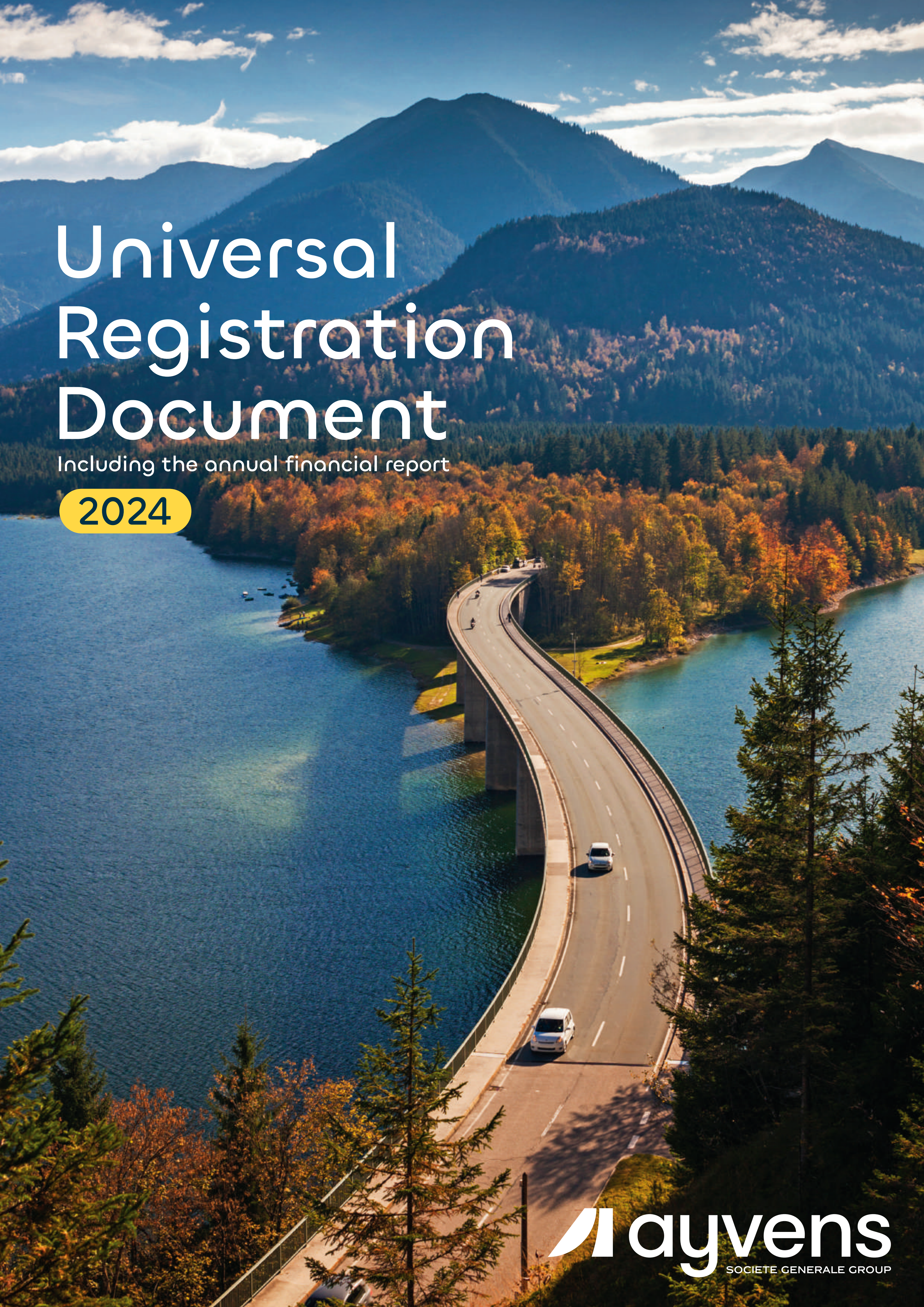
Universal Registration Document

Including the annual financial report

2024



SOCIETE GENERALE GROUP

Contents

Universal Registration Document

2024

Including the annual financial report

Ayvens is a leading Full Service Leasing and Fleet Management company with 3.3 million vehicles under management in 41 countries worldwide.

Through its vast international network, Ayvens offers its clients total flexibility in managing their fleet – from simple vehicle finance to full service outsourcing.

AUTORITÉ DES MARCHÉS FINANCIERS
AMF

This Universal Registration Document was filed on 11 April 2025 with the AMF, as competent authority under Regulation (EU) 2017/1129, without prior approval pursuant to Article 9 of the said regulation.

The Universal Registration Document may be used for the purposes of an offer to the public of securities or admission of securities to trading on a regulated market if completed by a securities note and, if applicable, a summary and any amendments to the Universal Registration Document. The whole is approved by the AMF in accordance with Regulation (EU) 2017/1129.

The Universal Registration Document is a copy of the official version of the Universal Registration Document which has been prepared in XHTML format and can be found on the issuer's website.

In addition to historical information, this Universal Registration Document includes forward-looking statements and unaudited consolidated pro forma financial information.

Any historical information contained in this document is not indicative of future performance. All statements included in this document other than statements of historical facts, including, without limitation, those regarding financial position, business strategy, plans and objectives of management for future operations (including development plans and objectives) are forward--looking statements. The forward-looking statements are generally identified by the use of forward-looking words, such as "anticipate", "believe", "estimate", "expect", "intend", "plan", "project", "predict", "target", "will", "should", "may" or other variations of such terms, or by discussion of strategy. These statements relate to Ayvens' future prospects, developments and business strategies and are based on analyses or forecasts of future results and estimates of amounts not yet determinable. These forward-looking statements represent the view of Ayvens only as at the dates they are made, and Ayvens does not have any obligation to update forward-looking statements, except as may be otherwise required by law. Such forward-looking statements are based on numerous assumptions regarding present and future business strategies and the relevant future business environment and involve known and unknown risks, uncertainties and other important factors that could cause actual results, performance or achievements to be materially different from future results, performance or achievements expressed or implied by such forward-looking statements. These include changes in general economic and business conditions, as well as the factors described in Section 4.1 "Risk Factors" of this Universal Registration Document.

The information herein may contain data that may no longer be complete or current. To the extent available, the industry, market and competitive position data contained in this Universal Registration Document come from official or third party sources. Third party industry publications, studies and surveys generally state that the data contained therein have been obtained from sources believed to be reliable, but no representation or warranty, express or implied, is made that such information, assumptions, performance data, modelling or scenario analysis is accurate, complete or up to date and it should not be relied upon as such. While Ayvens believes that each of these publications, studies and surveys has been prepared by a reputable source, Ayvens has not independently verified the data contained therein. In addition, certain of the industry, market and competitive position data contained in this document come from Ayvens' own internal research and estimates based on the knowledge and experience of Ayvens' management in the market in which it operates. While Ayvens believes that such research and estimates are reasonable and reliable, they, and their underlying methodology and assumptions, have not been verified by any independent source for accuracy or completeness and are subject to change without notice. Accordingly, undue reliance should not be placed on any of the industry, market or competitive position data contained in this Universal Registration Document.

This document contains certain tables and other management analyses (the "like-for-like Information") which have been prepared based on information provided by Ayvens or its affiliates. Numerous assumptions have been used in preparing the like-for-like information, which may or may not be reflected in the material. As such, no assurance can be given as to the like-for-like information's accuracy, appropriateness or completeness in any particular context, or as to whether the like-for-like information and/or the assumptions upon which they are based reflect present market conditions or future market performance. The like-for-like information should not be construed as either projections or predictions or as legal, tax, investment, financial or accounting advice.

The unaudited pro forma consolidated financial information included in this Universal Registration Document has been prepared in accordance with Annex 20 of Delegated Regulation 2019/980 supplementing European Regulation 2017/1129 and by applying the guidelines issued by ESMA (ESMA32-382-1138 of 4 March 2021) and the provisions of AMF Position-Recommendation 2021-02 on pro forma financial information, using historical consolidated financial information of ALD SA and LeasePlan Group B.V., together with its subsidiaries (the "LeasePlan Group"). It is presented for illustrative purposes only and should not be considered to be an indication of the results of Ayvens following the acquisition of the LeasePlan Group.


My Electric Card
ayvens

1

Ayvens at a glance

1.1 History and development

2001

Acquisition of ALD Interleasing by Societe Generale and creation of the ALD Automotive brand

Leader on its main markets: France, Italy, The Netherlands, Spain, United Kingdom, Germany, Belgium

Development in other Western and Northern European markets

291,000 vehicles

19 countries

France, Italy, the Netherlands, Spain, United Kingdom, Germany, Belgium in particular, and the Nordic countries (Finland, Norway)

2002-2005

Expansion in Eastern Europe, South America, Africa and Asia. Already present in all the BRIC countries (Brazil, Russia, India and China), the Group is also developing in other Latin American countries, notably in Mexico, Chile, Peru and Columbia, and has built up strong positions in markets outside Western Europe.

2003

Acquisition of Hertz Lease Europe (180,000 vehicles in 12 countries)

22 countries

Slovenia, Russia, Switzerland

2004

500,000 vehicles

29 countries

Ukraine, Brazil, Croatia, India, Estonia, Romania, Turkey

2005

Acquisition of Ford Lease

(61,300 vehicles in 9 countries)

33 countries

Lithuania, China, Latvia, Greece

2006

40 countries

Algeria, Serbia, Mexico

2007

Global partnership with Wheels Inc.

2007-2016

In April 2009, the Group entered into a global strategic co-operation alliance with Wheels, a specialist and leader in vehicle Fleet Management for large corporate customers in North America. In 2012, the Group entered into a similar alliance with Fleet Partners, which extended its coverage in the Asia Pacific region. In 2014, another strategic alliance was concluded with ABSA (company based in South Africa, Absa Vehicle Management Solutions), which enabled the Group to extend its offering to South Africa. In 2016, the Group expanded its strategic partnerships in the Latam region (in Argentina with Autocorp and Central America with Arrend).

2008

750,000 vehicles

2009

Partnership with Fleet Partners (Australia, New Zealand)

2010

Launch of ALD Carmarket

2013

1 million vehicles

2014

39 countries

Kazakhstan, Bulgaria

2015

40 countries

Chile

2016

Acquisition of Parcours, 63,700 vehicles in France, Spain, Belgium, Portugal and Luxembourg

Partnerships with Autocorp and Arrend

41 countries
Peru

2017

IPO

43 countries
Ireland, Colombia

2019

- Acquisition of Stern Lease in the Netherlands (~14,000 vehicles), the rental activity of Stern Group
- Acquisition of the BBVA leasing portfolio in Portugal
- ALD selected by Amazon to launch 'Motors' personal car leasing platform in Spain
- Partnership with Polestar

2019

Launch of ALD Electric

Launch of ALD Move in the Netherlands, the Group's first Mobility as a Service solution

2020

- Move 2025 strategic plan
- Capital Markets Day
- Joint launch with Ford Fleet Management
- Creation of a Malaysian subsidiary with Mitsubishi UFJ Lease & Finance
- Partnership with Mitsubishi Auto Leasing in Japan
- Partnership with Shouqi in China
- Divestment of ALD Fortune (China)

Launch of ALD Flex

2021

- Acquisition of Bansabadell Renting in Spain and of digital subscription company Fleetpool in Germany
- Stake in Skipr, a Mobility as a Service startup
- Partnerships with smart Europe, Tesla, Lynk & Co, accelerating the transition to sustainable and low-emission mobility

1.81 million vehicles
43 countries

2022

Launch of ALD Move in France and Belgium

Development of multi-cycle lease

2023

Acquisition of 100% of LeasePlan (1.6 million vehicles)

Disposal of ALD's entities in Russia, Belarus, Portugal, Ireland and Norway (except NF Fleet Norway) and LeasePlan's entities in the Czech Republic, Finland and Luxembourg

Capital Markets Day: release of "PowerUP 2026" strategic plan

Launch of new brand

ayvens
SOCIETE GENERALE GROUP

3.42 million vehicles

43 countries

2024

Disposal of LeasePlan Russia and Ayvens Morocco

41 countries

2017

IPO: in June 2017, Societe Generale sold a total of 20.18% of ALD's issued share capital via an Initial Public Offering (IPO) announced on 5 June 2017. The objective of the IPO was to enable the ALD Group to gain visibility and reputation in the mobility ecosystem as well as to access new means of financing and to increase its capacity to accelerate its development and seize new growth opportunities in both the corporate and B2C markets. ALD's shares commenced trading on the regulated market of Euronext Paris on 16 June 2017. The Company's shares were valued at EUR 5.78 billion.

The Company was incorporated in 1998 under its former corporate name "Lysophan". In 2001, the former corporate name was replaced by "ALD International". In March 2017, this was in turn changed to "ALD". In October 2023, the new brand "Ayvens" was launched following the acquisition of LeasePlan, to unite ALD and LeasePlan together under a single identity.

Key milestones in the Company's development include the acquisition by Societe Generale, its parent company, of Deutsche Bank's European car leasing activity in 2001 and Hertz Lease Europe in 2003, thereby consolidating the Group's leading market position in almost all of its key European markets.

Since 2004, the Group has established multiple subsidiaries in Central and Eastern Europe and South America, Africa and Asia. Already present in the BRIC countries (Brazil, Russia and India – plus China, which it exited in 2020), the Group has further expanded into Latin American countries, notably Mexico, Chile, Peru and Colombia, and has built up strong positions in markets outside Western Europe.

In 2009, the Group entered into a global strategic co-operation alliance with Wheels, a specialist and leader in vehicle Fleet Management for large corporate customers in North America. In 2012, the Group entered into a similar alliance with Fleet Partners, which extended its coverage in the Asia Pacific region. In 2014, another strategic alliance was signed with ABSA (South Africa-based company Absa Vehicle Management Solutions), which extended its coverage to South Africa. In 2016, the Group expanded its strategic alliance in the Latam region: in Argentina and Uruguay with Autocorp and Central America with Arrend. In 2020, new alliance were added in Asia, notably with Mitsubishi Auto Leasing Corporation in Japan, with Mitsubishi HC Capital Inc. in Malaysia, and with Shouqi in China. In 2023, the alliance with Fleet Partners in Australia and New Zealand was terminated and replaced by an alliance with SG Fleet. These alliances helped to expand the Group's global presence which included, either directly or through such alliances, 57 countries as at the date of this Universal Registration Document.

In addition to its regional alliances, the Group has forged partnerships with 460 car manufacturers, banks and insurers, energy suppliers and mobility platforms. Aside from its direct distribution, the Group uses indirect distribution channels to offer its Full Service Leasing and Fleet Management.

In 2017, Societe Generale sold a total of 20.18% of ALD's issued share capital *via* an initial public offering (IPO) announced on 5 June 2017. The objective of the IPO was to enable the ALD Group to gain visibility and reputation in the mobility ecosystem as well as to access new means of financing and to increase its capacity to accelerate its development and seize new growth opportunities in both the corporate and B2C markets. ALD's shares commenced trading on the regulated market of Euronext Paris on 16 June 2017.

In 2021, the Group strengthened its position in Europe through the acquisition of Bansabadell Renting, boosting its presence in Spain. Moreover, the acquisition of a stake in Skipr offered the Group new growth opportunities in the field of consulting services for mobility transformation with digital access to multi-modal, flexible and sustainable solutions and the capacity to bolster its ALD Move offer in Europe.

In 2022, ALD successfully completed an EUR 1.2 billion rights issue, securing the financing of part of the cash component of the acquisition price for LeasePlan, one of the world's leading Fleet Management and mobility companies.

In May 2023, ALD closed the acquisition of 100% of LeasePlan, for a total consideration of EUR 4.9 billion [(1)], paid through a combination of cash and ALD shares, to create the leading global sustainable mobility player with a total fleet of *circa* 3.4 million vehicles. Upon the acquisition of LeasePlan, which holds a banking licence, ALD became a Financial Holding Company, a regulated institution supervised by the European Central Bank.

In September 2023, ALD I LeasePlan presented its "PowerUP 2026" strategic plan, following the transformative acquisition of LeasePlan.

In October 2023, ALD I LeasePlan unveiled "Ayvens", its new global mobility brand, which represented another strategic milestone in the Company's development and highlights the new brand promise.

In March 2024, Ayvens obtained the Declaration of No-Objection (DNO) approval from European Central Bank and De Nederlandsche Bank (the Dutch Central Bank) in March 2024, opening the way to legal and IT migrations throughout the Group.

(1) Based on ALD's stock price of EUR 11.43 as at 22 May 2023, including warrants and estimated fair value of contingent consideration.

1.2 Detailed profile

1.2.1 Business model

Ayvens is a Full Service Leasing (1) (“**Full Service Leasing**”) and Fleet Management (2) (“**Fleet Management**”) Group with a managed fleet of 3.3 million vehicles as at 31 December 2024. It operates directly in 41 countries and through commercial alliances indirectly in 16 additional countries as at the date of this Universal Registration Document. The Group is active on the whole Full Service Leasing value chain and focuses on providing solutions encompassing a broad range of services that can also be provided on a standalone basis.

The Group benefits from a diversified income base consisting of three principal components: the Leasing margin (“**Leasing margin**”), the Services margin (“**Services margin**”, and together with the Leasing margin, the “Total Margins”) and the Used Car Sales result and depreciation adjustments (“**Used car sales result and Depreciation adjustments**”).

Under its primary product offering, Full Service Leasing, the Group purchases vehicles with a view to leasing them to its customers. During the lease period, it earns a financing spread (Leasing margin) equal to the difference between, on the one hand, the leasing contract revenue it receives from customers, equal to the expected depreciation of the leased vehicle plus the interest charge for funding the vehicle as well as other associated costs, and, on the other hand, the leasing contract costs, which are comprised of the costs for the expected depreciation of the leased vehicle and the costs of funds the Group incurs to fund the vehicles.

The Group also generates income from the wide range of services that it offers under both its Full Service Leasing and Fleet Management products, such as maintenance and repairs, insurance, tyres and replacement vehicles. This income is referred to as the Services margin, representing the difference between the fixed costs invoiced in the monthly rental and the costs incurred by the Group in providing these services.

Lastly, the Group generates income from the remarketing of its used vehicles at the termination of a lease contract, referred to as the Used Car Sales result. The Group markets and sells used vehicles at the end of their lease through various channels: professional dealers or traders, directly to the users of the vehicles or sales to individual customers, respectively through its global auction platforms dedicated to traders and dealers (Ayvens Carmarket) and through online vehicle sales to retail customers (under the Ayvens brand) with the support of 50 showrooms in 21 countries. Ayvens Carmarket is the main channel used to market and resell its used vehicles. *Via* this website, the Group can also remarket, on behalf of its customers and partners, used cars which it does not own, earning a fee from the proceeds of the sale. Depreciation adjustments are part of the Used car sales activity and represent an estimation of expected gains or losses on future disposal of vehicles and are spread over remaining duration of contracts.

The following table sets out the distribution of the Group’s consolidated Gross operating income (“Gross operating income”) for the financial years ended 31 December 2024, 2023 and 2022:

(in EUR million)	**Year ended 31/12/2024**	**31/12/2023 (3)**	**31/12/2022**
Leasing contract margin (4)	1,070.7	775.5	758.8
Services margin	1,626.5	1,250.9	715.1
Used car sales result and Depreciation adjustments	317.1	883.1	1,170.0
GROSS OPERATING INCOME	**3,014.3**	**2,909.5**	**2,643.9**

(1) Under a full service lease, the client pays the leasing company a regular monthly lease payment to cover the financing, depreciation of the vehicle and the cost of various services provided in relation to the use of the vehicle (such as maintenance, replacement car, tyre management, fuel cards and insurance).
(2) Fleet Management services include the provision of outsourcing contracts to clients under which the vehicle is not owned by the Group but is managed by the Group and for which the client pays fees for the various Fleet Management services provided. These services are generally identical to those listed under the Full Service Leasing above, with the exception of the financing service, as the vehicle is owned by the client.
(3) 2023 restated. See section 2.1.3.3 for details
(4) Change in presentation of GOI components: prospective depreciation was reclassified from Leasing contract costs – depreciation in Leasing contract margin to Depreciation adjustments in Used car sales result and depreciation adjustments. This change is applied retrospectively to all periods.

Leadership position in a

Unrivalled position in the mobility sector

Long-term megatrends driving strong growth in the mobility sector

Electrification

- Around 61% of new vehicles to be EVs & eLCVs by 2030 [(1)]
- New EV / Battery technology & business models

Behavioural changes

- Shift from ownership to usership
- Flexible leasing solutions
- Used car / Multi-cycle lease

New opportunities from digital

- Increasing digitalization for a seamless digital experience
- Data-driven value creation

Emerging ecosystem

- Fragmentation and expansion of value chains
- New partnership opportunities

Evolving competition

- Continuing OEMs consolidation and implementation of agency model
- New entrants (EV, non-European and tech players)
- Partnership opportunities

We make mobility easy for our clients, so they can focus on their business

Full service leasing

Fleet management

1 We finance vehicles

2 We provide a wide range of services [(2)]

3 We sell the vehicles or lease them again

Unrivalled leadership

Our leadership

#1 multi-brand player
3.3 million fleet [(3)]
ayvens

#1 in 23 countries
including the top European markets

#1 multi-brand EV fleet
636,000
Electric Vehicles [(4)]

Our scale

EUR 53.6 billion
Earning assets [(3)]

Scalability
leading to best-in-class operating efficiency

700,000
vehicles

3 million
tyres

purchased per annum

The industry benefits from very attractive dynamics

1. A highly profitable business

- Structurally high returns
- Operational efficiency enhanced by industrialized processes and scale

2. Barriers to entry

- Access to long-term funding at competitive cost
- Scale really matters

Improved procurement conditions

Large infrastructure investments

Geographical coverage

3. Strength and resilience

- Client stickiness
- Predictability of margins (3 to 5-year contracts)
- Structurally low credit risk
- Asset-backed business supporting profitability through the cycle

(1) Source: BCG, BofA, CVA and IEA.
(2) Include: new vehicle selection and advisory, registration and delivery, repair, maintenance and tyres, insurance, accident management, tax and fine management, fuel and charging services, driver support and replacement vehicle, reporting and optimization, etc.
(3) As at 31 December 2024.
(4) Battery Electric Vehicles (BEVs), Plug-in Hybrids (PHEVs).

very attractive industry

Unique resources supporting our ambitions

#1 global multi-brand, multi-channel player offering the broadest range of products across all segments

Best-in-class product range
- **One-stop shop with high potential for cross and up-selling** Flex, Multi-cycle, LCV
- **Ability to anticipate market needs** Subscription / Multimodality

Broadest client reach
- **Leadership in B2B and blue chips**
- **Leading innovative capabilities in B2C**

Unrivalled geographical footprint
- **41 countries** [1] Coverage is key for large corporates customers
- **99 customers** served in more than 20 countries

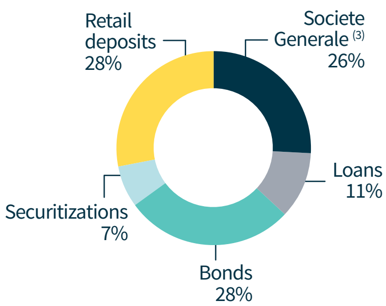
Enhanced distribution capabilities
- **Leadership on partnerships**
- **460 partners**

Best talent pool

- **14,200** [2] employees
- **Highly international management profile** 7 nationalities at Exco level
- **Strong client and performance-driven mindset**

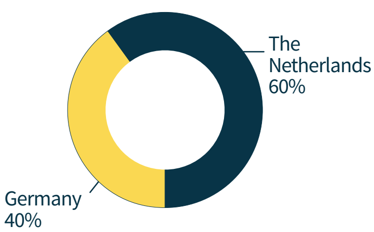
Competitive advantage in access to funding

1. Diversified funding structure



2. Strong retail deposits base

EUR 13.7 billion
as at 31 December 2024



3. Established issuer on market

Best debt credit ratings among multi-brand car leasing players

- A1 Moody's
- A- S&P Global
- A- FitchRatings

EUR 4 billion bonds [4] **issued in 2024**

Sound risk management framework

- **Robust governance framework**
- **Benefiting from being part of the Societe Generale Group**
- **Regulated status and supervision by the European Central Bank**
- **Prudent approach to risks**

(1) As at the date if this Universal Registration Document.
(2) As at 31 December 2024.
(3) Oustanding debt net of deposits with Societe Generale as at 31 December 2024.
(4) Public issuances and private placements, including EUR 500m pre-funding issuance in November 2023.

Shaping the future

PowerUP 2026 strategic plan

Leveraging the power of leadership to shape the future of mobility

2020

Move 2025 — ALD Automotive Strategic Plan

Establish leadership position

- Become a fully integrated sustainable mobility provider and the global leader in the car leasing industry

2024

PowerUP 2026

Achieve excellence

- New brand
- Successfully integrate LeasePlan
- Lead the sector's transformation
- Build excellence in our operating platform, deliver synergies and superior financial return

2026

Shape the future of mobility

- Address fast-growing markets from a leadership position
- Lead innovation towards new mobility (MaaS [1], connected and autonomous cars…)

ESG drives everything we do

Shape the future of sustainable mobility, with a full suite of client solutions

- Electric Vehicles (new & used)
- MaaS & multimodality
- Multi-cycle
- Consultancy services

Act across our value chain to benefit the environment and the community

- Reduction in internal footprint
- Responsible sourcing
- Circularity in vehicle operations
- Societal commitment

Behave responsibly, internally and with external stakeholders

- ESG and risk management
- Internal ethics and conduct
- Customer satisfaction
- ESG training and objectives

Be a supportive and responsible employer

- Employee experience
- Corporate culture
- Diversity, Equity and Inclusion
- People development

(1) Mobility as a Service.

# of mobility

Value creation for our stakeholders

2024 financial performance

- **EUR 683.6 million** Net income group share
- **8.6%** Return on Tangible Equity (ROTE)
- **12.6%** CET 1 ratio as at 31 December 2024
- **EUR 0.37** Dividend per share

Main strategic and financial objectives for 2026

CLIENTS

Focus on profitable growth

Earning assets [1] +6%
CAGR 2023-2026

Promote multimodality

Active users of MaaS platform

200k in 2026
launched in 2022

OPERATIONAL EFFICIENCY

Successfully integrate LeasePlan

Annual synergies gross EUR 440m by 2026

Leverage leadership and scale to achieve best-in-class efficiency

Cost / Income ratio (excl. UCS results) c. 52% in 2026 [2]

RESPONSIBILITY

Lead the way to sustainable mobility

100k home chargers
installed and Ayvens' eMSP proposition available in six market by the end of 2026

Step up decarbonization

Running fleet CO_2 emissions <90g/km [3]

Internal CO_2 emissions [4] -35% vs. 2019

Maintain employee engagement at high level

Employee engagement

75% in 2026

PROFITABILITY

Achieve superior financial return

ROTE [5] 13%-15% in 2026

Maintain robust capital position

CET 1 ratio c. 12%

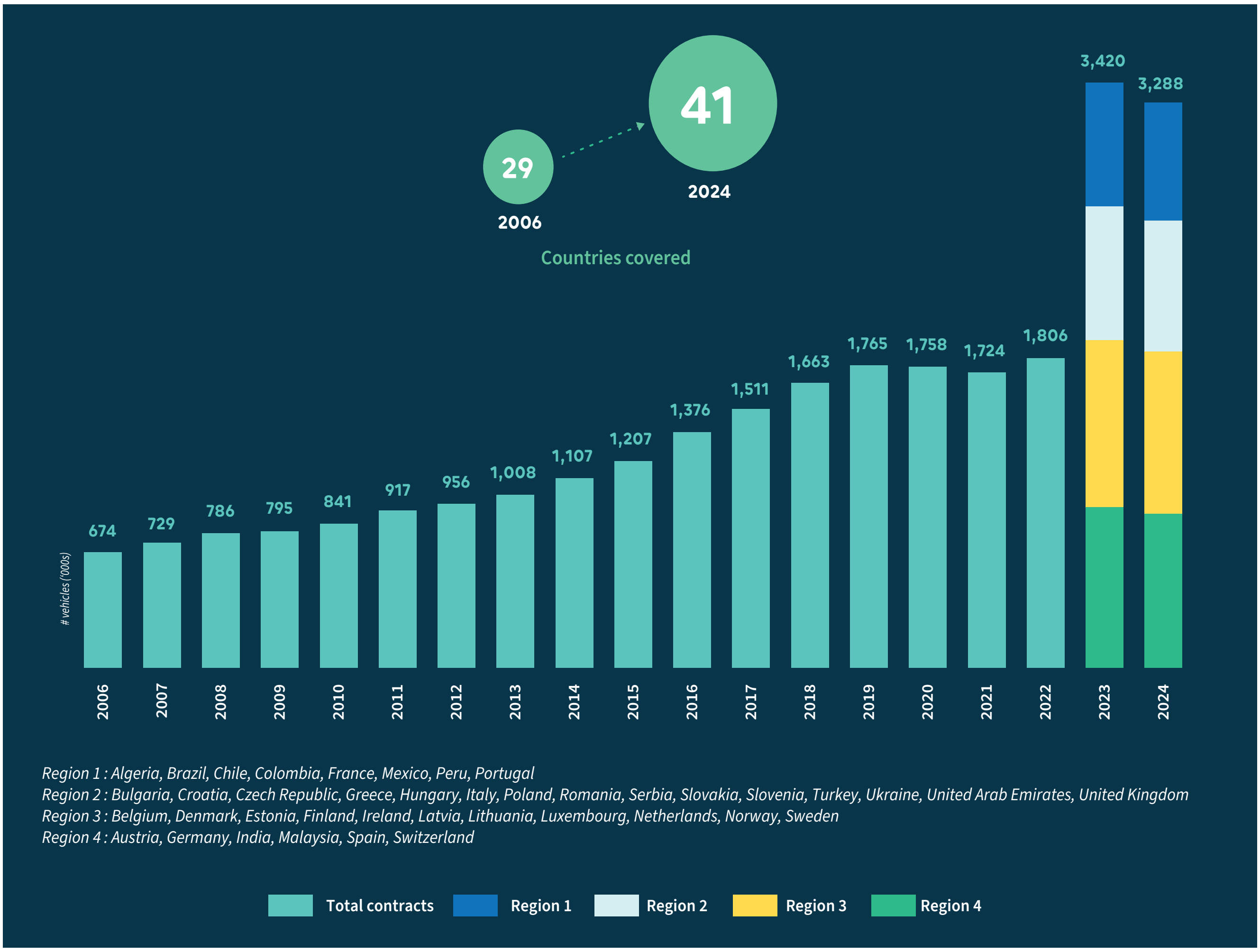
Offer attractive shareholder return

Dividend payout 50%

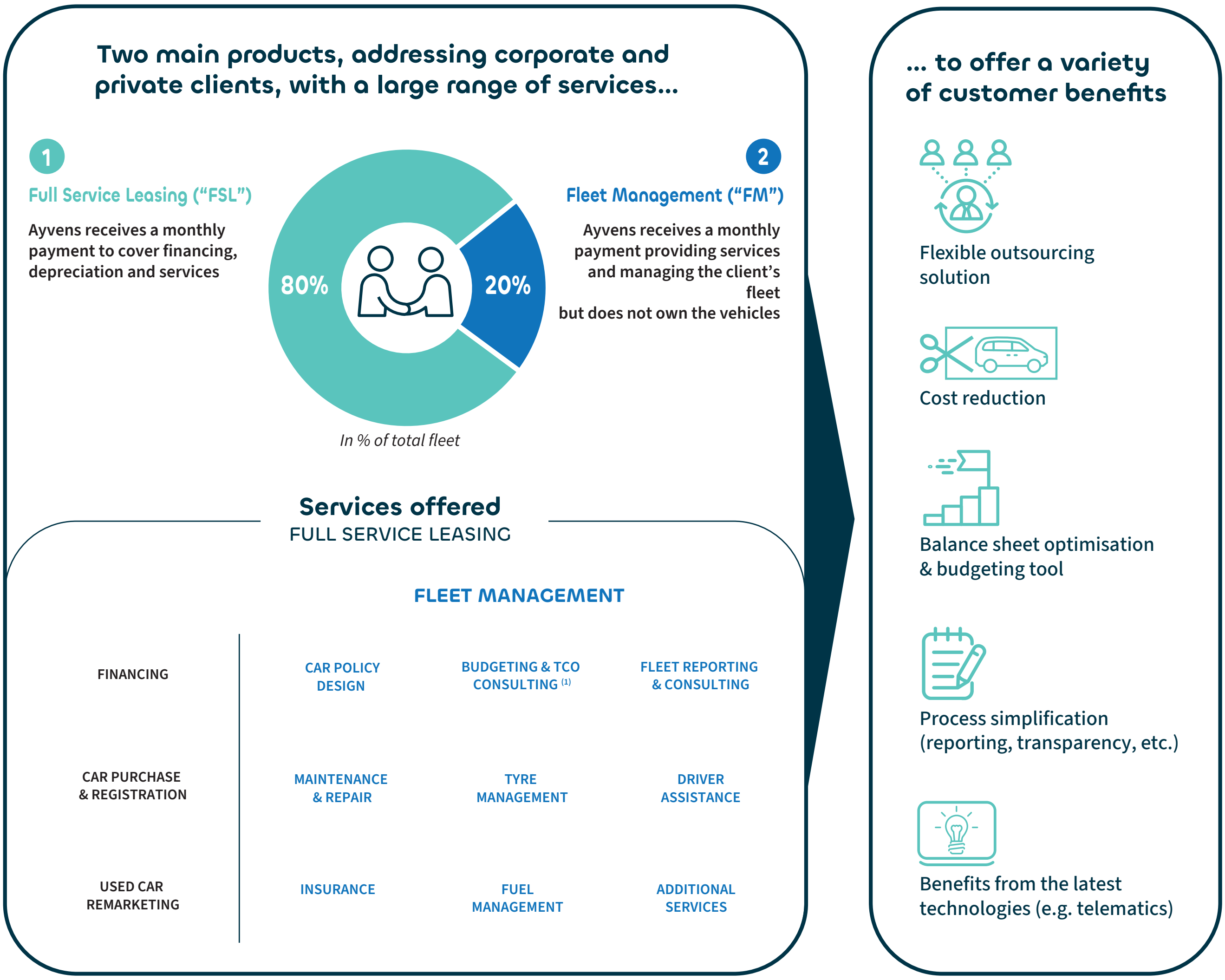
(1) Net carrying amount of the rental fleet plus receivables on finance leases.
(2) Cost / Income ratio of the combined entity in 2022, based on public disclosure, excluding UCS results, reduction in depreciation costs and non-recurring items
(3) WLTP (Worldwide harmonized Light vehicles Test Procedure).
(4) Scope 1, Scope 2 and Scope 3 limited to business travel, paper and waste.
(5) Return on Tangible Equity.

1.2.2 Market and product offering

Fleet growth over the years



The Ayvens offering meets all customer needs



Note: Data as of 31/12/2024
(1) TCO: Total Cost of Ownership (i.e. cost including usage of the car during the life of the leasing contract including leasing cost and services, fuel consumption, direct and indirect taxes, etc.).

1.2.2.1 Offers

In addition to traditional Full Service Leasing offers, Ayvens has developed new mobility offers, such as Ayvens Flex, resembling a subscription contract, and Move, which does not necessarily include a vehicle. These products are detailed in Section 1.2.8.2 "Innovative products" of this Universal Registration Document.

Full Service Leasing

Full Service Leasing allows customers to use a vehicle without legal ownership.

In a full service lease, the customer pays a monthly rent which covers the financing, depreciation of the vehicle and the cost of various management services provided relating to the vehicle (such as insurance, tyres, repair, replacement car, fuel card and insurance). The fixed monthly lease payment gives the customer visibility and stability in his/her vehicle lease costs. This also means he/she does not have to use his/her own funding to acquire the vehicle.

A full service lease includes various management services, which help simplify the customer's fleet administration: by thus delegating the management of its fleet, the customer avoids the need for an internal operating structure managing the relationship with drivers, suppliers and car manufacturers and having to sell the vehicle at the end of the lease while optimising costs. Customers also benefit from increased controls on drivers and fleet managers by the service provider, thereby improving efficiency, controlling costs and allowing the customer to focus on his/her core competencies.

Services included in a full service lease contract are tailored to the specific needs of customers. Under the fixed-payment model, customers pay a fixed monthly cost, but are not provided with a breakdown of the actual costs of the services incurred. The leasing company absorbs both positive and negative variances from the contracted costs. No settlement of the difference between actual and fixed contracted costs occurs at the end of the contract.

Under a full service lease, vehicles are chosen by the customer, together with the desired associated services. The leasing company has a consulting role and will advise the customer on selecting the vehicle-related services. Typical services available under a full service lease include the following:

- **designing a car policy and vehicle selection** – the customer can choose the type of vehicle (brand, powertrain, drive, model and options) he/she wishes to include in their car policy. The leasing company purchases the vehicle selected by the customer or the driver;
- **repair, maintenance and tyres** – the leasing company provides repair, maintenance and tyre replacement services for both routine and emergency situations through its network of selected workshops and tyre fitters;
- **insurance** – third party liability, theft, passenger and material damage insurance;
- **driver support and breakdown assistance** – examples include a customer support telephone line to support drivers in case of emergency, breakdown or for any other need;
- **replacement vehicles** – the leasing company may arrange for provision of a replacement vehicle in case of routine maintenance or accident repairs;
- **other** – tailor-made customer services, such as car-sharing solutions, advisory and provision of electric recharging facilities and recharging cards to support customers in their transition to sustainable mobility.

Fleet Management

Fleet Management is the provision of outsourcing contracts to customers under which vehicles not owned by the Group are managed by the Group. The customer pays fees for the cost of various Fleet Management services provided by the Group. These services are generally identical to those listed under the Full Service Leasing product above, with the exception of the financing and remarketing, as the vehicle is owned by the customer.

1.2.2.2 Growth trends and drivers

1.2.2.2.1 New mobility paradigms

Vehicles are increasingly becoming electrified, shared, connected and autonomous, with demand for mobility being strongly impacted by four megatrends: usership, digital, demand for flexible and shared mobility and electrification.

These megatrends are expected to shape the future of the mobility sector for the coming years:

- **usership:** the mobility sector has seen a strong push away from ownership of assets, including cars, with usership becoming the norm for both corporates and private individuals;
- **digital:** technology and digitalization have enabled the introduction of new products and services, leading to increased expectations from customers for on-demand mobility solutions;
- **flexible and shared mobility:** demand for flexible products and services is also driving significant changes in customer demand and behaviour;
- **electrification:** growing environmental awareness and changes in customer behaviour have led to a sizeable increase in demand for more sustainable mobility solutions. Electric vehicles ("EV") (1) are expected to continue to replace internal combustion engine ("ICE") cars over the coming years, with electric registrations reaching *circa* 60% in 2030 (2). The trend is anticipated to continue over the long term, as evidenced by the vote by the European Parliament on 8 June 2022 (amending Regulation (EU) 2019/631) to ban the sale of new ICE vehicles in the European Union from 2035.

These megatrends will accelerate the transformation of the mobility sector and create strong growth opportunities for the coming years.

1.2.2.2.2 Market growth perspectives

New customer segments

Fleet leasing companies are currently active in three main customer segments: corporates, small and medium-sized enterprises ("**SMEs**") and individuals. Further growth is expected in each of these three segments, mainly driven by the impact of the aforementioned four megatrends.

