be deemed present when calculating the quorum and the majority.

The videoconferencing methods chosen must meet technical specifications guaranteeing effective participation in the meeting whose deliberations must be communicated without interruption. Should the equipment used not meet such specifications, the members in question shall not be deemed present and, in the absence of a quorum, the meeting of the Supervisory Board shall need to be adjourned.

The attendance register for the meetings of the Supervisory Board must mention, where applicable, which of its members have participated by way of videoconferencing.

In addition, the minutes of Supervisory Board meetings must indicate the names of members participating by way of videoconferencing.

The minutes must also note the occurrence of any technical incidents affecting a videoconferencing session when such an incident caused the meeting to be interrupted.

The preceding provisions are not applicable to the adoption of decisions of the nature specified under Article 9, Sections 1 and 3, of Act 83-675 of 26 July 1983, and under Articles L.225-47, L.225-53, L.225-55, L.232-1 and L.233-16 of the French Commercial Code.

Article 13. Duty of confidentiality imposed upon members of the Supervisory Board

The members of the Supervisory Board are required to maintain absolute secrecy with respect to the content of discussions and deliberations of the Supervisory Board and its committees as well as the information presented.

As a general rule, the members of the Supervisory Board are obliged to refrain from communicating outside the Company, and in particular to the press, in their capacities as members.

The Chairman brings to the attention of the members of the Supervisory Board the information to be released to the various markets, as well as the contents of press releases distributed for this purpose in the name of the Group.

In the event of a proven breach of confidentiality by one of the members of the Supervisory Board, following discussion with the Chairmen of all Committees assembled for this purpose, the Chairman of the Supervisory Board reports to the entire body on the course of action, potentially including legal consequences that he intends to pursue with respect to this breach.

Article 14. Duty of independence imposed upon members of the Supervisory Board

In the performance of his or her duties, each member of the Supervisory Board must make decisions based on the Company's best interests and without regard to any other interests.

Each member of the Supervisory Board is required to inform the Chairman of any situation with the potential to create a conflict of interest between his or her personal interests and the interests of the Company or of any of the Group's subsidiaries. Where appropriate, the Chairman requests the opinion of the Remuneration Committee. Based on the outcome of this procedure, it is the responsibility of the Supervisory Board member involved to take any action necessary, pursuant to applicable laws.

The members of the Supervisory Board must register the shares they hold in the Company upon their appointment as well as those they acquire while serving their term in office.

The members of the Supervisory Board inform the Chairman and the Autorité des Marchés Financiers (AMF) of any transactions involving shares in the Company to which they have been a party.

The members of the Supervisory Board must refrain from:

- carrying out any transaction involving shares in the Group while in possession of privileged information;
- engaging, either directly or indirectly, in any short selling of these shares.

The first prohibition applies in particular during the preparation and presentation of the Group's half-yearly, yearly and quarterly results.

It also applies exceptionally where the preparation of certain projects or operations justifies this prohibition.

The Chairman sets or confirms the start and end dates for the preparation periods mentioned and communicates these dates to the members of the Supervisory Board in a timely fashion.

The Chairman reports to the Supervisory Board on the measures taken to ensure that employees of the Group having access to information by virtue of their positions and/or participating as members of the teams involved in the operations concerned comply with these rules of procedure.

Article 15. Rules for determining Supervisory Board members' compensation

Supervisory Board members may receive compensation, the amount of which is decided by the shareholders voting at an Ordinary Shareholders' Meeting and the apportionment of which is decided by the Supervisory Board based on the amount of time dedicated to their duties, their attendance at meetings and, where applicable, their performance of certain specific duties.

Supervisory Board members to whom exceptional responsibilities are assigned may be allotted compensation in the form of either additional remuneration or specific exceptional compensation.

Supervisory Board members are entitled to reimbursement of all business expenses incurred in the performance of their duties, on presentation of receipts and in compliance with procedures in force within the Company.

Article 16. Executive Board compensation

The Supervisory Board (at the proposal of the Compensation Committee, where applicable) decides on the amount of fixed, variable and exceptional compensation payable to Executive Board members on an individual basis in line with each member's responsibilities.

Article 17. Entry into force and binding force

These rules of procedure entered into force as of their adoption and may be amended by decision of the Board.

All or part of these rules of procedure shall be made public and accessible via the Company's website.

15

Remuneration and benefits

15.1 • AMOUNT OF REMUNERATION AND BENEFITS PAID

15.1.1 • REMUNERATION ALLOTTED TO THE EXECUTIVE AND SUPERVISORY BOARDS BY GROUPE PARTOUCHE SA

The total remuneration paid to the Executive and Supervisory bodies during the financial year ended 31 October 2021 amounted to €2,203,707.

15.1.2 • REMUNERATION OF COMPANY OFFICERS

A • SUMMARY OF THE REMUNERATION OF EACH SENIOR EXECUTIVE OFFICER

Pursuant to the provisions of Article L.225-102-1 of the French Commercial Code, all remuneration received from Groupe Partouche during the financial year ended 31 October 2021 is summarised in the table below on an individual basis:

FINANCIAL YEAR ENDED	31/10/2021		31/10/2020		31/10/2019	
	AMOUNTS DUE	AMOUNTS PAID	AMOUNTS DUE	AMOUNTS PAID	AMOUNTS DUE	AMOUNTS PAID
MEMBERS OF THE SUPERVISORY BOARD						
Patrick Partouche – Chairman of the Supervisory Board						
Fixed remuneration	518 085	518 085	518 085	518 085	518 085	518 085
Exceptional remuneration	-	-	118 050	118 050	-	-
Remuneration paid to members of the Supervisory Board for their service	20 833	20 833	27 778	27 778	21 176	21 176
Benefits in kind*	6 915	6 915	6 915	6 915	6 915	6 915
TOTAL	**545 833**	**545 833**	**670 828**	**670 828**	**546 176**	**546 176**

FINANCIAL YEAR ENDED	31/10/2021		31/10/2020		31/10/2019	
	AMOUNTS DUE	AMOUNTS PAID	AMOUNTS DUE	AMOUNTS PAID	AMOUNTS DUE	AMOUNTS PAID
MEMBERS OF THE SUPERVISORY BOARD						
Isidore Partouche - Vice-Chairman of the Supervisory Board						
Fixed remuneration	120 000	120 000	120 000	120 000	120 000	120 000
Exceptional remuneration	-	-	-	-	-	-
Remuneration paid to members of the Supervisory Board for their service	23 212	23 212	18 703	18 703	27 076	27 076
Benefits in kind	-	-	-	-	-	-
TOTAL	**143 212**	**143 212**	**138 703**	**138 703**	**147 076**	**147 076**
Salomé Partouche – Member of the Supervisory Board						
Fixed remuneration	-	-	-	-	-	-
Exceptional remuneration	-	-	-	-	-	-
Remuneration paid to members of the Supervisory Board for their service	18 229	18 229	9 259	9259	14 118	14 118
Benefits in kind	-	-	-	-	-	-
TOTAL	**18 229**	**18 229**	**9 259**	**9 259**	**14 118**	**14 118**
Walter Butler – Member of the Supervisory Board						
Fixed remuneration	-	-	-	-	-	-
Exceptional remuneration	-	-	-	-	-	-
Remuneration paid to members of the Supervisory Board for their service	-	-	-	-	-	-
Benefits in kind	-	-	-	-	-	-
TOTAL	**-**	**-**	**-**	**-**	**-**	**-**
Laurent Parquet – Member of the Supervisory Board (BCP Representative)						
Fixed remuneration	-	-	-	-	-	-
Exceptional remuneration	-	-	-	-	-	-
Remuneration paid to members of the Supervisory Board for their service	20 833	20 833	27 776	27 776	21 176	21 176
Benefits in kind	-	-	-	-	-	-
TOTAL	**20 833**	**20 833**	**27 776**	**27 776**	**21 176**	**21 176**

FINANCIAL YEAR ENDED	31/10/2021		31/10/2020		31/10/2019	
	AMOUNTS DUE	AMOUNTS PAID	AMOUNTS DUE	AMOUNTS PAID	AMOUNTS DUE	AMOUNTS PAID
MEMBERS OF THE SUPERVISORY BOARD						
Daniel Cohen – Member of the Supervisory Board						
Exceptional remuneration	-	-	-	-	-	-
Remuneration paid to members of the Supervisory Board for their service	20 833	20 833	23 148	23 148	21 176	21 176
Benefits in kind	-	-	-	-	-	-
TOTAL	**20 833**	**20 833**	**23 148**	**23 148**	**21 176**	**21 176**
Mme Véronique Masi Forneri – Member of the Supervisory Board						
Fixed remuneration	-	-	-	-	-	-
Exceptional remuneration	-	-	-	-	-	-
Remuneration paid to members of the Supervisory Board for their service	13 021	13 021	13 889	13 889	10 588	10 588
Benefits in kind	-	-	-	-	-	-
TOTAL	**13 021**	**13 021**	**13 889**	**13 889**	**10 588**	**10 588**
Mme Caroline Texier – Member of the Supervisory Board						
Fixed remuneration	-	-	-	-	-	-
Exceptional remuneration	-	-	-	-	-	-
Remuneration paid to members of the Supervisory Board for their service	18 229	18 229	18 519	18 519	17 647	17 647
Benefits in kind	-	-	-	-	-	-
TOTAL	**18 229**	**18 229**	**18 519**	**18 519**	**17 647**	**17 647**
MEMBERS OF THE EXECUTIVE BOARD						
M. Fabrice Paire – Chairman of the Executive Board						
Fixed remuneration	420 000	420 000	420 000	420 000	420 000	420 000
Exceptional remuneration	-	-	105 000	105 000	-	-
Benefits in kind*	11 599	11 599	11 570	11 570	11 389	11 389
TOTAL	**431 599**	**431 599**	**536 570**	**536 570**	**431 389**	**431 389**

FINANCIAL YEAR ENDED	31/10/2021		31/10/2020		31/10/2019	
	AMOUNTS DUE	AMOUNTS PAID	AMOUNTS DUE	AMOUNTS PAID	AMOUNTS DUE	AMOUNTS PAID
MEMBERS OF THE EXECUTIVE BOARD						
M. Ari Sebag – Member of the Executive Board, General Manager						
Fixed remuneration	402 583	402 583	402 583	402 583	402 583	402 583
Exceptional remuneration	-	-	-	-	-	-
Benefits in kind*	8 643	8 643	8 599	8 599	8 528	8 528
TOTAL	**411 226**	**411 226**	**411 182**	**411 182**	**411 110**	**411 110**
Mme Katy Zenou – Member of the Executive Board, General Manager						
Fixed remuneration	361 389	361 389	359 542	359 542	283 424	283 424
Exceptional remuneration	-	-	-	-	-	-
Benefits in kind*	1 098	1 098	1 098	1 098	1 098	1 098
TOTAL	**362 487**	**362 487**	**360 639**	**360 639**	**284 522**	**284 522**
M. Jean-François Largillière – Member of the Executive Board						
Fixed remuneration	204 000	204 000	199 500	199 500	186 000	186 000
Exceptional remuneration	--	-	-	-	-	-
Benefits in kind*	14 204	14 204	13 659	13 659	7 267	7 267
TOTAL	**218 204**	**218 204**	**213 159**	**213 159**	**193 267**	**193 267**

** Benefits in kind for Patrick Partouche are in respect of insurance, those for Ari Sebag are in respect of insurance and accommodation, those for Fabrice Paire are in respect of membership in the GSC social security regime for company managers, and those for Jean-François Largillière are in respect of his membership in the GSC social security regime for company managers and his company car.*

All the components of compensation are fixed amounts.

Tables No. 4, 5, 6, 7, 8, 9 and 10 specified in Appendix 2 of Position/Recommendation No. 2014-14 of the French Financial Market Authority (AMF) do not apply.

B • SHARE SUBSCRIPTION OR PURCHASE OPTIONS AWARDED DURING THE FINANCIAL YEAR TO EACH SENIOR EXECUTIVE OFFICER BY THE ISSUER AND/OR ANY GROUP SUBSIDIARY

Company officers have not in the past benefited from – and do not currently benefit from – any share subscription or purchase options.

C • PERFORMANCE SHARES AWARDED TO EACH SENIOR EXECUTIVE OFFICER

Company officers have not in the past benefited from – and do not currently benefit from – any performance shares.

D • EMPLOYMENT CONTRACTS, SPECIFIC RETIREMENT PLANS, SEVERANCE PAYMENTS AND NON-COMPETITION CLAUSE FOR SENIOR EXECUTIVE OFFICERS

	EMPLOYMENT CONTRACT		COMPLEMENTARY RETIREMENT PLAN		INDEMNITIES OR ADVANTAGES DUE OR LIKELY TO BE DUE UPON DEPARTURE OR CHANGE OF POSITION		INDEMNITIES RELATED TO A NON-COMPETITION CLAUSE	
	YES	NO	YES	NO	YES	NO	YES	NO
SUPERVISORY BOARD								
Patrick Partouche		X		X		X		X
Chairman of the Supervisory Board First appointment: 18 March 2011 End of office: 31 October 2025								
Isidore Partouche		X		X		X		X
Vice-Chairman of the Supervisory Board First appointment: 20 June 1996 End of office: 31 October 2025								
Salomé Partouche		X		X		X		X
Member of the Supervisory Board First appointment: 13 December 2016 End of office: 31 October 2022								
SUPERVISORY BOARD								
Walter Butler		X		X		X		X
Member of the Supervisory Board First appointment: 29 April 2011 End of office: 31 October 2022								
Laurent Parquet		X		X		X		X
Member of the Supervisory Board First appointment: 13 September 2016 End of office: 31 October 2022								
Daniel Cohen		X		X		X		X
Member of the Supervisory Board First appointment: 13 December 2011 End of office: 31 October 2025								
Véronique Masi Forneri		X		X		X		X
Member of the Supervisory Board First appointment: 24 April 2014 End of office: 31 October 2025								
Caroline Texier		X		X		X		X
Member of the Supervisory Board First appointment: 27 June 2017 End of office: 31 October 2025								

	EMPLOYMENT CONTRACT		COMPLEMENTARY RETIREMENT PLAN		INDEMNITIES OR ADVANTAGES DUE OR LIKELY TO BE DUE UPON DEPARTURE OR CHANGE OF POSITION		INDEMNITIES RELATED TO A NON-COMPETITION CLAUSE	
	YES	NO	YES	NO	YES	NO	YES	NO
EXECUTIVE BOARD								
Fabrice Paire*	X			X		X		X
Chairman of the Executive Board First appointment: 3 November 2008 End of office: 30 October 2025								
Ari Sebag		X		X		X		X
Member of the Executive Board / General Manager First appointment: 20 June 1996 End of office: 30 October 2025								
Katy Zenou		X		X		X		X
Member of the Executive Board / General Manager First appointment: 20 June 1996 End of office: 30 October 2025								
Jean-François Largillière		X		X		X		X
Member of the Executive Board First appointment:30 October 2013 End of office: 30 October 2025								

** Pre-existing employment contract with Groupe Partouche SA.*

15.1.3 • REMUNERATION PAID TO MEMBERS OF THE SUPERVISORY BOARD FOR THEIR

The 2020-21 financial year, €125,000 in remuneration to be awarded to Supervisory Board members for their service was allocated by Groupe Partouche SA and paid in full to beneficiaries during October 2021.

15.2 • TOTAL AMOUNTS SET ASIDE OR ACCRUED BY THE ISSUER OR ITS SUBSIDIARIES TO PROVIDE PENSION, RETIREMENT OR SIMILAR BENEFITS

The total amount set aside in respect of retirement benefits for the past financial year for all persons listed in Section 14.1 was €23,691.

16

Operation of executive and management bodies

16.1 • APPOINTMENTS OF DIRECTORS AND EXECUTIVE COMPANY OFFICERS

Supervisory Board:

- The appointments of Isidore Partouche, Patrick Partouche, Daniel Cohen, Caroline Texier and Véronique Masi Forneri will expire at the end of the Annual Shareholders' Meeting convened to approve the financial statements for the financial year ended 31 October 2025;
- The appointments of Walter Butler, Butler Capital Partners (represented by Laurent Parquet), and Salomé Partouche will expire at the close of the Annual Shareholders' Meeting convened to approve the financial statements for the financial year ending 31 October 2022;
- The term of office of the employee representative appointed to serve for two years by the Central Company Committee will expire at the conclusion of the Annual Shareholders' Meeting convened to approve the financial statements for the year ended 31 October 2021.

Executive Board:

The terms of office of members Fabrice Paire, Ari Sebag, Katy Zenou and Jean-François Largillière, who passed away on 10 December 2021 and was replaced by Benjamin Abou, appointed by the Supervisory Board on 25 January 2022, will expire on 30 October 2025.

16.2 • SERVICE CONTRACTS PROVIDING FOR FUTURE BENEFITS

Please refer to the special report of the Statutory Auditors on regulated agreements and commitments in Section 19.

• RELATIONS WITH FINANCIÈRE PARTOUCHE SA

Financière Partouche SA holds 6,433,585 shares (i.e. 68.83%) of the 9,627,034 shares with a par value of €20 each that make up Groupe Partouche SA's share capital.

Financière Partouche is a company with an Executive Board and a Supervisory Board chaired by Isidore Partouche, which has entered into the centralised cash pooling agreement concluded between Group companies and Groupe Partouche SA.

• SERVICE CONTRACTS INVOLVING ISPAR HOLDING SA

Ispar Holding SA, which is controlled and chaired by Isidore Partouche, provides assistance and advisory services to the Group's casinos in Switzerland. It holds 392,427 shares in the Company, representing 4.08% of the share capital.

• SERVICE CONTRACTS INVOLVING SHAL & CO SA

Shal & Co, a company controlled and chaired by Hubert Benhamou, entered into a management consultancy agreement with Groupe Partouche for some of its subsidiaries.

Except for the information provided here above and as provided in 16.2 of Annex I of Commission Regulation (EC) No. 809/2004, there are no other service contracts entered into by members of the administrative, management or supervisory bodies of the issuer or of any of its subsidiaries providing for benefits upon termination of such a contract.

16.3 • EXECUTIVE AND SUPERVISORY BOARDS

16.3.1 • THE EXECUTIVE BOARD

See Articles 16 to 19 of the Articles of Association.

• COMPOSITION OF THE EXECUTIVE BOARD

Fabrice Paire: Chairman

Ari Sebag: member

Katy Zenou: member

Jean-François Largillière: member of the Executive Board until he passed away on 10 December 2021; replaced by Benjamin Abou, appointed by the Supervisory Board on 25 January 2022

• MEETINGS OF THE EXECUTIVE BOARD

During the financial year ended 31 October 2021, the Executive Board met six times at the Company's registered office. The average attendance rate was over 95%.

It has so far met twice since the balance sheet date.

• FUNCTIONING OF THE EXECUTIVE BOARD

As provided by Article 18.1 of the Articles of Association, the Executive Board's decisions are taken based on the majority of the votes of its members. Voting by proxy is prohibited. In the event of a tie, the Chairman casts the deciding vote.

For more information, please refer to Section 21.2.2 of this document.

• MAIN WORK PERFORMED IN FINANCIAL YEAR 2021

The meetings of the Executive Board during the financial year ended 31 October 2021 were concerned with the preparation and presentation of the detailed activity reports submitted to the Supervisory Board at the end of quarterly, half-yearly and annual periods. These reports allow the Supervisory Board to completely fulfil its role.

• MEETINGS TO REVIEW THE ACCOUNTS:

- Quarterly financial statements: 7 December 2020 (Q4 2020), 8 March 2021 (Q1 2021), 7 June 2021 (Q2 2021), 13 September 2021 (Q3 2021) and, after the balance sheet date, 13 December 2021 (Q4 2021);
- Interim consolidated financial statements: 21 June 2021;
- Annual financial statements: 18 January 2021 (approval of the 2020 financial statements); after the balance sheet date: 17 January 2022 (approval of the 2021 financial statements).

16.3.2 • THE SUPERVISORY BOARD

See Articles 20 to 23 of the Articles of Association.

• COMPOSITION OF THE SUPERVISORY BOARD

Supervisory Board:

Patrick Partouche: Chairman

Isidore Partouche: Vice-Chairman

Walter Butler: member

Butler Capital Partners: member permanently represented by **Laurent Parquet**

Daniel Cohen: member

Salomé Partouche: member

Véronique Masi Forneri: member

Caroline Texier: member

Philippe Perrin: member representing the employees.

• OPERATION OF THE SUPERVISORY BOARD

Please refer to Section 21.2.2 of this document.

• MEETINGS OF THE SUPERVISORY BOARD

During the financial year ended 31 October 2021, the Supervisory Board met eight times. The average attendance rate was over 80%.

It has so far met twice since the balance sheet date.

• PREPARATORY WORK IN ADVANCE OF SUPERVISORY BOARD MEETINGS

Supervisory Board members receive accounting documents and, in general, all documents relating to the items on the agenda for the Board meeting, eight days before the meeting, on average.

• EVALUATION OF SUPERVISORY BOARD MEMBERS

Methods used by the Group to evaluate the performance of Supervisory Board members, in line with the recommendations of the Viénot report, aim above all to provide assurance to shareholders that Supervisory Board members have the skills and expertise necessary to carry out their responsibilities. This is one of the chief concerns of the Chairman of the Supervisory Board and dovetails with the working methods applied within the Group.

Certain members of the Supervisory Board, such as Isidore Partouche and Patrick Partouche, have over 35 years' experience and a genuine expertise in the casino sector; others, such as Walter Butler, Daniel Cohen and Laurent Parquet (permanent representative of BCP), have genuine expertise in development and investment, financial strategy and risk management; others, such as Véronique Forneri and Salomé Partouche, have genuine artistic expertise; and Caroline Texier in the legal field, and in particular in corporate law.

The Supervisory Board evaluates the performance of its members once a year. During the financial year under review, this evaluation was on the agenda of the meeting on 14 September 2021 and did not identify any failings with the potential to adversely impact the Company.

The Supervisory Board determines, where applicable, Executive Board members' variable compensation based on a variety of predetermined demanding and specific performance criteria, submitted ex ante for approval by the Ordinary Shareholders' Meeting.

• MAIN WORK PERFORMED IN FINANCIAL YEAR 2021

At its meetings, the Supervisory Board focused first and foremost on reviewing the activity reports submitted to it by the Executive Board at the end of each quarter, and on the parent company and consolidated financial statements submitted at the end of each half-year and full year. The Chairman of the Executive Board was often invited to attend these meetings to receive additional information and answers to any questions deemed necessary.

The Supervisory Board was thus able to completely fulfil its role.

• DURING THE FINANCIAL YEAR, THE SUPERVISORY BOARD REVIEWED THE EXECUTIVE BOARD'S REPORTS ON THE FOLLOWING:

- Quarterly business activity: 8 December 2020 (business activity in Q4 2020), 9 March 2021 (business activity in Q1 2021), 9 June 2021 (business activity in Q2 2021), 14 September 2021 (business activity in Q3 2021); after the balance sheet date, 14 December 2021 (business activity in Q4 2021);
- The interim consolidated financial statements: 29 June 2021;
- The annual financial statements for financial year 2020: 26 January 2021; and, after the balance sheet date, the annual financial statements for financial year 2021: 25 January 2022.

• THE SUPERVISORY BOARD ALSO:

8 December 2020

- Heard the Chairman of the Executive Board's presentation of his strategy for financial year 2020/2021 as well as a brief presentation of its provisional budget.

26 January 2021

- Heard the report of the Audit Committee, following its meeting on 19 January 2021, on the parent company and consolidated financial statements for 2020;
- Continued to hear the Chairman of the Executive Board's presentation of his strategy and the provisional budget for the financial year 2021;
- Reviewed agreements subject to the provisions of Article L.225-86 of the French Commercial Code;
- Prepared its report to the Shareholders' Meeting containing the Board's observations on the Executive Board's management report;
- Prepared its report on corporate governance;
- Prepared its report to the Shareholders' Meeting on the policy and criteria for determining compensation paid to senior executives;
- Authorised the Executive Board to provide a first-demand guarantee in connection with the renewal of a subsidiary's public service concession.

9 March 2021

- Authorised the Executive Board to issue a company guarantee to local councils in connection with the renewal of public service concessions for three of the Group's casinos;
- Renewed the agreement with Shal & Co with effect from 1 January 2021 (this agreement is subject to the provisions of Article L. 225-86 of the French Commercial Code);
- Authorised the disposal of shares held by Groupe Partouche in Société du Casino de Crans-Montana.

1 April 2021

- Authorised the signing of a commercial lease agreement between the Company, or one of its ad hoc subsidiaries, and one of its subsidiaries in which it is the majority shareholder, drawn up on

the basis of the appraiser's report on property rental values (this agreement is subject to the provisions of Article L. 225-86 of the French Commercial Code);

- Authorised the disposal of property assets to take place between the Company, or one of its ad hoc subsidiaries, and one of its subsidiaries in which it is the majority shareholder, drawn up on the basis of the auctioneer's expert appraisal (this agreement is subject to the provisions of Article L. 225-86 of the French Commercial Code).

9 June 2021

- Authorised the Executive Board to guarantee subsidiaries' financial obligations in connection with the renewal of their public service concessions;
- Authorised a marketing campaign to be entrusted to a company chaired by a member of the Supervisory Board (this agreement is subject to the provisions of Article L. 225-86 of the French Commercial Code).

29 June 2021

- Heard the report of the Audit Committee following its meeting of 22 June to review the interim financial statements;
- Authorised the Executive Board to provide a Groupe Partouche SA guarantee to one of the Group's subsidiaries to help it secure bank loans to finance works.

14 September 2021

- Discussed the functioning of the Supervisory Board, assessed the performance of the Group's senior executives;
- Apportioned among its members the remuneration allocated to the Supervisory Board by the shareholders;
- Renewed the authorisation granted to the Executive Board to issue pledges, sureties and guarantees to Group companies (Article R. 225-53 of the French Commercial Code);
- Authorised the disposal of the Company's interest in one of its subsidiaries;
- Received information about public service concessions in force.

29 October 2021

- Authorised the Executive Board to provide a Company guarantee to secure two loans granted to a subsidiary to finance works;
- Acknowledged the terms of disposal of land owned by one of its subsidiaries.

- **AFTER THE BALANCE SHEET DATE, THE SUPERVISORY BOARD MET TWICE TO CONDUCT THE FOLLOWING ITEMS OF BUSINESS:**

14 December 2021

- Heard a succinct presentation on the Executive Board's strategy for financial year 2021-2022;
- Acknowledged the terms of the transfer or sublicensing of the A+ online gaming licence in Belgium.

25 January 2022

- Reviewed the annual parent company and consolidated financial statements;
- Reviewed the Executive Board's management report, and the draft resolutions to be submitted for the approval of the forthcoming Shareholders' Meeting;
- Heard the Chairman of the Executive Board on the parent company and consolidated financial statements for the year and his strategy and the presentation of the provisional budget for the financial year 2022;
- Heard the observations of the Chairman of the Audit Committee, following its meeting on 18 January 2022, on the parent company and consolidated financial statements for the year ended 31 October 2021;
- Reviewed agreements subject to the provisions of Article L.225-86 of the French Commercial Code;
- Discussed policy on and criteria for determining compensation paid to executive officers of the Company;
- Drew up the report containing the observations of the Supervisory Board on the Executive Board's management report;
- Prepared its report for the Ordinary Shareholders' Meeting on corporate governance;
- Prepared its report to the Ordinary Shareholders' Meeting on the policy and criteria for determining compensation paid to senior executives;
- Appointed a new member to the Executive Board to replace the late Jean-François Largillière and determined his remuneration;
- Authorised the Executive Board to provide a first-demand Company guarantee to local councils in connection with public service concessions in force for two its subsidiaries;
- Reviewed the terms of the disposal by the Company of its shares in one of its subsidiaries.

16.3.3 • SUPERVISORY BOARD COMMITTEES

With effect from 8 June 2011, the Supervisory Board has had two standing committees – the Audit Committee and the Appointments and Compensation Committee – and temporary committees formed as and when deemed necessary in light of specific circumstances and dissolved when their purpose is no longer relevant. No temporary committees were created during the year.

• THE AUDIT COMMITTEE

The Audit Committee has three members: Patrick Partouche, Chairman; Daniel Cohen, independent member; and BCP, represented by Laurent Parquet.

This committee has met regularly since it was formed. In particular, in the past financial year, it met twice, on 19 January 2021 (review of the annual financial statements for financial year 2020) and on 22 June 2021 (review of the interim consolidated financial statements); moreover it met once, after the balance sheet date, on 18 January 2022 with the Statutory Auditors, to verify the annual parent company and consolidated financial statements and to assess, at the close of the 2021 financial year, the process of preparing financial reporting and the effectiveness of the internal control and risk management procedures in place within the Group.

The committee's members also verified that the Statutory Auditors were independent and had fulfilled their engagement.

• THE APPOINTMENTS AND COMPENSATION COMMITTEE

The Appointments and Compensation Committee has three members: its Chairman, Isidore Partouche; Walter Butler; and Patrick Partouche. This committee is tasked with preparing and submitting to the Board its opinion on proposed executive compensation of any kind, as well as on changes pertaining to management personnel within the Group whose compensation exceeds €120,000 a year.

The Appointments and Compensation Committee did not meet during the financial year.

16.4 • COMPLIANCE WITH CORPORATE GOVERNANCE PRACTICES

Groupe Partouche SA refers to the Middlenext corporate governance code for small and medium-sized French companies published in 2009, revised in 2016 and most recently in September 2021, whose new recommendations will be applied in the course of financial year 2022.

Since the Extraordinary Shareholders' Meeting of 20 June 1996, the Company has been governed by an Executive Board and a Supervisory Board.

The decision to adopt this structure was made in order to ensure compliance with principles of corporate governance that have since been adopted under French law. Moreover, recent developments in the legal framework have further reinforced transparency requirements.

This dual structure encourages a clear separation between, on the one hand, the functions of the Company's operational management, which is carried out by the four members of the current Executive Board, and on the other hand, the control function, which is permanently exercised by a Supervisory Board, at present consisting of eight members, not including the employee representative.

It should also be noted that the Supervisory Board meets very frequently in person or by way of videoconferencing methods, with an attendance rate of over 90%. Its members review all necessary documents and information obtained in advance of Supervisory Board meetings, during which each item on the agenda is discussed in detail.

Moreover, as advocated by the AMF's terms of reference for the implementation of corporate governance principles for small- and mid-cap companies, since October 2005 the Company has applied a set of internal rules (see Section 14.3) that governs the procedures to be followed by the Supervisory Board and sets out the duties of its members. This was most recently amended by decision of the Supervisory Board on 28 January 2020 to bring it into compliance with newly applicable legal and regulatory provisions.

At its meeting of 10 December 2013, the Supervisory Board adopted the following eligibility criteria for independent members:

- is not an employee or corporate officer of the Company or of any other Group company, and has not been during the past three years;
- is not a client, supplier or banker, in a material sense, of the Company or Group, or for which the Company or Group represents a significant proportion of its business;
- is not a reference shareholder of the Company;
- does not have any close family ties with a corporate officer or reference shareholder of the Company;
- has not been an auditor of the Company during the past three years.

During the financial year under review and to date, three members of the Supervisory Board – Véronique Forneri, Caroline Texier and Daniel Cohen – met these criteria.

• TABLE SUMMARISING COMPLIANCE WITH THE MIDDLENEXT CORPORATE GOVERNANCE CODE

	RECOMMAENDATIONS	GROUPE PARTOUCHE
EXECUTIVE POWER	Appropriate skills	**Oui :** compétences multiples et complémentaires
	Executives not isolate	**Oui :** directoire
	Level and type of compensation	**In line with recommendations** No severance benefits No supplementary pension No share options or bonus shares No variable compensation
EXECUTIVE POWER	**Combining employment contracts with corporate office:** left to the discretion of the Supervisory Board	**A reasoned yes:** Fabrice Paire, Chairman of the Executive Board, was Chief Administrative Officer from 2001 to 2005, after which he was corporate secretary. In light of his experience and in the interests of the Company, he retained his employment contract after being appointed to the Executive Board; in any event, his duties in the two positions he holds are completely separate, as reiterated by the Supervisory Board on 25 June 2013. Executive Board member Jean-François Largillière joined Groupe Partouche in February 1992 when the Group bought out EGH. He has managed several of the Group's hotels, including Grand Hôtel de Divonne from 2008 to 2013, when he was appointed to the Executive Board. In the Company's interest, he has also acted as Operations Director since that date, a role that is completely separate from his duties within the Executive Board.
SUPERVISORY POWER	Internal rules	All recommendations followed apart from that on the rules for determining compensation; there is, however, an Appointments and Compensation Committee.
	Compliance	All recommendations followed
	Composition of the Supervisory Board: At least two independent members	Yes, there have been three since 1 January 2014: Véronique Forneri, Caroline Texier and Daniel Cohen
	Choice of members Prior communication of experience and skills	Yes
	Terms of office: appropriate to the Company's specific circumstances, subject to the limitations laid down in law	Yes
	Information provided to the members of the Supervisory Board	In line with recommendations
	Number and frequency of meetings	In line with recommendations
SUPERVISORY POWER	Formation of committees No obligation for committees other than the Audit Committee. Option of forming an Audit Committee or convening the Board to perform the duties of the Audit Committee.	**Two standing committees:** ▪ Appointments and Compensation ▪ Audit, with one independent member since 1 January 2014
	Assessment of the Board's work	In line with recommendations
	Compensation	**In line with recommendations:** ▪ No severance benefits ▪ No supplementary pension ▪ No share options or bonus shares ▪ No variable compensation (bonuses)
	Corporate officers' obligations in respect of number of shares and multiple directorships	In line with recommendations
"SOVEREIGN" POWER	No specific recommendations	Compliance with keys points requiring special attentention

As the above table shows, in 2021, Groupe Partouche complied with all the recommendations prescribed by the Middlenext corporate governance code with the exception of not combining employment contracts with corporate office.

Moreover, the Supervisory Board consists of eight members, three of them women, not including the employee representative.

Three of its members qualify as independent under the criteria set out in the Middlenext code used by the Supervisory Board.

The Supervisory Board's committees include in particular two standing committees – the Audit Committee and the Appointments and Compensation Committee – together with temporary committees as and when deemed necessary (see Sections 14.3 and 16.3.3 and Articles 5, 6 and 7 of the Board's internal rules).

Furthermore, all committee members have genuine expertise in the areas of corporate governance, financial information and risk management, acquired while serving in their previous positions either within the Company or within other companies where they currently hold or formerly held key positions for a number of years. At all times, they carry out their work in accordance with the guidelines contained in the AMF report issued on 22 July 2010.

16.5 • OTHER SIGNIFICANT ITEMS WITH RESPECT TO CORPORATE GOVERNANCE, PROCEDURES AND INTERNAL CONTROL

• SUPERVISORY BOARD'S REPORT ON CORPORATE GOVERNANCE

As the above table shows, in 2021, Groupe Partouche complied with all the recommendations prescribed by the Middlenext corporate governance code with the exception of not combining employment contracts with corporate office.

I>GOVERNANCE

A>SUPERVISORY BOARD

For more detailed information about the Supervisory Board in connection with sections 1 to 3 below, please refer to Sections 14.1.1, "Supervisory Board", 14.3, "Supervisory Board rules", 16.3.2, "The Supervisory Board" and 16.4, "Compliance of corporate governance practices" in the 2021 Universal Registration Document.

You are advised that the term of office of the Supervisory Board member representing employees is due to expire at the Shareholders' Meeting to be held to approve the financial statements for the financial year ended 31 October 2021, at which it will be proposed that that member be reappointed.

1>COMPOSITION OF THE SUPERVISORY BOARD

• MEMBERS OF THE SUPERVISORY BOARD

NAMES OF MEMBERS OF THE SUPERVISORY BOARD	CORPORATE OFFICE HELD	EXPIRATION OF APPOINTMENT
Patrick PARTOUCHE	Chairman	31/10/2025
Isidore PARTOUCHE	Vice-Chairman	31/10/2025
Walter BUTLER	Member	31/10/2022
Butler Capital Partners SA Represented by Laurent Parquet	Member	31/10/2022
Daniel COHEN	Member	31/10/2025
Salomé PARTOUCHE	Member	31/10/2022
Véronique FORNERI	Member	31/10/2025
Caroline TEXIER	Member	31/10/2025
Employee representative appointed by the Group Works Council	Member	Ordinary Shareholders' Meeting FY 2021

1.1>LIST OF SUPERVISORY BOARD MEMBERS' OFFICES AND DUTIES

A list of all offices held and duties performed in any company by each member of the Company's Supervisory Board is set out in Section 14.1.1 of the 2021 Universal Registration Document.

1.2>GENDER REPRESENTATION

With three women and five men on its Board, the Company complies with the provisions of Act 2011-103 on balanced gender representation on boards of directors and supervisory boards and workplace gender equality.

1.3>INDEPENDENT MEMBERS

To be eligible to serve as an independent member, an individual must be both competent and independent:

- **Competence:**

An independent member must have the experience and expertise needed to fully and effectively perform his or her duties on the Supervisory Board and any committees on which he or she might sit.

- **Independence:**

An independent member must meet a number of requirements demonstrating that he or she is independent of the Company, its shareholders and its senior executives.

At its meeting of 10 December 2013, the Supervisory Board adopted the following eligibility criteria for independent members:

- is not an employee or corporate officer of the Company or of any other Group company, and has not been during the past three years;
- is not a client, supplier or banker, in a material sense, of the Company or Group, or for which the Company or Group represents a significant proportion of its business;
- is not a reference shareholder of the Company;
- does not have any close family ties with a corporate officer or reference shareholder of the Company;
- has not been an auditor of the Company during the past three years.

During the financial year under review and to date, three members of the Supervisory Board – Véronique Forneri, Caroline Texier and Daniel Cohen – met these criteria.

2>RESPONSIBILITIES OF THE SUPERVISORY BOARD

(see paragraph 16.3.2 of this Universal Registration Document)

The Supervisory Board meets as often as the interests of the Company dictate, and in any event at least six times a year. The Supervisory Board met eight times during the financial year ended 31 October 2021 and has met another two times since the financial year-end.

The Supervisory Board performs a permanent control of the way in which the Company is managed by the Executive Board. At any time, it may perform verifications and controls as it sees fit, and may receive any document it deems useful to accomplish its mission.

The Supervisory Board's deliberations are officially established by minutes kept in a special record filed at the Company's registered office.

3>CONDITIONS UNDER WHICH THE SUPERVISORY BOARD'S WORK IS PREPARED AND ORGANISED

3.1>PRINCIPLES

Having familiarised itself with the corporate governance code for small and mid-cap companies published by Middlenext in 2009 and updated in September 2016 and September 2021, the Supervisory Board designated it as the code to which the Company refers as its overall terms of reference in relation to corporate governance, and implemented a range of measures based on the corporate governance principles laid down therein.

3.2>INTERNAL RULES OF PROCEDURE

The internal rules of procedure were unanimously adopted by the Supervisory Board at its meeting of 27 October 2005.

They are regularly reviewed and have since been amended several times by decision of the Supervisory Board, most recently on 28 January 2020.

The Board has also established two standing committees – the Audit Committee and the Appointments and Compensation Committee – together with temporary committees as and when required.

During the financial year under review and to date, only the Audit Committee met twice and once after the balance sheet date.

3.3>PROCEDURE REFERRED TO IN ARTICLE L.225-87 OF THE FRENCH COMMERCIAL CODE

In accordance with Article L. 225-87 of the French Commercial Code, the provisions of Article L. 225-86 apply neither to agreements relating to routine arms-length transactions nor to agreements entered into between two companies one of which is directly or indirectly wholly owned by the other, after deducting, where applicable, the minimum number of shares necessary to meet the requirements of Article 1832 of the French Civil Code or Articles L. 225-1, L. 226-1 and L. 22-10-2 of the French Commercial Code.

In addition, we remind you that the Company has a charter on regulated agreements and the procedures for the assessment of non-regulated agreements entered into both in the ordinary course of business and on an arm's length basis, which was adopted by the Supervisory Board on 8 September 2020.

B>EXECUTIVE BOARD

On 10 September 2019, the Supervisory Board reappointed the Chairman and members of the Executive Board whose terms of office were due to expire on 30 October 2019 for a term of six years expiring on 30 October 2025.

1>COMPOSITION OF THE EXECUTIVE BOARD

NAMES OF MEMBERS OF THE EXECUTIVE BOARD	CORPORATE OFFICE HELD	EXPIRATION OF APPOINTMENT
Fabrice PAIRE	Chairman of the Executive Board	30/10/2025
Ari SEBAG	Member of the Executive Board	30/10/2025
Katy ZENOU	Member of the Executive Board	30/10/2025
Jean-François LARGILLIÈRE (died 10/12/2021)	Member of the Executive Board	30/10/2025
Benjamin ABOU (appointed 25/01/2022 to replace Jean-François Largillière)	Member of the Executive Board	30/10/2025

With Jean-François Largillière having passed away on 10 December 2021, the Supervisory Board at its meeting of 25 January 2022 appointed Benjamin Abou to replace him on the Executive Board.

2>LIST OF MANDATES AND FUNCTIONS OF EXECUTIVE BOARD MEMBERS

A list of all offices held and duties performed in any company by each member of the Company's Executive Board is set out in Section 14.1.2 of the 2021 Universal Registration Document.

II>PRINCIPLES AND CRITERIA FOR DETERMINING COMPANY OFFICERS' COMPENSATION

(Article L.225-82-2 of the French Commercial Code)

A>COMPENSATION POLICY FOR EXECUTIVE BOARD MEMBERS

1>GENERAL PRINCIPLES

In accordance with legal provisions, compensation for Executive Board members is determined by the Supervisory Board.

2>PROCEDURES FOR DETERMINING, APPORTIONING AND ALLOTTING FIXED, VARIABLE AND EXCEPTIONAL COMPENSATION

Executive Board members' fixed compensation is decided by the Supervisory Board on an individual basis in line with each individual's responsibilities, as is the variable and exceptional compensation, where applicable.

3>FIXED REMUNERATION

The Supervisory Board determines each Executive Board member's fixed compensation taking into account the scope and complexity of their responsibilities, their experience in role, their length of service with the Group, and practices at other groups or companies of a comparable size.

4>VARIABLE AND EXCEPTIONAL COMPENSATION

The Supervisory Board determines, where applicable, Executive Board members' variable compensation based on a variety of predetermined demanding and specific performance criteria enabling a comprehensive analysis of performance aligned with the Company's medium-term strategy and shareholders' interests.

These include both quantitative and qualitative criteria. In the event of exceptional circumstances or transactions, the Supervisory Board may award Executive Board members exceptional compensation. Payment of variable and exceptional compensation to Executive Board members is subject to approval at the Annual Shareholders' Meeting.

5>DEFERRED COMPENSATION UNDER ARTICLE L.225-90-1 OF THE FRENCH COMMERCIAL CODE

Executive Board members may be eligible for insurance (such as that provided by GSC) covering the risk of termination of their service, including their non-reappointment.

6>BENEFITS OF ANY KIND FOR WHICH EXECUTIVE BOARD MEMBERS MAY BE ELIGIBLE

6.1>PROFESSIONAL EXPENSES

Executive Board members are entitled to reimbursement of all business expenses incurred in the performance of their duties, on presentation of receipts and in compliance with procedures in force within the Company.

6.2>SOCIAL SECURITY COVER

Executive Board members are eligible for social security cover under the general social security regime for sickness, incapacity, old age, death, widowhood and paternity under the conditions laid down in Articles L.311-1 et seq. of the French Social Security Code. More generally, they are also eligible, under the same financial conditions and terms of cover, for the same pension schemes, healthcare costs, supplementary health insurance and income replacement insurance for which they qualified as employees of the Company.

6.3>EXECUTIVE LIABILITY INSURANCE

Executive Board members are covered by executive liability insurance paid for in full by the Company.

6.4>COMPANY CARS

Executive Board members may be provided with a company car. Company cars are classed as a benefit in kind subject to tax and social security.

B>COMPENSATION POLICY FOR SUPERVISORY BOARD MEMBERS

1>GENERAL PRINCIPLES

Supervisory Board members are compensated for their duties through the allocation of compensation.

2>TERMS

Each year the aggregate amount of remuneration to be awarded to Supervisory Board members for their service is put to a vote at the Shareholders' Meeting by way of a specific resolution. The Supervisory Board determines how this budget is apportioned between its members, taking into account attendance and the specific responsibilities assigned to certain of its members.

3>FIXED, VARIABLE AND EXCEPTIONAL COMPENSATION

Supervisory Board members may receive fixed or variable compensation depending on their other responsibilities within the Group.

Supervisory Board members to whom exceptional responsibilities are assigned may be allotted compensation in the form of either additional remuneration or specific exceptional compensation.

4>BENEFITS OF ANY KIND PAYABLE

Supervisory Board members are entitled to reimbursement of all business expenses incurred in the performance of their duties, on presentation of receipts and in compliance with procedures in force within the Company.

III>COMPENSATION AND BENEFITS PAID TO COMPANY OFFICERS

(Article L.225-102-1 of the French Commercial Code – cf. Section 15.1.2 of the 2021 Universal Registration Document)

1>COMPENSATION AND BENEFITS PAID TO COMPANY OFFICERS DURING FINANCIAL YEAR 2021

In accordance with the provisions of Article L.225-37-3 of the French Commercial Code, all information regarding the amount of compensation and benefits paid to each company officer in respect of the financial year under review is available in Section 15 of the 2021 Universal Registration Document.

The total remuneration paid to the Executive and Supervisory bodies during the financial year ended 31 October 2021 amounted to €2,203,707.

The Company has not entered into any commitments in favour of its company officers in respect of compensation or benefits due or likely to become due by reason of or subsequent to them taking up, leaving or changing their duties; in particular, there are no plans to award any severance benefits, supplementary pensions, stock options, bonus shares or variable compensation (bonuses).

2>REMUNERATION AWARDED TO SUPERVISORY BOARD MEMBERS IN 2022

We propose to set the amount of compensation allotted to the Supervisory Board members for their duties at €135,000 in respect of the year beginning 1 November 2021; the Supervisory Board shall determine how this amount is to be apportioned among its members.

3> PAY RATIOS BETWEEN COMPANY OFFICERS AND EMPLOYEES

As required by the PACTE law of 22 May 2019, the table below provides the pay ratios between the remuneration of the company officers and

- the average full-time equivalent remuneration of Groupe Partouche employees other than company officers(1)
- the median full-time equivalent remuneration of Groupe Partouche employees other than company officers (2).

This information is provided in accordance with Article L.237-37-3I-7 of the French Commercial Code

	PAY RATIOS	2018	2019	2020	2021
EXECUTIVE BOARD					
F. Paire Président	Average remuneration	14,00	13,69	21,01	23,38
	Median remuneration	16,67	16,16	20,90	19,10
A. Sebag	Average remuneration	13,42	13,05	16,10	22,28
	Median remuneration	15,97	15,40	16,02	18,20
K. Zenou	Average remuneration	7,62	9,03	14,12	19,64
	Median remuneration	9,07	10,66	14,05	16,04
JF. Largillière	Average remuneration	6,21	6,13	8,35	11,82
	Median remuneration	7,39	7,24	8,30	9,66
SUPERVISORY BOARD					
P. Partouche Chairman	Average remuneration	17,77	17,33	26,27	29,57
	Median remuneration	21,15	20,46	26,13	24,16
I. Partouche Vice-Chairman	Average remuneration	4,98	4,67	5,43	7,76
	Median remuneration	5,93	5,51	5,40	6,34

IV>AGREEMENTS PROVIDED FOR IN ARTICLE L.225-37-4 OF THE FRENCH COMMERCIAL CODE

We hereby confirm that we have not identified any agreements, whether entered into directly or through an intermediary, during the financial year, between:

- Any member of the Executive Board, any member of the Supervisory Board or any shareholder holding more than 10% of the voting rights in Groupe Partouche;
- And any other company of which Groupe Partouche directly or indirectly owns more than half,

With the exception of arm's length agreements relating to day-to-day operations.

V>ADDITIONAL INFORMATION

DELEGATIONS OF AUTHORITY

The Executive Board has been granted various authorisations under which it may decide to buy back treasury shares, issue securities giving access to equity or reduce the share capital. These authorisations were granted to it at the Ordinary and Extraordinary Shareholders' Meetings of 14 April 2021.

A table summarising currently valid delegations of authority granted by the shareholders in respect of increases in the share capital, pursuant to Articles L.225-129-1 and L.225-129-2 of the French Commercial Code, can be found in Section 21.1.5 of the 2021 Universal Registration Document.

These authorisations were not used during the financial year ended 31 October 2021, nor to date.

1>SPECIAL CONDITIONS FOR ATTENDANCE AT SHAREHOLDERS' MEETINGS

All shareholders are entitled to attend Shareholders' Meetings, the operating rules of which are laid down in Articles 27 to 37 of the Articles of Association and reiterated in Section 21.2.5 of the 2021 Universal Registration Document.

2>FACTORS LIKELY TO HAVE AN INFLUENCE IN THE EVENT OF A PUBLIC TENDER OFFER

In accordance with Article L.225-100 of the French Commercial Code, we hereby confirm that there are no factors likely to have an influence in the event of a public tender offer, as specified in Article L.225-100-3 of that same code.

3>OBSERVATIONS ON THE MANAGEMENT REPORT AND THE PARENT COMPANY FINANCIAL STATEMENTS

We hereby confirm that the parent company financial statements for the financial year ended 31 October 2021 and the management report were provided to the Supervisory Board within the timescales laid down in legal and regulatory provisions.

The parent company financial statements for the year ended 31 October 2021 show the following key totals:

Total assets: €851,570,335

Turnover: €10,304,608

Net profit (loss) for the financial year: €(30,050,946).

Consolidated financial statements:

Furthermore, the Supervisory Board acknowledges having been made aware of the consolidated financial statements, which show net loss attributable to equity holders of the parent company of €51,937k.

In light of the foregoing, we have no particular observations to make on either the Executive Board's management report or the financial statements for the year ended 31 October 2021.

The Supervisory Board

Patrick Partouche

17

Groupe Partouche's commitment to social responsibility

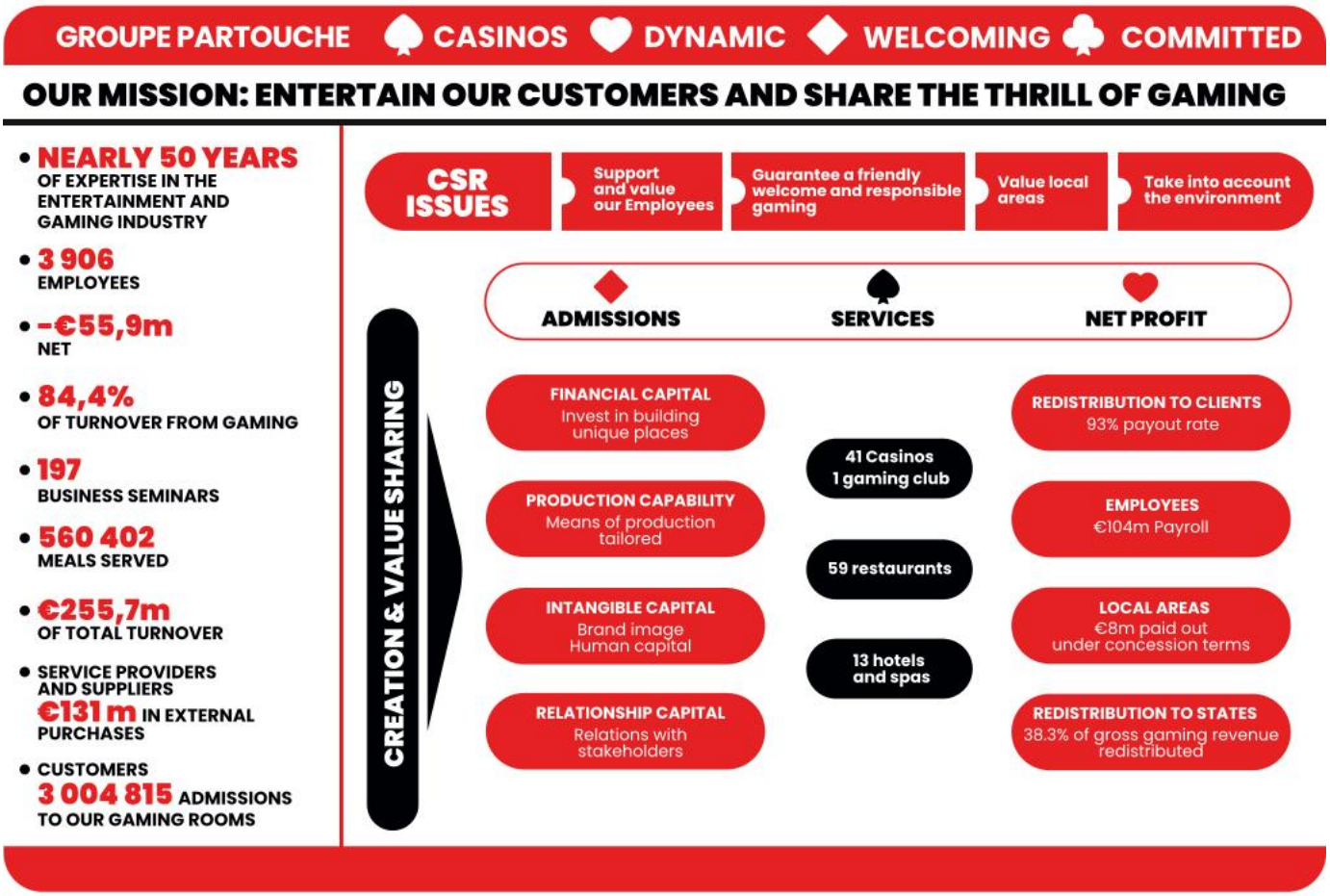
Key CSR information and indicators for Groupe Partouche can be found in Section 17.

17.1 • OUR VENUES NEED TO INSPIRE OUR CUSTOMERS' IMAGINATIONS

Groupe Partouche's mission is to entertain its clients.

Whether regulars, occasional gamers, just passing through, holders of our Players Plus loyalty card, young or not so young, grandparents, challengers, adrenaline seekers or party animals; whether with friends, at a wedding party, staying at one of our hotels, playing golf or other sports; our promise is the same: to give them an experience that goes beyond their expectations.

In keeping with its business activities, Groupe Partouche is committed to being socially and environmentally responsible.



Groupe Partouche is keen to remain focused on its recreational business, betting and gaming. Furthermore, gamification, which is at the heart of the Group's strategy, offers prospects for growth. Whether as an additional service linked to an existing offering or as a fully-fledged offering in its own right, we are keen to develop gamification across all platforms, and particularly digital platforms, after the example of our Partouche Games app, or games offered at our casinos.

In addition to gaming, Groupe Partouche is also committed to offering well-being activities through its hotels, spas and gold courses. The Group's recent partnership with La Pensée Sauvage, which specialises in detoxification treatments, continued to develop in 2021.

17.2 • OUR VALUES

♠ CASINOS ♥ DYNAMIC ♦ WELCOMING ♣ COMMITTED

Groupe Partouche is a dynamic, welcoming and committed casino operator.

This describes who we are and what our values are, established as matter of management principle. We have decided to set them out formally in order to create an internal tool that can be used by our subsidiaries on numerous occasions.

As an established casino operator, we love our business in all its uniqueness. It makes sense to put being a casino operator at the top of our list of values.

Groupe Partouche's non-casino subsidiaries are also affected by our predominant focus on casino operations, which is the primary ingredient in our corporate culture.

Each of our values can be broken down into three characteristics. Each subsidiary can then flesh out each of these characteristics in the form of specific practices suited to its own specific context.

- **Casino operator**: passionately professional, independent and honest;
- **Dynamic:** innovative, refreshingly different and challenging;
- **Welcoming**: friendly, cheerful and courteous;
- **Committed:** open, listening and attentive

Because these values must be both lived and brought to life, they are focused not only on our employees and customers but, beyond that, on all our stakeholders.

The way in which our subsidiaries maintain relations with their stakeholders, whether permanent or temporary, is therefore inevitably significantly impacted by this value-led management system.

17.3 • CSR GOVERNANCE

The Group's management is particularly aware of its social responsibility and the active role its subsidiaries can play. It thus put in place a CSR department headed by a CSR manager.

This department has reporting lines to the Chairman of the Executive Board and the Human Resources department. It is cross-functional and works with all departments and subsidiaries as well as multiple stakeholders. The function's positioning underscores Groupe Partouche's proactive approach in terms of not only strategy but also working with operational staff to deliver tangible actions.

The Group's management has assigned to its CSR manager responsibility for devising, coordinating and bringing to life the Group's CSR policy. This all happens in very decentralised way, with the fact that each subsidiary operates in its own unique context giving rise to an abundance of opportunities for shared experience and mutual enrichment.

The CSR manager heads up a network of 48 officers in charge of defining, contributing to and implementing a local action plan depending on their activities and the regions in which they operate. These officers are appointed by local management, in accordance with the principle of subsidiarity that underpins the Group's business model.

This forms part of an overarching approach that defines the Group's strategy and ensures regulatory standards are met while giving each subsidiary room to adapt, with local initiatives strongly encouraged. The head office therefore serves an advisory role on behalf of its subsidiaries, considered as internal clients, in all areas related to human resources.

17.4 • OUR CSR ISSUES

In light of the public health situation, changes affecting stakeholders, and the socioeconomic, environmental and institutional context, the materiality matrix produced in 2018 was updated in 2021 to ensure that it continues to reflect both the Group's own key priorities and those of its ecosystem.

This project involved four phases: studying the environment, consulting stakeholders, summarising findings and conducting the analysis. The entire process was overseen by the Group CSR department, supported by an outside firm.

The environmental study drew from a number of sources:

- Interviews with the CSR department
- Analysis of issues and previous materiality matrix

- Challenges facing the sector and competitor benchmarking
- Analysis of the carbon footprint assessment and biodiversity diagnosis

This study was refined based on ISO 26000, an international standard that guides companies wishing to implement a CSR approach, and the Sustainable Development Goals (SDGs), a sustainable development programme adopted in September 2015 by the 193 members of the UN General Assembly that identifies 17 goals to be met by 2030.

This first stage identified 18 issues, 6 more than in the previous analysis, with a renewed emphasis on some of those previously identified.

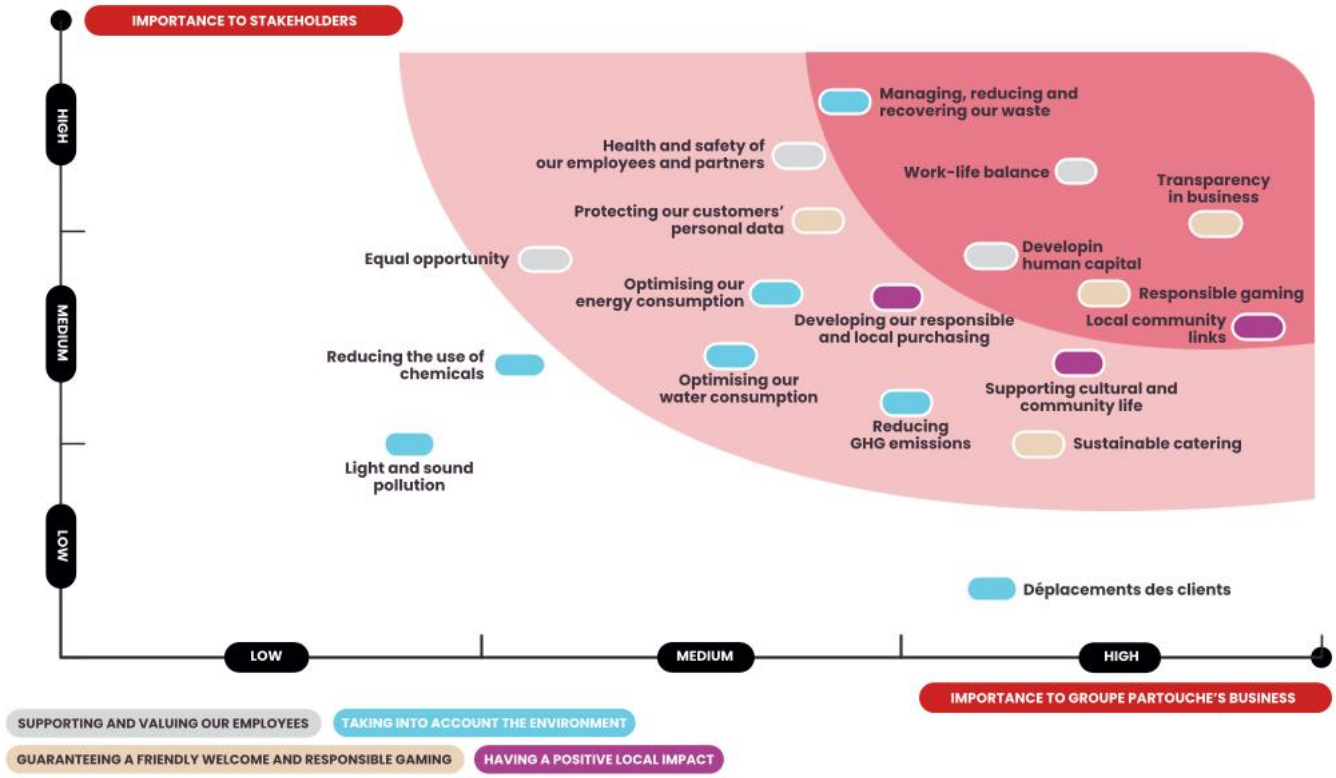
	ISSUE	RISKS	TIME FRAME
GUARANTEEING A FRIENDLY WELCOME AND RESPONSIBLE GAMING	Responsible gaming	• Regulatory risks • Risk of fraudulent behaviour • Altering the brand image	Short term
	Transparency in business		Short term
	Sustainable catering		Medium term
	Protecting our customers' personal data		Short term
RECOGNISING AND SUPPORTING OUR EMPLOYEES	Developing human capital	• Poor employer image • Difficulty attracting and retaining employees • Customer experience affected	Medium term
	Health and safety of our employees and partners		Short term
	Equal opportunities		Medium term
	Work-life balance		Short term
BEING ENVIRONMENTALLY AWARE	Reducing greenhouse gas emissions	• Regulatory risks • Rise of climate change • Depletion of resources • Threats to biodiversity • Increased expenses	Medium term
	Optimising our energy consumption		Medium term
	Optimising our water consumption		Medium term
	Managing, reducing and recycling our waste		Short term
	Reducing the use of chemicals		Medium term
	Light and noise pollution		Medium term
	Customer travel		Medium term
HAVING A POSITIVE LOCAL IMPACT	Developing responsible and local purchasing	• Failure to comply with specifications • Lack of attractiveness in regional areas	Medium term
	Local community links		Medium term
	Supporting cultural and community life		Medium term

This list of issues was submitted to Groupe Partouche's internal and external stakeholders via an online survey to which 364 stakeholders responded.

The results of this survey formed the basis of the new materiality matrix.

The materiality analysis highlighted six priority issues spanning all four themes. Some of these issues are linked to the Group's operations while others are more socially oriented, demonstrating that the Group's challenges encompass all aspects of corporate social responsibility.

Since the materiality analysis was carried out towards the end of the financial year, the new roadmap will be rolled out over the course of financial year 2022 and will include both newly identified issues and new targets.



17.5 • DIALOGUE WITH OUR STAKEHOLDERS

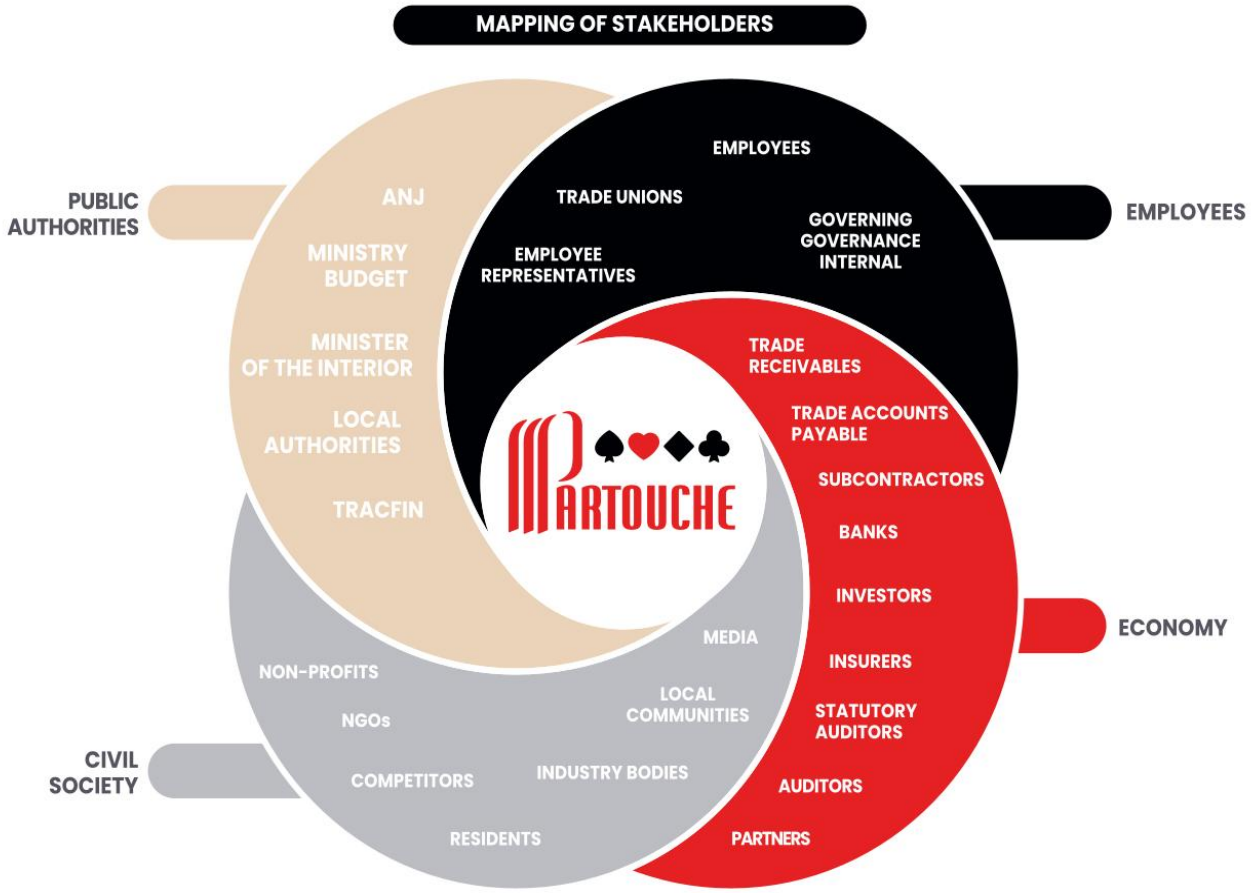
Groupe Partouche SA sees stakeholder dialogue as being underpinned by the Group's sustainable development strategy and local community links.

These interactions are supported by the Group's values, dialogue with local communities and labour-management relations. They help achieve a clearer understanding of the expectations of all stakeholders.

Stakeholder expectations are many and varied and are constantly evolving as awareness of ecological issues grows:

- Ethics and transparency in business;
- Fair competition;
- Managing business risk;
- Ensuring secure and lasting supplier relationships;
- Workplace well-being;
- Protecting the environment;
- Contributing to economic development;
- Supporting cultural and community life;
- Satisfying our customers.

Our geographical footprint and organisational model mean it was quite natural for us to create appropriate communication channels and opportunities for dialogue to respond to each of our stakeholders. Examples of such channels include the Group's websites, the customer service department, regular financial communications, the statement of non-financial performance, press releases and mechanisms for labour-management dialogue such as the Group Works Council and Group trade union representatives.



17.6 • METHODOLOGY USED TO PREPARE LABOUR AND ENVIRONMENTAL DATA

CSR reporting is the approach preferred by Groupe Partouche for the coordination of its CSR policy.

The purpose of this section is to clarify the methodology used by Groupe Partouche for its CSR reporting.

REPORTING SCOPE

The labour, social and environmental data presented cover all of Groupe Partouche in France and abroad.

DATA COLLECTION, CONSOLIDATION AND VERIFICATION

• DATA COLLECTION PERIOD AND ACCOUNTING RULES

Data collected relate to the period from 1 November 2020 to 31 October 2021.

• DATA COLLECTION PROCEDURE

48 officers oversee data entry at the entities for which they are responsible, then approve this data and submit it to the programme director. Some of these CSR officers are responsible for more than one entity. The majority of labour data is provided by the head office.

TOOLS

To gather this data, the Group uses its human resources management information system (SIGMA-RH), which includes a CSR reporting module installed at all subsidiaries since 2015. This software tool is continually updated to enhance its ease of use and improve the reliability of data collection.

The only exceptions are the Djerba, Crans-Montana and Meyrin casinos, which submit their data in the form of Excel files. Their data are then entered in SIGMA-RH by the programme director.

• DATA CONSOLIDATION AND VERIFICATION PROCEDURE

The SIGMA-RH CSR module is used to input data and calculate and consolidate indicators. There are multiple levels of checks:

1. Contributors input data within their entities;
2. CSR officers check all data input at their entity before approving said data;
3. The programme director checks all data gathered and makes the necessary corrections before it is consolidated.

• BACKGROUND

The data do not include employees with contracts for occasional temporary work, or artists.

INDICATORS

• WORKFORCE

All workforce-related indicators are based on full-time equivalent staff.

The number of part-time employees present at 31 October 2021 includes employees working part time due to health reasons.

• WORKFORCE CHANGES

To determine the number of permanent employment contracts (fixed contracts for subsidiaries outside France) entered into in the year, employees who switch from fixed-term contracts to permanent contracts are counted once, even if they were previously employees.

Turnover for employees with permanent contracts was calculated based on the average of the number of employees who left the Company and the number of employees hired over the period, divided by the number of employees at the beginning of the period.

The following grounds for redundancy and dismissal are captured:

- Redundancy following court-ordered liquidation or insolvency proceedings
- Redundancy following the permanent closure of the establishment
- Redundancy on economic grounds
- Redundancy on other grounds
- Dismissal for gross misconduct
- Dismissal for wilful misconduct
- Redundancy on grounds of physical unfitness (non-occupational in origin)
- Redundancy on grounds of physical unfitness (occupational in origin)

• HEALTH, SAFETY AND WORKING CONDITIONS

The following reasons for absence are used to calculate the number of hours of absence:

- Occupational accident/relapse
- Sickness/hospitalisation
- Occupational illness
- Commuting accident
- Illness
- Maternity leave

Only declarations of occupational accidents with medical leave are recognised.

The occupational accident frequency rate is calculated using the following formula: number of reported work stoppages/total number of hours worked x 1,000,000. Only those illnesses recognised during the fiscal year are counted; as such, a person still suffering from an occupational illness that was recognised the previous year is not counted again.

• TRAINING

The total number of training hours includes training delivered by the Group's subsidiary Centre de Formation Professionnelle des Casinos (CFPC) and by external providers.

The total spent on professional training takes into account only the amounts excluding taxes stated in the agreements or the training invoices. Ancillary costs such as wages and travel expenses ae not taken into account.

The number of employees receiving training at least once is recognised as follows: one person trained only counts once, even if this person has undertaken a number of training programmes during the financial year.

• WATER

Water consumption is taken into account for all uses and is expressed in cubic metres.

• GREENHOUSE GAS EMISSIONS

The following parameters are used for the calculation of greenhouse gas emissions:

- All Groupe Partouche entities in France
- Year of assessment: 2019
- Direct emissions (Scope 1)
- Indirect emissions related to energy consumption (Scope 2)
- Other indirect emissions (Scope 3)

• SUPPLIERS AND SUBCONTRACTORS

Only suppliers and subcontractors with which the entity worked at least once during the financial year were counted.

• NUMBER OF CONTRACTS ENTERED INTO WITH EMPLOYEES LIVING WITHIN 50 KM OF THEIR PLACE OF WORK

Local hiring refers to recruitment within a 50 km radius of the entity. The address shown on the work contract is the one used to identify the employees concerned.

17.7 • ELEMENTS MAKING UP THE GROUP'S STATEMENT OF NON-FINANCIAL PERFORMANCE

In accordance with Order 2017-1180 of 19 July 2017 (Article L.225-102-1), Groupe Partouche's statement of non-financial performance is set out in this document.

It is organised into four sections covering the following points:

- A description of the business model;
- A description of the key risks arising from the Company's business and from its business relationships, products and services;
- A presentation of policies and, where applicable, due diligence procedures implemented to prevent or mitigate the occurrence of the risks identified
- The results of these policies and key performance indicators

17.8 • GUARANTEEING A FRIENDLY WELCOME AND RESPONSIBLE GAMING

• PREVENTING AND COMBATING FRAUD

The very nature of the Group's business, which in particular involves the handling of large sums of money, can lead, in some circumstances, to staff or outside persons committing fraudulent acts.

The casino business must be able to deal with the potential risks of embezzlement and cheating.

All managers and employees allocated to casino activities must be accredited by the French Minister of the Interior. This accreditation is issued following an administrative enquiry carried out in accordance with the legislative and regulatory requirements of the French Internal Security Code, with a file sent by the casino to the police department.

All gaming rooms have effective CCTV and sound recording systems covering all gaming tables, cash registers, safes, counting rooms, slot machines and entrances. Recordings of up to 28 days allow for effective monitoring of all movements of money within gaming rooms and back offices considered sensitive, alongside the data stored by the information systems.

The casinos are subject to anti-money laundering and counter-terrorist financing regulations. The French Monetary and Financial Code requires the legal representatives and directors responsible for the Group's establishments to implement customer vigilance measures (including the recording of currency exchanges when they exceed €2,000 per gaming session), control measures and, if necessary, the reporting of any suspected or attempted money laundering to the Tracfin national anti-money laundering unit.

Licensed gaming managers and staff from Groupe Partouche's establishments receive training in prevention of money laundering and terrorist financing.

• PREVENTING PROBLEM GAMBLING

Excessive gaming can cause some people to develop an addiction. Gaming addiction is characterised by a continuous or periodic loss of control, an increase in the amounts staked and the frequency of gaming. Gaming can therefore become an obsession with negative consequences for the gambler that can even go as far as jeopardising their personal, family, social or professional life.

Gaming at an early age is a factor that can increase the risk of addiction. Access to rooms with betting and gaming is dependent on systematic customer identity checks serving deny admission to children under the age of 18 and persons banned from gaming rooms by the Minister of the Interior or in agreement with the establishment. At the entrance to gaming rooms, these checks are ensured on a permanent basis by staff authorised by the Minister of the Interior.

Each establishment's management ensures that all gaming staff are informed about problem gambling, in particular by way of a mandatory training programme for all employees, delivered within 90 days of joining the Group. Specifically designed for the Group's employees, this training can take place by completing an e-learning module, by viewing educational films, followed by an assessment, or in the form of face-to-face sessions. Gaming employees receive special training in identifying those showing early signs of a potentially risky situation and intervening with those concerned to encourage them to limit or even stop gaming when they are at risk of becoming addicted.

Groupe Partouche SA's subsidiaries are therefore keen to give the staff members who have contact with clients training, with the aim of providing clients with information, giving help to those in difficulty as well as someone in whom they can confide.

For gambling to remain enjoyable, it is necessary to gamble in moderation. With this in mind, Groupe Partouche has for over 20 years involved all of its casinos in promoting responsible gaming. A partnership with Adictel ran from 2003 to 2021.

Adictel provides a comprehensive procedure for each member establishment, including "Make sure that gaming is still for fun" posters, information documents about problem gambling containing a few basic rules to follow in order to avoid slipping into an uncomfortable situation and a questionnaire for people to self-assess their potential risk of addiction, and offers a free counselling service that can be accessed by dialling 0805 02 00 00. This freephone number allows people experiencing difficulties to talk to trained counsellors at any time, under the supervision of psychologists with expertise in gaming addiction.

In addition, Groupe Partouche's casinos have a sign at the entrance to each gaming room informing customers about the risks of gambling addiction and legal requirements allowing anyone to voluntarily ask to be excluded from gaming rooms across France. Furthermore, customers are informed that they can ask the establishment's management for voluntary limited access to the establishment concerned.

In line with and to further strengthen this commitment, Groupe Partouche recently appointed a Director of Responsible Gaming. Supported by a permanent ad hoc steering committee drawn from operational staff and central departments, he determines the Group's strategy in relation to responsible gaming and ensures it is properly implemented.

The steering committee's role is to collaborate on project design and ensure projects are aligned with the desired goals. The Director of Responsible Gaming oversees the rollout of responsible gaming practices and ensures they are properly implemented within subsidiaries. He coordinates issues in relation to responsible gaming on an ongoing basis, supporting directors responsible for casinos and responsible gaming officers.

In terms of tools, the aim is to upgrade communication across various different media. Redesigned posters and leaflets produced by the Group are placed at appropriate locations in casinos to remind clients of the dangers of excessive gaming and the forms of help available. Digital support tools are also available. The best way to spot the first signs of problem gaming early is to communicate effectively and make our preventive measures more visible.

When it comes to supporting high-risk gamers once they have been identified, innovative systems and procedures are in place to drive up the number of interviews with on-site responsible gaming officers. At these interviews, clients are guided towards those choices most likely to serve as effective forms of prevention for them; offering each client a personalised solution increases the chances of that client keeping their gaming under control. To this end, Groupe Partouche has put in place a new management tool to help manage interviews and monitor actions agreed with players.

In keeping with a change in its strategy, Groupe Partouche has terminated its service agreement with Adictel, preferring to rely on and further develop its people's skills and expertise. The new prevention approach will enter into force during financial year 2021-2022.

Our responsible gaming policy involves training and regularly maintaining the knowledge of gaming room staff. We will be stepping up this commitment, to which directors responsible for casinos will be paying particularly close attention, in conjunction with our Centre de Formation Professionnelle des Casinos (CFPC) training centre. These arrangements exceed our regulatory obligations in this area, in keeping with Groupe Partouche's exacting standards.

40 CASINOS HAVE PARTNERED WITH ADICTEL OR A SIMILAR ORGANISATION IN 2021

• FOOD SAFETY

In the event of a breach coming to light during an inspection by the regulatory authorities (such as, the French Office of Fair Trading [DDCCRF], the Departmental Directorate for Veterinary Services [DDSV] or the Departmental Directorate for Health, Safety and Social Affairs [DDASS]) or a customer or employee experiencing food-poisoning, the establishment's closure could be ordered, which would lead to a negative impact on the Group's reputation, profitability and future prospects.

Groupe Partouche is committed to ensuring a high level of food safety to achieve customer satisfaction at

all times and build customer loyalty.

All our kitchens are equipped with Traqfood, in partnership with Mérieux NutriSciences. Traq'food is an innovative digital solution to simplify the entire Hazard Analysis and Critical Control Point (HACCP) approach implemented by the Group and maintain the documentation and records required by the EU's Food Safety Management System (FSMS). It also improves the level of food safety, secures the data collected and saves time for the teams.

All Group restaurants are regularly audited by Mérieux NutriSciences, an approved external laboratory, and training is periodically implemented.

Number of audits carried out:	161
Number of guests served in restaurants:	509 157
Number of guests served at events:	51 245

• HEALTH AND SAFETY

As are all businesses who play host to the general public (known as "ERPs" in France), Groupe Partouche is duty-bound to guarantee the highest level of safety to its customers and employees in order to avoid, in particular, risks such as fires, accidents, deaths, injuries and damage to premises or equipment.

In the event of a breach of the regulation in France concerning the safety of establishments open to the public or their accessibility to people with disabilities, the establishment found to be at fault may be required to make the necessary improvements or may be forced to close by order of the authorities. Failing to respect these obligations could have a significantly negative impact on the Group's business, affecting its earnings, its financial position, its image and its outlook.

To avoid such an impact, the Group's establishments apply all health and safety instructions regarding, in particular, the risks of accident, health hazards, fire and environmental impairment, while assessing workplace-related risks as part of a preventive approach.

The Group's establishments are also regularly inspected by commissions of health and safety, such as Apave and Bureau Veritas, who verify, in particular:

- Fire and panic prevention within the Group's ERPs;
- Accessibility for people with disabilities.

• SECURITY

Our casinos have both technical and human resources which together ensure the security of people and goods. The Group makes every effort to strengthen its security measures, whether in terms of procedures or equipment. Despite all of the measures put in place, the latter may be circumvented or experience failures that might have a significantly negative impact on the Group's image, its profitability and its outlook.

The terms under which they are activated are naturally linked to the unique character of the casino business, their size and their configuration.

Some of the security measures that have been implemented at the Group's establishments are listed below:

- CCTV cameras cover all areas of the establishments that may need monitoring, such as car parks, entrances, the main hall, games rooms, safe deposit vaults, cash registers, game tables and slot machines;
- A traditional surveillance system of volumetric radars connected to a central desk which detects the presence of an intruder in the establishment during closing hours;
- Installing vaults and secure money boxes, with information displayed to the public at the cash registers, can significantly reduce aggravated burglaries. By taking such measures, no keys can be handed over to criminals because the only people that have the keys are those who collect the funds. Only a nominal amount of cash is kept in cash registers and safe deposit boxes to cover frequent transactions (such as currency exchanges and cash payments);
- A computerised access control system operated by badges or codes is used to access gaming rooms and other sensitive areas, to record the movement of staff and visitors in the buildings;
- Checks at entrances to games rooms;
- Dedicated security officers, as needed.

As a casino operator, Groupe Partouche is exposed to the specific risk of heists, which can be very traumatic. The Group's teams therefore receive training focused on this risk to ensure that they would be able to manage such situations both at a psychological level and in terms of understanding their own emotional and physical capabilities. A high-tech system called Smart Water has been installed in sensitive areas of the Group's casinos and sprays a colourless, indelible liquid on potential criminals. The chemical marker used, also known as artificial DNA, remains detectable on skin for at least six months and indefinitely on any other surface by means of specific equipment used by

forensic identification teams, thus enabling police officers to easily identify delinquents and produce evidence before the courts.

• CYBERSECURITY AND GDPR

Groupe Partouche regularly invests in new technologies to improve its organisational performance and bring its customers the best of what digital has to offer.

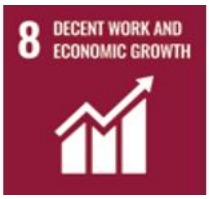
Although they bring new opportunities, these new technologies also expose the Group to a wider range of sophisticated threats in terms of fraud, system failures, cyberattacks and service interruptions affecting telecommunications, which might result in unauthorised access to personal, strategic or confidential data, or its destruction, as well as making it impossible to carry out the activities necessary to manage or run the Group's establishments. This would tarnish the Group's image and would have operational and financial consequences.

In order to do everything possible to guard against these risks, the Group's IT systems are organised according to the principle of computer rooms distributed across its various establishments, with each computer room equipped to ensure continuity of power supply and regular data backups.

The Group has always taken care to protect the personal data of all its stakeholders. The entry into force of GDPR (the General Data Protection Regulation) was an opportunity to step up the level of protection, notably by harmonising Group best practice in this area. Each establishment has a GDPR representative, in some cases assisted by a deputy representative. In order to ensure that the Group is always actively engaged in compliance in this area, a Data Protection Officer has been appointed for the entire Group.

A cybersecurity unit was established in 2020, as a Group function that will remain in place on a long-term basis, to anticipate and respond to incidents. The activities of this unit are supervised by the Chief Information Security Officer, who reports to the Management Committee. In keeping with the importance it attaches to its history and human capital, the Group sees cybersecurity as a social driver facilitating the development of new skills and promoting social cohesion and shared values. The threats posed by new technologies are not confined to the workplace: they affect everyone. That being the case, the emphasis is on raising awareness of digital hygiene and helping employees adopt best practice in this area.

17.9 • RECOGNISING AND SUPPORTING OUR EMPLOYEES



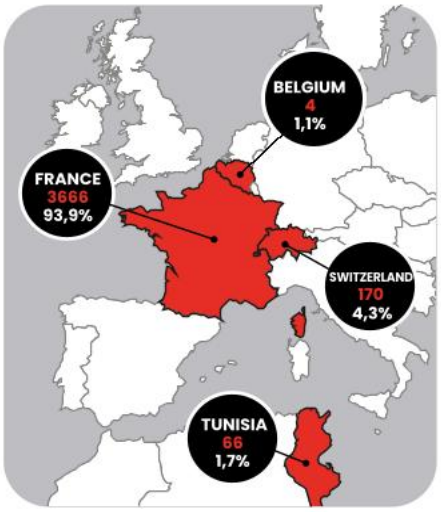
17.9.1 • GROUPE PARTOUCHE WORKFORCE IN BRIEF

The Group's employees are divided into the following socio-professional categories:

CATEGORIES AT 31 OCTOBER	2019	2020	2021
Executives	819	825	805
Supervisors and technicians	270	279	277
Other employees	2 964	2 854	2 726
Manual workers	131	110	98
TOTAL	**4 184**	**4 068**	**3 906**

• WORKFORCE BY GEOGRAPHIC AREA

The Group's workforce comprises 3,906 employees spread across two continents (Europe and Africa) and four countries (France, Belgium, Switzerland and Tunisia).



• AGE PYRAMID

Groupe Partouche is a young and dynamic group, with 66% of employees aged under 45.

• PAYROLL

The Group's total payroll including social security contributions came to €104.00m, and the combined total of employee profit-sharing amounts paid by subsidiaries came to €0.13m.

• CHANGES IN THE WORKFORCE

Employees joining and leaving the Group in 2021 break down as follows:

	2019	2020	2021
Number of permanent contracts entered into in the financial year	1 017	683	500
Number of redundancies and dismissals in the financial year	187	141	100
Number of resignations in the financial year	481	271	312
Number of employees leaving the Group for other reasons	-	347	301

Turnover for employees with permanent contracts, in the casinos, hotels and restaurants that were open to the public for the entire financial year and were not subject to restructuring, which was calculated based on the average of the number of employees who left the Company and the number of employees hired over the period, divided by the number of employees at the beginning of the period, was 14.31%.

17.9.2 • WORK ORGANISATION

In most of the subsidiaries, the business involves a work organisation of seven days a week, with alternating working hours. This is explained by the range of opening hours of casinos and hotels, and by the fact that the establishments are open 7 days a week. The use of part-time staff remains very limited and is mainly in response to employee requests.

4.45% OF OUR EMPLOYEES ARE PART TIME

7.39% ABSENCE RATE

17.9.3 • DEVELOPING HUMAN CAPITAL

Difficulty attracting new talent, retaining staff and reduced commitment can damage the Company's success. It is essential to create a policy for developing human capital that mobilises employees and encourages them to deliver a dynamic performance. Ensuring that staff are motivated on a day-to-day basis is a key priority reflected in the emphasis that is placed on managing customer relationships.

The main way of doing this chosen by the Group is developing its training offering via its Centre de Formation Professionelle des Casinos (CFPC) QUALIOPI-certified training centre. Dedicated to training in gaming-related jobs, its mission is to develop employees' skills and help them to adapt to job roles and acquire gaming expertise.

This need for specialist training arises from the particular characteristics of the betting and gaming sector and the fact that there are ultimately few people working in the sector in France, forcing the Group to find resources internally. This constraint has been turned into an opportunity as Groupe Partouche has acquired real expertise and impressive autonomy for training relating to its essential activities.

For training concerning industries other than gaming, Groupe Partouche subsidiaries can use outsourced services.

Not all subsidiaries have submitted data.

12,519 HOURS' TRAINING DELIVERED IN THE FINANCIAL YEAR

1,367 EMPLOYEES RECEIVED TRAINING

99 WORK-LINKED TRAINING CONTRACTS

€382,652 SPENT ON TRAINING

TARGET:
IN 2023, EACH EMPLOYEE WILL HAVE TAKEN AT LEAST ONE TRAINING PROGRAMME DURING THE PREVIOUS THREE YEARS

17.9.4 • DEVELOPMENT OF CENTRE DE FORMATION PROFESSIONELLE DES CASINOS (CFPC)

The Centre de Formation Professionnelle des Casinos (CFPC) training centre, a wholly-owned SARL subsidiary of Groupe Partouche SA, is reinventing itself and incorporating digital technology into its training offering. Learning can now be accessed much more quickly and easily because it is available in digital format. The CFPC is QUALIOPI certified, confirming its compliance with regulations in force and required quality standards, and is the only training centre that specialises in the gaming industry.

Its training offering can be viewed online at www.cfpcasino.fr.

The digitalisation of the training offering means employees can be trained more quickly and flexibly through remote training as part of an integrated overall training approach. This has considerably improved training performance, notably thanks to monitoring and analysis tools provided with online training.

The HR departments of Groupe Partouche's subsidiaries can therefore accurately track an employee's progress on a given training course and assess how well the acquired skills are put into practice over the following months.

Digital learning can also reduce or eliminate various indirect costs such as trainers' fees, logistical costs (attendees' travel and accommodation expenses) and instructional materials (printed training documentation), not to mention the productivity gains arising from the scalability and customisability of digital learning.

Digital training is reusable and can easily be adjusted in response to new developments in the sector at no additional cost. Given its flexibility and near-instant updatability, digital training is thus becoming established as a sustainable model.

The CFPC currently offers 12 e-learning modules (compared with six in the last financial year). It will continue to develop new training content.

As well as expanding its digital offering, the CFPC also offers face-to-face training, in particular for future croupiers.

It also provides training in anti-money laundering and gaming regulations. Online video training is also available. Last year, for example, managers were given training in how to prevent sexual harassment.

Training funded by France's National Training Fund was also delivered during the period when the Group's establishments were forced to close. A total of 165 employees registered for 8 different courses:

- Skills assessment
- Management: tools for the post-Covid-19 manager
- Customer relationships after the public health crisis
- Management: Adjusting your management posture after Covid-19
- Interpersonal communication
- Business expert and in-house trainer/facilitator training
- Digital technology in HR
- New tools and new ways of working: establishing remote working as a long-term option

17.9.5 • PROMOTING DIVERSITY

Failure by the Group to uphold its commitments in terms of professional equality, employment of people with disabilities, imbalanced age pyramids and poor alignment between our employees and business strategies are factors that can damage the Group's business, appeal and image.

Being socially responsible also means thinking and acting to ensure that variety and diversity in terms of types of people are always a source of value and enrichment.

It also means making sure that our customers – among whom there is also broad diversity – can feel welcomed by staff they can identify with. In this sense, diversity also guarantees that we remain in line with our customer base.

The Group works to combat all forms of discrimination in terms of recruitment and career development and is committed to supporting diversity on the ground through its numerous agreements or action plans within its subsidiaries or by directly implementing sector agreements in the following areas:

- Employing people with disabilities
- Gender equality in the workplace

The Ressources et Handicap programme, introduced in 2014, offers employees the opportunity to directly contact advisors by e-mail or via the hotline made available to them for the duration of the programme. It also involves an internal communications campaign (including posters and information accompanying payslips) and has helped raise awareness of the fact that disabilities are a matter of concern for each and every employee. Group employees have expressed considerable interest in the information provided to them.

A page for people with disabilities is included on the mobile application provided to subsidiaries and intended for employees.

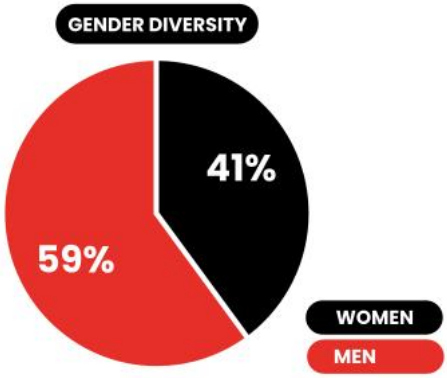
Ten subsidiaries take measures to raise awareness about discrimination, thirteen strive to integrate people with disabilities and five circulate job offers to organisations that promote employment for people with disabilities.

59.40% MEN AND 40.60% WOMEN

0 DISCRIMINATION INCIDENTS

31% OF MANAGEMENT POSITIONS FILLED BY WOMEN

The Group had set a target of having all subsidiaries made aware of or trained in diversity by 2021. Given the public health situation and the fact that the Group's establishments were closed for over six and a half months, this target was pushed back to 2022.



2021 TARGET ACHIEVED: 0 DISCRIMINATION INCIDENTS

2022 TARGET: 100% OF OUR SUBSIDIARIES MADE AWARE OF OR TRAINED IN DIVERSITY

17.9.6 • GENDER EQUALITY INDEX

Each of our subsidiaries with more than 50 employees has calculated and published a gender equality index. The index is calculated based on either 4 or 5 indicators, depending on whether or not the company has over 250 employees:

- The gender pay gap
- The difference in the distribution of individual pay rises
- The difference in the distribution of promotions (only for companies with over 250 employees)
- The number of female employees receiving a pay increase on returning from maternity leave
- Gender equality among the top ten highest-paid executives

The index is calculated as a score out of 100 points.

Six subsidiaries have not determined their overall scores, either because the maximum number of points they could score was less than 75 or because one or more indicators could not be calculated.

DOMAINE DE FORGES	69	CASINO DE LA ROCHE POSAY	81
CASINO DE BANDOL	87	CASINO DE ROYAT	93
HOTEL AQUABELLA	-	CASINO DE PORNIC	81
SA CASINO LE LION BLANC	60	CASINO DU GRAND CAFÉ	-
CASINO DE HYÈRES	96	SEGR LE LAURENT	-
CASINO DE DIEPPE	89	CASINO D'ANNEMASSE	86
DOMAINE LE LYON VERT	80	DOMAINE DE DIVONNE	73
EDEN BEACH CASINO	-	CASINO DE PORNICHET	92
PASINO GRAND	93	PLEINAIR CASINO	89
CASINO DE PALAVAS	93	CASINO DE PLOUESCAT	-
PASINO LA GRANDE MOTTE	85	3.14 CASINO	91
PASINO DU HAVRE	53	CASINO DE CABOURG	96
CASINO LE PHARAON	78	PASINO DE SAINT AMAND-LES-EAUX	68
CASINO DU VAL ANDRÉ	-	CASINO PALAIS DE LA MÉDITERRANÉE	88

Sixteen subsidiaries achieved year-on-year increases in their scores and 17 scored more than 75 points.

17.9.7 • PROMOTING COMPLIANCE WITH THE INTERNATIONAL LABOUR ORGANISATION'S FUNDAMENTAL PRINCIPLES

Groupe Partouche complies with the International Labour Organization's fundamental principles regarding:

- Upholding freedom of association and the right to collective bargaining;
- Eliminating discrimination in respect of employment and occupation;
- Eliminating forced or compulsory labour;
- Effectively abolishing child labour.

No one under the age of 18 is hired by our subsidiaries, other than in the cases of regulated training-related agreements.

17.9.8 • HEALTH AND SAFETY

As a responsible employer, in addition to regulatory constraints, the Group has to ensure that all employees work in a healthy, safe and secure environment. This is essential to ensure that they are able to develop, flourish and avoid any risk of an accident.

To prevent physical strain at work, the human resources information system for French casinos includes information on each employee's exposure to arduous or physically straining factors, which in our industry mainly includes working at night. The system also allows for individual risk assessment monitoring.

A reference employee has been designated as a health and safety contact for Group Partouche's French companies.

A page dedicated to prevention is included on the mobile application that is provided to subsidiaries and intended for employees.

OCCUPATIONAL ACCIDENT FREQUENCY RATE: 13.76

70 OCCUPATIONAL ACCIDENTS REPORTED

7 OCCUPATIONAL ILLNESSES RECOGNISED DURING THE FINANCIAL YEAR

6 SUBSIDIARIES HAVE AN AGREEMENT IN FORCE CONCERNING HEALTH AND SAFETY AT WORK

A target had been set of reducing occupational accidents by 5% in 2021. With the Group's subsidiaries closed until May 2021 because of the pandemic, it is difficult to assess the year-on-year change in the number of occupational accidents.

TARGET: 5% REDUCTION IN OCCUPATIONAL ACCIDENTS BETWEEN 2019 AND 2022

17.9.9 • LABOUR-MANAGEMENT RELATIONS

Subsidiaries of Groupe Partouche SA are legally independent of one another and enjoy full autonomy, both as a result of the Group's diversified organisational structure (geographic locations, different sizes of casinos and other subsidiaries, wide range of activities, collective bargaining agreements,

etc.) and in line with gaming regulations in force.

Each subsidiary makes sure that lines of communication between management and staff remain open, the key to successful working relationships within the Group. By giving subsidiaries complete autonomy in this area, thus respecting the importance of ensuring a "real-time" approach to staff supervision, management teams are able to effectively adapt to local circumstances.

Meetings of representative bodies are held in accordance with legal provisions in force.

The employee representative bodies have the possibility of creating their own page on the mobile application that is provided to subsidiaries and intended for employees.

While fostering exchanges and ensuring that processes are harmonised across the Group, this organisation also respects the specific characteristics of subsidiaries, allowing each to adopt its own autonomous management approach at the local level, closely reflecting the needs of both staff and clients. This application of the subsidiarity principle is well suited to the Group's identity and the strong local roots of its subsidiaries.

A Group Works Council, consisting of 15 elected representatives from casino Works Councils, meets twice a year. The Council's role is mainly to obtain information each year about the Group's strategy and business and keep abreast of developments affecting employees. Each of the five trade unions appoints a representative. The role of trade union representatives is to maintain relationships with elected representatives at the Group's subsidiaries as well as more generally maintain dialogue involving entities' management. These two bodies work with Group Human Resources.

40 SOCIAL AND ECONOMIC COMMITTEES

28 COMPANY-WIDE AGREEMENTS WERE SIGNED DURING THE FINANCIAL YEAR

17.10 • ANTICIPATING AND PROTECTING DURING THE CRISIS

17.10.1 • ANTICIPATING

As a result of the Covid-19 pandemic, most Groupe Partouche subsidiaries were forced to close their doors to the public either partially or completely depending on the period, some from October 2020 (Decree of 16 October 2020) and the rest from November 2020, until May 2021. This was mainly the case in France, either due to a regulatory obligation affecting gaming rooms, restaurants and entertainment (Order of 14 March 2020) or as a direct result of Covid-19 (hotels).

This further period of closures, which followed an initial period during the previous financial year, confirmed the Group's ability to look ahead and anticipate future requirements: we had prepared ourselves for this risk and were able to replicate all previously implemented procedures.

The Group's organisation, with close links between the centre and operational staff, and its established application of the principle of subsidiarity have made it possible to quickly roll out collaborative solutions appropriate to the situation.

For more information, see the relevant part of Section 20.2.1.

17.10.2 • PROTECTING

We protected our people: no entity made anyone redundant in the financial year.

those periods when our establishments were open, we also protected the health of our staff and customers by reintroducing preventive measures and implementing rapid antigen tests, rolled out at scale to most sites from July 2021.

Furthermore, in accordance with applicable regulations, we took the necessary steps to introduce checking of Covid passes, which are compulsory for both staff and customers.

17.10.3 • PUBLIC HEALTH PROTOCOL: METHODOLOGY AND ROLLOUT

As was the case during the first lockdown, Groupe Partouche, so as not to leave anything to chance, focused its work on both employees and customers. This twin-track approach has helped ensure that all issues are given due consideration, within the Group and particularly connection with other stakeholders, with the priority on ensuring the safety of the Group's suppliers, subcontractors, service providers and outside companies working at Group sites.

As soon as our establishments reopened in financial year 2019-2020, the Purchasing department undertook a large-scale survey to ensure all equipment was compliant and centrally ordered so as to achieve optimum product quality at the lowest cost.

In addition to abiding by the core principles of prevention such as mandatory mask-wearing, hygiene, social distancing and contact tracing, the Group has been keen to extend its approach down to the smallest detail. What follows is a non-exhaustive illustration of action taken the first time our establishments reopened, and which proved to be effective.

17.10.4 • FOR EMPLOYEES

Employee health and safety is one of our top priorities. The Covid-19 pandemic has meant we have had to apply this principle to this new risk, in particular under changing versions of nationwide public health restrictions.

A strict public health protocol, which had been put in place ahead of reopening after the first lockdown in the second half of 2020, was reactivated in full. This protocol was drawn up by professionals in the field, under the guidance of head office Human Resources department, with the aim of producing a document that would be as operationally relevant and helpful as possible. A number of working group meetings were held spanning all business sectors. We went well beyond general essential rules recommended by the INRS (French National Institute for Research and Safety) and the WHO with the aim of coming up with clear, simple and effective rules catering for all types of situations on the ground.

This work also involved employee representative bodies at Group level via trade union representatives. The approach was then broken down to subsidiary level, with input from employee representative bodies at every step. The result was a comprehensive set of fact sheets and, in particular:

- General measures to safeguard against the risk of transmitting Covid-19
- Procedures to be applied in all locations
- How to lay out machines, objects and products
- Vulnerable individuals and their position as regards occupational health
- The contents of Covid-19 kits and how to use them
- What to do when a Covid-19 case is identified, including key facts, the importance of identifying contacts, and helpful numbers and addresses
- Appointment of Covid-19 correspondents, their role and skills, and their official position and duties
- What to do when a person needs attention
- Use of visors
- Use of single-use face masks
- Rules and conditions governing the use of staff canteens
- The role of valets
- Use of provided kits, rules and behaviours in company vehicles
- Rules, behaviours to be adopted and products to be used in changing rooms, toilets and showers
- Changes to prevention and safety measures as a result of Covid-19
- Maintenance rules
- Procedures applicable to administrative personnel
- Relations with security carriers and associated protocols
- Rules and behaviours for cashiers
- Rules applicable to slot machine technicians
- Information for management committee members
- Entrance checks
- Gaming tables
- Hotels and spa facilities
- Kitchens, food stores and facilities

All in all, our protocols are applied, checked and complied with for the safety of our employees, customers and suppliers.

These protocols served as the basis for revising the single occupational risk assessment document (known as the "DUERP") at each site. These documents exist to identify risks and take any and all steps to reduce their occurrence and/or severity, with prevention being the best form of protection.

Lastly, administrative staff worked from home where possible.

17.10.5 • EMPLOYEE TRAINING

All Group employees were provided with online training when operations resumed following the first lockdown, specially designed and coordinated by the Group's training centre, the CFPC. Because this training was so recent, it was felt to be both necessary and sufficient the second time the Group's establishments reopened.

17.10.6 • FOR CUSTOMERS

Customer health and safety is also one of our top priorities. Protocols were therefore put in place in the form of fact sheets covering all business sectors, sometimes alongside and in addition to measures put in place for employees.

General measures included mandatory mask-wearing, provision of hand sanitiser, and the reorganisation of space and foot traffic flows to facilitate social distancing.

As with measures applicable to employees, the approach adopted covered even the smallest operational details.

17.10.7 • GAMING ROOMS

We introduced governing public health restrictions and the reorganisation of gaming rooms. To ensure social distancing, in most cases spaces were adapted to make them larger. Although no longer a regulatory requirement, Perspex screens were installed at all fixed points of contact between employees and customers to provide additional protection.

The protocol issued by the Group's professional union on 5 May 2020 and constantly updated since, was once again strictly implemented and remains in force at the time of writing.

As regards its catering and hotel businesses, Groupe Partouche strictly abides by the protocols issued by the hotel, café and restaurant industry.

17.11 • BEING ENVIRONMENTALLY AWARE

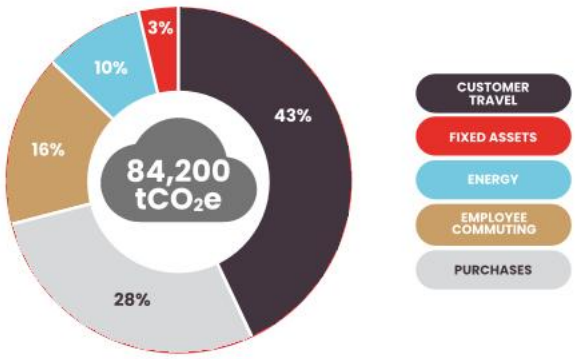
The impact of climate change is already visible. For example, sea levels are rising, extreme natural phenomena are occurring with increasing frequency and migration is increasing. Every country in the world is affected. The fight against climate change is a challenge affecting everyone: States, organisations, businesses, citizens, and so on.

Partouche and its subsidiaries do not have an internal environmental management department or specific employee training in this regard. Nevertheless, the Group remains vigilant with regard to environmental issues and is conscious that it has a role to play, in particular by reducing its carbon footprint. A number of actions have been taken, for example to prevent food waste, optimise water consumption, process waste and raise awareness of biodiversity issues.

17.11.1 • REDUCING GREENHOUSE GAS (GHG) EMISSIONS

Human activity results in increased greenhouse gas emissions and exacerbates climate change. We need to measure and know about the greenhouse gases relating to our business activities in order to be able to come up with and implement a strategy to reduce these emissions.

The Group has opted to measure its carbon footprint in financial year 2019, for which a full year's worth of data is available, as the basis for a strategy for reducing its emissions in financial year 2022.



Visitor travel accounts for 36,300 tCO_2eq, making it the number one source of emissions, accounting for almost half of all GHG emissions.

The number two source of emissions is purchases, accounting for 23,600 tCO_2eq or 28% of total emissions.

Most employee commuting is car-based, accounting for 13,400 tCO_2eq or 16% of the Group's total emissions

Energy accounts for 8,843 tCO_2eq or 10% of total emissions. Fossil fuels (mainly gas) account for 28.7% of energy consumed and 60% of all emissions. This is because electricity generation in France produces little in the way of greenhouse gas emissions.

The final two sources of emissions, fixed assets and business travel, account for 2,460 tCO_2eq and 45 tCO_2eq of emissions respectively.

Every year, thanks to our collaboration with certain partners responsible for the collection and recovery of waste, we have reached the following indicators. For 2021, our suppliers provided us with the following information about greenhouse gases:

269.60 KG CO_2 EQ. FOR PAPER (2 SUBSIDIARIES CONCERNED)

0.46 KG CO_2 EQ. FOR PLASTIC BOTTLES (1 SUBSIDIARY CONCERNED)

0.46 KG CO_2 EQ. FOR PLASTIC CUPS (1 SUBSIDIARY CONCERNED)

2.48 KG CO_2 EQ. FOR BATTERIES(1 SUBSIDIARY CONCERNED)

17.11.2 • ENERGY

At present, most of our power comes from fossil fuels. These resources are limited in time and have an impact on the climate. This power is essential to our business, to ensure the smooth running of our gaming rooms, restaurants, hotels, offices, etc.

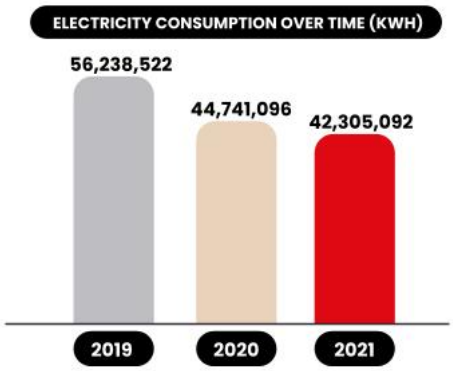
Developing good management practices as well as measures to reduce consumption enables us to make savings and reduce our impact on the environment.

To manage its consumption, the Group has opted to install a digital energy management system that will help map the overall performance of its property portfolio, analyse consumption over time, undertake detailed analysis of sites where consumption is highest and recommend actions. At the time of writing, this solution is in the process of being configured.

Signage for our hotel guests, LED bulbs and factsheets about environmentally friendly practices are also provided at most subsidiaries.

42,305,092 KW OF ELECTRICITY CONSUMED IN THE FINANCIAL YEAR

TARGET: CUT ELECTRICITY CONSUMPTION BY 30% BETWEEN 2019 AND 2025



Electricity consumption was not consistent with previous years. Consumption declined as establishments closed their doors during lockdowns resulting from the public health crisis.

Some subsidiaries use gas. Data on gas consumption cannot currently be disclosed since the indicator is under development.

17.11.3 • OPTIMISING WATER CONSUMPTION

Water is an essential resource for our planet. It is not unlimited. In order to combat climate change, it is necessary to protect water resources by controlling the quantity used and limiting water pollution so that we do not increase the risk of a shortage.

Significant water consumption at Group sites, notably golf courses and green spaces, could give rise to a risk of excessive resource consumption or even overconsumption in water stressed areas, resulting in resource depletion. As a result, the Group ensures that it controls the quantity of water it consumes.

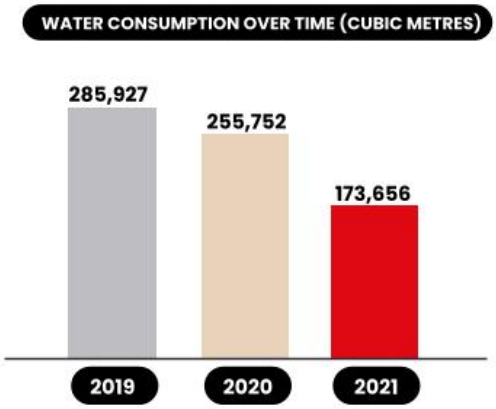
Measures to reduce water consumption have been implemented, such as pushbutton taps, factsheets about environmentally friendly practices for our employees and signage for our customers.

Groupe Partouche companies operate service businesses that involve no industrial or chemical transformation processes. That being the case, they do not generate any significant discharges into water that would seriously endanger the environment.

All of the water evacuated is directly channelled into a sewerage network operated by the company's regional authority.

173,656 M^3 OF WATER CONSUMED

TARGET: CUT WATER CONSUMPTION BY 30% BETWEEN 2019 AND 2025



Water consumption is not comparable with previous years. Consumption declined in 2020 as establishments closed their doors during lockdowns resulting from the public health crisis.

17.11.4 • WASTE RECYCLING

All companies are responsible for the waste they produce or possess. Sorting and recycling seven types of waste became mandatory on 17 July 2021, in accordance with Decree 2021-950 of 16 July 2021. Failure to comply with statutory regulations is a sanctionable offence likely to result in a fine.

In addition to meeting regulatory requirements, taking action on waste management is a way for companies to reduce their environmental impact by either reducing their primary consumption or recycling waste.

As the Group has a large catering business, raw materials consumed consist mainly of products purchased for catering purposes. To prevent unsold food and wasted meals, the Group introduced a strict purchasing policy under which all meals are calibrated on the basis of a detailed technical specification that quantifies the exact amounts of products needed. Our subsidiaries also offer a doggy bag to any customers who want one.

To introduce strict waste management and propose a range of tailored sorting systems to improve the sorting rate at each establishment, the Group appointed a specialist provider to audit all establishments.

This audit included checking compliance with regulations and anticipating future regulations as well as reviewing waste flow, assessing environmental practices and identifying areas for improvement.

All establishments located in France were audited during the financial year.

Of our sites, 51% are in line with the "7 flows" decree concerning waste sorting by professionals.

Ten subsidiaries have introduced biowaste processing either by composting or by sending it to an appropriate processing facility.

Cooking oil is recycled at all our French subsidiaries.

At the time of writing, the provider chosen to assist us with this implementation is analysing all the contracts and issuing an invitation to tender in order to recommend the most suitable providers for each site. This effort to bring all establishments into compliance will be paired with training to improve our practices, a detailed analysis of changes in each site's waste management over time and recommended actions.

2022 TARGETS: ALL SITES IN LINE WITH THE "7 FLOWS" DECREE

23,682 KG OF PAPER SORTED AND SENT TO AN APPROPRIATE PROCESSING FACILITY

132 KG OF PLASTIC BOTTLES SORTED AND SENT TO AN APPROPRIATE PROCESSING FACILITY

178 KG OF INK CARTRIDGES SORTED AND SENT TO AN APPROPRIATE PROCESSING FACILITY

39 KG OF PLASTIC CUPS SORTED AND SENT TO AN APPROPRIATE PROCESSING FACILITY

19 KG OF METALLIC CANS SORTED AND SENT TO AN APPROPRIATE PROCESSING FACILITY

36 KG OF BATTERIES SORTED AND SENT TO AN APPROPRIATE PROCESSING FACILITY

70 KG OF WASTE ELECTRICAL AND ELECTRONIC EQUIPMENT (WEEE) SORTED AND SENT TO AN APPROPRIATE PROCESSING FACILITY

17.11.5 • BIODIVERSITY

Biodiversity represents all living things on our planet. It includes:

- Species diversity;
- Individual diversity;
- Ecosystem diversity (land, ocean and water ecosystems and the complex ecological systems to which they belong).

It is the source of many goods and services, such as food, oxygen, raw materials, pollination and preventing floods and erosion, used by humans in their daily activities. Nature's various contributions to humans are also called ecosystem services.

The Intergovernmental Science-Policy Platform on Biodiversity and Ecosystem Services (IPBES) has

identified 18 ecosystem services contributed to humans by nature. Of these 18, 14 are in decline.

For a number of years, the Group has included its subsidiaries in an information and awareness initiative called "Solivert". This is a socially responsible and green initiative to raise awareness about protecting biodiversity in collaboration with the local community in cities where casinos are located through efforts such as beach cleaning, discovery hikes and litter pickups, walks with naturalists and building nest boxes. The locations are chosen with each city so that they have the most impact.