- **Corporates.** Historically, this has been the largest segment for fleet leasing companies, as large corporates looked to outsource non-core activities. This segment has experienced renewed growth potential stemming from the strong corporate demand for EV. In the period towards 2030, Ayvens expects moderate growth in the corporate segment;
- **SMEs.** An increasing number of SMEs have resorted to fleet leasing in recent years and this segment – addressed mainly through partnerships – has not yet reached its full potential and is expected to continue to grow in the future;
- **Consumers.** Private lease activity has been historically limited as individuals adopted other financing solutions (direct purchases, consumer loans, etc.). Appetite for leasing solutions has been growing recently as individuals turn to usership, with a preference for more expensive cars (notably electric ones') and a large and high-quality services offering. Overall, average growth of European new car registrations is expected to grow significantly.

The new mobility sector paradigms are also expected to open additional addressable customer segments for fleet leasing companies, notably light commercial vehicles ("**LCVs**") and employees (Business-to Business-to-Employee, or B2B2E).

- **LCVs.** At the end of 2024, the Light Commercial Vehicle (LCV) market grew by 8.3% *vs* 2023 (+121,000 units) to 1.6 million registrations, marking its best year since 2019. Within this growth, 90.5% were Internal Combustion Engine (ICE) *vs* 6.1% e-LCV, signalling a slower transition period for the LCV market (3).

  Ayvens' growth is aligned with this market development, with the expectation that there will continue switch from outright purchase, or finance lease to operational lease.

  LCVs remains a strategic focus for Ayvens, particularly in the e-commerce, infrastructure and last-mile delivery markets (4), which continue to expand (5) and has led to an increased demand for LCVs. These segments will remain a key area of interest for Ayvens, supporting the already established Corporate & SME sectors (6). By leveraging consultancy tools, expert fleet advice, and an established European representation, the Group ensures long-term success in transitioning customers to electric whilst maintaining LCVs fit for purpose.

(1) *Battery Electric Vehicles (BEVs) and Plug in Hybrids (PHEVs).*
(2) *Source: BCG, BofA, CVA and IEA.*
(3) *New commercial vehicle registrations: vans +8.3%, trucks -6.3%, buses +9.2% in 2024 - ACEA - European Automobile Manufacturers' Association.*
(4) *Electric vehicle adoption in light commercial vehicles | McKinsey.*
(5) *Europe Light Commercial Vehicles Market Size & Share Analysis - Industry Research Report - Growth Trends.*
(6) *Light Commercial Vehicle Market (LCV) 2025-2034 | Size,Share, Growth.*

Ayvens differentiates itself through its strong market presence, integrating the ex-ALD and ex-LeasePlan's LCV expertise and forming strategic partnerships with major OEMs and suppliers. Notably, its four-year renewal with Ford reinforces its leaderships in the LCV market.

Products and services

In addition to current products and services provided by fleet leasing companies (car financing, maintenance and repair, insurance, digital services, etc.), the mobility sector's substantial transformation is expected to lead to the development of new mobility products and services.

EV should offer new revenue generation opportunities in the form of consultancy and other services (large corporates seeking to be accompanied in their fleet transition from thermal to electric, access to charging infrastructure, possibility to switch to a thermal vehicle for specific occasions, etc.).

Connected vehicles also create possibilities for new products and services, notably in terms of Fleet Management (reporting, budget, etc.), as well as through telematics, with the deployment of second-generation insurance products.

Enhanced digital capacities will allow for the development of more flexible offers for customers (ability to switch cars on a more frequent basis, access to vehicles for shorter durations, etc.) and multi-modal and shared mobility solutions.

On the regulatory front, Ayvens actively supports customers in transitioning to electric LCVs through fleet advice, through leadership, and TCO analysis. Dedicated tools facilitate this shift, ensuring compliance with evolving regulation.

- **B2B2E.** Data-driven digital solutions are facilitating the ability to serve corporate clients' employees, which is expected to generate profitable growth in this segment.

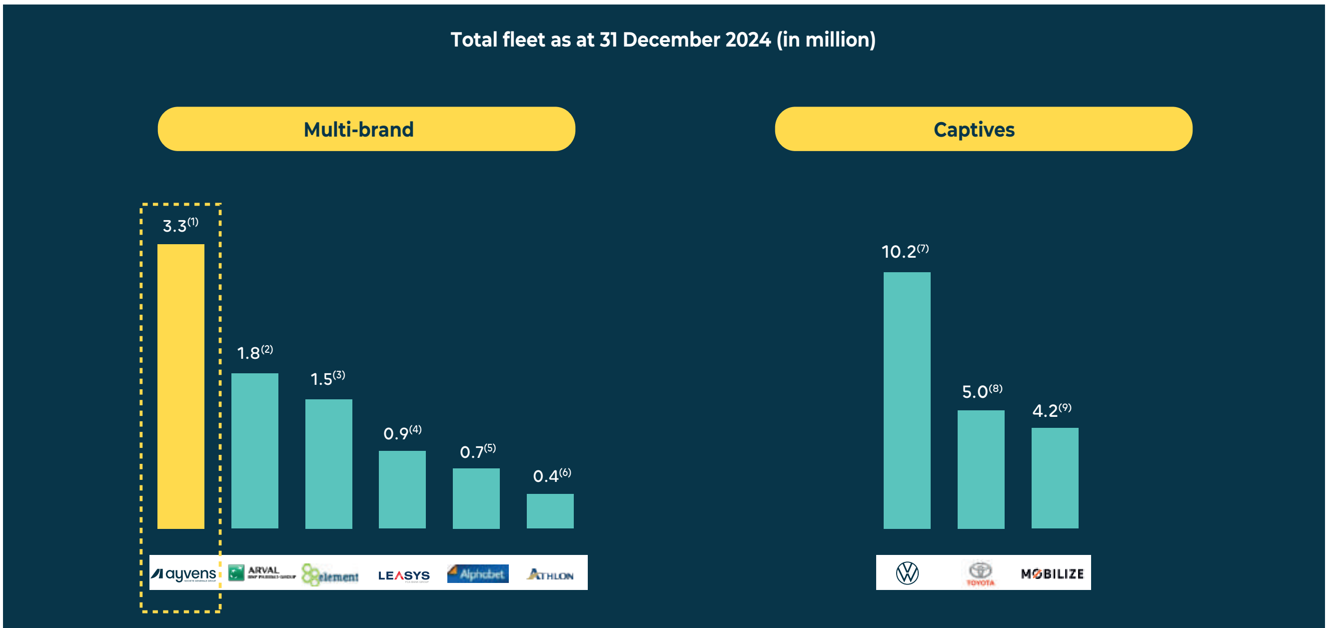
The penetration of these new mobility services is expected to increase rapidly over the coming years, with subscription and flexible lease products expected to grow by an average of approximately 20% *per annum* between 2021 and 2030 (1) and last-mile delivery growing by approximately 10% *per annum* over the same period (2).

Overall, both existing and new addressable markets should benefit from these new services, which are expected to accelerate growth and lead to increased revenue generation opportunities.

Ayvens believes it is well-positioned to benefit from all of these trends, with its core products of operating leasing and Fleet Management and its ability to provide flexible use options responding to the mobility demands of all customer segments.

Through its product offering, Ayvens' business model is ideally placed to address future mobility trends, which will be driven by an increasing use of new technologies, shared mobility, and a shift away from ownership of assets.

1.2.3 Competitive environment



1. *As at 31/12/2024*
2. *As at 31/12/2024 based on Arval's 2024 consolidated financial statements*
3. *As at 31/12/2024 based on Q4 2024 Element report to shareholders*
4. *As at 31 December 2024 based on Leasys 2024 annual result press release*
5. *As at 31 December 2024 based on BMW group annual report 2024*
6. *As at 31/12/2023 based on Sustainability Impact Report 2023*
7. *As at 31 December 2024 based on Volkswagen group annual report 2024*
8. *As at 31 December 2024 based on Toyota financial services' presentation materials for investor of February 2025*
9. *As at 31 December 2024, Ayvens' estimate based on Mobilize 2024 business report*

(1) *Global subscription market growth; source: Strait Research (September 2022).*
(2) *Last mile delivery global market growth; source: Quince Market Insight (November 2021).*

1.2.3.1 Competitive landscape

Globally, the Full Service Leasing market remains fragmented, with few players providing global coverage. Ayvens became the leading multi-brand player following the acquisition of LeasePlan. Arval is Ayvens' closest competitor. Other multi-brand companies have traditionally focused on their home market and region (such as Sumitomo and Orix in South East Asia, and American leasing entities such as Element Fleet, Holman and Wheels, present largely in North America). In addition, certain captive financing subsidiaries of car manufacturers are well positioned in the market, generally promoting their own brand.

Among all global operators, Ayvens has the largest geographical coverage, managing *circa* 3.3 million vehicles across 41 countries as at the date of this Universal Registration Document. The Group has built a global network, successfully rolling out its business model in new customer segments, leveraging its international customer base and its strong commercial partnership culture to penetrate new customer segments. It should be noted that players that are only present in North America, where leases are mainly finance leases, generally lack the expertise to underwrite business in geographies where business is primarily composed of full service leases, notably Europe.

1.2.3.2 Competitors

In its activities, the Group competes with other international Fleet Management companies. These include both vertically integrated companies offering Full Service Leasing and financing services and companies that offer Fleet Management only.

The principal international multi-brand leasing companies operating in the same geographic regions as the Ayvens Group are Arval (1.8 million [1] vehicles financed), Leasys (0.9 million vehicles managed), Alphabet (0.7 million [2] vehicles managed) and Athlon/ Daimler Fleet Management (0.4 million [3] vehicles managed). In some of the Group's markets, it also competes with strong local players offering full service leases.

The Group competes with the captive finance subsidiaries of car manufacturers, the largest of which finance fleets that run into several millions. Lastly, the Group also competes with third-party service providers that offer fleet consulting, bidding solutions and procurement.

Competitors in the global leasing services market generally fall into three broad categories based on their ownership structure, namely bank affiliates, car manufacturers' captives and independent operators. The ownership structure of a given competitor is often a key driver in the nature of its operations.

(i) Bank affiliates

Bank affiliates include entities that are part of a financial group, mostly subsidiaries of banks, such as Arval (BNP Paribas) and Leasys (Credit Agricole). In most cases, multi-brand vehicle leasing activities began as an extension of conventional banking products to meet the needs of corporate customers. Banks have gradually developed semi-autonomous leasing units within their structure.

These bank affiliates leverage the parent bank's distribution network among others. This serves as a sales channel within a diversified distribution chain for their own leasing products. Bank affiliates are included in the financing plans of their parents and/or affiliates. However, for the most part, they are local or regional players without a global reach.

(ii) Car manufacturers' captives

Car manufacturers' captives, *i.e.* entities owned and controlled by car manufacturers, generally focus on increasing sales of their owner's vehicle brands. These entities benefit from brand synergies and access to the dealership network of their manufacturer, parent or affiliate, but the growth of the business is tied to the underlying demand for the manufacturer's specific vehicle brands.

The importance of captive operating lease and Fleet Management companies, such as Volkswagen Leasing, RCI Mobilize, Stellantis and Toyota, is increasing as their parent companies seek to present themselves as all-round providers of mobility solutions which are able to capture a greater share of the market for acquiring and operating vehicles, rather than solely as car manufacturers.

Given the financing advantages enjoyed by leasing businesses owned by financial institutions, the majority of larger car manufacturers have also established special financial services subsidiaries to oversee their cash financing and leasing businesses and, in some cases, to assist in raising funds for their manufacturing businesses.

(iii) Independent operators

Multi-brand independent operators include entities that are not directly related to banking institutions or car manufacturers. Lack of scale and access to external financing on attractive terms are the key challenges faced by such entities.

(iv) Regional players

Regional players are companies that are only present in one country or a small number of countries.

(1) Financed vehicles as at 31 December 2024.
(2) Fleet under management as at 30 September 2024 (source: BMW).
(3) Fleet under management as at 30 June 2022, including Daimler Fleet (source: Daimler).

1.2.4 Product distribution

The Group has two product offerings: Full Service Leasing and Fleet Management. The following table gives the breakdown of the managed fleet (in thousands of vehicles) by product offering for the financial years ended 31 December 2024, 2023 and 2022:

(in thousands of vehicles)	Year ended 31/12/2024		Year ended 31/12/2023		Year ended 31/12/2022	
Full Service Leasing	2,616	80%	2,709	79%	1,464	81%
Fleet Management	672	20%	710	21%	342	19%
TOTAL FLEET	**3,288**	**100%**	**3,420**	**100%**	**1,806**	**100%**

Full Service Leasing

Full Service Leasing contracts represented 80% of the Group's fleet as at 31 December 2024. The Group's full service leases are typically for a duration of 36 to 48 months.

Within Full Service Leasing, operating leases amounted to EUR 51.5 billion, representing 96% of Ayvens' earning assets.

Fleet Management

Fleet Management represented 20% of the Group's fleet at 31 December 2024. Through its range of services and specially negotiated rates, the Group provides solutions to customers to identify and control their costs by streamlining and simplifying the Fleet Management process. The Group offers two Fleet Management solutions: (1) a flat rate plan for the services provided and (2) a plan where the Group handles vehicle invoice processing for the customer.

1.2.4.1 Customers

The Group has diversified customer base, split between coporates clients for *circa* 65% of the Group's funded fleet and *circa* 35% for retail customers (SMEs and individuals). The concentration of the Group's top 10 customers [(1)] remained limited at 4.8% as at 31 December 2024 compared to 5.1% as at 31 December 2023.

The Group's leasing contracts have an average length of 45 months. The Group strives to establish and maintain a lasting relationship with its customers. To do this, it must maintain an excellent level of service and high customer satisfaction. In addition, for international customers, succeeding in tender processes is essential to retaining or obtaining contracts. The major challenge for the Group is to win calls for tender to maintain or increase the portfolio of vehicles managed for clients.

1.2.4.2 Distribution channels

The Group has a customer base accessed through a variety of direct and indirect channels.

Direct sales

Direct sales are made by the Group's internal sales teams in its different countries of operation supported by the central Ayvens international team. Teams responsible for relations with large accounts coordinate the activity between customers and the various countries concerned. Local Ayvens sales teams bid at tenders from local or international corporate accounts (either corporate or public entities) who receive dedicated sales and account management.

The Group also targets private lease customers directly *via* its online platform.

Partnership

The Group may enter into a partnership agreement either through White Labelling (see below) or directly under the Ayvens brand. Vehicles may be financed by the Group, the partner, or both.

Through White Labelling, under the terms of which a product is supplied by the Group and then packaged and sold by other companies under different brands ("**White Labelling**"), partners can offer a full service lease operated by the Group under their own brand name. Thanks to these agreements, the Group has built a powerful network to reach small- and medium-sized enterprises and individuals.

SMEs

The Group uses its partnerships with car manufacturers, banking networks and insurers, energy suppliers and mobility platforms to address the needs of mostly small- and medium-sized enterprises.

B2C – Private lease

The Group has a presence in the private customer (B2C) segment. To reach this recent customer segment and with the aim of optimal operational efficiency, the Group draws on its existing distribution partnerships through online platforms developed in-house.

The Group intends to continue to develop these new channels, including through (i) B2B2C, leveraging its distribution partnerships, (ii) B2C, *via* the Group's web portal and external web portals and (iii) B2B2E, to the employees of the Group's corporate customers.

The Group is able to manage the entire life cycle of leases to private individuals through digital channels. The Group's flexible offers are particularly adapted to these customers' needs, as its different offerings allow for *a-la-carte* services and contract modifications in terms of duration, mileage and other options.

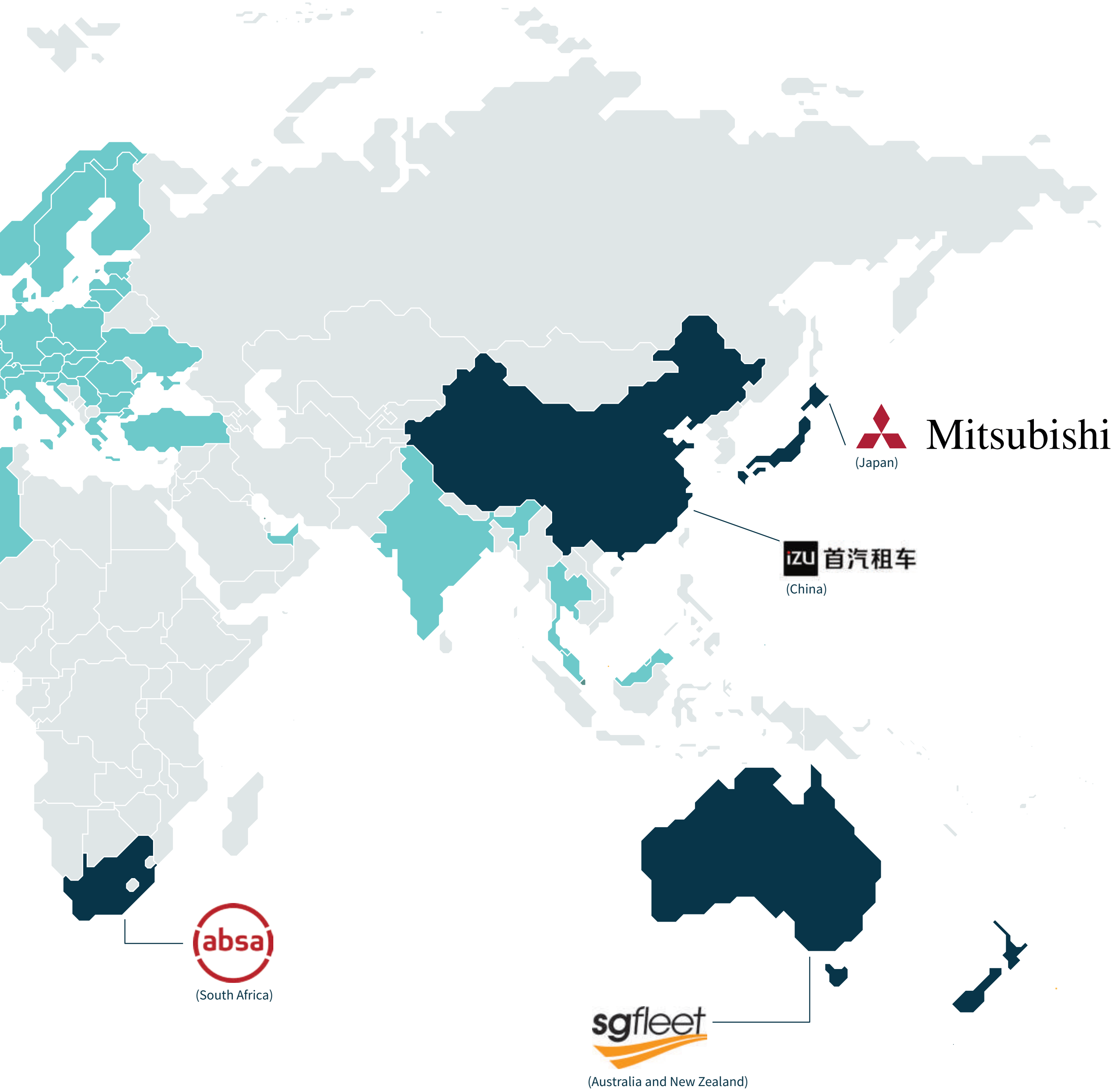
(1) By size of fleet financed.

1.2.5 Regions

41	14,200	3.3 million	636,000
Countries	Employees	Total fleet	Electric vehicles

Ayvens
Alliance partners

As at 31 December 2024


Mitsubishi
(Japan)
iZU 首汽租车
(China)
absa
(South Africa)
sgfleet
(Australia and New Zealand)

The Group's wide geographical coverage makes it the largest player in the Full Service Leasing and Fleet Management industry in Europe and the world, allowing it to generate economies of scale reinforcing the Group's competitive position. As at the date of this Universal Registration Document, the Group had a direct presence in 41 countries spread over five continents, enhanced by strategic alliances in 16 countries.

The following table shows a breakdown of product offerings by number of vehicles and geographic region for the financial year ended 31 December 2024:

	At 31/12/2024			
	in EUR million	*in thousands of vehicles*		
(in thousands of vehicles)	**Earning assets**	**Full Service Leasing (on balance sheet)**	**Fleet Management (off balance sheet)**	**Total fleet**
Region 1	11,418.0	638	250	888
Region 2	17,985.4	883	43	926
Region 3	14,199.2	579	207	786
Region 4	9,962.4	515	172	687
TOTAL FLEET	**53,565.0**	**2,616**	**672**	**3,288**

Region 1: France, Algeria, Portugal, Brazil, Mexico, Columbia, Chile, Peru

Region 2: Italy, UK, Czech Republic, Greece, Poland, Hungary, Slovenia, Croatia, Serbia, Romania, Bulgaria, Slovakia, Turkey, Ukraine and UAE

Region 3: the Netherlands, Belgium, Luxembourg, Estonia, Latvia, Lithuania, Denmark, Finland, Norway, Sweden and Ireland

Region 4: Austria, Germany,Switzerland, Spain,India, Malaysia and Thailand

Revenues from external customers and fleet by country by countries with Revenues in excess of EUR 1 billion are detailed below (see Section 6.2 note 6 "Segment information" of this Universal Registration Document):

	Year ended 31/12/2024		Year ended 31/12/2023	
(in EUR million)	**Revenues from external customers**	**Earning assets**	**Revenues from external customers**	**Earning assets**
France	3,805.8	8,864.0	3,003.1	8,202.6
Italy	2,994.6	6,609.0	2,198.8	6,307.5
UK	2,813.2	6,471.8	2,004.0	6,584.7
The Netherlands	2,406.7	5,544.1	1,726.9	4,997.5
Germany	2,372.0	4,483.6	1,925.1	4,496.6
Spain	1,839.5	3,945.4	1,553.2	4,040.4
Belgium	1,627.9	3,704.7	1,157.3	3,460.0
Other countries	7,491.4	13,942.3	5,314.3	13,965.6
TOTAL	**25,351.1**	**53,565.0**	**18,882.7**	**52,055.0**

1.2.6 Global alliances

In addition to its direct presence in 41 countries as at the date of this Universal Registration Document, the Group provides its customers with access to 16 countries through alliances, including with Wheels in the US, Puerto Rico and Canada, SG Fleet in Australia and New Zealand, ABSA in South Africa, Arrend Leasing in Guatemala, Nicaragua, Honduras, Salvador, Costa Rica and Panama, AutoCorp in Argentina and Uruguay, Mitsubishi Auto Leasing Corporation in Japan and Shouqi in China, following the sale of the former subsidiary in China. These alliances allow the Group and its partners to jointly develop international cross-border business opportunities to provide Full Service Leasing, Fleet Management and other related services to customers in multiple countries. They also provide global account management, consolidated global reporting and dedicated consulting support. This enables the Group to provide harmonised fleet and reporting services that meet the needs of its international customers.

In particular, under these global alliances, the Group and the partner undertake to refer to each other requests from international customers that concern the provision of services in the other party's geographic focus. The parties generally commit to liaise with each other to prepare answers for tenders, in case of such referral, and, more generally, to exchange information necessary for global responses for tenders and the management of customer accounts. Each party is, however, responsible for making its own credit assessment of its potential customers and for defining its service levels locally. Each party is also entitled to retain all the revenues generated from the provision of services.

They have durations ranging from a three-year term to an unlimited duration cancellable by each party without cause with six months' notice.

The Wheels global alliance, which has been renewed in October 2024, provides for closer cooperation than other alliances. Under the Wheels global alliance, the Group and Wheels undertake to cooperate on an exclusive basis and not compete in the other party's geographical zone, to submit joint answers to international customers requiring the provision of services by both parties in their respective geographical areas and to jointly develop and offer to international customers certain combined services. The Wheels global alliance also has an established system of governance for collaboration. It provides for standardised service levels and the carrying out of joint projects with a budget and sharing of costs and expenses. Lastly, it regulates the use by the partners of their respective brands (notably through co-branding).

1.2.7 Other service providers

The Group's value proposition to customers is enhanced through its network of suppliers. In addition to decades of experience working with major car manufacturers, the Group also has strong relationships with dealers, oil companies, suppliers of recharging solutions for EV, garages, tyre dealers, short-term rental companies (which provide pre-delivery and replacement vehicle services), insurance companies and other essential service providers that enable it to deliver tailor-made solutions to its customers at attractive prices.

The Group has entered into framework agreements with a number of these suppliers in order to complement its full service offering and provide its customers with competitively priced vehicle parts, maintenance and repair services. The Group works with car manufacturer dealer networks for car delivery, maintenance and repair and specialised networks for short-term rental, tyres, body repairs, spare parts and glass.

The Group has obtained attractive commercial terms in each of its framework agreements, such as direct discounts on prices, special hourly rates, as well as bonuses based on the achievement of certain volume levels or market shares and other yearly targets. Annual volume targets are negotiated with international suppliers in coordination with local subsidiaries, which obtain the benefit from additional volume rebates on top of those negotiated locally. Local procurement services assess quality, cost and effectiveness in their selection process. They seek, through innovative solutions, to optimise the total cost of ownership for fleet managers and services for drivers.

1.2.8 Innovation

The mobility environment is evolving rapidly: on the supply side, new players, new solutions and breakthrough technologies are emerging, while on the demand side there is a clear market trend towards usership instead of ownership, with the driver becoming the decision maker, rather than the car owner.

The Group anticipates connected and intelligent cars becoming the norm in the mid-term. In the long term, the Group expects the introduction of autonomous cars, the development of a multi-player ecosystem and the convergence between corporate and retail needs.

The Group is positioning itself to be at the centre of the development of new mobility solutions by favouring flexibility in its product offering in order to meet all the mobility requirements of customers. A significant milestone in this journey has been the development of a the new Ayvens Rightsizing Tool, which in 2024 won the prestigious Supplier Innovation award by Fleet Europe. This transformative tool is reshaping corporate fleet management with a focus on TCO optimisation and sustainability. It encourages fleet managers to reduce costs and emissions, fostering a shift towards smaller, smarter, and longer-term contracts. This recognition further solidifies the Group's position in the rapidly evolving mobility landscape.

1.2.8.1 Digital solutions

International Digital Framework – A library of functionalities for a customised digital journey

The Group has invested in a framework tool for the implementation of digital new customer acquisition functions. This cutting-edge technology uses an agile approach and enables Ayvens to offer its partners a catalogue of functionalities that fit into their own customer journeys, and ensure perfect integration into their systems. Once the solution is implemented, the customer moves from the partner's ecosystem to that of Ayvens without experiencing any transition. The process is 100% digital, from the first click to the delivery of the vehicle.

MyAyvens – A unique global platform throughout the lease

The Group has developed online tools to meet the needs of its customers throughout the term of the lease. The current digital portals of ALD (MyALD) and LeasePlan (MyFleet) will be integrated into one single platform under MyAyvens, for progressive implementation across the Group. This new portal will provide one central point of connection to drivers and fleet managers for accessing fleet data and contract information, reporting tools, car configurator, web quoter and various self-serve online services.

Connected cars

The connected cars offering encompasses all devices that capture data on vehicle trips, driver behaviour and risk factors and technical information about the vehicle itself, subject to data privacy regulations. This technology enables the Group and its customers to optimise real time Fleet Management, including through better management of driving risks or location of stolen vehicles. In addition, it can provide data on business mileage for expense reporting, fuel consumption and CO_2 emissions.

This technology contributes significantly to the improvement of the customer experience and the development of products such as car-sharing or insurance based on driver behaviour. The data collected also makes it possible to optimise the cost of using vehicles (maintenance, fuel).

To accelerate its deployment in all countries, the Group signed a strategic partnership agreement with Vinli in 2018. Vinli provides the Group with the platform and services to retrieve and store this data and to accelerate the development of new products based on this data.

Ayvens wishes to provide its customers with new, high value added connected products and services based on the interpretation of data provided by connected cars.

ProFleet is a connected car solution that delivers company and commercial fleet managers greater insight into daily fleet activities and fuels longer-term strategies – regardless of the size of the fleet. It serves as a single interface for the fleet manager to produce real time reports about their whole fleet with a high level of accuracy to make better data-driven decisions. This solution enables fleet managers to improve their day-to-day operations in terms of fleet utilization and efficiency, promote cost savings, improve the driver experience as well as harness the power of real-time data to effortlessly manage business mobility through a single, digital interface. It is currently present in several countries in Latin America and Europe.

Ayvens Carmarket – The new Group platform dedicated to the online sale of used cars

In 2024, Ayvens solidified its position as a global leader in used vehicle remarketing, leveraging its expertise and infrastructure inherited from ALD Automotive and LeasePlan.

At the heart of the remarketing activity is the Ayvens Carmarket platform, an innovative digital and global tool that facilitates the resale of vehicles at the end of their lease contracts. Inherited from the ALD Carmarket.com platform, it consists of a single online remarketing platform (Carmarket.Ayvens.com) enabling professional dealers or traders to acquire used vehicles from Ayvens' Full Service Leasing activity, as well as to subscribe to services facilitating these transactions.

This digital solution tool allows the Group to leverage its multi-channel capability with its other remarketing platforms dedicated to retail to seize any business opportunity in the countries where it operates.

Ayvens Carmarket platform speeds up the dealers' decision-making by providing direct access to information on used vehicles, including vehicles' detailed description, condition and maintenance history. It also offers specific services to simplify the sale of these vehicles.

Vehicle channelling and the decision-making process have been also strengthened and improved thanks to the implementation of a predictive pricing and channeling tool based on an AI algorithm, in 20 countries. Three types of sales events are offered on the AyvensCarmarket.com platform for professional dealers:

- auction (an offer is manually or automatically posted online and the dealer who offers the best bid gets the vehicle);
- sale by closed bidding (buyers make a closed bid, the Group selects the best offer and awards the vehicle to that person); or
- fixed price sale (buyers select a vehicle and buy it instantly at the indicated target price).

The platform is designed as an international e-commerce portal for international and local traders as well as local dealers which facilitates local and cross-border transactions. It provides a direct access to a unique, large and global stock of selected high-quality used vehicles from the Group's long-term leasing fleet.

The platform provides customers with access to one of the largest catalogue of used vehicles for sale in various countries where the Group is present and allows customers to purchase them and in certain cases, arrange their delivery. This platform has been rolled out in 38 countries.

In addition to this remarketing platform dedicated to professionals of used car market, the Group can rely on some retail platforms targeting private individuals (used-cars.Ayvens.com and usedcars.Ayvens.com). These platforms allow individuals to buy quality vehicles online, selected by the Group and available in the physical showroom network of Ayvens.

They are part of "Clicks n'Bricks", a project aimed to provide the Group with a system that combines a digital purchasing process with physical showrooms to offer the most complete and tailored experience to private customers. The Clicks n'Bricks offering is currently available in 21 countries and is based on 50 showrooms.

Depending on the countries, the platforms offer two types of solution:

- purchase of used vehicles at a fixed price (with the option of online financing with credit partners);
- Full Service Leasing of used vehicles (with online booking and online payment of the deposit, depending on the country).

When the vehicle is purchased online, it can be delivered to the customer, who has a right of cancellation up to 14 days.

1.2.8.2 Innovative products

The Group has developed a wide range of innovative products and aims to offer its customers cutting-edge sustainable and flexible mobility solutions.

Sustainable solutions

The Group aims to become a leader in environmentally friendly fleet and mobility solutions by offering hybrid and electric vehicles globally. To assist customers in their transition to electric vehicles, and to provide a comprehensive range of products for this type of engine, Ayvens has developed specialized offerings.

In order to support its customers in their transition to EV, and to propose a comprehensive offer for this type of engine, Ayvens has developed dedicated products.

Ayvens Electric – This comprehensive solution, accessible in 34 countries in 2024, is designed to address all the necessities of both drivers and fleet managers in terms of electric vehicles. It incorporates the establishment of charging facilities at home and/or corporate locations, the issuance of charging cards that grant access to an extensive network of public charging stations. Recognize for its excellence, Ayvens received the "best advisory firm of the year" award by Motor Finance 2024 for guiding customers in transitioning to electric fleets, and tailored reporting instruments for fleet managers. This robust solution can be integrated with Switch option, described below.

Used car lease – through this proposition, Ayvens caters to a broader spectrum of customer segments, extending the lifespan of assets and encouraging a circular approach in vehicle operations. The multi-cycle lease is especially compatible with electric vehicles. As at 31 December 2024, *circa* 82,000 vehicles were leased under the Group's multi-cycle offer.

Ayvens Switch – offers the flexibility to customize vehicle needs based on specific circumstances, such as opting for a different car for holiday travel. The Switch service, currently available in 8 countries, includes the permanent use of an electric vehicle and the temporary use of a combustion engine/hybrid vehicle when the customer requires it, for a maximum of 60 days annually

Move – The Group's dedication to pioneering and eco-friendly mobility, as well as its commitment to influencing the future of the industry, is further demonstrated by the availability of the Move offer in the Netherlands, France, and Belgium. This product has a potential customer base that significantly exceeds that of conventional car leasing, as it caters to all employees of corporate clients, including those who do not qualify for company cars. By offering users a wide array of flexible and tailored travel options, Move capitalizes on multimodality, thereby aiding in the reduction of carbon emissions, all within a specified budget.

In particular, Ayvens Move provides corporates with:

- a centralized administrative management platform to define and control employees' mobility budgets and expenses;
- a CO_2 emissions report to quantify the reduction of their carbon footprint; and
- a dedicated team to provide support in the implementation of their mobility strategy.

Employees benefit from:

- a payment card for mobility services;
- a mobile application to help them plan their multi-modal trips; and
- a web interface to manage their mobility budget.

Furthermore, Ayvens has crafted a consulting service aimed at advocating for eco-friendly mobility solutions and assisting in the transformation of its customers' mobility characteristics **TCO calculator in Green Scorecard** – The platform promotes electrification by computing a vehicle's Total Cost of Ownership and CO_2 emissions and by benchmarking it with more sustainable alternatives. Green Scorecard is now live in France, the Netherlands, Italy and Austria and will be rolled out in 4 other countries in 2025.

Net Zero Programme in Green Scorecard – This tool supports customers in reaching their CO_2 reduction targets by building their CO_2 baseline for mobility and modelling projections based on the client's CO_2 reduction targets, calculation methodology, the integration of green cars, the renewal cycle of contracts, and the maturity of countries towards electrification. This tool has been fully digitalized in the Green Scorecard and is available in all our markets.

These new solutions are part of the Group's proactive policy to diversify engine types and promote sustainable solutions. They have proved effective. In 2024, EV (1) accounted for 40% of Ayvens' new passenger vehicle registrations in Europe (2).

3d coverage – With this product, initially proposed by LeasePlan, Ayvens goes beyond fleet insurance. This offer not only includes comprehensive insurance coverage and integrated Fleet Management services, but also a programme aiming at actively preventing risks. Thanks to smart technologies analysing driver behaviour and the root causes of accidents, the Fleet Safety Programme recommends preventive actions to drivers and fleet managers alike. The 3d coverage product is available in 23 countries.

Flexible solutions

These flexible solutions are offered in one or more countries where the Group operates depending on the maturity of the Full Service Leasing market and customer demand.

Ayvens Flex – Flexible leasing offers corporate clients a medium-term contract mobility solution, necessitating a shorter commitment period compared to a traditional full-service leasing product. In 2024, "Ayvens Flex" was introduced, combining the services of ALD Flex and FlexiPlan (LeasePlan). This solution, particularly suitable for B2B clients, provides immediate access to a vehicle with a minimal commitment of just one month. It includes the provision of new or pre-owned vehicles, sorted by category, for a fixed monthly fee. As at 31 December 2024, this product, which was available in 36 countries, represented 112,000 vehicles.

Car-sharing – The Group has developed corporate car sharing solutions referred to as "Sharing" utilizing a station-based service model. Sharing enables employees to select and reserve a vehicle from their company's fleet via the firm's car-sharing website and application, for either professional or personal use. Sharing presents a cost-saving solution for businesses by offering an alternative to costly short-term rentals and taxi services, while concurrently enhancing their environmental impact through the incorporation of electric vehicles into the corporate car sharing fleet. This service is presently operational in 8 countries

(1) Battery Electric Vehicles (BEVs), Plug-in Hybrids (PHEVs).
(2) European Union, UK, Norway, Switzerland.

1.3 Information technology

IT systems and telecommunications are an integral part of the Group's policy for managing points of sale and reservations across all distribution networks. The mission of the Group's central IT Department covers mainly the rental management system used by most subsidiaries, the online auction platform dedicated to professional dealers for the acquisition of used vehicles, and other important areas such as the MyAyvens platform. The Group's larger subsidiaries have their own IT Departments and generally their own platforms, which they manage locally with the help of external service providers where necessary. The Group's central IT Department approves the subsidiaries' IT budgets. Local IT teams are supervised locally. However, IT systems for smaller subsidiaries are generally managed by the Group's central IT Departments.

The central back-office systems (SOFICO MILES, ALDAVAR and NOLS) are the centrepieces of the Group's IT systems and cover most subsidiaries that do not have their own IT Department. These applications support all of the Group's back-office activities and processes and cover the entire contract cycle and asset base, as well as all vehicle service management. The Group's ALDAVAR and NOLS softwares are gradually being replaced by a solution recognised on the market, SOFICO MILES.

The Group seeks to offer innovative and inexpensive services. To do this, it invests regularly to maintain and improve its IT system. All IT projects are regularly and centrally evaluated in the light of business needs. Particular attention is paid to technical projects aimed at establishing and guaranteeing the continuity of services and their security. The added value of each application project aimed at maintaining and improving the operational capabilities of the system is assessed, in particular, with regard to revenue growth, cost reduction and compliance and legal risks.

An Information System Architecture and Strategy Committee is responsible at the holding level for verifying the conformity of the Group's IT strategy, around the main cross-functional pillars (Project Management Operations, Architecture, Infrastructure, Security, Data and Functional Processes). This strategy is in line with the guidelines given by Societe Generale (taking into account the specificities of the Group's activity). The Group has established security principles designed to reduce the risk of information leakage and external fraud, and to make the services provided on the Internet more reliable, while preserving the customer experience. The Group's security policy is defined in accordance with the security framework established by Societe Generale. Each Group entity must integrate its own needs and take into account the context (organizational, structural, legislative, regulatory, contractual and technological) in which it operates. All local information security policies must be validated in accordance with the specific Group policy. Each entity must designate a local Security Correspondent, who will be responsible for the IT security of the entity or region concerned. This Security Correspondent is required to apply the Group's procedures and to establish/update local security policies.

The Group's digital application environment comprises several major platforms developed internally or in partnership with certain customers and preferred suppliers from ALD and LeasePlan. These platforms are subject to continuous improvement or expansion to new countries or customer partnerships and will be rationalised into one single environment. Some modules and innovations also aim to encourage data-driven decision-making (Big Data), to adapt products and prices in real time (Dynamic Pricing) and, more generally, to accelerate digital development and strengthen the customer relationship management strategy (Cloud CRM). These particularities offer the Group the double advantage of benefiting from economies of scale by pooling its technical capital between several solutions, as well as the ability to rapidly deploy its solutions to all its subsidiaries.

LeasePlan's Next Generation Digital Architecture (NGDA) programme was launched in 2019 to deliver a harmonized and standardized global digital architecture. The first phase of the program consisted of an initial rollout to three entities with the intention of then rolling out the platform across the rest of the Group. After a strategic review of the programme was conducted following the closing of the LeasePlan acquisition, a decision was made by the Group to stop new developments across the NGDA perimeter. Following this decision, a revised transformation strategic plan was defined targeting the same objective: a global and standard IT platform (Global Mobility Platform) based on Societe Generale, ALD and LeasePlan best assets. However, the transformation path is very different from NGDA with a staggered approach decoupling transformations of distribution (customer channels, client engagement solutions), product factories and foundations. This phased approach enables a flexible adjustment to financial trajectory and can be prioritized per geography and/or value chain (based on business cases). It starts in 2025 with several strategic initiatives: rationalizing infrastructure through Societe Generale, moving to one global CRM (ALD's one) and decommissioning redundant applications.