Five subsidiaries have implemented this positive initiative which calls on customer and employee volunteers as well as residents in the area. Other planned activities had to be cancelled because of the public health crisis, and the target of involving all subsidiaries in a Solivert initiative could not be reached. This target will be maintained for the next financial year.

2022 TARGET: 100% OF SUBSIDIARIES INVOLVED IN A SOLIVERT INITIATIVE

Some subsidiaries, such as Casino de Dieppe, Domaine de Forges, Domaine de Divonne, Casino d'Evaux-les-Bains, Casino de Plombières, Casino de Gréoux-les-Bains, Hôtel Cosmos and Appolonia, wanted to promote the importance of protecting biodiversity within their establishments by installing beehives, an aquaponic greenhouse, a vegetable garden, a green wall or a botanical trail.

Aware of the critical role it plays in preserving biodiversity and the potential effects of its businesses on biodiversity, Groupe Partouche decided to carry out a biodiversity assessment as a basis for a biodiversity strategy.

In France, this assessment was completed in four phases:

- Identifying biodiversity issues;
- Carrying out a competitor benchmarking study;
- Evaluating issues;
- Issue ranking.

The entire process was overseen by the Group CSR department, supported by an outside firm.

During the first phase, Groupe Partouche identified its impact on biodiversity and how it is impacted by biodiversity using the following methods:

- Compiling a preliminary list of issues using ENCORE;
- Identifying the impact of each business segment;
- Identifying the impact on each business segment;
- Developing and adapting the list of issues through interviews with employees.

The next phase involved carrying out a benchmarking study covering all of the Group's core businesses to establish the positioning of its competitors on the subject of biodiversity.

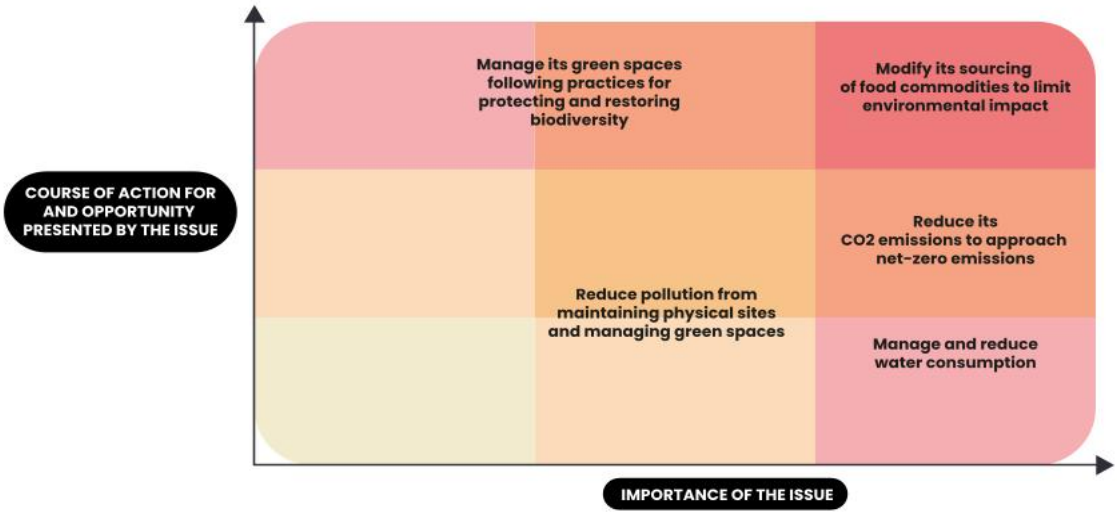
The third phase aimed to rank and further develop the issues identified previously by drawing on:

- A reminder of the growing requirements for public policies relating to protecting biodiversity;
- An analysis of the increasing pressure from the general public concerning biodiversity;
- A reminder of the materiality matrix's analysis on environmental subjects.

The issues were identified then ranked based on their location on the value chain and their perceived importance through:

- An assessment of the issue with respect to associated risks;
- An assessment of the issue's importance with respect to its location on the value chain.

The results of this survey formed the basis of the following materiality matrix :



This matrix is the basis for preparing a biodiversity strategy and its corresponding action plan, which will be introduced in the next financial year.

17.11.6 • ADDITIONAL INFORMATIONN

None of Groupe Partouche's current establishments had to establish provisions or grant guarantees for environmental risks during the financial year.

No indemnities pursuant to a legal decision pertaining to environmental issues were paid during the financial year.

17.12 • HAVING A POSITIVE LOCAL IMPACT

17.12.1 • DEVELOPING LOCAL PURCHASING

In the regions in which we operate, local purchasing allows us to contribute to wealth produced, develop jobs and contribute to the region's economic development. This also allows us to reduce our environmental impact due to transportation in particular.

Within the Group, each subsidiary is responsible for its own purchasing. As the Group's key professional specialities do not lend themselves to this practice, subcontracting is still only used on a relatively small scale.

Our purchasing policy forbids purchasers from accepting personal gifts from suppliers.

In order to guarantee both our independence and our desire to maintain the closest possible business relationships with our establishments, Groupe Partouche subsidiaries use nationally recognised suppliers and suppliers with a local presence.

Amid the ongoing pandemic, the Group has continued to pay its suppliers within an average of one month.

At present, the only reliable indicators in terms of purchasing are:

- The number of suppliers;
- The number of subcontractors;
- The average supplier payment time;
- The number of legal disputes with our suppliers.

New local purchasing indicators were tested during the financial year but are not yet sufficiently reliable or controlled to be disclosed.

BREAKDOWN OF SUBSIDIARIES BY NUMBER OF SUPPLIERS USED:

FEWER THAN 100 SUPPLIERS: 41%
100 TO 200 SUPPLIERS: 27%
200 TO 300 SUPPLIERS: 20%
MORE THAN 300 SUPPLIERS: 12%

BREAKDOWN OF SUBSIDIARIES BY NUMBER OF SUBCONTRACTORS USED:

NO SUBCONTRACTOR: 42%
1 TO 5 SUBCONTRACTORS: 26%
6 TO 10 SUBCONTRACTORS: 23%
11 TO 15 SUBCONTRACTORS: 6%
MORE THAN 15 SUBCONTRACTORS: 3%

AVERAGE SUPPLIER PAYMENT TIME: 1 MONTH

8 LEGAL DISPUTES WITH SUPPLIERS DURING THE FINANCIAL YEAR

17.12.2 • ECONOMIC AND SOCIAL CONTRIBUTION; SUPPORTING CULTURAL LIFE

The Group has always wanted to contribute to the development of the regions in which its subsidiaries are based by:

- developing local employment through actions that promote professional integration;
- providing support for patronage schemes and charities;
- providing customers with tools and resources to help them better understand activities in their region.

Examples abound, notably in the realm of sports and live shows. Groupe Partouche SA is widely recognised for its beneficial impact on the social and economic fabric of local communities.

574 CONTRACTS WERE ENTERED INTO WITH EMPLOYEES LIVING WITHIN 50 KM OF THEIR PLACE OF WORK

€274,210 SPENT ON PATRONAGE

€955,869 SPENT ON SPONSORSHIP

17.13 • TABLE OF INDICATORS

The indicators presented above are summarised in the following table:

INDICATORS	2019	2020	2021
RECOGNISING AND SUPPORTING EMPLOYEES			
WORKFORCE	**4 184**	**4 068**	**3 906**
% men	60,88 %	61,65 %	59,40 %
% women	39,12 %	38,35 %	40,60 %
BREAKDOWN OF WORKFORCE BY AGE			
Under 25	15 %	14 %	15 %
25 to 34 years old	25 %	26 %	26 %
35 to 44 years old	25 %	26 %	25 %
45 to 54 years old	25 %	24 %	23 %
55 and over	10 %	10 %	11 %
BREAKDOWN OF WORKFORCE BY SOCIO-PROFESSIONAL CATEGORY			
Manual workers	131	110	98
Other employees	2 964	2 853	2 7226
Supervisors and technicians	270	279	277
Executives	819	825	805
PAYROLL			
Total payroll (€m)	173,67 M€	135,33 M€	104,00 M€
Employee profit-sharing (€m)	3,26 M€	1,29 M€	0,13 M€
CHANGES IN THE WORKFORCE			
Number of permanent contracts entered into	1 017	683	500
Number of redundancies and dismissals	187	141	100
Number of resignations in the financial year	481	271	312
Number of employees leaving the Group for other reasons	-	347	301
Employee turnover	23,39 %	17,23 %	14,31 %
Part-time employees	4,27 %	4,37 %	4,45 %
Absence rate	6,81 %	7,45 %	7,39 %
DEVELOPING HUMAN CAPITAL			
Number of hours' training	31 607 h	23 608 h	12 519 h
Number of employees undergoing training	1 462	3 405	1 367
Number of work-linked training contracts	123	87	99
Amount spent on training (€)	869 854 €	746 689 €	382 652 €
DIVERSITY			
Percentage of management positions filled by women	-	-	31 %
Number of incidents of discrimination	0	0	0

INDICATORS	2019	2020	2021
HEALTH AND SAFETY			
Occupational accident frequency rate	23,17	23,17	13,76
Number of occupational accidents reported	174	119	70
Number of occupational illnesses	9	3	7
Number of workplace health and safety agreements in force	8	7	6
LABOUR-MANAGEMENT RELATIONS			
Number of Works Councils	25	39	40
Number of company-wide agreements entered into in the financial year	30	46	28
BEING ENVIRONMENTALLY AWARE			
ENERGY			
Electricity consumption (kW)	56,238,522 KW	44 ,741,096 KW	42,305,092 KW
WATER			
Water consumption (m^3)	285,927 m_3	255,752 m_3	173,656 m_3
SITES IN LINE WITH THE "7 FLOWS" DECREE			
Sites in line with the "7 flows" decree	-	-	51 %
WASTE RECYCLED AND SENT TO APPROPRIATE PROCESSING FACILITIES (KG)			
Paper	81,889 kg	14,626 kg	23,682 kg
Plastic bottles	41,016 kg	3,716 kg	132 kg
Plastic cups	151 kg	271 kg	39 kg
Ink cartridges	301 kg	342 kg	178 kg
Metallic cans	92 kg	158 kg	19 kg
Batteries	34 kg	122 kg	36 kg
WEEE	-	262 kg	70 kg
GREENHOUSE GASES (KG CO2 EQ.)			
Paper	8,823 eq. CO2 Kg	4,413 eq. CO2 Kg	270 eq. CO2 Kg
Plastic bottles	735 eq. CO2 Kg	37 eq. CO2 Kg	-
Plastic cups	345 eq. CO2 Kg	525 eq. CO2 Kg	-
Ink cartridges	-	-	-
Metallic cans	500 eq. CO2 Kg	3 eq. CO2 Kg	-
Batteries	-	4 eq. CO2 Kg	2 eq. CO2 Kg
WEEE	-	26 eq. CO2 Kg	-

INDICATORS	2019	2020	2021
HAVING A POSITIVE LOCAL IMPACT			
BREAKDOWN OF SUBSIDIARIES BY NUMBER OF SUPPLIERS USED			
Fewer than 100 suppliers	29 %	36 %	41 %
100 to 200 suppliers	19 %	19 %	27 %
200 to 300 suppliers	28 %	26 %	20 %
More than 300 suppliers	24 %	19 %	12 %
BREAKDOWN OF SUBSIDIARIES BY NUMBER OF SUBCONTRACTORS USED			
no subcontractor	33 %	38 %	42 %
1-5 subcontractors	26 %	25 %	26 %
6 to 10 subcontractors	31 %	23 %	23 %
11 to 15 subcontractors	7 %	9 %	6 %
More than 15 subcontractors	3 %	5 %	3 %
SUPPLIER PAYMENT			
Average supplier payment time	1 month	1 month	1 month
SUPPLIER DISPUTES			
Number of supplier disputes	12	11	8
ECONOMIC AND SOCIAL CONTRIBUTION			
Number of contracts entered into with employees living within 50 km of their place of work	688	547	574
Amount spent on patronage (€)	311 957 €	180 183 €	274210 €
Amount spent on sponsorship (€)	1 135 301 €	944 866 €	955 869 €

17.14 • 2021 BUSINESS REPORTING IN REGARD TO THE EUROPEAN GREEN TAXONOMY

The European green taxonomy refers to Regulation (EU) 2020/852 of 18 June 2020, which establishes a classification of activities to promote sustainable investment in activities that contribute to the European ecological transition. To this end, the European Commission identified a list of key activities and technical criteria associated with each one to establish a common language for sustainability as a concept.

This regulation requires non-financial companies to publish the portion of their sales, capital expenditure and operating expenditure that substantially contributes to one of the six environmental objectives: climate change mitigation, climate change adaptation, sustainable use and protection of water and marine resources, transition to a circular economy, pollution prevention and control, and protection and restoration of biodiversity and ecosystems.

More lenient provisions were laid down for the first year of its application, 2021. Companies must disclose the portion of their activities considered eligible, i.e. those classified in the European taxonomy. Furthermore, only those activities that contribute to the first two climate objectives were defined.

Starting in the 2022 financial year, companies will be required to publish the portion of their sales, capital expenditure and operating expenditure identified as sustainable, i.e. respecting one or more of the following technical criteria for each eligible activity: making a

substantial contribution to achieving one of the six environmental objectives, doing no significant harm to the other five environmental objectives and complying with minimum social safeguards.

Groupe Partouche primarily develops its main business, operating casinos and hotels. Although it has committed to the ecological transition in its activities, its main economic activities were not prioritised by the European Commission (covering segments on Scope 1 and 2 GHG emissions) and are only briefly described in the first delegated acts.

The following financial information is from the consolidated financial statements of 31 October 2021. Turnover and capital expenditure may be cross-referenced with the consolidated financial statements. The companies over which the Group exercises joint control or a significant influence are excluded from the calculation of the ratios defined by the Article 8 delegated act of the Taxonomy Regulation (Regulation (EU) 2021/2178 of the Commission on 6 July 2021).

17.14.1 • TURNOVER

The eligible portion of Groupe Partouche's turnover for 2021 proved to be non-material and altogether marginal with respect to the Group's total consolidated turnover of €255,698k.

Furthermore, Groupe Partouche operates entertainment activities, but as they are exclusively for entertainment purposes, they are not considered eligible activities as identified in the delegated act on climate change adaptation, which aim to increase resilience to physical climate risks or contribute to people's efforts towards climate change adaptation.

17.14.2 • CAPITAL EXPENDITURE AND OPERATING EXPENDITURE

The European Taxonomy requires the presentation of expenses associated with an eligible activity or representing individual measures not associated with a commercial activity (in application of paragraphs 1.1.2.2 (c) and 1.1.3.2 (c) of Annex 1 to the Article 8 delegated act, for capital and operating expenditure, respectively). These individually eligible expenses relate to Groupe Partouche.

Groupe Partouche's eligible capital expenditure and operating expenditure relate primarily to expenses from building construction and renovation as well as installation, maintenance and repairs expenses for buildings and charging stations for electric vehicles.

The portion of Groupe Partouche's eligible capital expenditure for 2021 amounted to 26.6% of a total of €45,286k (see the Notes to the consolidated financial statements, Section 20.2.1, Note 6.4) and primarily covered activities related to building renovations and associated expenses, promoting energy efficiency and the installation and maintenance of charging stations for electric vehicles. The Group is also developing other activities that aim to become more material over the coming years, for example the installation of solar panels.

The operating expenditure taken into account is defined as direct, non-capital costs and includes research and development expenses, building renovation costs, maintenance and repair costs, leases recognised in the income statement and all other expenses related to day-to-day asset maintenance.

The portion of Groupe Partouche's eligible operating expenditure for 2021 was not material, amounting to less than 2.5%.

17.14.3 • MATERIALITY

The Taxonomy Regulation introduced materiality into the determination of operating expenditure. Groupe Partouche also introduced materiality into the calculation of indicators related to sales and capital expenditure, while carefully ensuring no material impact on these indicators.

17.15 • REPORT BY THE INDEPENDENT THIRD PARTY ON LABOUR, ENVIRONMENTAL AND SOCIAL INFORMATION INCLUDED IN THE MANAGEMENT REPORT

To the Shareholders,

As an independent third party accredited by Cofrac under number 3-1800 (details of the scope of this accreditation can be found at www.cofrac.fr), we hereby present our audit opinion on the statement of non-financial performance for the financial year ended 31 October 2021, set out in the management report, pursuant to the provisions of Article L.225-102-1 of the French Commercial Code, Ordinance No. 2017-1180 of 19 July 2017 and the decree of 13 May 2013 setting out the means by which the independent third party conducts its assignment.

• RESPONSIBILITY OF THE COMPANY

The Company is responsible for drawing up a management report including the environmental, workforce-related and social information required under Article R. 225-105-1 of the French Commercial Code, prepared in accordance with all labour, environmental and social reporting protocols used by the Company (hereinafter the "Guidelines"), a summary of which is included in the management report.

• INDEPENDENCE AND QUALITY CONTROL

Our independence is defined by regulations and the industry's code of ethics, inserted into the Decree 2012-

432 of 30 March 2012. Furthermore, we have put in place a quality control system in accordance with ISO 17029 that includes documented policies and procedures aimed at ensuring that we comply with ethical rules and all applicable legislation and regulations.

The full methodology used is set out in the statement of non-financial performance and is also available to customers upon request.

• RESPONSIBILITY OF THE CHARTERED ACCOUNTANT (*EXPERT COMPTABLE*) APPOINTED AS INDEPENDENT THIRD PARTY

It is our responsibility, on the basis of our work, to express an audit opinion that:

- Confirm that the requisite information is included in the management report or, if not, that an explanation is given in accordance with Article R. 225-105 of the French Commercial Code (confirmation of inclusion of the information);
- Express a conclusion of moderate assurance that the environmental, workforce-related and social information taken as a whole is, in all material respects, presented truthfully in accordance with the Guidelines (reasoned opinion on the truthfulness of the information).

Our work was carried out by three people between 9 September 2021 and 4 January 2022.

We have carried out the work described below in accordance with the professional standards applicable in France and with the decree of 14 September 2018, amending the decree of 13 May 2013, setting out the means by which the independent third party conducts its assignment as well as with our internal programme relating to the verification of statements of non-financial performance. We spoke with 19 people.

CERTIFICATION OF COMPLIANCE OF THE STATEMENT OF NON-FINANCIAL PERFORMANCE

NATURE AND SCOPE OF THE WORK

For a compliance notice to be issued, the audit should check that the statement includes the following items:

- A description of the business model;
- A description of the key risks arising from the Company's business and, where applicable, from its business relationships, products and services;
- A description of policies and, where applicable, due diligence procedures implemented to prevent or mitigate the occurrence of the risks identified;
- The results of these policies and key performance indicators.

• CONCLUSION:

On the basis of our work, we have not identified any material misstatements liable to call into question the compliance of the statement of non-financial performance.

REASONED OPINION ON THE TRUTHFULNESS OF THE CSR INFORMATION PUBLISHED IN THE STATEMENT OF NON-FINANCIAL PERFORMANCE

NATURE AND SCOPE OF THE WORK

Our audit opinion relates to the period running from 1 November 2020 to 31 October 2021. For this notice to be issued, the audit should check that the statement includes the following items:

- A description of the business model;
- A description of the key risks arising from the Company's business and, where applicable, from its business relationships, products and services;
- A description of policies and, where applicable, due diligence procedures implemented to prevent or mitigate the occurrence of the risks identified;
- The results of these policies and key performance indicators.

We interviewed the individuals responsible for preparing/gathering the non-financial information from the departments responsible for information collection processes, so as to:

- Assess the Guidelines' appropriateness in terms of its relevance, completeness, reliability, neutrality and comprehensibility, taking into consideration sector best practice;
- Verify that a collection, compilation, processing and checking process is in place to ensure that the non-financial information is relevant and consistent, and familiarise ourselves with internal control and risk management procedures relating to the preparation of non-financial information.

We spoke with 19 people.

For the non-financial information we considered the most important:

- At parent company level, we consulted source documents and conducted interviews to corroborate qualitative information (organisational structure, policies and actions); analysed quantitative information and undertook sample-based checking of calculations and data consolidation; and checked that data was consistent with other information included in the statement of non-financial performance;
- At a representative sample of sites 1 selected based on how representative and relevant they were, we conducted interviews to check that procedures had been properly applied and carried

out detailed sample-based testing 2 to check calculations and reconcile data with supporting documents.

The statement was supported by historic data and information.

We determined the nature and scope of our controls and checks based on the nature and significance of the non-financial information given the Company's characteristics, the social and environmental issues arising from its business, its policy on sustainable development, and sector best practice.

The coverage rate of information tested was 22%.

For other non-financial information, we assessed its consistency against our knowledge of the Company.

Lastly, we assessed the relevance of explanations provided for the partial or complete absence of certain information.

Due to the use of sampling techniques and other limitations inherent in any information and internal control system, the risk of failing to detect a material misstatement in the non-financial information cannot be altogether eliminated.

• CONCLUSION:

On the basis of our work, we have not found any material misstatements liable to call into question the fact that non-financial information taken as a whole is, in all material respects, presented fairly and accurately.

Without calling into question the conclusion set out above, we offer the following observation:

• OBSERVATIONS :

- Some objectives for the water and biodiversity indicators were defined but no action plan was established to achieve them.
- For the third consecutive year, we noted several errors which demonstrate the incomplete nature of the data collection and consolidation procedures, with respect to the environment ("Water" indicator) and to labour ("Training hours" indicator).
- Policies and indicators for some significant issues *(local community links, responsible and local purchasing)* were not defined.

Paris, 7 January 2022

Name: Hervé Gbego

Position: Chairman

[1] *Subsidiaries selected for detailed testing were as follows: Berck, Meyrin, Le Touquet, Lyon Vert, Saint Galmier, Djerba, La Grande Motte and Vichy.*

[2] *Indicators selected for detailed testing were as follows:*

- Workforce indicators: number of hours' training, number of employees receiving training, price of training, gender equality index, diversity awareness programme, number of permanent contracts entered into, number of redundancies and dismissals and reason.

- Social indicators: contracts entered into with employees living within 50 km of their place of work, responsible and local purchasing, patronage/sponsorship policy and list of patronage/sponsorship actions with amounts, sustainable catering policy and list of associated actions, alerts and proven cases of corruption, alerts and proven causes of tax fraud.

- Environmental indicators: greenhouse gas review (Group level), electricity consumption, water consumption, quantity of plastic bottles in kilograms sorted and sent to an appropriate processing facility, and quantity of plastic cups in kilograms sorted and sent to an appropriate processing facility.

18

Main shareholders

18.1 • OWNERSHIP OF CAPITAL AND VOTING RIGHTS

The table below shows the breakdown of the Company's share capital and its theoretical and actual voting rights over the last three years :

MAIN SHAREHOLDERS	31/10/21			31/10/20			31/10/19		
	NUMBER OF SHARES HELD	% OF SHARE CAPITAL AND THEORETICAL VOTING RIGHTS	ACTUAL VOTING RIGHTS	NUMBER OF SHARES HELD	% OF SHARE CAPITAL AND THEORETICAL VOTING RIGHTS	ACTUAL VOTING RIGHTS	NUMBER OF SHARES HELD	% OF SHARE CAPITAL AND THEORETICAL VOTING RIGHTS	ACTUAL VOTING RIGHTS
Financière Partouche SA[1]	6 433 585	66,83 %	66,95 %	6 433 585	66,83 %	66,94 %	6 433 585	66,83 %	66,91 %
BCP[2]	1 277 020	13,26 %	13,29 %	1 277 020	13,26 %	13,29 %	1 277 020	13,26 %	13,28 %
Members of the Supervisory Board[3]	553 702	5,75 %	5,76 %	553 702	5,75 %	5,76 %	553 702	5,75 %	5,76 %
Executive Board members[3]	16 027	0,17 %	0,17 %	16 027	0,17 %	0,17 %	16 027	0,17 %	0,17 %
Treasury shares	17 510	0,18 %	-	16 753	0,17 %	-	12 351	0,13 %	-
Free float[4]	1 329 190	13,81 %	13,83 %	1 329 947	13,81 %	13,84 %	1 334 349	13,86%	13,88 %
TOTAL	**9 627 034**	**100,00 %**	**100,00 %**	**9 627 034**	**100,00 %**	**100,00 %**	**9 627 034**	**100,00 %**	**100,00 %**

1 Financière Partouche SA is a family holding company.
2 BCP holds 1,200,399 shares through FCPR France Private Equity III and 76,621 shares through Butler Capital Partners SA.
3 Detailed information on shareholding by members of the Supervisory and Executive Boards is provided in Section 18.2.1 of this Universal Registration Document.
4 As far as the Company is aware, there are no shareholders holding 5% or more of the share capital and voting rights, apart from Financière Partouche and BCP.

On 2 April 2013, Financière Partouche SA, the family holding company that holds 66.83% of the share capital of Groupe Partouche SA, requested and obtained the initiation of a Safeguard Procedure *(procédure de sauvegarde)* from the Valenciennes Commercial Court, a procedure designed to allow Financière Partouche to renegotiate its financial debt, under the protection of the Commercial Court. The Valenciennes Commercial Court, in its ruling of 30 June 2014, approved the Company's Safeguard Plan *(plan de sauvegarde)*. In its ruling of 19 September 2016, the Valenciennes Commercial Court, following agreements reached with bank creditor OCM Luxembourg (Oaktree) to settle its disputes with

Financière Partouche and Groupe Partouche, amended Financière Partouche's Safeguard Plan. Furthermore, due to the public health crisis and its economic consequences, the Valenciennes Commercial Court, in a ruling issued on 14 December 2020, granted Financière Partouche SA a 24-month extension of the length of the plan for each of the annuities coming due in addition to the three months granted previously, for a total delay of 27 months for each of the annuities coming due.

As a guarantee of payment and reimbursement of all amounts due by Financière Partouche to banks in respect of the loan contract dated 30 September 2005 and the memorandum of 31 October 2009, in principal, interest, commission, fees and other expenses, Financière Partouche pledged to banks the entirety of the shares that it held in Groupe Partouche. Under the terms of the Safeguard Plan for Financière Partouche described above, the pledge of securities given as guarantees remains in effect. The lifting of this condition is subject to the repayment of the loan.

At the request of Groupe Partouche and thanks to its new InvestorInsight system, Euroclear France carried out a survey on 29 October 2021 of intermediaries holding 11,000 or more shares. This survey identified a total of 312 shareholders in this category, representing 9.77% of the share capital. At the date of this survey, also taking into account shareholders holding registered shares, it was thus confirmed that the share capital of Groupe Partouche was held by more than 500 shareholders.

No securities are owned by employees under a share ownership plan.

18.2 • DIRECT OR INDIRECT INVESTMENTS OF GROUPE PARTOUCHE SENIOR EXECUTIVES AND COMPANY OFFICERS IN THE SHARE CAPITAL AT 31 OCTOBER 2021

18.2.1 • DIRECT AND INDIRECT INVESTMENTS

EXECUTIVE BOARD	DIRECT INVESTMENTS			INDIRECT INVESTMENTS	SHARE SUBSCRIPTION OR PURCHASE OPTIONS
	SHARES	PERCENTAGE		SHAREHOLDING VIA FINANCIÈRE PARTOUCHE*	
		CAPITAL	VOTING RIGHTS		
Fabrice Paire	376	0,00 %	0,00 %	0,00 %	None
Ari Sebag	5 682	0,06 %	0,06 %	11,13 %	None
Katy Zenou	9 969	0,10 %	0,10 %	7,72 %	None
Jean-François Largillière	-	0,00 %	0,00 %	0,00 %	None
TOTAL	**16 027**	**0,17 %**	**0,17 %**	**18,85 %**	**NONE**

** Financière Partouche owns 66.83% of the share capital of Groupe Partouche.*

SUPERVISORY BOARD	DIRECT INVESTMENTS			INDIRECT INVESTMENTSE	SHARE SUBSCRIPTION OR PURCHASE OPTIONS
	SHARES	PERCENTAGE		SHAREHOLDING VIA FINANCIÈRE PARTOUCHE*	
		CAPITAL	VOTING RIGHTS		
Patrick Partouche	44 964	0,47 %	0,47 %	15,99 %	None
Isidore Partouche	508 519	5,28 %	5,29 %	0,93 %	None
Salomé Partouche	5	0,00 %	0,00 %	0,00 %	None
Walter Butler	1	0,00 %	0,00 %	0,00 %	None
Véronique Masi Forneri	62	0,00 %	0,00 %	0,00 %	None
Daniel Cohen	150	0,00 %	0,00 %	0,00 %	None
Caroline Texier	1	0,00 %	0,00 %	0,00 %	None
TOTAL	**553 702**	**5,75 %**	**5,76 %**	**16,92 %**	**NONE**

** Financière Partouche owns 66.83% of the share capital of Groupe Partouche.*

18.2.2 • STOCK OPTIONS

None

18.3 • INVESTMENTS BY GROUPE PARTOUCHE EMPLOYEES IN THE SHARE CAPITAL

18.3.1 • INCENTIVE SCHEMES

No incentive schemes have as yet been put in place by Groupe Partouche SA.

18.3.2 • EMPLOYEE PROFIT-SHARING

Pursuant to the provisions of Article L.225-102 of the French Commercial Code, we hereby indicate that there was no employee profit-sharing scheme under the terms of a company savings plan at the balance sheet date, 31 October 2021.

18.3.3 • EMPLOYEE SHAREHOLDERS

None.

18.4 • DIFFERENT VOTING RIGHTS

Each issued and outstanding share in the Company is entitled to a single vote. There are no double voting rights and the main shareholders, Financière Partouche and BCP, do not have different voting rights.

Furthermore, at the Extraordinary Shareholders' Meeting of 15 January 2015, it was decided "not to confer double voting rights upon (i) fully paid-up Company shares which can be shown to have been held in registered form for at least two years in the name of the same shareholder, or (ii) registered Company shares allotted free of charge as part of a capital increase through the capitalisation of reserves, income or share issue premiums, to a shareholder".

18.5 • INFORMATION ON THE CONTROL OF THE COMPANY'S SHARE CAPITAL

On 29 April 2011, a shareholders' agreement was entered into by Financière Partouche, Patrick Partouche, Katy Zenou and Ari Sebag, as party of the first part, and BCP as the party of the second part, governing the relationship between these shareholders. This agreement constituted an action in concert. The main clauses in the aforementioned agreement stipulated, in particular, that BCP should hold:

- a maximum of two-sevenths of the seats on the Supervisory Board as long as Butler Capital Partners holds at least 5% of the Company's share capital;
- a veto right over major decisions (any decision taken by a majority of 80% of present or represented members including the favourable vote of the members of the Supervisory Board appointed upon BCP's proposal) concerning transactions with an impact on the share capital, debt, disposal of assets or investment expenditure, acquisition of assets and more specifically:
  - any financial debt owed to an entity which does not belong to Groupe Partouche or any new off balance sheet commitment increasing Groupe Partouche's commitments by over €3 million (non-cumulative threshold) compared with debt recorded in the consolidated financial statements at 31 October 2010;
  - any single disposal of assets greater than €3 million (non-cumulative threshold) not mentioned in Groupe Partouche's initial business plan concerning the period from 2011 to 2015;
  - any investment expenditure or acquisition of assets in a unit amount exceeding €3 million (non-cumulative threshold), apart from (i) an annual budget of €30 million provided for in the business plan and (ii) a cumulative budget over the duration of the initial business plan of €35 million covering specific investments or any project replacing them;
- an enhanced right to information;
- a right of inspection as regards any recruitment, appointment, dismissal or revocation of the members of Groupe Partouche's Executive Board, of which the only consequence could have been, at no cost for Financière Partouche, to release BCP from its lock-up commitment and its obligation under Financière Partouche's right of first offer;
- a liquidity clause in its favour, stipulating firstly that as of 29 April 2014, Financière Partouche would provide and ensure that Groupe Partouche and its senior executives provide all assistance required by BCP to enable the disposal of its investment and secondly that in the scope of this liquidity procedure and in any event, as of 29 April 2016, Ispar Holding (in place of Financière Partouche) guaranteed BCP a minimum price of €2 per Groupe Partouche share disposed of by BCP and therefore undertook to acquire from BCP the shares that BCP would have liked to dispose of at a price of €2 per share (within the limit of the shares

subscribed by BCP in the scope of the reserved capital increase of 29 April 2011).

The agreement also stated that:

- Financière Partouche agreed to hold on to at least 50.1% of Groupe Partouche's share capital for the entire term of the agreement;
- Financière Partouche and BCP agreed not to increase their respective shareholdings by more than five percentage points.

As the duration of the agreement may not exceed ten years, its effects ceased on 29 April 2021.

In accordance with applicable regulations, this shareholders' agreement was reported to the Autorité des Marchés Financiers, which ensured that it was officially announced as required.

No particular measure was taken with a view to ensuring that the control described above was not exercised in an abusive manner.

At present, Groupe Partouche and its controlling company Financière Partouche have a number of executives in common (see Section 14.1), namely:

- On the Executive Board of Groupe Partouche SA: Ari Sebag and Katy Zenou;
- On the Supervisory Board of Groupe Partouche SA: Isidore Partouche and Patrick Partouche.

At the date of this Universal Registration Document, Financière Partouche SA owned 6,433,585 shares, corresponding to 66.83% of the share capital, whereas FCPR France Private Equity III owned 1,200,399 shares and Butler Capital Partners owned 76,621 shares, together comprising 13.26% of the share capital.

18.6 • CONTROL OF FINANCIÈRE PARTOUCHE SA

Financière Partouche, which held 66.83% of the Company's share capital at the date of this Universal Registration Document, is a French public limited company ("Société Anonyme") with an Executive Board and a Supervisory Board, its share capital mainly owned by members of the Partouche family.

No single shareholder owns sufficient shares in Financière Partouche SA to control this company. Patrick Partouche, Ari Sebag and Katy Zenou (all three signatories of the shareholders' agreement described in Section 18.5) together held 52.14% of the capital of Financière Partouche SA at 31 October 2021.

18.7 • CHANGE OF CONTROL

To the best of our knowledge and subject to the information mentioned in Section 18.5 above, there are no other actions in concert or shareholders' agreements, nor does any clause of any agreement contain any preferential conditions governing the disposal or acquisition of Groupe Partouche shares.

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Related-party transactions

Please refer to Section 7.2 of this document for the organisational structure and Section 20.2.1: Note 15 "Related-party transactions" to the consolidated financial statements for further information.

Any partnerships with other companies are negotiated at arm's length.

The special report of the Statutory Auditors on regulated agreements and commitments is included below.

• SPECIAL REPORT OF THE STATUTORY AUDITORS ON REGULATED AGREEMENTS AND COMMITMENTS

SHAREHOLDERS' MEETING CONVENED TO APPROVE THE FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 OCTOBER 2021

To the shareholders of Groupe Partouche SA,

In our capacity as Statutory Auditors of your Company, we hereby report to you on regulated agreements.

We are required to inform you, on the basis of the information provided to us, of the principal terms and conditions, the reason for benefit for the Company of those agreements brought to our attention, or that we may have discovered in the course of our audit. We are not required to express an opinion on their usefulness and appropriateness or ascertain whether any other such agreements exist. It is your responsibility, in accordance with Article R. 225-58 of the French Commercial Code, to evaluate the benefits resulting from the conclusion of these agreements for the purpose of approving them.

Our role is also to provide you with the information stipulated in Article R.225-58 of the French Commercial Code relating to the implementation during the financial year under review of agreements previously approved by the Shareholders' Meeting.

We have carried out the procedures we considered necessary in accordance with the professional guidelines of the *Compagnie Nationale des Commissaires aux Comptes* (CNCC, the French national institute of statutory auditors) relating to this engagement. These procedures involved verifying that the information provided to us was consistent with its supporting documentation.

1 • AGREEMENTS SUBJECT TO THE APPROVAL OF THE SHAREHOLDERS' MEETING

Pursuant to the provisions of Article L.225-88 of the French Commercial Code, we have been advised of the following agreements, which were concluded during the financial year under review and had been previously authorised by your Supervisory Board.

AGREEMENTS AUTHORISED AND CONCLUDED DURING THE FINANCIAL YEAR UNDER REVIEW

1.1 • AGREEMENTS WITH SHAREHOLDERS

1.1.1 • Tacit renewal of the management consulting agreement with Shal & Co (a shareholder indirectly holding over 10% of the Company's voting rights)

On 28 December 2006, the Company entered into an agreement with Shal & Co SA for management consulting services in relation to some of the Group's casinos.

This agreement was amended for the first time on 28 December 2008.

A second amendment was authorised by the Supervisory Board at its meeting of 28 January 2020, to reflect changes in Groupe Partouche's locations and the Group's strategy. At its meeting of 10 March 2020, the Supervisory Board agreed the final wording of this amendment, specifying that the agreement had been renewed for two years, for 2019 and 2020, with the option of tacit renewal for subsequent periods of two years. This agreement was approved at the Shareholders' Meeting of 1 April 2020.

At its meeting of 9 March 2021, the Supervisory Board authorised the tacit renewal of the agreement for two years beginning on 1 January 2021.

During the financial year ended 31 October 2021, the operating expense recognised by the Company in respect of this agreement and its supplemental agreements stood at €447,000.

Persons concerned:

Hubert Benhamou, a senior executive of Shal & Co and an indirect shareholder in the Company.

Reason for its benefit for Groupe Partouche SA:

Continued management consulting services, provided by Shal & Co SA, in relation to some of the Group's casinos.

1.2 • AGREEMENTS WITH COMPANIES SHARING SENIOR EXECUTIVES

1.2.1 • Project to develop digital content with Atelier de Paname SAS

The Company entered into an agreement with Atelier de Paname SAS for developing digital content in connection with communications and influencing initiatives on social media.

This agreement was entered into for a fixed term of 12 months from 18 June 2021, expiring on 17 June 2022. According to the terms of the agreement, the period may be renewed, with the agreement of both parties, under conditions to be determined together.

As compensation for these services, the Company will pay Atelier de Paname SAS the total lump sum of €50,400 per year, excluding taxes, which corresponds to 63 working days.

At its meeting of 9 June 2021, the Supervisory Board approved this agreement.

In the financial year ended 31 October 2021, the operating expense recognised by the Company in respect of this project to develop digital content stood at €48,000 excluding taxes, in light of the volume of services completed during the year.

Persons concerned:

Salomé Partouche, Member of the Supervisory Board and Chairman of Atelier de Paname SAS.

Reason for its benefit for Groupe Partouche SA:

The Supervisory Board judged that the choice of Atelier de Paname SAS, chaired by Salomé Partouche, was justified by the Company's experience with and competence in the creation of digital content, and its knowledge of Groupe Partouche's activities.

2 • AGREEMENTS ALREADY APPROVED BY THE SHAREHOLDERS

AGREEMENTS APPROVED DURING PREVIOUS FINANCIAL YEARS

a) that remained in force during the financial year under review

In application of Article R.225-57 of the French Commercial Code, we have been informed that the agreements described below, which were approved by the Shareholders' Meeting in previous financial years, remained in force during the financial year.

2.1 • AGREEMENTS WITH SHAREHOLDERS

We have not been informed of any agreements falling into this category.

2.2 • AGREEMENTS WITH COMPANIES SHARING SENIOR EXECUTIVES

2.2.1 • Tax consolidation agreement

At its meeting of 28 January 2020, the Supervisory Board authorised the tacit renewal of the tax consolidation agreement; such renewal was approved at the Shareholders' Meeting of 1 April 2020.

This agreement is applied in accordance with Article 223 A of the French General Tax Code. It was renewed for a five-year period and expires on 31 October 2024.

For the financial year ended 31 October 2021, your Company recognised a net tax saving of €1,915,933 under this agreement.

2.2.2 • Sublease, covering the lease by Groupe Partouche SA of its registered office, entered into with the subsidiary Partouche Immobilier SASS

The Company entered into a sublease with its subsidiary Partouche Immobilier SAS for the lease of its registered office in the 17th arrondissement of Paris.

This sublease is for a 12-year period, in return for annual rent of €787,000 excluding service charges and excluding taxes.

In the financial year ended 31 October 2021, the operating expense recognised by the Company in respect of this agreement stood at €828,133, including rent, service charges and taxes.

Persons concerned:

Fabrice Paire, Chairman of the Executive Board.

2.2.3 • Activation of the return to profitability clause in respect of the Société du Grand Casino de Cabourg subsidiary

The return to profitability clause relating to the debt forgiveness agreement with Grand Casino de Cabourg was triggered in respect of an amount of €197,175 for the financial year ended 31 October 2021.

Consequently, the outstanding debt not triggering the return to profitability clause totalled €2,047,276 at this date.

Persons concerned:

Isidore Partouche and Ari Sebag.

2.3 • OTHER AGREEMENTS WITH SENIOR EXECUTIVES

2.3.1 • Security costs for Patrick Partouche

At its meeting of 12 June 2018, the Supervisory Board authorised Groupe Partouche SA to cover security and surveillance costs for Patrick Partouche's personal residence with effect from 1 July 2018.

In the financial year ended 31 October 2021, the operating expense recognised by the Company in respect of these security costs stood at €92,403 excluding taxes.

Persons concerned:

Patrick Partouche, Chairman of the Supervisory Board.

b) not giving rise to performance during the financial year under review

We have also been informed that the agreements listed below, which were approved by the Shareholders' Meeting in previous financial years, remained in force but did not give rise to any performance during the financial year. These agreements are as follows:

2.4 • AGREEMENTS WITH SHAREHOLDERS

2.4.1 • Cash pooling agreement with Financière Partouche SA (a shareholder holding over 10% of the Company's voting rights)

Financière Partouche SA was authorised to participate in the cash pooling agreement for Group companies with Groupe Partouche SA. Under this agreement, interest is charged on any loans and advances granted at 12-month Euribor rates plus 0.25%.

The Company's current account with Financière Partouche SA was repaid in full during the previous financial year, and no financial flow occurred between these two companies during the financial year ended 31 October 2021.

2.5 • AGREEMENTS WITH COMPANIES SHARING SENIOR EXECUTIVES

2.5.1 • Debt forgiveness agreements with return to profitability clauses relating to cash advances recorded in current accounts:

The terms and conditions of these agreements are as follows:

- with Grand Casino du Havre SA: return to profitability clause for a debt forgiveness in the amount of €18,503,867;
- with Casino de la Trinité: return to profitability clause for a debt forgiveness in the amount of €3,267,000;
- with Casino de la Tremblade: return to profitability clause for a debt forgiveness in the amount of €677,846;
- with Hôtel Cosmos SARL: return to profitability clause for a debt forgiveness in the amount of €3,516,140;

- with Partouche Interactive SA: return to profitability clause for a debt forgiveness in the amount of €12,000,000;
- with Société d'exploitation du Casino et d'Hôtels de Contrexéville SAS: return to profitability clause for a debt forgiveness in the amount of €550,000.

2.5.2 • Current account subordination agreement with SAS Casinos de Vichy "Les 4 Chemins", company undergoing liquidation

On 31 October 2012, a current account subordination agreement was entered into by your Company and Casinos de Vichy "Les 4 Chemins", 91.83% of which is indirectly held. This agreement remained in force until the court-ordered liquidation date of this subsidiary in February 2017, and since that date it is no longer in force.

Under this agreement, your Company forbade itself from claiming from its subsidiary the repayment of its claim as at 24 October 2012 (€15,106,491 excluding interest from 1 November 2011 to 24 October 2012) as long as liabilities towards third parties appear on its balance sheet, with the exception of disposals of equity securities or assets.

The aim of this agreement is to enable Casinos de Vichy "Les 4 Chemins" to consider said amount on its current account as a stable resource ("quasi-equity").

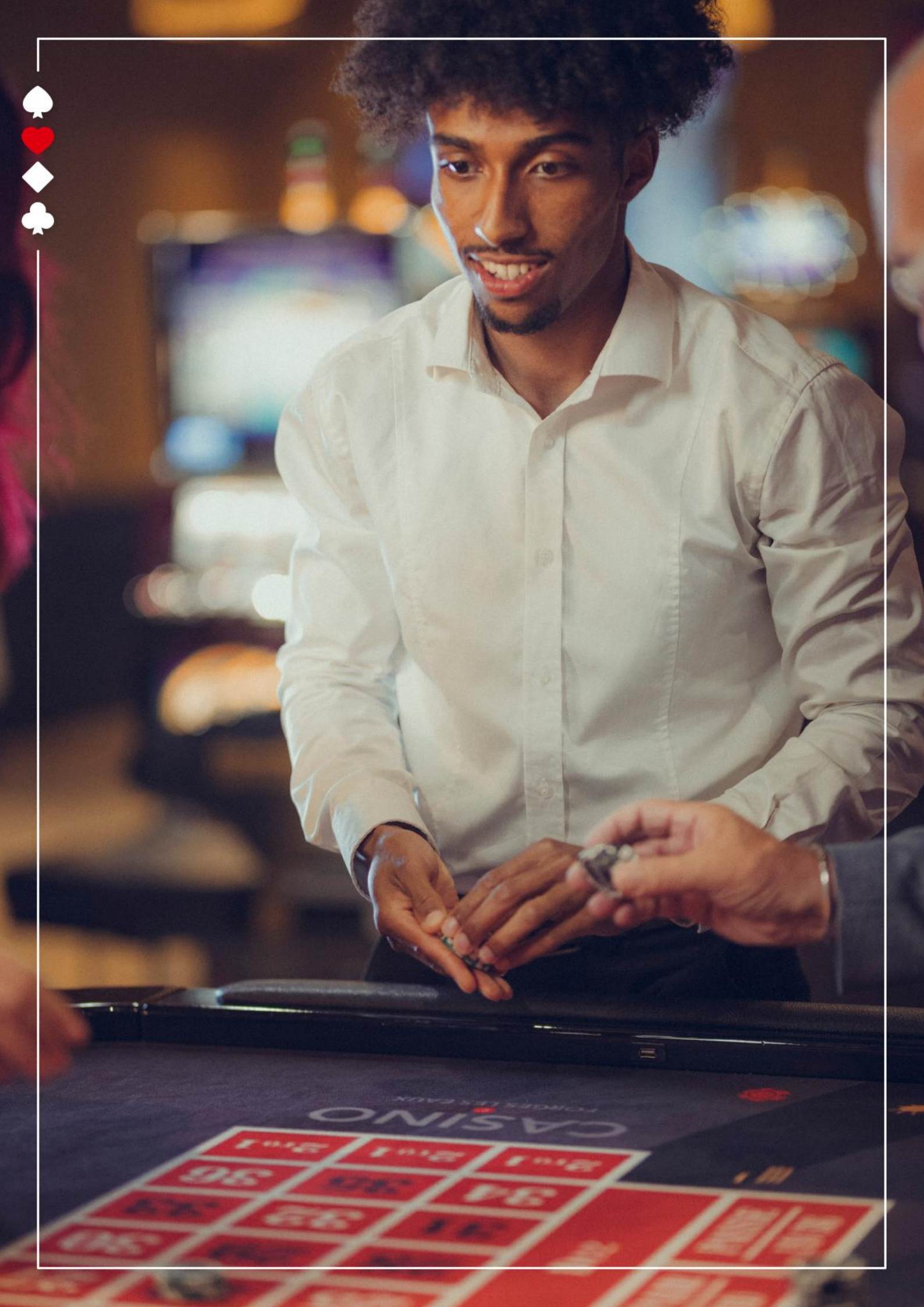
At 31 October 2021, the Company's current account advance to Casinos de Vichy "Les 4 Chemins" SAS stood at €18,328,883, unchanged from the previous financial year. Given the aforementioned subsidiary's situation, this receivable has been fully impaired.

2.6 • OTHER AGREEMENTS WITH SENIOR EXECUTIVES

We have not been informed of any agreements falling into this category.

Marseille and Paris, 16 February 2022

MCR Walter France	**France Audit Expertise**
Emmanuel MATHIEU	José DAVID


CASINO

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Financial information on the issuer's assets, financial position and performance

20.1 • HISTORIC FINANCIAL INFORMATION

Pursuant to Article 19 of Regulation (EU) 2017/1129, the following information is referenced in this document:

- the consolidated financial statements for the financial year ended 31 October 2019, prepared in accordance with IFRS/IAS as adopted by the European Union and the report of the Statutory Auditors on the consolidated financial statements for the financial year ended 31 October 2019, both of which are included in the Universal Registration Document of the Company, registered with the Autorité des Marchés Financiers on 24 February 2020 under No. D.20-0076, pages 127 et seq.;
- the consolidated financial statements for the financial year ended 31 October 2020, prepared in accordance with IFRS/IAS as adopted by the European Union and the report of the Statutory Auditors on the consolidated financial statements for the financial year ended 31 October 2020, both of which are included in the Universal Registration Document of the Company, registered with the Autorité des Marchés Financiers on 18 February 2021 under No. D.21-0061, pages 137 et seq.;
- the parent company financial statements for the financial year ended 31 October 2019 and the report of the Statutory Auditors on the parent company financial statements for the financial year ended 31 October 2019, both of which are included in the Universal Registration Document of the Company, registered with the Autorité des Marchés Financiers on 24 February 2020 under No. D.20-0076, pages 179 et seq.
- the parent company financial statements for the financial year ended 31 October 2020 and the report of the Statutory Auditors on the parent company financial statements for the financial year ended 31 October 2020, both of which are included in the Universal Registration Document of the Company, registered with the Autorité des Marchés Financiers on 18 February 2021 under No. D.21-0061, pages 197 et seq.

Both of the Reference Documents referred to above are available on the websites of the Company (www.partouche.com) and the Autorité des Marchés Financiers (www.amf-france.org).

20.2 • FINANCIAL STATEMENTS

20.2.1 • CONSOLIDATED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 OCTOBER 2021

• DETAILED CONTENTS OF THE CONSOLIDATED FINANCIAL STATEMENTS

CONSOLIDATED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 OCTOBER 2021

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

CONSOLIDATED FINANCIAL STATEMENTS - 31 OCTOBER 2021

CONSOLIDATED INCOME STATEMENT

CONSOLIDATED INCOME STATEMENT €000 - 31 OCTOBER (EXCEPT PER SHARE DATA)	NOTES	2021	2020	2019
TURNOVER	**4.2, 5.1**	**255 698**	**343 463**	**433 493**
Purchases and external expenses	5.3	(131 112)	(135 033)	(156 396)
Taxes and duties		(10 892)	(13 961)	(16 208)
Employee expenses	7.2	(104 165)	(136 615)	(176 830)
Depreciation, amortisation and impairment of fixed assets		(56 128)	(58 718)	(44 175)
Other current operating income and expenses	5.4	233	(7 449)	(6 508)
CURRENT OPERATING PROFIT (LOSS)	**4.3**	**(46 367)**	**(8 313)**	**33 377**
Other non-current operating income and expenses	5.4	19 435	55	(2 291)
Gain (loss) on the sale of consolidated investments	3.2	-	-	3 058
Impairment of non-current assets	6.1	(18 539)	(3 796)	(2 223)
NON-CURRENT OPERATING PROFIT (LOSS)		**896**	**(3 741)**	**(1 456)**
OPERATING PROFIT (LOSS)		**(45 471)**	**(12 054)**	**31 922**
FINANCIAL ITEMS	**9.4**	**(3 783)**	**(1 890)**	**82**
PROFIT (LOSS) BEFORE TAX		**(49 254)**	**(13 944)**	**32 003**
Corporate income tax	10.1	(6 591)	(1 188)	(6 676)
PROFIT (LOSS) AFTER TAX		**(55 845)**	**(15 132)**	**25 327**
Share in earnings of equity-accounted associates	5.7	(40)	(66)	(310)
TOTAL NET PROFIT		**(55 885)**	**(15 198)**	**25 017**
O/W GROUP SHARE		**(51 937)**	**(17 395)**	**18 635**
o/w Minority interests		(3 947)	2 196	6 381
Number of shares on which the earnings per share calculation is based		9 612 654	9 613 738	9 611 979
NET EARNINGS PER SHARE ATTRIBUTABLE TO THE GROUP		**(5)**	**(2)**	**2**
Diluted net earnings per share attributable to the Group		(5)	(2)	2
Dividend distributed per share		-	-	-

• STATEMENT OF COMPREHENSIVE INCOME

COMPREHENSIVE INCOME	2021	2020	2019
€000 AT 31 OCTOBER			
TOTAL NET PROFIT	**(55 885)**	**(15 198)**	**25 017**
Change in fair value of financial instruments net of tax (effective portion)	-	-	44
Other comprehensive income items (*)	(71)	606	794
OTHER COMPREHENSIVE INCOME ITEMS (THAT MAY BE RECYCLED SUBSEQUENTLY TO NET PROFIT	**(71)**	**606**	**838**
Remeasurements of the defined-benefit liability (IAS 19 (revised), impact net of tax	(314)	(706)	166
OTHER COMPREHENSIVE INCOME ITEMS (THAT WILL NOT BE RECYCLED SUBSEQUENTLY TO NET PROFIT)	**(314)**	**(706)**	**166**
TOTAL COMPREHENSIVE INCOME	**(56 270)**	**(15 298)**	**26 021**
Group share of comprehensive income	(52 346)	(17 682)	18 898
Minority interest share of comprehensive income	(3 924)	2 384	7 123

** Other comprehensive income items include changes in Group and non-Group translation reserves representing a negative impact of €139k and a positive impact of €69k respectively at 31 October 2021, and negative impacts of €229k and €377k respectively at 31 October 2020.*

• BALANCE SHEET AT 31 OCTOBER 2021 (NET AMOUNTS)

NET ASSETS €000 AT 31 OCTOBER	NOTES	2021	2020	2019
Intangible assets	6.3	4 180	4 930	4 605
Goodwill	6.1	203 200	228 099	230 280
Tangible fixed assets	6.4	313 937	343 404	296 691
Investments in equity-accounted associates	5.7	2 250	2 250	-
Other non-current financial assets	9.1	5 578	5 575	4 784
Deferred tax – Assets	10.2	1 865	2 791	2 208
Other non-current assets	12.1	7 309	8 026	7 131
TOTAL NON-CURRENT ASSETS		**538 320**	**595 075**	**545 699**
Inventories and semi-finished goods	5.5	5 992	9 214	9 188
Trade and other receivables	5.6	44 648	30 988	31 515
Corporate income tax receivables	10.1	1 296	1 722	1 291
Other current assets	12.1	12 822	12 241	13 218
Cash and cash equivalents	9.2	178 811	138 441	119 131
TOTAL CURRENT ASSETS		**243 569**	**192 606**	**174 344**
Assets held for sale	3.3	14 486	-	-
TOTAL NET ASSETS		**796 375**	**787 681**	**720 042**

LIABILITIES AND EQUITY €000 AT 31 OCTOBER	NOTES	2021	2020	2019
Share capital	11.1	192 541	192 541	192 541
Treasury shares	11.2	(497)	(481)	(386)
Share premium		9 411	9 411	9 411
Consolidated reserves	11.3	147 170	164 918	146 687
Translation reserve		1 195	1 335	1 105
Net profit (loss), Group share		(51 937)	(17 395)	18 635
GROUP EQUITY		**297 883**	**350 329**	**367 993**
MINORITY INTERESTS	**11.4**	**17 530**	**21 605**	**23 923**
TOTAL EQUITY		**315 413**	**371 933**	**391 916**
Non-current financial debt	9.3	245 364	214 851	138 707
Employee commitments, non-current portion	7.4	16 389	16 116	14 937
Other non-current provisions	8.1	4 014	4 083	4 096
Deferred tax – Liabilities	10.2	9 013	10 720	12 483
Other non-current liabilities	12.3	3 920	5 035	3 194
TOTAL NON-CURRENT LIABILITIES		**278 699**	**250 806**	**173 416**
Current financial debt	9.3	42 035	32 220	22 962
Employee commitments, current portion	7.4	307	217	109
Current provisions	8.1	3 046	2 330	2 553
Trade and other payables	12.2	118 072	93 252	93 990
Current tax liabilities	10.1	32 588	35 737	33 823
Other current liabilities	12.3	1 430	1 185	1 275
TOTAL CURRENT LIABILITIES		**197 479**	**164 941**	**154 710**
Held for sale liabilities	3.3	4 784	-	-
TOTAL LIABILITIES AND EQUITY		**796 375**	**787 681**	**720 042**

	2021	2020	2019
NUMBER OF SHARES IN CIRCULATION (EXCLUDING TREASURY SHARES)	9 609 524	9 610 281	9 614 683

The Notes to the consolidated financial statements are an integral part thereof.