For more information on IT risks, see section 4.1.4.1 "IT and cybersecurity risks" of this Universal Registration Document.

1.4 Strategy

The following discussion of Ayvens' results of operations and financial condition contains forward-looking statements. Ayvens' actual results could differ materially from those that are discussed in these forward-looking statements. Factors that could cause or contribute to such differences include those discussed below and elsewhere in this Universal Registration Document, particularly under "Risk Factors".

Having established a leadership position through its "Move 2025" strategic plan and the acquisition of LeasePlan, Ayvens intends to lead the sector's transformation under the "PowerUp 2026" plan. The objectives are to achieve excellence in its operating platform and deliver synergies and superior financial return through the successful integration of LeasePlan and the launch of a new brand. Ayvens' long-term strategy is to leverage on the power of leadership to shape the future of mobility by addressing fast-growing markets and fostering innovation towards new mobility like Mobility-as-a-Service (MaaS) and connected and autonomous cars. Ayvens' strategic ambition is to become a Leading Global Sustainable Mobility Player.

1.4.1 Megatrends and vision for 2030

Ayvens is a unique position to lead the rapidly changing mobility ecosystem in the context of long-term megatrends:

- electrification is progressing under the effect of regulatory factors and increased climate risks awareness. The transition from ICE cars to EVs (BEVs and PHEVs) has reached an inflection point and EVs are becoming more attractive and affordable. The speed of transition has also turned out to be volatile, as we have witnessed with the recent material slow down in EV deliveries. This, however, does not change the long-term trend;
- behavioural trends such as the changing face of urban mobility and the shift from ownership to usership will foster the development of car leasing on the consumer segment and new solutions like flexible leasing and multi-cycle/used car lease;
- new opportunities from digital will arise, as "on-demand" mobility and seamless digital customer journeys are becoming essential for customers and data-driven value propositions emerge;
- the rise of digital models will also fragment and expand the traditional value chain as niche players will emerge, creating new ecosystems with new competitors but also opportunities for partnerships;
- competition in the industry is changing, with continuing OEMs consolidation and the entrance of new players (EV and non-European players, new mobility and tech players), also creating opportunities for partnerships.

Based on these megatrends, Ayvens' long-term vision for 2030 is to become a global mobility platform, offering all types of mobility on the path towards zero emissions and where circular economy in the form of multi-cycle lease will have more emphasis. Cars will become increasingly connected, and eventually fully autonomous, and mobility will move beyond the car towards Mobility-as-a-Service (MaaS), by including different modes of sustainable transportation.

In this context, it is critical for Ayvens to achieve excellence to further strengthen its operating platform capabilities and leadership position in the market to lead the sector's transformation and shape the future of mobility over the long term. These strategic ambitions have been translated into the "PowerUp 2026" plan, which is based on three major promises and one commitment.

1.4.2 "PowerUP 2026" strategic plan: becoming a leading global sustainable mobility player

Promise #1: Our job is to make **sustainable mobility easy**, so clients can focus on their core business – 4 pillars (power of choice, sustainable mobility, power of scale, powerful engine)

1.4.2.1 Power of choice: We will grow selectively, balancing volume, profitability and risk

The Group's promise is to be the industry player offering the widest range of products, truly multi-channel and multi-brand. We have shaped our growth strategy accordingly, in which Ayvens balances volumes and profitability, and focus on:

Selective growth by countries

The Group is active in 41 countries and need to carefully consider where to deploy resources. On an annual basis, each country's market outlook, risk profile and ability to grow profitably is assessed, leading to selective growth by country.

Selective growth by channels

The Group covers all existing market segments, from retail customers to corporate clients, *via* their preferred channel ranging from direct, digital, and indirect *via* partnerships. Ayvens' strategy is to protect volumes and its most strategic clients, boost the SME segment to balance profitability, and selectively grow in the OEM segment.

Selective growth by products

Ayvens' existing product range covers full-service leasing and Fleet Management, and the Group is continuously adding to its product range (*e.g.* Electric Vehicles, Light Commercial Vehicles, Flexible contracts, Insurance), which is essential to maintain its unique selling point and profitability.

LCVs help profitability and build resilient portfolios, multi-cycle lease (MCL) consumes less capital and fosters ROTE, while insurance adds on service margins.

1.4.2.2 Sustainable mobility: We will lead the way to sustainable mobility

Ayvens' promise is to make it easy for its clients to choose the greenest solution. Although the road to full electric mobility turns out to be more volatile as intially expected, most of its clients are committed to making the transition to net zero. As a result, Ayvens has updated its approach, in which the Group guides clients to the greenest solution within the limit of their budget. To bring this to practice, Ayvens has defined the following action plan:

Developing advisory services on a wide range of alternatives both within and beyond electrification

Ayvens will help clients reduce costs, while simultaneously reducing their CO_2 footprint with a diverse range of alternatives, ranging from reducing their mobility need and offering mobility alternatives, adapt the size of their vehicles or extend the contract duration, improving occupancy rate, to better energy efficiency (EV, alternative powertrains or fuels and, eco driving).

Next, Ayvens will advise clients how to adapt their electrification strategy to market readiness (TCO level, EV maturity scoring), helping them make the move at the right moment, for the right drivers.

Ayvens will support clients with its extensive consultancy toolbox (Right sizing tool, TCO calculator, Net Zero Program, EV readiness study, OEM selector, OEM scorecard, etc.).

Continue to "make electrification simple" for its clients with our CPO (Charge point operator) and eMSP (electric Mobility Service Provider) white-labelled offers

Making electrification simple requires easy access to and use of charging, Ayvens therefore aims to provide best-in-class charging installation and operations. The quality of services from CPO partners will have our focus here. Next, within Ayvens' eMSP services, it will provide access to charging through a charging card and/or mobile app which will enable charging from home, the workplace and public networks. Finally, for fleet managers, the Group will offer them the right monitoring tools to optimize their TCO. By the end of 2026, Ayvens aims to reach 100k home chargers and have the Ayvens eMSP proposition launched in six markets.

1.4.2.3 Serve clients through powerful engine

The Group's promise is to provide seamless mobility services, thanks to its powerful digital engine and operational excellence, which implies:

Delivering a unique & seamless Customer Experience

The Group believes it is key to always remember that its customers are the reason it exists and to nurture strong customer empathy and a "can do" attitude. Ayvens focuses on earning and keeping customer trust, making customer experience a key differentiator. Ayvens has set ambitious targets and aims to deliver these by continuously capturing customer feedback, collect, analyze, and utilize customer data to deeply understand customer's needs & expectations.

Delivering excellent in-life management of vehicles and contracts

Ayvens aims at creating a robust engine in earning assets management and leasing, supporting a sustainable mobility eco-system engaging clients, users, and supplier networks. This engine is fueled by our scale & experience, trusted supply chain network, continuous quality monitoring, excellent tooling to track performance, optimized processes for quality, cost and efficiency, and data science.

Digitalization will support process-and service-levels

The Group's new IT Strategy focuses on creating standard products and processes, supported by one global scalable digital platform. Ayvens aims to accelerate customer experience, whilst retaining the vision to realize the Global Mobility Platform of Societe Generale, and distributing a multitude of mobility products and proposing mobility products inside the bank's customer experience.

Leveraging remarketing capacities to foster multichannel, multicycle and flex

Remarketing will be at the core of our earning assets management capacities, aiming to remarket high-quality used cars for competitive prices through multi-cycle and sales offers. It is seen as an enabler to become a multi-channel mobility player with scaled capabilities for multi-cycle deployment of assets, by focusing on maximizing bottom line results from end-of-contract vehicles through continuous optimizations and strong community-building.

1.4.2.4 Power of scale: We will bring our clients the power of scale

The Group's promise is to be a market leader and bring value for money to its clients and shareholders, which implies:

Being a leader, globally and locally

Ayvens has an unmatched geographical footprint covering 41 countries directly and 16 countries indirectly *via* partners, which is one of its unique selling points to maintain a leading position in the multinational segment. We roughly distinguish three geographies:

- Mature European markets: the Group is market leader in these markets, fully covering all channels and segments. Strong innovation capacity and an unmatched product range. Additional growth comes mainly from SME and Consumer;
- Rest of Europe: the Group's larger clients requests Ayvens' presence in these markets and our business model is transitioning from corporates-only to other segments as well;
- Latin America, Asia and others: large blue chips accounts are the core business, but the Group sees a high growth opportunity as these markets mature.

Leveraging size to buy cheaper

Our size provides unique capabilities around procurement. We have a leading vehicle selection and configuration process through bulk purchasing and pre-configured vehicles. After sales steering is done proactively to our preferred network and partners to ensure the best service, quality, and cost-efficiency, supported by digital tooling for proactive cost-control and post-event analytics.

Leveraging size to mutualize costs

The combination of legacy ALD and legacy LeasePlan allows to mutualization of indirect costs and investments (*e.g.* sustainable product offering, digital platforms, innovation, marketing) to generate long-term efficiency beneficial to its customers and reinforce competitiveness.

Promise #2: Our people make the difference, and we bring together the best talents in the mobility industry – 4 pillars (growth & performance, people experience & engagement, culture & conduct, diversity, equity & inclusion)

Ayvens' people are key to its success. To help them achieving their potential, the Group has defined four key pillars and a strategic HR function to ensure its people will make the difference.

Growth & Performance

The Group invests in its people to help them grow, develop required competences, and deliver the best results. Ayvens believes that building leadership capabilities combined with rewards and incentives as well as expertise and experience on the job, results in growth in our people, ultimately leading to better customer service and performance. Additionally, it will develop the next generation of leaders. To periodically measure our success in this area, it has defined a Key Performance Indicator (KPI) on internal mobility.

People Experience & Engagement

We take care of our people so that they will take care of our customers, stakeholders and the environment. Ayvens operates in a service business which requires motivated people, assisting its customers. As an organization and especially through its leaders and managers, it is its responsibility to create a working environment that makes its people feel at home and excited to bring their best to deliver customer service. The Group takes care of its people so that they will take care of its customers, stakeholders and the environment. Ayvens periodically measures its success in this area based on Employee engagement.

Culture & Conduct

Culture drives performance in a people industry. The Group's behaviour is guided by its strong, values-driven culture that links one-to-one to its strategy and belief that customers are the reason it exists. Its *culture manifesto* captures the key beliefs and guiding principles that should guide the behaviour of all our employees. These key beliefs are 1) Customers are the reason we exist, 2) Its people make the difference, and 3) Acting responsibly is the key to our growth. Its corresponding guiding principles are 1) Collaboration, 2) Authenticity, 3) Curiosity and 4) Commitment.

Diversity, Equity & Inclusion

Diverse organizations are more innovative and balanced in decision-making. Therefore, the Group fosters and develops an organization that celebrates and benefits from diversity in people and ideas. Ayvens aims to develop an ethical, inclusive and progressive environment in which people can thrive, feel safe and be themselves, irrespective of who they are. The Group is convinced this will also help to develop the best ideas in making life flow better for its customers and society. To periodically measure its success in this area, it has defined a KPI around the share of women in top positions.

The Group HR function acts as a strategic partner to the business, close to staff and managers and enabled by digital tools and standardized processes, in a data-driven way.

Promise #3: Acting responsibly is the key to our future and being part of the solution benefits all of our stakeholders – 3 pillars (ESG, Risk & Regulatory and Financial Performance)

The Group's promise is to be a responsible company, committed to ESG, safe from a risk and regulatory perspective and demonstrating strong and solid financial performance.

Commitment to place sustainability at the heart of the purpose and mission

Regarding climate change, the Group believes it can be part of the solution by offering sustainable mobility solutions to a broader audience than ever before. Furthermore, with a large value chain and expanding business model, it has the opportunity to use every touchpoint throughout the customer journey to make a positive end-to-end impact. Next, it aims to mitigate the negative impact inherent to its business and maximise the positive impact it can make for all its stakeholders by embracing the ESG mindset and by rethinking how it defines growth and success. Finally, as a market leader, being listed and regulated, Ayvens complies with increasing regulatory requirements and acts with exemplarity and transparency.

Four sustainability pillars

For all pillars, three KPIs were formulated including ambitious targets. Finally, the Group has aligned its pillars with the widely recognized UN Sustainable Development Goals (SDGs) and it contributes significantly to 13 out of 17 goals

Managing risks in a responsible way

Acting responsible also means having sound and strict risk management of the main risks associated with its business. The Group distinguishes two types of core risks inherent to our business:

Credit risk

The Group's main mitigant is its legal ownership of the assets which facilitates repossession of vehicles when needed. Next, it has a sound rating profile of its corporate client portfolio. Finally, cars are often essential for its clients' activity and one of the last services they stop paying for.

Asset risk

The Group main mitigants are the prudent and robust residual value setting process, involving local and central experts, for which it has a strong central control framework in place which supports the residual value management throughout the different points in the asset's lifecycle. Next, a global leading digital remarketing platform and the proven capability in multi-cycle leasing. Finally, the existence of a permanent and active second-hand market ensures a steady and predictive demand for used vehicles.

A particular focus within this subject is the volatility of Electric Vehicle Residual Value (EV RV) risk (notably crystalized by list price decreases), for which we have reinforced the EV RV setting framework as part of the updated EV strategy. Next, to further mitigate EV RV risk, a set of actions was defined and implemented (right sizing, contract extensions, asset protection mechanisms, international remarketing trading, enhance multi-cycle lease, etc.). To orchestrate the elements above in a comprehensive manner, a transversal EV program was set up.

Next to these core risk types, we have operational, structural, insurance and model risks which are mitigated *via* a reinforced control framework on operational, model and compliance risks as required for a regulated entity together with dedicated resources addressing new/increasing risks (ESG, IT risks, etc.).

To further nurture a deeper sense of responsibility with all individuals in the Company, a specific focus on conduct is developed where Ayvens will have its culture on conduct guiding its behavior. A specific Risk awareness program was set up helping to foster a culture where controlled risk taking will enable sustainable growth.

A commitment to ensure successful integration between ALD and LeasePlan: delivering synergies and aligning the operational model will be key for the success of our Strategy

Ayvens is fully committed to delivering on the LeasePlan integration. The main areas of synergies are in procurement, service & operations, insurance, real estate, Information Technology ("IT") and headcount. The annual gross synergies have been estimated at EUR 440 million (before tax) and are expected to fully materialize by 2026, in line with the PowerUP 2026 targets.

The integration of ALD and LeasePlan is progressing with ambitious objectives for 2025: client satisfaction, numerous IT migrations, and stretched operating expense and synergy targets.

- Legal restructuring: Ayvens was able to transfer shares of LeasePlan entities from LeasePlan Corporation N.V. to Ayvens SA (only Brazil remains subject to BACEN approval). These transfers have allowed for the legal restructurings (mainly through mergers) of local ALD & LeasePlan entities. Indeed, as at the beginning of February 2025, this has resulted in the creation of 8 merged entities (see Chapter 2 section "Structure of Ayvens Group"). The local legal restructuring process will continue during 2025.
- Customers: The launch of the Ayvens brand is being rolled out as planned with almost 41 entities (86%) finalized. One of the key milestones achieved was the successful launch of the brand for Ayvens Bank in the Netherlands in October 2024. Financial pricing alignment is almost achieved across the entities. Customer satisfaction and the impact of the integration on customers are key attention points.
- IT migration: Major IT integration milestones have been already reached with the 7 countries going live as of beginning of February 2025. The remaining IT migrations will be spread over 2025 and a few in 2026. At global level, the implementation of corporate tools (mainly for central functions) is progressing. IT decommissioning has also started and will continue into 2026.
- Regulatory: Significant progress in setting up the CRCO (Risk & Compliance) department has been made. The central teams have been successfully structured and organized, reaching their target configuration with clear segregation of roles between LOD1 and LOD2, while in the entities progress in this area is in line with the plan. A comprehensive governance framework has been deployed effectively, with a set of central and local committees to cover all risk and compliance stakes.
- People: N-2 appointments are finalized at central and local levels and N-3 appointments will progressively continue while managing operating expenses strategy. Relocation to one single office is also very important for employee bonding, but is dependent on the duration of the existing leases to limit the cost of breakage fees. As of today, 9 entities have been relocated, and the process will continue until 2026.

Regarding synergies, the total realized synergies in 2024 is EUR 121 million and these are in line with PowerUP 2026 targets of EUR 120 million for 2024. 2024 synergies are split in gross operating income (on sales, insurance, procurement) and in operating expenses reductions (staff, real estate, IT, others).

1.4.3 2026 financial objectives

Ayvens' financial objectives to 2026 reflect the Company's ambition to grow its activity strongly throughout the period, while substantially improving its operating efficiency to best-in-class levels and maintaining robust solvency levels:

- Earning assets CAGR of 6% between 2023 and 2026;
- Annual pre-tax gross synergies: EUR 440 million in 2026;
- Cost/income ratio (excluding Used Car Sales results) of *circa* 52% in 2026;
- Return on Tangible Equity in the range of 13%-15% in 2026;
- Target CET1 ratio at *circa* 12% and Total Capital ratio at *circa* 16%;
- Dividend payout ratio at 50%.

An established issuer on the market, Ayvens has the best long-term senior unsecured debt credit ratings among multi-brand car leasing players: Moody's A1/negative, Standard & Poor's A-/stable and Fitch A-(long-term *Issuer Default Rating "IDR"* BBB+/stable). The Group expects to issue EUR 4-5 billion in bonds annually through Ayvens, EUR 1-1.5 billion in securitization, while increasing its retail deposits base by *circa* EUR 1 billion p.a.

On successful completion of "PowerUP 2026", Ayvens will shape the future of mobility and address fast-growing markets from a clear leadership position, combining undisputed industry leadership, the best position for capturing growth and leading the transition to sustainable mobility, best-in-class operating efficiency, a robust financial profile and a strong track record of high profitability through the cycle.

2

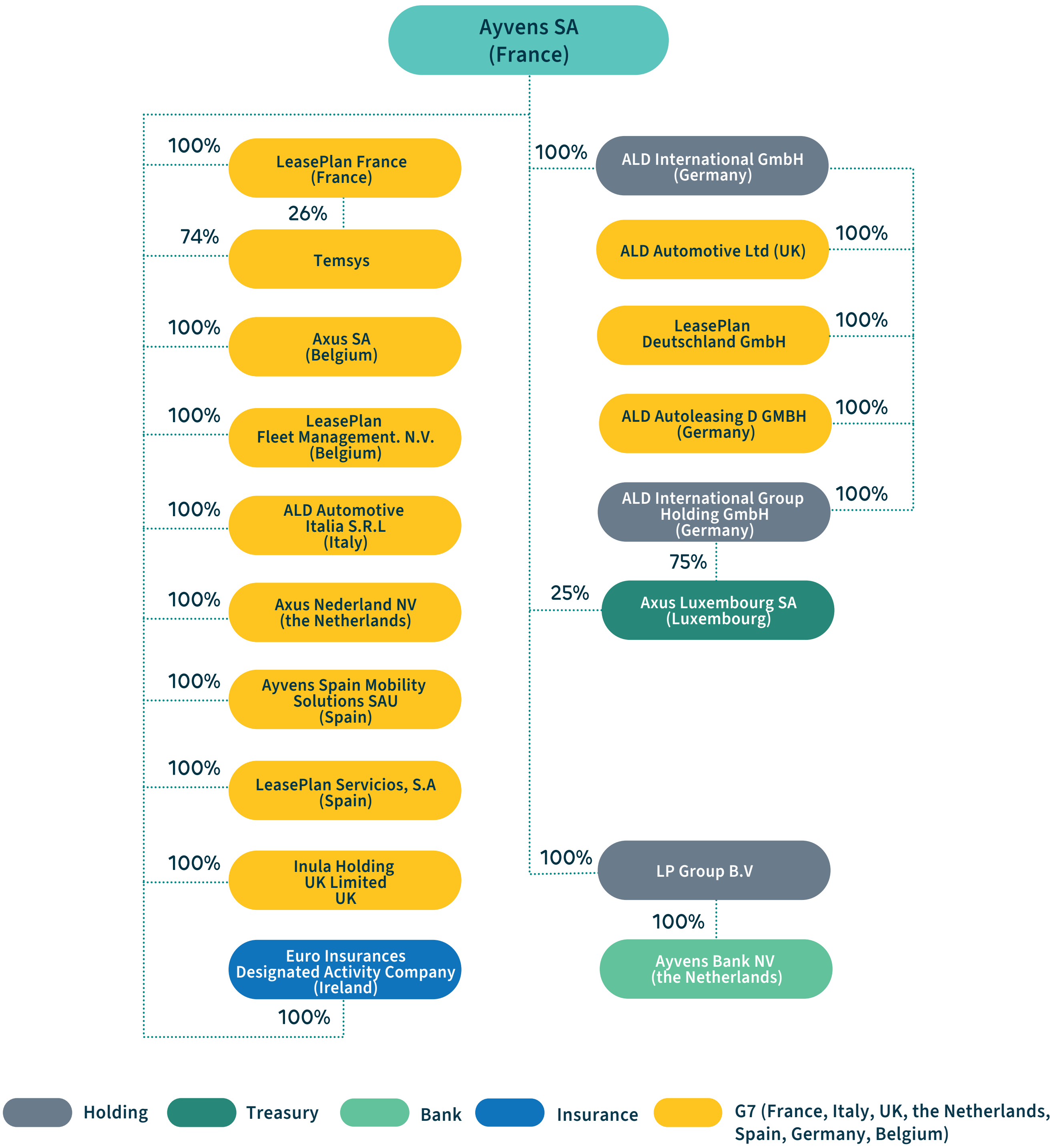
Management report

Structure of Ayvens Group

The simplified organisational chart below sets forth the legal organisation of the Group as at the date of this Universal Registration Document. The percentages indicated represent the percentages of share capital.

Ayvens SA does not carry out any leasing activities itself. Its primary role is to act as a holding company for the Group subsidiaries, to set the strategic direction of the Group, and to supervise the activities of the individual operating companies of the Group. In May 2023, following the acquisition of LeasePlan, which holds a banking licence, Ayvens SA became a Financial Holding Company, a regulated institution supervised by the European Central Bank. Ayvens's central functions include notably the following key activities:

- supervision and support to the subsidiaries;
- management of relationships with Large Corporate Accounts and partners;
- central procurement activities to negotiate volume bonuses with manufacturers and other suppliers (such as tyres, short term rental, etc.);
- treasury, central funding (including administering the Group's EMTN bond issues);
- finance;
- investor relations;
- communication;
- transformation and integration;
- human ressources;
- corporate and social responsibility;
- pricing;
- legal and corporate affairs;
- risk and compliance;
- digital and IT.


Ayvens SA (France)
100%
LeasePlan France (France)
26%
74%
Temsys
100%
Axus SA (Belgium)
100%
LeasePlan Fleet Management. N.V. (Belgium)
100%
ALD Automotive Italia S.R.L (Italy)
100%
Axus Nederland NV (the Netherlands)
100%
Ayvens Spain Mobility Solutions SAU (Spain)
100%
LeasePlan Servicios, S.A (Spain)
100%
Inula Holding UK Limited UK
Euro Insurances Designated Activity Company (Ireland)
100%
100%
ALD International GmbH (Germany)
100%
ALD Automotive Ltd (UK)
100%
LeasePlan Deutschland GmbH
100%
ALD Autoleasing D GMBH (Germany)
100%
ALD International Group Holding GmbH (Germany)
75%
25%
Axus Luxembourg SA (Luxembourg)
100%
LP Group B.V
100%
Ayvens Bank NV (the Netherlands)
Holding
Treasury
Bank
Insurance
G7 (France, Italy, UK, the Netherlands, Spain, Germany, Belgium)

Subsidiaries

Main subsidiaries

The main direct or indirect subsidiaries of the Company are described below.

Temsys SA (France), a limited liability company (*société anonyme*), is wholly owned by the Company. Its primary corporate purpose is the acquisition, sale and long-term leasing of cars and insurance brokerage. Temsys SA indirectly holds 100% of Parcours SAS.

ALD Automotive Italia SRL (Italy), a limited liability company (*societa a responsabilita limitata*), is indirectly wholly owned by the Company. Its primary corporate purpose involves the short and long-term leasing of vehicles, the sale and purchase of road transport vehicles, the operation of garages and machine workshops, the maintenance and repair of road transport vehicles both directly and *via* third parties and the provision of ancillary services.

ALD Automotive Group Limited (UK), a limited liability company, is an indirect subsidiary wholly owned by the Company. Its primary corporate purpose is the renting and leasing of cars and light motor vehicles.

ALD Autoleasing D GmbH (Germany), a limited liability company, is an indirect subsidiary wholly owned by the Company. Its primary corporate purpose is the short-, medium- and long-term leasing of all types of moveable goods, in particular German and foreign cars.

Ayvens Spain Mobility Solutions SAU (Spain), a limited liability company (*sociedad anónima*), is indirectly wholly owned by the Company. Its primary corporate purpose is the study, coordination, planning, calculation of costs and management of the purchase, sale and non-financial leasing of vehicles and vehicle fleets for individuals and legal entities, public or privately owned, and the administration, advising and optimisation of costs of these and related activities and the activities of insurance agent.

Axus SA (Belgium) is a limited liability company (*société anonyme*). Its primary corporate purpose is the manufacture, trade, operation, rental, including financial leasing, of all elements relating directly or indirectly to motor vehicle equipment, equipment relating to other means of transport, mechanical engineering or other. Furthermore, the Company is able to offer all mobility services and solutions, both in terms of travel, workspaces and connections, and is an intermediary for companies providing mobility solutions.

Euro Insurances DAC (Ireland), trading under the name Ayvens Insurance, a Designated Activity Company limited by shares, is wholly owned by the Company. Its primary corporate purpose is to deliver carry out the motor insurance and reinsurance products business (CASCO and MTPL programs) to Group entities.

Axus Luxembourg SA (Luxembourg), a limited liability company, indirectly wholly owned by the Company. Its primary corporate purpose is the leasing of moveable assets of any kind and real property and assistance in the financing of companies in which it has an interest.

Axus Nederland BV (the Netherlands), a private limited liability company (*besloten vennootschap*), is indirectly wholly owned by the Company. Its primary corporate purpose is the sale, purchase, renting, leasing, import and export of trade goods, and in particular motor vehicles, as well as the holding of companies. It also provides financial, managerial and administrative services to such companies.

Ayvens Bank NV (the Netherlands), a private limited liability company (*naamloze vennootschap*), is an indirect subsidiary wholly owned by the Company, that focusses on attracting retail deposits. Ayvens Bank NV holds a banking licence allowing it to raise deposits under the Dutch deposit guarantee scheme and it operates as an online retail savings bank for private individuals in the Netherlands and Germany.

For more details, see Section 6.2 “Notes to consolidated financial statements”, note 41 “Scope of consolidation” in this Universal Registration Document. For more details on recent disposals and acquisitions, see Section 6.3.1 “Changes in the scope of consolidation in the year ended 31 December 2024” in the consolidated financial statements and Section 2.1.4.1 “Historical investments” of this Universal Registration Document.

Relationship with Societe Generale and funding

Funding

As at 31 December 2024, Societe Generale accounted for 26% of the Group's funding net of short-term deposits on an arm's length basis. The remaining 74% consisted of secured and unsecured funding, primarily raised from debt capital markets, securitizations, external banks and retail deposits collected in the Netherlands and in Germany.

The Group benefits from an intra-group funding agreement applicable to entities of Societe Generale. This agreement provides the terms and conditions of the loans which can be granted by Societe Generale or any of its subsidiaries to other Societe Generale entities. The agreement is of unlimited duration and cancellable by each party with one month's notice, with existing loans remaining subject to the agreement until repayment. The funds provided by Societe Generale are granted *via* Societe Generale Paris, Societe Generale Luxembourg and some local Societe Generale branches and subsidiaries. Societe Generale Paris and Societe Generale Luxembourg finance Ayvens SA *via* the central treasury of the Group, which in turn grants loans denominated in different currencies to the Group's operating subsidiaries as well as to its intermediate holding companies. As part of the liquidity management strategy, the Group treasury also places excess cash from borrowings and bonds proceeds on short-term deposits with Societe Generale.

As at 31 December 2024 the net outstanding financial debt [1] with Societe Generale stood at EUR 12,511 million of which deposits amounted to EUR 4,931 million (2023: EUR 13,330 million and EUR 2,685 million respectively). The net debt with Societe Generale included EUR 1,500 million of subordinated Tier 2 debt. The average residual maturity of senior debt was 1.5 years.

Upon closing of the LeasePlan acquisition, Ayvens issued EUR 750 million of Additional Tier 1 hybrid capital (AT1), fully subscribed by Societe Generale, whose purpose is to ensure the maintenance of an adequate management buffer over all solvency ratios. This AT1 capital is accounted for as equity instrument.

The Group intends to maintain its strong funding diversification in the coming years.

Ayvens is included in Societe Generale's overall liquidity risk management.

Other shared functions

The Group and its local subsidiaries have entered into agreements with Societe Generale for the provision of certain intra-group corporate services. These services are provided by various divisions of Societe Generale and include the central administration departments, as well as financial, legal, audit, risk management and compliance, tax, human resources, insurance, and IT infrastructure services. For these services, Societe Generale charges Ayvens an intra-group corporate services fee, which Ayvens then re-charges to the relevant subsidiaries.

These intra-group service fees are determined on an arm's length basis and the charge is distributed amongst the subsidiaries benefitting from the services, using a formula for transfer prices. They cover the direct and indirect costs incurred in the provision of services, plus a margin reflecting normal market conditions. These tripartite agreements are concluded for an initial term of one year and automatically renewed from year to year unless terminated by either party with three months' notice.

The Group has a contract with SG Global Shared Services Centre (India), with which the Group subcontracts IT services including development, maintenance and support of international applications. The Group also subcontracts some technical infrastructure services to Societe Generale, mainly in France.

The Group's relationship with Societe Generale includes other administrative aspects. The Group shares premises with Societe Generale's business divisions, mainly in France and Denmark.

For more information, see Section 3.8 "Related-party transactions" and note 36 "Related parties" in Section 6.2 "Notes to consolidated financial statements" of this Universal Registration Document.

(1) *Funding figures quoted in this section are net of short-term deposits and equity reinvestments and exclude overdraft and accrued interest with Societe Generale.*

2.1 Analytical review of 2024 activity

2.1.1 Key indicators

The following table presents the Group's key performance indicators (KPIs) for the financial years ended 31 December 2024, 2023 and 2022.

(in EUR million)	**Year ended 31/12/2024**	**Year ended 31/12/23 (1)(2)**	**Year ended 31/12/22 (3)**
Leasing margin	1,070.7	775.5	758.8
Services margin	1,626.5	1,250.9	715.1
Used car sales result and depreciation adjustments	317.1	883.1	1,170.0
GROSS OPERATING INCOME	**3,014.3**	**2,909.5**	**2,643.9**
Total Operating Expenses	(1,899.3)	(1,591.6)	(882.7)
Underlying cost/income ratio (4)	63.2%	62.8%	53.2%
Cost of risk (Impairment charges on receivables)	(128.5)	(70.7)	(46.1)
Cost of risk as % of Average earning assets *(in bps)* (5)	24	18	20
Other income/(expense)	(2.2)	(28.7)	(50.6)
OPERATING INCOME	**984.2**	**1,218.5**	**1,664.5**
Share of profit of associates and jointly controlled entities	10.1	6.4	1.7
PROFIT BEFORE TAX	**994.3**	**1,224.9**	**1,666.1**
Income tax expense	(284.2)	(359.4)	(446.0)
Result from discontinued operations	-	(77.6)	-
Non-controlling interests	(26.6)	(27.9)	(4.7)
NET INCOME GROUP SHARE	**683.6**	**760.0**	**1,215.5**
Other data *(in %)*			
Return on Average Earning Assets (6)	*1.3%*	*2.0%*	*5.1%*
Return on Tangible Equity (7)	*8.6%*	*11.5%*	*26.4%*
Total equity on total assets (8)	*14.8%*	*15.3%*	*22.0%*
Common Equity Tier 1 ratio (9)	*12.6%*	*12.5%*	-

(1) LeasePlan consolidated from 22 May 2023.
(2) Including restatement of income statement and balance sheet in 2023. See section 2.1.3.3 for further detail.
(3) FY 2022 was restated for i) IFRS 17, which applies from 1 January 2023 and ii) Change in GOI presentation as described in section 2.1.3.3
(4) See section 2.1.3.3 for the definition.
(5) "Cost of risk as % of Average earning assets" means the impairment charges for any period on receivables divided by the arithmetic average of earning assets at the beginning and the end of the period. In 2022, earning assets include entities held-for-sale in Russia, Belarus, Portugal, Ireland and Norway except NF Fleet Norway.
(6) "Return on Average Earning Assets" means Net income for the financial year for any period divided by the arithmetic Average earning assets at the beginning and the end of the period. Earning assets is defined in the table below. In 2022, Average earning assets include entities held-for-sale.
(7) See section 2.1.3.3 for the definition.
(8) "Total equity on total assets" means total equity before non-controlling interests for any period, divided by total assets, as presented in the consolidated financial statements. See Section 6.1.2 "Consolidated statement of financial position".
(9) See section 2.1.3.3 for the definition.

(in EUR million)	Year ended 31/12/24	Year ended 31/12/23	Year ended 31/12/22
TOTAL FLEET (IN THOUSANDS OF VEHICLES) [(1)]	**3,288**	**3,420**	**1,806**
o/w Full Service Leasing activity (on balance sheet) [(1)]	2,616	2 709	1 464
o/w Fleet management (off-balance sheet) [(1)]	672	710	342
EARNING ASSETS [(2)(3)]	**53,565**	**52,055**	**24,798**
Rental Fleet [(4)]	51,550	49,791	24,082
o/w residual value	*33,133*	*32,829*	*15,869*
Amounts receivable under finance lease contracts	2,015	2,264	716
Other data:			
Average earning assets [(4)(5)]	52,810	38,426	23,643

(1) Reported total fleet, including LeasePlan's fleet from 2023.
(2) "Earning assets" corresponds to the net carrying amount of the rental fleet plus receivables on finance leases. In 2022, earning assets include entities held for sale.
(3) LeasePlan consolidated from 22 May 2023.
(4) "Rental fleet" as presented in the consolidated financial statements. See Section 6.1.2 "Consolidated statement of financial position".
(5) "Average earning assets" means, for any period, the arithmetic average of earning assets at the beginning and the end of the period .

2.1.2 Ayvens activity

2.1.2.1 Sustainable growth

In the context of high inflation and interest rates which negatively impacted the margins in 2023, Ayvens implemented a sustainable growth strategy, aiming at generating profitable and long term growth for its stakeholders, enhancing protection of the value of its lease assets in a fast changing environment.

In a structurally high-growth mobility market, Ayvens is best positioned to provide value, as a multi-brand player offering the best-in-class product range and service quality and its expertise and scale to allow clients to lower total cost of mobility. Ayvens has utilised its strengths which have been key to successfully implement its strategic plan to improve its profitability.

Throughout 2024, key actions were taken to optimise profitability:

- Contract portfolio was fully reviewed: countries, client segments, distribution channels and products;
- Pricing discipline increased thanks to the timely update of pricing parameters, the activation/inclusion of indexation clauses in new contracts (e.g. inflation) along with the repricing of contract extensions and modifications in the context of higher interest rates;
- Continuous improvement in service penetration and upselling, by expanding value added services to clients: Electric, Light Commercial Vehicles, insurance;
- Excellence in operational efficiency, by improving asset utilization (flexible fleet, terminated vehicles);
- Improved management of the order book helped by decrease in vehicle delivery times.

This journey towards sustainable growth has also been strongly supported by Ayvens' customers and partners. Its leading commercial franchise in the international corporate segment expanded further, with Ayvens recording several commercial successes in the large international corporates segment. Ayvens has also pro-actively developed and renewed partnerships with top-rated car manufacturers, to whom it offers a seamless access to its platform and serves their clients with its outstanding leasing and digital capabilities. These partnerships, notably with BYD, Volvo, Kia and Hyundai Capital to name a few, will contribute to fuel future growth in retail segments.

In addition, at a time when transition to electric vehicles presents transformative but challenging opportunities, Ayvens has managed the change in a responsible manner by setting up a dedicated EV framework in 2024 which draws on past experiences and strong knowledge of EV technologies built by Ayvens's experts. This set-up ensures adequate valuation of new lease assets throughout their life cycle and all residual values on new BEV and PHEV contracts are strictly monitored in order to onboard a sound EV asset value.

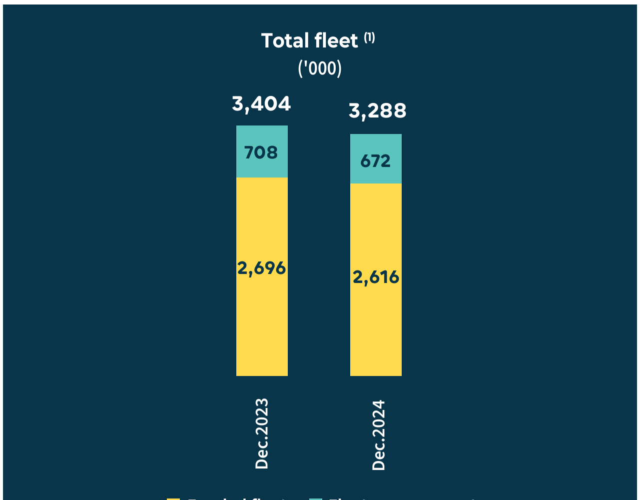
Delivering on its strategic and financial roadmap in 2024, the Group's selective commercial approach resulted in fleet volumes decreasing by 3.4% [(1)] whilst earning assets were up by 2.9% year-on-year due to the price effect. EV's onboarding has been managed responsibly by being ahead of the market in lowering residual values, favouring sustainable growth over short term gains. At the same time profitability improved as Ayvens underlying margins turned around sharply with 34 bps increase in Q4 2024 *vs* Q4 2023 and with a gradual improvement throughout 2024.

Total fleet and earning assets

Ayvens' total fleet stood at 3,288 thousand vehicles as at end December 2024, down by 3.4% compared to end December 2023. The proactive reduction of fleet was notably significant in several countries such as Turkey, the UK and some segments in Germany, where market dynamics have been less attractive than in others. Full-service leasing contracts reached 2,616 thousand vehicles as at end December 2024, down 3.0% year-on-year. Thanks to a normalised delivery time, the order book has largely stabilized at the end of 2024.

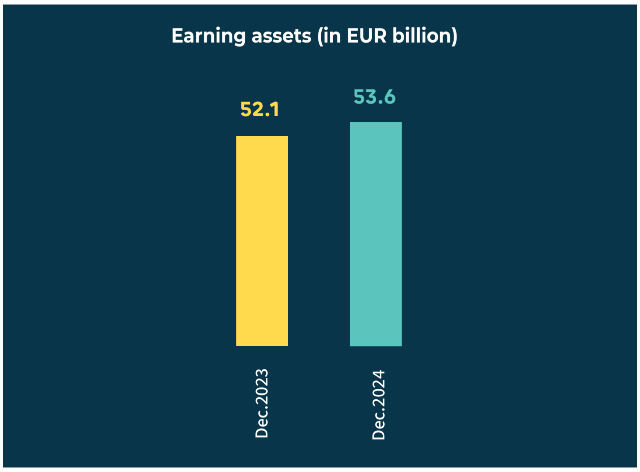
(1) On a like-for-like basis.

Fleet Management contracts decreased by 5.1% *vs* December 2023, to reach 672 thousand vehicles. This decrease is mainly attributable to Ayvens France, as a result of the contract profitability review.

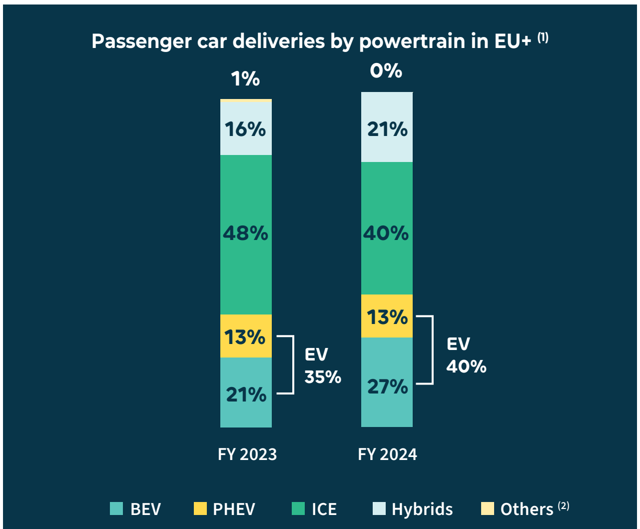


1. *Management information, on a like-for-like basis*

Earning assets increased by +2.9% year-on-year from EUR 52.1million as at 31 December 2023 to EUR 53.6 billion as at 31 December 2024.



EV penetration reached 40% of new passenger car registrations over 2024 *vs* 35% in 2023. Ayvens' BEV and PHEV penetration stood at 27% and 13% respectively in 2024.



1. *Management information, on a like-for-like basis*
2. *Fuel cell, Gas and Flex Fuel*

2.1.2.2 Key strategic initiatives

Delivering on synergies and integration

LeasePlan integration has progressed at a steady pace since the obtention of the Declaration of no-objection and, thanks to the strong dedication of Ayvens' employees, all key 2024 milestones have been achieved.

As a result, synergies have been delivered in line with our objectives, at EUR 121 million of pre-tax synergies in 2024 to be compared with EUR 120 million target. Margins synergies of EUR 87 million mainly reflect the benefits of supply contract renegotiations and new tenders in procurement services, as well as the transfer of 595,000 insured vehicles in 2024 to more profitable direct insurance schemes.

As at end 2024, a good progress was made in streamlining Ayvens operations, with legal integration of local entities in overlapping countries executed in 5 countries including France and the Netherlands, the Group's flagship locations, and Ayvens Bank and Ayvens insurance accommodating the Group's banking and insurance activities. Seven IT platforms, including France in 2024 and Italy and Sweden in early 2025, were migrated successfully. All seven account for *circa* 40% of the Group's total fleet. These successful legal mergers and IT integrations, followed by the deployment of the new local organisations structure, resulted in generating cost synergies of EUR 34 million (pre-tax).

Treasury set up continued to be streamlined throughout 2024 resulting in a strong reduction of Ayvens' derivatives portfolio thanks to the full unwinding of LeasePlan's derivatives. These actions have significantly reduced the volatility of Ayvens' financial results from the fourth quarter of 2024.

Ayvens Carmarket platform was successfully rolled out in 2024. This remarketing platform combines ALD and LeasePlan's remarketing capabilities in a single state-of-the-art digital application targeting traders and car dealers in Europe. Ayvens Carmarket is instrumental in optimizing and broadening the Group's secondary market opportunities. It contains one of the largest enhanced catalogues in Europe, underpinned by the most innovative functionalities.

Reinforcement of regional set up

In 2024, the Group has reinforced the leadership team where the members of the Executive Committee hold supervisory and functional responsibilities in line with the new regional structure of four regions. This reinforced regional structure is aimed at streamlining governance and reducing management layers in the organisation. To ensure consistency and enhance decision-making, this regional segmentation has been implemented across the Group's budgeting and internal reporting processes.

This management structure will be governed by 4 regions.

The management of key supporting functions like Finance, HR, Risk and Compliance, Legal and Corporate Affairs are also aligned to the new regions. The IT department will follow after completion of the data migrations.

- Region 1 and Region 2 are supervised by John Saffrett, Group Deputy Chief Executive Officer and managed by the Regional Directors Laurent Saucié and Philippos Zagorianakos respectively;
- Region 3 and Region 4 are supervised by Berno Kleinherebrink, Group Deputy Chief Executive Officer and managed by the Regional Directors Jeroen Kruisweg and Martin Koessler respectively.

Region 1

France Portugal Brazil Chile Colombia Mexico Peru Algeria

In EUR bn	
NEA	EUR 11.4
Total assets	EUR 16.9
Net debt	EUR 9.8
Revenues (1)	EUR 5.4

Region 2

Italy UK Bulgaria Greece Poland Romania Czech Republic Slovakia Turkey Ukraine Croatia Hungary Serbia Slovenia UAE

In EUR bn	
NEA	EUR 18.0
Total assets	EUR 24.9
Net debt	EUR 14.2
Revenues	EUR 8.4

Region 3

Netherlands Belgium Denmark Finland Norway Sweden Luxembourg Estonia Latvia Lithuania Ireland

In EUR bn	
NEA	EUR 14.2
Total assets	EUR 19.3
Net debt	EUR 15.7
Revenues	EUR 6.5

Region 4

Austria Germany Switzerland Spain India Malaysia Thailand

In EUR bn	
NEA	EUR 10.0
Total assets	EUR 14.1
Net debt	EUR 9.3
Revenues	EUR 5.1

(1) Revenues from external customers: Leasing contract and services revenues and proceeds of cars sold.

2.1.3 Financial results

2.1.3.1 Financial performance

Leasing and Services margins

Taken together, Leasing & Services margins amounted to EUR 2,697.2 million in 2024, increasing by +33.1% compared to 2023 including a perimeter change impact linked to the LeasePlan acquisition closing on 22 May 2023.

In 2024, underlying margins [(1)] increased by +28.9% in euros *vs* 2023. Underlying margins stood at 532 bps of average earning assets, reflecting the measures implemented to restore profitability.

Non-recurring items totalled EUR -114.5 million in 2024, down -26.0% *vs* 2023 where they amounted to EUR -154.7 million. 2024 non-recurring items included notably the effects of hyperinflation accounting in Turkey for EUR -68.7 million *vs* EUR 39.2 million in 2023, a provision of EUR -18 million vs EUR -25.5 million in 2023 relating to the provision for the UK motor finance commissions. For further detail see section 2.1.3.3 and Chapter 4 section 4.1.4.3 of this Universal Registration Document.

Other non-recurring items impacting total margins relate to:

- Mark-to-market (MtM) of derivatives partially offset by breakage income for EUR -28.3 million vs EUR -186 million in 2023;
- a partial release of a provision in Italy relating to road tax for EUR 10 million *vs* no such release in 2023;
- PPA adjustments of EUR -9.6 million in 2024 vs EUR 17.7 million in 2023.

Used Car Sales (UCS) result and Depreciation costs adjustments

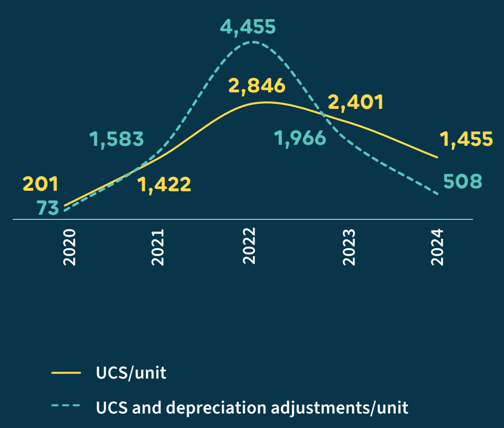
In 2024, the Used Car Sales (UCS) result and Depreciation costs adjustments reached EUR 317.1 million lower than last year's exceptionally high level of EUR 883.1 million, despite the increase in volume sold to 624 thousand vehicles in 2024 *vs* 449 thousand vehicles in 2023.

Ayvens' UCS result per unit [(2)] excluding the negative impact of all depreciation adjustments came in at EUR 1,455 per unit in 2024 *vs* EUR 2,401 EUR in 2023 which is in the upper range of Ayvens' 2024 guidance. In terms of powertrains dynamics, the demand for used vehicles in Europe follows a similar trend as for the new vehicles with transition to greener mobility being more gradual than initially anticipated. ICE cars demand remained strong resulting in sustained high prices for this powertrain, whilst demand for electric vehicles, notably BEVs, was more moderate . Nonetheless, losses made on BEVs have stabilized throughout the year.

Depreciation costs adjustments totalled EUR -590.9 million in 2024 increasing by EUR 395 million comparing to EUR -195.4 million 2023. These adjustments consist of the negative net impact of the prospective depreciation adjustments on UCS result amounting to EUR – 289.3 million in 2024 vs positive EUR 17.2 million in 2023 and the impact of LeasePlan PPA of EUR -301.6 million in 2024 vs EUR -212.6 million in 2023.

Ayvens' UCS result per unit including depreciation costs adjustments was EUR 508 per unit in 2024 *vs* EUR 1,966 per unit in 2023.

UCS result per unit sold [(1)] [(2)] (in EUR)



1. *Management information*
2. *Reflecting GOI presentation change (see section 2.1.3.3)*

As at 31 December 2024, Ayvens' stock of prospective depreciation yet to be reversed over the coming years was EUR 303.0 million (of which EUR 201.0 million to be reversed in 2025) hence having a negative impact on future UCS profits.

Remaining PPA depreciation for the vehicles scheduled to be sold in the former LeasePlan entities in 2025 amounts to EUR -25.0 million.

Consequently, Ayvens' Gross operating income (GOI) reached EUR 3,014.3 million in 2024, up 3.6% *vs* 2023.

Operating expenses

Operating expenses amounted to EUR 1,899.3 million in 2024, up from EUR 1,591.6 million in the same period last year, mainly driven by the impact of change in perimeter linked to the LeasePlan acquisition closing on 22 May 2023, costs to achieve of EUR 120.0 million (*vs* EUR 170.0 million in 2023) as well as the cost of being regulated.

As a result, the underlying cost/income ratio [(3)] stood at 63.2% in 2024 *vs* 62.8% in 2023.

Cost of risk

For 2024, impairment charges on receivables were EUR 128.5 million *vs* EUR 70.7 million in 2023 and the cost of risk stood at 24 bps, at mid-cycle level vs 18 bps in 2023. The increase in cost of risk in 2024 compared to 2023 is primarily driven by LeasePlan's alignment on the Group's provisioning methodology and a perimeter effect.

Net income

Income tax expense decreased to EUR 284.2 million, down from EUR 359.4 million in 2023 mainly due to the base effect. The effective tax rate decreased slightly to 28.6% from 29.3% in 2023, due to the recognition of tax credits and release of unused tax provisions.

Non-controlling interests were EUR -26.6 million compared to EUR -27.9 million in 2023.

(1) Management information
(2) Management information
(3) See note 2.1.3.3 for alternative performance measures definitions

Net income (Group share) reached EUR 683.6 million in 2024 vs EUR 760.0 in 2023. The net result is mainly impacted by the continued normalisation of the used car sales result and depreciation adjustments linked to PPA and prospective depreciation (EUR -566.0 million variation 2024 vs 2023) .

Diluted earnings per share [(1)] was EUR 0.73 *vs* EUR 0.99 in 2023.

The Return on Tangible Equity (ROTE) came in at 8.6% in 2024, down from 11.5% in 2023.

Shareholder distribution

The Board of Directors has decided to propose to the General Meeting of Shareholders the distribution of a dividend of EUR 0.37 per share in respect of the 2024 financial year, compared to EUR 0.47 the previous year. This amount corresponds to Ayvens' PowerUP 2026 objective of paying 50% of Net income Group share to its shareholders. Conditional on this approval, the dividend will be detached on 26 May 2025 and paid on 28 May 2025.

2.1.3.2 Balance sheet and regulatory capital

Financial structure

Group shareholders' equity totalled EUR 11.1 billion as at 31 December 2024 *(vs* EUR 10.8 billion as at 31 December 2023). Net asset value per share was EUR 12.70 and net tangible asset value per share was EUR 9.28 as at 31 December 2024.

Equity attributable to non-controlling interests decreased from EUR 525.6 million as at 31 December 2023 to EUR 27.2 million following the redemption of LeasePlan's EUR 500 million undated deeply subordinated additional Tier 1 fixed rate resettable callable capital securities issued prior to the acquisition.

The total balance sheet increased from EUR 70.4 billion as at 31 December 2023 to EUR 75.1 billion as at 31 December 2024, on the back of the EUR 1.5 billion increase in earning assets, underpinned by the continued growth of EV which have a higher value and EUR 2.3 billion increase in short-term deposits with Societe Generale which represent excess funding placed on deposit.

Financial debt excluding savings deposits [(2)] stood at EUR 40.6 billion at the end of December 2024 (*vs* EUR 37.6 billion at 31 December 2023), while deposits [(3)] reached EUR 13.9 billion (*vs* EUR 11.8 billion as at the end of 2023). As at 31 December 2024, the outstanding amount of loans granted to the Group by Societe Generale minus the deposits placed by the Group entities with Societe Generale, was EUR 12,511.2 million which represents 25.8% of the total net outstanding financial debt (2023: EUR 13,330.4 million and 28.8% respectively). See section 2.5.3 for further details.

As part of its active liquidity management strategy, Ayvens continued to diversify its funding. The funding raised through bond issuances during 2024 reached a total of EUR 3.97 billion including EUR 500 million pre-funding issuance made in November 2023. It marks a successful completion of the funding programme planned for 2024 and confirms the market's strong appetite for Ayvens' debt instruments.

The combined entity has access to ample short-term liquidity, with cash holdings at Central bank reaching EUR 4.3 billion as at 31 December 2024 (*vs* EUR 3.5 billion as at 31 December 2023). In addition, the Group has an undrawn committed Revolving Credit Facility of EUR 1.75 billion as at the date of this Universal Registration Document.

Regulatory capital

Ayvens' risk-weighted assets (RWA) under CRR2/CRD5 rules totalled EUR 59.0 billion as at 31 December 2024 (*vs* EUR 57.4 billion as at 31 December 2023), with credit risk-weighted assets accounting for 85% of the total. Ayvens had a Common Equity Tier 1 ratio of 12.6% and Total Capital ratio of 16.4% as at 31 December 2024 (12.5% and 16.4% as at 31 December 2023 respectively).

2.1.3.3 Definitions, methodologies, restatements and alternative performance measures

Framework

The financial information presented in respect of the financial year ended 31 December 2024 was prepared in accordance with IFRS as adopted in the European Union and applicable at that date.

Change of presentation of Gross operating income

From 31 December 2024, Ayvens changed presentation of the components within the Gross operating income in its income statement.

Prospective depreciation, which reflects revision of residual values of the running fleet and previously accounted for in the Leasing margin in Leasing costs - depreciation, is now recognised in the Used car sales. This transfer is accompanied by a change of the "Used car sales result" caption becoming "Used car sales result and depreciation costs adjustments". These presentation changes do not impact Gross operating income overall, nor Net income, Group share. Comparative income statement for year ending 31 December, 2023 has been restated to reflect this presentation change.

Restatement of 2023 income statement

2023 consolidated income statement has been restated in 2024 to reflect several period-specific effects which have been omitted or reported in error. For full detail on restatements see Section 6.2.1 and 6.3.1 of this Universal Registration Document.

Acquisition of LeasePlan – updates in 2024

The provisional allocation of LeasePlan's purchase price to acquired assets and assumed liabilities as at the date of acquisition closing led Ayvens to revise the value of LeasePlan's net assets upwards by *circa* EUR 230 million, as a result of the assessment of LeasePlan's assets and liabilities at fair value at 31 December 2023.

In 2024, Ayvens completed accounting for business combinations which resulted in EUR -80 million adjustment to the provisional allocation. The purchase price increased by EUR 72 million following the Group's assessment of the earn-out consideration, leading to an increase in goodwill on acquisition of EUR 152 million. The final goodwill on acquisition of LeasePlan is EUR 1,548 million.

Closing amounts of assets and liabilities of LeasePlan as at 31 December 2023 were restated to reflect adjustments to provisional allocations. As a result, Gross operating income was charged with an additional depreciation of earning assets of EUR 20.8 million. This depreciation and its tax effects have been reflected by restating the comparative income statement of 2023 in the Group annual financial statements of 2024. See below table of 2023 restatements.

(1) Excluding Additional Tier 1 capital
(2) Including accrued interest, overdraft and fair value adjustments and excluding Additional Tier 1 capital.
(3) EUR 13.7 billion retail deposits including accrued interest and EUR 0.1 billion of deposits from self-funded clients.

UK motor finance commissions

As at 31 December, 2024, Ayvens recorded a provision of EUR 93 million relating to the potential UK motor finance commissions exposure. EUR 69 million of the total EUR 93 million was recognised as a restatement of 2023 financial statements of which EUR 44 million related to LeasePlan UK impacting goodwill on acquisition and EUR 26 million provision impacting 2023 income statement and equity booked to cover liability in ALD UK.

For further information on the UK motor finance commissions, see section 4.1.4.3 Legal, fiscal and compliance risks and 6.3.1 Basis of preparation of this Universal Registration Document.

Understated depreciation costs and further impairment of goodwill

A computational error in calculating depreciation of the vehicles (short-term rentals) in the German subsidiary Fleetpool resulted in additional depreciation costs recognised in the 2023 income statement with a corresponding reduction of the net book value of rental fleet.

Consequently, the Group recognised a further impairment of the goodwill in Fleetpool for EUR 14.7 million, in addition to EUR 23.7 million impairment recognised in the income statement in 2023.

Reclassification of short-term rental costs from Leasing to Services margin

There has been a reclassification of short-term rental fleet depreciation costs to “Cost of services revenues” which was erroneously included in “Leasing contract costs – depreciation” in 2023, in total amounting to EUR 67.9 million.

Table reflecting all 2023 income statement restatements:

(in EUR million)	Year ended 31/12/2023 reported	PPA update	GOI presentation change	UK motor finance commissions	Depreciation and goodwill impairment Fleetpool	Short-term rental costs reclassification	Year ended 31/12/23 restated
Leasing contract margin	1,261.9	(1.1)	(553.3)			67.9	775.5
Services margin	1,354.2			(25.5)	(9.9)	(67.9)	1,250.9
Used car sales result and depreciation adjustments	349.5	(19.7)	553.3				883.1
GROSS OPERATING INCOME	**2,965.6**	**(20.8)**	**-**	**(25.5)**	**(9.9)**	**-**	**2,909.5**
Total Operating Expenses	(1,591.6)						(1,591.6)
Cost of risk (Impairment charges on receivables)	(70.7)						(70.7)
Other income/(expense)	(14.0)				(14.7)		(28.7)
OPERATING RESULT	**1,289.4**	**(20.8)**	**-**	**(25.5)**	**(24.6)**	**-**	**1,218.5**
Share of profit of associates and jointly controlled entities	6.4						6.4
PROFIT BEFORE TAX	**1,295.8**	**(20.8)**	**-**	**(25.5)**	**(24.6)**	**-**	**1,224.8**
Income tax expense	(374.0)	5.0		6.4	3.2		(359.4)
Result from discontinued operations	(77.6)						(77.6)
Non-controlling interests	(27.9)						(27.9)
NET INCOME GROUP SHARE	**816.3**	**(15.8)**	**-**	**(19.1)**	**(21.4)**	**-**	**760.0**

Alternative performance measures

Underlying margins

Underlying margins represent the total of Leasing and Services margins as presented in the consolidated income statement under IFRS but excluding items which are non-recurring and/or non-operating in nature such as:

- Mark-to-market on derivatives
- Breakage revenues/costs on early termination of loans and derivatives
- Hyperinflation impacts in Turkey (net monetary gain/loss and additional depreciation costs charged on the inflationary increase of lease assets)
- Impacts of purchase price allocation (PPA) linked to accounting for business combinations
- Countries exceptional provisions or their releases

Margins in basis points

Margins in basis points are underlying margins which are annualised and expressed as a percentage of average earning assets

Underlying operating expenses

Underlying operating expenses represent Total operating expenses as presented in the consolidated income statement under IFRS but excluding costs which would not be incorred in the ordinary course of business:

- Costs to achieve (CTA) integration
- Rebranding, consultancy transaction and other acquisition costs

Underlying cost/income (C/I) ratio

Underlying cost to income ratio is calclated as underlying operating expenses divided by underlying margins

Return on Tangible Equity (ROTE)

ROTE is calculated on the basis of average Group shareholders' equity under IFRS.

It excludes:

- unrealised or deferred capital gains or losses booked directly under shareholders' equity, excluding conversion reserves;
- AT1 capital.

It deducts:

- interest payable to holders of AT1 capital;
- a provision in respect of the dividends to be paid to shareholders;
- net goodwill;
- net intangible assets.

Net income used to calculate ROTE is based on Group Net income but reinstating interest on AT1 capital.

(in EUR million)	FY 2024	FY 2023
Group shareholders' equity	11,135.3	10,769.9
AT1 capital	(750.0)	(750.0)
Dividend provision and interest on AT1 capital (1)	(339.8)	(420.7)
OCI excluding conversion reserves	8.0	24.3
Equity base for ROE calculation end of period	**10,053.4**	**9,623.5**
Goodwill	2,128.3	2,128.3
Intangible assets	(662.9)	(645.9)
Average equity base for ROE calculation	9,838.4	7,962.2
Average Goodwill	(2,128.3)	(1,373.4)
Average Intangible assets	(654.4)	(386.3)
Average tangible equity for ROTE calculation	**7,055.8**	**6,202.5**
Group Net income after non-controlling interests	683.6	760.0
Interest on AT1 capital	(73.5)	(45.0)
Adjusted Group Net income	**610.1**	**715.0**
ROTE	**8.6%**	**11.5%**

(1) The dividend provision assumes a payout ratio of 50% of Net income Group share, after deduction of interest on AT1 capital.

Earnings per share

In accordance with IAS 33, to calculate earnings per share (EPS), "Group Net income" for the period is adjusted for the amount of interest paid on AT1 capital. Earnings per share is therefore calculated as the ratio of corrected Group Net income for the period to the average number of ordinary outstanding shares, excluding shares allocated to cover stock options and shares awarded to staff and treasury shares in liquidity contracts.

Basic EPS	FY 2024	FY 2023
Existing shares	816,960,428	816,960,428
Shares allocated to cover stock options and shares awarded to staff	(839,734)	(1,114,336)
Treasury shares in liquidity contracts	(159,221)	(154,551)
End of period number of shares	**815,961,473**	**815,691,541**
Weighted average number of shares used for EPS calculation (1) (A)	**815,826,507**	**711,058,063**
(in EUR million)		
Net income Group share	683.6	760.0
Deduction of interest on AT1 capital	(73.5)	(45.0)
Net income Group share after deduction of interest on AT1 capital (B)	610.1	715.0
Basic EPS *(in EUR)* **(B/A)**	**0.75**	**1.01**
Dividend Per Share *(in EUR)*	**0.37**	**0.47**
DILUTED EPS	**FY 2024**	**FY 2023**
Existing shares	816,960,428	816,960,428
Shares issued for no consideration (2)	17,829,769	18,216,718
End of period number of shares	**834,790,197**	**835,177,146**
Weighted average number of shares used for EPS calculation (1) (A')	**834,983,672**	**722,913,792**
Diluted EPS *(in EUR)* **(B/A')**	**0.73**	**0.99**

(1) Average number of shares weighted by time apportionment.
(2) Assuming exercise of warrants, as per IAS 33.

Net Asset Value, Net Tangible Asset Value

Net assets comprise Group shareholders' equity, excluding AT1 capital and interest payable to holders of AT1 capital, but reinstating the book value of shares allocated to cover stock options and shares awarded to staff and treasury shares in liquidity contracts.

Tangible net assets are corrected for net goodwill in the assets, goodwill under the equity method and intangible assets. In order to calculate Net Asset Value (NAV) per share or Net Tangible Asset Value (NTAV) per share, the number of shares used to calculate book value per share is the number of shares issued at the end of the period, excluding shares allocated to cover stock options and shares awarded to staff and treasury shares in liquidity contracts.

(in EUR million)	31 December 2024	31 December 2023
Group shareholders' equity	11,135.3	10,769.9
Deeply subordinated and undated subordinated notes	(750.0)	(750.0)
Interest of deeply subordinated and undated subordinated notes	(37.6)	(37.2)
Book value of treasury shares	15.3	18.2
Net Asset Value (NAV)	**10,363.0**	**10,001.0**
Goodwill	(2,128.3)	(2,128.3)
Intangible assets	(663.1)	(645.9)
Net Tangible Asset Value (NTAV)	**7,571.8**	**7,226.8**
Number of shares [1]	815,961,473	815,691,541
NAV per share	12.70	12.26
NTAV per share	9.28	8.86

(1) The number of shares considered is the number of ordinary shares outstanding at end of period, excluding treasury shares and buyback.

Regulatory capital and solvency ratios

The Group is subject to regulatory capital requirements since the closing of the LeasePlan acquisition on 22 May 2023 due to its new regulated status of Financial Holding Company, supervised by the European Central Bank. The Group's Common Equity Tier 1 capital is calculated in accordance with applicable CRR2/CRD5 rules.

(in EUR million)	31 December 2024	31 December 2023 [1]
Group shareholders' equity	11,135	10,826
AT1 capital	(750)	(750)
Dividend provision & interest on AT1 capital [2]	(340)	(423)
Goodwill and intangible	(2,791)	(2,695)
Deductions and regulatory adjustments	149	183
Common Equity Tier 1 capital	**7,403**	**7,141**
AT1 capital	750	750
Tier 1 capital	**8,153**	**7,891**
Tier 2 capital	1,500	1,500
TOTAL CAPITAL (TIER 1 + TIER 2)	**9,653**	**9,391**
Risk-Weighted Assets	**58,960**	**57,377**
Credit Risk-Weighted Assets	49,955	49,034
Market Risk-Weighted Assets	2,547	1,993
Operational Risk-Weighted Assets	6,458	6,350
Common Equity Tier 1 ratio	**12.60%**	**12.50%**
Tier 1 ratio	**13.80%**	**13.80%**
TOTAL CAPITAL RATIO	**16.40%**	**16.40%**

(1) As reported in 2023 excluding restatements.
(2) The dividend provision assumes a payout ratio of 50% of Net income Group share, after deduction of interest on AT1 capital.

2.1.4 Investments

2.1.4.1 Historical investments

The Group's investments in property, plant and equipment and intangible assets (other than acquisitions and investments in the fleet) during the financial years ended 31 December 2023 and 2024 totalled EUR 276.9 million and EUR 201.4 million, respectively. Acquisitions and investments in the fleet mainly relate to the acquisitions mentioned below and investments made by the Group in its fleet.

In April 2023, ALD announced the closing of the sale of ALD Russia.

In May 2023, ALD announced the closing of the LeasePlan acquisition (see Section 6.2, note 2.1 "Acquisition of LeasePlan").

In August 2023, Ayvens sold ALD's entities in Portugal, Ireland and Norway, and LeasePlan's entities in the Czech Republic, Luxembourg and Finland, as per antitrust measures required by the European Commission.

In October 2023, Ayvens sold its subsidiary ALD Belarus.

In February 2024, Ayvens sold its subsidiary LeasePlan Russia.

The Group signed put and call agreements on its stake in ALD Morocco. The signing of these agreements led the Group to derecognise investment in this associate as at 31 December 2024.

The risks related to acquisitions and Ayvens' strategy for managing these risks are described in Section 4.1 "Risk Factors" of this Universal Registration Document.

2.1.4.2 Ongoing investments

The Group has no ongoing investments.

2.1.4.3 Future investments

The Group plans to continue making appropriate investments for its business.

2.2 Trend information

The following discussion of Ayvens' results of operations and financial condition contains forward-looking statements. Ayvens' actual results could differ materially from those that are discussed in these forward-looking statements. Factors that could cause or contribute to such differences include those discussed below and elsewhere in this Registration Document, particularly under "Risk factors".

2.2.1 Business trends

Detailed descriptions of the Group's results for the financial year ended 31 December 2024 and of the principal factors affecting the Group's operating income are contained in sections 2.1.2 "Ayvens activity" and 2.1.3 "Financial results" of this Universal Registration Document.

2.2.2 Medium-term objectives

The individual elements of the medium-term objectives presented below do not constitute forecast data or profit estimates. Objectives are based on data, assumptions and estimates that the Group considers reasonable as at the date of this Universal Registration Document. These objectives are based on assumptions concerning economic conditions for the medium term and the expected impact of the Group's successful implementation of its strategy. The data, assumptions and estimates on which the Group has based its objectives may change or be modified during the relevant period in particular as a result of changes in the economic, financial, competitive, tax or regulatory environment, market changes or other factors of which the Group is not aware as of the date of this management report. The occurrence of one or more of the risks described in Section 4.1 "Risk factors" of this Universal Registration Document could affect the Group's business, market situation, financial position, results or outlook and therefore its ability to achieve the objectives presented below. The Group can't give any assurances or provide any guarantee that the objectives set forth in this section will be met.

The continued shift from ownership to usership, transition to electrification, Flexible leasing solutions, used car and multi-cycle leasing are expected to be strong drivers of Ayvens' business growth in the medium term.

In its PowerUP 2026 strategic plan unveiled at the Capital Markets Day on 18 September 2023, Ayvens has updated its strategy and set a number of operational, financial and non-financial targets (see section 1.4 "Strategy" of this Universal Registration Document).

2.2.3 Outlook for 2025

Ayvens will continue to roll-out its strategic and financial roadmap and will focus on three core priorities in 2025.

Executing integration

The Group's integration execution will continue gaining pace in 2025, with the objective to finalize IT and Legal integrations in overlapping countries and implement local Target Operating Models. This will enable to deliver the remaining synergies and achieve the Group's financial targets.

Continuing with sustainable growth and EV strategy

After the portfolio review that was operated in 2024, Ayvens plans to resume fleet growth in 2025 and capture growth perspectives by leveraging its leading positions and close partnerships with car manufacturers. In parallel, in a fast-changing global ecosystem, the Group will continue to proactively monitor the EV value chain to ensure adequate profitability and mitigate residual value risk.

Maintaining high regulatory and ESG standards

As a regulated entity and a major player in the transition to a low-carbon economy, the Group has the ambition to maintain high ESG standards and meet the expectations of its main stakeholders. As a reminder, Ayvens has obtained the Ecovadis Platinum medal placing the Group in the top 1% companies assessed during the last twelve months.

These strategic priorities demonstrate Ayvens' commitment towards its PowerUP 2026 plan. Ayvens also sets the following targets in 2025 as an intermediary step towards realisation of the plan:

- UCS result per unit between EUR 700 and EUR 1,100 on average, excluding the negative impact of depreciation costs adjustments (prospective depreciation reversal and PPA) resulting in between EUR 300 and EUR 700 on average, including the depreciation costs adjustments;
- Gross synergies of EUR 350 million
- Underlying cost/income ratio: 57% to 59%;
- Costs to achieve (CTA) between EUR 115 and 125 million
- Dividend payout of 50%;
- CET1 ratio of *circa* 12%.

2.3 Subsequent events

None

2.4 Research and development, and licences

2.4.1 Research and development

The Group is committed to innovating and offering value added solutions. It continues to strive to develop new products and new expertise. An Innovation Committee was created to share, prioritise, and accelerate innovation initiatives.

As a pioneer in mobility solutions, the Group regularly reviews its product offers and innovates to provide the best products for its customers, to support fleet managers in their daily work and to provide drivers with the solutions best suited to their needs.

In 2024, Ayvens continued to develop its portfolio of innovative products, including the electric offer, a holistic “end-to-end” approach to the powertrain shift for company and commercial fleets, which is now available in 34 countries.

Ayvens’ connected vehicle established to 450,000 , primarily utilizing aftermarket telematics.

On one side, local connected vehicle initiatives are in place, partnering with best-in class aftermarket devices providers and depending on the local expected use cases.
On the other side, the Ayvens central connected car platform has now more than 160,000 connected vehicles (ProFleet solution and cost avoidance insurance offering).

Additionally, Ayvens has initiated tests with OEM telematics to offer connected vehicles through embedded telematics systems in the future.

Available in the Netherlands, France and Belgium, Move is Ayvens’ first Mobility as a Service offer. It helps clients make smart mobility decisions by providing daily mobility advice, considering an employee’s own calendar, real-time traffic data, the companies’ objectives (such as CO_2 emissions, TCO, etc). Users get insights into their budget and travel history, while employers receive reporting on the mobility expenses in order to monitor the Company’s mobility and to efficiently manage and adapt the mobility policy as necessary.

2.4.2 Intellectual property rights, licences, user rights and other intangible assets

The Group’s intellectual property rights essentially comprise the following:

- rights to trademarks and other distinctive signs used by the Group in the ordinary course of business:

  Further to the listing of Ayvens shares on Euronext Paris, a trademark assignment agreement and a trademark licence agreement were concluded between Ayvens (ex-ALD) and Societe Generale so as to regulate Ayvens' (ex-ALD) use of these trademarks. The trademark assignment agreement aimed at transferring to Ayvens the ownership of the trademarks which do not contain any elements of the Societe Generale brand and previously owned by Societe Generale, in the countries where they are registered.

  Societe Generale awarded Ayens a licence to use the Societe Generale logo, under a trademark licence agreement concluded for a term of 99 years and permitting such trademarks to be sub-licensed. The trademark licence agreement provides for Societe Generale’s right to terminate the agreement in the event of a reduction of its holding in Ayvens (ex-ALD) below 50% as well as in the event of insolvency, winding-up or dissolution of Ayvens. In the case of such termination, the proposed agreement provides for an additional period of 18 months post-termination for the use of the licenced trademarks;
- in October 2023, the Group launched its new global mobility brand “Ayvens” to unify ALD and LeasePlan. Along with Societe Generale, the Group has registered domain names for its website in the countries where it operates and has also ensured the protection of the “Ayvens” trademark in France and Europe. It is currently finalising its registration in all the jurisdictions where the Group operates. The Group expects to finish its rebranding exercise in 2025. The Group registers its ownership of various domain names (including Ayvens, Ayvens Automotive, Ayvens Carmarket, MyAyvens, Ayvens websites) centrally, mostly through external services;
- rights relating to information systems, data protection and software licences that the Group uses in connection with its business:
  - the Group has developed information systems it uses on a daily basis in connection with its business, notably relating to data protection and security. It has developed some policies related to improving the classification and protection of sensitive information and reinforcing its general security guidelines. For more information on the Group’s security policy and related information systems, see Section 4.1.4.1 “IT Risks” of this Universal Registration Document;
  - the Group and its subsidiaries hold licences for the main software it uses in conducting its business.

2.5 Cash flow

(in EUR million)	Year ended 31/12/2024	Year ended 31/12/2023	Year ended 31/12/2022 [1]
PROFIT BEFORE TAX	**994.3**	**1,224.9**	**1,666.1**
Adjustments for:			
• rental fleet	8,897.3	6,067.6	3,573.6
• other property, plant and equipment	117.4	104.4	73.5
• intangible assets	101.2	130.3	25.5
• regulated provisions, contingency and expenses provisions	73.7	58.2	23.0
• insurance and reinsurance contract assets/liabilities [2]	(4.4)	115.3	-
• non-current assets held-for-sale – impairment	-	-	50.6
Depreciation and provision	**9,185.2**	**6,475.7**	**3,746.2**
(Gains)/Losses on disposal of plant, property and equipment	42.4	37.7	13.3
(Profit)/Loss on disposal of intangible assets	6.5	17.6	16.0
(Gains)/Losses on disposal of discontinued operations	(3.9)	-	-
Profit and losses on disposal of assets	**45.0**	**55.3**	**29.3**
Fair value of derivative financial instruments	(64.6)	276.6	1.8
Effect of hyperinflation adjustments	(86.6)	(95.7)	(52.4)
Interest Charges	*1,924.5*	*1,052.6*	*244.1*
Interest Income	*(3,047.2)*	*(1,877.8)*	*(919.6)*
Net interest income	(1,122.7)	(825.2)	(675.5)
Other	(6.4)	4.3	1.2
Amounts received for disposal of rental fleet	11,529.5	7,253.4	3,916.6
Amounts paid for acquisition of rental fleet	(21,950.3)	(18,257.1)	(9,554.0)
Change in working capital	1,040.0	249.1	(329.9)
Interest Paid	*(1,565.5)*	*(1,044.6)*	*(196.2)*
Interest Received	*3,037.8*	*2,024.3*	*955.7*
Net interest received	1,472.3	979.8	759.5
Income taxes paid	(433.0)	(375.6)	(195.5)
NET CASH FLOW FROM OPERATING ACTIVITIES (CONTINUING ACTIVITIES)	**603.1**	**(3,034.6)**	**(686.6)**
Net cash flow from operating activities (discontinued operations)	-	44.2	-
NET CASH FLOW FROM OPERATING ACTIVITIES	**603.1**	**(2,990.4)**	**(686.6)**

(1) FY 2022 was restated for IFRS 17, which applies from 1 January 2023.
(2) See note 3.2 in chapter 6 “Financial information” for details regarding the restatement due to initial application of IFRS 17 “Insurance Contracts” and IFRS 9 “Financial Instruments” to insurance subsidiaries.

(in EUR million)	**Year ended 31/12/2024**	**Year ended 31/12/2023**	**Year ended 31/12/2022** [(1)]
CASH FLOWS FROM INVESTING ACTIVITIES			
Acquisition of other property and equipment	(77.7)	(76.6)	(40.9)
Acquisition of intangible assets	(123.7)	(200.3)	(68.3)
Acquisition of financial assets (non-consolidated securities)	0.0	(3.2)	-
Effect of change in Group structure	21.2	1,967.8	35.4
Proceeds from the sale of discontinued operations, net of liquid assets sold	-	389.8	0.0
Long-term investment	81.4	66.9	79.1
Loans and receivables from related parties	(2,265.5)	(1,214.4)	(1,017.9)
Other financial investment	323.5	(179.8)	28.8
CASH FLOWS FROM INVESTING ACTIVITIES (CONTINUING OPERATIONS)	**(2,040.9)**	**750.1**	**(983.8)**
Net cash flow from investing activities (discontinued operations)	-	4.4	-
NET CASH FLOW FROM INVESTING ACTIVITIES	**(2,040.9)**	**754.5**	**(983.8)**
CASH FLOWS FROM FINANCING ACTIVITIES			
Increase in borrowings from financial institutions	22,699.8	10,533.7	7,383.9
Repayment of borrowings from financial institutions	(21,946.9)	(6,665.6)	(6,731.3)
Proceeds from issued bonds	4,087.0	5,507.6	1,990.8
Repayment of issued bonds	(36,12.4)	(4,141.3)	(1,351.4)
Proceeds from deposits	12,142.8	5,737.1	-
Repayment of deposits	(10,104.7)	(5,285.3)	-
Proceeds from deeply subordinated notes	-	750.0	-
Payment of lease liabilities	(54.9)	(52.0)	(71.1)
Dividend paid on AT1 capital to equity holder of the parent	(73.1)	(7.8)	-
Dividends paid to the Company’s shareholders	(383.5)	(598.8)	(435.2)
Dividends paid to non-controlling interests	(6.4)	(8.6)	(9.9)
Dividend paid on AT1 capital to non-controlling interests	(518.4)	(36.9)	-
Capital increase	-	(3.1)	1203.4
Increase/decrease in shareholders’ capital	-	(4.9)	(5.4)
NET CASH FLOW FROM FINANCING ACTIVITIES (CONTINUING ACTIVITIES)	**2,229.3**	**5,724.2**	**1,973.8**
Net cash flow from financing activities (discontinued operations)	-	(9.8)	-
NET CASH FLOW FROM FINANCING ACTIVITIES	**2,229.3**	**5,714.4**	**1,973.8**
EXCHANGE GAINS/(LOSSES) ON CASH AND CASH EQUIVALENTS	**(17.7)**	**(13.3)**	**(11.2)**
NET INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS	**773.7**	**3465.2**	**292.1**
CASH & CASH EQUIVALENTS AT THE BEGINNING OF THE PERIOD	**3,681.6**	**216.4**	**(75.7)**
CASH & CASH EQUIVALENTS AT THE END OF THE PERIOD	**4,455.3**	**3,681.6**	**216.4**

(1) FY 2022 was restated for IFRS 17, which applies from 1 January 2023.