• CONSOLIDATED CASH FLOW STATEMENT

€000 AT 31 OCTOBER	2021	2020	2019
TOTAL NET PROFIT	**(55 885)**	**(15 198)**	**25 017**
Adjustments:	0	0	0
Elimination of income from equity-accounted associates	40	66	310
Elimination of tax expense (income)	6 591	1 188	6 676
Elimination of depreciation, amortisation and provisions	75 699	61 840	46 610
Elimination of gains and losses on remeasurement to fair value	-	-	-
Elimination of gains and losses on asset disposals	252	40	(2 687)
Elimination of net interest expense (income)	4 830	4 441	2 676
Elimination of dividend income	(45)	(527)	(101)
Impact of the change in WCR	12 629	6 705	(752)
Interest paid	(4 437)	(4 140)	(3 843)
Tax paid	(2 162)	(5 058)	(1 422)
CASH FLOW FROM OPERATING ACTIVITIES	**37 513**	**49 357**	**72 483**
Acquisition of investment securities net of cash acquired	-	(2 991)	-
Disposal of consolidated companies, less cash sold	-	-	2 875
Impact of other changes in consolidation scope	-	-	-
Acquisition of intangible assets	(342)	(931)	(674)
Acquisition of tangible fixed assets	(33 656)	(35 071)	(55 143)
Acquisition of financial assets	(22)	55	-
Loans and advances granted	(317)	(1 141)	(313)
Disposal of intangible assets	-	-	-
Disposal of tangible fixed assets	3 632	362	1 854
Disposal of financial assets	-	-	-
Reimbursements received from loans	255	339	10 740
Interest received	26	30	1 265
Dividends received	45	527	101
CASH FLOW FROM (USED IN) INVESTING ACTIVITIES	**(30 378)**	**(38 821)**	**(39 294)**
Capital increase subscribed by minority interests	-	-	-
Net disposal of treasury shares	(16)	(95)	29
Loans issued	63 957	32 108	117 299
Bank loans reimbursed	(29 662)	(19 029)	(134 847)

€000 AT 31 OCTOBER	2021	2020	2019
Other financial debts reimbursed	(806)	(53)	(396)
Dividends paid to owners of the Group	-	-	-
Dividends paid to minority shareholders	(63)	(4 655)	(6 608)
CASH FLOW FROM (USED IN) FINANCING ACTIVITIES	**33 410**	**8 276**	**(24 523)**
Impact of foreign exchange rates	(288)	463	528
CHANGE IN CASH AND CASH EQUIVALENTS	**40 257**	**19 275**	**9 194**
Opening cash position	138 386	119 112	109 918
CLOSING CASH POSITION	**178 643**	**138 386**	**119 112**

The closing cash position of €178,643k plus "cash liabilities" (trésorerie passive), i.e. €168k, corresponds to the item "Cash and cash equivalents under assets", i.e. €178,811k.

The comments on the consolidated cash flow statement are presented in Note 13.

• CHANGES IN CONSOLIDATED SHAREHOLDERS' EQUITY

€000	CAPITAL	TREASURY SHARES	SHARE PREMIUM	CONSOLIDATED RESERVES AND NET PROFIT FOR THE YEAR	GROUP TRANSLATION RESERVE	GROUP EQUITY	MINORITY INTERESTS	TOTAL EQUITY
EQUITY AT 31 OCTOBER 2018	**192 541**	**(415)**	**9 411**	**146 738**	**793**	**349 068**	**22 859**	**371 926**
Net profit for 2019 financial year	-	-	-	18 635	-	18 635	6 381	25 017
Change in fair value of financial instruments net of tax (effective portion)	-	-	-	44	-	44	-	44
Remeasurements of the defined-benefit liability (IAS 19 (revised))	-	-	-	(94)	-	(94)	260	166
Other comprehensive income items	-	-	-	-	312	312	482	794
COMPREHENSIVE INCOME	**-**	**-**	**-**	**18 585**	**312**	**18 898**	**7 123**	**26 021**
Distribution of dividends	-	-	-	(3)	-	(3)	(6 057)	(6 060)
Other movements	-	29	-	1	-	30	(2)	29
EQUITY AT 31 OCTOBER 2019	**192 541**	**(386)**	**9 411**	**165 322**	**1 105**	**367 993**	**23 923**	**391 916**
Net profit for 2020 financial year	-	-	-	(17 395)	-	(17 395)	2 196	(15 198)
Change in fair value of financial instruments net of tax (effective portion)	-	-	-	-	-	-	-	-
Remeasurements of the defined-benefit liability (IAS 19 (revised))	-	-	-	(517)	-	(517)	(189)	(706)

€000	CAPITAL	TREASURY SHARES	SHARE PREMIUM	CONSOLIDATED RESERVES AND NET PROFIT FOR THE YEAR	GROUP TRANSLATION RESERVE	GROUP EQUITY	MINORITY INTERESTS	TOTAL EQUITY
Other comprehensive income items	-	-	-	-	229	229	377	606
COMPREHENSIVE INCOME	**-**	**-**	**-**	**(17 912)**	**229**	**(17 682)**	**2 384**	**(15 298)**
Distribution of dividends	-	-	-	-	-	-	(4 666)	(4 666)
Other movements	-	(95)	-	113	-	18	(36)	(18)
EQUITY AT 31 OCTOBER 2020	**192 541**	**(481)**	**9 411**	**147 524**	**1 335**	**350 329**	**21 605**	**371 933**
Net profit for 2021 financial year	-	-	-	(51 937)	-	(51 937)	(3 947)	(55 885)
Change in fair value of financial instruments net of tax (effective portion)	-	-	-	-	-	-	-	-
Remeasurements of the defined-benefit liability (IAS 19 (revised))	-	-	-	(269)	-	(269)	(45)	(314)
Other comprehensive income items	-	-	-	-	(139)	(139)	69	(71)
COMPREHENSIVE INCOME	**-**	**-**	**-**	**(52 206)**	**(139)**	**(52 346)**	**(3 924)**	**(56 270)**
Distribution of dividends	-	-	-	-	-	-	(52)	(52)
Other movements (including changes in scope of consolidation)	-	(16)	-	(85)	-	(100)	(99)	(199)
EQUITY AT 31 OCTOBER 2021	**192 541**	**(497)**	**9 411**	**95 233**	**1 195**	**297 883**	**17 530**	**315 413**

Comments on the changes in equity at 31 October 2021 are presented in Note 11.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTSS

The Notes to the consolidated financial statements are an integral part thereof.

NOTE 1. KEY EVENTS DURING THE FINANCIAL YEAR

COVID-19 HEALTH CRISIS

Financial year 2020-2021 was heavily impacted by the health crisis stemming from the Covid-19 pandemic, which forced the Group to shut down most of its operations over the first half of the financial year and for a short period afterward, due to the general measures taken by the French government in response to the pandemic. With some exceptions, this resulted in a total of about six and a half months of closures for the Group's casinos in financial year 2020-2021, as against a cumulative total of some three months of closures during the previous financial year. Furthermore, in both cases, opening hours and operating procedures were significantly disrupted by the ongoing health crisis and the related constraints.

Geographic breakdown of impacts

In France, all of the casinos had closed their doors before the end of the previous financial year, at midnight on 30 October 2020, and did not reopen until May, in accordance with a staggered schedule:

- On 19 May, casinos reopened nationwide uniquely for slot machines and electronic table games, with capacity limits (no more than 35% of the official capacity for each establishment), along with a curfew and outdoor seating only for restaurant service.
- The month of June saw a gradual easing of restrictions (reopening of table games, loosening followed by the elimination of capacity limits, lifting of curfews, authorisation of indoor seating for restaurant service, etc.).
- However, the introduction of the Covid pass kept patron numbers lower than usual: mandatory presentation of the pass from 9 June for entry at casinos with a maximum occupancy of more than 1,000 people, from 21 June at casinos with a maximum occupancy of more than 50 people, and then from 9 August at all casinos. Another factor was the end of free Covid-19 screening (PCR and antigenic tests) from 15 October 2021.

In Belgium, the Ostend casino closed on 28 October 2020 in the evening, only to reopen on 9 June 2021. Nevertheless, its online gaming and sports betting offerings remained available throughout the closure period and recorded significant growth. It should be noted that Groupe Partouche ceased its management of the Ostend casino with effect from the end of the business day on 28 July 2021 and of the casino's related online activities (online gaming and sports betting) with effect from 31 July 2021 at midnight.

In Switzerland, the Crans-Montana casino closed its doors once again on the evening of 21 October 2020, as did the Meyrin casino on the evening of 1 November 2020, only to reopen on 19 April 2021, without curfew, but in full compliance with public health measures. However, the Crans-Montana casino was able to welcome its patrons over the short period from 14 to 26 December 2020 inclusive, with reduced opening hours (from 10 a.m. to 10 p.m.). In addition, the new online games launched by the Meyrin casino began operations on 16 November 2020 and were accessible for the remainder of the financial year (launch phase). Finally, the Covid pass was introduced in this country on 13 September 2021.

Main measures taken by the Group in response to the health crisis

Groupe Partouche drew up a business resumption plan that strictly complied with government guidelines to safeguard the health and safety of its staff and customers.

Amid the ongoing health crisis in financial year 2020-2021, the Group's management continued to apply all the necessary measures implemented in the previous financial year to protect the Group's establishments and their staff, and to limit the unavoidable economic consequences of this crisis. In financial year 2020-2021, these measures included:

- a second government-backed loan (PGE) arranged in mid-April 2021 in the principal amount of €59.5m, supplementing the first such loan of €19.5m obtained in June 2020 (see Note 9.3 below for more information).
- use of furloughs as much as possible during each closure period affecting the various activities of the Group's establishments;
- use of government support measures put in place to help businesses affected by the health crisis, in particular support for fixed costs, temporary flexibility and exemptions for certain social security contributions, solidarity fund payments, etc.;

- provisional deferrals of certain payments owed to social security and tax authorities, and of remaining balances on gaming levies, as well as amounts payable to other parties, although the Group made every effort to protect its most vulnerable partners (local traders, artists, microbusinesses, etc.) so as not to endanger its economic and social ecosystem;
- postponements of some investments, decision not to distribute dividends.eports de certains investissements, absence de distributions de dividendes…

Given the measures described above and the Group's cash position and debt structure, set out in Note 9 below, the Group's cash levels were protected, ensuring its operations can continue in the current circumstances.

All of the financial key performance indicators in the consolidated financial statements for the financial years ended in 2020 and 2021 were impacted by the health crisis. However, in preparing to show the impact of crisis-related measures in its financial statements, the Group has used the "targeted" approach in the Notes to the financial statements and has not made any presentational changes to the financial statements, compared to the previous closing, in order to produce comparable financing information.

• SALE OF CRANS-MONTANA

On 18 October 2021, Groupe Partouche entered into an agreement to sell its entire 57% stake in Casino de Crans-Montana (Switzerland). This sale, which is subject to the approval of the Swiss Federal Gaming Commission (CFMJ), is expected to close in January 2022.

Under the terms of the Group's syndicated loan, the proceeds from the sale of the Crans-Montana casino may be used, in part, to reduce the Group's financial debt, or may be reinvested.

• TERMINATION OF THE MANAGEMENT OF THE OSTEND CASINO AND ITS RELATED ONLINE GAMING AND SPORTS BETTING ACTIVITIES

Groupe Partouche ceased its management of the Ostend casino with effect from the end of the business day on 28 July 2021 and of the casino's related online activities (online gaming and sports betting) with effect from 31 July 2021 at midnight. It is worth noting that the Group had consolidated current operating profit of €2.6m until 31 July 2021.

NOTE 2. ACCOUNTING POLICIES

In the following notes to the financial statements, the terms "Groupe Partouche" and "the Group" refer to the entire Group and its consolidated subsidiaries. "Groupe Partouche SA" refers to the parent company of Groupe Partouche.

Groupe Partouche SA is a *société anonyme* (limited company) governed by French law, subject to all of the texts governing commercial companies in France, particularly the French Commercial Code. It has its registered office at 141 bis rue de Saussure, in the 17th arrondissement of Paris, and has been listed on the Paris stock exchange since March 1995.

Groupe Partouche, the Company and its subsidiaries, are mainly organised around the casino, hospitality and online gaming businesses. The consolidated financial statements were approved for publication by the Executive Board of Groupe Partouche SA on 18 January 2021.

Pursuant to French legislation, the consolidated financial statements for the financial year ended 31 October 2021 will be subject to the approval of the shareholders of the Group at the Shareholders' Meeting convened for 7 April 2022.

In accordance with IAS 1 – Presentation of Financial Statements, the Group breaks out its assets and liabilities in the balance sheet into current and non-current. Items qualify as "current" if:

- the Group expects to realise the asset or settle the liability within 12 months or in its normal operating cycle,
- the assets and liabilities in question are held for the purpose of trading,

2.1. STANDARDS APPLIED

Pursuant to Regulation (EC) No. 1606/2002 of 19 July 2002, the financial statements of Groupe Partouche for the financial year ended 31 October 2021 have been prepared under International Financial Reporting Standards (IFRS) as adopted in the European Union.

The financial information was prepared for all the periods presented in compliance with the rules of measurement and recognition under IFRS.

IFRSs, as adopted by the European Union at 31 October 2021, are available under the IAS/IFRS and SIC-IFRIC interpretations adopted by the European Commission on the following website: https://ec.europa.eu/info/law.

2.1.1. IFRS/IFRIC STANDARDS AND INTERPRETATIONS (INTERNATIONAL FINANCIAL REPORTING INTERPRETATIONS COMMITTEE)

The accounting policies and valuation methods applied for preparing the consolidated financial statements are the same as those used at 31 October 2020, except for new EU-adopted standards and interpretations that came into force at the beginning of the financial year under review.

- **Standards and interpretations applied by the Group at 1 November 2020:**
  - Amendments to IAS 1 and IAS 8 "Definition of Material" (applicable at 1 November 2020);
  - Amendments to IAS 39, IFRS 7 and IFRS 9 – "Interest Rate Benchmark Reform" (applicable at 1 November 2020).
- **Standards and interpretations adopted or in the process of being adopted by the European Union and not applied early by the Group at 1 November 2020:**
  - Amendments to IAS 39, IFRS 4, IFRS 7, IFRS 9 and IFRS 16 – "Interest Rate Benchmark Reform – Phase 2".

2.2. ACCOUNTING JUDGMENTS AND ESTIMATES

2.2.1. PREPARATION PRINCIPLES

The consolidated financial statements are prepared on the basis of historical costs, with the exception of certain financial instruments which have been recorded since 1 November 2004, based on their fair value, namely:

- Derivative financial instruments;
- Available for sale financial assets.

Groupe Partouche closes its financial statements at 31 October. The subsidiaries that do not have a 31 October year-end prepare interim financial statements at that date.

Acquired subsidiaries are consolidated in the Group's financial statements as of the date of their acquisition, commencing on the most recent date of preparation of the most recent consolidated balance sheet.

Preparing the financial statements requires Groupe Partouche to perform estimates and make assumptions that may have an impact both on the amounts of assets, liabilities, income and expenses and on the information provided in the notes to the financial statements. The estimates and assumptions are made based on comparable historic data and other factors considered to be reasonable in view of the circumstances. They are therefore used as a basis to exercise judgment for the purpose of determining accounting values. The Group's management reviews these estimates and assumptions continually in order to ensure their pertinence with regard to the current economic environment. If such assumptions change, the items included in future financial statements may differ from current estimates. The impact of changes in accounting estimates is recognised during the period of the change and all subsequent affected periods.

The principal estimation bases applied by the Group are presented below and relate to:

- measurement in the balance sheet of tangible fixed assets, intangible assets and goodwill. The Group regularly reviews certain indicators which, where applicable, may lead to an impairment test.
- The determination by the Group of the recoverable amount of trade receivables. The Group uses an individual approach to risk and takes into account the analysis of receivables to assess the risk of expected losses, particularly in connection with the measurement of provisions for impairment of receivables.
- Determination of deferred tax and the level of recognition of deferred tax assets based on the principles described below. Management has established a tax recoverability plan enabling the amount of deferred tax assets that may be recognised in the Group's consolidated balance sheet to be estimated.
- Determination by the Group of the provision for retirement commitments and similar benefits and related expenses depends on the assumptions used in the actuarial provision calculation.
- Analysis of contingencies and legal claims, including the estimate of the probability of the outcomes of litigation in progress and future litigation, which are intrinsically dependant on necessarily uncertain future events.

The financial statements reflect management's best estimates, on the basis of the information available to them on the date that the financial statements are approved for publication.

NOTE 3. CONSOLIDATION SCOPE

3.1. ACCOUNTING POLICIES RELATED TO THE CONSOLIDATION SCOPE

3.1.1. CONSOLIDATION PRINCIPLES

• FULL CONSOLIDATION

Subsidiaries over which the Group has exclusive control, whether directly or indirectly, are fully consolidated. The Group considers that it has exclusive control over an entity in which it has invested if:

- It has power over the investee;
- It is exposed or entitled to variable returns resulting from its links with the investee;
- It is able to exert its power over the entity in such a way as to influence the amount of returns it obtains from the entity.

The full consolidation method takes into account, after eliminating internal transactions and results, all assets, liabilities and income statement items of the companies in question; that portion of profits and equity due to Group companies (Group share) is distinguished from that relating to interests held by other shareholders (non-controlling interests). All significant transactions between consolidated companies and results within the consolidated group (including dividends) are eliminated.

• EQUITY-ACCOUNTED JOINT ARRANGEMENTS AND ASSOCIATES

A partnership agreement structures the control of a firm and ensures that it is jointly controlled by at least two partners. This type of firm is known as a joint arrangement, as defined in IFRS 11, retroactively applicable with effect from 1 January 2014, where the partners have rights over the firm's net assets.

Groupe Partouche also has significant influence over some companies, known as associates. Significant influence means the power to participate in decisions concerning a company's financial and operational policies without controlling or jointly controlling those policies. Significant influence is assumed where the Group holds more than 20% of the voting rights. Such joint arrangements and associates are recognised using the equity method.

Under this method, an investment in equity-accounted companies is recognised in the consolidated balance sheet at the date at which the company becomes an associate or a joint arrangement. This investment is initially recognised at acquisition cost. After the acquisition date, it is adjusted to reflect the Group's share of comprehensive income not distributed by the investee. This income may be adjusted to comply with the Group's accounting policies.

The rules for impairment testing of equity-accounted investments are governed by IAS 39 "Financial Instruments: Recognition and Measurement", and IAS 28 (revised) "Investments in Associates and Joint Ventures". Impairment losses on equity-accounted investments, as well as any profit or loss upon the re-measurement at fair value of the previously held share (when control of an equity-accounted company is acquired), are recognised under "Share in earnings of equity-accounted associates".

• CHANGE IN THE PERCENTAGE OF INTERESTS HELD IN COMPANIES WITHOUT THE LOSS OF CONTROL

Under IAS 27 (revised), in the event that additional shares in a subsidiary are acquired, the difference between the price paid and the carrying amount of the acquired minority interest, as determined from the financial statements prior to the acquisition, is deducted from consolidated equity.

3.1.2. FOREIGN CURRENCY TRANSLATION METHODS

• TRANSLATION OF FOREIGN COMPANIES' FINANCIAL STATEMENTS

The consolidated financial statements are presented in euros, which is the functional and presentation currency of the Group.

Foreign companies' financial statements are initially prepared in each subsidiary's functional currency. Balance sheet items are translated into euros on the basis of the exchange rates prevailing at the balance sheet date. Equity items are translated on the basis of the historical exchange rates, with translation differences from the previous financial year being aggregated under the heading "Translation differences" included in the statement of comprehensive income. The income statement and cash flow headings are translated using average rates during the financial year.

• TRANSLATION OF FOREIGN CURRENCY TRANSACTIONS

Receivables and payables expressed in foreign currencies are translated on the basis of the exchange rate prevailing at the balance sheet date. Income, expenses and transaction flows are translated on the basis of the exchange rate prevailing at the date they were recognised. The gains and losses resulting from the translation of the assets and liabilities are listed in the income statement.

• MAIN CONVERSION RATES

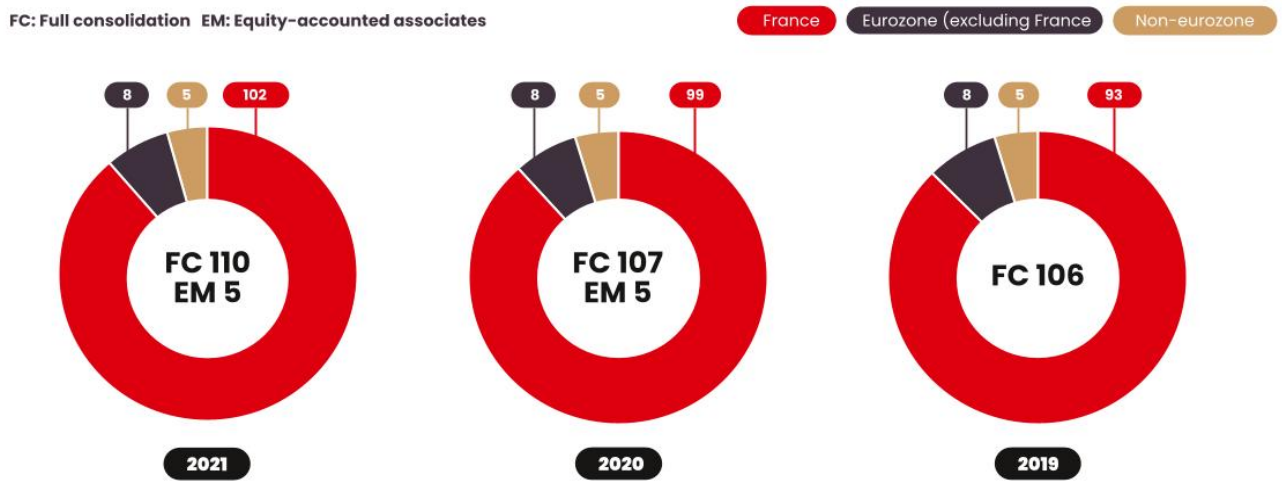
The main exchange rates applied outside the eurozone are as follows:

CURRENCIES / EURO	CLOSING RATE AT 31/10/2021	AVERAGE RATE AT 31/10/2021	CLOSING RATE AT 31/10/2020	AVERAGE RATE AT 31/10/2020	CLOSING RATE AT 31/10/2019	AVERAGE RATE AT 1/10/2019
CHF SWISS FRANC	1,061100	1,086980	1,069800	1,072840	1,100700	1,119060
GBP POUND STERLING	0,844900	0,868810	0,902080	0,881100	0,861330	0,883470
TND TUNISIAN DINAR	3,266949	3,284450	3,224554	3,176400	3,138568	3,304430

3.2. CHANGES IN THE SCOPE OF CONSOLIDATION

Groupe Partouche's consolidated financial statements, prepared at 31 October 2021, comprise the financial statements of the companies listed in Note 17.

The graphics below summarise the number of entities consolidated by the full consolidation and equity methods.



• IN 2021 :

FRANCE

- There were no appreciable changes in scope during the financial year. The only changes relate to companies created in connection with tender procedures as well as Partouche SI, which is responsible for information management and internal hosting.

HORS ZONE EURO

- No change in 2021.

3.2.1. CHANGES IN SCOPE

No notable changes impacted the Group's scope of consolidation for the 2021 financial year.

• CHANGE IN THE OWNERSHIP INTERESTS HELD IN COMPANIES

All the changes in ownership interest are presented in Note 17.

3.2.2. GAIN (LOSS) ON THE SALE OF CONSOLIDATED INVESTMENTS

€000 AT 31 OCTOBER	2021	2020	2019
Gain (loss) on divestment of PBCCA (Cannes Balnéaire business)	-	-	3 058
TOTAL	**-**	**-**	**3 058**

3.2.3. 3.2.1. IMPACT OF COMPANIES ADDED TO THE SCOPE OF CONSOLIDATION ON THE CONSOLIDATED INCOME STATEMENT AND BALANCE SHEET

The impact of companies added to the scope of consolidation on the consolidated income statement and balance sheet is non-material.

3.3. NON-CURRENT ASSETS HELD FOR SALE AND DISCONTINUED OPERATIONS

Pursuant to IFRS 5 "Non-current Assets Held for Sale and Discontinued Operations", an asset is classified as held for sale only if the sale is highly probable within a reasonable time frame, the asset is available for immediate sale in its current condition and management is committed to a plan to sell.

A discontinued operation is a component of an entity that either has been disposed of or is classified as held for sale and that also meets at least one of the following conditions:

a) represents either a separate major line of business or a geographical area of operations;

b) is part of a single coordinated plan to dispose of a separate major line of business or geographical area of operations;

c) is a subsidiary acquired exclusively with a view to resale.

The highly probable sale of the Crans-Montana casino in Switzerland, as presented in Note 1 "Key events during the financial year", meets the criteria for the application of IFRS 5. The Group's stake in this casino was thus assessed and classified as held for sale and therefore presented separately from other assets and liabilities as a separate line item in the balance sheet at 31 October 2021, as follows:

€000 AT 31 OCTOBER	2021	2020	2019
NON-CURRENT ASSETS	**13 291**	**-**	**-**
Casino Crans-Montana	13 291	-	-
CURRENT ASSETS	**1 195**	**-**	**-**
Casino Crans-Montana	1 195	-	-
TOTAL ASSETS HELD FOR SALE	**14 486**	**-**	**-**

• BREAKDOWN OF NON-CURRENT ASSETS PRESENTED AS ASSETS HELD FOR SALE

€000 AT 31 OCTOBER	2021	2020	2019
Intangible assets	213	-	-
Goodwill	6 360	-	-
Tangible fixed assets	6 667	-	-
Other non-current financial assets	-	-	-
Deferred tax	50	-	-
Other non-current assets	-	-	-
NON-CURRENT ASSETS	**13 291**	**-**	**-**

€000 AT 31 OCTOBER	2021	2020	2019
NON-CURRENT LIABILITIES	**2 550**	**-**	**-**
Casino Crans-Montana	2 550	-	-
CURRENT LIABILITIES	**2 234**	**-**	**-**
Casino Crans-Montana	2 234	-	-
TOTAL HELD FOR SALE LIABILITIES	**4 784**	**-**	**-**

NOTE 4. SEGMENT INFORMATION

Under IFRS 8 "Operating Segments", division data is presented based on the internal reporting used by management to assess the performance of the Group's different divisions. The Group is currently managed as three divisions:

- The Casino division, which comprises gaming, catering and entertainment.
- The Hotel division, which comprises accommodation and hospitality services.
- The Group's Other activities, which mainly comprise the business of Groupe Partouche SA, the Group's parent company, sports betting companies (Belgium), and all the other secondary businesses (holding companies, spa-related activities, real estate companies, IT services companies, beach resorts, etc.).

With regard to casino subsidiaries, the Group believes that its operating companies have a unique activity contributing to a global service offering for its customers. Several restrictions are attached to the operation of casinos, which, according to gaming regulations, are establishments comprising three distinct activities: gaming, entertainment and food services, together under a single management structure. The operating requirements to be followed therefore include ancillary services necessarily incidental to the main activity, gaming.

Current operating profit (loss) is the main benchmark indicator monitored across the various business sectors.

The current operating profit of online gaming activity in Belgium (excluding sports betting companies) is presented under "Casinos". It is part of the relevant companies' casino business. As always, online gaming licences in Belgium are awarded only to physical casino operators.

To make it easier to understand segment performance, Groupe Partouche presents segment information in the form set out below, with the contribution from each segment shown before intra-Group eliminations between the Group's various business segments.

4.1. BUSINESS OVERVIEW BY SEGMENT

€000 AT 31 OCTOBER 2021	SECTORS BEFORE ELIMINATION				TOTAL ELIMINATION	CONSOLIDATED TOTAL
	TOTAL	CASINOS	HOTELS	OTHER		
Turnover	284 443	207 806	6 833	69 804	(28 745)	**255 698**
Purchases and external expenses	(150 164)	(97 923)	(4 126)	(48 115)	19 052	**(131 112)**
Taxes and duties	(20 026)	(17 162)	(695)	(2 169)	9 133	**(10 892)**
Employee expenses	(104 058)	(84 693)	(2 854)	(16 512)	(107)	**(104 165)**
Depreciation, amortisation and impairment of fixed assets	(56 128)	(45 670)	(1 515)	(8 943)	-	**(56 128)**
Other current operating income and expenses	(434)	(905)	143	328	667	**233**
RÉSULTAT OPÉRATIONNEL COURANT	**(46 367)**	**(38 547)**	**(2 214)**	**(5 606)**	**-**	**(46 367)**

€000 AT 31 OCTOBER 2020	SECTORS BEFORE ELIMINATION				TOTAL ELIMINATION	CONSOLIDATED TOTAL
	TOTAL	CASINOS	HOTELS	OTHER		
Turnover	370 081	310 057	5 342	54 682	(26 618)	**343 463**
Purchases and external expenses	(151 905)	(109 349)	(3 971)	(38 585)	16 872	**(135 033)**
Taxes and duties	(23 803)	(21 820)	(481)	(1 502)	9 842	**(13 961)**
Employee expenses	(136 504)	(118 673)	(2 612)	(15 219)	(111)	**(136 615)**
Depreciation, amortisation and impairment of fixed assets	(58 718)	(49 212)	(1 088)	(8 419)	-	**(58 718)**
Other current operating income and expenses	(7 464)	(9 564)	8	2 092	15	**(7 449)**
CURRENT OPERATING PROFIT (LOSS)	**(8 313)**	**1 440**	**(2 802)**	**(6 951)**	**-**	**(8 313)**

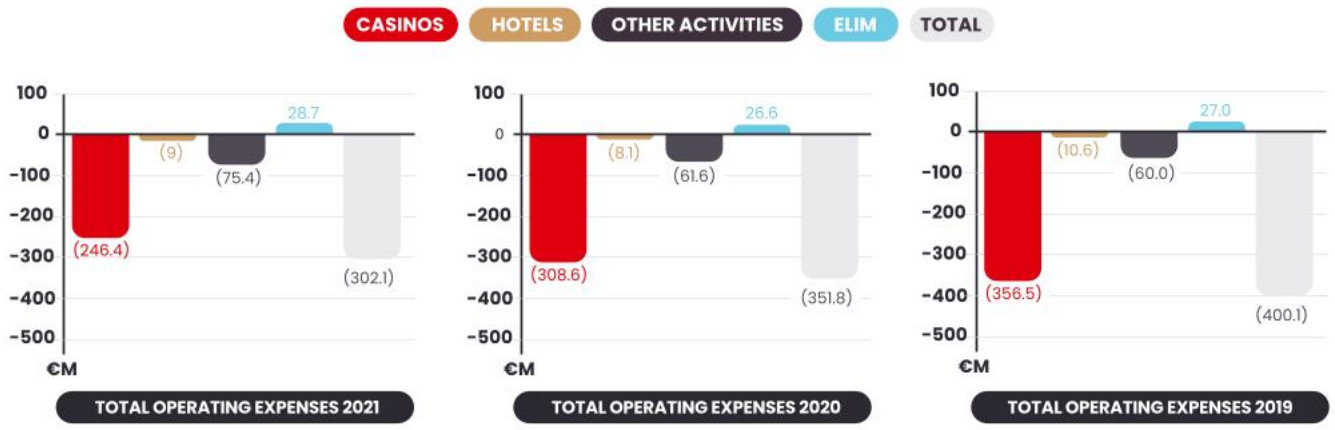
4.2. TURNOVER BY DIVISION

• BREAKDOWN OF TURNO VER BY DIVISION:

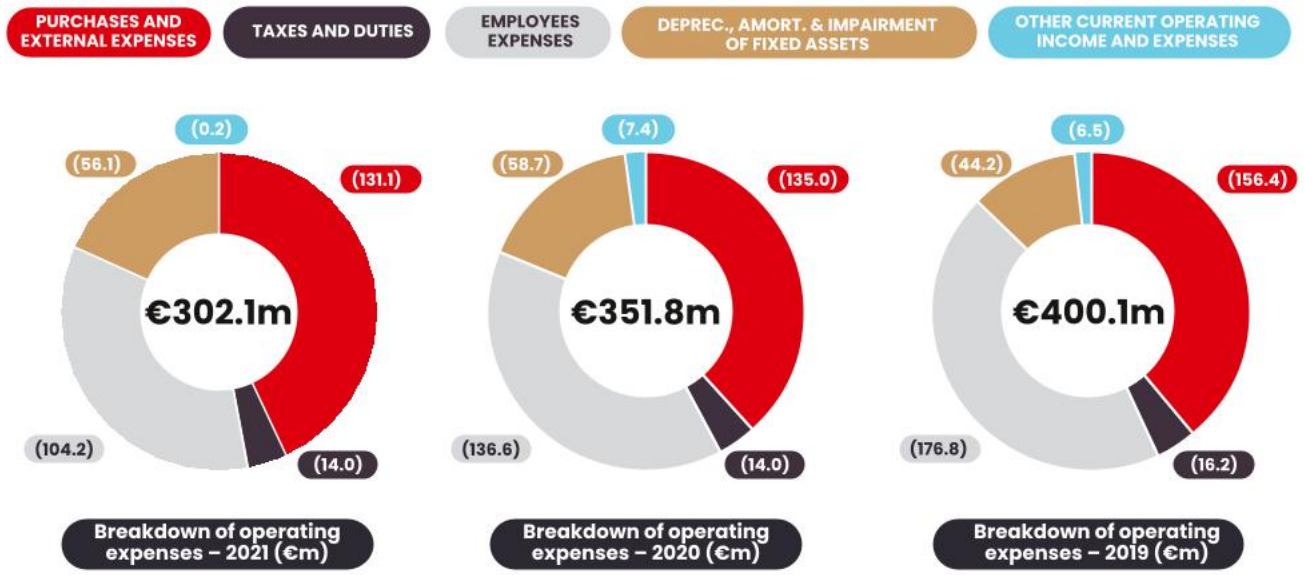
4.3. CURRENT OPERATING PROFIT BY DIVISION

• BREAKDOWN OF CURRENT OPERATING PROFIT BY DIVISION:

• OPERATING EXPENSES BY BUSINESS SECTOR:



• BREAKDOWN OF OPERATING EXPENSES BY TYPE:



4.4. BALANCE SHEET ITEMS BY DIVISION

€000 AT 31 OCTOBER	SEGMENT ASSETS		WHICH EQUITY-ACCOUNTED	
	2021	2020	2021	2020
CASINOS	566 686	604 885	-	-
HOTELS	24 588	16 482	1 817	1 765
OTHER	205 101	166 313	433	485
TOTAL ASSETS	**796 375**	**787 681**	**2 250**	**2 250**

• FINANCIAL STATEMENT RECONCILIATION OF SEGMENT LIABILITIES:

€000 AT 31 OCTOBER	SEGMENT LIABILITIES	
	2021	2020
CASINOS	216 632	215 998
HOTELS	6 852	3 604
OTHER	257 478	196 146
TOTAL	**480 962**	**415 747**

€000 AT 31 OCTOBER	2021	2020
Segment liabilities	480 962	415 747
Equity	315 413	371 933
LIABILITIES AND EQUITY	**796 375**	**787 681**

• CASH FLOW ITEMS BY BUSINESS DIVISION:

€000 AT 31 OCTOBER	ACQUISITION OF INTANGIBLE ASSETS		ACQUISITION OF TANGIBLE FIXED ASSETS		ELIMINATION OF DEPRECIATION, AMORTISATION AND PROVISIONS	
	2021	2020	2021	2020	2021	2020
CASINOS	(313)	(790)	(29 306)	(30 547)	65 602	49 833
HOTELS	-	-	(144)	(786)	1 448	1 053
OTHER	(29)	(141)	(4 205)	(3 739)	8 649	10 954
TOTAL	**(342)**	**(931)**	**(33 656)**	**(35 071)**	**75 699**	**61 840**

NOTE 5. OPERATIONAL DATA

5.1. REVENUE RECOGNITION

Consolidated turnover recognised for the Group corresponding to income from ordinary activities as defined under IFRS 15 mainly includes income generated by the following activities:

- Net gaming revenue
- Sales of services

Turnover is recognised on the accrual basis for net gaming revenue or in relation to the degree of completion for sales of services and lease agreements, provided that the price is fixed or may be determined and that the corresponding receivable is likely to be recovered. Turnover is measured at the fair value of the consideration received or to be received.

a. Net gaming revenue:

This item corresponds to gross gaming revenue*, less the corresponding gaming levies, in accordance with the chart of accounts for casinos. Net gaming revenue is known and recognised when the service is performed.

** "Gross Gaming Revenue" (GGR) corresponds to income from the various games operated after payment of player wins. After levies, "Gross Gaming Revenue" becomes "Net Gaming Revenue", i.e. a component of turnover. See the table below for information on the types of games operated and levies.*

b. Sales of services:

Turnover generated by sales of services includes proceeds arising from restaurant, hotel and entertainment activities constituting the full range of leisure services provided to the clientele of the Group's establishments in addition to gaming activities. Turnover generated by these services is recognised immediately when the services are rendered.

• COMPONENTS OF NET GAMING REVENUE:

CASINOS €000 AT 31 OCTOBER	2021	2020	2019
Gross Gaming Revenue from table games	90 952	116 712	127 504
Gross Gaming Revenue from sports betting	34 562	23 021	18 458
Gross Gaming Revenue from slot machines	224 645	386 011	526 700
TOTAL GROSS GAMING REVENUE	**350 159**	**525 744**	**672 661**
Levies	134 246	242 806	334 603
As % of GGR	38,3%	46,2%	49,7%
NET GAMING REVENUE	**215 913**	**282 938**	**338 058**

• BREAKDOWN OF TURNOVER EXCLUDING NET GAMING REVENUE:

€000 AT 31 OCTOBER	2021	2020	2019
Net gaming revenue	215 913	282 938	338 058
Non-gaming turnover	41 148	62 727	98 830
Loyalty programme under IFRIC 13	(1 363)	(2 201)	(3 396)
TOTAL TURNOVER	**255 698**	**343 463**	**433 493**

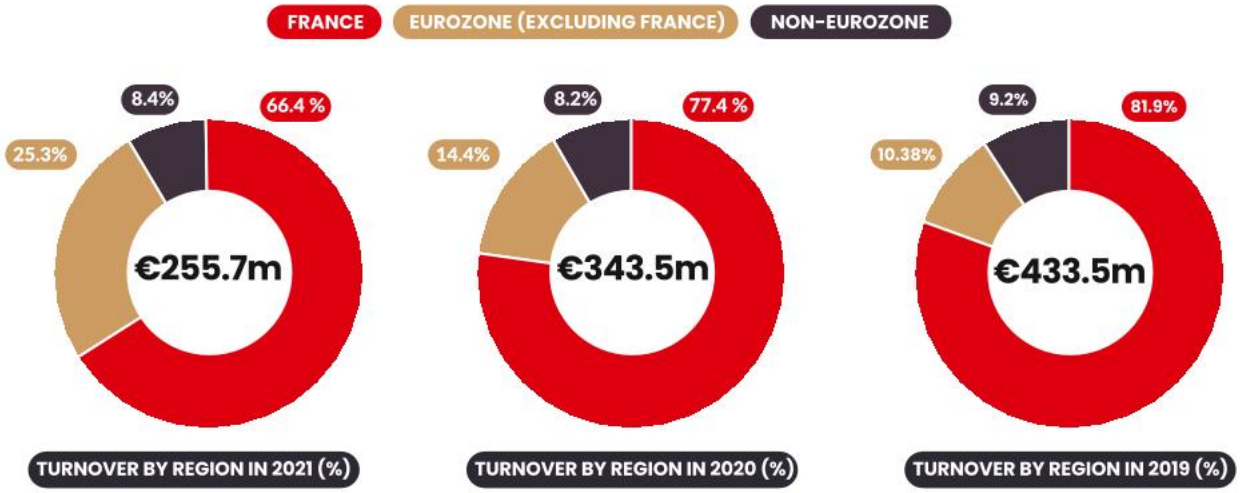
Non-gaming turnover included €35.4m in catering, accommodations, golf courses, wellness offerings and entertainment.

• TURNOVER BY GEOGRAPHICAL AREA:

Geographic information is based on the breakdown of turnover by the geographic regions in which the Group operates, which are as follows:

- France
- Eurozone (excluding France)
- Non-eurozone

€000 AT 31 OCTOBER	2021	%	2020	%	2019	%
France	169 660	66,4 %	265 857	77,4 %	354 972	81,9 %
Eurozone (excluding France)*	64 631	25,3 %	49 388	14,4 %	38 608	8,9 %
Non-eurozone	21 407	8,4 %	28 219	8,2 %	39 913	9,2 %
TOTAL	**255 698**	**100 %**	**343 463**	**100 %**	**433 493**	**100 %**



** The increase in turnover in the eurozone (excluding France) was mainly the result of an increase in online gaming (casino games and sports betting) in Belgium, revenue from which has risen as follows: €28.9m in 2019, €43.7m in 2020 and €63.3m in 2021.*

5.2. OPERATING PROFIT AND EBITDA

In order to aid in the understanding of its financial performance, the Group considers that it is pertinent to divide its operating profit into two components on its income statement: current operating profit and non-current operating profit.

• CURRENT OPERATING PROFIT (COP)

Current operating profit combines all of the income and expenses directly related to the Group's businesses to the extent that these items are recurring, usual items of the operating cycle or that they result from ad hoc events or decisions related to the Group's operations. This indicator used by the Group allows for the presentation of a level of operating performance able to facilitate a forward-looking approach to recurring performance.

This aggregate is the operating profit before impairment of goodwill and other non-recurring operating income and expenses defined as follows: net gains/losses from the disposal of assets and exceptional items, income and expenses which are unusual in their frequency, nature or amount.

• NON-CURRENT OPERATING PROFIT (NCOP)

Non-current operating profit comprises all non-current events that are not usually part of the operating cycle: it therefore comprises impairments of fixed assets, the gain or loss from the sale of consolidated investments, the gain or loss on the sale of assets, and other non-current operating income and expenses that are not related to the normal operating cycle.

• CONSOLIDATED EBITDA

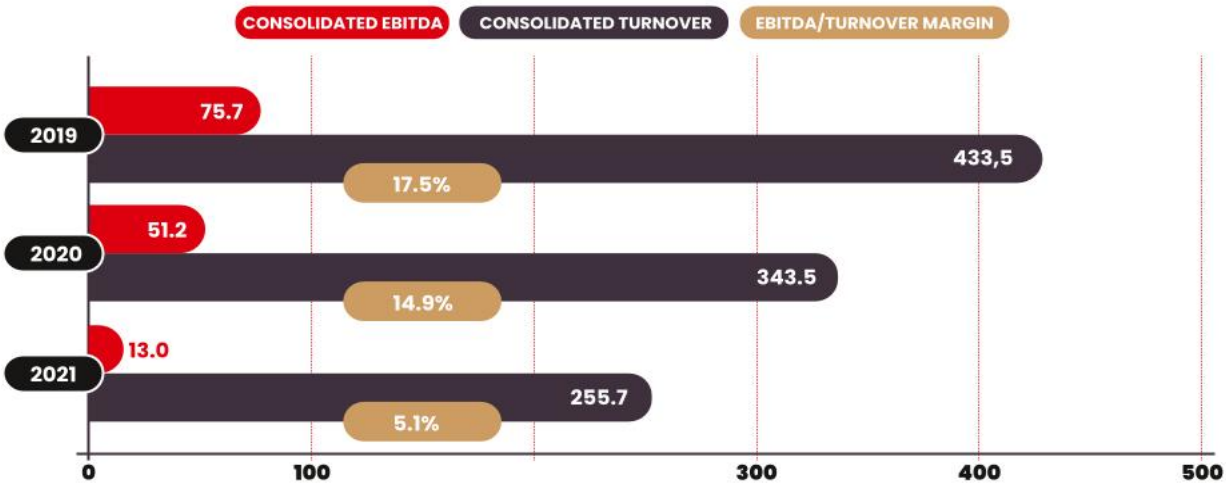
Consolidated EBITDA comprises the income and expense items constituting current operating profit (as defined in the interim and annual financial statements of Groupe Partouche), excluding depreciation and amortisation (allocations and reversals) and provisions (allocations and reversals) relating to the operating cycle and one-off items relating to the Group's activities that are included under current operating profit but are excluded from EBITDA given their non-recurring nature.

• ADJUSTMENTS TO RECONCILE CURRENT OPERATING PROFIT TO EBITDA AT 31 OCTOBER 2021:

€000 AT 31 OCTOBER	2021 COP	RESTATEMENT RECLASSIFICATION	2021 EBITDA
Turnover	255 698	-	255 698
Purchases and external expenses	(131 112)	-	(131 112)
Taxes and duties	(10 892)	-	(10 892)
Employee expenses	(104 165)	363	(103 802)
Depreciation, amortisation and impairment of fixed assets	(56 128)	56 128	-
Other current operating income and expenses	233	2 835	3 068
ADJUSTMENTS TO RECONCILE COP TO EBITDA	**(46 367)**	**59 326**	**12 959**

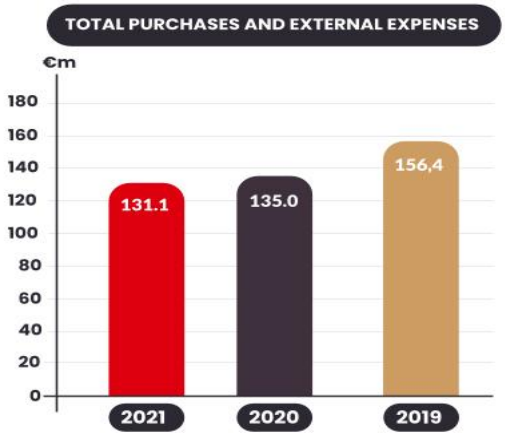
• ADJUSTMENTS TO RECONCILE CURRENT OPERATING PROFIT TO EBITDA AT 31 OCTOBER 2020:

EN MILLIERS D'EUROS AU 31 OCTOBRE	2020 COP	RESTATEMENT RECLASSIFICATION	2020 EBITDA
Turnover	343 463	-	343 463
Purchases and external expenses	(135 033)	-	(135 033)
Taxes and duties	(13 961)	-	(13 961)
Employee expenses	(136 615)	355	(136 260)
Depreciation, amortisation and impairment of fixed assets	(58 718)	58 718	-
Other current operating income and expenses	(7 449)	469	(6 979)
ADJUSTMENTS TO RECONCILE COP TO EBITDA	**(8 313)**	**59 543**	**51 230**



5.3. PURCHASES AND EXTERNAL EXPENSES

• COMPARISON OF PURCHASES AND EXTERNAL EXPENSES



• BREAKDOWN OF PURCHASES AND EXTERNAL EXPENSES

€M AT 31 OCTOBER	2021	2020	2019
Raw materials	20,7	31,5	41,4
Fixed asset leases	2,3	2,2	10,5
Current asset leases	4,0	4,4	10,0
Maintenance	7,5	8,7	9,5
Professional fees	19,4	17,5	18,3
Advertising	9,2	15,2	19,8
Subcontracting expenses	60,4	46,2	35,2
Other	7,5	9,3	11,7
TOTAL	**131,1**	**135,0**	**156,4**

Purchases and external expenses in financial year 2021 were heavily affected by:

- the complete shutdown stemming from Covid-19 and the course of the pandemic as set out in Note 1, "Key events";
- an increase in subcontracting costs in connection with online gaming and sports betting in Belgium in line with growth in turnover from these activities until their cessation on 31 July, 2021.

The adoption of IFRS 16 in October 2020 had a positive impact* on property and equipment leases, totalling €14.7 million in 2021 and €13.2 million in 2020.

• BREAKDOWN OF "SUNDRY" ITEM:

€M AT 31 OCTOBER	2021	2020	2019
Insurance premiums	1,0	1,0	1,2
External staff	0,4	1,1	1,8
Entertainment	1,3	1,7	2,5
Post and telecoms	2,1	2,1	2,1
Banking fees	1,4	1,7	2,3
Other	1,3	1,8	1,9
TOTAL	**7,5**	**9,3**	**11,7**

5.4. OTHER OPERATING INCOME AND EXPENSES

5.4.1. OTHER CURRENT OPERATING INCOME AND EXPENSES

€000	2021	2020	2019
Net gain (loss) on asset disposals	(214)	(42)	(154)
Changes in impairment of current assets	(2 565)	(1 789)	1 509
Changes in provisions for contingencies	(1 458)	309	(553)
Sundry current operating income and expenses	4 469	(5 927)	(7 311)
OTHER CURRENT OPERATING INCOME AND EXPENSES	**233**	**(7 449)**	**(6 508)**

• BREAKDOWN OF "SUNDRY CURRENT OPERATING INCOME AND EXPENSES" AT 31 OCTOBER 2021:

Charges related to casino operating	(8 004)
Gaming oversight fees	(482)
Other sundry current operating expenses *	(2 026)
TOTAL SUNDRY CURRENT OPERATING EXPENSES	**(10 511)**
Investments subsidies taken to income for the period	1 131
High-quality artistic productions	2 134
Article 34 relief	544
Other sundry current operating income**	11 171
TOTAL SUNDRY CURRENT OPERATING INCOME	**14 981**
TOTAL SUNDRY CURRENT OPERATING INCOME AND EXPENSES	**4 469**

** Mainly includes all other recurring operating costs (image costs, copyright, other royalties and miscellaneous operating costs, etc.) incurred by all the Group's companies.*

*** At 31 October 2021, "Sundry current operating income" included support for fixed costs in the amount of €10m.*

5.4.2. OTHER NON-CURRENT OPERATING INCOME AND EXPENSES

€000 AT 31 OCTOBER	2021	2020	2019
Net gain (loss) on asset disposals*	(38)	-	-
Sundry operating income and expenses**	19 473	55	(2 291)
TOTAL	**19 435**	**55**	**(2 291)**

* At 31 October 2021, the "Net gain (loss) on asset disposals" item related to:

- the impact of the disposal of the Boulogne-sur-Mer casino building at its net carrying amount (early termination of the public service concession in June 2019), net of the compensation obtained by Partouche Immobilier from the municipality of Boulogne-sur-Mer due to its recovery of the property, for a net loss of €468k;
- the impact of the disposal of the Saint-Amand-les-Eaux casino building at its net carrying amount, net of the compensation obtained from the municipality of Saint-Amand-les-Eaux due to its recovery of the property, for a net loss of €44k;
- the capital gain on the property disposal carried out by the Le Touquet casino for €382k;
- the capital gain on the property disposal carried out by the Pornic casino for €91k.

** "Non-current sundry operating income and expenses" includes, in particular:

At 31 October 2021:

- the impact of the favourable outcome of the dispute between Group companies and the Belgian social security administration (ONSS) with regard to the additional contributions wrongly charged to casinos in previous financial years, for €11.8m;
- the compensation obtained from Bwin by the Belgian companies Casino Oostende and CKO Betting as a result of the termination of the partnership effective 31 July 2021, for €9.5m;
- accelerated depreciation charges of €1,139k relating to initiated or planned renovation work at the Vichy Grand Café and Lyon Vert casinos for €648k and €404k, respectively;
- For €115k, partially offset by the margin achieved through progress against the property development plan for the former operating premises of the La Grande Motte casino.

At 31 October 2020:

- The accelerated depreciation in the amount of €63k for renovation work on the Royat casino; for €118k, partially offset by the margin achieved through progress against the property development plan for the former operating premises of the La Grande Motte casino.

At 31 October 2019:

- The accelerated depreciation in the amount of €498k for renovation work on a number of establishments, mainly consisting of the Aix-en-Provence and Royat casinos (€316k and €182k respectively); as well as non-recurring costs arising from the closure of the Casino de Boulogne and Hôtel 3.14 businesses (€339k and €191k respectively); renovation costs of the Pasino d'Aix-en-Provence (for €1.5m); non-recurring fees and financial expenses incurred in refinancing Groupe Partouche SA (for €1,015k); and the margin achieved through progress against the property development plan for the former operating premises of the La Grande Motte casino (for €1.2m).

5.5. INVENTORIES AND SEMI-FINISHED GOODS

Inventories are stated at their acquisition cost. The costs of inventories sold are determined on the basis of the first-in-first-out method. An impairment loss is recognised when the carrying amount of inventories is higher than their net realisable value.

€000 AT 31 OCTOBER	2021	2020	2019
Inventories – Solids	594	578	789
Inventories – Liquids	1 491	1 596	1 808
Inventories – Other consumed purchases	253	277	263
Inventories – Production in progress *	1 954	4 573	4 442
Inventories – Finished and semi-finished products	-	-	-
Inventories – Merchandise inventories	1 705	2 203	1 888
GROSS AMOUNT	**5 997**	**9 226**	**9 190**
Provision	(5)	(12)	(2)
NET AMOUNT	**5 992**	**9 214**	**9 188**

(*) Since 2017, the relevant fixed assets have classified under "Inventories – Production" in progress in connection with the property development plan for the former casino building at La Grande Motte, in accordance with IFRIC 15.

At 31 October 2021, the amount included in "Inventories – Production in progress" in connection with this project was reduced by €1.87m, as most of the units were delivered during the financial year.

5.6. RECEIVABLES AND OTHER

Receivables are recognised at their nominal value. An impairment provision is set aside whenever their fair value, based on the likelihood of their being recovered, is less than their nominal value.

€000 AT 31 OCTOBER	2021	2020	2019
Trade receivables	24 463	24 406	25 231
Provisions for trade receivables	(8 805)	(7 229)	(5 674)
TOTAL NET VALUE OF TRADE RECEIVABLES	**15 658**	**17 177**	**19 557**
Other debtors	68 425	53 131	51 300
Provisions for other debtors	(39 436)	(39 320)	(39 341)
TOTAL NET VALUE OF OTHER DEBTORS	**28 990**	**13 811**	**11 959**
TOTAL NET VALUE OF TRADE RECEIVABLES AND OTHER DEBTORS	**44 648**	**30 988**	**31 515**

5.6.1. BREAKDOWN OF NET VALUE OF TRADE RECEIVABLES:

• CHANGE IN GROSS TRADE RECEIVABLES

€000 AT 31 OCTOBER	2021	2020	VARIATION
Trade receivables	24 463	24 406	57
TOTAL TRADE RECEIVABLES	**24 463**	**24 406**	**57**

• CHANGE IN PROVISIONS FOR TRADE

€000 AT 31 OCTOBER	2020	DOTATIONS	REPRISES	2021
Provisions for trade receivables	(7 229)	(2 476)	901	(8 805)
TOTAL PROVISIONS FOR TRADE RECEIVABLES	**(7 229)**	**(2 476)**	**901**	**(8 805)**

• CHANGE IN NET TRADE RECEIVABLES

At 31 October 2021, the €1.5m decline in the "Net value of trade receivables" item was mainly due to:

- the €10.7m decrease in trade receivables recognised in relation to the property development of the former La Grande-Motte casino building, following the delivery of most of the units during the financial year;
- the €10.6m increase in trade receivables for Belgian companies due to compensation to be received from Bwin;
- the €2.3m increase in provisions for gaming receivables at the 3.14 casino in Cannes.

• MATURITY OF TRADE RECEIVABLES

€000 AT 31 OCTOBER	GROSS VALUE OF TRADE RECEIVABLES 2021	NEW TRADE RECEIVABLES IN THE FINANCIAL YEAR					TRADE RECEIVABLES FROM PREVIOUS FINANCIAL YEARS
		Not overdue	>1 month	>3 months	>6 months	>9 months	
Trade receivables	24 463	11 242	1 124	620	1 089	168	10 221
Provisions for trade receivables	(8 805)	(11)	(34)	(44)	(1)	(17)	(8 699)
NET VALUE OF TRADE RECEIVABLES	**15 658**	**11 231**	**1 090**	**575**	**1 088**	**152**	**1 522**

The level of provisions for trade receivables due in 12 months or less was 0.7%.

The level of provisions for trade receivables due in more than 12 months was 85.1%.

Receivables due in more than 12 months for which provisions were not set aside mainly involve a receivable of €667k at one establishment covered by a debt in an identical amount owed to the same third party.

5.6.2. BREAKDOWN OF OTHER DEBTORS:

• BREAKDOWN OF NET VALUE OF OTHER DEBTORS:

€000 AT 31 OCTOBER	2021	2020	2019
Suppliers: advances and down payments	1 389	1 783	1 873
Employee receivables – advances and down payments	114	186	165
Receivables from social security organisations*	359	1 659	182
Tax receivables – excluding corporate income tax**	6 985	5 749	7 586
Current accounts – assets	1 262	1 030	909
Receivables in respect of sales of property and equipment***	7 815	2 292	3
Receivables in respect of sales of securities	1	1	1
Other receivables****	10 906	911	903
Dividends receivable	-	-	-
Other income receivables	160	200	338
TOTAL NET VALUE OF OTHER DEBTORS	**28 990**	**13 811**	**11 959**

** The €1.3m decrease in receivables from social security organisations was mainly the result of furlough scheme benefits in respect of 2020 that were received in 2021.*

*** At 31 October 2021, "Tax receivables – excluding corporate income tax" primarily included:*

- Subsidies remaining to be received as support for fixed costs, for €0.48m;

- Accrued income as tax relief for high-quality artistic events and/or hotel investments, the most individually material of which were €2.6m for the Aix-en-Provence casino (vs. €1.2m at 31 October 2020) and €0.6m for the Lyon Pharaon casino (vs. €0.5m at 31 October 2020).