2.5.1 Net cash flows related to operating activities

Amounts received for disposal of rental fleet

Amounts received for disposal of the rental fleet increased to EUR 11,529.5 million during the financial year ended 31 December 2024 compared to EUR 7,253.4 million during the financial year ended 31 December 2023, primarily as a result of inclusion of LeasePlan in the consolidation perimeter for 12 months *versus* from 22 May in 2023 and used car prices still being at a high level.

Amounts paid for acquisition of rental fleet

The amounts paid for the acquisition of the leased vehicles were EUR 21,950.3 million during the financial year ended 31 December 2024 compared to EUR 18,257.1 million during the financial year ended 31 December 2023 as a result of inclusion of LeasePlan in the consolidation perimeter for 12 months *versus* from 22 May in 2023.

Changes in working capital

Changes in working capital (comprising short-term assets and liabilities) resulted in a net positive contribution to the net cash from operating activities of EUR 1,464.6 million during the financial year ended 31 December 2024 compared to EUR 249.1 million during the financial year ended 31 December 2023. The change is due to the inclusion of LeasePlan in the consolidation perimeter for 12 months in 2024 *versus* 7 months in 2023 and increase in finance and operating lease receivables invoiced to customers driven by a higher net earning assets value.

Net interest received

Net interest received has increased to EUR 1,472.3 million during the financial year ended 31 December 2024, compared to EUR 979.8 million during the financial year ended 31 December 2023 primarily as a result of inclusion of LeasePlan in the consolidation perimeter for 12 months *versus* from 22 May in 2023 and a rise in interest rates from 2023 which resulted in higher cash in and outflows.

2.5.2 Net cash flows related to investment activities

Loans and receivables from related parties

As part of the liquidity strategy, the Group places its excess cash on short-term deposits with Societe Generale. Cash outflow related to this activity increased by EUR 2.3 billion in 2024.

2.5.3 Net cash flows related to financing activities

Proceeds from borrowings from financial institutions

Proceeds from borrowings from financial institutions increased to EUR 22,699.8 million during the financial year ended 31 December 2024 compared to EUR 10,533.7 million during the financial year ended 31 December 2023. The increase is due to the inclusion of LeasePlan for 12 months in the consolidation perimeter in 2024 *versus* 7 months in 2023.

Repayments of borrowings from financial institutions

Repayments of borrowings reached EUR 21,946.9 million during the financial year ended 31 December 2024 compared to EUR 6,665.6 million during the financial year ended 31 December 2023.

Proceeds from issued bonds

Proceeds from bond and securitization issues decreased from to EUR 5,507.6 million during the financial year ended 31 December 2023 to EUR 4,087.0 million during the financial year ended 31 December 2024, as a result of Ayvens' completing its funding programme in 2024.

Repayment of issued bonds

Repayment of issued bonds and securitizations decreased from EUR 4,414.3 million during the financial year ended 31 December 2023 to EUR 3,612.4 million during the financial year ended 31 December 2024, as a result of the lower amount maturing.

(in EUR million)	2024	2023	2022
Bank borrowings	11,996.8	13,123.6	10,613.1
Tier 2 subordinated debt	1,500.0	1,500.0	-
Non-current borrowings from financial institutions	**13,496.8**	**14,623.6**	**10,613.1**
Bank overdrafts	567.6	315.3	129.5
Bank borrowings	9,271.8	6,537.3	3,828.5
Tier 2 subordinated debt	10.6	12.2	-
Current borrowings from financial institutions	**9,850.0**	**6,864.9**	**3,958.0**
TOTAL BORROWINGS FROM FINANCIAL INSTITUTIONS	**23,346.9**	**21,488.4**	**14,571.1**
Bonds and notes originating from securitisation transactions	2,060.2	2,870.9	1,123.4
Bonds and notes originating from the EMTN programme	9,473.0	10,070.3	2,450.0
Bonds and notes – fair value adjustment	(33.1)	(163.8)	-
Non-current bonds and notes issued	**11,500.1**	**12,777.3**	**3,573.4**
Bonds and notes originating from securitisation transactions	1,491.7	1,385.4	603.7
Bonds and notes originating from the EMTN programme	4,325.1	2,053.9	1,126.3
Bonds and notes – fair value adjustment	(81.9)	(78.4)	-
Current bonds and notes issued	**5,734.9**	**3,360.9**	**1,729.9**
TOTAL BONDS AND NOTES ISSUED	**17,235.0**	**16,138.3**	**5,303.4**
TOTAL BORROWINGS FROM FINANCIAL INSTITUTIONS AND BOND ISSUES	**40,581.9**	**37,626.7**	**19,874.5**
Non-current deposits	**7,906.6**	**4,041.5**	**-**
Current deposits	**5,984.0**	**7,743.2**	**-**
TOTAL DEPOSITS	**13,890.6**	**11,784.7**	**-**
TOTAL FINANCIAL DEBT	**54,472.5**	**49,411.4**	**19,874.5**
Overdraft and accrued interest	(1,146.3)	(603.5)	(176.2)
Bonds and notes fair value adjustment	115.0	242.2	-
Deposits with Societe Generale[(1)]	(4,931.1)	(2,685.3)	(1,523.5)
NET OUTSTANDING FINANCIAL DEBT	**48,510.1**	**46,364.8**	**18,174.8**
of which			
Loans with Societe Generale net of deposits	12,511.2	13,330.4	12,045.4
Loans with other banks	5,107.5	5,060.6	853.1
Bonds	13,573.0	11,990.5	3,550.0
Securitisation	3,551.0	4,254.2	1,726.3
Deposits[(2)]	13,767.4	11,729.2	-
as % of Net outstanding financial debt			
Loans with Societe Generale net of deposits	25.8%	28.8%	66.3%
Loans with other banks	10.5%	10.9%	4.7%
Bonds	28.0%	25.9%	19.5%
Securitisation	7.3%	9.2%	9.5%
Deposits	28.4%	25.3%	-

(1) *Short-term deposits and equity reinvestments.*
(2) *In 2024 EUR 13,664 million of retail deposits with Ayvens bank in Netherlands and Germany and EUR 103 million deposits from self-funded clients.*

Ayvens closed a public Dutch securitisation transaction in 2024 for EUR 600 million, as well as renewed the private securitisation programmes in the Netherlands and the UK. The latter was also upsized during the renewal in 2024.

Information on the Group’s liabilities is provided in section 6.2 note 29 “Borrowings from financial institutions, bonds and notes issued” of this Universal Registration Document.

2.6 Risks and control

Chapter 4 presents Ayvens’s risk factors and policy concerning their management.

2.7 Share capital and shareholder structure

2.7.1 History of the Company's share capital over the past three years

In December 2022, the Company raised its capital by approximately EUR 1.2 billion, through a rights issue with shareholders' preferential subscription rights, whose purpose was to finance part of the cash component of the LeasePlan acquisition price. 161,641,456 new ALD shares with a par value of EUR 1.50 per share were issued by the Company and admitted to trading on Euronext Paris from 20 December 2022. These new shares were assimilated to the existing shares of the Company, on the same trading line and with the same ISIN code.

On 22 May 2023, the Company issued 251,215,332 new ALD shares to the benefit of LeasePlan's selling shareholders representing 30.75% of ALD's share capital as at the date of completion of the acquisition, *i.e.* the securities component of the acquisition price. These new shares, with a par value of EUR 1.50 per share, were admitted to trading on Euronext Paris on 24 May 2023, with initial ISIN code FR001400FYA8. They were assimilated to the existing shares of the Company on 5 June 2023, on the same trading line and with the same ISIN code (FR0013258662).

On 14 May 2024, the Combined Shareholders Meeting approved to change its name from ALD to Ayvens. Additionally, shareholders renewed the authorization to buy back Ayvens' shares, allowing the Board of Directors to repurchase shares up to 5% of the total number of outstanding shares. The program is designed in connection with the execution of Ayvens liquidity contract and the allocation of performance shares.

On 30 May 2024, the Group announced as at 3 June 2024, its shares will be traded under ticker symbol "AYV" on Euronext Paris, with the ISIN and Euronext code remaining unchanged.

2.7.2 Shares held by or on behalf of the Company

As at 31 March 2025, the Company held 595,895 treasury shares, of which: i) 163,293 shares held under the liquidity agreement entered into between the Company and Exane BNP Paribas on 14 January 2021 and transferred by Exane BNP Paribas to BNP Paribas Arbitrage on 23 October 2023 and ii) 432,602 shares held to cover the long-term free shares incentive plan. No shares of the Company are held by any of its subsidiaries or by any third party on its behalf.

The Combined Shareholders' Meeting held on 14 May 2024 authorised the Board of Directors, for a period of 18 months from the date of this Shareholders' Meeting, with the ability to subdelegate as provided by law, in accordance with Articles L. 22-10-62 *et seq.* of the French Commercial Code (*Code de commerce*), the General Regulation of the French Financial Markets Authority and Regulation (EU) No. 596/2014 of the Parliament and of the Council of 16 April 2014, to purchase shares of the Company in order to carry out the following transactions:

- cancel shares as part of a capital reduction carried out in accordance with the authorisation given for that purpose by the Combined Shareholders' Meeting held on 24 May 2023;
- allocate, cover and honour any free shares allocation plans employee savings plans or any type of allocation to the benefit of employees or corporate officers of the Company or affiliated companies under the terms and conditions stipulated or permitted by French or foreign law, particularly in the context of participation in the results of the expansion of the Company, the granting of free shares, any employee shareholding plans as well as completing any related transactions to cover the aforementioned employee shareholding plans;
- provide shares upon the exercise of rights attached to securities giving access to the share capital of the Company;
- market-making activities under a liquidity contract signed with an investment services provider, in compliance with the market practices permitted by the AMF;
- hold and subsequently deliver as payment or in exchange shares in connection with the Group's external growth transactions;
- implement any market practice that may become recognised by law or by the AMF.

Acquisitions, disposals, exchanges, or transfers of these shares may be made, on one or more occasion, by any means, on markets (regulated or unregulated), multilateral trading facilities (MTF), *via* systematic internalisers or over the counter, including the disposal of blocks of shares, within the limits and according to the methods defined by the laws and regulations in effect. The portion of the buyback programme that may take place through block trades may equal the entirety of the programme.

These transactions may be completed at any time, in compliance with regulations in effect at the date of the planned transactions. Nevertheless, in the event a third party were to file a public offering targeting the Company's securities, the Board of Directors shall not be able, during the offering period, to decide to implement this buyback programme unless it has received the prior authorisation of the General Shareholders' Meeting.

In the event of a capital increase through the incorporation of premiums, reserves and profits, resulting in either an increase in the nominal value or the creation and granting of free shares, as well as in the event of a split or reverse stock split or any transaction pertaining to the share capital, the Board of Directors may adjust the aforementioned purchase price to take into account the impact of these transactions on the share value.

The Board of Directors has all powers, with the ability to delegate, to implement this buyback programme, and particularly to place all orders on all stock markets or to perform any transactions off the market, to enter into all agreements for the purpose of keeping records of share purchases and sales, to allocate or re-allocate acquired shares to different objectives in compliance with the legal and regulatory conditions in effect, to prepare any documents, particularly the description of the share buyback programme, to complete any formalities and disclosures to the AMF and any other bodies, to, where appropriate, make adjustments related to any transactions on the Company's share capital and, generally, to do all that is necessary for the application of this buyback programme.

Shares purchased by the Company may not exceed 5% of the share capital at the date of the purchase, it being specified that the number of shares held following these purchases may not at any time exceed 10% of the share capital. Nevertheless, the total amount allocated to the share buyback programme shall not be greater than EUR 600,000,000.

The maximum purchase price for a share is set at EUR 28.60 (excluding fees).

Under its liquidity agreement, Ayvens acquired 1,310,285 shares for a value of EUR 8,124,845 in 2024 and sold 1,305,615 shares for a value of EUR 8,111,193 over the full year 2024. At 31 December 2024, 162,471 shares were held in the liquidity agreement.

As part of its long-term free shares incentive plan, Ayvens did not conduct any share buybacks between 1 January and 31 December 2024. Consequently no funds were allocated to such transactions. As at 31 December 2024, Ayvens held 839,734 treasury shares.

During 2024, 274,602 shares were definitively acquired (vested) by the beneficiaries of the free share plan and are therefore no longer held by Ayvens.

Between 1 January 2024 and the date of this Universal Registration Document, excluding the liquidity agreement, Ayvens did not buy any of its own shares on the market.

2.7.3 Transactions of managers or members of the Board of Directors

See Chapter 3 "Corporate Governance" of this Universal Registration Document.

2.7.4 Dividends distributed for the three previous years

In accordance with the provisions of Article 243 *bis* of the French General Tax Code, the amounts of dividends distributed for the last three financial years are as follows:

	2021	2022	2023
Net dividend per share - historical amount *(in EUR)* (1)	1.08	1.06	0.47
TOTAL AMOUNT DISTRIBUTED *(in EUR thousand)* **(2) (3) (4)**	**436,432**	**601,593**	**383,971**

(1) The dividend assigned to individual shareholders was not eligible for the deduction of 40% pursuant to Article 158-3 of the French General Tax Code.
(2) The dividend distributed in 2022 in respect of 2021 was EUR 436,432,000. The number of treasury shares held under the ALD SA liquidity agreement and the free share plans for Group employees in 2020, 2021 and 2022 was 1,131,516 at the time of distribution, which resulted in the reintegration of EUR 1,222,037 as retained earnings.
(3) The dividend distributed in 2023 in respect of 2022 was EUR 601,593,000.The number of treasury shares held under the Ayvens ALD SA liquidity agreement and the free share plans for Group employees in 2021, 2022 and 2023 was 1,265,887 at the time of distribution, which resulted in the reintegration of EUR 2,750,064.60 as retained earnings.
(4) The dividend distributed in 2024 in respect of 2023 was EUR 383,971,401. The number of treasury shares held under the Ayvens liquidity agreement and the free share plans for Group employees in 2022, 2023 and 2024 was 980,322 at the time of distribution, which resulted in the reintegration of EUR 460,751 as retained earnings.

2.7.5 Shareholders

To the best of its knowledge, Ayvens does have any pledges on a significant part of its capital.

2.7.5.1 Shareholders holding more than 5% of the share capital

	Year ended 31/12/2024 (1) (2) (3) (4)			
Shareholders	**Number of shares**	**% of share capital**	**Number of theoretical voting rights**	**% of theoretical voting rights**
Societe Generale	429,649,292	52.59%	859,298,584	68.99%
Lincoln (5)	77,755,523	9.52%	77,755,523	6.24%
TDR (6)	66,027,751	8.08%	66,027,751	5.30%
Other shareholders (7)	242,525,657	29.69%	242,525,657	19.47%
Treasury shares	1,002,205	0.12%	N/A	N/A
TOTAL	**816,960,428**	**100.00%**	**1,245,607,515**	**100.00%**

(1) Shareholders holding Ayvens shares in registered form (au nominatif) for more than two years benefit from double voting rights (droits de vote double). Societe Generale continues to benefit from double voting rights. ATP, Lincoln and TDR undertook to hold their Ayvens shares in bearer form (au porteur), in such a way that they will not benefit from double voting rights. The computation assumes that shares held by other shareholders are not in registered form for more than two years.
(2) The General Shareholders' Meeting of 14 May 2024 renewed the authorisation to buy back the Company's shares granted to the Board of Directors by the General Meeting of 24 May 2023 for a duration of eighteen months.
(3) A liquidity contract was signed between Exane BNP Paribas and ALD SA on 1 November 2020 with effect on 4 January 2021, for a period of one year tacitly renewable and transferred by Exane BNP Paribas to BNP Paribas Arbitrage on 23 October 2023. This liquidity agreement covers Ayvens shares (ISIN code FR0013258662) admitted to trading on Euronext Paris.
(4) During 2024, 274,602 shares were definitively acquired (vested) by the beneficiaries of the free share plan and are therefore no longer held by Ayvens.
(5) Lincoln Financing Holdings Pte. Limited.
(6) TDR: Lincoln Holding S.a r.l.
(7) Other shareholders notably include the other LeasePlan's former shareholders: Arbejdsmarkedets Tillægspension (ATP), Abu Dhabi Investment Authority, Stichting Depositary PGGM Private Equity Funds, Hornbeam Investment PTE Ltd, ELQ Investors VIII Ltd, Stubham Lodge Limited.

Shareholders	Number of shares	% of share capital	Number of theoretical voting rights	% of theoretical voting rights
	Year ended 31/12/2023 (1) (2) (3) (4)			
Societe Generale	429,649,292	52.59%	859,298,584	69.00%
Lincoln (5)	77,755,523	9.52%	77,755,523	6.24%
TDR (6)	66,027,751	8.08%	66,027,751	5.30%
Other shareholders (7)	242,258,975	29.65%	242,258,975	19.45%
Treasury shares	1,268,887	0.15%	N/A	N/A
TOTAL	**816,960,428**	**100.00%**	**1,245,340,833**	**100.00%**

(1) Shareholders holding Ayvens shares in registered form (au nominatif) for more than two years benefit from double voting rights (droits de vote double). Societe Generale benefits from double voting rights. ATP, Lincoln and TDR undertook to hold their Ayvens shares in bearer form (au porteur), in such a way that they will not benefit from double voting rights. The computation assumes that shares held by other shareholders are not in registered form for more than two years.
(2) The General Shareholders' Meeting of 24 May 2023 authorised a share buyback programme for a duration of 18 months. In accordance with Article 223-11 of the AMF's General Regulation, the calculation of the total voting rights includes voting rights associated with share buybacks and treasury shares; however, these shares do not give the right to vote at Shareholders' Meetings.
(3) A liquidity contract was signed between Exane BNP Paribas and ALD SA on 1 November 2020 with effect on 4 January 2021, for a period of one year tacitly renewable and transferred by Exane BNP Paribas to BNP Paribas Arbitrage on 23 October 2023. This liquidity agreement covers Ayvens shares (ISIN code FR0013258662) admitted to trading on Euronext Paris..
(4) During 2023, 373,694 shares were definitively acquired (vested) by the beneficiaries of the free share plan and are therefore no longer held by Ayvens.
(5) Lincoln Financing Holdings Pte. Limited.
(6) TDR: Lincoln Holding S.a r.l.
(7) Other shareholders notably include the other LeasePlan's former shareholders: Arbejdsmarkedets Tillægspension (ATP), Abu Dhabi Investment Authority, Stichting Depositary PGGM Private Equity Funds, Hornbeam Investment PTE Ltd, ELQ Investors VIII Ltd, Stubham Lodge Limited.

Shareholders	Number of shares	% of share capital	Number of theoretical voting rights	% of theoretical voting rights
	Year ended 31/12/2022 (1) (2) (3) (4)			
Societe Generale	429,649,292	75.9%	429,649,292	76.1%
Other	134,921,902	23.8%	134,921,902	23.9%
Treasury shares	1,173,902	0.2%	N/A	N/A
TOTAL	**565,745,096**	**100%**	**564,571,194**	**100%**

(1) Number of theoretical voting rights is equal to number of exercisable voting rights in 2022.
(2) The General Shareholders' Meeting of 18 May 2022 authorised a share buyback programme for a duration of 18 months. In accordance with Article 223-11 of the AMF's General Regulation, the calculation of the total voting rights includes voting rights associated with share buybacks and treasury shares; however, these shares do not give the right to vote at Shareholders' Meeting.
(3) A liquidity contract was signed between Exane BNP Paribas and ALD SA on 14 January 2021, for a period of one year tacitly renewable. This liquidity agreement covers ALD shares (ISIN code FR0013258662) admitted to trading on Euronext Paris.
(4) During 2022, 240,996 shares were definitively acquired (vested) by the beneficiaries of the free share plan and are therefore no longer held by ALD.

Also, to the Company's knowledge, at 31 December 2024, no shareholders held, directly or indirectly, 5% or more of the share capital or voting rights of the Company, other than:

- Societe Generale, which held, directly or indirectly, 429,649,292 shares, representing 52.59% of the capital and 68.99% of the voting rights of the Company;
- Lincoln Financing Holdings Pte. Limited. which held, directly or indirectly, 77,755,523 shares, representing 9.52% of the capital and 6.24% of the voting rights of the Company;
- Lincoln Holding S.à r.l. which held, directly or indirectly, 66,027,751 shares, representing 8.08% of the capital and 5.30% of the voting rights of the Company.

As at the date of this Universal Registration Document, the Company is controlled by Societe Generale.

In accordance with the recommendations of the AFEP-MEDEF Code, at least one-third of the members of the Board of Directors are independent directors (see Chapter 3 "Corporate Governance" of this Universal Registration Document). Its committees have a high proportion of independent directors in order to protect the interests of minority shareholders.

The management and Board of the Group is entirely dedicated to the interests of the Group and to the fulfilment of the corporate purpose. The absence of unbalanced agreements between Ayvens and Societe Generale, the presence of independent directors and the separation of the functions of the Chairperson of the Board and Chief Executive Officer allow Ayvens to state that the *de jure* control exercised by Societe Generale is not likely to lead to an undue use of majority powers.

Following the entry into force of new provisions from the "PACTE" law, agreements between Ayvens and Societe Generale, considered to be a related party, are analysed using a specific procedure described in Section 3.8.1 of this Universal Registration Document.

2.7.5.2 Crossing of legal and statutory thresholds

Since 1 January 2024, the following declarations of legal and regulatory threshold crossings had been declared to the Company:

- DNCA Finance fell below the threshold of 1.5% of the share capital on 26 January 2024 and at that date held 12,245,488 shares;
- DNCA exceeded the threshold of 1.5% of the share capital and 1% voting rights on respectively 26 and 31 January 2024 and at that date held 12,490,912 shares;
- DNCA fell below the threshold of 1% of the voting rights on 13 March 2024 and at that date held 12,372,542 shares;
- DNCA exceeded the threshold of 1% of voting rights on 20 March 2024 and at that date held 12,481,294 shares;
- Moneta Asset Management reached the threshold of 1.5% of the share capital and voting rights on 27 June 2024 and at that date held 12,352,641 shares;
- DNCA Finance exceeded the threshold of 2.00% of the share capital and voting rights on 6 September 2024 and at that date held 16,340,233 shares;

2.7.5.3 Shareholders' agreement between Societe Generale, TDR, Lincoln and ATP

Societe Generale, Lincoln S.à r.l (hereafter "TDR"), Lincoln Financing Holdings Pte. Limited (hereafter "Lincoln"), Arbejdsmarkedets Tillægspension (hereafter "ATP") entered into a concert shareholders' agreement upon completion of the LeasePlan acquisition (i.e. on 22 May 2023), which provides, with regard to the transfer of shares of Ayvens, that:

- for a 40-month period following the completion of the acquisition (*i.e.* until 22 September 2026), Societe Generale undertakes not to transfer any Ayvens shares (subject to certain customary exceptions). At the end of this period, Societe Generale will have the possibility to sell up to 15% of its Ayvens shares within 12 months following the expiration of this period. In the event that Societe Generale does not make use of this option or makes only partial use of it, Societe Generale may sell up to 20% of its Ayvens shares in the subsequent 12-month period, and so on, in any event within a limit of 20% of its Ayvens shares *per annum*;
- ATP, Lincoln and the other LeasePlan's shareholders were bound by a 12-month lock-up period (i.e, until May 2024). Since the end of this period, they have the option to transfer up to 50% of their respective Ayvens shares until May 2025. In the event that they do not make use of this option or make only partial use of it, they may each sell up to 66.67% of their respective Ayvens shares in the subsequent 12-month period (*i.e.* between May 2025 and May 2026), and so on, in any event within a limit of 66.67% of their respective Ayvens shares *per annum;*
- as from the expiry of the respective lock-up undertakings of Societe Generale, ATP and Lincoln, there will no longer be a general lock-up of their respective Ayvens shares but transfers of shares will be subject to limitations to provide for a potential gradual exit of these shareholders;
- each of Societe Generale, ATP, Lincoln and TDR undertake not to enter into any transaction that would result in the requirement to file a public offer (*projet d'offre publique*) on Ayvens (unless they obtain a prior waiver from the AMF); and
- ATP, Lincoln and TDR undertake not to transfer their Ayvens shares to (i) a competitor of Ayvens or a competitor of Societe Generale, (ii) a sanctioned person, or (iii) a person who does not have the required regulatory approvals to proceed with the proposed acquisition.

The shareholders' agreement will remain in force until the earliest of the following three dates: (i) the date on which ATP, Lincoln and TDR cease to hold, together (directly or indirectly), at least 16.67% of the shares they owned after completion of the LeasePlan acquisition, (ii) the date on which Societe Generale ceases to hold at least 5% of the shares it owned after completion of the LeasePlan acquisition and (iii) the 15^{th} anniversary of the signing of the shareholders' agreement.

Societe Generale and certain LeasePlan's selling shareholders (TDR, ATP and Lincoln) act in concert since the completion of the LeasePlan acquisition.

Shareholding structure of Ayvens [(1)]

	As at 31 December 2024			
	Number of shares	**Of which under lock-up**	**of which free-float**	**% of share capital**
Societe Generale SA	429,649,292	429,649,292	-	52.59%
Lincoln	77,755,523	38,877,762	38,877,761	9.52%
TDR	66,027,751	33,013,876	33,013,875	8.08%
Abu Dhabi Investment Authority (IM)	32,439,632	16,219,816	16,219,816	3.97%
Hornbeam Investment PTE Ltd	31,175,750	15,587,875	15,587,875	3.82%
ATP	14,745,287	7,372,644	7,372,643	1.80%
PGGM Vermogensbeheer BV	12,592,014	6,296,007	6,296,007	1.54%
ELQ Investors VIII Limited	1,049,335	1,049,335	-	0.13%
Stubham Lodge Limited	29,780	14,890	14,890	0.00%
Treasury shares	1,002,205	N/A	N/A	0.12%
Others	150,493,859	N/A	150,493,859	18.42%
TOTAL	**816,960,428**	**548,081,496**	**267,876,767**	**100.00%**
% LOCK-UP SHARES AND FREE-FLOAT		**67.09%**	**32.79%**	

As part of the acquisition price of LeasePlan, Ayvens issued warrants for the benefit of LeasePlan's selling shareholders, so that their total shareholding would reach 32.9% in the case of the full exercise of warrants, assuming that LeasePlan's selling shareholders have not sold the shares received at the closing of the acquisition. 26,310,039 warrants were issued for the benefit of LeasePlan's selling shareholders on 22 May 2023. The main warrant characteristics are as follows:

- EUR 2.00 strike price;
- 1 Ayvens share for 1 warrant;
- Exercise: between 1 to 3 years after closing, if the Ayvens share price exceeds EUR 14.07.

In the case of the exercise of warrants, the shareholder structure of the Group would be as follows:

	As at 31 December 2024, assuming warrants are exercised	
	Number of shares	**% of share capital**
Societe Generale SA	429,649,292	50.95%
Lincoln	77,755,523	9.22%
TDR	76,946,042	9.12%
Abu Dhabi Investment Authority (IM)	37,803,821	4.48%
Hornbeam Investment PTE Ltd	36,330,945	4.31%
ATP	17,183,555	2.04%
PGGM Vermogensbeheer BV	14,674,218	1.74%
ELQ Investors VIII Limited	1,396,369	0.17%
Stubham Lodge Limited	34,638	0.00%
Treasury shares	1,002,205	0.12%
Other	150,473,409	17.84%
TOTAL	**843,250,017**	**100.00%**

(1) Based on notifications received by the Group.

2.7.6 Rights, privileges and restrictions attached to shares (Articles 8, 11 and 12 of the Bylaws)

Voting rights (Article 8)

Each share gives entitlement to a share in the ownership of the Company, a share in the profits and in the liquidation surplus, in proportion to the number of existing shares, taking into account, if applicable, amortised and non-amortised capital, paid-up or otherwise, the nominal amount of shares and rights attached to the different classes of shares. Furthermore, it gives entitlement to vote at and be represented in Shareholders' Meetings, under the legal and statutory conditions.

Each share entitles its holder to one vote at Shareholders' Meetings.

As an exception to the foregoing, double voting rights, relative to the fraction of the capital stock the shares represent, are granted to all fully paid-up shares for which proof is provided of registration in the name of the same shareholder for at least two years.

Double voting rights, governed by Article 8 of the bylaws, were authorised at the General Meeting of 22 May 2023, pursuant to Resolution 16.

In addition, in the event of a capital increase by capitalisation of reserves, profits or issue premiums, a double voting right is allocated, as soon as they are issued, to the registered shares allocated free of charge to a shareholder owning shares conferring this right.

Any share converted to bearer form or for which ownership is transferred loses its double voting rights. Nevertheless, the transfer as a result of inheritance, liquidation of community of property between spouses and *inter vivos* donation to a spouse or a relative in line of succession does not cause the loss of the acquired right and does not interrupt the two (2) year period above. The merger of the Company has no effect on the double voting rights that may be exercised within the acquiring company, if the latter benefits from them.

Whenever it is necessary to possess several shares to exercise a right, the shares of a lower number than that required do not entitle their holder to any right against the Company, with the shareholders being responsible, in this case, for grouping together the necessary number of shares.

Shareholder identification process (Article 11)

The Company may at any time seek the benefit of legal and regulatory provisions providing for the identification of the holders of securities granting a voting right to Shareholders' Meetings, whether immediately or in the future.

Threshold crossings (Article 12)

Any shareholder, acting alone or in concert, coming to hold, directly or indirectly, at least 1.5% of the share capital or voting rights of the Company, is required to inform the Company thereof within five (5) trading days from the date at which such threshold has been crossed and to also indicate in the same statement the number of securities granting access to the share capital it holds. Investment fund management companies are required to inform the Company of all the Company's shares held by the funds they manage. Beyond 1.5%, each additional crossing of 0.50% of the share capital or voting rights must also be declared to the Company in accordance with the terms above.

Any shareholder, acting alone or in concert, is also required to inform the Company within five (5) trading days when the percentage of the share capital or voting rights it holds becomes lower than any of the thresholds indicated in the present Article.

The calculation of the share capital and voting rights thresholds notified in accordance with the present Article shall take into account the shares and voting rights held but also the shares and voting rights assimilated thereto for the purpose of legal threshold crossings, in accordance with applicable legal and regulatory provisions. The notifier shall also specify its identity together with the identity of the individuals or entities acting in concert with it, the total number of shares or voting rights it directly or indirectly holds, alone or in concert, the date and the origin of the threshold crossing and, as the case may be, all information referred to in the third paragraph of Article L. 233-7 I of the French Commercial Code (*Code de commerce*).

Failure to comply with such provisions shall be penalised in accordance with applicable legal and regulatory provisions at the request of one or several shareholders holding at least 5% of the share capital or voting rights of the Company, recorded in the minutes of the Shareholders' Meeting.

Modification of the rights of shareholders

The rights of the shareholders may be modified in accordance with applicable laws and regulations.

The Bylaws do not contain any particular provisions with respect to modification of the rights of the shareholders that are more stringent than the law.

3

Corporate governance

Governance serving strategy

Presentation of the Board of Directors

12
Directors
+ 1 Non-voting Director

50%
Women

33%
Independence

53 years
Average age

97%
Average attendance

Mapping of expertise of 12 directors

Expertise	Number of directors
Leasing mobility	6
Finance	12
International	11
Regulation/Risk/Compliance/Internal control	12
ESG	4

The Committees of the Board

	Audit Committee (CACI)	Risk Committee (CORISK)	Compensation Committee (COREM)	Nomination Committee (CONOM)
Members	3	4	3	5
Chair	Anik Chaumartin	Xavier Durand	Patricia Lacoste	Christophe Perillat
Meetings	8	8	4	5
Independence	66.7%	50%	66.7%	40%
Average attendance	100%	100%	100%	100%

The Executive Committee

The role of the Executive Committee of the Group (the "Executive Committee") is to define, implement and develop the Group's strategy, driving future growth and improved profitability for the benefit of its clients, shareholders and employees. The Executive Committee is also responsible for supervising and driving cooperation among the Group's entities and geographic markets.

14 Members

7 Nationalities


TIM ALBERTSEN
Group Chief Executive Officer


JOHN SAFFRETT
Group Deputy Chief Executive Officer


BERNO KLEINHERENBRINK
Group Deputy Chief Executive Officer (DGA)


PATRICK SOMMELET
Group Deputy Chief Executive Officer (DGA) & Chief Financial Officer


LAURENT SAUCIÉ
Chief Transformation and Integration Officer


HANS VAN BEECK
Chief Risk and Compliance Officer


LIZA HOESBERGEN
Chief Legal and Corporate Affairs Officer


GUILLAUME DE LÉOBARDY
Chief Remarketing Officer, ALD SA Group Regional Director


RODERICK JORNA
Chief People Officer


JEROEN KRUISWEG
Group Regional Director


ANNIE PIN
Chief Commercial Officer


MIEL HORSTEN
Chief Operating Officer


PHILIPPOS ZAGORIANAKOS
Group Regional Director


MARTIN KÖSSLER
Group Regional Director

3.1 Composition of administrative and management bodies

The Company is a limited liability company (*société anonyme*) with a Board of Directors. A description of the main provisions of the Bylaws of the Company (the "**Bylaws**"), relating to the functioning and powers of the Board of Directors of the Company (the "Board of Directors" or the "Board"), as well as a summary of the main provisions of the internal regulations of the Board of Directors and of the committees are included in Section 3.3 "Rules applicable to the administrative and management bodies" and Chapter 7 of this Universal Registration Document.

3.1.1 Board of Directors

The table below lists the members of the Board of Directors:

	Personal information				Experience		Position within the Board			
Name of Directors	**Age**	**Gender**	**Nationality**	**Number of shares**	**Number of mandates in listed companies**	**Indepen-dence**	**Initial date of appointment/ co-optation**	**Term of the mandate (General Meeting)**	**Seniority of the Board** *(in years)*	**Participation in Board committees**
Pierre PALMIERI (Chairperson of the Board of Directors)	62	M	French	0	1	no	24/05/23	2027	2	0 including COSTRAT (Chairperson)
Diony LEBOT	62	F	French	13,263	1	no	27/08/20	2027	5	2
Tim ALBERTSEN	62	M	Danish	56,281	0	no	26/03/21	2027	4	_
Xavier DURAND	60	M	French	8,540	1	yes	16/06/17	2025	8	2 including CORISK (Chairperson)
Benoît GRISONI	50	M	French	0	0	no	19/05/21	2025	4	_
Patricia LACOSTE	63	F	French	7,400	1	yes	16/06/17	2027	8	2 including COREM (Chairperson)
Anik CHAUMARTIN	63	F	French	1,407	1	yes	20/05/20	2024	5	2 including CACI (Chairperson)
Christophe PÉRILLAT	59	M	French	1,000	1	yes	16/06/17	2024	8	2 including CONOM (Chairperson)
Delphine GARCIN-MEUNIER	48	F	French	0	2	no	05/11/19	2025	6	5
Hacina PY	53	F	French	0	0	no	22/05/23	2026	2	_
Laura MATHER	54	F	British	0	0	no	15/12/23	2026	2	_
Mark STEPHENS	42	M	Irish	0	0	no	22/05/23	2026	2	2

Note 1: the subsidiaries of Ayvens are not mentioned in the data below and companies followed by (*) are controlled by Societe Generale.

Note 2: the counting of the number of mandates in listed companies does not take into account mandates held in the Company.

Pierre PALMIERI

Expertises

Director, Chairperson of the Board of Directors,
Chairperson of the Strategic Committee
Deputy CEO Of Societe Generale

Date of birth:
11 November 1962

First appointment:
24 May 2023

Term of the mandate:
2027

Holds:
0 Ayvens shares

Professional address:
Tours Societe Generale

75886 Paris CEDEX 18

Pierre PALMIERI (French citizen) has been Deputy Chief Executive Officer and member of the Executive Management and Executive Committee of Societe Generale Group since May 2023. He has more than 30 years of experience in several corporate and investment banking businesses in France and abroad.

Pierre PALMIERI joined Societe Generale in 1987, more specifically the Export Financing department of Societe Generale Corporate & Investment Banking, before heading the financial engineering team in 1989. He joined the Agence Internationale team in 1994, where he created the Global Commodities Financing business line, before being appointed Head of Structured Commodities Financing in 2001. In 2006, he created the Natural Resources and Energy business line, where he became Co-Global Head. In 2008, he was appointed Deputy Head of Financing Activities (Global Finance), then Head from 2012 to 2019. From 2019 until May 2023, he was Head of all Global Banking & Advisory activities.

Pierre PALMIERI is a graduate of the Ecole Supérieure de Commerce de Tours.

Other offices held currently:

French and foreign listed companies:

- Societe Generale (France), Deputy CEO since 05/23

Other offices and positions held in other companies in the last five years:

French and foreign unlisted companies:

- Societe Generale Luxembourg * – Director from 2012 to 2019
- SG Marocaine De Banques * – Director from 2022 to 2023

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Diony LEBOT

Expertises

Director, member of the Compensation Committee,
the Nominations Committee and the Strategic Committee
Advisor to the General Management of Societe Generale

Date of birth:
15 July 1962

First appointment:
27 August 2020

Term of the mandate:
2027*

Holds:
13,263 Ayvens shares

Professional address:
Tours Societe Generale
75886 Paris CEDEX 18

Diony LEBOT (French citizen) has been an advisor to the General Management of Societe Generale since May 2023. Diony LEBOT joined Societe Generale in 1986. She held several positions in structured finance activities there, the Financial Engineering Department and then as Director of Asset Financing, before joining the Corporate Client Relations Department in 2004 as Commercial Director for Europe in the Large Corporates and Financial Institutions division. In 2007, she was appointed Chief Executive Officer of Societe Generale Americas and joined the Group's Executive Committee. In 2012, she became Deputy Director of the Client Relations and Investment Banking division and Head of the Western Europe region of Corporate Banking and Investor Solutions. In March 2015, Diony LEBOT was appointed Deputy Head of Risks and then Head of Risks for Societe Generale in July 2016. In May 2018, she became Deputy Chief Executive Officer of Societe Generale. From 2020 to 2023, she chaired the Board of Directors of Ayvens then has been a Board member until 3 March 2025. Diony LEBOT holds a DESS in Finance and Taxation from the University of Paris I.

Other offices held currently:

French and foreign listed companies:

- EQT AB (Sweden) – Director since 06/20
- Alpha Bank – Director since 07/23

Other offices and positions held in other companies in the last five years:

French and foreign listed companies:

- Societe Generale ** (France), Deputy CEO from 2018 to 2023

French and foreign unlisted companies:

- Sogecap ** (France), Director from 2016 to 2018
- Sogecap ** (France), Chairperson of the Board of Directors and Director from 2020 to 2023

**Diony LEBOT resigned with effect as of 3 March 2025.*

***Societe Generale Group.*

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Anik CHAUMARTIN

Expertises

Independent Director, Chairperson of the Audit Committee, member of the Risk Committee

Date of birth:
19 June 1961

First appointment:
20 May 2020

Term of the mandate:
2028

Holds:
1,407 Ayvens shares

Professional address:
7 avenue de Camoens,
75116 Paris

Anik CHAUMARTIN (French citizen) is a chartered accountant, Statutory Auditor and retired partner of PwC France. Global Relationship Partner at PwC for over 20 years, she has 37 years of experience in consulting and auditing, particularly in the financial services and consumer goods sectors. She has also held, for more than 15 years, various managerial responsibilities within PwC, in France or internationally, as COO of PwC Audit France (2005-2008), Human Capital Leader of PwC France (2008-2013), Head of Audit France (2011-2013), Global Assurance Leader – member of the Executive Committee of the global audit activities (2013-2018) and member of the management team of PwC Financial services in France (2018-June 2021). Anik CHAUMARTIN is a graduate of the Ecole Supérieure de Commerce de Paris.

Other offices held currently:

Foreign listed companies:

- Director of Allied Irish Bank and Allied Irish Group plc

French and foreign unlisted companies:

- Director of La Banque Postale
- Director of Saol Assurance Dac (since 13/10/22)
- Saol Assurance Holdings (since 17/01/23)

Other offices and positions held in other companies in the last five years:

- Global Assurance Markets Leader, PwC Global Network (2013-2018)
- Member of the Leadership Team of PwC Financial Services France (2018-June 2021)
- President of the CNCC Banking Commission (until April 2022)

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Xavier DURAND

Expertises

Date of birth:
27 April 1964

First appointment:
16 June 2017

Term of the mandate:
2025

Holds:
8,540 Ayvens shares

Professional address:
Place Costes – Bellonte
92270 Bois-Colombes

Independent Director, Chairperson of the Risk Committee, member of the Audit Committee
Chief Executive Officer of the Coface Insurance Group

Xavier DURAND (French citizen) is the CEO of the Coface Group since February 2016. Previously, Xavier DURAND had an international career within the financial activities of the General Electric Company where, prior to being Head of Strategy & Growth for GE Capital International based in London (2013-2015), he was the Chief Executive Officer of GE Capital Asia Pacific (2011-2013) based in Tokyo, Chief Executive Officer of the Europe and Russia banking activities of GE Capital (2005-2011), Chairperson and Chief Executive Officer of GE Money France (2000-2005) and Head of Strategy and New Partnerships of GE Capital Auto Financial Services based in Chicago (1996-2000). Earlier, Xavier DURAND was Chief Operating Officer of Banque Sovac Immobilier in France from 1994 to 1996. Engineer of Ponts et Chaussées corps, Xavier DURAND graduated from the Ecole Polytechnique and the Ecole des Ponts ParisTech. He started his career in 1987 in consulting (Gemini Group), strategy and project management (GMF, 1991-1993).

Other offices held currently:

French listed company:

- Coface SA – Chief Executive Officer since 2016

Within Coface – French and foreign unlisted company:

- Compagnie française d'assurance pour le commerce extérieur (Coface) – Chairperson of the Board of Directors – Managing Director – Director
- Coface North America Holding Company – Chairperson of the Board of Directors and Director

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Delphine GARCIN-MEUNIER

Expertises

Date of birth:
30 June 1976

First appointment:
5 November 2019

Term of the mandate:
2025

Holds:
0 Ayvens shares

Professional address:
Tours Societe Generale
75886 Paris CEDEX 18

Director, member of the Audit Committee, the Risk Committee, the Nomination Committee and the Strategy Committee Head of Mobility and International Retail Banking & Financial Services at Societe Generale, Member of Societe Generale Executive Comittee

Since May 2023, Delphine GARCIN-MEUNIER (French citizen) has been Director of Mobility and International Retail Banking & Financial Services, and a member of the Executive Committee of Societe Generale. She was previously Head of Group Strategy from 2020 after heading Investor Relations and Financial Communication for the Group from 2017 to 2020. In 2001, she joined Societe Generale and more specifically the Equity Capital Markets Department of SG CIB where she was in charge of originating and executing of primary issues on the equity and equity-linked markets for a portfolio of large companies for 13 years. In 2014, Delphine GARCIN-MEUNIER joined the Strategy Department within the Finance and Development Department, with a particular focus on retail banking in France, Transaction Banking activities, and the relationship model of Corporate & Investment Banking, securities and asset management. She participated in various transactions within the Strategy Department from 2015 to 2017 (including the IPO of ALD and Amundi). She began her career in 2000 at ABN Amro Rothschild in the Equity Capital Markets teams. Delphine GARCIN-MEUNIER is a graduate of HEC and the Sorbonne University.

Other offices held currently:

French and foreign listed companies:

- BRD * – Chairwoman of the Board of Directors since May 2024 and Director since December 2023
- KOMERCNI BANKA * – Chairwoman of the Supervisory Board of Directors and Director since February 2024

Other offices and positions held in other companies in the last five years:

French and foreign unlisted companies:

- SG Algérie * – Member of the Supervisory Board from 2021 to 2023
- Sogecap * (France) – Director in 2023

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Date of birth:
5 December 1961

First appointment:
16 June 2017

Term of the mandate:
2027

Holds:
7,400 Ayvens shares

Professional address:
19, rue d'Aumale
75009 Paris

Patricia LACOSTE

Expertises

Independent Director, Chairperson of the Compensation Committee, member of the Nomination Committee
Chairperson and Chief Executive Officer of the Prevoir Insurance Group

Patricia LACOSTE (French citizen) has been Chairperson and Chief Executive Officer of the Insurance group Prevoir since 2012. Previously, Patricia LACOSTE spent some 20 years in SNCF (French National Railway Company), where she held several executive positions, notably Director in charge of managing Top Executives within the HR Division (2008-2010), Director of the Eastern Paris Region, in charge of preparing the launch of the East Europe high speed train TGV (2005-2008), and Director of Sales to individuals (1995-2004). Patricia LACOSTE has graduated from the *École nationale de la statistique et de l'administration économique* (ENSAE), and she holds a Master in Econometrics. She started her career as study engineer in the consulting firm Coref (1985-1992).

Other offices held currently:

Within PREVOIR – French and foreign unlisted companies:

- Société Centrale PREVOIR – Chairperson and CEO
- PREVOIR-Vie – Chairperson
- Société de Gestion PREVOIR – Legal representative of Société Centrale PREVOIR – Director
- MIRAE ASSET PREVOIR LIFE Vietnam – Legal representative of PREVOIR-Vie – Director
- ASSURONE – Member of the Supervisory Board
- UTWIN – Member of the Supervisory Board
- SARGEP – Director
- PREVOIR Foundation – Member of the Executive Board
- Reassurez-Moi - Chairperson

Outside Prevoir – French and foreign listed companies:

- SCOR SE – Independent Director, member of the Strategy Committee, the Compensation Committee, the Audit Committee, the Nomination Committee and the Sustainability Committee

Other offices and positions held in other companies in the last five years:

French and foreign unlisted companies:

- SNCF Reseau – Director
- PREVOIR Risques Divers – Chairperson and CEO
- PKMI (PREVOIR Kampuchea Micro Life Insurance) – Legal representative of PREVOIR-Vie – Director
- Lloyd Vie Tunisie – Legal representative of Prevoir Vie, Director

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Christophe PÉRILLAT

Expertises

Date of birth:
12 September 1965

First appointment:
16 June 2017

Term of the mandate:
2028

Holds:
1,000 Ayvens shares

Professional address:
100, rue de Courcelles
75017 Paris

Independent Director, Chairperson of the Nomination Committee and member of the Compensation Committee
Chief Executive Officer of Valeo

Christophe Perillat joined the Valeo Group in 2000 and held a number of management positions in Group entities of increasing size before becoming Chief Operating Officer in 2011, Associate Chief Executive Officer in 2020, Deputy Chief Executive Officer in 2021 and Chief Executive Officer in January 2022. Prior to joining Valeo, Christophe Perillat worked in the aerospace industry at the equipment manufacturer Labinal, where he held roles in supply chain management, as well as plant, project and subsidiary management positions in France and the United States. Christophe Perillat is a graduate of Ecole polytechnique and Ecole des mines de Paris. He also holds an EMBA from the French business school HEC. Christophe Perillat is a French citizen and speaks French and English.

Other offices held currently:

French listed company:
- Valeo – Chief Executive Officer (since January 2022)

Unlisted French company:
- None

Unlisted foreign companies:
- Valeo Service Espana SAU – Spain – Director

Other offices and positions held in other companies in the last five years:
- Valeo SpA – Italy – Chairman of the Board of Directors (until 13 December 2024)
- Valeo North America, Inc. – USA – Chairperson and Director (until 12 January 2024)
- Valeo (UK) Limited – United Kingdom – Chairperson and Director (until 5 December 2024)

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Benoît GRISONI

Expertises

Date of birth:
13 August 1974

First appointment:
19 May 2021

Term of the mandate:
2025

Holds:
0 Ayvens shares

Professional address:
44, rue Traversiere
92100 Boulogne-Billancourt

Director,
Chief Executive Officer of Boursorama

Benoît GRISONI (French citizen) is a member of the Board of Directors of Ayvens since May 2021. He is also Chief Executive Officer of BoursoBank (ex-Boursorama) since 2018, after having served as Deputy Chief Executive Officer from 2016 to 2017. Previously, Benoît GRISONI held several management positions and was a member of the Executive Committees of BoursoBank as Director of BoursBank from 2010 to 2015, Deputy Director of BoursoBank from 2006 to 2009 and Director of Boursorama Invest from 2002 to 2005. Before joining BoursoBank, Benoît GRISONI began his career at Fimatex where he was Director of Customer Services and Marketing from 1999 to 2001, after joining the Company as a Client Manager in 1998. Benoît GRISONI obtained a diploma in accounting and financial studies as well as a specialisation diploma in capital markets at ICS Begue in 1997 before continuing his training at the Ecole Supérieure Libre des Sciences Commerciales Appliquées in 1998 as part of a postgraduate course in Trading-Finance and International Trading.

Other offices held currently:

French listed companies:
- BoursoBank * – Managing Director
- BoursoBank * – Director

Unlisted French company:
- Sogecap * – Director

Other offices and positions held in other companies in the last five years:

Unlisted French company:
- Peers – Member of the Supervisory Board

Societe Generale Group.

Laura MATHER

Expertises

Date of birth:
25 July 1970

First appointment:
15 December 2023
(co-optation)

Term of the mandate:
2026

Holds:
0 Ayvens shares

Professional address:
Tours Societe Generale
75886 Paris CEDEX 18

Director,
Chief Operating Officer of Societe Generale

Since May 2023, Laura MATHER (British citizen) has been Chief Operating Officer of Societe Generale and a member of the Executive Committee. Laura MATHER joined the Crédit Suisse Group in 1994 where she was in charge of numerous managerial functions within the IT teams. In 2012, she was appointed Head of Information Technology for EMEA and then Global Head of Production and Testing Group in 2013. In 2014, she became Chief Technology Officer, in charge of IT infrastructure and Chief Information Security Officer for Crédit Suisse Group. Since 2019, she has held the position of Global Chief Information Officer of Crédit Suisse Group. Laura MATHER is a graduate of the University of the Witwatersrand in South Africa.

Other offices held currently:

Unlisted foreign companies:
- Tech For All – Director

Foreign listed companies:
- Cohesity Inc. – Member of Security Advisory Council

Other offices and positions held in other companies in the last five years:
- Societe Generale – Forge * – Director

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Hacina PY

Expertises

Director,
Head of Sustainable Development, Societe Generale

Date of birth:
15 September 1971

First appointment:
22 May 2023

Term of the mandate:
2026

Holds:
0 Ayvens shares

Professional address:
Tours Societe Generale
75886 Paris CEDEX 18

Since October 2021, Hacina PY (French citizen) has been Head of Sustainable Development for Societe Generale and a member of the Executive Committee. Hacina PY joined Societe Generale in 1995 and has developed a solid banking experience in both structured finance and corporate functions. Hacina PY became Global Head of Export Financing in 2015. She led the transformation of this business by directing the strategy towards sustainable development and became leader of the impact finance solutions teams in 2019. Hacina PY is a graduate of EM Strasbourg and studied Finance at Heriot Watt University in Edinburgh.

Other offices held currently:

- None.

Other offices and positions held in other companies in the last five years:

- GEFA BANK GmbH * – Member of the Supervisory Board from 2021 to 2023

**Societe Generale Group.*

Mark STEPHENS

Expertises

Director, member of the Risk Committee and the Strategic Committee
Partner of TDR Capital LLP

Date of birth:
19 June 1982

First appointment:
22 May 2023

Term of the mandate:
2026

Holds:
0 Ayvens shares

Professional address:
20 Bentinck Street,
London W1U 2EU
UNITED KINGDOM

Mark STEPHENS (Irish citizen) has been a partner at TDR Capital LLP since December 2018. Having joined TDR Capital LLP in 2012, he successively held the positions of Associate (2012-2014) and Director (2014-2018). Before joining TDR, Mark STEPHENS worked at Morgan Stanley in London as an analyst in the UK investment banking team and then as an associate at its private equity fund. Mark STEPHENS holds a Bachelor of Business and Legal Studies (European) with first class honours from University College Dublin.

Other offices held currently:

- TDR CAPITAL LLP – Partner
- Constellation Automotive Holdings ltd. – Director
- Deuce HoldCo Limited – Director
- Flight Club Darts Limited – Non-executive Director

Other offices and positions held in other companies in the last five years:

- Lincoln Financing PTE Limited – Director

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Tim ALBERTSEN

Expertises

Chief Executive Officer

Tim ALBERTSEN is Chief Executive Officer of the Ayvens Group.
He has over 30 years of experience in the sector.

Date of birth:
9 February 1963

First appointment:
26 March 2021

Term of the mandate:
2027

Holds:
56,281 Ayvens shares

Professional address:
1, rue Eugène et Armand Peugeot
92500 Rueil-Malmaison

Tim ALBERTSEN (Danish citizen) has been Chief Executive Officer of the Ayvens Group since March 27, 2020 and previously served as Deputy Chief Executive Officer from 2011. Tim ALBERTSEN has more than 30 years of experience in the leasing and Fleet Management sector, notably at Avis Leasing, Avis Rent a Car and Hertz Lease, acquired by Ayvens in 2003. Before being appointed CEO of Ayvens in 2020, he held the positions of Regional Director in the Nordic and Baltic countries, CEO of Axus Denmark & Sweden from 1997 to 2003, CEO of Hertz Lease Denmark, Chief Operating Officer, Senior Vice-Chairperson and Deputy Chief Executive Officer, where he played a key role in the success of the Company's listing on Euronext Paris. Tim ALBERTSEN holds an undergraduate degree and a postgraduate degree in business administration from the University of Southern Denmark and the Copenhagen Business School respectively.

Other offices held currently:

- Ayvens – CEO

Other offices and positions held in other companies in the last five years:

Unlisted foreign companies:

- CarTime Technologies – Denmark – Director
- Mil-tekUS – USA – Director

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Non-voting member

In 2024, the Board of Directors was assisted by a non-voting member whose role was to support it in monitoring the integration of LeasePlan, the Company's evolution towards a regulated status of CFH and the smooth operation of the new governance.

Date of birth:
14 December 1959

First appointment:
24 May 2023 *(non-voting member)*

Term of the mandate:
2026

Holds:
7,516 Ayvens shares

Professional address:
1, rue Eugène et Armand Peugeot

92500 Rueil-Malmaison

Didier HAUGUEL

Expertises

Non-voting member,
director, consultant, mediator

Didier HAUGUEL (French citizen) has been a non-voting member of Ayvens since May 2023. A director of Ayvens since 2009, he was Chairperson of the Board of Directors from 2009 to 2011 and then from 2017 to 2019. Since 2019, he has held non-executive roles as an independent director, consultant and mediator. He was a member of Societe Generale Management Committee from 2000 to 2019, he was Country Officer for Russia from 2012 to 2019. Member of the Societe Generale Executive Committee from 2007 to 2017, he had been Co-Head of International Banking and Financial Services from 2013 to 2017 and held several positions in Societe Generale, such as Head of Specialised Financial Services and Insurance from 2009 to 2013 and Chief Risk Officer from 2000 until 2009. After having been Head of Central Risk Control at Societe Generale from 1991 to 1995, he was appointed Chief Operating Officer of Societe Generale in New York (USA) from 1995 to 1998, then Director of Resources and Risk for the Americas Regional Division from 1998 to 2000. He joined the General Inspection Department of Societe Generale in 1984. Didier HAUGUEL has graduated from the Institut d'études politiques de Paris (Sciences Po) and holds a Bachelor's degree in Public law.

Other offices held currently:

Unlisted French companies:

- Société Centrale Prévoir – Director

Other offices and positions held in other companies in the last five years:

Unlisted foreign companies:

- GEFA Bank GmbH * – Germany – Chairperson and Director
- LLC Rusfinance * – Russia – Director
- Riverbank – Luxembourg – Director

Foreign listed company:

- PJSC Rosbank * – Russia – Chairperson and Director

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3.1.1.1 Directors' independence

Four independent directors sit on the Board of Directors. Their independence was assessed considering the criteria set out in Article 10.5 of the AFEP-MEDEF Code, and in particular information relating to their professional careers, past and current mandates, and the business relationships of their employers/companies with Societe Generale Group.

The assessment of the existence of significant business relationships is the subject of an assessment conducted by the Board of Directors during the director selection process, in addition to the analysis and assessment conducted by the Nomination Committee of the Board of Directors of any potential conflict of interest situation relating to each member of the Board of Directors, which leads its members to pay particular attention to these relationships.

In this respect, the Board particularly studies the Fleet Management services provided by the Company to companies of which its Directors are executives (Xavier DURAND, Chief Executive Officer of COFACE, Christophe PERILLAT, Chief Executive Officer of VALEO, and Patricia LACOSTE, Chief Executive Officer of the PREVOIR Group), in order to assess whether these are of such importance and nature as to affect the independence of judgement of these directors. The Board noted that the Fleet of vehicles managed by the Company on behalf of companies whose senior executives are Directors is insignificant or marginal. Consequently, the commercial and financial relationships resulting from such a service between the Directors, the groups they manage, and the Company are not such as to modify the analysis of their independence.

At the same time, the relationships between the groups of which these Directors are senior executives and Societe Generale Group were examined, and the non-material nature, within the meaning of Article 10.5.3 of the AFEP-MEDEF Code, of the existing business volumes between the groups was reviewed and Societe Generale Group was confirmed at the end of this review.

Finally, it should be noted that these contractual relationships are also subject to an annual review by the Board of Directors, which verifies the proper application of the procedure implemented pursuant to Article L. 22-10-12 of the French Commercial Code. While this procedure is specifically intended to verify the nature and the contractual conditions under which these relationships are entered into and is not primarily intended to judge their materiality, it offers the Audit Committee the opportunity to assess the importance that they have for the group through various criteria such as risk exposure, Fleet size, or share in the Group's overall debt, etc.

The following table summarises the assessment of the independence of directors according to the following criteria. ✓ represents a satisfied independence criterion and ✗ represents an unsatisfied independence criterion.

Criteria	Pierre PALMIERI	Tim ALBERTSEN	Xavier DURAND	Benoît GRISONI	Patricia LACOSTE	Anik CHAUMARTIN	Diony LEBOT	Christophe PERILLAT	Delphine GARCIN-MEUNIER	Hacina PY	Laura MATHER	Mark STEPHENS
Salaried corporate officer during the previous five years (1)	✓	✗	✓	✗	✓	✓	✗	✓	✗	✗	✗	✓
Cross -directorships (2)	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓
Significant business relationships (3)	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓
Family connections (4)	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓
Statutory Auditor (5)	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓
Term of office greater than 12 years (6)	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓
Status of non-executive corporate officer (7)	✗	✗	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓
Status of significant shareholder (8)	✗	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✗

(1) Not being or not having been, during the previous five years:
- *salaried employee or executive corporate officer of the Company;*
- *salaried employee, executive corporate officer or director of a company consolidated by the Company;*
- *salaried employee, executive corporate officer or director of the Company's parent company or a company consolidated by this parent company.*

(2) Not being an executive corporate officer of a company in which the Company directly or indirectly holds a directorship or in which an employee designated as such or an executive corporate officer of the Company (current or having been one within the past five years) holds a directorship.

(3) Not being a customer, supplier, investment banker, commercial banker or consultant:
- *significant for the Company or its group;-*
- *or for which the Company or its group represents a significant share of business.*

Assessment of whether or not the relationship with the Company or its group is significant is debated by the Board and the qualitative and quantitative criteria leading to this assessment (continuity, economic dependency, exclusivity, etc.) are explained in the annual report.

(4) Not having family ties with a corporate officer.

(5) Not having been a Statutory Auditor of the Company during the previous 5 years.

(6) Not having been a director of the Company for more than 12 years. The loss of the status of independent director occurs on the twelve-year anniversary.

(7) A Non-executive corporate officer cannot be considered as independent if he/she receives variable remuneration in cash or in securities or any remuneration related to the performance of the Company or the Group (Art. 10.6 of the AFEP-MEDEF Code).

(8) Directors representing large shareholders of the Company or its parent company may be considered as independent as long as these shareholders do not take part in the control of the Company. However, beyond a threshold of 10% in capital or voting rights, the Board, after a report from the Nomination Committee, always queries the qualification of independent person, taking into account the composition of the capital of the Company and the existence of a potential conflict of interest (art. 10.7 of the AFEP-MEDEF Code).

Changes in the composition of the Board of Directors in 2024

	Departure		Appointment		
Director	Board of Directors	Committees	Board of Directors	Committees	Renewal of term of office
Mark STEPHENS				Appointed to CONOM on 30 October 2024	

Nomination Committee (CONOM)
Compensation Committee (COREM)
Audit Committee (CACI)
Risk Committee (CORISK)
Strategy Committee (COSTRAT) abolished by the decision of the Board of Directors as at 30 October 2024 (cf 3.1.1.4)

3.1.1.2 Balance of the composition of theBoard of Directors

The Board of Directors is composed of 50% of women at the end of the 2024, six women and six men (excluding the non-voting member), which continues to meet current legal requirements and the recommendations of the AFEP-MEDEF Code.

As shown by the tables in 3.1.1 and 3.1.1.3, the composition of the Board of Directors is currently diverse in terms of the age, gender, qualifications and professional experience of the directors. The Board of Directors discussed its composition and deemed it balanced and appropriate in view of the diversity of the profiles and skills.

3.1.1.3 Directors' expertise

The table below summarises the Directors' main area of expertise and skills. The Directors could benefit from trainings notably depending on the requirements that may or not be imposed in the context of the fit and proper assessment procedures.

Director	Leasing, mobility	Finance	Regulation/Risk Compliance/ Internal control	International	ESG	Sector/Specific fields of expertise
Pierre PALMIERI		✓	✓	✓	✓	International Banking and Financial Services, ESG
Tim ALBERTSEN	✓	✓	✓	✓		Leasing
Diony LEBOT	✓	✓	✓	✓	✓	International Banking and Financial Services, ESG Risk Compliance
Delphine GARCIN-MEUNIER	✓	✓	✓	✓		Banking and Financial services Leasing
Benoît GRISONI		✓	✓			Banking and Financial Services
Hacina PY		✓	✓	✓	✓	International Banking and Financial Services Sustainability, ESG
Mark STEPHENS		✓	✓	✓		International Banking and Financial Services
Laura MATHER		✓	✓	✓		IT – Information Technology
Xavier DURAND	✓	✓	✓	✓		Insurance, risk
Anik CHAUMARTIN		✓	✓	✓		Audit, international Banking and Financial Services
Patricia LACOSTE	✓	✓	✓	✓		Insurance
Christophe PERILLAT	✓	✓	✓	✓	✓	Automotive and aerospace industry, ESG
(Non-voting director) Didier HAUGUEL	✓	✓	✓	✓		International Banking and Financial Services Risk Compliance

3.1.1.4 Directors’ due diligence

Attendance rates at Board and Committee meetings are high. In this respect, reference is made to below table and it is noted that the COSTRAT has been abolished with effect as of 30 October 2024.

In 2024, the activities of the Board and the committees were impacted by exceptional events related to the context of the integration of the former LeasePlan group and the new regulated status of Financial Holding Company (FHC) adopted by Ayvens.

Presence over the period for the 2024 financial year	Board of Directors			CACI		CORISK		COREM		CONOM	
	Total number of meetings	Attendance	Attendance rate *(in %)*	Nb of meetings	Attendance rate *(in %)*	Nb of meetings	Attendance rate *(in %)*	Nb of meetings	Attendance rate *(in %)*	Nb of meetings	Attendance rate *(in %)*
Pierre PALMIERI	11	11	100%								
Tim ALBERTSEN	11	10	91%								
Xavier DURAND	11	11	100%	8	100%	8	100%				
Benoît GRISONI	11	11	100%								
Patricia LACOSTE	11	11	100%					3	100%	4	100%
Anik CHAUMARTIN	11	11	100%	8	100%	8	100%				
Diony LEBOT	11	10	91%					3	100%	4	100%
Christophe PERILLAT	11	11	100%					3	100%	4	100%
Delphine GARCIN-MEUNIER	11	11	100%	8	100%	8	100%			4	100%
Hacina PY	11	11	100%								
Mark STEPHENS	11	11	100%			8	100%			4	100%
Laura MATHER	11	9	82%								
Non-voting member											
Didier HAUGUEL	11	11	100%								

3.1.1.5 Assessment of the Board of Directors

In accordance with the provisions of the Board of Directors’ Internal Rules, every year the Nomination Committee of the Board of Directors reviews the structure, size, composition and effectiveness of the Board in carrying out its duties and formulates all useful recommendations.

Every three years, when the assessment is carried out by an external firm, the Nomination Committee makes all proposals for the selection of the firm and the proper conduct of the assessment.

In this context, interviews are conducted by the Chairperson of the Nomination Committee with each of the directors in order to obtain the opinion and recommendations of the directors on (i) the composition, organisation and functioning of the Board of Directors; (ii) the topics covered and the quality of the information provided; and (iii) the operation of the specialised committees.

This assessment procedure is the subject of feedback and discussion by the Board of Directors. These reports are an opportunity to identify areas for improvement that have in the past made it possible to improve the work of the Board of Directors through the implementation of recommendations from these members.

As part of this process, the skills of the directors are assessed in two areas: collective and individual. The assessment of the individual contribution then gives rise to an individual report to each director, which enables them to take note of the perception that the other directors have of their contribution and of their involvement in the work of the Board.

Following the external assessment carried out in 2023 in accordance with art. 11 of the AFEP-MEDEF Code, a self-assessment process was conducted for the year 2024 with the participation of all the Board members including the Chairperson of the Board of Directors and each Chairperson of the specialized committees. The outcome of the self-assessment was discussed in the Nomination Committee on 30 January 2025 and reported to the Board of Directors on 5 February 2025.

The Directors noted a strong progress made in the overall functioning of the Board, its specialised committees, and their interactions as well as a good level of dialogue with the Chairman of the Board, the chairpersons of the specialised committees, the entity Management and among the peers which the Directors qualified as transparent and constructive.

The following main areas for improvement emerged from the self-assessment: (i) balance the debate time in the meetings by enlarging the discussions dedicated to commercial, customer, market, pricing, cybersecurity, artificial intelligence issues as well long-term and short-term priorities, (ii) continue to address the transformation, the risk awareness and culture & conduct actions especially in the context of the ongoing integration phase with LeasePlan, and (iii) continue to improve the logistics and presentation materials.

As a consequence of the new Financial Holding Company status, the guidelines and recommendations of the EBA and ECB are complied with in the context of the fit & proper assessments for the authorization of appointments or renewals of the members of the Board of Directors. These assessments are performed not only from an individual perspective but also from a collective standpoint.

3.1.2 Executive corporate officers

The General Management during the financial year 2024 consisted of Tim ALBERTSEN as Chief Executive Officer and John SAFFRETT as Deputy Chief Executive Officer. On 21 March 2024, the executive mandates of Tim ALBERTSEN and John SAFFRETT have been renewed for four years. In accordance with Appendix 2 of the AFEP-MEDEF Code, the Chief Executive Officer and the Deputy Chief Executive Officers are designated executive corporate officers, and the Chairperson of the Board of Directors is designated as non-executive corporate officer.

It was reiterated that the functions of General Management and those of the Chairperson of the Board of Directors are dissociated. Due to this dissociation, specialised skills needed in each of these functions benefit the Company, while the Board of Directors benefits from accrued more independence when it comes to control of the management of the Company.

3.1.3 The Chairperson

At the Shareholders' Meeting of 24 May 2023, Mr. Pierre PALMIERI was appointed as Director and subsequently (with effect as of the same day) the Board has appointed him as Chairperson of the Board of Directors. The Chair of the Board of Directors, through direct support by supervision of the Secretary, plays a decisive role in planning and organising the works of the Board of Directors, and of the specialised committees.

He chairs every Board of Director's Meeting and attends the meetings of the specialised committees.

Following the legal indications given by the Secretary, he/she ensures that all Directors, the Statutory Auditors and the Chair of the specialised committees can adequately express their opinions.

3.1.4 The Executive Committee

The Executive Committee of the Group (the "**Executive Committee**") is responsible for company strategy execution and accountable for the delivery of results. Since January 2024, Tim ALBERTSEN (CEO), John SAFFRETT (Deputy CEO), Berno KLEINHERENBRINK (Deputy CEO), Patrick SOMMELET (Deputy CEO, CFO), Laurent SAUCIÉ (CTIO) and Hans VAN BEECK (CRCO) are also members of Ayvens Management Committee (the "**ManCo**") which is accountable for company strategy definition & strategic decision-making, budgeting and risk management. The Executive Committee advises the ManCo on strategic decisions.

The Executive Committee comprises the main operational and functional executives presented below:

Date of birth:
9 February 1963

Nationality:
Danish

Holds:
56,281 Ayvens shares

Tim ALBERTSEN

Chief Executive Officer

Tim ALBERTSEN is Chief Executive Officer of the Ayvens Group. He has over 30 years of experience in the sector.

Tim ALBERTSEN has been Chief Executive Officer of the Ayvens Group since 27 March 2020 and previously served as Deputy Chief Executive Officer from 2011. Tim ALBERTSEN has more than 30 years of experience in the leasing and Fleet Management sector, notably at Avis Leasing, Avis Rent a Car and Hertz Lease, acquired by Ayvens in 2003. Before being appointed CEO of Ayvens in 2020, he held the positions of Regional Director in the Nordic and Baltic countries, CEO of Axus Denmark & Sweden from 1997 to 2003, CEO of Hertz Lease Denmark, Chief Operating Officer, Senior Vice-Chairperson and Deputy Chief Executive Officer, where he played a key role in the success of the Company's listing on Euronext Paris. He holds an undergraduate degree and a postgraduate degree in business administration from the University of Southern Denmark and the Copenhagen Business School respectively.

Other offices held currently:

- Ayvens – Director

Other offices and positions held in other companies in the last five years:

Unlisted foreign companies:

- CarTime Technologies – Denmark – Director
- Mil-tekUS – USA – Director

Date of birth:
3 June 1972

Nationality:
British

Holds:
38,332 Ayvens shares

John SAFFRETT

Deputy Chief Executive Officer

John SAFFRETT has been Deputy Chief Executive Officer since 2019. He has 17 years of sector experience.

John SAFFRETT is Ayvens' Deputy Chief Executive Officer since April 2019. Previously, he worked as Ayvens's Chief Operating Officer since 2017. He joined the commercial account management team of ALD Automotive in the United Kingdom in 1997, before becoming Director of the IT Department in 2002. He worked for nine years, starting in 2006, at Fimat/Newedge UK (now Societe Generale Prime Services), before returning to ALD in 2015, first as Director of Administration and then as Director of Operations. Appointed Deputy Chief Executive Officer in 2019, he is responsible for managing operations and overseeing IT and digitisation. John SAFFRETT holds a Bachelor's degree in IT from Hertfordshire University and an MBA from Nottingham Trent University.

Other offices held currently:

- None.

Other offices and positions held in other companies in the last five years:

- None.

Berno KLEINHERENBRINK

Deputy Chief Executive Officer

Berno KLEINHERENBRINK has been Deputy Chief Executive Officer (DGA) since May 2023. He has 30 years of experience in the automotive and car rental sectors.

Berno KLEINHERENBRINK has been Deputy Chief Executive Officer since May 2023. Previously Berno was Chief Commercial Officer at LeasePlan since 2017. He began his career at Amoco Oil Corporation in the Netherlands, Germany and Switzerland, before joining LeasePlan Netherlands as Chief Executive Officer. He was appointed Commercial Director of LeasePlan in 2016 and also held the position of Group Director for Belgium, Germany, France, Luxembourg and the Netherlands. A strong proponent of the transition to electric vehicles, Berno KLEINHERENBRINK led LeasePlan's business strategy in this regard after the Company joined the EV100 as a founding member in 2017. He holds a bachelor's degree from Nyenrode Business University and an MBA from the Rotterdam School of Management.

Date of birth:
21 September 1962

Nationality:
Dutch

Other offices held currently:

- None.

Other offices and positions held in other companies in the last five years:

- Chairperson of the Board of Directors of Esther Vergeer Foundation (since 2017)

Patrick SOMMELET

Chief Financial Officer and Deputy Chief Executive Officer

Patrick SOMMELET has been Chief Financial Officer and Deputy Chief Executive Officer (DGA) since September 2023. He has 30 years of experience in the finance sector.

Patrick SOMMELET has been Chief Financial Officer and Deputy Chief Executive Officer since September 2023. He began his career in 1993 as a trader at Crédit Commercial de France and joined the Financial Institutions Advisory team at Merrill Lynch in 1998. Three years later, he joined the Strategy Department of Societe Generale and became Group Director of Investor Relations and Financial Communication in 2006, before holding the positions of Chief Financial Officer, Head of Support Functions and Deputy Chief Executive Officer of Boursorama. In 2016, he became Director of Strategic Financial Planning at Societe Generale and was appointed Deputy Chief Financial Officer the following year. Patrick SOMMELET is a graduate of the University of Paris Dauphine and holds an MBA from the NYU Stern School of Business.

Date of birth:
7 October 1968

Nationality:
French

Other offices held currently:

- None.

Other offices and positions held in other companies in the last five years:

- None.

Laurent SAUCIÉ

Date of birth:
2 December 1974

Nationality:
French

Chief Transformation and Integration Officer and Group Regional Director

Laurent SAUCIÉ has been Transformation and Integration Director since May 2023 and has been a member of the Executive Committee since March 2022. He has more than 26 years of experience in banking, insurance, finance, leasing, risk management and internal control.

Laurent SAUCIÉ has been Chief Transformation and Integration Officer since May 2023. He is also the Chief Executive Officer of Ayvens Bank NV and chairs its Managing Board. Laurent SAUCIÉ has held various management positions at Societe Generale since 1997, first as an Inspector and then as Chief Inspector within the General Inspection Department (including, in 2002, the complete review of ALD Automotive in view of the acquisition of Hertz Lease). In 2005, he joined ALD in Italy, first as Chief Operating Officer (until 2006) and then as Chief Executive Officer (from 2006 to 2011). In 2011, he was appointed Deputy Chief Executive Officer of Franfinance, a subsidiary of Societe Generale, before joining the bank's Risk Department in 2015, as Chief Risk Officer for the International Banking and Financial Services division. From 2020 to 2022, he also helped plan the merger of the bank's retail network with Crédit du Nord, before returning to ALD in 2022 as Integration Manager with LeasePlan. He is a graduate of CentraleSupélec and holds a master's degree in economics.

Other offices held currently:

- SG Marocaine de Banques * – Member of the Supervisory Board since September 2023

Other offices and positions held in other companies in the last five years:

- BoursoBank (ex-Boursorama) * – Director and member/Chairperson of the Risk Committee and the Audit and Internal Control Committee (from 2016 to 2021).

** Societe Generale*

Hans VAN BEECK

Date of birth:
5 January 1964

Nationality:
Dutch

Chief Risk and Compliance Officer

Hans VAN BEECK has been Head of Compliance and Risk Management since May 2023 and has been a member of the Executive Committee since 2019. He has over 35 years of experience in market finance and investor relations.

Since May 2023, Hans VAN BEECK has held the position of Director of Compliance and Risk Management. Hans VAN BEECK held various management positions at Societe Generale in Belgium, Japan and the United Kingdom before joining ALD Automotive in 2017 to help prepare the Company's successful IPO and lead the Company's new investor relations function. He was then appointed Chief Administrative Officer in 2019, overseeing a range of functions, including risk and compliance, and became Head of Risk Management and Compliance. Hans VAN BEECK holds a Master's in Mathematics and Management Studies from the University of Cambridge and a Ph.D in Economy and Finance from the University of Pennsylvania.

Other offices held currently:

- None.

Other offices and positions held in other companies in the last five years:

- None.

Liza HOESBERGEN

Date of birth:
31 March 1976

Nationality:
Dutch

Chief Legal and Corporate Affairs Officer

Liza HOESBERGEN has been the Chief Legal and Corporate Affairs Officer since May 2023. She has 20 years of experience in international legal and regulatory management.

Liza HOESBERGEN has been Chief Legal and Corporate Affairs Officer since May 2023. She is also the Deputy Chief Executive Officer of Ayvens Bank NV. She joined LeasePlan in 2009, after a distinguished career in private practice in Amsterdam and New York. As Chief Legal Officer and member of LeasePlan's's Executive Committee, she acted as a trusted advisor to LeasePlan's Management Board, Executive Committee and Supervisory Board on all legal, regulatory and corporate governance issues. She also participated in the General Counsel Executive Program, a global initiative that provides training and inspiration for innovation and senior management leadership. Within Ayvens Liza HOESBERGEN oversees the global legal function, Regulatory Office and Public Affairs. She takes a holistic, organisation-wide view of the day-to-day monitoring of legal and regulatory risks throughout the organisation. She is a graduate of the University of Utrecht in both civil and criminal law and earned a cum laude distinction in her postgraduate degree in corporate structures.

Other offices held currently:

- Deputy CEO Ayvens Bank

Other offices and positions held in other companies in the last five years:

- None.

Guillaume de LÉOBARDY

Date of birth:
14 October 1972

Nationality:
French

Director of Remarketing

Guillaume de LÉOBARDY has served as Director of Remarketing since May 2023, and Group and Head Office Regional Director, and has been a member of the Executive Committee since 2019. He has more than 25 years of experience in the leasing sector.

Guillaume de LÉOBARDY has been Director of Remarketing for the Group since May 2023, and since 2019 he has been a member of the Executive Committee of Ayvens. Guillaume de LÉOBARDY began his career in the IT asset management sector in 1998, where he held various consulting and project management positions. In 2004, he joined ALD Automotive, responsible for establishing and managing the Company's operations in Russia. Five years later, he was appointed Chief Executive Officer of the Portuguese subsidiary of ALD, before becoming CEO in Denmark and Regional Director for the Nordic countries. In 2019, Guillaume de LÉOBARDY moved to Paris to join the ALD Executive Committee. He holds a master's degree in Agri-food Engineering from AgroParisTech and a post-graduate diploma in Logistics and Transport from CentraleSupélec.

Other offices held currently:

- None.

Other offices and positions held in other companies in the last five years:

- None.