**** At 31 October 2021, the "Receivables in respect of sales of property and equipment" item includes €5.5m of compensation receivable from the municipality of Saint-Amand-les-Eaux due to its recovery of the casino building, as well as €2.3m of compensation receivable from the municipality of La Trinité-sur-Mer for the assets of the former casino.*

***** At 31 October 2021, the "Other receivables" item includes the balance of trade receivables for online activities in Belgium for €8.5m (offset by the increase in trade and other payables under liabilities).*

• AGEING OF OTHER DEBTORS

€000 at 31 October 2021 Receivables outstanding for	<1 month or not outstanding	<3 months	<6 months	<9 months	>9 months	TOTAL
Net value of other debtors	12 140	10 797	204	368	5 481	28 990
TOTAL NET VALUE OF OTHER DEBTORS	**12 140**	**10 797**	**204**	**368**	**5 481**	**28 990**

Receivables outstanding for more than nine months include in particular:

- accrued income on additional allowances linked to "Article 34" hotel investments and "high-quality artistic events".

Receivables of this nature are directly related to expenses incurred in recent gaming seasons; Its collection is dependent on the Ministry of the Interior approving applications filed by casinos in this regard, which can give rise to relatively long delays between the point at which casinos pay out the expenditure and the point at which the Ministry authorises the allowances.

- Compensation receivable from the municipality of La Trinité-sur-Mer for the assets of the former casino.

5.7. INVESTMENTS IN EQUITY-ACCOUNTED ASSOCIATES

The Group's investments in equity-accounted associates and its ownership interest are presented in the note relating to the scope of consolidation. The financial information relating to the Group's equity-accounted associates is summarised below:

• BALANCES RELATING TO EQUITY-ACCOUNTED ASSOCIATES:

€000 AT 31 OCTOBER	2019	2020	SHARE IN PROFIT	CHANGES IN SCOPE	CAPITAL TRANSACTIONS	RECLASSIFIED	2021
Investments in equity-accounted associates	-	2 250	(40)	-	-	40	2 250
Provision for share of negative equity	-	(66)	-	-	-	(40)	(107)
TOTAL	**-**	**2 184**	**(40)**	**-**	**-**	**-**	**2 143**
o/w Goodwill relating to equity-accounted associates	-	-	-	-	-	-	-

NOTE 6. INTANGIBLE AND TANGIBLE FIXED ASSETS

6.1. GOODWILL

• DETERMINATION OF GOODWILL

Upon the acquisition of the shares of a consolidated company, the separately identifiable assets and liabilities are measured at their total fair value based on the Group's intended utilisation. The corresponding assets and liabilities are therefore recognised in the balance sheet at this revised value.

Goodwill is the difference between the acquisition cost of shares and the Group's share in the fair value of any identifiable assets and liabilities. Under the previous IFRS 3, all of the expenses representing external costs directly related to the acquisition are included in the acquisition cost. Most of the goodwill has been generated by external growth operations. However, as of the financial year ended 31 October 2010, and where no change in control has occurred, this difference is recorded directly as a reduction in equity, in accordance with IAS 27 (revised). Goodwill is accounted for in the functional currency of the acquired entity and is translated in the consolidated financial statements according to the rules of conversion as previously defined.

Upon the sale of a subsidiary, the amount of goodwill attributable to t sold is included in the calculation of the gain or loss on disposal.

€000 AT 31 OCTOBER	2021	2020	2019
Net goodwill excluding impairment in the financial year	221 738	231 895	232 504
Impairment for the financial year	(18 539)	(3 796)	(2 223)
NET GOODWILL*	**203 200**	**228 099**	**230 280**

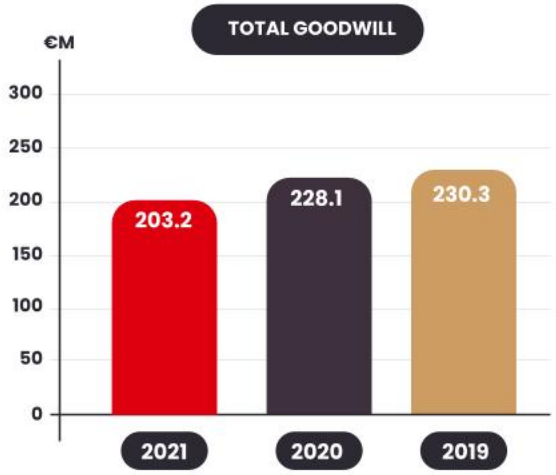
**Excluding goodwill for "Investments in equity-accounted associates", which is included in this item, and goodwill classified as "Assets held for sale".*

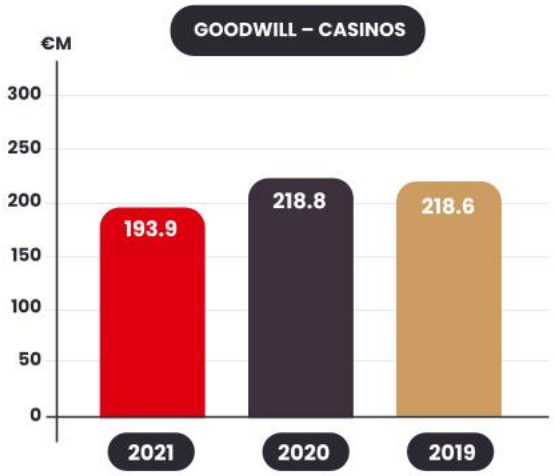
Impairment of goodwill in respect of financial year 2021, recognised in "Impairment of non-current assets" under "Non-current operating profit (loss)" in the consolidated income statement, totalled €18.5m and concerned the casino CGUs based on their estimated value in use.

The full methodology used for the impairment of goodwill is set out in Section 6.2 below

No CGUs were rebundled or subdivided in relation to the previous financial year.

6.1.1. BREAKDOWN OF CHANGES IN GOODWILL BY DIVISION





€000 AT 31 OCTOBER	2021	2020	2019
CASINOS	193 903	218 803	218 556
HOTELS	3 072	3 072	3 072
OTHER	6 224	6 224	8 652
TOTAL	**203 200**	**228 099**	**230 280**

• BREAKDOWN OF CHANGES:

NET VALUE AT 31 OCTOBER 2020 IN €000	228 099
Increase	-
Decreases	-
Impairment	(18 539)
IFRS 5 reclassification*	(6 360)
NET VALUE AT 31 OCTOBER 2021	**203 200**

**The entirety of the IFRS 5 reclassification within the "Assets held for sale" item relates to goodwill of the Crans-Montana casino. See Note 3.3*

• BREAKDOWN OF IMPAIRMENT:

BREAKDOWN OF IMPAIRMENT IN €000	2021
Pornichet	(5 165)
La Grande Motte	(4 432)
Ostende	(3 000)
Plouescat	(2 472)
Aix-en-Provence	(1 738)
Hyères	(1 179)
Val André	(553)
IMPAIRMENT	**(18 539)**

A goodwill impairment charge of €18,539k was recognised under line item "Impairment of non-current assets" within "Non-current operating profit" in the consolidated income statement.

6.1.2. GOODWILL BY COMPANY:

• THE BREAKDOWN OF ACCUMULATED GOODWILL (NET OF IMPAIRMENT) ABOVE €10M AS AT 31 OCTOBER 2021 IS AS FOLLOWS:

€M AT 31 OCTOBER	2021	2020
Casino Divonne	30,75	30,75
Casino Pornichet	24,96	30,13
Casino Annemasse	27,19	27,19
Casino la Grande Motte	18,39	22,82
Casino Pornic	19,27	9,27
Casino Roche Posay	16,98	16,98
Casino Ostende	12,39	15,39
Casino Plouescat	10,51	12,98
SUBTOTAL	**160,45**	**175,52**
Other entities (aggregate)	42,75	52,58
TOTAL	**203,20**	**228,10**

6.2. IMPAIRMENT IN THE VALUE OF GOODWILL

6.2.1. IMPAIRMENT TESTING OF GOODWILL

Goodwill is not amortised, but is subject to impairment tests annually or more frequently if there is any indication of identified impairment in value. Besides external indicators that measure any loss in value related to the economic climate, the Group mainly uses changes in the following internal indicators: gross gaming revenue, turnover and EBITDA.

For the purposes of carrying out impairment testing, each goodwill item is allocated to a cash generating unit (CGU) representing the smallest group of identifiable assets that generate largely independent cash inflows, i.e. the lowest level at which goodwill is monitored for the purposes of monitoring for internal management purposes (generally a casino operating company). Monitoring the value of goodwill falls within the scope of application of paragraph 135 of IAS 36.

The impairment tests performed by the Group in application of IAS 36 consist of comparing the recoverable values of the cash generating units (CGUs) with the net carrying amount of the corresponding assets, including goodwill.

The recoverable value of a CGU is determined as the higher of the value in use and the fair value (less disposal costs).

The value in use of a CGU is determined by discounting the future cash flows generated by its assets. The data used for the value-in-use method is extracted from the annual budgets and multi-annual plans drawn up by management for a period of five years. These forecasts are drawn up by each operating segment, drawing on their financial targets and assumptions on the following factors: discount rate, the long-term growth rate used to calculate the terminal value, EBITDA, investment expenditure, competition environment, regulatory environment, changes in technology and level of marketing and selling costs.

Beyond the five-year period, a terminal value corresponding to the value of the CGU at the end of the explicit projection period was calculated using the capitalisation, for an unlimited time, of normative cash flows, taking into consideration a specific forecast long-term growth rate for each business segment.

The forecast cash flows and the terminal value have been discounted to present value at the assessment date using a discount rate equal to the weighted average cost of capital (WACC), including a risk premium for each business segment.

Should the tests, once performed, yield a loss in value, the impairment is deducted from goodwill. It is charged to "Impairment of non-current assets" under non-current operating profit. Under IFRS as adopted by the European Union, a recorded impairment of goodwill can never be reversed.

• SPECIFIC CIRCUMSTANCES IN FINANCIAL YEAR 2020-2021 / COVID-19 CRISIS

Financial year 2020-2021 was heavily impacted by the health crisis stemming from the Covid-19 pandemic, which forced the Group to shut down most of its operations over the first half of the financial year and for a short period afterward, due to the general measures taken by the French government in response to the pandemic. With some exceptions, this resulted in a total of about six and a half months of closures for the Group's casinos in financial year 2020-2021, which weighed heavily on the Group's operational performance, and especially that of its casino cash-generating units, to which most of the Group's residual goodwill is allocated. These impacts constituted indications of impairment in value having led the Group to carry out impairment tests beginning with the interim closing at 30 April 2021.

The current outlook is subject to considerable uncertainties, particularly as regards the duration and intensity of the economic impacts resulting from the Covid-19 health crisis. It is not yet known whether these effects will only be cyclical or lead to structural changes.

The approach used since the interim closing at 30 April 2021 to take account of these uncertainties involves looking at multiple scenarios and weighting them according to their estimated reasonable probability of occurrence ("expected value" method).

- The key assumption applied for the tests carried out for the last year-end closing at 31 October 2020, that business would quickly return to pre-pandemic levels, was applied again for an initial scenario. This key assumption was borne out by the observation that, at each reopening of casinos since the start of the crisis, and since 19 May 2021 as well, there was a significant recovery in business, underscoring the strong appeal of the safe environment offered within Partouche casinos for their patrons.
- The Group also modelled an alternative scenario to evaluate negative macroeconomic effects of the crisis over the longer term, which impact the Group's cash flow projections for the entire five-year period studied, which is presented below and serves to counterbalance the main key assumption used and presented above.

• BUSINESS PLAN ASSUMPTIONS

As stated above, given that currently available information does not allow for an accurate assessment of the consequences of the crisis on projections, whether in terms of duration of intensity, value in use for goodwill was estimated by weighting the aforementioned scenarios:

- **Scenario 1** based on the key assumption used for the impairment tests carried out in 2020, namely that business would quickly return to pre-pandemic levels. This key assumption was borne out by the satisfactory recovery in business observed from the start of the gradual reopening of the Group's establishments and resumption of its activities on 19 May 2021.

  In addition, the Group updated its 2022-2026 business plans, which form the basis of its impairment tests, by factoring in a significant decline in business in 2022 and, barring exceptions, a rapid return to pre-pandemic levels of cash flow from 2023 onwards, based on business plans drawn up for those years during the prior period.

- **Scenario 2** an alternative downside case, factoring in the context of uncertainty by including macroeconomic effects of the crisis over the longer term.

  The Group modelled this scenario on the basis of a decline in business that would impact all cash flow projections in the 2022-2026 business plans. The EBITDA margins generally noted under this scenario are consistent, at the end of the explicit forecast period, with historic rates observed in years that are considered as normatives.

To determine value in use for the CGUs tested, the two above scenarios were weighted equally at 50%.

This multi-scenario approach was supplemented by the sensitivity analyses presented below in Note 6.2.2.

• ASSUMPTIONS FOR CALCULATION PARAMETERS

The main assumptions used at 31 October 2021 are shown below:

DISCOUNT RATE	GROWTH RATE	DEBT-FREE SEGMENT BETA	EQUITY MARKEK RISK PREMIUM	NORMATIVE TAX RATE
10.2 %	Entre 0 et 2 %	1,01	8 %	26 %

Risks arising from the ongoing public health crisis were reflected in the discount rate, which increased from 8.9% for tests carried out at 31 October 2020 to 10.2% for tests carried out at 31 October 2021. The growth rate in perpetuity was set at between 0% and 2% (the latter having been adjusted in line with development at each of the entities and their positioning); this growth rate level is considered as reasonable for the Group's industry sector over the long term.

These parameters only take systematic risk into account. The risk inherent to each CGU was reflected in the forecast revenue flows used, by applying the multi-scenario approach presented above.

• OUTCOME OF THE TESTS

The tests performed on the Group's goodwill at 31 October 2021 led to the recognition of additional impairment in the amount of €18,539k, as shown in the table in Note 6.1.1.

6.2.2. SENSITIVITY OF IMPAIRMENT TESTS

Sensitivity testing was carried out by varying the baseline assumptions relating to changes in business plans (change in turnover or EBITDA) or in parameters used to perform tests (discount rate and growth rate in perpetuity). Given the Covid-19 situation, as was the case for the tests carried out at 31 October 2020 and 30 April 2021, the range of variation in assumptions deemed reasonably possible was expanded for sensitivity analysis. Percentage variations used were double those normally used at balance sheet dates prior to the public health crisis.

It should be noted that impairment tests are carried out for cash-generating units to reflect the assessment of value creation, performance and the level of strategic decision-making within the Group.

The figures shown reflect the results of sensitivity tests, with the understanding that:

- A negative impact reflects an additional impairment charge, taking into account the change in the recoverable amount of the CGU against its carrying amount;
- A positive impact reflects a positive change in the recoverable amount of the CGU.

• SENSITIVITY TO INTEREST RATE CHANGES

Sensitivity tests of the CGUs' realisable value to reasonably possible changes of 1 point of the discount rate and the growth rate to infinity. They did not reveal any situations in which the realisable value of the main CGUs would become lower than their carrying amount, with the exception of the CGUs mentioned below:

CGU	IMPACT IN €M OF A CHANGE IN			
	DISCOUNT RATE		PERPETUAL GROWTH RATE	
	+1 point	-1 point	+1 point	-1 point
PORNICHET	(2,81)	3,49	2,67	(2,14)
HYÈRES	(0,98)	1,24	1,14	(0,91)
PLOUESCAT	(0,98)	1,93	1,57	(0,70)
ANNEMASSE	(1,10)	3,19	2,75	(0,75)

• SENSITIVITY TO CHANGES IN TURNOVER AND EBITDA

Sensitivity analysis was undertaken on CGUs' recoverable amounts based on reasonably possible variations of 3 points in turnover and 4 points in EBITDA. They did not reveal any situations in which the realisable value of the main CGUs would become lower than their carrying amount, with the exception of the CGUs mentioned below:

CGU	IMPACT IN €M OF A CHANGE IN			
	TURNOVER		EBITDA	
	+ 3 %	-3 %	+ 4%	- 4 %
PORNICHET	0,98	(0,98)	1,23	(1,23)
HYÈRES	0,60	(0,59)	0,44	(0,43)
PLOUESCAT	0,52	(0,47)	0,57	(0,53)

6.3. INTANGIBLE ASSETS

Intangible assets with indefinite useful lives are not amortised. In light of the Group's sectors of activity, they represent assets in respect of which it is possible to verify the change in value. They are subject to periodic impairment testing.

Intangible assets with definite useful lives are amortised based on their expected useful lives and are impaired where there is an indication of impairment in value.

Other intangible assets notably include operating rights acquired to operating licences, client lists and lease rights.

	31/10/2020	ACQUISITIONS	DISPOSALS	DEPRECIATION & AMORTISATION (D&A)	REVERSALS OF / DECREASES IN DEPRECIATION	OTHER (INCL. CHANGES IN SCOPE AND IFRS 5 RECLASSIFI-CATIONS*)	31/10/2021
GROSS VALUES							
Concessions, Patents, Brands	5 708	1	(9)	-	-	117	5 816
Goodwill and lease rights	8 560	-	(240)	-	-	-	8 320
Other intangible assets	8 016	341	(451)	-	-	(344)	7 563
TOTAL GROSS INTANGIBLE FIXED ASSETS	**22 284**	**342**	**(700)**	**-**	**-**	**(227)**	**21 699**
DEPRECIATION							
Concessions, Patents, Brands	(4 798)	-	-	(45)	7	(57)	(4 893)
Goodwill and lease rights	(6 249)	-	-	(81)	-	-	(6 330)
Other intangible assets	(6 307)	-	-	(706)	432	285	(6 296)
TOTAL DEPRECIATION	**(17 355)**	**-**	**-**	**(832)**	**439**	**228**	**(17 519)**
NET AMOUNTS	**4 930**	**342**	**(700)**	**(832)**	**439**	**1**	**4 180**
O/W ASSETS UNDER CONSTRUCTION	**166**	**-**	**-**	**-**	**-**	**(2)**	**163**

Commentaires :

The "Other intangible assets" item mainly relates to the software used to monitor online games offered by the Meyrin casino in Switzerland (€285k).

** The IFRS 5 reclassification relating to the net intangible assets of the Crans Montana casino was an expense of €213k.*

6.4. TANGIBLE FIXED ASSETS

• MEASUREMENT

The Group's property and equipment is recognised at acquisition cost (acquisition price and acquisition costs of the fixed assets) or at production cost.

Borrowing costs directly attributable to the acquisition, construction or production of certain assets until the date on which they are brought into service are recognised in addition to the value of the corresponding asset.

Property and equipment is measured at each balance sheet date, based on the amortised cost model: at cost less depreciation and any impairment losses.

Assets under construction correspond to fixed assets for which the acquisition or production is not yet complete, with the result being that the expected initial return has yet to be realised.

• DEPRECIATION METHOD AND PERIOD

The main depreciation method used by the Group is the straight-line method.

Land is not depreciated. Depreciation is applied based on the expected useful life of the assets. The main useful lives fall within the following ranges:

Buildings – structures	20 to 50 years
Buildings – fluids	15 to 20 years
Buildings – fixtures and fittings	8 to 15 years
Equipment, fixtures and fittings	5 to 10 years
tangible fixed assets	3 to 7 years

Moreover, slot machines within the Group are depreciated on a straight-line basis over five years and the coins and chips over ten years.

The residual values and useful lives of the assets are reviewed and, where applicable, are adjusted at the balance sheet date. The carrying amount of an asset is immediately impaired to bring it in line with its net realisable value when the carrying amount of the asset is higher than its estimated net realisable value.

Gains and losses on disposal are determined by comparing the proceeds on sale with the carrying amount of the asset sold. They are recognised in the income statement under "Other current operating income and expenses", or "Other non-current operating income and expenses" according to the principles described in Note 5.2.

	31/10/2020	ACQUISITIONS	DISPOSALS	DEPRECIATION & AMORTISATION (D&A)	REVERSALS OF / DECREASES IN DEPRECIATION	OTHER (INCLUDING CHANGES IN SCOPE)	31/10/2021
GROSS VALUES							
Land	31 684	77	(3 293)	-	-	7	28 475
Buildings	519 613	22 755	(35 341)	-	-	(265)	506 761
Technical equipment	289 854	8 732	(7 838)	-	-	(14 977)	275 771
Other tangible fixed assets	132 370	13 723	(3 143)	-	-	(9 297)	133 652
TOTAL GROSS TANGIBLE FIXED ASSETS	**973 522**	**45 286**	**(49 616)**	**-**	**-**	**(24 532)**	**944 659**
DEPRECIATION							
Land	(8 923)	-	-	(291)	1 891	1	(7 322)
Buildings	(294 711)	-	-	(24 254)	26 384	2 318	(290 262)
Technical equipment	(229 536)	-	-	(23 313)	7 069	14 819	(230 961)
Other tangible fixed assets	(86 325)	-	-	(8 603)	2 831	543	(91 554)
TOTAL DEPRECIATION	**(619 495)**	**-**	**-**	**(56 460)**	**38 175**	**17 681**	**(620 099)**
IMPAIRMENT							
Land	(20)	-	-	-	-	-	(20)
Buildings	(10 603)	-	-	-	-	-	(10 603)
TOTAL IMPAIRMENT	**(10 623)**	**-**	**-**	**-**	**-**	**-**	**(10 623)**
NET AMOUNTS	**343 404**	**45 286**	**(49 616)**	**(56 460)**	**38 175**	**(6 851)**	**313 937**
O/W FIXED ASSETS UNDER CONSTRUCTION	**9 622**	**7 487**	**(150)**	**-**	**-**	**(7 796)**	**9 163**

• COMMENTS :

Buildings:

At 31 October 2021, the Saint-Amand-les-Eaux casino accounted for €11.5m of the increase in the "Buildings" item, including €6m relating to the IFRS 16 restatement of expenses under the new lease for the property. Excluding the IFRS 16 impact, the decrease in the "Buildings" item mainly relates to the following (in net values):

- the disposal of the Boulogne-sur-Mer casino building by Partouche Immobilier, for a net loss of €2.5m, after compensation received from the municipality of Boulogne-sur-Mer;
- the disposal of the Saint-Amand-les-Eaux casino building, for a net loss of €4.3m, after compensation received from the municipality of Saint-Amand-les-Eaux.

Excluding the impact of IFRS 16, the increase in the "Buildings" item mainly relates to the following:

- the Royat casino (€2.2m);
- the Bandol casino (€1.5m);
- SCI Les Thermes (€1.3m);
- the Lyon Vert casino (€1.2m);
- the Saint-Amand-les-Eaux casino (€5.5m).

Excluding the impact of IFRS 16, the increase in the "Technical equipment" item mainly relates to the acquisition of slot machines (€3.8m) and of electronic gaming terminals (€1.4m).

Excluding the impact of IFRS 16, the increase in the "Other tangible fixed assets" item relates to fixed assets under construction (€7.7m), mainly consisting of construction work at the Hyères casino (€3.1m), the Lyon Vert casino (€2.2m) and the Forges-les-Eaux casino (€0.86m).

* The IFRS 5 reclassification relating to the net tangible fixed assets of the Crans Montana casino was an expense of €6.7m. "Other movements" excluding the IFRS 5 impact mainly comprise the net foreign exchange loss of €111k.

Additions to depreciation and amortisation in the year include €13.1m in additions to amortisation of right-of-use assets in connection with leases restated in accordance with IFRS 16.

NOTE 7. EMPLOYEE EXPENSES AND BENEFITS

7.1. WORKFORCE

7.1.1. AVERAGE WORKFORCE

AT 31 OCTOBER	2021	2020	2019
France	3 662	3 775	3 884
Other countries	244	293	300
TOTAL	**3 906**	**4 068**	**4 184**

At 31 October 2021, 1,744 people worked in the gaming sector..

7.1.2. BREAKDOWN OF WORKFORCE BY PROFESSIONAL CATEGORY

AT 31 OCTOBER	2021	2020	2019
Executives	805	825	819
Junior executive staff	277	279	270
Non-executives	2 726	2 854	2 964
Manual workers	98	110	131
TOTAL	**3 906**	**4 068**	**4 184**

7.2. EMPLOYEE EXPENSES

€000 AT 31 OCTOBER	2021	2020	2019
Wages and salaries	74 176	105 004	130 695
Social security expenses	29 853	30 321	42 879
Employee profit-sharing	136	1 290	3 256
TOTAL	**104 165**	**136 615**	**176 830**

At both 31 October 2021 and 31 October 2020, the Group recognised no further income related to the CICE tax credit for competitiveness and employment as a reduction in social security expenses (€0.87m at 31 October 2019).

7.3. EMPLOYEE BENEFITS

• RETIREMENT PLANS

The Group has set up various defined-contribution and defined-benefit retirement plans.

The provision recognised in the balance sheet for defined-benefit plans relates to the discounted value of the commitment for defined benefits at the balance

sheet date, less the fair value of the plan's assets at that date, adjusted for actuarial gains or losses, and less the cost of past service. The provision relating to defined-benefit plans is calculated annually according to the projected unit of credit method. In accordance with IAS 19 (revised), since 1 November 2013 the Company recognises service cost for the period and net interest on the net defined-benefit liability in net profit or loss, and recognises remeasurements of the net defined-benefit liability, including actuarial gains and losses, in equity (items of other comprehensive income that may not be recycled to net profit).

The discounted value of commitments under defined-benefit plans is determined by discounting future disbursements with a market rate at the balance sheet date based on first-class corporate bonds, corresponding to the currency and to the estimated schedule of benefit payments.

For defined-contribution plans, the Group pays contributions to private or public insurance companies on a mandatory, contractual or voluntary basis. The Group's commitments are limited to contributions paid. Contributions are recorded in expenses when they are due. Contributions paid in advance are deferred to assets insofar as the payment in advance will result in a decrease in future payments or a cash reimbursement.

• OTHER POST-EMPLOYMENT BENEFIT PLANS

Nearly all employees of the Company are covered by health insurance plans and life insurance plans financed by the public authorities. Consequently, the Company has no significant commitment in respect of its employees in terms of post-employment benefits other than retirement benefits; as a result, no provision has been established to this effect.

• TERMINATION BENEFITS

Termination benefits are employee benefits payable as a result of either the Group's decision to terminate an employee's employment contract before the normal retirement date or an employee's decision to accept benefits in connection with a voluntary redundancy. The Group recognises these termination benefits when it is demonstrably committed either to terminate the employment contract of a staff member in accordance with a detailed official plan without any real possibility of withdrawal or to grant termination benefits as a result of an offer made to encourage voluntary redundancy.

7.4. EMPLOYEE COMMITMENTS

These commitments were subject to an actuarial valuation based on the prospective method. The entire expense corresponding to rights acquired by the employees is determined based on the agreements in force at each company.

Provisions are calculated taking into account the probabilities of employees remaining at the Group until retirement (65 years), mortality based on gender, voluntary redundancy by the employee at retirement and on the following bases:

	2021	2020	2019
Discount rate	0,62 %	0,75 %	1,03 %
Salary inflation rate	1 %	1 %	1 %
Social charge provision rate	40 %	40 %	40 %

€000 AT 31 OCTOBER	2021	2020	2019
Provision at the beginning of the financial year	16 333	15 045	14 923
Impact recorded on employee expenses (1)	363	355	281
Impact on equity (2)	418	899	(207)
Changes in scope and translation adjustment	(419)	34	48
TOTAL EMPLOYEE COMMITMENTS	**16 696**	**16 333**	**15 045**
o/w Non-current provision	16 389	16 116	14 937
o/w Current provision	307	217	109

(1) Impact on employee expenses = current/past service cost for the period + net interest on the defined-benefit liability.

(2) Impact on equity = remeasurement of the net defined-benefit liability.

7.4.1. SENSITIVITY ANALYSIS OF EMPLOYEE BENEFIT OBLIGATIONS

• SENSITIVITY TO INTEREST RATE CHANGES

€000 AT 31 OCTOBER	DISCOUNT RATE		
	- 0,5 point	actual	+0,5 point
	0,12%	0,62%	1,12%
Valeur actualisée de l'engagement	18 428	16 696	15 166

7.5. DIRECTORS' REMUNERATION

For the financial year ended 31 October 2021, the amount of gross remuneration allocated to the management and supervisory bodies of Groupe Partouche SA amounted to €2,203,707.

For the 2020-21 financial year, €135,191 in remuneration to be awarded to Supervisory Board members for their service was allocated by Groupe Partouche and paid in full during financial year 2021.

NOTE 8. OTHER CURRENT AND NON-CURRENT PROVISIONS

A provision is established when, at the balance sheet date, the Group has an obligation resulting from a past event that is likely to result in an outflow of resources representing future economic benefits, the amount of which may be estimated reliably.

The obligation may arise from an agreement or from legal or regulatory provisions or from any established legal precedent, or it may be implicit since, through its past practices, its stated policy or a recent, sufficiently explicit statement, the Group created a reasonable expectation among third parties that it will assume this liability.

The amount recognised as a provision represents the best estimate of the expenditure required to settle the present obligation at the balance sheet date. If the amount of the obligation cannot be evaluated with sufficient reliability, no provision is recognised.

If the effect of discounting is significant, the amount of the provision recognised relates to the discounted value of the expenditures that the Group expects to have to incur to settle the corresponding obligation.

In determining the possible outcomes of tax risks and litigation, the management uses as its basis the assessment performed by external consultants who have knowledge of each of the related issues and jurisprudence.

Groupe Partouche sets aside provisions for progressive jackpots at the end of the financial year. This provision is recognised in the line item "Current provisions" in the consolidated balance sheet. The jackpot provision is calculated at the balance sheet date on the basis of the jackpot amount displayed on all progressive slot machines, minus the amounts at the start of the period for each of these jackpots in addition to the amount saved in levies relating to the jackpot payout.

8.1. CHANGE IN PROVISIONS

€000 AT 31 OCTOBER	2019	2020	CHANGES IN 2020						2020
			Charges	Reversals not used	Reversals used	Translation difference	Reclass.	Changes in scope	
Non-current provisions	4 096	4 083	1 021	-	(1 184)	-	94	-	**4 014**
Current provisions	2 553	2 330	3 833	(77)	(2 915)	1	(125)	-	**3 046**
TOTAL PROVISIONS	**6 649**	**6 413**	**4 854**	**(77)**	**(4 099)**	**1**	**(32)**	**-**	**7 060**

8.2. BREAKDOWN OF PROVISIONS BY TYPE

€000 AT 31 OCTOBER	TOTAL PROVISIONS		NON-CURRENT PORTION		CURRENT PORTION	
	2021	2020	2021	2020	2021	2020
Tax and social security audits (excluding those covered by IFRIC 23 "Uncertainty over Income Tax Treatments")	2 499	2 168	1 881	1 746	618	422
Labour and redundancy disputes	817	1 144	596	763	222	381
Provision for net equity of companies accounted for under the equity method	107	66	107	66	-	-
Other contingency and loss provisions (*)	1 625	1 513	1 430	1 507	194	6
Jackpot provision	2 012	1 521	-	-	2 012	1 521
TOTAL	**7 060**	**6 413**	**4 014**	**4 083**	**3 046**	**2 330**

(*) The "Other contingency and loss provisions" line consists of provisions across several entities that are not individually material. Details on the main disputes are provided in Section 20.5 of this Annual Report.

NOTE 9. FINANCING AND FINANCIAL INSTRUMENTS

In accordance with IFRS 9, financial assets are separated into three categories:

- **FINANCIAL ASSETS MEASURED AT AMORTISED COST:**

These are financial assets where the objective of the business model is to receive contractual payments, and where the contractual terms provide for payments at specified dates corresponding only to capital and interest repayments. They correspond in particular to loans and receivables attached to investments and to deposits and guarantees;

- **FINANCIAL ASSETS MEASURED AT FAIR VALUE AND RECOGNISED AS OTHER COMPREHENSIVE INCOME:**

These are financial assets where the objective of the business model is both to receive contractual cash flows and to dispose of financial assets, and where the contractual terms and conditions provide, at specified dates, cash flows that consist exclusively of principal and interest payments on the outstanding principal amount.

- **FINANCIAL ASSETS MEASURED AT FAIR VALUE THROUGH PROFIT OR LOSS:**

A financial asset shall be measured at fair value through profit or loss unless it is measured at amortised cost or fair value through other comprehensive income items.

Fair value is determined according to the methods defined by IFRS 13 and based on the three levels of the fair value hierarchy:

- Level 1, which includes valuations based on a quoted price in an active market; as a general rule, the market value corresponds to the last quoted price;
- Level 2, which includes valuations based on observable market data not included in Level 1;
- Level 3, which includes valuations based on non-observable market data; as a general rule, the valuation of shares in non-controlled companies is based on the share of net equity.

Fair values were determined on the basis of the information available at the balance sheet date (latest available statements) and therefore do not take into account the effect of subsequent changes.

There were no transfers of financial instruments between Level 1 and Level 2 and no transfers into or out of Level 3 in 2021.

9.1. OTHER NON-CURRENT FINANCIAL ASSETS

€000 AT 31 OCTOBER	2021	2020	2019
Available for sale securitie	-	-	-
Non-consolidated investments	3 309	3 223	3 230
Non-current investment	1	1	1
Employee loans	48	40	32
Loans, guarantees and other receivables	2 220	2 312	1 522
Receivables attached to investments	-	-	-
OTHER NON-CURRENT FINANCIAL ASSETS	**5 578**	**5 575**	**4 784**

• NON-CONSOLIDATED INVESTMENTS :

€000 AT 31 OCTOBER	GROSS VALUE IN 2021	IMPAIRMENT IN 2021	NET VALUE IN 2021	NET VALUE IN 2020	NET VALUE IN 2019
Non-consolidated companies owned >50%	2 845	(2 566)	280	309	311
Non-consolidated companies owned 20 to 50%	225	(155)	71	71	71
Non-consolidated companies owned <20%	4 004	(1 045)	2 959	2 844	2 848
TOTAL	**7 075**	**(3 766)**	**3 309**	**3 223**	**3 230**

• FINANCIAL ASSETS AND LIABILITIES BY CATEGORY, FAIR VALUE AND EFFECTS ON INCOME

€000 AT 31 OCTOBER	AMORTISED COST	FAIR VALUE LEVEL	2021		2020	
			BOOK VALUE	FAIR VALUE	BOOK VALUE	FAIR VALUE
FINANCIAL ASSETS						
Non-current financial assets	✓	*Level 3*	5 578	5 578	5 575	5 575
Derivative financial instruments		*Level 2*	-	-	-	-
Trade and other operating receivables	✓		45 944	45 944	32 710	32 710
Other current and non-current assets	✓		20 131	20 131	20 268	20 268
Short-term financial receivables	✓		-	-	-	-
Cash and cash equivalents		*Level 1*	178 811	178 811	138 441	138 441
FINANCIAL LIABILITIES						
Bank loans and overdrafts	✓		287 399	287 399	247 071	247 071
Derivative financial instruments		*Level 2*	-	-	-	-
Liabilities in respect of securities acquisitions		*Level 3*	143	143	58	58
Trade and other payables	✓		117 930	117 930	93 194	93 194
Other current and non-current liabilities	✓		5 350	5 350	6 220	6 220

9.2. CASH AND CASH EQUIVALENTS

Cash and cash equivalents" includes cash as well as all immediately available short-term investments.

These investments are made in SICAV-type or FCP-type mutual fund units, the value of which is not subject to changes in stock market prices and which can be converted easily into a cash amount subject to negligible risk of change in value.

Cash and cash equivalents are financial assets held for trading and are valued at their fair value. Changes in value are recorded as results from financial items.

Cash presented in the consolidated cash flow statement includes cash and cash equivalents such as defined above, net of current bank overdrafts, which are an integral part of the Group's cash management.

Pursuant to IAS 7, the amount of significant cash and cash equivalents balances held which are not available for the Group is disclosed below.

€000 AT 31 OCTOBER	2021	2020	2019
Highly liquid cash management financial assets	13 716	8 697	9 170
Cash and cash equivalents	165 095	129 744	109 961
CASH AND CASH EQUIVALENTS (ASSETS)	**178 811**	**138 441**	**119 131**

€000 AT 31 OCTOBER	2021	2020	2019
Cash and cash equivalents (assets)	178 811	138 441	119 131
Cash (liabilities)	(168)	(54)	(19)
Neutralisation of impairment provision	-	-	-
CASH POSITION PER CASH FLOW STATEMENT	**178 643**	**138 386**	**119 112**

• BREAKDOWN OF CASH MANAGEMENT FINANCIAL ASSETS:

€000 AT 31 OCTOBER	2021	2020	2019
SICAV-type mutual fund units	13 730	8 707	9 177
FCP-type mutual fund units	-	-	-
Accrued interest / SICAV & FCP	-	-	-
Provision for impairment	(14)	(10)	(6)
CASH FINANCIAL MANAGEMENT ASSETS	**13 716**	**8 697**	**9 170**

• BREAKDOWN OF POSITIVE CASH BALANCES:

€000 AT 31 OCTOBER	2021	2020	2019
Bank	148 890	125 662	95 290
Cash	16 182	4 059	14 645
Interest receivable	23	23	25
CASH AND CASH EQUIVALENTS	**165 095**	**129 744**	**109 961**

• CASH LESS GAMING LEVIES:

€000 AT 31 OCTOBER	2021	2020	2019
Cash and cash equivalents (assets)	178 811	138 441	119 131
- Gaming levies	(26 721)	(35 295)	(32 569)
= CASH LESS GAMING LEVIES	**152 090**	**103 145**	**86 562**

In addition, regulations related to the Swiss gaming industry do not allow these establishments to transfer free cash flow, with the exception of payment of dividends. This concerns two of the Group's casinos (Lac Meyrin casino and Crans-Montana casino) which had cash net of levies of €19.2m at 31 October 2021 (compared with €21.4m at 31 October 2020).

9.3. FINANCIAL DEBT

Financial debt is recognised at face value, net of related issuing costs and premiums. Subsequently, these borrowings are recognised at amortised cost using the effective interest-rate method, the difference between cost and repayment value being recognised in the income statement over the term of the borrowings.

The cost of net financial debt includes interest payable on borrowings, interest receivable on investments, and income from other dividends.

Financial debt is classified under current liabilities unless the Group has the unconditional right to defer the settlement of the debt at least twelve months after the balance sheet date, in which case those debts are classified as non-current liabilities.

€000 AT 31 OCTOBER	CURRENT PORTION IN 2021	NON-CURRENT PORTION IN 2021	TOTAL IN 2021	CURRENT PORTION IN 2020	NON-CURRENT PORTION IN 2020	TOTAL IN 2020	CURRENT PORTION IN 2019	NON-CURRENT PORTION IN 2019	TOTAL IN 2019
Bonds	-	35 000	35 000	-	35 000	35 000	-	35 000	35 000
Bank borrowings	29 231	148 921	178 153	17 531	114 571	132 103	21 405	85 746	107 151
Interest accrued on loans	384	-	384	285	-	285	98	-	98
Bank overdrafts	168	-	168	54	-	54	19	-	19
SUBTOTAL: BANK LIABILITIES	**29 783**	**183 921**	**213 705**	**17 870**	**149 571**	**167 442**	**21 522**	**120 746**	**142 267**
Restated property leases	-	-	-	-	-	-	867	13 190	14 057
IFRS 16 lease liabilities (initial application in 2020)	11 549	57 626	69 174	13 584	60 703	74 286	-	-	-
Interest accrued on loans restated in accordance with IFRS 16	35	-	35	52	-	52	-	-	-
IFRS 16 SUBTOTAL	**11 584**	**57 626**	**69 209**	**13 636**	**60 703**	**74 338**	**867**	**13 190**	**14 057**
SUBTOTAL: BANK AND IFRS 16 LIABILITIES	**41 367**	**241 547**	**282 914**	**31 506**	**210 274**	**241 780**	**22 389**	**133 936**	**156 324**
Other borrowings	278	2 214	2 492	269	2 492	2 761	261	2 761	3 022
Employee profit-sharing	383	1 545	1 928	431	1 986	2 417	297	1 895	2 192
Deposits and guarantees	8	54	62	14	95	109	15	111	126
Liabilities in respect of investments in associates	-	4	4	-	4	4	-	4	4
Fair value remeasurement of hedging instruments	-	-	-	-	-	-	-	-	-
TOTAL CONSOLIDATED FINANCIAL DEBT	**42 035**	**245 364**	**287 399**	**32 220**	**214 851**	**247 071**	**22 962**	**138 707**	**161 668**

A- BONDS

At the end of October 2019, the consolidating company Groupe Partouche SA issued a seven-year bond in the form of a Euro PP private placement (maturing October 2026) to a well-known institutional investor, for a par value of €35m. The obligations have a fixed annual interest rate, payable in arrears on an annual basis on 24 October of each year and for the first time on 24 October 2020. They will be reimbursed at the end of the term, on the maturity date on 24 October 2026.

The obligations have no guarantees and the commitments made are similar to those made under the syndicated loan (see below), as the two loans are closely linked.

On 15 June 2021, the institutional investor waived each of the leverage ratio calculations planned for the two closings at 30 April 2021 and 31 October 2021 as well as the certificates that would have confirmed the leverage ratio calculations at these dates, with

retroactive effect from 30 April 2021. Under IAS 1, a breakdown by contractual maturity for the outstanding principal amount of the Euro PP is presented in the financial statements.

B- BANK BORROWINGS

1. SYNDICATED LOAN

At the end of October 2019, Groupe Partouche SA took out a syndicated loan from a consortium of six French banks for a total amount of €80m. It includes a refinancing loan in the amount of €65m and a revolving credit of €15m, both with a final repayment date set for 18 October 2025. The refinancing loan is repayable in twenty-four consecutive instalments repayable in principal on 31 January, 30 April, 31 July and 31 October of each year, with the first instalment due on 31 January 2020. The principal amount repayable for each of the instalments will be €2,708,333, except for the last instalment, which will be €2,708,341.

Each drawdown under the revolving credit facility shall be repaid on the date of payment of interest on the drawdown in question, it being specified that the repayment of a drawdown may be made by renewing the drawdown by means of a renewal drawdown (for the amount of the renewal drawdown).

The outstanding principal amount of the refinancing loan and the revolving credit facility yields interest at an annual rate corresponding to (i) the 3-month Euribor (or any other term agreed upon with the agent), (ii) the applicable margin, and (iii) any applicable mandatory costs. Interest is payable in arrears.

No collateral was agreed to in the terms of this syndicated loan. Furthermore, the loan contract provides for the reporting obligations of the lenders, the semi-annual obligation to maintain the "leverage ratio" (net consolidated debt / consolidated EBITDA) below 2.50 (Taking into account that calculations were made in accordance with the terms and conditions applicable before application of IFRS 16) as well as standard commitments for loan contracts of this type.

On the first anniversary of the syndicated loan at end October 2020, as a result of the Covid-19 crisis, the Loan Agreement was amended by Side Letter 1 as follows:

- The final repayment date for the refinancing loan was deferred by a total of nine months to 18 July 2026. The final repayment date of the revolving credit facility remains unchanged at 18 October 2025;
- Four principal instalments on the refinancing loan were deferred as follows: (i) from 30 April 2020 to 31 January 2026; (ii) from 31 July 2020 to 30 April 2026; (iii) from 31 October 2020 to 18 July 2026; and (iv) from 31 January 2021 to 18 July 2026.The final repayment will thus be in the amount of €5,416,674.

In addition, on 9 June 2021, all of the banks making up the banking syndicate waived each of the leverage ratio calculations planned for the two closings at 30 April 2021 and 31 October 2021 as well as the certificates that would have confirmed the leverage ratio calculations at these dates, with retroactive effect from 30 April 2021. Under IAS 1, a breakdown by contractual maturity for the outstanding principal amount of the syndicated loan is presented in the financial statements.

The €15 million revolving credit facility was undrawn at 31 October 2021.

2. GOVERNMENT-BACKED LOANS (PGEs)

In early June 2020, seven of the Group's partner banks each granted government-backed loans together totalling €19.5 million, with an initial term of 12 months (expiring 5 June 2021), non-reducing, with interest at a rate of 0.50% a year corresponding to the government guarantee premium laid down in the Order of 23 March 2020.

In early April 2021, the terms and conditions for periodic payments were approved as follows:

- a second 12-month deferral extended the date for the first repayment until 5 July 2022;
- payments are to be made over a period of four years, thus giving the loan a new final maturity date of 5 June 2026.

In addition, the refinancing rate of each of the seven banks applies to each PGE agreement over the five-year interest payment period.

To further strengthen the Group's liquidity given the closures of its establishments resulting from the health crisis, in April 2021 the Group secured a second PGE with its existing partner banks in the total principal amount of €59.5m, with an initial term of 12 months (expiring 15 April 2022), without periodic payments and bearing interest at a rate of 0.50% per annum, corresponding to the guarantee premium laid down by the French government in the Order of 23 March 2020.

The Group has until 15 February 2022 to opt either for a repayment (in part or in full) of this second PGE on 15 April 2022, or for payments over a period of between one and six years. Depending on the development of the health crisis in the weeks preceding its decision, the Group may decide to repay the entirety or a

portion of this PGE's €59.5m principal amount at the first anniversary, i.e. 15 April 2022 and, in the latter case, the remaining portion over a longer period to be determined, not exceeding a total maturity of six years *(i.e. by 15 April 2027 at the latest).*

Pending this decision, the second PGE has been presented in the financial statements as if the Group had opted to apply the maximum deferral period.

3. OTHER BANK BORROWINGS

In addition, Groupe Partouche and certain operating subsidiaries took out new borrowings during the financial year totalling €4.5m, including €2.3m on behalf of SCI Les Thermes for the renovation of the common areas of the Aquabella hotel in Aix-en-Provence and €1.4m to fund the completion of the Royat casino's renovation project.

As part of the implementation of bank loans by Group subsidiaries, some of them have pledged business assets, which are included in the guarantees presented in Notes 14.2 ("Off balance sheet commitments related to financing") and 14.3 ("Off balance sheet commitments related to operating activities").

4. PROPERTY LEASES UNDER IFRS 16

Two property leases have been signed, respectively allowing for the financing of renovation works at the Pornic casino, in the amount of €15.0m over period of 15 years, and the acquisition of part of Partouche Immobilier's head office building, in the amount of €10.3m and also over a period of 15 years.

Financial debt corresponding to these property leases recognised in the consolidated financial statements for the year ended 31 October 2021 totals €22.2m (consisting of a current portion of €1.6m and a non-current portion of €20.5m), included under "IFRS 16 lease liabilities" in the table above.

5. OTHER BORROWINGS

"Other borrowings" corresponded to a €2.5m financial liability raised in November 2015 that was arranged by Partouche Immobilier with Ispar to cover a portion of the financing for construction work on the PleinAir casino in La Ciotat.

9.3.1. MATURITY OF FINANCIAL DEBTS :

€000 AT 31 OCTOBER	TOTAL	<1 YEAR	1 TO 5 YEARS	>5 YEARS
Bonds	35 000	-	35 000	-
Bank borrowings	178 153	29 231	132 055	16 866
Interest accrued on loans	384	384	-	-
Bank overdrafts	168	168	-	-
IFRS 16 lease liabilities	69 174	11 549	26 825	30 801
Interest accrued on loans restated in accordance with IFRS 16	35	35	-	-
Other borrowings	2 492	278	1 204	1 010
Employee profit-sharing	1 928	383	1 545	-
Deposits and guarantees	62	8	46	8
Liabilities in respect of investments in associates	4	-	-	4
TOTAL CONSOLIDATED FINANCIAL DEBT	**287 399**	**42 035**	**196 675**	**48 689**

€000 AT 31 OCTOBER 2020	TOTAL	<1 YEAR	1 TO 5 YEARS	>5 YEARS
Bonds	35 000	-	-	35 000
Bank borrowings	132 103	17 531	87 087	27 485
Interest accrued on loans	285	285	-	-
BANK OVERDRAFTS	**54**	**54**	**-**	**-**
IFRS 16 lease liabilities	74 286	13 584	29 930	30 773
Interest accrued on loans restated in accordance with IFRS 16	52	52	-	-
Other borrowings	2 761	269	1 166	1 325
Employee profit-sharing	2 417	431	1 986	-
Deposits and guarantees	109	14	84	12
Liabilities in respect of investments in associates	4	-	-	4
TOTAL CONSOLIDATED FINANCIAL DEBT	**247 071**	**32 220**	**120 252**	**94 599**

There is no foreign currency-denominated debt.

9.3.2. CHANGE IN BONDS AND BANK BORROWINGS AND IFRS 16 LEASE LIABILITIES

€000 AT 31 OCTOBER 2020	2019	2020	CHANGES IN SCOPE	INCREASE	DECREASE	2021
Bonds and bank borrowings	142 151	167 103	-	63 957	(17 907)	213 153
Restatement of leases (former IAS 17)	14 057					
IFRS 16 lease liabilities	-	74 286	-	9 596	(14 708)	69 174
TOTAL	**156 207**	**241 389**	**-**	**73 553**	**(32 615)**	**282 327**

With respect to changes in liabilities arising on financing activities, the reconciliation is provided between changes in liabilities arising on financing activities presented in the cash flow statement and the amount of debt on the liability side of the balance sheet, by distinguishing between the different types of changes (cash vs non-cash), as required by the amendments to IAS 7.

€000 AT 31 OCTOBER 2020	OPENING	CASH FLOWS	CHANGES IN SCOPE	OTHER NON-CASH CHANGES	EXCHANGE RATE EFFECT	CHANGES IN FAIR VALUE	TOTAL NON-CASH CHANGES	CLOSING
Bonds	35 000	-					-	35 000
Bank borrowings	132 103	47 892	(1 857)		15		(1 842)	178 153
Interest accrued on loans	285	99					-	384
Bank overdrafts	54	113					-	168
SUBTOTAL: BANK LIABILITIES	**167 442**	**48 105**	**(1 857)**	**-**	**15**	**-**	**(1 842)**	**213 705**
IFR 16 lease liabilities	74 286	(13 598)	(432)	8 911	6		8 485	69 174
Interest accrued on loans restated in accordance with IFRS 16	52	(17)					-	35
IFRS 16 SUBTOTAL	**74 338**	**(13 614)**	**(432)**	**8 911**	**6**	**-**	**8 485**	**69 209**
SUBTOTAL: BANK AND IFRS 16 LIABILITIES	**241 780**	**34 490**	**(2 289)**	**8 911**	**21**	**-**	**6 644**	**282 914**
other borrowings	2 761	(269)					-	2 492
Employee profit-sharing	2 417	(489)					-	1 928
Deposit and guarantees	109	(48)					-	62
Liabilities in respect of investments in associates	4	-					-	4
TOTAL	**247 071**	**33 684**	**(2 289)**	**8 911**	**21**	**-**	**6 644**	**287 399**

9.3.3. BREAKDOWN OF BANK BORROWINGS AND BONDS BY INTEREST RATE

Please refer to Section 4.3.2 "Interest rate risk" of the Annual Report.

€000 AT 31 OCTOBER 2020	BEFORE INTEREST RATE HEDGING IN 2021	AFTER INTEREST RATE HEDGING IN 2021	BEFORE INTEREST RATE HEDGING IN 2020	AFTER INTEREST RATE HEDGING IN 2020	BEFORE INTEREST RATE HEDGING IN 2019 (*)	AFTER INTEREST RATE HEDGING IN 2019 (*)
Fixed rate debt (bank borrowings and bonds)	150 764	150 764	95 922	95 922	82 096	82 096
Floating rate debt (bank borrowings and bonds)	62 389	62 389	71 181	71 181	74 111	74 111
BONDS AND BANK BORROWINGS AT FINANCIAL YEAR-END	**213 153**	**213 153**	**167 103**	**167 103**	**156 207**	**156 207**
Average interest rate – fixed	1,37 %	1,37 %	2,06 %	2,06 %	2,67 %	2,67 %
Average interest rate – variable	1,53 %	1,53 %	1,53 %	1,53 %	1,53 %	1,53 %
1. WEIGHTED AVERAGE INTEREST RATE AT FINANCIAL YEAR-END	**1,42 %**	**1,42 %**	**1,84 %**	**1,84 %**	**2,13 %**	**2,13 %**
IFRS 16 lease liabilities	69 174	69 174	74 286	74 286	-	-
2. AVERAGE INCREMENTAL BORROWING RATE ON IFRS 16 LIABILITIES	**1,60 %**	**1,60 %**	**1,76%**	**1,76 %**	**N/A**	**N/A**
CLOSING WEIGHTED AVERAGE INTEREST RATE ON FINANCIAL DEBT (WEIGHTED AVERAGE OF 1 AND 2))	**1,46 %**	**1,46 %**	**1,82 %**	**1,82 %**	**2,13 %**	**2,13 %**

(*) Includes property leases restated in accordance with the former IAS 17 until October 2019.

At the balance sheet date, variable rate debt, including the syndicated loan, represented only 29.3% of total bank or bond debt.

This debt was not hedged by a financial instrument.

9.3.4. NET DEBT

Gearing is the ratio of the Group's net debt to its equity. It is a measure of the risk associated with the Group's financial structure.

Leverage is the ratio of the net debt to consolidated Group EBITDA.

This Note 9.3.4 reiterates key financials defined in agreement with bondholders and banks for the purposes of monitoring changes in the Group's net debt.

- "Gross debt" includes all bonds and bank borrowings with the Group's financial partners, property leases with their respective payment schedules and Partouche Immobilier's debt to Ispar.
- "Net debt" is equal to gross debt less cash net of levies, as calculated in Note 9.2 ("Cash and cash equivalents").
- As laid down in the Group's refinancing agreements, EBITDA used to calculate the leverage ratio corresponds to EBITDA measured over a rolling 12-month period, in accordance with the former IAS 17 (i.e. prior to adoption of IFRS 16); it is thus consistent with gross and net debt as defined above.

€000 AT 31 OCTOBER	2021	2020	2019
Bonds	35 000	35 000	35 000
Bank borrowings	178 153	132 103	107 151
Property leases (*)	22 914	24 476	14 057
Accrued interest	384	285	98
Sundry borrowings and financial liabilities	2 492	2 761	3 022
Financial instruments – assets	-	-	-
Financial instruments – liabilities	-	-	-
Bank overdrafts	168	54	19
GROSS DEBT BEFORE APPLICATION OF IFRS 16	**239 110**	**194 679**	**159 346**
CASH NET OF LEVIES (SEE NOTE 9.2)	**152 090**	**103 145**	**86 562**
NET DEBT	**87 020**	**91 533**	**72 784**
NET DEBT TO EQUITY ("GEARING") RATIO	**0,3x**	**0,2x**	**0,2x**
NET DEBT TO CONSOLIDATED EBITDA ("LEVERAGE") RATIO (**)	**N/A (***)**	**2,3x**	**1,0x**

(*) Property leases have been restated in accordance with the former IAS 17 and payment deferrals requested in financial year 2020 as a result of the Covid-19 pandemic have been added back to the principal amount outstanding.

(**) EBITDA used to calculate the leverage ratio is calculated over a rolling 12-month period, in accordance with the former IAS 17 (i.e. prior to adoption of IFRS 16), giving amounts of €39.8 million at 31 October 2020 and €75.7 million at 31 October 2019.

(***) The banking and bond partners waived the leverage ratio calculation planned for the closing at 31 October 2021 due to negative EBITDA for the reference period.

For the entirety of this note, please refer to Section 4.3 "Financial risks" of this Annual Report.

For liquidity risk, please refer to Section 4.3.1 "Liquidity risk" of this Annual Report.

9.4. FINANCIAL ITEMS

Income from interest is recognised in the income statement when it is acquired, using the effective interest-rate method.

Income from dividends is recognised in the income statement when the Group acquires the right to collect the payments.

€000 AT 31 OCTOBER	2021	2020	2019
Cost of debt (*)	(3 786)	(3 305)	(3 940)
Cost of interest rate hedging	-	-	(59)
Investment income	60	77	170
NET FINANCIAL INCOME (EXPENSES)	**(3 726)**	**(3 229)**	**(3 830)**
Finance costs associated with IFRS 16 lease liabilities	(1 070)	(1 166)	-
Change in the fair value of hedging instruments (ineffective portion)	-	-	-
COST OF FINANCIAL DEBT (A)	**(4 796)**	**(4 395)**	**(3 830)**
Foreign exchange gains	857	1 734	2 120
Foreign exchange losses	(97)	(122)	(45)
Dividends (non-consolidated companies)	45	527	101
Other	211	365	1 655
Financial provision charges and reversals	(2)	1	81
OTHER FINANCIAL INCOME AND EXPENSES (B)	**1 013**	**2 505**	**3 911**
FINANCIAL INCOME (EXPENSE) (A+B)	**(3 783)**	**(1 890)**	**82**

(*) Includes finance costs associated with property leases restated in accordance with the former IAS 17 until October 2019.