Roderick JORNA

Date of birth:
29 August 1982

Nationality:
Dutch

Chief People Officer

Roderick JORNA has been Chief People Officer since October 2023. He has 15 years of experience in finance, insurance, IT, data management, legal and compliance.

Roderick JORNA has been Chief People Officer since October 2023. He spent the first nine years of his career at McKinsey, where he focused on strategy, corporate finance and financial institution transformations. He joined LeasePlan in 2017 as Chief Financial Officer for Central and Eastern Europe. In 2020, he became Chief Financial Officer of LeasePlan France, where he was also responsible for insurance, IT, data management, legal and compliance. In 2022, he was appointed Head of Integration of LeasePlan, where he set up a joint integration management office with ALD Automotive. Roderick JORNA holds an MBA from INSEAD and a master's degree in Business Administration and Dutch law from the University of Maastricht.

Other offices held currently:

- None.

Other offices and positions held in other companies in the last five years:

- None.

Jeroen KRUISWEG

Date of birth:
21 April 1968

Nationality:
Dutch

Group Regional Director

Jeroen KRUISWEG has served as Group Regional Director since May 2023. He has 30 years of experience in the automotive leasing sector.

Jeroen KRUISWEG has been Group Regional Director since May 2023. Jeroen KRUISWEG joined ALD Automotive in 2012, where he held the positions of Sales Director and Managing Director in the Netherlands, Regional Director for Benelux and Chairperson and Chief Executive Officer of Ford Fleet Management, a joint venture between ALD and Ford Credit. During his tenure, the Dutch branch of ALD quadrupled its Fleet, launched its B2C activities and successfully integrated Sternlease. Prior to joining ALD, he spent two decades in executive roles in the IT and automotive industries, including sales and marketing at Sun MicroSystems, Atos Origin and Canon. Jeroen KRUISWEG holds a bachelor's degree from Nyenrode Business University and a master's degree in Marketing from the Academy for Management of the University of Groningen.

Other offices held currently:

- None.

Other offices and positions held in other companies in the last five years:

- None.

Date of birth:
25 June 1980

Nationality:
French

Annie PIN

Chief Commercial Officer

Annie PIN has been the Group's Chief Commercial Officer and has been a member of the Executive Committee since 2020. She has solid expertise in business strategy management, change management and electrical mobility.

Annie PIN joined Societe Generale in 2004 as a member of the Inspection Department, before being appointed Head of Superyacht Financing Operations for its subsidiary CGI. In 2010, she took on the role of Regional Director of Risks and Projects at ALD Automotive for the Nordic countries, before becoming Chief Executive Officer of the Norwegian subsidiary in 2016. Annie PIN was appointed Chief Commercial Officer of ALD in 2019, overseeing the Company's progress in terms of responsible mobility and electric vehicles. She holds an MBA from ESSEC Business School and a master's degree from the *Institut d'études politiques de Paris*.

Other offices held currently:

- None.

Other offices and positions held in other companies in the last five years:

- None.

Date of birth:
29 December 1973

Nationality:
Belgian

Miel HORSTEN

Chief Operating Officer

Miel HORSTEN has been Chief Operating Officer since October 2023. He has 23 years of experience in the automotive leasing sector.

Miel HORSTEN has been Chief Operating Officer since October 2023. Since 2020, Miel HORSTEN has been a member of the Executive Committee. Miel HORSTEN began his career in 1997 as Account Manager at Michelin Benelux. In 1999, he joined ALD Automotive in Belgium (then Hertz Lease) where he became Project Manager for International Operations. In 2003, he participated in the creation of ALD RE, the reinsurance captive of ALD, in Paris. Miel HORSTEN was Chief Executive Officer of the Group's American subsidiary from 2006 to 2010, then he returned to Paris in 2010 to take over the Group's Products and Services Department. In 2012, he was appointed Chief Executive Officer of the Belgian subsidiary, then Regional Director for Benelux from 2019 to 2020. He joined the ALD Executive Committee in 2020 as Group Regional Director. He holds a master's degree in Financial and Commercial Sciences from the Economische Hogeschool Sint-Aloysius and diplomas in Corporate Finance and Financial Accounting from the EHSAL Management School in Brussels.

Other offices held currently:

- None.

Other offices and positions held in other companies in the last five years:

- President of RENTA, the federation of long and short-term rental companies in Belgium from 2016 to 2020.

Philippos ZAGORIANAKOS

Date of birth:
7 November 1965

Nationality:
Greek

Group Regional Director

Philippos ZAGORIANAKOS has been Group Regional Director since May 2023. He has 20 years of experience in the business management sector.

Philippos ZAGORIANAKOS has been the Group's Regional Director since May 2023. Philippos ZAGORIANAKOS gained extensive corporate experience holding positions at Adecco and Sony before joining LeasePlan Greece as Managing Director, responsible for launching and establishing the Company in the country. In 2017, he was appointed Cluster Director for Central and Eastern Europe, Ireland and UAE and in 2020, he became Chief Business Excellence Officer, overseeing LeasePlan's continuous improvement activities, including the implementation of its LEAN, MBO and knowledge management programmes. Philippos ZAGORIANAKOS holds a degree in Computer Science from Queen Mary College, University of London.

Other offices held currently:

- None.

Other offices and positions held in other companies in the last five years:

- None.

Martin KÖSSLER

Date of birth:
1 February 1965

Nationality:
Austrian

Group Regional Director

Martin KÖssler has served as Group Regional Director since May 2023. He has 30 years of experience in the automotive leasing sector.

Martin KÖSSLER has been Group Regional Director since May 2023. Martin KÖSSLER has more than 30 years of experience in the industry, having held various management positions in local and international leasing companies before joining ALD Automotive in 2003. He started as Chief Commercial Officer and then Chief Executive Officer at ALD Austria and has since held various CEO positions in Central and Eastern Europe, including the role of Regional Director since 2009. Over the years, Martin KÖSSLER has established and developed a HUB organisational structure that emphasizes service quality and synergies, with the region winning numerous awards for achievements under his leadership.

Other offices held currently:

- None.

Other offices and positions held in other companies in the last five years:

- None.

3.1.5 Statements regarding directors and executive corporate officers

As of the date of this Universal Registration Document, to the best of the Board of Directors' knowledge, there are no family ties between directors and executive corporate officers.

To the best of the directors' knowledge, during the past five years: (i) none of the aforementioned persons has been convicted of fraud; (ii) none of the aforementioned persons has been involved in a bankruptcy, receivership or compulsory liquidation; (iii) no official public incrimination or sanction has been pronounced against the aforementioned persons by public or supervisory authorities (including the competent professional bodies); and (iv) none of the aforementioned persons has been prohibited by a court from acting as a member of the administrative, management or supervisory body of a company or participate in the management or exercise of the activities of any company.

3.2 Conflicts of interests

As of the date of this report, and to the best of the directors' knowledge, there are no potential conflicts of interest between the duties performed by the members of the Board of Directors, the executive corporate officers and their private interests and/or other duties. However, the agreement relating to the acquisition by Ayvens of 100% of the share capital of LP Group BV remains in effect between the parties (with notable ongoing engagements including certain guarantees, the post-Closing net asset value adjustment as well as in respect of an earn-out). Accordingly, potential conflicts of interest may arise as regards Mr. Mark Stephens in respect of such matters.

There are no service contracts in place between any of the members of the Board of Directors, the executive corporate officers and any subsidiary.

In accordance with Article 12.5 of the Board's internal regulations (https://www.Ayvens.com/), every year the Secretary of the Board requests that all directors and corporate officers provide a declaration testifying to the absence of any conflict of interest with the Company in the execution of their functions.

3.3 Rules applicable to the administrative and management bodies

3.3.1 Terms of office of the members of the administrative and management bodies

The terms of office of each director and executive corporate officer can be found in section 3.1 "Composition of administrative and management bodies" of this Universal Registration Document.

In accordance with Article 13 of the Company's Bylaws, the term of office of directors is set at four years. By way of exception, the General Meetings may appoint or renew the term of office of one or more Directors for a term of two (2) or three (3) years, in order to allow a staggered reappointment of the directors.

The term of office of co-opted directors is equivalent to the remainder of their predecessor's term of office.

3.3.2 Information on service contracts between members of the administrative or management bodies and the Company or one of its subsidiaries

To the Company's knowledge, there are no service contracts in place between the directors of the Company and the Company or any of its subsidiaries for the purpose of granting benefits.

Likewise, to the best of the Company's knowledge, other than the benefits conferred by the Company as described in Section 3.7 "Compensation and benefits", there are no contracts in place between the management of the Company and the Company or any of its subsidiaries for the purpose of granting benefits.

3.3.3 Internal Regulations of the Board of Directors

The purpose of the internal regulations of the Board of Directors (the "Internal Regulations") is to define and specify the conditions of the Board of Directors' organisation and functioning, as well as the rights and obligations of its members in addition to the applicable law and the Bylaws.

The Internal Regulations contain the principal provisions as described below.

The Internal Regulations are available on the Company's website https://www.ayvens.com/.

3.3.3.1 Participation in meetings of the Board of Directors, videoconferencing and telecommunication

The Board shall hold at least four meetings per year. Directors who cannot physically attend Board of Directors meetings can inform the Chairperson if they intend to participate in the meeting by means of videoconference or any other means of telecommunication, provided that such means satisfies technical requirements ensuring the effective participation of each director in meetings of the Board of Directors. These conditions do not apply when the law excludes the possibility of taking part in the meetings of the Board of Directors by videoconference or by any other means of telecommunication (notably in the case of the closing of the annual financial statements and the management report). Such means of participation must allow, at a minimum, transmission of the participants' voices and continuous and simultaneous communication.

Directors participating in a meeting by means of videoconference or other means of telecommunication will be deemed present for purposes of calculating quorum and majority.

3.3.3.2 Prior approval by the Board of Directors

As defined in the Internal Rules, the Board of Directors approves strategic investment projects and all transactions, in particular in relation to acquisitions and disposals, which might significantly affect the Group's results, its structure, balance sheet or risk profile.

This prior approval procedure concerns transactions:

- for *organic growth* of any unit amount higher than EUR 50 million in equity or in general expenses and not already approved as part of the annual budget or the strategic plan;
- for *external growth* for any unit amount higher than EUR 140 million of the Group's consolidated equity or higher than EUR 70 million of the Group's consolidated equity if these transactions do not fall within the development priorities approved in the strategic plan;
- for the sale of more than EUR 70 million of the Group's consolidated equity;
- for a partnership where the balance in cash is higher than EUR 70 million of the Group's consolidated equity.

3.3.3.3 Activities and assessment of the work carried out by the Board of Directors

In 2024, the Board of Directors met eleven times, with a 97% attendance rate, and considered the following matters:

- on 9 January 2024, following the report from the specialized committees, to examine (i) 2024 Risk Appetite Framework and Risk Appetite Statement (FAR/RAS) (ii) updated Purchase Price Allocation (PPA) following initial discussion by the Board of Directors on 15 November 2023, and (iii) press release on the PPA;
- on 18 January 2024, to increase the total maximum nominal amount of bond issues authorized over a period of one year on 7 February 2023 by one hundred million (100,000,000) euros, in order to bring this amount to five billion one hundred million (5,100,000,000) euros;
- on 7 February 2024, following the reports from the specialized committees, to examine (i) group's activities for the FY 2023, non-consolidated accounts and related press release, (ii) 2024 guidance, (iii) fleet electrification and related stress tests, (iv) dividend distribution at the next Annual General Meeting, (v) power of attorney for bonds issuances (extension of the total maximum nominal amount of bonds issuances authorized to 6,000,000,000 euros), (vi) renewal of the power of attorney granted to the CEO on 7 February 2023 for deposits, endorsements and guarantees and proposition to renew for one year this authorization, (vii) remuneration of executive corporate officers for the FY 2023, corresponding ex post report and submission of these elements to the next Annual General Meeting; remuneration of the Chief Risk and Compliance Officer for the FY 2023, (viii) performance conditions for the payment of deferred compensation and Long-Term Incentive 2024, (ix) 2024 remuneration policy for Ayvens group in accordance with Article L.22-10-8 of the French Commercial Code, (x) 2023 regulated population of Ayvens group, (xi) gender equality index for 2023 (article L.225-37-1 of the French Commercial Code), (xii) summary of the activity of the Board and its specialized committees during the FY 2023, (xiii) outcome of the 2023 Board (external) assessment, (xiv) topics for the 2024 Board seminars and trainings, (xv) renewal of terms of office of Directors (C. Périllat; A. Chaumartin), and (xvi) ESG-related requirements of the ECB;
- on 21 March 2024, following the reports from the specialized committees, to examine (i) consolidated financial statements and statutory financial statements (including appendix) for the year ended as of 31 December 2023, (ii) allocation of the results (distribution of dividends), (iii) RAF / RAS adjustment, (iv) Capital Adequacy Assessment Process (ICAAP); (v) Internal Control Report and the Internal Control Report/AML-FT, (vi) Statutory Auditors transition and appointment of auditors responsible for certifying sustainability information, (vii) performance conditions for 2024 for the corporate officers and the approval of the "Ex ante" report on the 2024 remunerations, (viii) deferred (CRDV) variable remuneration, (ix) Universal Registration Document, (x) Management Report (activity report), (xi) electrification strategy of the fleet, (xii) corporate restructuring and the treasury set-up, (xiii) sustainability reporting (CSRD), (xiv) reporting on the allocation of free shares established in accordance with article L. 225-197-4 of the French Commercial Code, (xv) renewal of terms of office of the CEO, Mr Albertsen and the Deputy CEO, Mr Saffrett, (xvi) name change from ALD to Ayvens and the change of Bylaws of the Company; (xvii) Annual General Meeting - convening and agenda; (xviii) topics for 2024 Board seminars;
- on 29 March 2024, following the reports from the CORISK, to examine and approve the modifications to the Capital Adequacy Assessment Process (ICAAP) as well as to approve communication about the revision;
- on 2 May 2024, following the reports from the specialized committees, to examine (i) intermediary consolidated accounts as of 30 March 2024, financial communication and press release, (ii) shareholding and market trajectory of the stock, (iii) RAS KRI (Business and structural risks), (iv) Internal Control Report, (v) amendments to the Board Internal Regulations; and (v) changes to the Board agenda;
- on 29 July 2024, following the reports from the specialized committees, to examine (i) consolidated accounts for H1 2024 and half-year financial report and financial communication, (ii) calibration of RAS KRI, (iii) strategic projects and initiatives, (iv) electrification strategy, (v) initiatives on Culture & Conduct, (vi) calendar of the Board and the Committees' meetings for 2025;

- on 28 October 2024, to examine strategic projects and initiatives;
- on 30 October 2024, following the reports from the specialized committees, to examine (i) intermediary consolidated accounts as of 30 September 2024, financial communication and press release, (ii) RAS 2024 CMB calibration, (iii) RAF/RAS 2025 (partial RAS approval), (iv) nomination of Mr. Mark Stephens as member of the Nomination Committee, (v) identification of regulated population for 2024, (vi) strategic projects and initiatives, (vii) ESG strategy-CSRD implementation, (viii) Risk Awareness Program, (ix) suppression of the Strategic Committee and amendment to the Board Internal Regulations; (x) change to the procedure relating to the so-called free agreements (exempted from prior authorization pursuant to the art. L. 225-39 of the French commercial code, and (x) training agenda for the Board members and updates to the Board agenda;
- on 18 November 2024, following the report from the CORISK, to examine the 2025 Risk Appetite Statement (RAS);
- on 17 December 2024, following the reports from the specialized committees, to examine (ii) application of the procedure relating to the so-called free agreements (exempted from prior authorization pursuant to the art. L. 225-39 of the French commercial code), (ii) 2025 Budget and the new Financial GOI presentation, (iii) Climate Transition Plan, (iv) adjustments to the Board planning and the launch of the 2024 self-assessment process.

Since 24 May 2023, Mr. Palmieri is the chairman of the Board. Each session of the Board of Directors, under the responsibility of Mr. Palmieri and in accordance with the Internal regulations, permitted to:

- Present the respective works of the various committees mentioned above in their respective fields of competence;
- Present and approve certain specific powers entrusted to the executive officers (bond issuances, guarantees given to third parties, etc.)

Statutory Auditors attend the meetings of the Board of Directors held to approve the interim and annual financial statements and provide an independent opinion on the financial statements.

An employee representing the Social and Economic Committee (Comité social et économique - CSE) of Ayvens is invited to all meetings of the Board of Directors.

Considering the regulatory requirements relating to the Company's entry into the regulated regime of Financial Holding Company, the composition of the Board's committees has been amended, as of 24 May 2023, and five specialized committees were created (CACI, CORISK, CONOM, COREM, COSTRAT) as well as an ad hoc Integration Committee. Considering that monitoring of actions set out in the strategic plan is adequately performed by the Board, the COSTRAT was suppressed by the Board of directors decision of 30 October 2024.

The opinions of the Presidents of the Committees were requested on regular basis prior to any decision relating respectively to the matters vested with prior examination by the committees, especially on accounting and financial information, risks, human resources, or nomination process.

The ad hoc Integration Committee, originally set up at the end of 2022 for the purpose of the LeasePlan acquisition, has been maintained further on throughout 2023 and 2024 and now has an operational monitoring mission for the transformation of the combined group. It is composed of the Chairman of the Board, the Censor (Non-Voting Officer) and five directors, four of whom are independent.

The opinions of the President of the Integration Committee were requested on regular basis in the course of the reviews of the integration and transformation matters and when relevant for other matters (such as human resources, management or remuneration policy).

The sessions were held either face-to-face or by videoconference, in an operationally fluid manner.

The Board works continued to be impacted in 2024 by exceptional reviews related to ongoing transformation of the Group which follows the integration of the legacy LeasePlan group after its acquisition in 2023 as well as by challenging economic environment and the volatility in the mobility industry.

In this context, the Board reinforced monitoring of strategic projects and of matters related to the Risk Awareness and Culture & Conduct actions.

The impacts of the regulated status of Ayvens as a Financial Holding Company (FHC) as well as of recent regulations (including EU 2022 Corporate Sustainability Reporting Directive, CCR 3-Capital Requirements Regulations/CRD 6-Capital Requirements Directive, Digital Operation Resilience Act-EU Regulation 2023/2554, Arrêté of 3 November 2014 on Internal Control) were taken into account in the Board annual plan and extensive working sessions were dedicated to the examination of their implementation.

The Board Internal Regulations were amended accordingly to reflect the obligations stemming from these regulations by the Board Decision of 2 May 2024.

Hence, the corporate life of Ayvens remained particularly intense in 2024 (11 Board meetings, 8 CACI meetings including the joint session with the CORISK, 8 CORISK meetings including the joint sessions with the CACI, as well as extensive Board seminars and working sessions, 3 COREM sessions, 4 CONOM sessions).

3.4 Committees of the Board of Directors

Following the latest update to the Board Internal Regulations on 30 October 2024 and abolishment of the COSTRAT as of that same date, the Board of Directors works are accompanied by the preparatory work of four specialized committees which are responsible for examining questions submitted to them by the Board of Directors or its Chairperson (plus an ad hoc Integration Committee).

For more details about the committees, see section 3.1 “Composition of administrative and management bodies”.

3.4.1 Audit Committee (CACI)

3.4.1.1 Composition and meetings

The CACI has three members, two thirds (66.7%) of whom are independent directors who do not hold any management position within the Group. The members of CACI have appropriate accounting and financial skills.

The composition of the CACI is as follows: Anik CHAUMARTIN (Chairperson, independent director) Xavier DURAND (independent director), and Delphine GARCIN-MEUNIER.

In addition to the views of the directors, CACI may seek the opinions of the Statutory Auditors and the executives in charge of internal control, each of them attending the committee’s meetings.

3.4.1.2 Duties

Acting under the responsibility of the Board of Directors, the CACI has the following duties:

- monitoring the process of preparing accounting and financial information (annual, half-yearly, quarterly, forecast, management report and appendices, as well as any draft press release to the market) as well as the sustainability reporting process; to formulate and control, where applicable, the implementation of recommendations and other corrective or improvement measures to ensure its integrity and reliability. It also ensures the completeness and quality of the accounting and financial information, its recording, storage and availability, and verifies that the Company has an accounting structure that ensures the maintenance of an audit trail in accordance with legal and regulatory requirements;
- assessing the effectiveness of the internal control and risk management systems, as well as the internal audit where applicable, with regard to the procedures relating to the preparation and processing of accounting and financial sustainability reporting;
- examining, in the context of the work preceding the closing of the parent company and the consolidated financial statements by the Board of Directors, the proper application of national and/or international accounting standards and methods applicable to the Company’s activities in the preparation of accounting and financial information, and assessing, where applicable, the justifications for any discrepancies in the application of these standards and methods. It pays particular attention to significant transactions recorded in the financial statements in respect of which a conflict of interest may have occurred;
- submitting an opinion to the Board of Directors on proposals for the appointment and/or renewal of the term of office of the Statutory Auditor(s) as well as the proposed appointments of the auditors of sustainability reporting, in accordance with the applicable regulatory provisions,
- monitoring and reporting to the Board of Directors on the performance of the audit and certification engagements and of the work programme of the Statutory Auditor(s), as well as audit engagements relating to sustainability information, ensuring more generally that the Statutory Auditor(s) and auditors responsible for certifying sustainability information is (are) independent, determining and controlling the level of compensation of the Statutory Auditor(s) and sustainability auditors, and approving services other than the certification of the financial statements, in accordance with the policy established by the Board of Directors;
- examining, prior to its being sent to the French Prudential Control and Resolution Authority, the annual report on the conditions under which internal control is carried out with regard to the preparation of accounting and financial information and, more generally, checking all documents (including those relating to the preparation of the Company’s Universal Registration Document and the sustainability management report) to be drawn up and all regulatory communications to be made.

Moreover, the CACI ensures that the findings and conclusions of the supreme audit authority are taken into account, and it receives and examines annual and multi-year internal audit programs, analyzes internal audit reports and recommendations, and monitors their implementation.

The Audit Committee collaborates and meets with the Risk Committee as and when necessary, to discuss any issues that cut across their respective areas of competence.

3.4.1.3 Activities carried out during 2024

In addition to its regular activities relating to the examination of accounting, financial and internal control aspects, the CACI activities continued to be impacted in 2024 by exceptional reviews related to the ongoing integration of LeasePlan as well as by the consequences, on Ayvens activity, of changes in regulations.

Whereas the impacts of the regulated status of Ayvens as a Financial Holding Company (FHC) were taken into account in the CACI 2024 annual review plan, adapted accordingly, regular reviews took place in the Committee’s sessions dedicated to the examination of impacts of recent regulations and their implementation by the Company (EU 2022 Corporate Sustainability Reporting Directive, CCR 3-Capital Requirements Regulations/ CRD 6-Capital Requirements Directive). Also, the members of the Committee held a specific session, together with the members of the Risk Committee (CORISK), to discuss and review the internal process related to whistle blowing monitoring.

To reflect the impacts of these regulations, the Audit Committee Chart (included as appendix of the Board Internal Regulations) has been updated, by the Board Decision of 2 May 2024, after review by the CACI and following its recommendation (CACI meeting of 30 April 2024).

In 2024, the CACI met eight times, including one joint session CACI-CORISK on 16 December 2024, with a 100% attendance rate.

The Chairman of the Board of Directors systematically attends the CACI meetings. The Statutory Auditors and auditors responsible for certifying sustainability information systematically attend meetings (they also have contact with the members of the CACI without the presence of the members of the management, in particular before the closing of the annual financial statements) as well as a representative of the IGAD/AUD periodic audit to whom the entity has delegated the internal audit function.

In accordance with the updated Audit Committee Chart, the CACI methodically implements the following missions (without this list being exhaustive):

- review of the financial statements for each quarter, ensuring consistency with draft market communications; forward-looking management information and information on the financing plan; as well as review of proposals for the renewal or replacement of the Statutory Auditor(s) and auditors responsible for certifying sustainability information (i.e. extra-financial information in relation to social and environmental responsibility); assessment of the appropriateness of the accounting methods used, the scope and consolidation methods used, and assessment of the implementation of the applicable accounting standards;
- monitoring the accounting and financial reporting process as well as the sustainability reporting process; ensuring that the Company's accounting organization is designed in conditions that guarantee the completeness, quality and reliability of the information as well as the measurement and accounting methods applied to it;
- detailed review of financial sustainability reporting and of the related LOD1 and LOD2 controls;
- examination of the work program of the statutory auditors and of audit engagements on sustainability disclosures and monitoring the implementation of their works;
- regular review of the effectiveness of the internal control and risk management systems, examination of the work program of the internal audit and assessment of its implementation.

In 2024, the Committee's specific points of focus were on the following matters:

- the Purchase Price Allocation process (reopening) and the related adjustments, leading to post-PPA balance sheet variations and impacts on H1 interim financial statements (CACI meeting of 29 July 2024);
- the organization of the statutory auditors' rotation: replacement of Ernst & Young by KPMG and, due to the materiality of Ayvens for the Société Générale Group, the appointment of PwC as the third Statutory Auditor, decisions which were further voted at the Annual General Meeting of 14 May 2024, noting that Deloitte mandate will expire at the Annual General Meeting of 19 May 2025 (CACI meetings of 6 February and 21 March 2024);
- the appointment of the statutory auditors PwC and KPMG as Sustainability Auditors of Ayvens, in accordance with the requirements of the Directive (UE) n° 2022/2464 of 14 December 2022 Corporate Sustainability Reporting Directive (CSRD), further voted at the Annual General Meeting of 14 May 2024 (CACI meeting of 21 March 2024);
- the implementation of requirements applicable to Ayvens under the Corporate Sustainability Reporting Directive (CSRD) (CACI meetings of 18 September 2024, 16 December 2024);
- the impacts of the Capital Requirements Regulations (CRR 3) by type of credit risk exposure and impacts on main categories of RWA (CACI meeting of 29July 2024);
- the hedging strategy of derivates (CACI meeting 29 October 2024);
- the modification of the control procedure of the related-party transactions which have been exempted from prior authorization pursuant to the art. L. 225-39 of the French commercial code (referred to as "free agreements") (CACI meeting of 29 October 2024), followed by the review of the internal reporting (CACI meeting of 16 December 2024);
- 2024 Statutory Audit Plan, presented by the college of Statutory Auditors (CACI meeting of 16 December 2024);
- 2025 periodic audit control plan, presented by IGAD/AUD periodic audit (CACI meeting of 16 December 2024);
- compliance incidents and impacts of legal & regulatory evolvements (in particular related to recent decisions in the UK regarding the payments of discretionary commissions to the credit brokers) (Joint CACI-CORISK meeting of 16 December 2024).

It should be noted in this regard that two independent directors who are members of the CACI are also members of the ad hoc Integration Committee set up to monitor the integration of LeasePlan and to ensure the proper understanding of financial, internal control and risk issues.

3.4.2 Risk Committee (CORISK)

3.4.2.1 Composition and meetings

The CORISK has four members, half (50%) of whom are independent directors who do not hold any management position within the Group. The Committee is composed of the following members: Xavier DURAND (independent director), Anik CHAUMARTIN (independent director), Delphine GARCIN-MEUNIER and Mark STEPHENS.

The CORISK may request the opinions of, in addition to the directors, the executives in charge of internal control, risk management and compliance.

3.4.2.2 Duties

Acting under the responsibility of the Board of Directors, the CORISK has the following duties:

a) to advise the Board of Directors on the Company's overall strategy and risk appetite, both current and future, taking into account the objectives, corporate culture and values to which the Company is committed. It gives its opinion on overall risk limits;

b) to assist the Board of Directors in its task of monitoring the implementation of this risk strategy and the limits that have been set. It also regularly reviews the policies, procedures and systems governing the assumption, management, monitoring and mitigation of risks (including the monitoring of any remediation and compliance plans) to which the Company is or could be exposed, including risks generated by the economic environment;

c) to recommend adjustments and to make recommendations to ensure that the risk governance system is adapted to the nature, scale and complexity of the risks inherent in the Company's operations;

d) within this framework, the CORISK examines in particular the documentation and prepares the discussions of the Board of Directors concerning:

  - the approval and any subsequent revision of the mapping of the risks to which the Company is or may be exposed, and the levels of risk that the Company can reasonably assume in the course of its operations and the implementation of its strategy (Risk Appetite Statement), as well as
  - the validation and any subsequent modification of the risk governance framework, comprising policies, procedures, systems and controls designed to manage risk-taking and ensure sound risk management (Risk Appetite Framework);

e) to review the documents drawn up for the Internal Assessment of Capital Adequacy (ICAAP) as part of the annual Supervisory Review and Evaluation Process (SREP) and to advise the Board of Directors on any declarations of adequacy. In general, the Risk Committee oversees the implementation of management policies to ensure compliance with prudential capital and liquidity requirements;

f) without prejudice to the powers of the Audit Committee, to regularly examine the policies put in place to comply with the provisions governing the implementation of the internal control system set out in Article L. 511-55 of the French Monetary and Financial Code;

g) to prepare the work of the Board of Directors in examining the activities and results of internal control, and in particular compliance control, and makes any recommendations and monitors the implementation of any remediation plans;

h) to verify the effectiveness of the systems and procedures on which internal control is based, and any corrective measures taken in the event of failure;

i) to ensure the existence and implementation of policies for approving new products and services, significant changes, growth operations and exceptional transactions;

j) to ensure that the outsourcing of risk related to a service or operational task deemed essential or important complies with applicable regulatory provisions;

k) this review also applies to the internal control system put in place to monitor financial security risks, in particular the fight against money laundering and the financing of terrorism, and the freezing of assets and prohibition on the provision or use of funds or economic resources referred to in Article L. 561-32 of the French Monetary and Financial Code;

l) to issue an opinion on the information system security policy for approval by the Board of Directors, as well as on the business continuity and operational resilience plan;

m) to examine whether the prices of financial products and services offered by the Company are compatible with its risk appetite strategy and, in the event of incompatibility, to present the Board of Directors with an action plan to remedy the situation;

n) without prejudice to the powers conferred on the Remuneration Committee, to examine whether the incentives provided for in the remuneration policy and practices are compatible with the Company's situation with regard to the risks to which it is exposed, its capital, its liquidity, and the probability and timing of the expected benefits. The Committee provides the Remuneration Committee with an opinion on the extent to which risks are taken into account in the remuneration package for the regulated population;

o) to examine the annual report on the conditions under which internal control is ensured, the annual report on risk measurement and monitoring, and the Universal Registration Document concerning the risks to which the Company is exposed, prior to any submission to the supervisory authorities.

The Risk Committee collaborates and meets with the Audit Committee and/or the Remuneration Committee as and when necessary, to discuss any issues that cut across the respective areas of competence of these specialized committees.

3.4.2.3 Activities carried out during 2024

In 2024, the focus of the Risk Committee (CORISK) has been, consistently with the past years, on monitoring the effectiveness of the internal control and risk management systems and procedures as well as analysing key risks inherent to the Company's activity (residual value risk/asset risk, credit risk, operational risk).

In accordance with the Committee's Chart, the CORISK methodically implemented the following missions (without this list being exhaustive):

- the approval and any subsequent revision of the mapping of the risks to which the company is or may be exposed, and the levels of risk that the company can reasonably assume in the course of its operations and the implementation of its strategy (Risk Appetite Statement), as well as the validation and any subsequent modification of the risk governance framework, comprising policies, procedures, systems and controls designed to manage risk-taking and ensure sound risk management (Risk Appetite Framework);
- as part of the annual Supervisory Review and Evaluation Process (SREP), the reviews of the documents drawn up for the Internal Assessment of Capital Adequacy (ICAAP) and advising the Board of Directors on any declarations of adequacy; in general, overseeing the implementation of management policies to ensure compliance with prudential capital and liquidity requirements;
- the examination of the internal control system, activities and results; including the system put in place to monitor financial security risks;
- ensuring the existence and implementation of policies for approving new products and services, significant changes, growth operations and exceptional transactions;
- ensuring that outsourcing of risk related to a service or operational task deemed essential or important complies with applicable regulatory provisions;
- review of the information system security policy.

In 2024, the CORISK met eight times, including one joint session CACI-CORISK on 16 December 2024, with an attendance rate of 100%. The Chairperson of the Board of Directors systematically attends the CORISK meetings. The Statutory Auditors are systematically present as well as a representative of the IGAD/AUD periodic audit to whom the entity has delegated the internal audit function.

As part of monitoring and examination of the risk governance framework, the CORISK reviewed the updated RAF/RAS set up for 2024 on the consolidated perimeter ALD/LeasePlan, including the impact of the PRR (Resolution Plan) (CORISK meeting of 21 March 2024); and furthermore reviewed the RAF/RAS process for 2025 (CORISK meeting of 26 July 2024) before the examination of 2025 RAF/RAS (CORISK meeting of 29 October and 18 November 2024). Specific points of focus were dedicated in the reviews to the Recovery Plan, the Recovery Activation Dashboard and the RI&MA (Risk Identification & Materiality Assessment). The monitoring of the RAS Dashboard was accordingly performed on quarterly basis.

For the first time, the CORISK carried an in-depth analysis of structural risk and of ALM management via the review of key metrics (CORISK meeting of 29 October 2024).

Also, the Committee members held a specific session, together with the members of the Audit Committee (CACI), to discuss and review the internal process related to whistle blowing monitoring.

In the context of increasing challenges in the automotive sector and their possible impacts, specifically those related to the electrification pace, the Committee enhanced in 2024 the follow up of the EV fleet, of the residual value risk and reinforced the reviews of the fleet reevaluation, after extensive analysis having been conducted by the company (CORISK meetings of 6 February 2024, 26 July 2024 and 16 December 2024).

The impacts of the regulated status of Ayvens as a Financial Holding Company (FHC) were also taken into account in the CORISK 2024 annual review plan which has been adapted accordingly as well as the requirements of new regulatory reviews and processes imposed on Ayvens as part of the annual Supervisory Review and Evaluation Process (SREP), by application of the Internal Control framework or the Digital Operation Resilience Act (EU Regulation 2023/2554). Consequently, the CORISK reviewed, for the first time, the documents drawn up as part of these processes: the Internal Assessment of Capital Adequacy (ICAAP), the Internal Control Report, the Internal Control Report/AML-FT (CORISK meeting of 21 March 2024) as well as the implementation of the DORA regulations (CORISK meeting of 16 December 2024).

To reflect the impacts of these regulations on the CORISK works, the Committee Chart (included as appendix of the Board Internal Regulations) has been updated, by the Board Decision of 2 May 2024, after the review by the CORISK and following its recommendation (CORISK meeting of 30 April 2024).

Further to the above-mentioned reviews, specific points of focus were dedicated by the Committee on the following items:

- Risks of non-compliance & reputation related matters: Compliance Risk Assessment, Culture & Conduct, Privacy risks (GDPR), (CORISK meetings of 21 March 2024, 26 July 2024, 16 December 2024); compliance incidents and impacts of legal & regulatory evolvements;
- Security policy of the information systems (cybersecurity) (CORISK meeting of 26 July 2024);
- Data policy and related risks (CORISK meeting of 26 July 2024);
- Outsourced activities management - New Product processes (CORISK meeting of 16 December 2024);
- Social & environmental policy and risks (CORISK meetings of 21 March 2024 and of 29 October 2024);
- Compatibility of the compensation policy with the risks (CORISK meeting of 7 February 2024) and identification of 2024 regulated population (CORISK meeting of 29 October 2024), in accordance with the Guidelines on sound remuneration policies under Directive 2013/36/EU, without prejudice to the tasks of the Remuneration Committee.

It should be noted that two independent directors who are members of the CORISK are also members of the ad hoc Integration Committee set up to monitor the integration of LeasePlan and to ensure the proper understanding of financial, internal control and risk issues.

3.4.3 Renumeration Committee (COREM)

3.4.3.1 Composition and meetings

The COREM has three members, two thirds (66.7%) of whom are independent directors, and none of whom hold any management position within the Group. The committee is composed of the following members: Patricia LACOSTE (independent director), Christophe PERILLAT (independent director) and Diony LEBOT.

3.4.3.2 Duties

The COREM is a specialised committee of the Board of Directors whose main duty is to advise the Board of Directors in relation to decisions on and regular evaluation of the compensation and benefits awarded to the Group’s executives (including deferred benefits and/or compensation in the case of voluntary or involuntary departures from the Group).

In this context and in accordance with the AFEP-MEDEF Code, and under the responsibility of the Board of Directors, the COREM’s duties are to:

a) propose to the Board of Directors, in accordance with the regulations in force and the principles set out in the AFEP-MEDEF Code, the compensation of the executive corporate officers, and in particular the principles and criteria for calculation, allocation and distribution of fixed, variable and exceptional components making up their total compensation and benefits of any kind that are attributable to them; it ensures their application; and

b) propose to the Board of Directors the policy for allocating performance shares and stock options.

3.4.3.3 Activities carried out during 2024

The activities of the Remuneration Committee (COREM) continued to be impacted in 2024 by ongoing transformation of the Group which follows the integration of the legacy LeasePlan group after its acquisition in 2023 and by the regulated status of Financial Holding Company (FHC) adopted, in 2023, by Ayvens.

In 2024, the COREM met three times, the attendance rate was 100%.

The COREM meetings were attended by the Chairperson of the Board of Directors and the Chief Executive Officer (who left the meeting whenever his personal situation was discussed), and representatives of the Human Resources Department of the Company (who provided the data needed by the committee, such as comparative remuneration data, etc.).

The Committee reviewed the following matters:

- compensation of corporate officers for 2023/2024;
- compensation of the Chief Risk & Compliance Officer;
- quantitative performance, 2023 qualitative performance information, 2024 compensation policy;
- ex-post report on compensation awarded in respect of financial year 2023;
- ex-ante report on compensation awarded for 2024 financial year;
- performance conditions relating to the payment of variable instalments deferred to 2024;
- LTI plans (structure of plans, review of the allocation campaign, future LTI plans, LTI budget, impact of the capital increase);
- the gender equality policy;
- the so-called "regulated" population identified for the year 2024.

Throughout 2024, the Committee reinforced the cooperation with the Risk Committee on matters relating to the compatibility of the compensation policy with the risks and the identification of 2024 regulated population in accordance with the Guidelines on sound remuneration policies under Directive 2013/36/EU.

It should be noted that two independent directors who are members of the COREM are also members of the ad hoc Integration Committee set up to monitor the integration of LeasePlan and to ensure the proper understanding of financial, internal control and risk issues.

3.4.4 Nomination Committee (CONOM)

3.4.4.1 Composition and meetings

The CONOM has five members, the majority of which are independent directors, and none of whom hold any management position in the group. The committee is composed of the following members: Patricia LACOSTE (independent director), Christophe PERILLAT (independent director), Mark STEPHENS, Diony LEBOT, and Delphine GARCIN-MEUNIER.

3.4.4.2 Duties

The CONOM is a specialised committee of the Board of Directors whose main mission is to advise the Board of Directors on the composition of the management bodies of the Company and the Group.