The increase in net financial expenses was mainly due to an increase in borrowings, the average annual interest rate being lower than the previous year.

At year-end 2019, the "Other" line included financial income of €1.1m paid to Groupe Partouche. This interest was collected pursuant to the terms of a court order to repay an outstanding debt.

9.5. FINANCIAL RISKS

The Group could be exposed to liquidity risks and interest rate risks in the line of its activity. The assessment of the Group's exposure to these risks and their management is presented in this annual report in Section 4.3 under "Risk Factors". The following other financial risks were also identified:

9.5.1. FOREIGN EXCHANGE RISK

In order to measure the Group's exposure to exchange rate risk, it should be pointed out that Groupe Partouche's activities outside France are performed by subsidiaries which operate in the country in which they are located; the consolidated financial statements thus include 13 companies outside France, five of which are located outside the euro zone. Some foreign exchange risk exposure remains, however, given the Group's operations in Tunisia and Switzerland. The total of these activities represents less than 10% of total consolidated turnover.

Transactions carried out by these subsidiaries outside the euro zone are denominated in the local currency.

The Group's normal operations do not involve purchases of assets financed in currencies that could lead to the implementation of a forward hedging policy.

Regarding the significant portion of the Group's profit made in Switzerland, it should first of all be noted that the regulations related to the Swiss gaming industry do not allow these establishments to transfer free cash flow, with the exception of payment of dividends.

Considering this limited leeway, no specific measures have been taken to cover this risk.

The table below sets out the impact of a 1% change in the exchange rate parity with the Swiss franc on the Group's turnover and operating profit at 31 October 2021:

• IMPACT OF A +/-1% CHANGE IN THE EXCHANGE RATE

€000 AT 31 OCTOBER	ON TURNOVER	% GROUP'S TOTAL	ON OPERATING PROFIT	% GROUP'S TOTAL
CHF	+ ou - 0,21	0,08%	+ ou - 0,05	0,11%

The table below sets out the impact of a 1% change in each exchange parity on the Group's turnover and operating profit at 31 October 2020:

• IMPACT OF A ±1% CHANGE IN THE EXCHANGE RATE

€000 AT 31 OCTOBER	ON TURNOVER	% GROUP'S TOTAL	ON OPERATING PROFIT	% GROUP'S TOTAL
CHF	+ ou - 0,27	0,08%	+ ou - 0,04	0,30%

The table below presents the local currency positions of receivables and payables denominated in thousands of Swiss francs, the main foreign currency at 31 October 2021 (except "Assets held for sale" and "Held for sale liabilities"):

- Under assets, the items that may be affected by exchange rate risk are trade receivables and other debtors with their related provisions, income tax receivables and other current assets with the provisions attached to them;
- Under liabilities, the items that may be affected by exchange rate risk are current and non-current borrowings, trade and other payables, current tax liabilities and other current and non-current liabilities.

CURRENCY BY COUNTRY	K CHF SWITZERLAND
ASSETS	715
LIABILITIES	12 182
NET POSITION BEFORE HEDGING	**(11 467)**
Hedging position	-
NET POSITION AFTER HEDGING	**(11 467)**

The table below presents the local currency positions of receivables and payables denominated in thousands of Swiss francs, the main foreign currency in 2020:

CURRENCY BY COUNTRY	K CHF SWITZERLAND
ASSETS	1 181
LIABILITIES	14 610
NET POSITION BEFORE HEDGING	**(13 429)**
Hedging position	-
NET POSITION AFTER HEDGING	**(13 4290)**

9.5.2. TRANSLATION RISK

Consolidating the financial statements of foreign subsidiaries entails the translation of the financial statements (assets, liabilities, income and expenses) denominated in foreign currencies into euros. This translation at the applicable year-end exchange rate, may, if exchange rates change, generate an impact on the Group's consolidated financial statements.

Given the long-term nature of these investments, Groupe Partouche does not hedge this exposure.

9.5.3. EQUITY RISK

The Group's cash investments do not include any listed shares; money-market products and term-deposit accounts are used exclusively. Given that the investment policy for cash excludes investments in share-based products, no specific measures are used to monitor this risk.

Since 2000, Groupe Partouche has held some of its own shares (1,917) as part of a liquidity provider's agreement (see Section 21.1.3 "Acquisition by the Company of its own shares"), as well as 15,593 other shares as of 31 October 2021.

In light of the issues mentioned in Note 11.2 ("Treasury shares"), a 10% drop in the share price of Groupe Partouche would have a limited impact on the parent company financial statements and none on the consolidated financial statements since the item "Treasury shares" is deducted from the consolidated reserves.

NOTE 10. TAXES

10.1. BREAKDOWN OF TAX EXPENSES

€000 AT 31 OCTOBER	2021	2020	2019
PROFIT (LOSS) BEFORE TAX	**(49 254)**	**(13 944)**	**32 003**
Current tax expense	(6 096)	(351)	(6 245)
Change in deferred tax	547	1 985	3 273
CVAE tax expense	(1 042)	(2 822)	(3 704)
TOTAL TAX EXPENSE	**(6 591)**	**(1 188)**	**(6 676)**
TOTAL TAX EXPENSE – CVAE TAX EXCLUDED	**(5 549)**	**1 633**	**(2 972)**
EFFECTIVE TAX RATE *	**(11,27 %)**	**11,71 %**	**9,29 %**

** CVAE tax excluded.*

• RATIONALISATION OF THE EFFECTIVE TAX RATE – TAX PROOF:

€000 AT 31 OCTOBER	2021	2020	2019
PROFIT (LOSS) BEFORE TAX	**(49 254)**	**(13 944)**	**32 003**
French corporate income tax rate	28,00 %	28,00 %	28,00 %
STATUTORY TAX CHARGE BASED ON CURRENT TAX RATE	**13 791**	**3 904**	**(8 961)**
Temporary differences	(2)	1	290
Permanent differences	(7 218)	735	7 191
Net effect of consolidation operations	13 731	5 921	(10 545)
Tax losses generated by Group companies during the financial year	(22 371)	(18 251)	(5 084)
Impact of tax consolidation	1 937	6 565	12 601
Income taxed at the reduced tax rate, long-term capital gains or losses and effect of differences in foreign companies' tax rates	(6 874)	(204)	(1 884)
Tax loss carryforwards recognised as assets	-	1 791	1 792
Use of unrecognised tax loss carried forward	1 059	211	1 028
Tax credit and other	398	960	599
TOTAL TAX EXPENSE, EXCLUDING CVAE TAX EXPENSE	**(5 549)**	**1 633**	**(2 972)**
CONSOLIDATED NET INCOME BEFORE TAX	**(49 254)**	**(13 944)**	**32 003**
RECONSTITUTED GROUP TAX RATE	**(11,27 %)**	**11,71 %**	**9,29 %**

Under IAS 12, deferred tax assets and liabilities have to be measured at the tax rates that are expected to apply to the period when the asset is realised or the liability is settled, based on tax rates that have been enacted or substantively enacted by the end of the reporting period. The Group's deferred taxes are recorded at the rates applicable to the estimated useful lives of the bases concerned.

10.1.1. CORPORATE INCOME TAX RECEIVABLES

€000 AT 31 OCTOBER	2021	2020	2019
Current receivables from the French State	1 296	1 722	1 291
CRÉANCES COURANTES D'IMPÔTS SUR LES BÉNÉFICES	**1 296**	**1 722**	**1 291**

At 31 October 2021, 31 October 2020 and 31 October 2019, "Receivables from the French State" mainly included tax credits and income tax receivables for companies outside the tax consolidation group.

10.1.2. CURRENT TAX LIABILITIES

€000 AT 31 OCTOBER	2021	2020	2019
State – Gaming levies*	26 721	35 295	32 569
State – Corporate income tax**	5 867	442	1 254
TOTAL	**32 588**	**35 737**	**33 823**

** * The amount shown against the "State – Gaming levies" item at 31 October 2021 is mainly due to marginal tax rates being generally lower than in a standard year, given the 6.5 months of casino closures during the financial year (taxation at a progressive rate). As a reminder, the balance at 31 October 2020 included levies still to be paid in respect of February and March 2020, deferred as a result of the health crisis.*

*** At 31 October 2021, the "State – Corporate income tax" item included €5.4m of tax payable by the Belgian companies in respect of profits for the financial year, which comprised non-recurring income items relating to the favourable settlement of the dispute with the Belgian social security administration and the compensation obtained in connection with the termination of the partnership with the online gaming operator Bwin.*

10.2. DEFERRED TAX

The Group calculates its taxes in accordance with the tax legislation in force in the countries where the income is taxable.

Deferred taxes are determined each year for each tax entity using the liability method based on each company's tax position or on the income of all the companies that are included in the tax consolidation groups.

Deferred tax is calculated by applying the most recent tax rate enacted at the balance sheet date applicable to the period in which temporary differences reverse.

Deferred tax assets relating to tax losses carried forward are only recognised if the tax entity is reasonably certain that it will recover these amounts in later years.

All deferred tax liabilities are recognised unless the tax results from the initial recognition of goodwill.

In accordance with Section 39 of IAS 12, the Group did not recognise a deferred tax liability relating to the difference between the book value of equity-accounted investments and their tax bases.

Under IAS 12, deferred tax assets and liabilities have to be measured at the tax rates that are expected to apply to the period when the asset is realised or the liability is settled, based on tax rates that have been enacted or substantively enacted by the end of the reporting period. The Group's deferred taxes are recorded at the rates applicable to the estimated useful lives of the bases concerned.

In accordance with IAS 12, deferred taxes are classified as non-current assets and liabilities.

10.2.1. DEFERRED TAX ASSETS AND LIABILITIES

Deferred tax is recognised using the liability method on all differences between tax bases and carrying amounts. Deferred tax assets and liabilities are not discounted. A breakdown of the net change in deferred taxes (both assets and liabilities) is as follows:

€000	2021	2020
Deferred tax assets at the beginning of the period	2 791	2 208
Deferred tax liabilities at the beginning of the period	(10 720)	(12 483)
NET DEFERRED TAX AT THE BEGINNING OF THE PERIOD	**(7 930)**	**(10 275)**
Profit (loss) impact	736	2 128
Impact of changes in scope	-	(1)
Impact of foreign exchange rates	(9)	25
Other movements	55	193
NET DEFERRED TAX AT 31 OCTOBER	**(7 147)**	**(7 930)**
Deferred tax assets at 31 October	1 865	2 791
DEFERRED TAX – LIABILITIES AT 31 OCTOBER	**(9 013)**	**(10 720)**

"Profit (loss) impact" includes in 2021 (including the change in tax rates if applicable):

- a €189k impact arising from the change in deferred taxes on CVAE timing differences;
- a (€245k) impact arising from the change in deferred taxes on CVAE timing differences;
- a €1,194k impact arising from the use of deferred taxes relating to the amortisation and depreciation of real estate assets;
- a negative €754k impact related to deferred tax on central adjustments (retirement benefit obligations, subsidies, etc.);
- a €354k impact arising from the change in deferred taxes on internal provisions.

In 2020, profit (loss) impact included the following:

- a €143k impact arising from the change in deferred taxes on CVAE timing differences;
- a (€653k) impact arising from the change in deferred taxes on CVAE timing differences;
- a €1,791k impact arising from the recognition of deferred tax assets linked to tax loss carryforwards;
- a €457k impact arising from the use of deferred taxes relating to the amortisation and depreciation of real estate assets.

The "Other movements" item mainly relates to deferred taxes arising from actuarial adjustments recognised in equity (recyclable component). These movements had no impact on profit for the period.

Deferred tax was in relation to the following:

€000	2021	2020
Employee commitments	3 989	3 881
Derivative instruments	-	-
Revaluation adjustments / Real estate assets	(5 879)	(7 073)
Neutralisation of internal provisions	(11 734)	(12 087)
Tax loss carryforwards recognised as assets	5 935	5 935
Deferred tax on restatement of CVAE	(300)	(488)
Other temporary items and consolidated adjustments	841	1 903
TOTAL	**(7 147)**	**(7 929)**

10.2.2. TAX LOSSES CARRIED FORWARD

Deferred tax assets related to loss carryforwards are recognised on the balance sheet only when such losses are determined to be recoverable..

At 31 October 2021, the total amount of unrecognised tax in relation to uncapitalised loss carryforwards was around €42.1m (total for French companies at a rate of 28%).

At 31 October 2021, deferred tax assets recognised as capitalised loss carry-forwards were €5.9m, concerning the Groupe Partouche SA tax consolidation group. No capitalised tax loss carryforwards were recognised at 30 October 2021.

To assess the capitalisation of loss carryforwards in the consolidated financial statements at 31 October 2021, the Group conducted an analysis of the expected use of the taxes over a reasonable horizon, while factoring in actual uses during the past few financial years, in line with the revenue forecasts used for goodwill impairment tests (see Note 6.2).

NOTE 11. EQUITY

11.1. SHARE CAPITAL OUTSTANDING

SHARE CAPITAL AT 31 OCTOBER	2021	2020	2019
Amount of share capital	192 540 680 €	192 540 680 €	192 540 680 €
Shares issued, fully paid up	9 627 034	9 627 034	9 627 034
NOMINAL VALUE	**20 €**	**20 €**	**20 €**

The share capital is fully paid up at 31 October 2021. Shares may be in registered or bearer form, based on the choice of the shareholder. In accordance with the Articles of Association, all of the shares have one voting right each.

11.2. TREASURY SHARES

IN EUROS AT 31 OCTOBER	2021	2020	2019
Treasury shares at historical cost held directly	497 429	466 428	416 361
NUMBER OF TREASURY SHARES HELD DIRECTLY	**17 510**	**16 753**	**12 351**

Treasury shares are deducted from consolidated reserves. At 31 October 2021, treasury shares fell into one of two categories:

- Long-term shares held since the Extraordinary Shareholders' Meeting of 10 November 2003: 1,917 treasury shares.
- Shares held through the liquidity provider's CM-CIC agreement: 15,593 treasury shares. The purpose of this liquidity agreement is to foster regular and liquid trading in the Company's shares.

The market price of Groupe Partouche shares at 31 October 2021 was €19.50.

11.3. CONSOLIDATED RESERVES

IN EUROS AT 31 OCTOBER	2021	2020	2019
Revaluation reserve	(42 663)	(42 663)	(42 663)
Other reserves and retained earnings	160 753	174 708	175 492
Legal reserve	10 033	10 033	10 033
Group consolidation reserves	9 370	12 894	(6 637)
Other Group reserves	9 678	9 947	10 462
CONSOLIDATED RESERVES	**147 170**	**164 918**	**146 687**

The change in "Consolidated reserves" chiefly reflects:

- the appropriation of the €17.4m in net loss attributable to equity holders of the parent in the 2020 financial year;
- the negative €0.269m impact of remeasurements of net defined-benefit liabilities (provision for post-employment benefit obligations) recognised in equity under the revised IAS 19.

11.4. MINORITY INTERESTS

€000 AT 31 OCTOBER	2021	2020	2019
Non-Group reserves	17 510	15 509	14 020
Non-Group translation reserves	3 968	3 899	3 522
Non-Group earnings	(3 947)	2 196	6 381
MINORITY INTERESTS	**17 530**	**21 605**	**23 923**

The change in minority interests primarily reflects:

- the €3.9m net loss in the 2021 financial year attributable to minority interests;
- the €0.05m in payments of non-Group dividends;
- the €0.07m positive change in translation reserves.

NOTE 12. ADDENDA TO THE CONSOLIDATED FINANCIAL STATEMENTS

12.1. OTHER CURRENT AND NON-CURRENT ASSETS

12.1.1. OTHER NON-CURRENT ASSETS

€000 AT 31 OCTOBER	GROSS VALUE IN 2021	IMPAIRMENT	NET VALUE IN 2021	2020	2019
Receivables from the French state*	6 352	-	6 352	6 895	5 865
Other non-current receivables	986	(28)	957	1 131	1 266
OTHER NON-CURRENT ASSETS	**7 338**	**(28)**	**7 309**	**8 026**	**7 131**

(*) At 31 October 2021, as was the case at 31 October 2020, this item mainly consisted of the tax receivable on the Groupe Partouche consolidated tax group, mainly consisting of the balance of the 2018 competitiveness and employment tax credit (CICE – €3.2m).

• BREAKDOWN OF "OTHER NON-CURRENT RECEIVABLES":

€000 AT 31 OCTOBER	GROSS VALUE IN 2021	IMPAIRMENT	NET VALUE IN 2021	2020	2019
Receivables on disposal of assets >1 year	-	-	-	-	-
Other receivables – due in more than one year	46	(28)	18	85	112
Prepaid expenses – portion >1 year	939	-	939	1 046	1 154
OTHER NON-CURRENT RECEIVABLES	**986**	**(28)**	**957**	**1 131**	**1 266**

12.1.2. OTHER CURRENT ASSETS

€000	2019	2020	INCREASE	DECREASE	2021
Accrued interest/receivables and loans	-	-	-	-	-
Employee loans	86	92	90	(106)	77
Loans, guarantees	371	371	197	(101)	467
Receivables from the French state	5 819	4 848	1 086	(57)	5 877
Prepaid expenses	6 942	6 930	-	(529)	6 401
TOTAL GROSS VALUE	**13 218**	**12 241**	**1 373**	**(793)**	**12 822**
Provision for impairment	-	-	-	-	-
NET VALUE	**13 218**	**12 241**	**1 373**	**(793)**	**12 822**

12.2. TRADE AND OTHER PAYABLES

€000 AT 31 OCTOBER	2021	2020	2019
Customers, advances and down payments received *	4 351	16 928	13 610
Trade payables	39 627	19 123	14 999
Liabilities in respect of fixed asset acquisitions **	4 327	3 498	6 059
Liabilities in respect of securities acquisitions	143	58	3
Employees	2 294	2 047	2 876
Employee profit-sharing	2	1 231	3 373
Social security organisations***	20 551	4 908	6 773
Paid vacation	18 617	18 386	15 960
Applicable levy	476	476	476
Current account and partner liabilities	1 195	696	3 090
State – VAT	2 819	2 209	2 496
State – expenses payable	5 286	5 590	5 772
Other	18 386	18 102	18 502
TOTAL	**118 072**	**93 252**	**93 990**

** At 31 October 2020, this line item included, in particular, advance payments on lots sold as part of the La Grande-Motte property development plan for an amount of €13.2m. At 31 October 2021, most of the units had been delivered.*

*** At 31 October 2021, this item resulted from the various renovation programmes underway at the Group's entities. At this closing, the main contributor was the Aix-en-Provence casino for €1.3m, in respect of the gradual improvements to its digital content.*

**** At 31 October 2021, this item reflected the cautious approach adopted by the Group with respect to some uncertainties relating to the treatment of public aid obtained due to the health crisis.*

12.3. OTHER CURRENT AND NON-CURRENT LIABILITIES

€000 AT 31 OCTOBER	2021	2020	2019
Tax liabilities	11	-	-
Other liabilities	1 255	1 255	-
Liabilities to suppliers of fixed assets*	657	1 219	-
Deferred income – non-current portion	1 996	2 560	3 194
TOTAL OTHER NON-CURRENT LIABILITIES	**3 920**	**5 035**	**3 194**
Deferred income – current portion	1 430	1 185	1 275
TOTAL OTHER CURRENT LIABILITIES	**1 430**	**1 185**	**1 275**

** At 31 October 2021, this item included the liability arising from the various renovation programmes underway at the Group's entities. At this closing, the main contributor was the Aix-en-Provence casino for €0.7m.*

Deferred income is mainly attributable to investment subsidies.

NOTE 13. BREAKDOWN OF THE CONSOLIDATED CASH FLOW STATEMENT

13.1. BREAKDOWN OF CASH FLOW

• CASH FLOW FROM OPERATING ACTIVITIES

Net cash from operating activities (before change in the working capital requirement, financial interest and taxes paid) totalled €31.5m, versus €51.9m in 2020, related to the change in EBITDA observed during the financial year.

Total cash flow relating to operating activities, which came to €37.5m (vs. €49.4m in 2020), also reflects:

- a very favourable change in working capital, representing a net cash inflow of €12.6m, up €5.9m year on year. This change was due to the impact of non-recurring items during the financial year (delivery of the most of the units under the property development contract for the former La Grande-Motte casino, and especially the termination of the Belgian online gaming and sports betting business) as well as the financial impact of the crisis and its management by the Group, affecting all working capital components;
- €4.4m in interest paid, up €0.3m from 2020;
- taxes "paid" representing a €2.2m outflow, compared with €5.1m in 2020.

• CASH FLOW FROM (USED IN) INVESTING ACTIVITIES

Cash used in investing activities came to €30.4m, compared with €38.8m in the previous financial year. It chiefly consisted of:

- a €33.7m outflow for purchases of tangible fixed assets compared with €35.1m in 2020, including in particular €3.8m for slot machines and €1.4m for electronic gaming terminals, various replacement investments and, for construction projects, a right of use paid to the municipality of Saint-Amand-les-Eaux in connection with the renewal of the public service concession as well as the completion of renovation projects at both the Royat casino and the Aquabella hotel in Aix-en-Provence, in addition to ongoing works at the Bandol and Lyon Vert casinos;
- a €3.6m inflow for disposals of tangible fixed assets through the sale of various items of equipment or property or due to the receipt of compensation for such items.

• CASH FLOW FROM (USED IN) FINANCING ACTIVITIES

Cash from financing activities represented a net inflow of €33.4m compared with €8.3m in 2020, mainly consisting of the following:

- new borrowings totalling €64.0m, mainly consisting of €59.5m in government-backed loans;
- repayment of bank borrowings (€29.7m), including €13.6m in repayments of IFRS 16 lease liabilities;
- the lack of dividend payments to minority shareholders, compared with total payments of €4.7m in 2020.

Based on these movements, cash amounted to €178.6m at the balance sheet date, up €40.3m relative to 31 October 2020, reflecting the arrangement of the second government-backed loan (PGE), the closures of the Group's establishments for six and a half months, and the measures taken by the Group in response to the crisis.

13.2. BREAKDOWN OF WCR

Changes in items making up the working capital requirement are as follows:

€000 AT 31 OCTOBER	2021	2020	2019
Inventories and semi-finished goods	479	(26)	189
Trade receivables	(8 759)	2 378	(4 813)
Receivables and accrued and deferred items	(10 089)	170	1 219
Trade payables	20 772	3 992	(2 404)
Other payables	10 226	191	5 057
Deferred expenses	-	-	-
IMPACT OF THE CHANGE IN WCR	**12 629**	**6 705**	**(752)**

NOTE 14. OFF BALANCE SHEET COMMITMENTS

14.1. RELATED TO THE SCOPE

• COMMITMENTS GIVEN AT 31 OCTOBER 2021:

€000 AT 31 OCTOBER	2021	PAYMENTS DUE PER PERIOD			2020	2019
		LESS THAN 1 YEAR	1 TO 5 YEARS	MORE THAN 5 YEARS		
Purchase agreement	5 100	5 100	-	-	5 100	-
TOTAL	**5 100**	**5 100**	**-**	**-**	**5 100**	**-0**

In the course of the financial year, the Group entered into securities purchase agreements totalling €5.1m.

• COMMITMENTS RECEIVED AT 31 OCTOBER 2021:

€000	2021	2020	2019
Sureties, deposits and pledges	-	-	-
TOTAL	**-**	**-**	**-**

14.2. RELATED TO FINANCING

• COMMITMENTS GIVEN AT 31 OCTOBER 2021:

€000	2021	PAYMENTS DUE PER PERIOD			2020	2019
		LESS THAN 1 YEAR	1 TO 5 YEARS	MORE THAN 5 YEARS		
Long-term liabilities (bank debts with guarantees)	19 887	3 501	8 280	8 107	24 699	20 316
Capital leases	6	6	-	-	5	5 475
TOTAL	**19 893**	**3 506**	**8 280**	**8 107**	**24 704**	**25 791**

The amount of commitments given in respect of long-term liabilities reflects the principal amount outstanding on the Group's secured borrowings. Note that commitments on borrowings taken out by Partouche Immobilier and the Group's non-trading property companies (SCIs) are shown under "Sureties and deposits" for commitments relating to operating activities, given these entities' main business.

• COMMITMENTS RECEIVED AT 31 OCTOBER 2021:

€000	2021	2020	2019
Capital leases	205	192	5 222
TOTAL	**205**	**192**	**5 222**

14.3. RELATED TO OPERATING ACTIVITIES

14.3.1. CONTRACTUAL COMMITMENTS

• COMMITMENTS GIVEN AT 31 OCTOBER 2021:

€000	2021	PAYMENTS DUE PER PERIOD			2020	2019
		LESS THAN 1 YEAR	1 TO 5 YEARS	MORE THAN 5 YEARS		
Operating lease contracts (leases, non-real estate lease contracts, other)	1 035	815	220	-	1 284	48 181
Collateral or mortgages	-	-	-	-	-	-
Sureties and deposits	11 611	1 141	4 791	5 680	9 918	26 488
Notes issued	-	-	-	-	23	29
Liability guarantees	-	-	-	-	-	-
Other financial commitments	-	-	-	-	-	-
Other commercial commitments	9 011	5 852	3 158	-	8 950	12 990
EHB specification	68 670	11 225	26 332	31 113	46 443	55 345
TOTAL	**90 326**	**19 033**	**34 501**	**36 792**	**66 618**	**143 032**

The line item "Commitments in respect of operating requirements" includes all of the operator's obligations over the remaining term of the concession. The corresponding expenses, which are paid annually, are recognised in the income statement under "Other current operating income and expenses".

The "Sureties and deposits" mainly consists of a guarantee covering the medium-term loan taken out by Partouche Immobilier in 2017 (principal amount outstanding at 31 October 2021: €5.4m).

• COMMITMENTS RECEIVED AT 31 OCTOBER 2021::

€000	2021	2020	2019
Claw back	98	98	98
Operating lease contracts (leases, non-real estate lease contracts, other)	311	350	749
Sureties and deposits	1 554	1 554	1 464
Liability guarantee	-	-	-
Other commercial commitments	1 428	1 428	1 022
TOTAL	**3 391**	**3 430**	**3 333**

The "Sureties and deposits" line chiefly reflects the €750k in commitments made by the SEGR Le Laurent subsidiary.

14.3.2. INVESTMENT COMMITMENTS

• COMMITMENTS GIVEN AT 31 OCTOBER 2021:

€000	2021	PAYMENTS DUE PER PERIOD			2020	2019
		LESS THAN 1 YEAR	1 TO 5 YEARS	MORE THAN 5 YEARS		
Commitments related to investments	1 822	728	1 094	-	3 906	8 626
TOTAL	**1 822**	**728**	**1 094**	**-**	**3 906**	**8 626**

At 31 October 2021, the commitments disclosed in this table consisted of €1.6m in respect of outstanding work on the Aix-en-Provence Pasino.

• COMMITMENTS RECEIVED AT 31 OCTOBER 2021:

€000	2021	2020	2019
market commitments received	-	-	-
TOTAL	-	-	-

None

To the best of the Company's knowledge, there are no other significant off balance sheet commitments.

NOTE 15. RELATED-PARTY TRANSACTIONS

**Concerning the provisions of IAS 24 on management remuneration, refer to Note 7, "Employee expenses and benefits".*

• INVESTMENT AGREEMENT BETWEEN FINANCIÈRE PARTOUCHE SA AND BUTLER CAPITAL PARTNERS (BCP)

An investment agreement was executed on 19 April 2011 in order to define the terms and conditions of the entry of BCP in the share capital of the Company, with the approval of the principal shareholder Financière Partouche SA. This agreement led in May 2011 to two capital increases.

• AGREEMENTS WITH ISPAR HOLDING SA

Ispar Holding SA, controlled and chaired by Isidore Partouche, provides assistance and advice to the Swiss casinos. With respect to the 2020-21 financial year, the expenses recognised in respect of the remuneration of Ispar Holding SA by the Crans-Montana and Meyrin casinos amounted to €101.5k and €203k, respectively.

• AGREEMENTS WITH SHAL & CO

Shal & Co, controlled and chaired by Hubert Benhamou, provides assistance with the management activities of certain Groupe Partouche casinos. The corresponding remuneration received for the 2020-21 financial year was €447k.

• INTRA-GROUP LOANS

For reference, a €5.8m intra-Group loan was arranged on 6 October 2017 with our Cannes Centre Croisette subsidiary to cover investments representing renovation work. The outstanding balance at 31 October 2021 was €1.45m.

Accrued interest on the loan amounted to €2,742 during the financial year.

Furthermore, two intra-Group loans totalling €8.2m were granted by Groupe Partouche SA to its subsidiaries CBM Dieppe (€3m on 8 December 2017) and La Roche-Posay casino (€5.2m on 12 June 2018) to finance refitting work. At 31 October 2021, the outstanding balance on the loan to CBM Dieppe was €0.75m, while that on the loan to the La Roche-Posay casino was €1.45m.

Accrued interest on the two loans in the financial year totalled €1,418 and €2,739 respectively.

• OTHER

The other transactions in financial year 2020-21 with related parties as part of ordinary activities are not considered significant for the Group and were carried out at market conditions.

NOTE 16. POST-BALANCE SHEET EVENTS

• COVID-19 HEALTH CRISIS

The health crisis is still ongoing and the Group has been impacted by the following new restrictions:

- end of free Covid-19 screening (PCR and antigenic tests) from 15 October 2021;
- validity of PCR and antigenic tests reduced from 72 to 24 hours from 29 November 2021;
- mandatory booster shot from 15 December 2021 for people aged 65 and over and from 15 January 2022 for those aged 18 and over;
- entry into effect of the vaccine pass on 24 January 2022.

As a result, the Group continues to do all it can to protect its establishments and limit the unavoidable economic consequences of this challenging situation. Furthermore, the Group is looking at whether it might be able to benefit from additional forms of assistance, such as the new closure subsidy and the raising of caps for some categories of conditional assistance.

The very satisfactory resumption of activities after the second lockdown was a key factor – despite the necessary sanitary measures put in place – in the Group's confidence regarding its ability to resume operations in an optimal manner.

• DISPOSAL OF THE CRANS-MONTANA CASINO IN SWITZERLAND

Groupe Partouche expects to finalise the agreement for the sale of its entire 57% stake in Casino de Crans-Montana (Switzerland) at the end of January 2022.

In accordance with the terms of the Group's syndicated loan, the proceeds from the disposal of the Crans-Montana casino will either be used in part to pay down the Group's financial debt or reinvested.

• MIDDELKERKE CASINO IN BELGIUM

The concession for the Middelkerke casino in Belgium will begin on 1 July 2022.

NOTE 17. CONSOLIDATION SCOPE

Companies joining the Group at 31/10/2021

Changes in ownership interest at 31/10/2021

Companies leaving the Group at 31/10/2021

Companies involved in the restructuring of the Divonne division (cf. "Changes in scope")

The following companies are consolidated by Groupe Partouche SA:

COMPANY AT 31 OCTOBER	COUNTRY	OWNERSHIP INTEREST IN 2021	OWNERSHIP INTEREST IN 2020	OWNERSHIP INTEREST IN 2019	CONSOLIDATION METHOD
SA GROUPE PARTOUCHE	France				Parent company
FULLY CONSOLIDATED COMPANIES					
CASINOS					
HOTEL & LAB (FORMERLY SA CASINO DE SAINT AMAND)	France	100,00	100,00	100,00	FC
SA GRAND CASINO DE CABOURG	France	100,00	100,00	100,00	FC
SA CASINO DU GRAND CAFE	France	61,90	61,90	61,90	FC
SA FORGES THERMAL	**France**	**60,34**	**60,38**	**60,38**	**FC**
SA CASINO ET BAINS MERS DE DIEPPE	France	100,00	100,00	100,00	FC
SA JEAN METZ	France	100,00	100,00	100,00	FC
SA LE TOUQUET'S	France	90,10	90,10	90,10	FC
SA CASINOS DU TOUQUET	France	99,53	99,53	99,53	FC
CASINO DE CONTREXEVILLE	France	100,00	100,00	100,00	FC
SA NUMA	France	100,00	100,00	100,00	FC
SA GRAND CASINO DE LYON	France	100,00	100,00	100,00	FC
3.14 CASINO	France	100,00	100,00	100,00	FC
SA LE GRAND CASINO DE DJERBA	Tunisia	99,90	99,90	99,90	FC
CASINO NUEVO DE SAN ROQUE	Spain	98,90	98,90	98,90	FC
SA CASINO LA TOUR DE SALVAGNY	France	99,86	99,86	99,86	FC
SA CASINO MUNICIPAL DE ROYAT	France	99,86	99,86	99,86	FC

COMPANY AT 31 OCTOBER	COUNTRY	OWNERSHIP INTEREST IN 2021	OWNERSHIP INTEREST IN 2020	OWNERSHIP INTEREST IN 2019	CONSOLIDATION METHOD
SA CASINO LE LION BLANC	France	99,86	99,86	99,86	FC
SA EDEN BEACH CASINO	France	99,65	99,65	99,65	FC
SA CASINO MUNICIPAL D'AIX THERMAL	**France**	**99,61**	**99,61**	**99,61**	**FC**
SA CASINO DES FLOTS BLEUS	**France**	**99,61**	**99,61**	**99,59**	**FC**
SA CASINO DE PALAVAS	France	99,87	99,87	99,87	FC
CASINO DE PORNICHET	France	100,00	100,00	100,00	FC
CASINO DE PORNIC	France	100,00	100,00	100,00	FC
CASINO D'ANDERNOS	France	99,97	99,97	99,97	FC
CASINO D'ARCACHON	France	100,00	100,00	100,00	FC
CASINO DE SALIES DE BEARN	France	100,00	100,00	100,00	FC
CASINO DE LA GRANDE MOTTE	France	99,98	99,98	99,98	FC
CASINO DE GREOUX	France	100,00	100,00	100,00	FC
CASINO D'EVAUX LES BAINS	France	100,00	100,00	100,00	FC
CASINO DE PLOMBIERES	France	100,00	100,00	100,00	FC
CASINO D'OSTENDE	Belgium	99,98	99,98	99,98	FC
CASINO DE LA ROCHE POSAY	France	100,00	100,00	100,00	FC
CASINO D'AGON COUTAINVILLE	France	100,00	100,00	100,00	FC
CASINO DE HYERES	France	99,90	99,90	99,90	FC
CASINO DE VAL ANDRE	France	100,00	100,00	100,00	FC
CASINO DE PLOUESCAT	France	97,00	97,00	97,00	FC
CASINO DE BANDOL	France	100,00	100,00	100,00	FC
CASINO LAC MEYRIN	Switzerland	40,00	40,00	40,00	FC
CASINO DU HAVRE	France	100,00	100,00	100,00	FC
CASINO DE LA TRINITE	France	100,00	100,00	100,00	FC
CASINO DU PALAIS DE LA MEDITERRANNEE	France	100,00	100,00	100,00	FC
CASINO DE DIVONNE	**France**	**0,00**	**98,71**	**98,71**	**FC**
CASINO D'ANNEMASSE	France	100,00	100,00	100,00	FC
CASINO DE CRANS-MONTANA	Switzerland	57,00	57,00	57,00	FC
CASINO DE LA TREMBLADE	France	99,89	99,89	99,89	FC
PASINO DE SAINT AMAND (EX SECNN)	France	100,00	100,00	0,00	FC
CLUB BERRI	France	95,00	95,00	0,00	FC
CASINO DE DIVONNE (SECD)	France	98,71	98,71	96,00	FC
SECN	**France**	**100,00**	**0,00**	**0,00**	**FC**

COMPANY AT 31 OCTOBER	COUNTRY	OWNERSHIP INTEREST IN 2021	OWNERSHIP INTEREST IN 2020	OWNERSHIP INTEREST IN 2019	CONSOLIDATION METHOD
STE D'EXPLOITATION DU CASINO DE FORGES LES EAUX	**France**	**100,00**	**0,00**	**0,00**	**FC**
HOTELS					
SA ELYSEE PALACE HOTEL	**France**	**91,75**	**91,76**	**91,76**	**FC**
SA HOTEL INTERNATIONAL DE LYON	France	97,25	97,25	97,25	FC
SARL AQUABELLA	France	99,79	99,79	99,79	FC
HOTEL 3,14	France	100,00	100,00	100,00	FC
GRANDS HOTELS DU PARC	France	100,00	100,00	100,00	FC
HOTEL COSMOS	France	100,00	100,00	100,00	FC
SARL SINOCA	France	100,00	100,00	100,00	FC
GREEN 3.14	France	100,00	100,00	100,00	FC
STE GRAND HOTEL DE DIVONNE	**France**	**98,71**	**98,71**	**100,00**	**FC**
OTHERS					
SA C.H.M.	**France**	**87,08**	**87,04**	**87,04**	FC
SA BARATEM	**France**	**0,00**	**99,25**	**99,25**	FC
SCI HOTEL GARDEN PINEDE	France	100,00	100,00	100,00	FC
SCI RUE ROYALE	France	99,99	99,99	99,99	FC
ELYSÉE PALACE EXPANSION	**France**	**91,75**	**91,76**	**91,76**	FC
ELYSÉE PALACE SA	**France**	**91,72**	**91,73**	**91,73**	FC
SCI LES THERMES	France	99,99	99,99	99,99	FC
SARL THERM'PARK	France	99,99	99,99	99,99	FC
SA GROUPE PARTOUCHE INTERNATIONAL	Belgium	99,90	99,90	99,90	FC
SARL SEK	France	99,86	99,86	99,86	FC
SCI PIETRA SAINT AMAND	France	100,00	100,00	100,00	FC
SCI PALAVAS INVESTISSEMENT	France	99,88	99,88	99,88	FC
CBAP CENTRE BALNÉOTHÉRAPIE	France	99,99	99,99	99,99	FC
SCI FONCIERE DE VITTEL ET CONTREX	France	100,00	100,00	100,00	FC
EUROPEENNE DE CASINO HOLDING	France	100,00	100,00	100,00	FC
BELCASINOS	Belgium	100,00	100,00	100,00	FC
CASINO CHAUDFONTAINE	Belgium	99,90	99,90	99,90	IG
SCI GAFA	France	100,00	100,00	100,00	FC
SCI LES MOUETTES	France	100,00	100,00	100,00	FC
SCI LES JARRES	France	100,00	100,00	100,00	FC

COMPANY AT 31 OCTOBER	COUNTRY	OWNERSHIP INTEREST IN 2021	OWNERSHIP INTEREST IN 2020	OWNERSHIP INTEREST IN 2019	CONSOLIDATION METHOD
HOLDING LUDICA	France	100,00	100,00	100,00	FC
SCI JMB	France	100,00	100,00	100,00	FC
VZW	Belgium	100,00	100,00	100,00	FC
SCI PARC DE POSAY	France	100,00	100,00	100,00	FC
SARL PARC DU CHATEAU	France	100,00	100,00	100,00	FC
SCI DE L'ARVE	France	100,00	100,00	100,00	FC
SCI LA TREMBLADE	France	99,89	99,89	99,89	FC
PARTOUCHE IMMOBILIER	France	100,00	100,00	100,00	FC
SCI PIETRA PORNIC	France	100,00	100,00	100,00	FC
PARTOUCHE SPECTACLE	France	100,00	100,00	100,00	FC
KIOUSK	France	100,00	100,00	100,00	FC
GROUPEMENT DE MOYEN DES CASINOS	France	100,00	100,00	100,00	FC
CKO BETTING OOSTENDE	Belgium	100,00	100,00	100,00	FC
PARTOUCHE INTERACTIVE	France	100,00	100,00	100,00	FC
QUARISMA	France	95,07	95,07	95,07	FC
PARTOUCHE PRODUCTION	France	75,43	75,43	75,43	FC
PARTOUCHE TECHNOLOGIES	France	100,00	100,00	100,00	FC
PARTOUCHE IMAGE	France	88,66	88,66	88,66	FC
PARTOUCHE TOURNOIS	France	100,00	100,00	100,00	FC
AFRIGAMBLING	France	88,66	88,66	88,66	FC
SEGR LE LAURENT	France	100,00	100,00	100,00	FC
PLAGE 3.14	France	100,00	100,00	100,00	FC
PARTOUCHE STUDIO	France	100,00	100,00	100,00	FC
WORLD SERIES OF BACKGAMON	United Kingdom	100,00	100,00	100,00	FC
APPOLONIA FRANCE	France	70,00	70,00	70,00	FC
PARTOUCHE INTERACTIVE HOLDING	Gibraltar	100,00	100,00	100,00	FC
PASINO BET	France	100,00	100,00	100,00	FC
INTERNATIONAL GAMBLING SYSTEMS	Belgium	19,00	19,00	19,00	FC
SCI GREEN AURON	France	90,00	90,00	90,00	FC
STE GOLF DE DIVONNE	France	98,71	98,71	100,00	FC
PARTOUCHE SI	**France**	**100,00**	**0,00**	**0,00**	**FC**
STTH	**France**	**98,71**	**0,00**	**0,00**	**FC**
COMPANIES CONSOLIDATED USING THE EQUITY METHOD					
OTHER					
PENSEE SAUVAGE LIFESTYLE	France	15,00	15,00	0,00	EM
LPS PLAN DE BAIX	France	15,00	15,00	0,00	EM
SCI PIERRE BLANCHE	France	15,00	15,00	0,00	EM
SCI PLAN B	France	15,00	15,00	0,00	EM
LPS CEVENNES	France	15,00	15,00	0,00	EM

20.2.2 • FINANCIAL STATEMENTS OF THE COMPANY – 31 OCTOBER 2021

BALANCE SHEET – ASSETS (NET VALUES) €000 AT 31 OCTOBER	NOTES	2021	2020	2019
FIXED ASSETS				
INTANGIBLE ASSETS	**2.1 / 2.2**			
Concession and similar rights		-	467	216
Internally generated goodwill		381	457	534
Other intangible assets		341	104	520
Advances and down payments on intangible assets		7	7	7
TANGIBLE FIXED ASSETS	**2.1 / 2.2**			
Land		7 280	7 280	7 280
Buildings		8 370	8 901	9 494
Technical equipment		59	112	93
Other tangible fixed assets		257	336	392
Assets under construction		584	65	80
Advances and down payments		53	-	-
LONG-TERM FINANCIAL INVESTMENTS				
Other investments	2.3 / 2.4	639 845	634 368	627 349
Receivables attached to investments	2.3 / 2.5	3 655	6 575	9 495
Loans	2.5	41	39	34
Other financial investments	2.4 / 2.5	393	395	189
TOTAL FIXED ASSETS		**661 266**	**659 106**	**655 682**
CURRENT ASSETS				
Merchandise		33	33	33
Advances and down payments to suppliers		258	261	302
Trade receivables	2.5	122	242	180
Other receivables	2.4 / 2.5	130 794	133 314	135 610
Marketable securities		11 078	6 018	5 990
Cash and cash equivalents		46 852	36 249	25 380
Prepaid expenses	2.5 / 2.9	1 168	1 151	836
TOTAL CURRENT ASSETS		**190 304**	**177 268**	**168 330**
REGULARISATION ACCOUNTS				
Translation adjustment – asset		-	-	-
GRAND TOTAL		**851 570**	**836 373**	**824 012**

BALANCE SHEET – LIABILITIES AND EQUITY	NOTES	2021	2020	2019
Share capital (o/w Fully paid: 192,541)[1]	2.12	192 541	192 541	192 541
Share premium, merger and contribution reserves		70 056	70 056	70 056
Legal reserve		10 033	10 033	10 033
Other reserves		10 841	10 841	10 841
Retained earnings		140 805	154 760	155 544
NET PROFIT (LOSS) FOR THE FINANCIAL YEAR		(30 051)	(13 954)	(785)
EQUITY	**2.11**	**394 225**	**424 276**	**438 230**
Provisions for contingencies	2.4	-	-	-
Provisions for losses	2.4	482	-	-
PROVISIONS FOR CONTINGENCIES AND LOSSES		**482**	**-**	**-**
Other bonds		35 025	35 025	35 025
Bank loans and overdrafts	2.6	135 388	84 111	65 070
Sundry borrowings and financial liabilities	2.6	181	178	176
Advances and deposits on outstanding orders		-	-	-
Trade creditors	2.6	446	606	664
Tax and social security liabilities	2.6	3 850	3 100	2 898
Liabilities to fixed asset suppliers	2.6	13	10	123
Other liabilities	2.6	281 922	289 028	281 784
Deferred income	2.6 / 2.10	39	40	42
TOTAL[2]		**456 863**	**412 098**	**385 782**
Translation adjustment – liability		-	-	-
GRAND TOTAL		**851 570**	**836 373**	**824 012**
[1] Capitalised revaluation differential		294	294	294
[2] Liabilities and deferred income falling due or to be released in less than one year		304 539	301 236	296 429

INCOME STATEMENT €000 AT 31 OCTOBER	NOTES	2021	2020	2019
Merchandise sales		-	-	-
Sales of services		10 305	11 182	11 596
NET TURNOVER	**2.13**	**10 305**	**11 182**	**11 596**
Self-constructed assets		-	-	-
Operational subsidies		-	-	-
Reversals of depreciation, amortisation, provisions and expense transfers[7]	2.14	1 467	2 369	1 519
Other revenue		-	-	-
TOTAL OPERATING REVENUE[2]		**11 771**	**13 551**	**13 114**
Purchases of goods (and custom duties)		-	-	33
Change in inventory (goods)		-	-	(33)
Other purchases and external expenses[6a]		11 135	12 573	12 813
Tax		450	515	484
Wages and salaries		4 055	4 301	4 195
Social security expenses		1 684	1 729	1 752
Depreciation and amortisation charges and provision on fixed assets		980	1 063	1 145
Impairment of current assets		-	102	-
Other expenses		154	126	141
TOTAL OPERATING EXPENSES[4]		**18 457**	**20 409**	**20 529**
OPERATING INCOME/(LOSS)		**(6 686)**	**(6 858)**	**(7 415)**
Income allocated or loss transferred		146	77	112
Loss borne or income transferred		-	-	-
Financial income from associates[5]	2.15	78	231	8 030
Income from other marketable securities and receivables[5]		-	-	-
Other interest income[5]		917	1 377	2 787
Provision reversals and expense transfers		3 352	5 459	26 539
Positive foreign exchange differences		-	-	-
Net gains on the disposal of marketable securities		-	-	-
TOTAL FINANCIAL INCOME		**4 348**	**7 067**	**37 356**
Depreciation, amortisation and provision charges		25 818	17 690	39 981

INCOME STATEMENT €000 AT 31 OCTOBER	NOTES	2021	2020	2019
Interest expense[6]		3 324	3 174	3 269
Negative foreign exchange differences		22	1	1
TOTAL FINANCE COSTS		**29 164**	**20 865**	**43 250**
FINANCIAL ITEMS		**(24 816)**	**(13 798)**	**(5 894)**
CURRENT INCOME BEFORE TAX		**(31 356)**	**(20 579)**	**(13 198)**
Exceptional income on management transactions		66	143	313
Exceptional income on capital transactions		77	842	1 172
Provision reversals and expense transfers		-	-	182
TOTAL EXCEPTIONAL INCOME		**143**	**985**	**1 667**
Exceptional expense on management transactions		58	397	187
Exceptional expense on capital transactions		235	529	1 028
Exceptional depreciation, amortisation and provision charges		482	-	-
TOTAL EXCEPTIONAL EXPENSE		**775**	**927**	**1 215**
EXCEPTIONAL ITEMS	**2.16**	**(632)**	**59**	**452**
Employee profit-sharing		-	-	-
Corporate income tax	2.17	(1 937)	(6 565)	(11 961)
TOTAL INCOME		**16 408**	**21 681**	**52 249**
TOTAL EXPENSE		**46 459**	**35 636**	**53 033**
NET PROFIT OR LOSS		**(30 051)**	**(13 954)**	**(785)**

[2] *Includes property rental income*		1 254	1 253	1 226
[2] *Includes operating revenue relating to prior financial years*		60	68	24
[4] *Includes operating expenses relating to prior financial years*		2	-	-
[5] *Includes income from associated entities*		913	1 418	9 385
[6] *Includes interest from associated entities*		687	694	325
[6a] *Includes contributions made to organisations deemed to be in the public interest*		35	46	22
[7] *Includes expense transfers*		1 440	2 369	1 519

• NOTES TO THE PARENT COMPANY FINANCIAL STATEMENTS

Notes to the balance sheet before appropriation for the financial year ending 31 October 2021 which totals €851,570k and the income statement for the financial year, presented in list format, showing total income of €16,408k and net loss of €30,051k.

The financial year is a 12-month period, from 1 November 2020 to 31 October 2021.

The key highlights of this financial year were as follows:

• COVID-19 HEALTH CRISIS

Financial year 2020-2021 was heavily impacted by the health crisis stemming from the Covid-19 pandemic, which forced Groupe Partouche to shut down most of the operations of its subsidiaries over the first half of the financial year and for a short period afterward, due to the general measures taken by the French government in response to the pandemic. This meant that, apart from a few exceptions, all the Group's casinos were closed for around six and a half months in financial year 2020-2021, compared with a combined period of around three months during the previous financial year. Furthermore, in both cases, opening hours and operating procedures were significantly disrupted by the ongoing health crisis and the related constraints.

In France, for example, all of the casinos had closed their doors before the end of the previous financial year, at midnight on 30 October 2020, and did not reopen until May, in accordance with a staggered schedule:

- On 19 May, casinos reopened nationwide uniquely for slot machines and electronic table games, with capacity limits (no more than 35% of the official capacity for each establishment), along with a curfew and outdoor seating only for restaurant service.
- The month of June saw a gradual easing of restrictions (reopening of table games, loosening followed by the elimination of capacity limits, lifting of curfews, authorisation of indoor seating for restaurant service, etc.).
- However, the introduction of the Covid pass kept patron numbers lower than usual: mandatory presentation of the pass from 9 June for entry at casinos with a maximum occupancy of more than 1,000 people, from 21 June at casinos with a maximum occupancy of more than 50 people, and then from 9 August at all casinos. Another factor was the end of free Covid-19 screening (PCR and antigenic tests) from 15 October 2021.

For more details, refer to Note 1 of Section 20.2.1.

• MAIN MEASURES TAKEN BY GROUPE PARTOUCHE SA AND ITS SUBSIDIARIES IN RESPONSE TO THE HEALTH CRISIS

Amid the ongoing health crisis in financial year 2020-2021, senior management teams at Groupe Partouche SA and its subsidiaries drew up a business resumption plan that strictly complied with government guidelines to safeguard the health and safety of their staff and their customers. They continued to apply all the necessary measures implemented in the previous financial year to protect the Group's establishments and their staff, and to limit the unavoidable economic consequences of this crisis.

In particular as regards Groupe Partouche SA directly, a second government-backed loan (PGE) with a principal amount of €59.5m was arranged in mid-April 2021 by the Company, to supplement the first PGE of €19.5m obtained in June 2020, thus improving its cash position and making it possible to lend support to the Group's subsidiaries if necessary.

In addition, no dividend payouts were made by Groupe Partouche SA's subsidiaries during the financial year. For more details on measures taken directly by subsidiaries, refer to Note 1 of Section 20.2.1.

Given the measures taken by the Company referred to above, its cash position and its debt structure, as described in Note 9 of Section 20.2.1, the Company was able to preserve its cash, which is at a level allowing for the continuation of its operations in the current situation.

• OTHER INFORMATION

- On 18 October 2021, Groupe Partouche entered into an agreement to sell its entire 57% stake in Casino de Crans-Montana (Switzerland). This sale, which is subject to the approval of the Swiss Federal Gaming Commission (CFMJ), is expected to close by the end of January 2022. In accordance with the terms of the Group's syndicated loan, the proceeds from the disposal of the Crans-Montana casino will either be used in part to pay down the Group's financial debt or reinvested.
- Grand Casino du Havre and Casino et Bains de Mer Dieppe were recapitalised in the amounts of €5.5m and €2.38m respectively.
- Pasino de Saint-Amand-les-Eaux carried out a €90k capital increase.
- The Group founded SECN, Société d'Exploitation du Casino de Forges-les-Eaux and Partouche SI (IT services company).

The notes and tables below are an integral part of the parent company financial statements.

There were no changes to methods or presentation affecting the parent company financial statements.

1. ACCOUNTING POLICIES AND PRESENTATION

The Company's financial statements are prepared in accordance with French legislation and regulations. Accounting conventions have been applied in accordance with the provisions of the French Commercial Code and ANC Regulation 2014-03, including all amendments to date.

The main accounting policies applied are as follows:

1.1. INTANGIBLE ASSETS

Intangible assets related to software licences are written off over a period of one to four years.

A long lease charge is written off over a period of 30 years.

1.2. TANGIBLE FIXED ASSETS

Tangible fixed assets are stated in the balance sheet at their historical acquisition cost (supplemented by acquisition expenses), at their production cost or at their contribution value in respect of SIHB SA fixed assets contributed as part of the merger-renunciation agreement concluded in 1994 with retroactive effect at 1 November 1993.

The straight-line method of depreciation is used over the expected useful lives of the assets.

- Buildings: Straight-line 20 to 50 years
- Facilities and equipment: Straight-line 3 to 8 years
- Equipment, fixtures and fittings: Straight-line 5 to 10 years
- Events equipment: Straight-line 3 years
- Vehicles: Straight-line 5 years
- Office and computer equipment: Straight-line 2 to 5 years

1.3. LONG-TERM FINANCIAL INVESTMENTS

Long-term financial investments are stated in the balance sheet at acquisition cost (excluding incidental expenses) or at contribution cost.

When their inventory value falls below their gross value, a provision for impairment is established for the amount of the difference.

The inventory value of investments is based on their value-in-use or fair value. This value can notably be determined through:

- the calculation of their net asset value in the most recent financial statements of the subsidiary that owns them, adjusted for any unrecognised unrealised capital gains (internally generated goodwill, buildings, deferred tax, etc.);
- forward-looking data such as profitability prospects, based on the operating budgets drawn up by the subsidiaries.

The securities contributed by SIHB SA are valued at their contribution value at the time of the merger.

The securities contributed under the terms of the *transmission universelle du patrimoine* (transfer of all assets and liabilities) in Groupe de Divonne SA completed in November 2007 were acquired at their carrying amount. The same applies to the securities contributed by means of the *transmission universelle du patrimoine* in respect of SAS Holding Garden Pinède and SAS Enderbury GR, which were completed in the 2017 financial year.

In accordance with ANC Regulation 2015-06, technical merger losses recognised in assets are attached to the underlying assets to which the unrealised capital gains apply.

The "Groupe de Divonne" merger loss has thus been shown under "Investment securities" since the financial year ended 31 October 2017.

1.4. RECEIVABLES

Receivables are recorded at their face value. A provision for impairment is established whenever their inventory value, based on the likelihood of their being recovered, is less than their carrying amount.

1.5. RECEIVABLES AND DEBTS DENOMINATED IN FOREIGN CURRENCIES

During the financial year, receivables in foreign currencies are translated on the basis of the exchange rate on the transaction date. At the end of the financial year, these receivables are translated on the basis of the closing rate, and the differences with respect to amounts previously accounted are recorded under "Unrealised gains or losses on foreign exchange transactions". Losses on foreign exchange are provided for under "Provisions for contingencies".

1.6. CASH AND CASH EQUIVALENTS

Marketable securities are recorded in the balance sheet at their acquisition cost.

Where the acquisition cost is greater than their net realisable value at the end of the financial year, a provision for impairment is established for the amount of the difference.

1.7. DIVIDENDS

Dividends received from foreign subsidiaries are recorded at their net amounts after any withholding taxes applicable under the relevant tax regulations.

1.8. PROVISIONS FOR CONTINGENCIES AND LOSSES

Claims have been estimated on the basis of information available at the balance sheet date.

1.9. DISTINCTION BETWEEN CURRENT PROFIT AND EXCEPTIONAL ITEMS

The "Exceptional items" income statement heading includes exceptional items resulting from ordinary activities, as well as extraordinary items. Exceptional items resulting from ordinary activities are those whose achievement is not related to the Company's ordinary course of business, either because their amounts or impact are of abnormal nature or because they very rarely occur.

2. ADDITIONAL INFORMATION IN RESPECT OF THE BALANCE SHEET AND INCOME STATEMENT (IN €000)

2.1. INTANGIBLE AND TANGIBLE FIXED ASSETS

€000 AT 31 OCTOBER 2021	GROSS VALUE OF FIXED ASSETS AT THE BEGINNING OF THE FINANCIAL YEAR	INCREASES	
		REVALUATION DURING THE FINANCIAL YEAR	ACQUISITION, CREATION, INTER-ACCOUNT TRANSFER
Setup costs, research	-	-	-
OTHER INTANGIBLE ASSETS	**5 835**	**-**	**-**
Land	7 280	-	-
Buildings on own land	11 241	-	-
Buildings on other land	2 239	-	-
Fixtures and fittings – buildings	4 949	-	-
Machinery and equipment	547	-	-
Other equipment, fixtures and fittings	1 597	-	-
Vehicles	372	-	-
Office and computer equipment, furniture	885	-	11
Fixed assets under construction	65	-	519
Advances and down payments	-	-	53
TOTAL TANGIBLE FIXED ASSETS	**29 175**	**-**	**583**
GRAND TOTAL	**35 010**	**-**	**583**

€000 AT 31 OCTOBER 2021	DECREASES		GROSS VALUE OF ASSET AT END OF FINANCIAL YEAR	LEGAL REVALUATION ORIGINAL VALUE AT END OF
	BY INTER-ACCOUNT TRANSFER	BY SALE OR SCRAPPING		
Setup costs, research	-	-	-	-
OTHER INTANGIBLE ASSETS	**-**	**-**	**5 835**	**-**
Land	-	-	7 280	-
Buildings on own land	-	-	11 241	-
Buildings on other land	-	-	2 239	-
Fixtures and fittings – buildings	-	-	4 949	-
Machinery and equipment	-	-	547	-
Other equipment, fixtures and fittings	-	-	1 597	-
Vehicles	-	-	372	-
Office and computer equipment, furniture	-	-	895	-
Fixed assets under construction	-	-	584	-
Advances and down payments	-	-	53	-
TOTAL TANGIBLE FIXED ASSETS	**-**	**-**	**29 757**	**-**
GRAND TOTAL	**-**	**-**	**35 592**	**-**

As a reminder, with a view to the application of CRC Regulation 2002.10, for the year ending 31 October 2005, the Company carried out an analysis of its buildings based on three components contributing to the net carrying amount of these assets as of 31 October 2005 which breaks down as follows:

- Structures: 51%
- Fluids: 24%
- Fixtures and fittings: 25%

2.2. DEPRECIATION AND AMORTISATION

€000 AT 31 OCTOBER 2021	SITUATIONS ET MOUVEMENTS DE L'EXERCICE			
	BEGINNING OT THE FINANCIAL YEAR	APPROPRIATION DURING THE FINANCIAL YEAR	DECREASE DURING THE FINANCIAL YEAR	END OF THE FINANCIAL YEAR
Setup costs, research	-	-	-	-
OTHER INTANGIBLE ASSETS	**4 800**	**307**	**-**	**5 106**
Land	-	-	-	-
Buildings on own land	3 579	346	-	3 925
Buildings on other land	2 239	-	-	2 239
Fixtures and fittings - buildings	3 711	185	-	3 896
Machinery and equipment	435	53	-	488
Other equipment, fixtures and fittings	1 352	28	-	1 379
Vehicles	344	28	-	372

€000 AT 31 OCTOBER 2021	SITUATIONS ET MOUVEMENTS DE L'EXERCICE			
	BEGINNING OT THE FINANCIAL YEAR	APPROPRIATION DURING THE FINANCIAL YEAR	DECREASE DURING THE FINANCIAL YEAR	END OF THE FINANCIAL YEAR
Office and computer equipment, furniture	822	33	-	856
Recoverable packaging and other	-	-	-	-
TOTAL	**12 481**	**674**	**-**	**13 154**
GRAND TOTAL	**17 281**	**980**	**-**	**18 261**

2.3. INVESTMENTS

€000 AT 31 OCTOBER 2021	GROSS VALUE AT BEGINNING OF THE FINANCIAL YEAR	ACQUISITIONS, INTER-ACCOUNT TRANSFERS
Other investments	733 583	8 126
Other long-term investment securities	-	-
Loans and other long-term investments	434	10
TOTAL	**734 017**	**8 136**

€000 AT 31 OCTOBER 20211	DECREASE BY INTER-ACCOUNT TRANSFER	DECREASE BY SALE OR SCRAPPING	GROSS VALUE OF ASSET AT END OF FINANCIAL YEAR	REVALUATION OF ORIGINAL VALUE AT FINANCIAL YEAR-END
Other investments	2 926	-	738 783	-
Other long-term investment securities	-	-	-	-
Loans and other long-term investments	10	-	434	-
TOTAL	**2 936**	**-**	**739 218**	**-**

The main movements recorded under "Other investments" were as follows:

Increases:

- Recapitalisation of Casino et Bains de Mer Dieppe in the amount of €2.38m and of Grand Casino du Havre in the amount of €5.50m
- Capital increase by Pasino de Saint-Amand-les-Eaux in the amount of €90k
- Founding of SECN (€10k), Société d'Exploitation du Casino de Forges-les-Eaux (€100k) and Partouche SI (€50k), all three of which are wholly owned by Groupe Partouche SA

Decreases:

- Repayments of intra-Group loans granted by Groupe Partouche SA during the financial year to its subsidiaries CBM Dieppe, Casino Centre Croisette and Casino de La Roche-Posay totalled €2.9m.

2.4. PROVISIONS

000 AT 31 OCTOBER 2021	BEGINNING OF THE FINANCIAL YEAR	INCREASE / ALLOCATION	DECREASE / REVERSAL	END OF THE FINANCIAL YEAR
PROVISIONS				
For litigation	-	-	-	-
For foreign exchange losses	-	-	-	-
For tax	-	482	-	482
Other contingency and loss provisions	-	-	-	-
TOTAL	**-**	**482**	**-**	**-**
For property and equipment	-	-	-	-
Other investments	92 641	3 210	569	95 283
Provisions for financial investments	-	-	-	-
Provisions for trade receivables	217	-	27	190
Other provisions for impairment	153 325	22 608	2783	173 150
TOTAL	**246 184**	**25 818**	**3 379**	**268 622**
GRAND TOTAL	**246 184**	**26 300**	**3 379**	**269 105**
INCLUDING:				
Operating allocations and recoveries	-	-	27	-
Financial provision charges and reversals	-	25 818	3 352	-
Exceptional allocations and reversals	-	482	-	-
Movements by balance sheet accounts following transfer of all assets and liabilities	-	-	-	-

A provision for taxes in the amount of €482k is related to a tax audit covering the period from 2014 to 2017, at the level of a fully consolidated subsidiary.
Additions to provisions on investments totalling €3.2m and reversals of provisions on investments totalling €0.6m are related to the implementation of impairment charges in compliance with the methods described in paragraph 1.3 "Long-term financial investments", according to the estimated inventory value of the investments, determined in relation to their value in use or their market value.

"Other provisions for impairment" relates to:

- Current account receivables, which were provisioned in respect of the Group's subsidiaries in light of the methods described in paragraph 1.3 "Long-term financial assets" (see above). At the financial year-end, these provisions amounted to €165.3m,
- The balance of other provisions at the financial year-end concerns receivables from various third parties, including in particular:
- UA receivable of €6.9m for contractually acquired goods never delivered. Legal proceedings are still in progress; for reasons of prudence, this receivable was fully impaired during prior years;
- A Jatek (foreign third party) receivable provisioned in full for €0.8m during prior years.

2.5. MATURITIES OF RECEIVABLES

€000 AT 31 OCTOBER 2021	GROSS AMOUNT	1 YEAR MAXIMUM	MORE THAN 1 YEAR
Receivables attached to investments	3 655	2 921	734
Loans	41	41	-
Other financial investments	393	-	393
Other trade receivables	312	312	-
Social security and other social benefits	5	5	-
Corporate income tax	3 872	11	3 860
VAT	791	791	-
Other receivables	13	13	-
Subsidiaries and associates	281 070	281 070	-
Sundry receivables	18 025	18 025	-
Prepaid expenses	1 168	1 168	-
GRAND TOTAL	**309 344**	**304 356**	**4 988**
Loans granted during the financial year	-	-	-
Repayment of loans during the financial year	5	-	-

2.6. MATURITIES OF DEBTS

€000 AT 31 OCTOBER 2021	GROSS AMOUNT	1 YEAR MAXIMUM	MORE THAN 1 YEAR	MORE THAN 5 YEARS
Bond	35 025	25	35 000	-
Bank loans and overdrafts	135 388	18 817	110 137	6 434
Sundry borrowings and financial liabilities	181	-	-	181
Trade payables	446	446	-	-
Employee accounts payable	448	448	-	-
Social security and other social benefits	1 680	1 108	572	-
State and other public authorities:				
- VAT	1 567	1 567	-	-
- Other taxes	154	154	-	-
Liabilities to fixed asset suppliers	13	13	-	-
Subsidiaries and associates	281 521	281 521	-	-
Other liabilities	401	401	-	-
Deferred income	39	39	-	-
GRAND TOTAL	**456 863**	**304 539**	**145 710**	**6 614**
Bank loans contracted during the financial year	59 500	-	-	-
Bank loan repayments during the financial year	8 369	-	-	-

The outstanding capital under "Bonds" and "Borrowings from credit institutions" is broken down according to the maturities in force at 31 October 2021 *(see Section 2.19 of these Notes, "Other information").*

The loan taken out in the course of the financial year corresponds to the second government-backed loan (PGE) with a principal amount of €59.5m (see Section 2.19 "Other information" as well as Note 9.3 "Financial debt" in Section 20.2).

At the date when the financial statements were approved for publication and due to the continuation of the health crisis, the Group had not yet taken its decision on its preferred repayment method for this second PGE: repayment in part or in full on 15 April 2022 or payments over a period of between one and six years.

Pending this decision, the breakdown shown in the table above reflects the Group's option, at the date when the financial statements were approved for publication, to make payments over a maximum period of six years, thus until the loan matures on 15 April 2027.

2.7. ACCRUED INCOME

ACCRUED INCOME RECOGNISED IN THE FOLLOWING BALANCE SHEET ACCOUNTS €000 AT 31 OCTOBER 2021	AMOUNT
Accrued interest	7
OTHER FINANCIAL INVESTMENTS	**7**
TRADE RECEIVABLES	**0**
STATE, INCOME RECEIVABLE	**6**
Social security organisations	9
Accrued income – management fees	10 291
Accrued income – other	33
OTHER RECEIVABLES	**10 333**
BANKS – ACCRUED INTEREST	**12**
TOTAL	**10 358**

2.8. ACCRUED EXPENSES INCLUDED IN THE FOLLOWING BALANCE SHEET ITEMS

€000 AT 31 OCTOBER 2021	AMOUNT
Interest accrued on bonds	25
Accrued interest on borrowings and financial liabilities	205
Employees – paid vacation and social charges	631
Tax and social security liabilities	88
Other liabilities	363
TOTAL	**1 312**

2.9. PREPAID EXPENSES

€000 AT 31 OCTOBER 2020	AMOUNT
Prepaid operating expenses	1 168
TOTAL PREPAID EXPENSES	**1 168**

2.10. DEFERRED INCOME

€000 AT 31 OCTOBER 2020	AMOUNT
Deferred income	39
TOTAL DEFERRED INCOMEE	**39**

2.11. STATEMENT OF CHANGES IN SHAREHOLDERS' EQUITY

€000 at 31 October 2021

EQUITY ACCOUNTS	POSITION AT 31/10/2020	APPROPRIATION OF 2020 PROFIT	POSITION AFTER APPROPRIATION	FINANCIAL YEAR MOVEMENTS	POSITION AT 31/10/2021
Share capital	192 541	-	192 541	-	192 541
Share premium account, merger reserve	23 652	-	23 652	-	23 652
Contribution reserve	46 404	-	46 404	-	46 404
Revaluation reserve	-	-	-	-	-
Legal reserve	10 033	-	10 033	-	10 033
Statutory reserve	-	-	-	-	-
Other reserves	10 841	-	10 841	-	10 841
Retained earnings	154 760	(13 954)	140 805	-	140 805
Net profit (loss) for the year	(13 954)	13 954	-	(30 051)	(30 051)
EQUITY CARRIED	**424 276**	**-**	**424 276**	**(30 051)**	**394 225**

2.12. BREAKDOWN OF SHARE CAPITAL

CATEÉGORIES OF SECURITIES	YEAR END	NUMBER OF SHARES RETIRED DURING THE FINANCIAL YEAR	NOMINAL VALUE	TOTAL
Ordinary shares	9 627 034	-	20 €	192 540 680 €

• TREASURY SHARES

At 31 October 2021, treasury shares fell into one of two categories:

- long-term shares held since the Extraordinary Shareholders' Meeting of 10 November 2003: 1,917 treasury shares;
- shares held through the liquidity provider's CM-CIC agreement: 15,593 treasury shares. The purpose of this liquidity agreement is to foster regular and liquid trading in the Company's shares.

These treasury shares are presented under marketable securities.

The market price of Groupe Partouche shares at 31 October 2021 was €19.50.

2.13. BREAKDOWN OF NET TURNOVER

€000 AT 31 OCTOBER 2021	FRANCE	REST OF WORLD	TOTAL AMOUNT
Merchandise sales	-	-	-
Group management fees	7 838	886	8 724
Rent	1 254	-	1 254
Miscellaneous	327	-	327
TOTAL	**9 418**	**886**	**10 305**

2.14. EXPENSE TRANSFERS

€000 AT 31 OCTOBER 2021	AMOUNT
Miscellaneous operating expense transfers	1 440
TOTAL OPERATING EXPENSE TRANSFERS	**1 440**

2.15. FINANCIAL INCOME FROM ASSOCIATES

€000 AT 31 OCTOBER 2021	AMOUNT
Distribution de dividendes des filiales	0
Distribution de dividendes de sociétés non liées	2
TOTAL	**2**

Given the continuing health crisis, no dividends were paid out by subsidiaries.

2.16. BREAKDOWN OF EXCEPTIONAL ITEMS

€000 AT 31 OCTOBER 2021	EXCEPTIONAL EXPENSE	EXCEPTIONAL INCOME
Penalties and fines	1	-
Litigation indemnities	179	6
Premiums / discounts on treasury shares	56	71
Additional income tax assessment and income on refund/ fully consolidated subsidiary	54	6
ALLOCATIONS AND REVERSALS OF RISKS AND EXCEPTIONAL CHARGES	**482**	**-**
Various exceptional income and expenses for the previous period	2	60
TOTAL	**775**	**143**

2.17. BREAKDOWN OF CORPORATE INCOME TAX

€000 AT 31 OCTOBER 2021	PROFIT (LOSS) BEFORE TAX	TAX DUE	NET PROFIT AFTER TAX
Current profit	(31 356)	1 760	(29 596)
Exceptional profit	(632)	177	(455)
ACCOUNTING PROFIT	**(31 988)**	**1 937**	**(30 051)**

It should be noted that Groupe Partouche SA is head of a tax consolidation group comprising 72 subsidiaries.

Tax consolidation is based on the principle of tax neutrality. Each consolidated company calculates its tax expense as if it were taxed separately.

The consolidated group's tax loss carryforwards amounted to €70.7m at the balance sheet date.

2.18. FINANCIAL COMMITMENTS

• OFF BALANCE SHEET COMMITMENTS RELATED TO SUBSIDIARIES

€000 AT 31 OCTOBER 2021	
COMMITMENTS GIVEN	**AMOUNT**
Sureties and deposits	-
TOTAL	**-**
COMMITMENTS RECEIVED	**AMOUNT**
Clawback commitments	40 562
TOTAL	**40 562**

• OFF BALANCE SHEET COMMITMENTS RELATED TO FINANCING

€000 AT 31 OCTOBER 2021	
COMMITMENTS GIVEN	**AMOUNT**
Guaranteed bank debt	-
TOTAL	**-**
COMMITMENTS RECEIVED	**AMOUNT**
Other commitments received	3 648
TOTAL	**3 648**

• OFF BALANCE SHEET COMMITMENTS RELATED TO BUSINESS ACTIVITY

€000 AT 31 OCTOBER 2021	
COMMITMENTS GIVEN	**AMOUNT**
Sureties and deposits*	45 903
Retirement indemnities	170
Operating lease contract	11 570
Other commitments given	5 320
TOTAL	**62 963**
COMMITMENTS RECEIVED	**AMOUNT**
Sureties and deposits	95
Operating lease contract	7 897
Other commitments received	406
TOTAL	**8 398**

** Includes a €12.7m commitment in connection with the outstanding capital due on 31 October 2021 under the lease entered into by SCI Pietra Pornic, a €5.4m commitment in respect of the principal amount outstanding on the medium-term borrowing taken out by Partouche Immobilier, joint and several guarantees to secure the loans (€19.1m) and leases (€2.6m) taken out by the subsidiaries, €1.5m granted as commitments to continue to lease under various contracts entered into by the subsidiaries, as well as a €4.5m first-demand guarantee for renewals of public service concessions for subsidiaries.*

2.19. OTHER INFORMATION

2.19.1. REFINANCEMENT BANCAIRE

Borrowings, which were taken out at the end of the financial year ended 31 October 2019 to refinance all bank debt, consist of a bond and a syndicated loan.

1 – BOND

This consists of 350 bonds with a unit value of €100,000 each corresponding to a total amount of €35m.

The bond has a fixed annual interest rate, payable in arrears on an annual basis on 24 October of each year.

It will be reimbursed at the end of the term on 24 October 2026 at its par value.

The bond has no guarantees and the commitments made are similar to those made under the new syndicated loan (see below), as the two loans are closely linked. It should be noted that on 15 June 2021, in light of the health crisis, the institutional investor waived each of the leverage ratio calculations set out in the agreement (see below), for the two closings at 30 April 2021 and 31 October 2021 as well as the certificates that would have confirmed the leverage ratio calculations at these dates, with retroactive effect from 30 April 2021.

The amount of interest paid in respect of the bond over the financial year ended 31 October 2021 was €1.3m.

2 - SYNDICATED LOAN

A syndicated loan was taken out for a total amount of €80m at end October 2019. It includes a €65m refinancing loan and a €15m revolving credit facility. The initial final repayment date for both these facilities is 18 October 2025 (before amendments as a result of the health crisis).

2.1 - REFINANCING LOAN OF €65M

In view of repayments made totalling €8.1m and the deferral of four quarterly instalments granted by amendment no. 1 on 19 October 2020 (see Note 9.3 Financial debt of Section 20.2.1), the principal amount outstanding at 31 October 2021 was €54.1m.

The new terms and conditions of repayment are as follows:

• REPAYMENT SCHEDULE (€000):

MATURITY DATES	PRINCIPAL AMOUNT OUTSTANDING BEFORE REPAYMENT	REPAYMENT	PRINCIPAL AMOUNT OUTSTANDING AFTER REPAYMENT
30/01/2022	54 167	2 708	51 458
29/04/2022	51 458	2 708	48 750
30/07/2022	48 750	2 708	46 042
30/10/2022	46 042	2 708	43 333
30/01/2023	43 333	2 708	40 625
29/04/2023	40 625	2 708	37 917
30/07/2023	37 917	2 708	35 208
30/10/2023	35 208	2 708	32 500
30/01/2024	32 500	2 708	29 792
30/04/2024	29 792	2 708	27 083
30/07/2024	27 083	2 708	24 375
30/10/2024	24 375	2 708	21 667
30/01/2025	21 667	2 708	18 958
29/04/2025	18 958	2 708	16 250
30/07/2025	16 250	2 708	13 542
31/10/2025	13 542	2 708	10 833

MATURITY DATES	PRINCIPAL AMOUNT OUTSTANDING BEFORE REPAYMENT	REPAYMENT	PRINCIPAL AMOUNT OUTSTANDING AFTER REPAYMENT
31/01/2026	10 833	2 708	8 125
30/04/2026	8 125	2 708	5 417
18/07/2026	5 417	5 417	-

2.2 - REVOLVING CREDIT FACILITY OF €15M

The €15m revolving credit facility had not been drawn at 31 October 2021.

The outstanding principal amount of the refinancing loan and the revolving credit facility will yield interest at an annual rate corresponding to (i) the 3-month Euribor (or any other term agreed upon with the agent), (ii) the applicable margin, and (iii) any applicable mandatory costs. Interest will be payable in arrears.

A non-drawdown fee in connection with the revolving credit facility was applied at a rate of 0.375%, payable quarterly in arrears.

2.3 – PROCEDURES RELATING TO THE SYNDICATED LOAN

No collateral was agreed to in the terms of this syndicated loan. Furthermore, the loan contract provides for the reporting obligations of the lenders, the semi-annual obligation to maintain the "leverage ratio" (net consolidated debt / consolidated EBITDA) below 2.50 as well as standard commitments for loan contracts of this type. As mentioned above, the €35m bond issue involves the same commitments.

On the first anniversary of the syndicated loan at end October 2020, the Loan Agreement was amended by Side Letter 1 as follows:

- The final repayment date for the refinancing loan was deferred by a total of nine months to 18 July 2026. The final repayment date of the revolving credit facility remains unchanged at 18 October 2025;
- Four principal instalments on the refinancing loan were deferred as follows: (i) from 30 April 2020 to 31 January 2026; (ii) from 31 July 2020 to 30 April 2026; (iii) from 31 October 2020 to 18 July 2026; and (iv) from 31 January 2021 to 18 July 2026. The final repayment will thus be in the amount of €5,416,674.

In addition, on 9 June 2021, all of the banks making up the banking syndicate waived each of the leverage ratio calculations planned for the two closings at 30 April 2021 and 31 October 2021 as well as the certificates deliveries corresponding to the calculations of the leverage ratio on these dates, with retroactive effet from april 30, 2021.

2.19.2 GOVERNMENT-BACKED LOAN (PGE)

A €19.5m government-backed loan (PGE) was granted in June 2020 by the Group's partner banks.

A second €59.5m government-backed loan (PGE) was granted in April 2021 by the Group's partner banks.

Details about the treatment and terms of these two PGEs are provided in Note 9.3 of Section 20.2.1.

2.19.3 CIC LOAN FOR LA PENSÉE SAUVAGE

A €2.25m loan was granted by CIC in January 2020 for the purpose of Groupe Partouche's capital contribution to La Pensée Sauvage Lifestyle. The loan is to be repaid in 28 quarterly instalments of €84.8k including interest at a fixed rate. The first repayment was scheduled for 30 April 2020 and the last repayment for 31 January 2027.

In an amendment dated 25 September 2020, it was agreed that the first four quarterly instalments would be deferred until the end of the contract, with the last repayment made on 31 January 2028.

As repayments were made during the financial year, the principal amount outstanding as at 31 October 2021 was €2.01 million.

2.19.4 LOANS TO SUBSIDIARIES

Loans were granted by Groupe Partouche SA to its subsidiaries Casino Cannes Centre Croisette (€5.8m on 6 October 2017), CBM Dieppe (€3m on 8 December 2017) and La Roche-Posay casino (€5.2m on 12 June 2018), in order to finance their renovation works.

The interest rate on these loans is as follows: 3-month Euribor plus 1.48%.

The repayment schedule of subsidiaries to Groupe Partouche, in accordance with the principal amount outstanding at 31 October 2021, is as follows:

(€K)	LOAN
Less than 1 year	2 914
2 to 5 years	734
More than 5 years	-
TOTAL	**3 648**

2.20. AVERAGE WORKFORCE

AT 31 OCTOBER 2021	STAFF
Executives	23
Non-executives	20
TOTAL	**43**

2.21. REMUNERATION AWARDED TO THE EXECUTIVE AND SUPERVISORY BODIES

This remuneration *(before remuneration paid to members of the Supervisory Board for their service)* totalled €1,846,245, broken down as follows:

- remuneration allocated to the members of the Supervisory Board: €592,200;
- remuneration allocated to the members of the Executive Board: €1,254,045.

The shareholders voted at the Combined Shareholders' Meeting of 14 April 2021 to set the total amount of remuneration to be awarded to Supervisory Board members for their service allocated to the Supervisory Board at €125,000. At 31 October 2021, this amount had been paid.

2.22. COMMITMENTS FOR PENSIONS AND OTHER RETIREMENT COSTS

Due to their insignificant amount, no provisions were established in respect of pensions and other retirement costs. The amount of the provision is included in off-balance sheet commitments.

2.23. DEFERRED TAX

€000 AT 31 OCTOBER 2021	AMOUNT
Tax to be paid on:	
Pre-deducted expenses	-
Prepaid tax on:	
Temporarily non-deductible expenses (to be deducted in the following financial year)	-
Taxed revenue to be deducted at a later date	13
Net deferred tax	13

2.24. POST-BALANCE SHEET EVENTS

Covid-19 health crisis

With the public health crisis continuing, the Group is adversely affected by the following new restrictions:

- end of free Covid-19 screening (PCR and antigenic tests) from 15 October 2021;
- validity of PCR and antigenic tests reduced from 72 to 24 hours from 29 November 2021;
- mandatory booster shot from 15 December 2021 for people aged 65 and over and from 15 January 2022 for those aged 18 and over;
- entry into effect of the vaccine pass on 24 January 2022.

Consequently, the Group continues to do all it can to protect its establishments and limit the inevitable economic consequences of the crisis. Furthermore, the Group is looking at whether its subsidiaries might be able to benefit from additional forms of assistance, such as the new closure subsidy and the raising of caps for some categories of conditional assistance.

The very satisfactory resumption of activities after the second lockdown was a key factor – despite the necessary sanitary measures put in place – in the Group's confidence regarding its ability to resume operations in an optimal manner.

Disposal of the Crans Montana casino

Groupe Partouche expects to finalise the agreement for the sale of its entire 57% stake in Casino de Crans-Montana (Switzerland) by the end of January 2022.

In accordance with the terms of the Group's syndicated loan, the proceeds from the disposal of the Crans-Montana casino will either be used in part to pay down the Group's financial debt or reinvested.

3. LIST OF SUBSIDIARIES AND INVESTMENTS AT 31 OCTOBER 2021

• INFORMATIONS IN €000

COMPANY NAME	REGISTERED OFFICE	CAPITAL	EQUITY*	% HELD	DIVIDENDS RECEIVED
SUBSIDIARIES (OVER 50%)					
ÉLYSÉE PALACE HÔTEL	PARIS	40	(1 158)	79,68%	0
PARTOUCHE SPECTACLES ET EVENEMENTS	PARIS	37	(2 107)	100,00%	0
SEGR - LE LAURENT	PARIS	842	(5 942)	100,00%	0
PARTOUCHE SI	PARIS	50	20	100,00%	0
HOTEL ET LAB DE SAINT AMAND	ST AMAND LES EAUX	17 786	24 286	100,00%	0
SOCIETE DU GRAND CASINO DE CABOURG	CABOURG	3	1 330	100,00 %	0
FORGES THERMAL	FORGES LES EAUX	15 600	24 154	60,38%	0
CASINO ET DES BAINS DE MER	DIEPPE	396	(227)	100,00%	0
JEAN METZ	BERCK SUR MER	80	(671)	100,00 %	0
LE TOUQUET'S	CALAIS	92	1840	90,10%	0
CASINO DES 4 SAISONS	LE TOUQUET	392	(384)	99,53%	0
SOC EXPLOIT° CASINO ET HOTELS CONTREXEVILLE	CONTREXEVILLE	75	(185)	100,00%	0
NUMA	PARIS	80	276	100,00%	0
GRAND CASINO DE LYON	LYON	750	11 996	100,00 %	0
CASINO CENTRE CROISETTE	CANNES	38	(10 090)	100,00%	0
SATHEL	LA TOUR SALVAGNY	323	20 867	99,86%	0
GRAND CASINO DU HAVRE	LE HAVRE	150	(3 147)	100,00%	0
SOCIETE TOURISTIQUE DE LA TRINITE	LA TRINITE SUR MER	38	(2 148)	100,00%	0
CASINO D'ANNEMASSE - SGCA	ANNEMASSE	200	13 978	100,00%	0
CASINO DE CRANS MONTANA	CRANS MONTANA (SUISSE)	4 712	7 807	57,00%	0

	GROSS VALUE OF SHARES	NET	GROSS VALUE OF LOANS AND ADVANCES	DEPOSIT	TURNOVER	NET PROFIT
	1 240	0	663	-	0	(5)
	2354	0	2141	-	0	(360)
	4300	0	5 018	-	1852	(1 511)
	50	50	50	-	0	(30)
	18 371	18 371	0	-	18 371	(17 309)
	2 769	2 769	0	-	3 383	6
	11 831	11 831	0	-	11 571	(1 396)
	6 987	6 987	3 180	-	3 428	(1 199)
	3 025	3 025	1 931	-	1 753	(360)
	4 668	4 668	0	-	1 776	(68)
	5 593	5 156	830	-	1 880	(84)
	9 633	4 477	782	-	1419	(369)
	3 458	276	0	-	0	(42)
	20 000	20 000	0	-	7 374	820
	58 856	0	10 036	-	2 629	(5 612)
	93 513	93 513	0	-	9 980	(7 492)
	14 950	14 950	2 592	-	4 5505	(3 623)
	4 476	0	4 467	-	0	(24)
	41 098	41 098	0	-	5 111	217
	5 776	5 776	0	-	4 151	(1 699)

COMPANY NAME	REGISTERED OFFICE	CAPITAL	EQUITY*	% HELD	DIVIDENDS RECEIVED
SUBSIDIARIES (OVER 50%)					
CASINO DE TREMBLADE	LA TREMBLADE	39	345	99,89%	0
PASINO DE ST AMAND	ST AMAND LES EAUX	100	254	100,00 %	0
CLUB BERRI	PARIS	30	(2 201)	95,00%	0
SOCIÉTÉ DU CASINO DE ST-AMAND-LES-EAUX	ST-AMAND LES-EAUX	17 786	42 120	100,00 %	-
SECN	PARIS	10	7	100,00 %	0
SECF	FORGES LES EAUX	100	93	100,00 %	0
ELYSEE PALACE EXPANSION	PARIS	40	(1 179)	79,68%	-
GROUPE PARTOUCHE INTERNATIONAL	BRUXELLES	144	(30 090)	99,90%	0
Cie EUROPEENNE DE CASINOS	PARIS	24 813	317 456	100,00 %	0
PARTOUCHE INTERACTIVE	PARIS	370	(60 605)	100,00 %	0
T.T.H DIVONNE	DIVONNE LES BAINS	2 442	32 722	98,71%	0
HOLDING IMMOBILIERE DE LYON	LYON	300	2 564	97,25%	0
HOTEL COSMOS	CONTREXEVILLE	50	(5 227)	100;00%	0
3,14 GREEN	PARIS	100	(490)	100,00%	0
Soc CHEMINS FER ET HOTELS MONTAGNE PYRENEES	PARIS	701	1 483	76,63%	0
SCI HOTEL GARDEN PINEDE	PARIS	2	(22)	99,00%	0
SCI DE LA RUE ROYALE	PARIS	134	206	99,99%	0
SCI LES THERMES	AIX EN PROVENCE	150	4 783	99,99%	0
SCI PIETRA SAINT AMAND	PARIS	152	289	99,00%	0
SOCIETE FONCIERE DE VITTEL ET CONTREXEVILLE	CONTREXEVILLE	50	322	100,00%	0
PARTOUCHE IMMOBILIER	PARIS	12 000	17 869	100,00%	0

	GROSS VALUE OF SHARES	NET	GROSS VALUE OF LOANS AND ADVANCES	DEPOSIT	TURNOVER	NET PROFIT
	1 488	1 488	0	-	1 079	(1327)
	100	100	6 061	-	726	158
	811	811	3 123	-	487	(923)
	18 371	18 371	-	-	18 397	2 932
	10	10	0	-	0	(3)
	100	100	1 000	-	0	(7)
	1 308	0	4 501	-	0	(23)
	153	0	37 693	-	0	1 385
	316 504	316 504	0	-	382	(12 404)
	9 706	0	61 723	-	0	(2 798)
	62 182	62 182	0	-	5 004	478
	4 207	4 207	0	-	561	264
	50	0	5 878	-	1 279	(216)
	100	100	713	-	0	(115)
	602	602	0	-	0	(5)
	2	2	0	-	0	(3)
	534	534	17	-	154	92
	0	0	999	-	1 545	(405)
	151	151	38	-	46	34
	50	50	451	-	318	120
	12 600	12 600	2 978	-	3 589	255

COMPANY NAME	REGISTERED OFFICE	CAPITAL	EQUITY*	% HELD	DIVIDENDS RECEIVED
SUBSIDIARIES (OVER 50%)					
SCI PIETRA PORNIC	PARIS	100	600	100,00%	0
CENTRE FORMATION PROFESSIONNEL CASINOS	PARIS	8	(7)	100,00%	0
INVESTMENTS (10-50%)					
SOCIÉTÉ DU CASINO MUNICIPAL D'AIX THERMAL	AIX-EN-PROVENCE	2 160	(20 119)	38,63%	0
SOCIETAT DE L'OCI DELS PYRENEUS	ESCALDES ENGORDANY	38	NC	33,00%	-
BASTIDE II RICH TAVERN	MONTPELLIER	48	NC	25,00%	-
PALAVAS INVESTISSEMENT	PALAVAS LES-FLOTS	8	203	10,00%	0
LA PENSEE SAUVAGE LIFESTYLE	PARIS	15 000	14 808	15,00%	0
CIE DE LOISIRS DES PORTES DE GENÈVE	SAINT-JULIEN -EN-GENEVOIS	11 783	-	18,00%	0
SUD CONCERTS	MARSEILLE	61	97	39,83%	0
OTHER SECURITIES					
CASINO DE PALAVAS	PALAVAS -LES-FLOTS	330	1 298	9,09%	0
CASINO MUNICIPAL DE ROYAT	ROYAT	240	1 196	1,91%	0
EDEN BEACH CASINO	JUAN-LES-PINS	1 056	3 952	1,44%	0
SCI TREMBLADE	LA TREMBLADE	1	521	1,00%	0
SEMTEE	ESCALDES ENGORDANY	29 403	40 007	0,61%	0
SOCIÉTÉ THERMALE DE PLOMBIÈRES-LES-BAINS	PLOMBIÈRES -LES-BAINS	38	NC	0,00%	-
CASINO LE LION BLANC	ST GALMIER	240	(743)	0,16%	0
PLEIN AIR CASINO	LA CIOTAT	200	(684)	0,02%	0
CASINO LE MIAMI	ANDERNOS	266	(115)	0,00%	0
SCI LUNA JUAN	PARIS	3 400	3 196	2,94%%	0
SCI DE L'ARVE	ANNEMASSE	381	2 269	0,04%	0
CASINOS DE VICHY (undergoing court-ordered liquidation)	VICHY	-	-	-	-
GRAND CASINO DE BEAULIEU (undergoing court-ordered liquidation)	BEAULIEU	-	-	-	-

** Shareholders' equity: this includes share capital, reserves and retained earnings, net profit for the year, investment subsidies and regulated provisions.*

	GROSS VALUE OF SHARES	NET	GROSS VALUE OF LOANS AND ADVANCES	DEPOSIT	TURNOVER	NET PROFIT
	2 100	2 100	150	-	915	(421)
	702	0	80	0	205	(32)
	2 780	0	47 407	-	10 024	(7 714)
	13	-	51	-	NC	NC
	46	-	-	-	NC	NC
	122	122	0	-	228	196
	2 250	2 250	452	-	315	(11)
	2 224	2 224	0	-	-	-
	71	71	510	-	1 060	14
	183	183	0	-	3 733	(146)
	73	73	2 305	-	3 271	(779)
	155	155	12 810	-	2 611	(1 315)
	0	0	30	-	344	188
	181	181	0	-	8 898	(2 330)
	2	0	0	-	NC	NC
	0	0	688	-	2 460	(1 190)
	1	1	1 749	-	6 279	(1 591)
	0	0	1	-	1 509	(384)
	100	100	0	-	355	84
	0	0	2	-	973	592
	371	-	18 329	-	-	-
	152	-	8 276	-	-	-

4. CAPITAL GAINS ON WHICH TAX HAS BEEN DEFERRED (€000)

Contributing company: SIHB, company absorbed by Compagnie Fermière des Eaux (now Groupe Partouche)
Beneficiary company: Groupe Partouche - 141 bis rue de Saussure - 75017 Paris - France
Type of operation: Merger
Date of the operation: Extraordinary Shareholders' Meeting of 29 July 1994 which authorised the merger with retroactive effect as of 1 November 1993

• CAPITAL GAINS ON NON-DEPRECIABLE ASSETS

LAND

ITEM	TAX AND BOOK VALUE	CONTRIBUTION VALUE	CAPITAL GAINS CARRIED FORWARD FOR TAX PURPOSES
Falaise	1	-	(1)

• PARTICIPATIONS

NAME	NUMBER OF SHARES	TAX AND BOOK VALUE	CONTRIBUTION VALUE	CAPITAL GAINS CARRIED FORWARD FOR TAX PURPOSES
SAS CASINO DES 4 SAISONS 26 rue St-Jean 62520 Le Touquet	22 050	1 210	5 488	4 278
SA EDEN BEACH CASINO Boulevard Edouard Baudouin 06160 Juan-les-Pins	924	305	155	-150
SA FORGES THERMAL Avenue des Sources 76440 Forges-les-Eaux	6 210	2 310	9 072	6 762
SAS JEAN METZ Avenue du Général de Gaulle 62600 Berck-sur-Mer	992	27	3 025	2 998
SAS NUMA 141 bis rue de Saussure 75017 Paris	4 930	113	3 457	3 344
SAS CASINO ET BAINS DE MER DIEPPE Boulevard de Verdun 76200 Dieppe	4 600	991	3 825	2 834
SA SATHEL 200 avenue du Casino 69890 La Tour-de-Salvagny	10 008	10 965	29 104	18 139
SAS LE TOUQUET'S 59 rue Royale 62100 Calais	1 801	210	4 668	4 458
SUBTOTAL		**16 131**	**58 794**	**42 663**

• RECEIVABLES

ITEM	TAX AND BOOK VALUE	CONTRIBUTION VALUE	CAPITAL GAINS CARRIED FORWARD FOR TAX PURPOSES
JATEK	778	778	-

• CAPITAL GAINS ON DEPRECIABLE ASSETS*

BUILDINGS

ITEM	TAX AND BOOK VALUE	CONTRIBUTION VALUE	CAPITAL GAINS CARRIED
Granville cellar	0	1	1
Subtotal	0	1	1
TOTAL	**16 910**	**59 573**	**42 663**

** Capital gains on depreciable assets have been recognised.*

5. CAPITAL GAINS ON WHICH TAX HAS BEEN DEFERRED (€000)

Contributing company: Groupe de Divonne SA - 141 bis rue de Saussure – 75017 Paris - France
Beneficiary company: Groupe Partouche - 141 bis rue de Saussure - 75017 Paris - France
Type of operation: *Transmission universelle de patrimoine*
Date of the operation: 02/11/2007

• CAPITAL GAINS ON NON-DEPRECIABLE ASSETS

DEPRECIABLE ASSETS	TAX VALUE	BOOK VALUE	BALANCING AMOUNT RECEIVED	BALANCING AMOUNT TAXED	EXCHANGE OR CONTRIBUTION VALUE
Internally generated goodwill					
Other intangible assets					
Land					
Investments in associates	40 368	112 066			112 066
Other financial investments – Loan of securities	15	15			15

• CAPITAL GAINS ON DEPRECIABLE ASSETS

DEPRECIABLE ASSETS	REINTEGRATION PERIOD	AMOUNT NET OF CAPITAL GAINS REALISED	AMOUNT PREVIOUSLY REINTEGRATED	AMOUNT AS A PROPORTION OF NET PROFIT FOR THE FINANCIAL YEAR	AMOUNT REMAINING TO BE REINTEGRATED
Patents					
Other intangible rights					
Land used for business operations			NONE		
Buildings					
Machinery and equipment					
Autres immobilisations corporelles					

6. CAPITAL GAINS ON WHICH TAX HAS BEEN DEFERRED (€000)

Contributing company: Holding Garden Pinède SAS - 141 bis rue de Saussure – 75017 Paris - France
Beneficiary company: Groupe Partouche - 141 bis rue de Saussure - 75017 Paris - France S
Type of operation: *Transmission universelle de patrimoine*
Date of the operation: 26/12/2016

• CAPITAL GAINS ON NON-DEPRECIABLE ASSETS

NON-DEPRECIABLE ASSETS	TAX VALUE	BOOK VALUE	BALANCING AMOUNT RECEIVED	BALANCING AMOUNT TAXED	EXCHANGE OR CONTRIBUTION VALUE
Internally generated goodwill					
Other intangible assets					
Land					
Investments in associates	2	2			2
Other financial investments – Loan of securities					

• CAPITAL GAINS ON DEPRECIABLE ASSETS

DEPRECIABLE ASSETS	REINTEGRATION PERIOD	AMOUNT NET OF CAPITAL GAINS REALISED	AMOUNT PREVIOUSLY REINTEGRATED	AMOUNT AS A PROPORTION OF NET PROFIT FOR THE FINANCIAL YEAR	AMOUNT REMAINING TO BE REINTEGRATED
Patents					
Other intangible rights					
Land used for business operations			NONE		
Buildings					
Machinery and equipment					
Other tangible fixed assets					

7. CAPITAL GAINS ON WHICH TAX HAS BEEN DEFERRED (€000)

Contributing company: Enderbury GR SAS - 141 bis rue de Saussure – 75017 Paris - France
Beneficiary company: Groupe Partouche - 141 bis rue de Saussure – 75017 Paris - France
Type of operation: *Transmission universelle de patrimoine*
Date of the operation: 25/10/2017

• CAPITAL GAINS ON NON-DEPRECIABLE ASSETS

NON-DEPRECIABLE ASSETS	TAX VALUE	BOOK VALUE	BALANCING AMOUNT RECEIVED	BALANCING AMOUNT TAXED	EXCHANGE OR CONTRIBUTION
Internally generated goodwill					
Other intangible assets					
Land					
Investments in associates	4 300	4 300			4 300
Other financial investments – Loan of securities					

• CAPITAL GAINS ON DEPRECIABLE ASSETS

DEPRECIABLE ASSETS	REINTEGRATION PERIOD	AMOUNT NET OF CAPITAL GAINS REALISED	AMOUNT PREVIOUSLY REINTEGRATED	AMOUNT AS A PROPORTION OF NET PROFIT FOR THE FINANCIAL YEAR	AMOUNT REMAINING TO BE REINTEGRATED
Patents					
Other intangible rights					
Land used for business operations			NONE		
Buildings					
Machinery and equipment					
Other tangible fixed assets					

8. RESULTS OF THE LAST FIVE FINANCIAL YEARS (EXPRESSED IN EUROS)

INDICATIONS	REINTEGRATION PERIOD	AMOUNT NET OF CAPITAL GAINS REALISED	AMOUNT PREVIOUSLY REINTEGRATED	AMOUNT AS A PROPORTION OF NET PROFIT FOR THE FINANCIAL YEAR	EXERCICE CLOS LE 31/10/2021 (12 MOIS) AVANT APPROB. AG
I- SHARE CAPITAL AT THE END OF THE FINANCIAL YEAR					
Share capital	192 540 680	192 540 680	192 540 680	192 540 680	192 540 680
Number of existing ordinary shares	9 627 034	9 627 034	9 627 034	9 627 034	9 627 034
Number of preference shares	-	-	-	-	-
(without voting rigts) outstanding	-	-	-	-	-
Maximum number of shares that may be created in the future	-	-	-	-	-
By conversion bonds	-	-	-	-	-
By exercising share subscription options	-	-	-	-	-
II- RESULTS FOR THE FINANCIAL YEAR					
Turnover excluding tax	11 250 558	11 790 948	11 595 601	11 182 203	10 304 609
Résultats avant Profit before tax, employee profit-sharing, depreciation, amortisation and provisions	-84 830 598	2 341 255	1 659 514	-7 122 943	-8 086 330
Corporate income tax	-12 187 177	-12 075 264	-11 961 495	-6 565 455	-1 936 933
Employee profit-sharing for the financial year	-	-	-	-	
Depreciation, amortisation and provision charges	-72 809 077	8 578 042	14 405 557	13 396 845	23 901 550
Net profit	165 655	5 838 477	-784 548	-13 954 333	-30 050 947
Distributed profit	3 001 284	-	-	-	-
III- EARNING PER SHARE					
Profit after tax and employee profit-sharing, but before depreciation, amortisation and provisions	-7,55	1,50	1,41	-0,06	-0,64
Profit after tax, employee profit-sharing, depreciation, amortisation and provisions	0,02	0,61	-0,08	-1,45	-3,12
Dividend per share	0,31	0,00	0,00	0,00	0,00
IV- EMPLOYEES					
Average workforce employed during the financial year	45	43	42	40	43
Payroll for the financial year	4 011 178	3 929 714	4 195 179	4 300 908	4 054 725
Employee-related benefits paid for the financial year	1 655 172	1 619 674	1 751 657	1 728 995	1 683 586

20.3 • VERIFICATION OF HISTORICAL ANNUAL FINANCIAL INFORMATION

20.3.1 • STATUTORY AUDITORS' REPORTS

STATUTORY AUDITORS' REPORT ON THE CONSOLIDATED FINANCIAL STATEMENTS

FINANCIAL YEAR ENDED 31 OCTOBER 2021

To the shareholders of Groupe Partouche SA,

• OPINION

In accordance with our engagement by your shareholders as Statutory Auditors, we have audited the consolidated financial statements of Groupe Partouche SA for the year ended 31 October 2021, as appended hereto.

In accordance with IFRS as adopted by the European Union, we hereby certify that the consolidated financial statements give a true and fair view of the results of the operations of the group of persons and entities included in the scope of consolidation for the financial year under review, as well as its financial position and its assets and liabilities at the financial year-end.

The opinion set out above is consistent with the content of our report to the Audit Committee.

• BASIS OF OUR OPINION

AUDIT STANDARDS

We performed our audit in accordance with professional standards applicable in France. We believe that the evidence we have gathered provides a sufficient and reasonable basis for our opinion.

The responsibilities that fall to us under these standards are indicated in the section of this report titled "Statutory Auditors' responsibilities in relation to the audit of the consolidated financial statements".

INDEPENDENCE

We performed our audit, in compliance with independence rules required by the French Commercial Code and by the code of ethics adopted by the statutory audit industry, over the period from 1 November 2020 to the date on which we issued our report. In particular, we provided no services prohibited by the first paragraph of Article 5 of Regulation (EU) No. 537/2014.

• OBSERVATION

Without calling into question the above opinion, we draw your attention to the following point, explained in the paragraphs entitled "Covid-19 health crisis" in Note 1 "Key events during the financial year" and Note 16 "Post-balance sheet events" in the notes to the consolidated financial statements, which explain the effects of the health crisis and the measures taken in this situation on the Company's consolidated financial statements and the Group's operations.

• JUSTIFICATION OF ASSESSMENTS AND KEY AUDIT MATTERS

The global crisis relating to the Covid-19 pandemic has created specific conditions for the preparation and auditing of this year's financial statements. The crisis and the exceptional measures taken within the framework of the public health emergency have multiple consequences for businesses, in particular their operations and financing, as well as creating greater uncertainty about the future. Some of these measures, such as travel restrictions and working from home, have also affected how businesses are organised internally and how audits are performed.

In light of this complex, evolving situation, and pursuant to Articles L.823-9 and R.823-7 of the French Commercial Code on the justification of our assessments, we hereby report on the key audit matters in relation to those risks of material misstatement which, in our professional judgment, were greatest for the audit of the consolidated financial statements, as well as on our responses to those risks.

These assessments were made in the context of our audit of the consolidated financial statements taken as a whole and the formation of our opinion set out above. We have no opinion to express on items in these consolidated financial statements taken individually.

IDENTIFIED KEY AUDIT MATTER: MEASUREMENT OF GOODWILL

Risks identified

In the course of its development, the Group has entered into targeted external growth transactions and recognised goodwill on a number of occasions.

At 31 October 2021, this goodwill totalled €203,200 thousand (equating to 26% of consolidated balance sheet assets at that date).

Goodwill has been allocated to groups of cash-generating units (CGUs) within those businesses into which the acquired companies were integrated, and mainly corresponds to casino operations, as indicated in Notes 6.1 and 6.2 to the consolidated financial statements.

These notes also explain that management carries out annual checks to ensure that the carrying amount of goodwill does not exceed its recoverable amount, and that there is no risk of impairment.

We consider the measurement of goodwill to be a key audit matter, given:

- the significance of goodwill within the consolidated financial statements;
- the method used to determine the carrying amount of goodwill, based on forecast discounted future cash flows or the fair value of the CGU, requiring the use of assumptions, estimates and assessments by management, as indicated in Notes 6.1 and 6.2 to the consolidated financial statements;
- that any unfavourable change in those assumptions, estimates and assessments is liable to alter the recoverable amount of goodwill and lead to the recognition of an impairment loss, particularly given the ongoing public health crisis.

Audit procedures followed in light of the risks identified

We obtained details of impairment tests carried out by management and reviewed the methodology used, the procedures used to carry out the tests and their compliance with accounting standards in force.

We have assured ourselves that management adopted a suitable approach in the light of the health crisis and factored the resulting risks into the tests, in particular by introducing multiple scenarios to reflect the considerable uncertainties relating to the duration and intensity of the economic impacts resulting from this crisis.

We assessed the reasonableness of assumptions used to determine recoverable amounts, and in particular, future cash flows in conjunction with underlying operational data and with the assumptions made in light of the public health crisis. We also assessed the consistency of cash flow forecasts with past performance, the economic environment and the market outlook.

With the help of experts, we assessed the discount rate used, including its various components, as well as the long-term growth rate applied to future cash flows.

We obtained and reviewed sensitivity analyses carried out by management, the scope of which was extended in order to factor in the additional uncertainty as regards the effects of the health crisis over time.

Lastly, we also verified the appropriateness of information provided in the notes to the consolidated financial statements.

• SPECIFIC CHECKS

We also performed the specific procedures in accordance with professional standards applicable in France and required by law and regulations in relation to the information about the Group provided in the Executive Board's management report.

We have no matters to report as to its fair presentation and consistency with the consolidated financial statements.

We confirm that the consolidated statement of non-financial performance provided for by Article L.225-102-1 of the French Commercial Code is included in the information about the Group given in the Management Report. In accordance with the provisions of Article L.823-10 of that code, we have checked neither the truthfulness of the information contained in that statement nor its consistency with the consolidated financial statements; that information must be the subject of a report by an independent third party.

• OTHER VERIFICATIONS OR INFORMATION REQUIRED BY APPLICABLE LAWS AND REGULATIONS

FORMAT OF CONSOLIDATED FINANCIAL STATEMENTS TO BE INCLUDED IN THE ANNUAL FINANCIAL REPORT

We also verified, in accordance with professional standards for statutory audit procedures to be carried out on parent company and consolidated financial statements presented in the single electronic reporting format, that the presentation of consolidated financial statements to be included in the annual financial report referred to in section I of Article L.451-1-2 of the French Monetary and Financial Code, prepared under the responsibility of the Chairman of the Executive Board, complies with the format specified in Commission Delegated Regulation (EU) 2019/815 of 17 December 2018. With regard to consolidated financial statements, our work includes verifying that the tagging in the statements complies with the format specified in the aforementioned regulation.

Based on our work, we conclude that the presentation of the consolidated financial statements to be included in the annual financial report complies, in all material aspects, with the single electronic reporting format.

However, it is not our responsibility to verify that the consolidated financial statements ultimately included by your Company in the annual financial report filed with the AMF correspond to those on which we performed our work.

APPOINTMENT OF STATUTORY AUDITORS

We were appointed Statutory Auditors of Groupe Partouche at the Shareholders' Meetings of 24 April 2007 (MCR Walter France) and 20 April 2010 (France Audit Expertise).

At 31 October 2021, MCR Walter France was in its 15th year of uninterrupted service, while France Audit Expertise was in its 12th year.

• RESPONSIBILITIES OF MANAGEMENT AND INDIVIDUALS CHARGED WITH CORPORATE GOVERNANCE WITH REGARD TO THE CONSOLIDATED FINANCIAL STATEMENTS

It is management's responsibility to draw up consolidated financial statements that provide a true and fair view in accordance with IFRS as adopted in the European Union, and to put in place the internal control arrangements it deems necessary for the preparation of consolidated financial statements free of material misstatement, whether the latter are the result of fraud or error.

When preparing the consolidated financial statements, it falls to management to assess the Company's ability to continue to operate, to set out in the financial statements, as the case may be, the necessary information on business continuity and to apply the going concern basis of accounting, unless it is planned to wind up the Company or cease operations.

It is the Audit Committee's responsibility to monitor the process of preparing financial information and the effectiveness of internal control, risk management and, as the case may be, internal audit systems, as regards procedures relating to the preparation and processing of accounting and financial information.

The consolidated financial statements were approved for publication by the Executive Board.

• STATUTORY AUDITORS' RESPONSIBILITIES IN RELATION TO THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS

AUDIT OBJECTIVE AND APPROACH

It is our responsibility to prepare a report on the consolidated financial statements. Our goal is to obtain reasonable assurance that the consolidated financial statements taken as a whole do not include any material misstatements. While reasonable assurance corresponds to a high level of assurance, it does not guarantee that an audit performed in accordance with professional standards will always detect every material misstatement. Misstatements may be the result of fraud or of errors. They are considered material if it can reasonably be expected that they might, taken individually or together, influence financial decisions made by users of the financial statements on the basis of those statements.

As laid down in Article L.823-10-1 of the French Commercial Code, our engagement to certify the financial statements does not consist of guaranteeing the viability or quality of management of your company.

In performing an audit in accordance with professional standards applicable in France, the Statutory Auditor exercises his or her professional judgment throughout that audit.

Furthermore, the Statutory Auditor:

- identifies and assesses risks that the consolidated financial statements might include material misstatements, whether as a result of fraud or error, defines and implements audit procedures in light of those risks, and gathers what he or she considers sufficient and appropriate information on which to base his or her opinion. The risk of not detecting a material misstatement is greater when that misstatement is the result of a fraud than when it is the result of an error, since fraud may entail collusion, falsification, deliberate omissions, false declarations and the bypassing of internal control;
- familiarises him- or herself with internal control arrangements relevant to the audit so as to be able to define audit procedures appropriate to the circumstances, and not so as to express an opinion on the effectiveness of internal control;
- assesses the appropriateness of the accounting policies adopted and the reasonableness of accounting estimates made by management, as well as information set out in the consolidated financial statements pertaining thereto;
- assesses the appropriateness of management's application of the going concern basis of accounting and, based on the information gathered, assesses whether or not there is significant uncertainty regarding events or circumstances liable to call into question the Company's ability to continue to operate. This assessment is supported by information gathered up to the date of his or her report, though it should be borne in mind that subsequent circumstances or events may call into question the Company's ability to continue to operate. If the Statutory Auditor concludes that there is significant uncertainty, he or she alerts readers of his or her report on the information set out in the consolidated financial statements to that uncertainty or, if the information has not been provided or is not relevant, qualifies or withholds his or her certification;
- assesses the overall presentation of the consolidated financial statements and evaluates whether they present a true and fair view of underlying operations and events;I apprécie la présentation d'ensemble des comptes consolidés et évalue si les comptes consolidés reflètent les opérations et événements sous-jacents de manière à en donner une image fidèle ;

- as regards financial information concerning persons or entities included in the scope of consolidation, he or she collects what he or she considers sufficient and appropriate information to express an opinion on the financial statements. The Statutory Auditor is responsible for overseeing, supervising and performing the audit of the consolidated financial statements, as well as for the opinion expressed on the financial statements.

REPORT TO THE AUDIT COMMITTEE

We submit a report to the Audit Committee setting out, in particular, the extent of our audit work and the programme of work carried out, together with the resulting findings. Where applicable, we also notify the Audit Committee of any significant weaknesses we have identified in the internal control system as regards procedures relating to the preparation and processing of accounting and financial information.

The information set out in our report to the Audit Committee includes those risks of material misstatement that we deem to have been the most significant for the audit of the consolidated financial statements and which, as such, constitute the key audit matters which we are required to present in this report.

In accordance with Article 6 of Regulation (EU) No. 537-2014, we also provide the Audit Committee with written confirmation of our independence, within the meaning of rules applicable in France, in particular as laid down in Articles L.822-10 to L.822-14 of the French Commercial Code and in the code of ethics adopted by the statutory audit industry. Where applicable, we discuss any risks to our independence, and any safeguards put in place, with the Audit Committee.

Marseille and Paris, 16 February 2022

MCR Walter France	**France Audit Expertise**
Emmanuel Mathieu	José David

STATUTORY AUDITORS' REPORT ON THE PARENT COMPANY FINANCIAL STATEMENTS

FINANCIAL YEAR ENDED 31 OCTOBER 2021

To the shareholders of Groupe Partouche SA,

• OPINION

In accordance with our engagement by your shareholders as Statutory Auditors, we have audited the parent company financial statements of Groupe Partouche SA for the financial year ended 31 October 2021, as appended hereto.

In our opinion, the parent company financial statements give a true and fair view of the financial position and the assets and liabilities of the Company at the balance sheet date and of the results of its operations for the financial year then ended, in accordance with French accounting regulations.

The opinion set out above is consistent with the content of our report to the Audit Committee.

• BASIS OF OUR OPINION

AUDIT STANDARDS

We performed our audit in accordance with professional standards applicable in France. We believe that the evidence we have gathered provides a sufficient and reasonable basis for our opinion..

The responsibilities that fall to us under these standards are indicated in the section of this report titled "Statutory Auditors' responsibilities in relation to the audit of the parent company financial statements".

INDEPENDENCE

We performed our audit, in compliance with independence rules required by the French Commercial Code and by the code of ethics adopted by the statutory audit industry, over the period from 1 November 2020 to the date on which we issued our report. In particular, we provided no services prohibited by the first paragraph of Article 5 of Regulation (EU) No. 537/2014.

• OBSERVATION

Without calling into question the opinion expressed above, we draw your attention to the following point set forth in the Notes "Covid-19 health crisis" and "2.24 Post-balance sheet events" of the notes to the financial statements, which set outs the effects of the health crisis and the measures taken in this situation on the Company's annual financial statements, its business and that of its subsidiaries.

• JUSTIFICATION OF ASSESSMENTS AND KEY AUDIT MATTERS

The global crisis relating to the Covid-19 pandemic has created specific conditions for the preparation and auditing of this year's financial statements. The crisis and the exceptional measures taken within the framework of the public health emergency have multiple consequences for businesses, in particular their operations and financing, as well as creating greater uncertainty about the future. Some of these measures, such as travel restrictions and working from home, have also affected how businesses are organised internally and how audits are performed.

In light of this complex, evolving situation, and pursuant to Articles L.823-9 and R.823-7 of the French Commercial Code on the justification of our assessments, we hereby report on the key audit matters in relation to those risks of material misstatement which, in our professional judgment, were greatest for the audit of the parent company financial statements, as well as on our responses to those risks.

These assessments were made in the context of our audit of the parent company financial statements taken as a whole, and therefore contributed to the opinion we formed, which is expressed in the first part of this report. We have no opinion to express on items in these parent company financial statements taken individually.

IDENTIFIED KEY AUDIT MATTER: MEASUREMENT OF INVESTMENT SECURITIES

Risks identified

Investment securities, recognised on the balance sheet for a net amount of €639,845 thousand at 31 October 2021, constitute the largest single item on the balance sheet. They are recognised at cost at their balance sheet entry date and depreciated on the basis of their present value, taken as the higher of value in use and market value less costs to sell.

As indicated in Note 1.3 to the parent company financial statements, "Long-term financial investments", management estimates the carrying amount of securities based on the value of the relevant entities' equity at the balance sheet date, as well as their profitability and forecast revenue.

In estimating the carrying amount of these securities, management must exercise its judgment in selecting which information to consider for each investment, which may, depending on the investment, include historical information or forecast information (notably subsidiaries' profitability outlook).

Competition and the economic environment facing certain subsidiaries, as well as the public health crisis, may result in lower revenue and a deterioration in operating profit. Against this backdrop, and given the uncertainty inherent in certain items, including in particular the likelihood of forecasts coming to pass, we considered that the correct measurement of investment securities, and of related loans and current account advances, constituted a key audit matter.

Audit procedures followed in light of the risks identified

To assess the reasonableness of estimated carrying amounts of investment securities, on the basis of the information provided to us, our work mainly consisted of checking that these estimated amounts, determined by management, are supported by an appropriate justification of the measurement method and figures used, as well as, depending on the securities in question:

- For measurements based on historical information:
  - checking that the equity values used are consistent with the financial statements of audited or analysed entities, and that any adjustments applied to those equity values are supported by conclusive documentation;
- For measurements based on forecast information:
  - obtaining forecast cash flows and operating performance for the entities concerned, prepared under the responsibility of the Company's management,
  - assessing the reasonableness of assumptions used to determine future cash flows in conjunction with underlying operational data and with the assumptions used in light of the public health crisis,
  - assessing the consistency of assumptions made with past performance, the economic environment up to the date that the financial statements are approved for publication, and the market outlook,
  - checking that the value resulting from forecast cash flows has been adjusted to reflect the amount of debt carried by each entity.

As well as assessing the carrying amounts of investment securities, our work also consisted of:

- assessing the recoverability of related loans and current account advances in light of our analysis of investment securities;
- verifying that a provision for impairment of a loan, or a provision for liabilities, has been recognised in cases where the Company has committed to bear the losses of a subsidiary with negative equity.

• SPECIFIC CHECKS

We have also performed the other procedures required by law and regulations in accordance with professional standards applicable in France.

INFORMATION GIVEN IN THE MANAGEMENT REPORT AND IN OTHER DOCUMENTS ADDRESSED TO SHAREHOLDERS ON THE FINANCIAL POSITION AND THE PARENT COMPANY FINANCIAL STATEMENTS

We have no matters to report as to the fair presentation and consistency with the financial statements of the information given in the Executive Board's management report and in the other documents addressed to shareholders with respect to the financial position and the parent company financial statements.

We confirm that the information on payment terms referred to in Article D.441-6 of the French Commercial Code is truthful and consistent with the parent company financial statements.

REPORT ON CORPORATE GOVERNANCE

We confirm that the Supervisory Board's report on corporate governance includes the information required by Articles L.225-37-4, L.22-10-10 and L.22-10-9 of the French Commercial Code.

We checked the disclosures made pursuant to Article L.22-10-9 of the French Commercial Code concerning the remuneration and benefits paid or allocated to the corporate officers and the commitments entered into in their favour, for consistency with the financial statements or with the data used to draw up those financial statements and, where applicable, with the information provided to your Company by the businesses that it controls which are included in the scope of consolidation. On the basis of our audit, we hereby certify the truthfulness and accuracy of this information, and the fair view provided by it.

OTHER INFORMATION

Pursuant to the law, we have verified that the management report contains the appropriate disclosures as to the shareholders' identities, ownership interests and voting rights.

• OTHER VERIFICATIONS OR INFORMATION REQUIRED BY APPLICABLE LAWS AND REGULATIONS

FORMAT OF PARENT COMPANY FINANCIAL STATEMENTS TO BE INCLUDED IN THE ANNUAL FINANCIAL REPORT

We also verified, in accordance with professional standards for statutory audit procedures to be carried out on parent company and consolidated financial statements presented in the single electronic reporting format, that the presentation of parent company financial statements to be included in the annual financial report referred to in section I of Article L.451-1-2 of the French Monetary and Financial Code, prepared under the responsibility of the Chairman of the Executive Board, complies with the format specified in Commission Delegated Regulation (EU) 2019/815 of 17 December 2018.

Based on our work, we conclude that the presentation of the parent company financial statements to be

included in the annual financial report complies, in all material aspects, with the single electronic reporting format.

However, it is not our responsibility to verify that the parent company financial statements ultimately included by your Company in the annual financial report filed with the AMF correspond to those on which we performed our work.

APPOINTMENT OF STATUTORY AUDITORS

We were appointed Statutory Auditors of Groupe Partouche at the Shareholders' Meetings of 24 April 2007 (MCR Walter France) and 20 April 2010 (France Audit Expertise).

AAt 31 October 2021, MCR Walter France was in its 15th year of uninterrupted service, while France Audit Expertise was in its 12th year.

• RESPONSIBILITIES OF MANAGEMENT AND INDIVIDUALS CHARGED WITH CORPORATE GOVERNANCE WITH REGARD TO THE PARENT COMPANY FINANCIAL STATEMENTS

It is management's responsibility to draw up parent company financial statements that provide a true and fair view in accordance with accounting principles generally accepted in France, and to put in place the internal control arrangements it deems necessary for the preparation of parent company financial statements free of material misstatement, whether the latter are the result of fraud or error.

When preparing the parent company financial statements, it falls to management to assess the Company's ability to continue to operate, to set out in the financial statements, as the case may be, the necessary information on business continuity and to apply the going concern basis of accounting, unless it is planned to wind up the Company or cease operations.

It is the Audit Committee's responsibility to monitor the process of preparing financial information and the effectiveness of internal control, risk management and, as the case may be, internal audit systems, as regards procedures relating to the preparation and processing of accounting and financial information.

The financial statements have been approved by the Executive Board.

• STATUTORY AUDITORS' RESPONSIBILITIES IN RELATION TO THE AUDIT OF THE PARENT COMPANY FINANCIAL STATEMENTS

AUDIT OBJECTIVE AND APPROACH

It is our responsibility to prepare a report on the parent company financial statements. Our goal is to obtain reasonable assurance that the parent company financial statements taken as a whole do not include any material misstatements. While reasonable assurance corresponds to a high level of assurance, it does not guarantee that an audit performed in accordance with professional standards will always detect every material misstatement. Misstatements may be the result of fraud or of errors. They are considered material if it can reasonably be expected that they might, taken individually or together, influence financial decisions made by users of the financial statements on the basis of those statements.

As laid down in Article L.823-10-1 of the French Commercial Code, our engagement to certify the financial statements does not consist of guaranteeing the viability or quality of management of your company.

In performing an audit in accordance with professional standards applicable in France, the Statutory Auditor exercises his or her professional judgment throughout that audit. Furthermore, the Statutory Auditor:

- identifies and assesses risks that the parent company financial statements might include material misstatements, whether as a result of fraud or error, defines and implements audit procedures in light of those risks, and gathers what he or she considers sufficient and appropriate information on which to base his or her opinion. The risk of not detecting a material misstatement is greater when that misstatement is the result of a fraud than when it is the result of an error, since fraud may entail collusion, falsification, deliberate omissions, false declarations and the bypassing of internal control;
- familiarises him- or herself with internal control arrangements relevant to the audit so as to be able to define audit procedures appropriate to the circumstances, and not so as to express an opinion on the effectiveness of internal control;
- assesses the appropriateness of the accounting policies adopted and the reasonableness of accounting estimates made by management, as well as information set out in the parent company financial statements pertaining thereto;
- assesses the appropriateness of management's application of the going concern basis of accounting and, based on the information gathered, assesses whether or not there is significant uncertainty regarding events or

circumstances liable to call into question the Company's ability to continue to operate. This assessment is supported by information gathered up to the date of his or her report, though it should be borne in mind that subsequent circumstances or events may call into question the Company's ability to continue to operate. If the Statutory Auditor concludes that there is significant uncertainty, he or she alerts readers of his or her report on the information set out in the parent company financial statements to that uncertainty or, if the information has not been provided or is not relevant, qualifies or withholds his or her certification;

- assesses the overall presentation of the parent company financial statements and evaluates whether they present a true and fair view of the underlying operations and events.

REPORT TO THE AUDIT COMMITTEE

We submit a report to the Audit Committee setting out, in particular, the extent of our audit work and the programme of work carried out, together with the resulting findings. Where applicable, we also notify the Audit Committee of any significant weaknesses we have identified in the internal control system as regards procedures relating to the preparation and processing of accounting and financial information.

The information set out in our report to the Audit Committee includes those risks of material misstatement that we deem to have been the most significant for the audit of the parent company financial statements and which, as such, constitute the key audit matters which we are required to present in this report.

In accordance with Article 6 of Regulation (EU) No. 537-2014, we also provide the Audit Committee with written confirmation of our independence, within the meaning of rules applicable in France, in particular as laid down in Articles L.822-10 to L.822-14 of the French Commercial Code and in the code of ethics adopted by the statutory audit industry. Where applicable, we discuss any risks to our independence, and any safeguards put in place, with the Audit Committee.

Marseille and Paris, 16 February 2022

MCR Walter France	**France Audit Expertise**
Emmanuel Mathieu	José David

20.3.2 • OTHER INFORMATION VERIFIED BY THE STATUTORY AUDITORS

No other information has been verified by the Statutory Auditors other than the information cited in their reports presented above (Section 20.3.1).

20.3.3 • FINANCIAL INFORMATION NOT CONTAINED IN THE FINANCIAL STATEMENTS

There is no other financial information not contained in the financial statements.

20.4 • DIVIDEND DISTRIBUTION POLICY

The net dividends distributed for the previous five financial years are as follows

FINANCIAL YEAR ENDED 31 OCTOBER FOR WHICH THE DIVIDEND WAS PAID	DIVIDEND DISTRIBUTED (€000)	DIVIDEND PER SHARE (€)
2017	-	-
2018	-	-
2019	-	-
2020	-	-
2021	-	-

Any dividend that remains unclaimed within five years of falling due is payable under applicable legal provisions to the French state.

The Safeguard Plan approved in a ruling by the Paris Commercial Court on 29 September 2014 (modified on 2 November 2016 and rectified on 8 December 2016) imposed restrictions on distribution. In the last five financial years, the Group thus paid only exceptional dividends of €3,001k, charged entirely to reserves in financial year 2017. On 4 November 2019, three years ahead of schedule, the Paris Commercial Court noted the appropriate execution of exit of the Safeguard Plan, thus freeing the Group from any constraints related to its dividend distribution policy.

In order to protect the Group's cash position as of the outbreak of the Covid-19 health crisis, the Chairman of the Executive Board asked the majority shareholder to reject the resolution relating to the dividend payout included in the agenda for the meeting on 1 April 2020. Furthermore, during the financial year ending 31 October 2020, no interim dividend was paid.

No dividend payout will be proposed to the Shareholders' Meeting of 7 April 2022.

20.5 • LEGAL AND ARBITRATION PROCEEDINGS

See Note 8 to the consolidated financial statements, "Other current and non-current provisions".

A very longstanding legal claim relating to operations that occurred in 1991 concerning the creation of the Hyères casino and calling into question the actions at that time of a local notary and Crédit Foncier was reactivated in 2011. The implication of our subsidiary CDTH operating the Hyères casino as an alleged indirect beneficiary at the time of these disputed wrongdoings appears unfounded and simply opportunistic. The notary concerned has already been released from all obligations and there have not been any rulings against the subsidiary to date. All of the defendants have petitioned for the initial claim to be time-barred. This matter may result in an amicable settlement during the current financial year without any material impact for the Group.

A conflict arose between the company Grand Casino de La Trinité-sur-Mer and the local council, which claimed that it could take over the real estate assets of the casino as being essential to public service; our subsidiary contested this claim on the grounds that gaming activities are not in themselves a public service and that the assets are not of an essential nature. The Conseil d'État has confirmed the ruling of the Nantes Administrative Court, which upheld the petition of the Commune in this matter. It should be understood that the properties concerned must be returned to the local authority at their net carrying amount. We believe, and will bring the case before other jurisdictions having capacity in this matter, that this decision was made without sufficient justification and constitutes a serious infringement of property rights, contrary to applicable principles.

Active tax-related claims have been estimated on the basis of information available at the balance sheet date. Evaluations of any tax-related claims are conducted within each subsidiary, on a case-by-case basis and in detail with respect to each of the grounds presented for reassessment. Provisions are recognised for any claims for which a favourable outcome does not seem likely.

Following the refinancing of Groupe Partouche SA at end-October 2019, which enabled it to reimburse the syndicated loan it took out in September 2005, the Paris Commercial Court noted, on 4 November 2019, three years ahead of schedule, the successful execution and exit of the Safeguard Plan which had been laid down by a judgment of the Paris Commercial Court on 29 September 2014 (modified on 2 November 2016 and rectified on 8 December 2016).

- **CLAIMS INVOLVING THE COMPANY OR THE GROUP**

To the best of the Company's knowledge, there are no governmental, legal or arbitration proceedings, including any proceedings that might be suspended or threatened, which may have or which have had a direct or indirect material impact on the Company's or the Group's financial position or profitability during the twelve-month period under review.


Autumn Moon
DRAGON LINK
GRAND JACKPOT
€11,308.78
DRAGON LINK
GRAND JACKPOT
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€503.61
Encaissez vos Tickets

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Additional information

21.1 • SHARE CAPITAL

21.1.1 • SHARE CAPITAL AT 31 OCTOBER 2021

The company's share capital is one hundred and ninety-two million five hundred and forty thousand six hundred and eighty euros (€192,540,680), comprised of nine million six hundred and twenty-seven thousand and thirty four (9,627,034) fully paid shares with a nominal value of twenty (20) euros each, with their nominal value fully paid up.

21.1.2 • SECURITIES THAT DO NOT REPRESENT THE SHARE CAPITAL

There are no securities that do not represent the share capital, since all of the shares issued are the same type.

21.1.3 • ACQUISITION BY THE COMPANY OF ITS OWN SHARES

• PURCHASE TRANSACTIONS RELATING TO THE SHARES OF THE COMPANY BY THE COMPANY IN RESPECT OF FINANCIAL YEAR 2020-2021

Since the Shareholders' Meeting of 24 April 1998, Groupe Partouche SA has had an authorisation relating to the purchase of treasury shares each year in compliance with the provisions of Article L.225-209 of the French Commercial Code.

At the Annual Ordinary Shareholder's Meeting of 14 April 2021, the Executive Board was once again authorised, for a period of 18 months, to purchase shares in the Company, and the terms and limits to which these purchases are subject were specified.

was decided that the shares thus purchased could only be:

- cancelled in full or in part, with the Executive Board having moreover been authorised to reduce the share capital;
- awarded to the employees and/or corporate officers of the Company and/or existing or future related companies, under the conditions laid down in law, and in accordance with any formula permitted by law, particularly within the framework of share awards covered by Article L.225-209 Paragraph 5 of the French Commercial Code;
- held and subsequently exchanged or used as payment for future acquisitions;
- used to help ensure the liquidity and regularity of trading in the company's shares under a liquidity contract with a provider of investment services and in compliance with the code of conduct of the Autorité des Marchés Financiers, the French financial markets authority.

• NUMBER OF TREASURY SHARES HELD

Groupe Partouche held 1,917 treasury shares at 31 October 2021. These shares are to be allocated, without consideration, to Company employees or officers pursuant to Article L.225-209-5 of the French Commercial Code. They are shown in Groupe Partouche's balance sheet at a nominal value of €38,340 and in the annual financial statements at a carrying amount of €37,382.

The Executive Board also implemented a share buyback programme to help ensure the liquidity and regularity of trading in the Company's shares under a liquidity contract with CIC, an investment services provider, and held 15,593 shares for this purpose at the end of the financial year on 31 October 2021, shown in Groupe Partouche's balance sheet at a nominal value of €311,860 and in its annual financial statements at a carrying amount of €304,064.

• SHARE BUYBACK PROGRAMME

The following Groupe Partouche shares were purchased and sold under the share buyback programme (transactions carried out by CM-CIC) between 1 January 2021 and 31 December 2021:

TRANSACTION TYPE	NUMBER	AMOUNT	AVERAGE PRICE
Purchase	47 707	1 036 655	21,73 €
Sale	43 046	946 803	22,00 €

In respect of the liquidity provider's agreement entered into by Groupe Partouche SA and CIC, the liquidity account contained the following shares and cash at 31 December 2021:

- 16,960 Groupe Partouche shares;
- €56,798.51 in cash.

• EXISTING AUTHORISATION

At the Annual Ordinary Shareholders' Meeting of 14 April 2021, the Executive Board was granted renewed authorisation to repurchase the Company's own shares on the stock market under the provisions of Article L.225-209 of the French Commercial Code, in order to allocate those shares to employees or senior executives in the event of a bonus share award falling under the terms set forth in the fifth paragraph of Article L.225-209 of the French Commercial Code, remit those shares under the terms of an external growth transaction, or enhance the liquidity and regularity of share quotations.

The maximum purchase price has been set at €80 per share with an overall ceiling of €75,000,000. This authorisation, valid for a maximum of 18 months, will expire on 13 October 2022.

21.1.4 • OTHER SECURITIES GIVING ACCESS TO THE CAPITAL

None.

21.1.5 • SHARE CAPITAL SUBSCRIBED, BUT NOT PAID UP – CAPITAL INCREASE – CAPITAL DECREASE

The Executive Board benefits from the following authorisations, which may lead to the buyback of treasury shares and the issuance of securities conferring access to the share capital. These authorisations, granted to it at the Combined Ordinary and Extraordinary Shareholders' Meeting of 14 April 2021, are summarised in the table below:

TYPE OF OPERATION AUTHORISED	DURATION AND EXPIRATION OF AUTHORISATION	MAXIMUM AMOUNT	TERMS
Buyback of own shares under Article L.225-209 of the French Commercial Code (OSM of 14 April 2021)	18 months 13 October 2022	Maximum amount of 10% of the share capital	
Capital increase • In cash (ESM of 14 April 2021)	26 months 13 June 2023	€30,000,000	With and without preferential right of subscription
Capital increase • By capitalisation of reserves, share premium or net profit (ESM of 14 April 2021)	26 months 13 June 2023	Amount of premiums, reserves and earnings available	
Capital increase • By private placement (ESM of 14 April 2021)	26 months 13 June 2023	Maximum amount of 20% of the share capital per year	Without preferential right of subscription
Capital increase • By in-kind contributions (ESM of 14 April 2021)	26 months 13 June 2023	Maximum amount of 10% of the share capital	Sans droit préférentiel de souscription
Capital decrease • By retiring shares bought back under the conditions laid down in Article L.225-209 of the French Commercial Code (ESM of 14 April 2021)	18 months 13 October 2022	Maximum amount of 10% of the share capital	

These authorisations were not used during the financial year ended 31 October 2021, nor to date.

21.1.6 • SHARE CAPITAL UNDER OPTION

None.

21.1.7 • HISTORY OF THE SHARE CAPITAL

Changes in share capital over the five preceding financial years:

FINANCIAL YEAR (FROM 1 NOVEMBER 2016 TO 31 OCTOBER 2021)	TYPE OF OPERATION	AMOUNT OF CHANGE IN SHARE CAPITAL	SUCCESSIVE AMOUNTS OF SHARE CAPITAL	CUMULATIVE NUMBER OF SHARES
2016			193 631 200 €	9 681 560
2017	Capital decrease of 19 October 2017 via cancellation of treasury shares	-1 090 520 €	192 540 680 €	9 627 034
2018			192 540 680 €	9 627 034
2019			192 540 680 €	9 627 034
2020			192 540 680 €	9 627 034
2021			192 540 680 €	9 627 034

21.1.8 • MARKET IN THE COMPANY'S FINANCIAL INSTRUMENTS

Groupe Partouche shares are listed on the Euronext Paris stock exchange – Eurolist Comp. B (ISIN: FR0012612646).

Share transfers and payments of dividends are handled by CM-CIC Securities (6 rue de Provence, 75009 Paris, France).

The table below shows changes in the share price and trading volume of Groupe Partouche shares:

PERIOD	PERIOD HIGH AND LOW (IN EUROS)		NUMBER OF SHARES TRADED	CAPITAUX (IN M€)
	HIGH	LOW		
2020				
January	31,0	27,5	31 317	0,90
February	34,2	27,0	100 975	3,18
March	29,5	16,0	59 361	1,27
April	20,0	16,9	37 916	0,68
May	21,4	17,5	45 499	0,88
June	25,0	20,5	74 082	1,72
July	21,3	18,4	18 111	0,36
August	21,7	18,6	15 907	0,32
September	23,2	19,6	13 849	0,29
October	20,2	16,3	14 669	0,26
November	22,5	16,4	36 805	0,74
December	21,7	19,8	19 601	0,41
2021				

PERIOD	PERIOD HIGH AND LOW (IN EUROS)		NUMBER OF SHARES TRADED	CAPITAUX (IN M€)
	HIGH	LOW		
January	21,3	19,1	21 870	0,45
February	22,3	19,2	24 912	0,52
March	24,2	20,0	45 111	0,98
April	23,9	21,4	16 388	0,37
May	28,0	22,7	82 894	2,00
June	26,8	23,8	21 226	0,53
July	24,1	19,0	37 585	0,79
August	22,8	20,6	13 871	0,30
September	24,2	21,4	21 140	0,48
October	22,3	19,1	15 762	0,32
November	21,3	18,0	19 079	0,37
December	18,7	17,1	17 377	0,31

21.2 • MEMORANDUM AND ARTICLES OF ASSOCIATION

Memorandum and Articles of Association (see Section 5.1.3)

Pursuant to Article 37 of the Articles of Association, the latter may only be amended by an Extraordinary Shareholders' Meeting, notably in respect of a change to the type of the Company. However, an Extraordinary Shareholders' Meeting cannot increase the commitments of the shareholders, subject to operations resulting from the groupings of shares as provided by the law.

21.2.1 • PURPOSE

Pursuant to Article 3 of the Articles of Association, the purpose of the Company in France and all other countries is:

- the administrative, financial and accounting management of all the present or future companies operating mainly in the entertainment, hotel and gaming sectors;
- the acquisition of equity stakes of all types in such companies;
- assisting these companies in improving their growth by providing all types of services;
- all transactions in shares in French and foreign market;

Acquisition and sale of real estate fixed assets and current assets.

And in general all types of industrial and commercial operations related to:

- the creation, acquisition, rental, lease or operation of all types of business in any of the aforementioned sectors of activity;
- the acquisition, operation or sale of any process or patent related to these activities;
- the direct or indirect participation in any type of financial, real estate or personal property operations or commercial enterprise transaction related to the aforementioned purpose or any other connected purpose.

21.2.2 • PROVISIONS IN THE ARTICLES OF ASSOCIATION OR ELSEWHERE RELATING TO EXECUTIVE AND MANAGEMENT BODIES

• OPERATION OF THE SUPERVISORY BOARD

(see Section 14.3 on the internal rules of procedure)

Members of the Supervisory Board must own at least one share.

The Supervisory Board's organisational and operating methods are detailed in Section 14.3, which relates to the internal rules of procedure it adopted on 27 October 2005, last amended by decision of the Supervisory Board on 28 January 2020, as well as in Articles 21 and 22 of Groupe Partouche SA's Articles of Association, reproduced below:

ARTICLE 21 - ORGANISATION AND OPERATION OF THE SUPERVISORY BOARD

The Supervisory Board elects natural persons from among its members as Chairman and Vice-Chairman, responsible for convening Supervisory Board meetings and chairing these meetings. They are appointed for the period of their mandate on the Supervisory Board. The Board determines their remuneration, if any. The Board may appoint a secretary who need not be a shareholder.

The Board meets as often as the interests of the Company dictate. However, the Chairman must convene a meeting of the Board no more than 15 days after the request date, when at least one member of the Executive Board or at least one-third of the members of the Supervisory Board presents him with a substantiated request to do so. Meetings take place at the registered office or at any other location indicated in the meeting notice. Any member of the Board may, via letter or telegram, mandate another advisor to represent him at a Board meeting. The effective presence of at least half of the members of the Board is required for its operations to be valid. The Board's deliberations shall be valid if at least half of its members are present or deemed present; each member present or represented has one vote and each member present only has one vote. In the event of a tie, the Chairman casts the deciding vote.

A register is kept and signed by the members of the Board who attend the meeting. The Supervisory Board's deliberations are officially established by minutes kept in a special record filed at the Company's registered office. Copies or extracts of minutes presenting the Board's deliberations are provided and certified in accordance with the law.

ARTICLE 22 - POWERS OF THE SUPERVISORY BOARD

The Supervisory Board performs a permanent control of the way in which the Company is managed by the Executive Board.

It appoints the members of the Executive Board and designates its Chairman, and, where applicable, the General Managers; it proposes their removal to the shareholders and determines their remuneration.

It convenes the Shareholders' Meeting, if convocation is not issued by the Executive Board.

It gives the Executive Board the authorisations required prior to the operations falling within the provisions of Article 19 of the Articles of Association.

It authorises agreements governed by Article 24 of the Articles of Association. At any time, it may perform verifications and controls as it sees fit, and may receive any document it deems useful to accomplish its mission. It presents its observations on the Executive Board report and the accounts for the financial year to the Annual Ordinary Shareholders' Meeting.

The Supervisory Board may decide to transfer the registered office within the same department or to an adjoining department, subject to the ratification of this decision by the next Ordinary Shareholders' Meeting.

The Supervisory Board may grant one or more of its members any special mandates for one or more pre-determined purposes and set their remuneration for this end.

• EXECUTIVE BOARD ORGANISATION AND PROCEDURES

The organisation and procedures of the Executive Board are stipulated in Articles 16 and 18 of Groupe Partouche SA's Articles of Association, reproduced below:

ARTICLE 16 - COMPOSITION OF THE EXECUTIVE BOARD

1 The Company is managed by an Executive Board under control of the Supervisory Board.

The Executive Board is formed by at least two members (seven at most) appointed by the Supervisory Board.

2 The members of the Executive Board must be individual entities who may be selected apart from the shareholders, even from among the Company's paid personnel.

Should a member of the Supervisory Board be appointed to the Executive Board, this member's first mandate shall come to an end as soon as he or she takes office on the Executive Board.

Subject to legal exceptions, no member may simultaneously belong to more than two Executive Boards, nor exercise the functions of General Manager or Chairman of the Board of Directors in more than two limited companies with their head offices in metropolitan France.

A member of the Executive Board may not accept an appointment to another company's Executive Board or as another company's sole General Manager without the prior authorisation of the Supervisory Board.

3 The appointment of any member of the Executive Board may be revoked at an Ordinary Shareholders' Meeting upon recommendation of the Supervisory Board.

If the member concerned has an employment contract with the Company, the revocation of his or her appointment as a member of the Executive Board does not lead to the termination of his or her employment contract.

4 The Supervisory Board sets the remuneration of each member of the Executive Board upon their appointment.

ARTICLE 18 - ORGANISATION AND PROCEDURES OF THE EXECUTIVE BOARD

1 The Supervisory Board appoints one of the members of the Executive Board as Chairman.

The Executive Board meets as often as the interests of the Company dictate, as convened by its Chairman or at least half of its members, at the registered office or at any other location indicated in the meeting notice.

The Chairman of the Executive Board presides over its meetings and appoints a secretary, who need not be a member of the Executive Board.

The Executive Board's deliberations are only valid if at least half of its members are in attendance.

The Executive Board's decisions are taken based on the majority of the votes of its members. Voting by proxy is prohibited.

In the event of a tie, the Chairman casts the deciding vote.

2 The deliberations of the Executive Board may be officially established by minutes kept in a special record, signed by the members of the Executive Board having attended the meeting.

The minutes mention the names of the members in attendance and those of the absent members.

Copies or extracts of these minutes are certified by the Chairman of the Executive Board or by one of its members and, in the event of liquidation, by the authorised liquidator.

3 The members of the Executive Board may divide among themselves all management tasks, subject to the authorisation of the Supervisory Board. However, this allocation of tasks may not under any circumstances absolve the Executive Board from its obligation to meet regularly and deliberate upon the most important issues faced in managing the Company, nor may it prevent its members from acting collectively to ensure the management of the Company.

ARTICLE 19 - POWERS AND OBLIGATIONS OF THE EXECUTIVE BOARD

1 The Executive Board is invested with the most extensive powers to act in all circumstances in the name of the Company in its relations with third parties, within the limits of the Company's purpose and subject to the powers that the law expressly confers upon the Supervisory Board and the Shareholders' Meeting.

In its relations with third parties, the Company is bound even by acts of the Executive Board that are not within the Company's purpose, unless it can prove that the third party knew that the act went beyond this purpose or could not have been unaware thereof given the circumstances, mere publication of the Articles not being sufficient to constitute such proof.

The disposal of property, the full or partial disposal of shareholdings and the pledging of collateral, guarantees, security and warranties are subject to authorization by the Supervisory Board. Failure to comply with this provision may not be invoked against third parties except as provided for by law.

Should the Supervisory Board refuse to authorise one of the aforementioned operations, the Executive Board may, if it deems necessary, call an Ordinary Shareholders' Meeting on an extraordinary basis, which may grant the authorisation requested and draw all the necessary conclusions from the dispute arising between the management bodies.

The Executive Board calls Shareholders' Meetings, sets the agenda for these meetings and carries out the decisions there made.

2 The Executive Board submits a management report to the Supervisory Board at least once per quarter. Within three months following the close of the financial year, it submits the annual financial statements and if necessary the consolidated financial statements to the Supervisory Board for verification and control.

3 The Company is represented by the Chairman of the Executive Board in its relations with third parties.

The Supervisory Board may allot the same representative power to one or more of the members of the Executive Board, who are then called Group Managing Directors.

All documents committing the Company with regard to third parties must be signed by either the Chairman of the Executive Board, one of the Group Managing Directors or any other person authorised to this effect.

As provided by Article 8 of the Articles of Association, the Executive Board is also entrusted with the powers

necessary to increase the Company's share capital.

I - Capital increases

[...] Capital increases are decided upon or authorised at an Extraordinary Shareholders' Meeting, at which the shareholders may delegate to the Executive Board the necessary powers to carry out capital increases in one or more stages, to set their terms and conditions, to formally record the execution of these increases and to amend the Articles of Association accordingly. A capital increase must be carried out within five years of the date of the Shareholders' Meeting at which the increase was decided upon or authorised, except in the case of capital increases resulting from the conversion of bonds into shares or additional increases reserved for bondholders who will have opted for conversion, or for capital increases decided upon pursuant to the provisions of Article L.225-229-III of the French Commercial Code [...]

21.2.3 • RIGHTS, PREFERENCES AND RESTRICTIONS ATTACHING TO SHARES

These are stipulated in Article 15 of the Articles of Association, which is reproduced below:

ARTICLE 15 - RIGHTS AND OBLIGATIONS ATTACHED TO SHARES

1 Each share entitles its holder to a share in the Company's profits and assets proportional to that portion of the amount of share capital it represents, as stipulated in Articles 40 and 43 hereafter.

2 Ownership of a share automatically implies acceptance of the Company's Articles of Association and of resolutions passed at Shareholders' Meetings.

The rights and obligations attached to a share pass to the acquirer thereof, whoever he or she may be.

The heirs or creditors of a shareholder may not, on any grounds whatsoever, demand that seals be affixed to the property of the Company or request the division or public sale by auction of same, or interfere in any way in the Company's administration; to exercise their rights, they must refer to the company registers and decisions made at Shareholders' Meetings.

3 Shareholders are only liable for the debts of the Company up to the par value of the shares they hold.

21.2.4 • CHANGES TO SHAREHOLDERS' RIGHTS

By reference to Article 21.2.4 of Annex I of Commission Regulation (EC) No. 809/2004, no actions exist to modify shareholders' rights that are stricter than those provided by law.

21.2.5 • SHAREHOLDERS' MEETINGS

(See Articles 27 to 37 of the Articles of Association, Article R.225-61 et seq. of the French Commercial Code; Decree of 23 June 2010)

• COMMON RULES

MEETING NOTICE METHODS AND TIMING – ANNOUNCEMENTS TO SHAREHOLDERS

Shareholders' Meetings may be convened by the Executive Board, or failing this, by the Supervisory Board or the Statutory Auditors, as provided by Article R.225-162 of the French Commercial Code, or by a proxy designated by the President of the Commercial Court rendering a decision under a summary procedure, upon the request of one or more shareholders together holding at least one twentieth of the share capital, or by the official liquidator.

Shareholders' Meetings are held at either the head office or any other location that should be specified in the meeting notice.

Notices are published in one of the newspapers entitled to receive legal notices in the departmental region of the head office, as well as in the French *Bulletin des annonces légales obligatoires*. Shareholders who have held nominative shares for at least one month at the announcement's publication date are convened by an ordinary letter. They may ask to receive notices by registered letter if they remit the relevant postage costs to the Company.

Letters must be sent and/or publication must take place at least fifteen days before the meeting date for the first notice, and ten days before the meeting date for the second notice and any subsequent notices.

The meeting notice should include the name of the Company and if possible its logo, company type, share capital amount, head office address and registration number, as well as the meeting date, time, location, nature and agenda.

Pursuant to Article R.225-85 of the Decree of 23 June 2010, it shall also contain a clear and exact description of the terms under which particular faculties of shareholders may be exercised.

Should a meeting be adjourned due to a failure to obtain an adequate quorum, a second meeting shall be convened in the same form and manner, and notice thereof shall include the date of the first meeting.

Any meeting that has not been convened in the required form and manner may be annulled. However, recourse to such voidability is withdrawn should all shareholders have attended or been represented.

The proxy form addressed by the Company, or the person designated by it, to the shareholders shall clearly inform them that should the proxy form omit to indicate the name of the nominated representative, they will be considered to have voted in favour of resolutions submitted or approved by the Executive Board; the documents listed in Article R.225-81 of the French Commercial Code must be attached to the proxy form.

Announcements to shareholders, in advance of any meeting, may be made by any of the following means:

- sending, at their request, the agenda of the meeting, all draft resolutions, notices in respect of the members of the Executive and Supervisory Boards and the candidates to these positions, the report of the Executive Board, the observations of the Supervisory Board, and a summary of the Company's financial position and net profit for the past five years. Moreover, the following should be enclosed:
- in advance of an Annual Shareholders' Meeting, the income statement, the balance sheet and the special report of the Statutory Auditors,
- in advance of an Extraordinary Shareholders' Meeting, the Statutory Auditors' report, if applicable;
- making the aforementioned documents available to shareholders at the Company's head office, along with the list of companies, the company registers, and the indication of the total compensation paid to the Company's five or ten highest-earning individuals, as well as the Statutory Auditors' report and, if applicable, any merger or disposal proposals.

• VOTING BY CORRESPONDENCE

Any shareholder may vote by correspondence by completing an official form established in accordance with the law. To be considered valid, this form must be received at least three days prior to the date of the Shareholders' Meeting. Forms which do not indicate a clear vote or which express an abstention are considered nay votes. Once a shareholder has cast his/her vote by correspondence or requested an admission card, he/she can no longer choose any other method of participating in the meeting.

• ADMISSION TO MEETINGS

(Article 28 of the Articles of Association; Article L.225-106-1 of the French Commercial Code)

All shareholders may attend and vote at Shareholders' Meetings, irrespective of the number of the shares they hold. Shareholders may be represented by any person of their choosing, under the statutory and regulatory conditions laid down in Article L.225-106-1 of the French Commercial Code. The right to participate in Shareholders' Meetings is contingent upon the shares being registered in the name of the shareholder, or of the intermediary registered on the shareholder's behalf, three business days before the date of the meeting, at the location indicated in the notice of meeting, and upon the provision of a certificate issued by the authorised intermediary confirming that such shares are not available for sale or transfer from the date of such delivery until the date of the meeting.

• VOTING RIGHTS

(Article 31 of the Articles of Association)

Each shareholder present or represented by proxy at a Shareholders' Meeting has as many votes as the shares held or represented, without limitation.

Voting rights attaching to shares in the Company shall be proportional to the share of the capital those shares represent, with each share in the Company entitling its holder to one vote. Shares in the Company (including any bonus shares that might be allotted as part of an increase in the share capital by way of capitalisation of reserves, earnings or issue premiums) shall not qualify for double voting rights, in accordance with the final paragraph of Article L.225-123 of the Commercial Code.

• MULTIPLE VOTING RIGHTS

None.

• QUORUM

(See Article 34 of the Articles of Association for Ordinary Shareholders' Meetings)

I - The deliberations of an Annual Ordinary or Extraordinary Shareholders' Meeting are deemed valid when the shareholders present or represented for a first convening own one-fifth of the Company shares with voting rights.

If voting by post, for calculating the quorum, only forms received by the company at least three days before the meeting shall be taken into account.

If it is not reached, the meeting shall be reconvened in the manner and within the time limits stated in Article 25 above, and decisions shall be made regardless of the number of shares represented but may only relate to matters included in the agenda for the first meeting.

II - A majority vote of shareholders present in person or represented by proxy is required for a decision to be made at an Ordinary or Extraordinary Shareholders' Meeting.

The Extraordinary Shareholders' Meeting decides on changes to the Articles of Association, subject to a majority quorum as provided by Article 36 reproduced below. *(See Article 36 of the Articles of Association for Extraordinary Shareholders' Meetings)*

I - The decisions of the Extraordinary Shareholders' Meeting are only deemed valid if the shareholders present or represented by proxy own at least one quarter for a first convening or one fifth for the second convening of the shares with voting rights. Should this quorum fail to be reached, the second Shareholders' Meeting may be postponed for up to two months following the date upon which it was initially convened.

The quorum for all Shareholders' Meetings is calculated after the deduction of shares with no voting rights as provided by the law or the regulations in force.

II - The resolutions voted on at all Extraordinary Shareholders' Meetings, whether on first or second convening, are deemed valid with at least two thirds of the voting rights of shareholders present or represented.

Shareholders' Meetings held on second convening may only deliberate on the agenda of the first Shareholders' Meeting.

III - At constitutive Extraordinary Shareholders' Meetings, the quorum and majority requirements set out under point I above are only calculated after deducting shares issued in return for contributions in kind or held by the recipients of special benefits, who have no voting rights either for themselves or as representatives.

21.2.6 • CLAUSES DELAYING, DEFERRING OR PREVENTING A CHANGE OF CONTROL

There are no clauses that restrict a change of control.

Article 13 of the Articles of Association stipulates:

ARTICLE 13 - TRANSMISSION OF SHARES

Shares may be freely exchanged subject to legal provisions. Transmission is effected by account transfer under the terms and conditions specified by the texts in force.

21.2.7 • CROSSING OF OWNERSHIP THRESHOLDS

• CROSSING OF STATUTORY THRESHOLDS AND PENALTIES IN THE EVENT OF NON-COMPLIANCE WITH DISCLOSURE REQUIREMENTS

(Article 12 of the Articles of Association)

Pursuant to Article L.233-7 §5 of the French Commercial Code, and Article 12 of the Articles of Association, shareholders must notify the Company of the number of shares held directly or indirectly, alone or in concert, whenever their holding crosses the threshold of 2% of the share capital or a multiple of this percentage. In the event of non-compliance with this disclosure obligation, shares exceeding the non-disclosed fraction will be deprived of their voting rights at the request, recorded in the minutes of the Shareholders' Meeting, of one or more shareholders, holding at least 5% of the Company's capital, when the shares of the Company are officially listed on a stock exchange.

21.2.8 • CHANGES IN THE SHARE CAPITAL

Article 8 of the Articles of Association stipulates:

ARTICLE 8 - CHANGES IN THE SHARE CAPITAL

I.CAPITAL INCREASE

The share capital may be increased either by issuing new shares or by increasing the par value of the existing shares.

The new shares shall be paid for either in cash or through compensation with debts in liquid funds due and payable by the Company, through capitalisation of reserves, income or share issue premiums, with assets in kind or through bond conversion.

The new shares are issued either at their par value or at this value increased by an issue premium: they may be ordinary shares or preferred shares enjoying certain advantages over other shares and entitling their holders to preferential rights to income or assets or any other indirect advantage.

Capital increases are decided upon or authorised by the Extraordinary Shareholders' Meeting, which may delegate to the Executive Board the necessary powers to carry out capital increases in one or more stages, to set their terms and conditions, to formally record the performance of these increases and to amend the Articles of Association accordingly. A capital increase must be carried out within five years of the date of the Shareholders' Meeting having decided upon or authorised the increase, except in the case of capital increases resulting from the conversion of bonds into

shares or additional increases reserved for bondholders who will have opted for conversion, or for capital increases decided pursuant to the provisions of Article L.225-229-III of the French Commercial Code.

When a capital increase takes place through the capitalisation of reserves, income or share issue premiums, the Shareholders' Meeting deciding upon the increase must meet the quorum and majority requirements for Ordinary Shareholders' Meetings.

In the event of an issue of new shares to be paid for in cash, the share capital of the Company prior to the proposed increase must first be fully paid up and the shareholders shall be entitled to exercise their pre-emptive right to subscribe to shares as provided by law. The entitlement of usufructuaries and bare owners to the pre-emptive subscription right is governed by the aforementioned Article.

If the new shares are paid for through compensation with debts due and payable by the Company, the latter shall be disclosed in financial statements prepared by the Executive Board, certified as valid by the Statutory Auditors and attached to the statement of subscription and payment.

The minimum subscription period is ten trading days, with the option for early termination of this period once the capital increase is subscribed by shareholders in proportion to their existing holdings.

The Shareholders' Meeting that decides upon the capital increase may elect to exclude the pre-emptive subscription right upon examining the reports of the Executive Board and the Statutory Auditors.

Capital increases shall be carried out notwithstanding the existence of fractional rights. Those shareholders not possessing the number of subscription or share rights exactly required to obtain a whole number of new shares, shall have to personally arrange for the purchase or sale of fractional rights to bring their holdings to a whole number.

In conjunction with any decision to increase the Company's share capital, the Extraordinary Shareholders' Meeting shall also need to consider a draft resolution intended to authorise a capital increase reserved for employees. Moreover, a draft resolution of this kind must be presented, once every five years for the approval of an Extraordinary Shareholders' Meeting convened for this purpose, as long as the shares held by the employees of the Company and of any affiliated company as defined under Article L.225-180 of the French Commercial Code represent less than 3% of the total share capital.

II.REDEMPTION OF SHARE CAPITAL

The share capital may, upon the decision of the Extraordinary Shareholders' Meeting, be redeemed by way of an equivalent reimbursement for each share, through transfer of income or reserves, with the exception of the legal reserve.

Dividend shares thus created may be reconverted into capital shares, either through an obligatory transfer of the portion of Company profits attributable to these shares, or through an optional payment by each of the owners of dividend shares.

III.CAPITAL DECREASE

The share capital may be reduced in one or more stages for any reason, either by reducing the par value of shares or the number of shares. If a capital decrease is not entailed by losses, bondholders and creditors may oppose the decrease.

A decision to reduce the share capital to a level below the minimum required by law, regardless of the motivation behind this decision, may only be taken if a capital increase can be effected to increase the share capital to a level above said minimum, unless the Company is to be transformed into a company of another form not requiring a capital amount greater than its share capital following the decrease.

Should this condition not be met, any interested party may apply for a court order requiring the dissolution of the Company. The dissolution of the Company shall not take effect if, on the date when the court's decision is rendered, the share capital has been brought back up to the legal minimum.

The Company is not authorised to buy back its own shares. However, the Shareholders' Meeting having decided upon a capital decrease not entailed by losses may authorise the Executive Board to buy back a specified number of shares as to cancel them. This buyback shall be proportional to the number of shares held by each shareholder and limited to shares available in the market.

Capital decreases are decided or authorised by the Extraordinary Shareholders' Meeting, which may delegate to the Executive Board the necessary powers to carry them out.

In all cases, the proposal for a reduction in the share capital is communicated to the Statutory Auditors no less than 45 days prior to the Shareholders' Meeting of shareholders convened to decide upon this proposal.

The meeting examines the report of the Statutory Auditors, who present their assessment of the justification and conditions for the capital decrease.n.

If the capital decrease is carried out by reducing the number of shares, shareholders are required to sell any excess shares or to buy shares to make up any shortage, so that the existing shares may be exchanged for new shares.

IV.REVERSE STOCK SPLIT

In the event of a reverse stock split, shareholders are also required to sell any excess shares or to buy shares to make up any shortage, so that the existing shares may be exchanged for new shares.

21.2.9 • PARENT COMPANY AND CONSOLIDATED FINANCIAL STATEMENTS

(Articles 39 and 40 of the Articles of Association)

ARTI CLE 39 – PARENT COMPANY AND CONSOLIDATED FINANCIAL STATEMENTS

VI.PRESENTATION OF THE ACCOUNTS

At the end of each financial year, the Executive Board establishes the schedule of the assets and liabilities existing at that date.

It also draws up the income statement and the balance sheet.

The Executive Board prepares a written report on the results for the financial year, the situation of the Company and its business activity during the period under review.

These documents are made available to the Statutory Auditors at the Company's registered office at least 45 days prior to the Shareholders' Meeting convened to approve the parent company financial statements, with the exception of the report on the results for the financial year and the situation of the Company, which may be made available to the Statutory Auditors no less than 20 days prior to the meeting. Copies of these documents must be forwarded to the Statutory Auditors should they request them.

VII.PRESENTATION AND MEASUREMENT METHODS

The income statement and the balance sheet are established each year in accordance with the same presentation guidelines and measurement methods used in previous years. However, in the event of any proposed changes, the Shareholders' Meeting, upon examining the financial statements established in accordance with both the proposed and existing presentation guidelines and methods, as well as the reports of the Executive Board and the Statutory Auditors, shall render its decision upon the proposed changes.

If methods other than those required by applicable legal and regulatory provisions were used for the measurement of the Company's assets in the schedule and in the balance sheet, mention is made of this fact in the report presented by the Executive Board.

VIII.DEPRECIATION, AMORTISATION AND PROVISIONS

All necessary depreciation, amortisation and provisions are recognised even if there has not been any profit or it has been insufficient, to ensure that the balance sheet provides a fair view of the Company's financial position.

An impairment charge is recognised for any impairment in the carrying amount of assets, whether due to wear, change in techniques, or any other causes.

Provisions are recognised for all capital losses on other assets as well as probable future losses and expenses.

The Company's incorporation costs are amortised prior to any distribution of profit.

Capital increase expenses are amortised no later than the end of the fifth financial year following the one in which these expenses were incurred. These expenses may be charged to the amount of the issue premium relating to the capital increase.

IX.DEPOSITS, SURETIES AND GUARANTEES

The amounts of deposits, sureties or guarantees given are mentioned at the foot of the balance sheet.

ARTICLE 40 - APPROPRIATION AND ALLOCATION OF EARNINGS

Net earnings consist of the net profit for the financial year, less overheads and other Company expenditure, as well as the depreciation or amortisation of Company assets and all provisions for commercial and industrial contingencies.

Net earnings are appropriated and allocated as follows:

- A deduction of 5% is taken from net profit for the year after the offset of any prior year losses carried forward, for the purpose of creating the legally required "legal reserves", until these reserves equal

one-tenth of the Company's share capital;

- Net earnings to be appropriated consist of the net profit for the financial year, less prior-year losses and legally required reserves, plus retained earnings carried forward;
- The Shareholders' Meeting then allocates the amounts it deems appropriate to the optional, ordinary and/or extraordinary reserves, and to retained earnings.

The resulting balance, if any, is allocated among all shareholders proportionately to their paid-up outstanding shareholdings.

The Shareholders' Meeting may decide to allocate amounts deducted from the optional reserves either in order to provide or supplement a dividend or for the purpose of allocating exceptional provisions. In this case, the resolution shall expressly indicate the reserve categories from which these deductions are to be made.

After the approval of the financial statements by the Shareholders' Meeting, any losses are recorded in a special account for offset against profit of future years until the expiry of their availability for carry forward.

The Shareholders' Meeting convened to approve the financial statements for a given year may grant to each shareholder, in respect of all or a part of the dividend set aside for distribution, an option to be paid either in cash or in shares, the price of which is previously determined as provided by law. The offer of payment in shares must be made simultaneously to all shareholders. Requests by shareholders in this regard must be made during a period determined by the Shareholders' Meeting, which may not last longer than three months from the date of this meeting.

21.3 • STATUTORY AUDITORS' FEES

	MCR				FRANCE AUDIT EXPERTISE			
	AMOUNT (K€)		%		AMOUNT (K€)		%	
AT 31 OCTOBER	2021	2020	2021	2020	2021	2020	2021	2020
Audit	-	-	-	-	-	-	-	-
Statutory audit, certification, audit of the individual company and consolidated financial statements	-	-	-	-	-	-	-	-
Issuer GP SA	183	177	32 %	33 %	183	177	17 %	17 %
Fully consolidated subsidiaries	374	363	66 %	67 %	873	875	82 %	83 %
SUBTOTAL	**557**	**540**	**98 %**	**100 %**	**1056**	**1 052**	**99 %**	**100 %**
Other work (services other than certification of the financial statements, directly related checks and other work)	-	-	-	-	-	-	-	-
Issuer GP SA	10	-	2 %	-	10	-	1 %	-
Fully consolidated subsidiaries	-	-	-	-	-	-	-	-
SUBTOTAL	**10**	**-**	**2 %**	**-**	**10**	**-**	**1 %**	**-**
TOTAL	**567**	**540**	**100 %**	**100 %**	**1066**	**1 052**	**100 %**	**100 %**


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20,00€
MEGAJPOT

22

Material contracts

SYNDICATED LOAN

In the context of the refinancing of the entire balance of its bank debt, and in particular the syndicated loan taken out on 25 September 2005 mentioned in the Safeguard Plan that has been now closed as a result of this refinancing, Groupe Partouche SA finalised a new syndicated loan at the end of October 2019 of a total of €80m. It includes a refinancing loan in the amount of €65m and a revolving credit of €15m, both with a final repayment date initially set for 18 October 2025. Because of the Covid-19 health crisis, the final repayment date for the refinancing loan has been deferred to 18 July 2026.

No collateral was agreed to in the terms of this syndicated loan. Furthermore, the loan contract provides for the reporting obligations of the lenders, the semi-annual obligation to maintain the "leverage ratio" (net consolidated debt / consolidated EBITDA) below 2.50 as well as standard commitments for loan contracts of this type. This covenant was not met at 30 April or 31 October 2021. However, in June 2021, the institutional investor bearing the Euro PP and the consortium of banks for the syndicated loan showed their ongoing confidence in the Group and waived the calculation of the leverage ratio at the closing dates of 30 April and 31 October 2021, with retroactive effect for 30 April 2021.

BOND ISSUE

In addition to the syndicated loan, Groupe Partouche SA issued, at the end of October 2019, a bond in the form of a EuroPP private placement, with a maturity of seven years (October 2026), for a par value of €35m.

The bond is unsecured and the commitments made are similar to those for the new syndicated loan, as these two borrowings are closely related.

23

Third-party information, statement by experts and declarations of interest

Article L.225-102-7 of the Decree of 9 August 2017 on the statement of non-financial performance stipulates that data disclosed on this subject must be verified by an independent third party in accordance with the terms laid down in an Order. Accounting firm Compta Durable, an Accounting Lab brand, located at 14 Boulevard de Douaumont, 75017 Paris, France, was commissioned by Groupe Partouche to carry out these verifications.

24

Documents on display

24.1 • DOCUMENTS ON DISPLAY

During the period of validity of this Universal Registration Document, the following documents (or copy of these documents) may, where applicable, be consulted:

a) the memorandum and Articles of Association of the issuer;

b) all reports, correspondence and other documents, historical financial information, valuations and declarations established by an expert at the request of the issuer, some of which are included or referred to in the Reference Document;

c) the historical financial information of the issuer or, in the case of a group, the historical financial information of the issuer and its subsidiaries for each of the two financial years preceding the publication of the Reference Document.

The documents above may be consulted at the registered office of the Company - Groupe Partouche SA, 141 bis rue de Saussure, 75017 Paris, France.

24.2 • PERSON RESPONSIBLE FOR THE INFORMATION

Valérie Fort, Finance Director

Telephone: +33 (0)1 47 64 33 45

24.3 • FINANCIAL COMMUNICATION CALENDAR

Results for the financial year ended 31 October 2021	Wednesday, 26 January 2022, in the evening
First quarter financial information to 31 January 2022	Tuesday, 8 March 2022, in the evening
Turnover for the 2nd quarter ending 30 April 2022	Tuesday, 14 June 2022, in the evening
Turnover for the 1st half-year ending 30 April 2022	Tuesday, 28 June 2022, in the evening
Third quarter financial information to 31 July 2022	Tuesday, 13 September 2022, in the evening
Turnover for the 4th quarter ending 31 October 2022	Tuesday, 13 December 2022, in the evening
Results for the financial year ended 31 October 2022	Tuesday, 24 January 2023, in the evening

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Information on subsidiaries and equity investments

Please refer to the table listing the Company's subsidiaries and equity investments presented in Point 3 of the notes to the parent company financial statements in Section 20.2.2 above, and to Note 17 to the Group's consolidated financial statements for the financial year ended 31 October 2021, presented in Section 20.2.1 of this document.

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Cross-reference table

In order to facilitate the reader's access to information in the annual report, for which the original French version has been registered as a Universal Registration Document, the following cross-reference table presents the headings relating to the minimum disclosure requirements in this Universal Registration Document.

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The original French-language version of this Universal Registration Document was registered with the Autorité des Marchés Financiers (AMF) on 17 February 2022, in its capacity as relevant authority in connection with Regulation (EU) No. 2017/1129, without prior approval pursuant to Article 9 of this regulation.

The original French-language version of this Universal Registration Document may be used for the purposes of a public offering of financial securities or the admission of securities to negotiation in a regulated market if accompanied by an offer document and, where applicable, a summary and all amendments made to the Universal Registration Document. The AMF then approves this collection of documents, in accordance with Regulation (EU) No. 2017/1129.

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