Acting under the responsibility of the Board of Directors, the CONOM has the following duties:

- identify and recommend to the Board of Directors suitable candidates for the positions of director, Head of Risk Function, Chief Financial Officer, Chief Compliance Officer and other executive corporate officers, with a view to proposing their candidacy or the validation of their co-optation at the Shareholders' Meeting. It issues an opinion on the members and Chairpersons of the specialised committees. Lastly, it implements a procedure for selecting future independent directors within the meaning of the AFEP-MEDEF Code;
- assessing the balance and diversity of knowledge, skills and experience of the members of the Board of Directors, both individually and collectively, and specifying the duties and qualifications required for the duties performed on the Board of Directors and its specialised committees, as well as the time required to perform these functions. In this context and in order to carry out this assessment, the committee verifies at least once a year the knowledge, skills and experience of the members of the Board of Directors, both individually and collectively, and reports thereon to the Board of Directors;
- analyse and assess any potential conflict of interest for senior executives and members of the Board of Directors;
- identify and recommend suitable candidates for the succession of executive corporate officers;
- set a target for balanced representation of women and men on the Board of Directors and develop a policy to achieve this objective;
- periodically assess, and at least once a year, the structure, size, composition and effectiveness of the Board of Directors with regard to the missions entrusted to it, and formulate any useful recommendations. Every three years, when the assessment is carried out by an external firm, the committee makes all proposals for the selection of the firm and the proper conduct of the assessment;
- periodically reviewing the policies of the Board of Directors relating to the selection, appointment and succession of the members of the Management Board and the heads of the risk, compliance, audit and finance functions. It makes recommendations on these issues; and
- where applicable, verify that the assessments it carries out are made public in accordance with the applicable provisions.

The Nomination Committee ensures that the Board of Directors is not dominated by one person or a small group of persons in a way that is detrimental to the interests of the Company.

3.4.4.3 Activities carried out during 2024

The activities of the Nomination Committee (CONOM) continued to be impacted in 2024 by ongoing transformation of the Group which follows the integration of the legacy LeasePlan group after its acquisition in 2023, and by the regulated status of Financial Holding Company (FHC) adopted, in 2023, by Ayvens.

Consequently, the Committee carried out specific monitoring on the following matters:

- process regarding Nominations, Succession and Talent development for the new consolidated ALD/LeasePlan scope;
- key positions / succession planning for the new consolidated ALD/LeasePlan scope;
- more globally, HR People strategy together with the related initiatives;
- finally, the Committee Chart, appendix of Internal Regulations of the Board, was further updated in line with the regulated status.

Other works of the Committee were on the following items:

- items related to office positions: directorships (renewal of the term of office of A. Chaumartin, Ch. Périllat, as further voted by the Annual General Meeting of 14 May 2024);
- renewal of the terms of office of the Chief Executive Officer, T. Albertsen and of the Deputy Chief Executive Officer, J. Saffrett, further renewed by the Board decision of 21 March 2024;
- supervision of the process deployed, with a selected external firm, for 2023 Board assessment, review of the outcome and reporting to the Board.

In 2024, the CONOM met four times, the attendance rate was 100%.

The composition of the Nomination Committee evolved in 2024, with the nomination of Mr. Mark Stephens as a member of the Nomination Committee, by the decision of the Board of Directors of 29 October 2024 following the Committee's favorable opinion.

It should be noted that two independent directors who are members of the CONOM are also members of the ad hoc Integration Committee set up to monitor the integration of LeasePlan and to ensure the proper understanding of financial, internal control and risk issues.

3.4.5 Strategic Committee (COSTRAT)

3.4.5.1 Composition and meetings

Until its termination on 30 October 2024, the COSTRAT was chaired by the Chairperson of the Board of Directors (Pierre PALMIERI) and was composed of four members of which one independent director (Christophe PERILLAT (independent director), Diony LEBOT, Delphine GARCIN-MEUNIER and Mark STEPHENS).

3.4.5.2 Duties

The COSTRAT monitors the main actions undertaken by the Company's General Management in order to achieve the objectives set in any strategic plan and ensures that its implementation leads to the growth of the Company and the generation of long-term revenue.

Under the responsibility of the Board of Directors, to which it reports regularly, and without prejudice to the legal powers vested in the Company's administrative and management bodies, the Strategy Committee:

- is consulted for the preparation and any recommendations to the Board of Directors with regard to long/medium/short-term strategic plans and ensures that its design, structure, timetable and the resources allocated to them are consistent and promote profitability;
- evaluates the adequacy, effectiveness and sustainability of the measures put in place by General Management to guarantee the Company's competitiveness;
- evaluates and reviews the benchmark reports provided by management to gain a comprehensive view of the Company's market trends and positioning;
- in particular, monitors the corporate and social responsibility policies implemented by the Company;
- makes recommendations to the Board of Directors with respect to its annual budget as well as any significant audits performed by regulatory authorities;
- keeps the Board of Directors regularly informed of the Company's financial ratings and investor relations;
- is consulted, prior to the approval of the Board of Directors, for all investment projects or transactions relating to disposals and acquisitions likely to significantly affect the results of the Company, in accordance with Article 2.3e of the Internal Rules of the Board of Directors.

3.4.5.3 Activities carried out during 2024

Considering that monitoring of actions set out in the strategic plan is adequately performed by the Board and thoroughly reviewed in the Board strategic seminars, the Strategic Committee has been suppressed by the Board decision of 29 October 2024.

This modification has contributed to the simplification of governance.

3.5 Statement relating to corporate governance

Since the listing of the Company's shares on Euronext Paris, the Company has followed the recommendations of the AFEP-MEDEF Code, which is regularly amended. The table below lists the recommendations of the AFEP-MEDEF Code for which the Company considers it important to provide explanations regarding its compliance.

Compliance with the recommendations of the AFEP-MEDEF Code

In addition to the organisation of strategic exchange seminars during which directors deepen their knowledge of various subjects, particularly those related to mobility (connected vehicles, car sharing, EV, etc.), a training programme was set up for 2024, including a regulatory component (AML-KYC; CRR3/SREP), a CSR component (regulatory framework and developments related to ESG and the electrification transition which directly impact Ayvens' business) and a business component related to strategic priorities. This programme reinforced the Board of Directors' expertise of the regulated environment in which Ayvens operates while improving its understanding of central issues as well as its comprehension of the business's operational constraints.

The AFEP-MEDEF Code to which the Company adheres may be consulted online at: http://www.afep.com.

AFEP-MEDEF recommendations	Company's position and justification
Recommendations relating to the composition of the Nomination Committee by a majority of independent directors (Article 18.1)	The composition of the Nomination Committee was reviewed during 2024. Mark STEPHENS was appointed as an additional committee member in his capacity of representative of one of the minority shareholders, in addition to the representation of the majority shareholder. It is noted that the Chairperson of the committee is an independent director. It is also to be noted that Diony LEBOT resigned from her position as member of the committee on 3 March 2025 which increases the independence rate.
Recommendations relating to the holding of Ayvens shares by directors from Societe Generale (Article 21)	This recommendation is only applied with regard to Ayvens' independent directors. The absence of a share ownership requirement for Ayvens' non-independent directors (who are generally employees of Societe Generale Group) is due to the fact that these individuals exercise their non-executive mandate with Ayvens without additional remuneration and are already highly exposed to the evolution of Societe Generale shares through profit-sharing or employee saving plans. It was therefore not considered appropriate to create an additional constraint for these individuals, who are in any case already heavily involved in the success of the Company.
Recommendations relating to the presence of a director representing employees on Compensation Committee (Article 19.1): "It is recommended […] that an employee-director be a member of the committee."	Societe Generale, the parent company, applies this recommendation. Pursuant to Article L. 225-27-1 of the French Commercial Code (*Code de commerce*), the Company is exempt from having directors representing employees on the Board as far as the parent company, Societe Generale, has such directors on its own Board.

3.6 Control of production and disclosure of financial management data

3.6.1 Stakeholders involved

Numerous stakeholders are involved in the production of financial data:

- The **Board of Directors**, and more specifically its Audit Committee, is tasked with examining the draft financial statements which are to be submitted to the Board, assessing the effectiveness of the internal control and risk management systems, as well as the internal audit where applicable, with regard to the procedures relating to the preparation and processing of accounting and financial as well as examining, in the context of the work preceding the closing of the parent company and the consolidated financial statements by the Board of Directors, the proper application of accounting standards and methods applicable to Ayvens activities in the preparation of accounting and financial information, and assessing, where applicable,
- The justifications for any discrepancies in the application of these standards and methods (for further details on the duties of the Audit Committee, please refer to the section 3.4.1.2).
- The Statutory Auditors meet with the Audit and Internal Control Committee a few times during the course of their engagement (and without presence of Company's management at least once a year).
- the Ayvens **Group Finance Department** gathers the accounting and management data compiled by the subsidiaries in a set of standardized reports. It consolidates and verifies this information so that it can be used in the overall management of the Ayvens Group and disclosed to third parties (supervisory bodies, investors, etc.). It also has a team in charge of the preparation of the Group regulatory reports.

Under the terms of their missions, they are responsible for:

- monitoring the financial aspects of the Ayvens Group's capital transactions and its financial structure,
- managing its assets and liabilities, and consequently defining, managing and controlling the Ayvens Group's financial position and structural risks,
- ensuring that the regulatory financial ratios are respected,
- defining accounting and regulatory standards, frameworks, principles and procedures for the Ayvens Group, and ensuring that they are complied with,
- verifying the accuracy and completeness of all financial and accounting data published by the Ayvens Group;
- the **Finance Departments of subsidiaries** carry out certification of the accounting data and entries booked by the Back Offices and of the management data. They are accountable for the financial statements and regulatory information required at the local level and submit reports (accounting data, finance control, regulatory reports, etc.) to the Ayvens Group Finance Department. They can perform these activities on their own or delegate (part of) their tasks to the Shared Service Centers operating in finance;
- **the Risk Department** consolidates the risk monitoring data from the Ayvens Group's departments and subsidiaries in order to control asset, credit, structural and operational risks. This information is used in Ayvens Group communications to the Ayvens Group's governing bodies and to third parties. Furthermore, it ensures in collaboration with the Ayvens Group Finance Department, its expert role on the dimensions of asset risk, credit risk structural liquidity risks, rates, foreign exchange rates, on the issues of recovery and resolution and the responsibility of certain closing processes, notably the production of solvency ratios.

3.6.2 Accounting and regulatory standards

Financial statements are drawn up in line with local accounting standards and the consolidated Ayvens Group financial statements are prepared in accordance with the standards defined by the Ayvens Group Finance Department in accordance with IFRS standards as adopted by the European Union.

The applicable standards on solvency and liquidity, promulgated by the Basel Committee, were translated into European law by a directive (CRD4) and a regulation (CRR). They were amended by the Regulation CRR2 and the Directive CRD5 which entered into force on 28 June 2019. These texts are supplemented by several delegated acts and implementation technical standards. The standard applicable to the TLAC and MREL ratios is defined by the regulation on bank resolution (CRR regulation and BRRD Directive – Banking Recovery and Resolution Directive). Identified as a "financial holding company", the Ayvens Group is subject to additional supervision.

The Ayvens Group Finance Department has dedicated teams that monitor the applicable standards and draft new internal standards to comply with changes in the accounting and regulatory framework.

3.6.3 Production of financial and accounting data

Within the Ayvens Group's scope of consolidation, each entity prepares its own accounting and management statements in line with group IFRS accounting standards on a monthly basis. This information is then consolidated each month at Ayvens Group level and is disclosed to the markets on a quarterly basis. Data reported are subject to analytical reviews and consistency checks performed by Finance and sent to the Ayvens Group Finance Department. The Ayvens Group Finance Department forwards the consolidated financial statements, management reports and regulatory statements to General Management.

3.6.4 Internal controls on the production of financial and accounting data

The quality and objectivity of the accounting and management data at entity level and consolidated level are ensured by the separation of sales functions and all the functions of operational processing and follow up of the operations: Back Offices integrated into the Operation Department and teams in charge of producing the financial reports that are housed in the Finance Department. These teams carry out a series of controls defined by Group procedures on financial and accounting data, in particular:

- verification of the economic justification of all information reported;
- reconciliation of accounting and management data, using specific procedures, respecting the specified deadlines;

3.6.5 Scope of controls

In practice, the internal control procedures implemented in the Ayvens Group's businesses are designed to guarantee the quality of financial and accounting information, and notably to:

- ensure that the transactions and contracts entered in the Ayvens Group's accounts are exhaustive and accurate;
- validate the valuation methods used for certain transactions and contracts (or contract components);
- ensure that transactions and contracts are correctly assigned to the corresponding fiscal period and recorded in the accounts in accordance with the applicable accounting regulations, and that the accounting aggregates used to prepare the Ayvens Group financial statements are compliant with the regulations in force;
- ensure the inclusion of all entities to be consolidated in accordance with Ayvens Group policies;
- check that the operational risks associated with the production and transmission of accounting data through the IT system are correctly controlled, that the necessary adjustments are accurately performed, that the reconciliation of accounting and management data is satisfactory, and that the flows of cash payments and other items generated by transactions are exhaustive and adequate.

3.6.6 Controls performed by the finance departments

The Finance Department of each subsidiary checks the accuracy and consistency of the financial statements with respect to the relevant accounting frameworks (local standards and IFRS). It performs checks to guarantee the accuracy of the information disclosed.

The results of these controls are declared as part of the managerial supervision and Ayvens Group accounting certification processes. These controls allow to ensure the reliability and consistency of the accounts prepared.

3.6.7 Controls performed by all stakeholders involved in the production of accounting, financial and management data

The activity of the operational stakeholders is permanently monitored under direct responsibility of their management teams who regularly verify the quality of the controls conducted and the exhaustiveness of accounting data and its related processing.

Permanent control LOD1 applies to all Ayvens Legal Entities (ELR), but operationally, the day-to-day activity (including the use of all LOD1 IT tools) is monitored and formalized only through the main legal Entity.

It is also important to note that ex-LeasePlan entities have a different internal controls system and methodology that was executed in 2024 and that will converge to Ayvens target in 2025 with the deployment of Société Générale new internal control system MyControls and related methodology. GPS system (SG current Internal Control IT tool) in place in ex-ALD entities will also be replaced by MyControls in 2025.

3.6.8 Supervision by the Group Finance Department

Once the financial statements prepared by the entities have been restated according to Ayvens Group standards, they are entered into central tools and processed to produce the consolidated statements.

The team in charge of consolidation in the Ayvens Group Accounting & Consolidation Department checks that the consolidation scope complies with the applicable accounting standards and performs multiple checks on data received for consolidation purposes. These checks include:

- confirmation that the data collected are correctly aggregated;
- verification of recurring and non-recurring consolidation entries;
- exhaustive processing of critical points under the scope of consolidation;
- Processing of any residual differences in reciprocal or intercompany statements.

Finally, this team ensures that the overall consolidation process has been conducted properly by performing analytical reviews of the summary data and verifying the consistency of the main aggregates of the financial statements.

A team in the Ayvens LOD1 department is tasked with managing and coordinating the Ayvens Group accounting certification framework to certify first level controls on a quarterly basis (internal control certification).

The Ayvens Group Finance Department has also delegated L2C Finance to a dedicated team in SG, starting in 2025, it which is responsible for ensuring second level permanent controls on all Finance processes and for implementing the framework within the Ayvens Group. Its mission is to ensure the impact, quality and relevance of the Level 1 control framework by assessing it through process or activity reviews, testing controls and quarterly certifications. The team, reporting directly to the Ayvens Group Finance Department, also reports functionally to the Head of permanent control and non financial Risks Department (within Risk Department).

3.6.9 Framework of internal and regular controls in accounting processes

Ayvens outsources its Internal Audit to Société Générale Internal Audit and the General Inspection (IGAD).

Société Générale Internal Audit and the General Inspection (IGAD) defines its annual Audit Plan using a risk based approach, audit cycle and regulatory requirements. A dedicated team is in charge of defining and executing the Audit Plan for Ayvens group. As part of IGAD’s missions, the effectiveness of the control environment contributing to the quality of the accounting and management data produced by the audited entities is also audited, including finance, accounting and reporting processes, controls and IT tools.

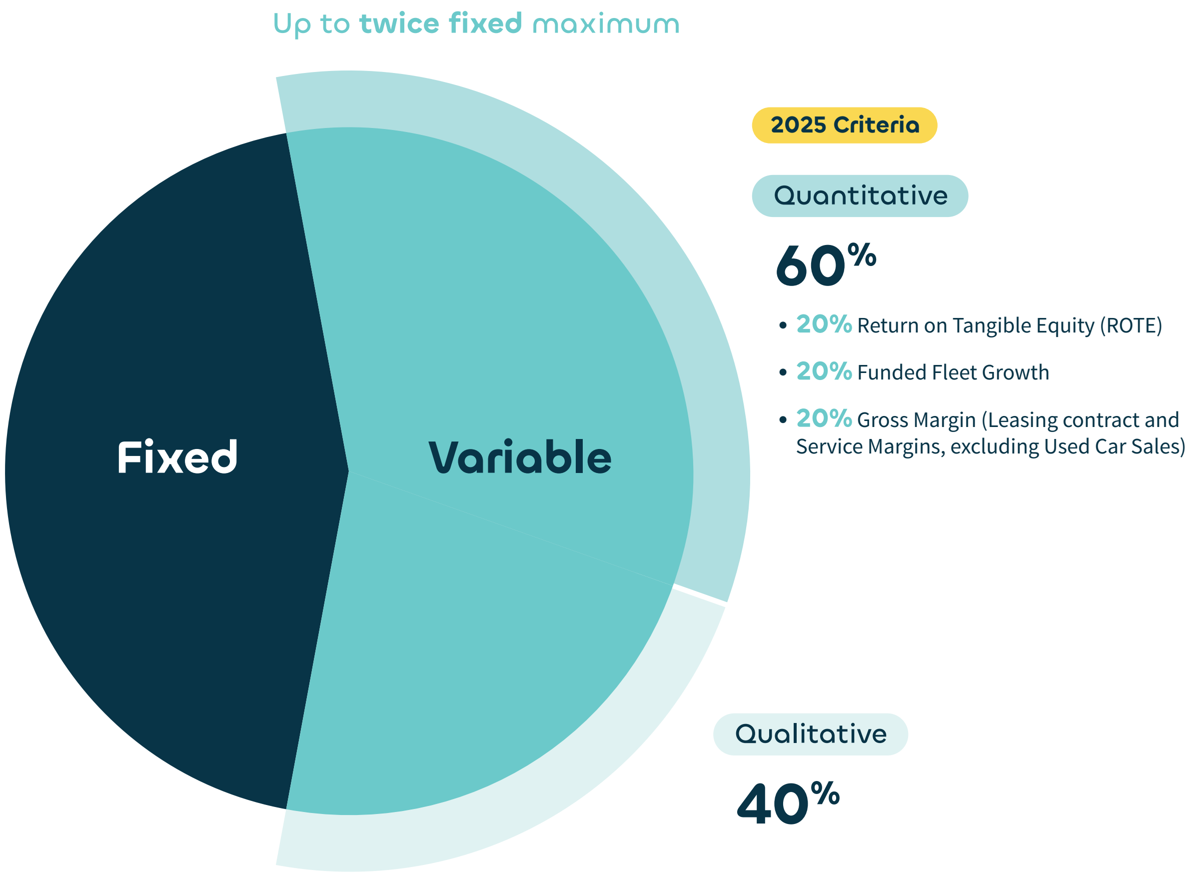
The Ayvens Internal Audit team also leverage on IGAD dedicated Finance and Accounting expertise for specific matters (structural risks, models, regulatory reporting…).

Audit missions carried out by IGAD contribute to the reliability of the Group’s accounting information, as well as its subsidiaries.

Based on their findings, these teams make recommendations to the parties involved in the production and control of accounting, financial and management data. Departments being assigned these recommendations are responsible for their implementation. Monitoring is performed by IGAD.

3.7 Compensation and benefits

Compensation structure



Structure of compensation

Vesting procedure for total variable compensation.

In accordance with Directive (EU) 2019/878 of the European Parliament and of the Council of 20 May 2019 (the "CRD 5"), the Board of Directors has defined the following terms for the vesting and payment of total variable compensation:

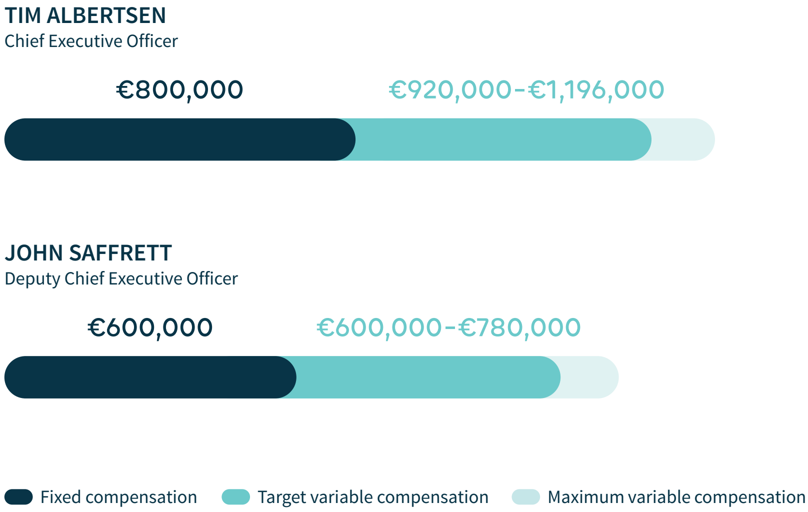
- a deferred portion subject to a condition of presence in the Company and a performance condition, vested in tranches of one-fifth over a five-year period, with a minimum deferral rate of 60%;
- at least 50% is indexed to the Ayvens share price (performance share units), resulting in 50% of the vested portion and a minimum of 50% of the unvested portion;
- the amount of the variable portion immediately granted in cash may not exceed 20% of the total amount.

The deferred portion is vested subject to:

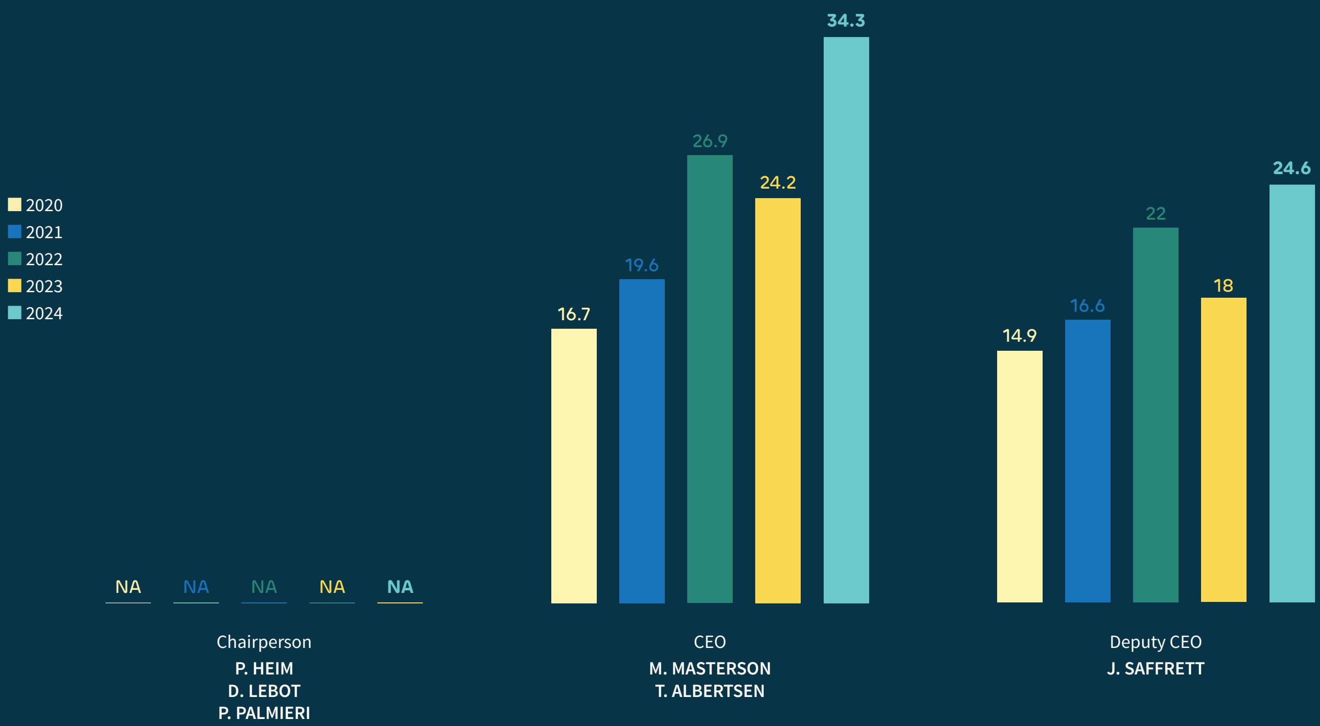
- a condition of continued presence. Exceptions to the latter condition are retirement, death, disability with incapacity to perform one's functions or a decision of the Board of Directors based on the terms of departure;
- reconsideration under a "malus" clause in the event of a significant deterioration of financial performance or a failure of duty;
- a profitability condition defined as Ayvens' positive Net income for the period (based on an arithmetical average) over the vesting period.

The deferred portion is also subject to a clawback clause valid for five years, which can be activated in the event of acts or behaviour deemed rash in terms of risk-taking, subject to applicability within the relevant legal and regulatory framework.

2025 compensation



Equity ratio–Average compensation



3.7.1 Compensation and benefits of executive corporate officers and directors

Since the listing of the Company's shares on Euronext Paris, the Company applies the recommendations of the AFEP-MEDEF Code (with the exception of the recommendations referred to in section 3.5 "Statement relating to corporate governance" of this Universal Registration Document).

The tables below summarise the compensation and benefits of all kinds paid to executive corporate officers and directors by the Company or any company included in the scope of consolidation within the meaning of Article L. 233-16 of the *French Commercial Code*, in respect of their term of office within Ayvens. The Chief Executive Officer and the Deputy Chief Executive Officer were previously employees of Societe Generale. Their employment contracts with Societe Generale were suspended after the listing of the Company's shares on Euronext Paris or upon their appointment if this took place at a later date.

Furthermore, the compensation of executive corporate officers complies with:

- Directive (EU) 2019/878 of the European Parliament and of the Council of 20 May 2019 amending Directive 2013/36/EU of the European Parliament and of the Council of 26 June 2013 ("CRD5"), which requires that credit institutions apply compensation policies and practices that are compatible with effective risk management;
- the provisions of the *French Commercial Code*.

In accordance with the provisions of the *French Commercial Code*, no variable, annual or exceptional compensation shall be paid to the executive corporate officers without the prior approval of shareholders (say on pay, *ex post* vote).

3.7.1.1 Compensation policy principles applied in the 2024 financial year

The compensation policy applicable to the executive corporate officers was approved by the Board of Directors on 21 March 2024 and by the Annual General Meeting of 14 May 2024 (*ex ante* vote).

The compensation policy is aligned with the interests of the Company's various stakeholders *via* quantitative and qualitative performance objectives linked to the corporate strategy of Ayvens, which are used to determine the variable compensation of executives.

It is in line with the Company's corporate social interests through the use of qualitative (non-financial) performance indicators, in particular objectives relating to environmental, social and governance (ESG) criteria, including the Group's staff engagement levels.

It supports the commercial strategy by integrating performance indicators for executives linked to commercial objectives, customer satisfaction and the development of strategic partnerships.

It also contributes to the sustainability of the Company by creating a direct link between the variable compensation of executives and objectives aimed at implementing the long-term strategy of Ayvens.

Accordingly, the compensation policy provides for the deferred payment over a period of five years of the variable portion subject to presence and performance conditions. The purpose of this is to retain executives over the long term and take into account the Company's results over a period of five years following the end of the financial year. A minimum of 50% of variable compensation is paid in the form of Ayvens shares or phantom share units to enable an alignment of the interests of executives with the long-term interests of shareholders.

The "*malus*" clause and clawback mechanism make it possible to take into account risk management and compliance over that five-year period.

The compensation policy applicable to executive corporate officers is defined by the Board of Directors of Ayvens on the recommendations of the COREM. Executive corporate officers do not participate in the discussions and deliberations of the Board and the COREM concerning the policy applicable to their own compensation. The "target" levels of fixed and variable compensation take into account market practices based on studies carried out by an independent firm.

Executive corporate officers are subject to an annual independent assessment by the Risk Department and Compliance Department of Societe Generale. In the event of a negative assessment, the conclusions are shared with the Board in order to be included in their deliberations.

Compensation of directors

The policy governing the remuneration of independent directors was approved by the Board of Directors on 7 February 2018.

In accordance with the recommendations of the AFEP-MEDEF Code, it includes (i) a fixed component, revalued in 2023 at EUR 36,000, which is paid to the independent directors and Chairmen of the specialized committees, to reward their long-term commitment and the responsibilities associated with their mandates, and (ii) a variable component, to reward attendance and participation at the various meetings of the Board and the specialized committees (EUR 2,000 per meeting increased to EUR 3,000 per meeting for the Chairperson), the total of which is calculated on the basis of directors' attendance.

The Chairpersons of the specialised committees receive 50% more than committee members because of the greater level of personal investment required.

The total annual amount of remuneration for the activity of directors of EUR 400,000 was approved by the Annual General Meeting of 18 May 2022.

Compensation of the Chair

Pierre PALMIERI does not receive any compensation for his role as Chair of the Board of Directors and is directly compensated by Societe Generale for his duties as Deputy Chief Executive Officer of Societe Generale.

Compensation of executive officers

The compensation for 2024 of the Chief Executive Officer and the Deputy Chief Executive Officer is broken down into the following three components:

- fixed compensation, which recognises the experience and responsibilities exercised, and takes into account market practices;
- annual variable compensation, which depends on performance for the year and the contribution of the executive corporate officers to the success of Ayvens;
- exceptional variable remuneration, which is conditional on the achievement of targets related to the integration of LeasePlan and related synergies (reference period concerning 2023 and 2024, final award to be determined *ex post* in 2025).

Fixed compensation

The annual fixed compensation amounts at the end of the 2024 financial year are as follows (unchanged from those applicable at the end of 2023):

- Tim ALBERTSEN, Chief Executive Officer: EUR 800,000;
- John SAFFRETT, Deputy Chief Executive Officer: EUR 600,000.

In accordance with the governance in place in respect of compensation, these annual fixed compensation amounts were decided by the Board of Directors on the proposal of the COREM, which was based on a compensation study carried out with the firm Korn Ferry to take account of market practices among companies of a similar size.

Variable compensation

General principles

On 21 March 2024, the Board of Directors defined the components of variable compensation for 2024, which were approved by the Annual General Meeting of 14 May 2024. The annual variable compensation is calculated on the basis of quantitative criteria (60%) and qualitative non-financial criteria (40%).

The table below shows the target and maximum amounts of variable compensation in respect of performance in 2024, unchanged from those applicable at the end of 2023 (post closing). In the case of overperformance, the maximum variable remuneration is capped at 130% of the target variable remuneration.

(in EUR)	**Target variable compensation in 2024**	***O/w quantitative portion***	***O/w qualitative portion***	**Maximum variable compensation 2024**	***O/w quantitative portion***	***O/w qualitative portion***
Tim ALBERTSEN	920,000	552,000	368,000	1,196,000	717,600	478,400
John SAFFRETT	600,000	360,000	240,000	780,000	468,000	312,000

Quantitative portion

The quantitative portion (60%) for 2024 is assessed on the perimeter of Ayvens on the basis of the following three indicators:

- Return on Tangible Equity (ROTE) – weighting: 20%;
- Operating Expenses – weighting: 20%;
- Gross Margin (Leasing contract and Service Margins, excluding Used Car Sales) – weighting: 20%.

The indicators and weightings have been modified for 2024 in order to take into account the strategic priorities of Ayvens, notably the return on capital employed, the optimisation of margins and cost control.

The target amounts for these quantitative criteria were precisely established by the COREM and approved by the Board of Directors, but are not being made public for reasons of confidentiality. The indicators/targets were set including all exceptional costs linked to the acquisition and integration of LeasePlan.

The Board of Directors assessed the degree to which quantitative objectives have been achieved after the close of the financial year, on the basis of the published results. The Board of Directors is empowered to decide, on the recommendation of the COREM, whether to make restatements for non-recurring exceptional and unbudgeted items not resulting from managerial decisions or operational management of activities.

In 2024, the achievement rate for the quantitative portion was 68.47% (an achievement rate of 114.11% on a base of 100), as indicated below:

Indicators	**Weighting**	**Achievement rate**
Return on Tangible Equity (ROTE)	20%	21.90%
Operating expenses	20%	20.57%
Gross margin (Leasing contract and Service Margins, excluding Used Car Sales)	20%	26.00%
TOTAL	**60%**	**68.47%**

Qualitative (non-financial) portion

The qualitative non-financial portion (40%) is based on objectives set each year in advance by the Board of Directors for the coming financial year. In this respect, the collective and individual objectives were set with an equivalent weighting. The criteria specifying how the achievement of each qualitative objective are measured have been established by the COREM and approved by the Board of Directors. These criteria are not made public for reasons of confidentiality.

The objectives were set for the full 2024 financial year and are linked to the implementation of the long-term strategy of Ayvens.

In compliance with the recommendations of the AFEP-MEDEF Code, the 2024 collective objectives are based on criteria linked to the ESG strategy:

- objectives for the reduction of CO_2 emissions of the running fleet;
- customer satisfaction as assessed using satisfaction surveys (measured by the net promoter score);
- objectives related to Ayvens Responsible Employer strategy including the results of the employee engagement rate, measured *via* our employer barometer and the progress on gender equality objectives concerning the proportion of female representation in the senior management bodies;
- our positioning in the principal group extra-financial ratings;
- progress against data quality objectives in line with ECB governance requirements.

As such, the objectives linked to the ESG strategy represent a weight of 20% in the calculation of the annual variable compensation.

Based on the evaluation of the **ESG objectives** for the 2024 financial year, an achievement rate of **13.28%** (an achievement rate of **66.4%** on a base of 100) was obtained for the executive corporate officers.

The individual objectives of the executive corporate officers include:

- the implementation of the organisational structures and strategic plans specific to their areas of responsibility (including for 2024 the following: BEV strategy, margin management, remarketing strategy, digital operating models and cost reduction objectives, procurement operating model, innovation strategy);
- deployment of the new Ayvens' brand throughout the Group;
- ensure an effective risk management framework in line with Ayvens' new regulatory requirements.

The objectives based on the individual perimeter of supervision of each executive officer represent a weight of 20% in the calculation of the annual variable remuneration.

These objectives were assessed by the Board of Directors after the end of the financial year on the basis of predefined criteria on the recommendation of the COREM.

Based on the evaluation of the qualitative component for the 2024 financial year, an achievement rate of **18.5%** (an achievement rate of **92.5%** on a base of 100) was obtained for Tim ALBERTSEN and John SAFFRETT.

Variable remuneration amounts for 2024

Based on the target variable remuneration amounts for 2024 and taking into account the quantitative and qualitative performance assessments detailed above, the proposed total annual variable remuneration for 2024 are as follows.

- Tim ALBERTSEN: EUR 922,259;
- John SAFFRETT: EUR 601,474.

These amounts are subject to final validation at the Annual General Meeting of 19 May 2025. No payments will be made prior to such meeting.

Vesting procedure for total variable compensation

In accordance with CRD5, the Board of Directors has defined the following terms for the vesting and payment of total variable compensation:

- a deferred portion subject to a condition of presence in the Company and a performance condition, vested in instalments of one-fifth over a five-year period, with a minimum deferral rate of 60%;
- at least 50% is indexed to the Ayvens share price (phantom share units), resulting in 50% of the vested portion and a minimum of 50% of the unvested portion;
- the amount of the variable portion immediately granted in cash may not exceed 20% of the total amount.

The deferred portion is vested subject to:

- a condition of continued presence. Exceptions to this condition are retirement, death, disability with incapacity to perform one's functions or a decision of the Board of Directors based on the terms of departure;
- reconsideration under a "*malus*" clause in the event of a significant deterioration of financial performance or a failure of duty;
- a profitability condition defined as Ayvens' positive Net income for the period (based on an arithmetical average) over the vesting period.

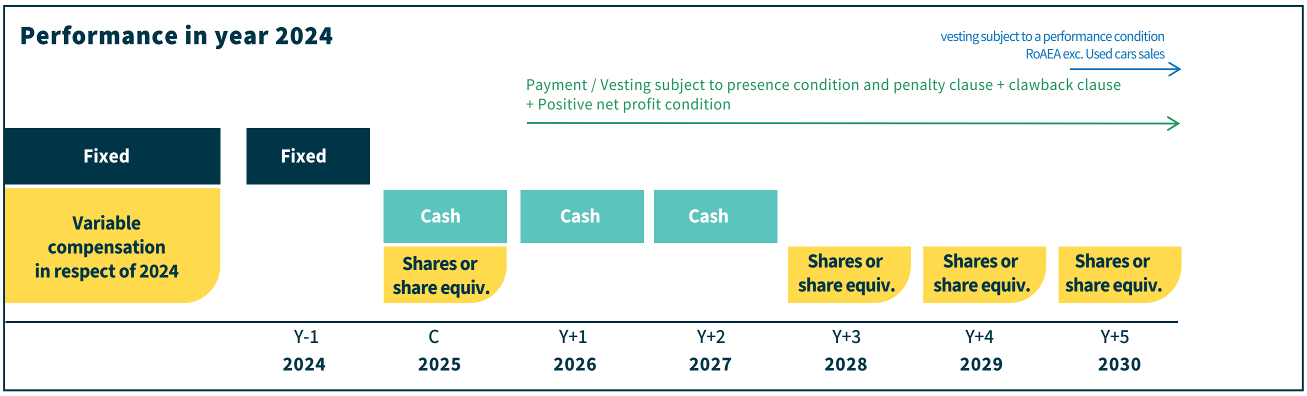
The deferred portion is also subject to a clawback clause valid for five years, which can be activated in the event of acts or behaviour deemed rash in terms of risk-taking, subject to applicability within the relevant legal and regulatory framework.

Payment of the last instalment of the deferred part at the end of five years is also conditional on the Return on Average Earning Assets excluding used car sales (RoAEA excluding used car sales). The full amount will only be paid if such RoAEA is above 2.3% (based on an arithmetic average) during the vesting period. If it is below 1.8%, no amount will be paid. If the RoAEA is between 1.8% and 2.3%, the COREM will propose a vesting percentage to the Board of Directors.

The Board of Directors is empowered to decide, upon the recommendation of the COREM, whether to make restatements for non-recurring exceptional and unbudgeted items not covered by managerial decisions or operational management of activities.

Moreover, the Chief Executive Officer and the Deputy Chief Executive Officer are prohibited from hedging their shares or phantom share units throughout the vesting and holding periods.

Total variable compensation – Chronology of payments in amounts or shares



Exceptional variable compensation

In view of legislation requiring an *ex ante* vote on all provisions of the compensation policy, the Board of Directors wanted to reserve the option of paying, where relevant, additional variable compensation in the event of exceptional circumstances of particular importance for the Company, requiring significant involvement or the management of difficulties.

In the context of the acquisition of LeasePlan and on the recommendation of Ayvens' COREM, an exceptional compensation plan was implemented in order to:

- retain key employees for the purposes of the transaction and the business;
- provide an incentive for the successful completion of the transaction (finalise the closing and move ahead with the integration phase);
- enable business continuity during the transition period.

This compensation was established in accordance with the general principles of the AFEP-MEDEF Code regarding compensation.

In all cases, in accordance with CRD5 in force, the amounts decided with respect to this exceptional incentive bonus were calculated such that the total annual variable compensation amount including this exceptional compensation would not be more than twice the annual fixed compensation amount. These amounts were established taking into account the level of contribution expected from each beneficiary in relation to the transaction and with regard to external benchmarks.

Given the schedule of the transaction, this exceptional variable remuneration is be applicable over several financial years, and granted in two instalments, half after the closing of the transaction and half after completion of the main integration phase.

The amounts were defined as follows:

- Tim ALBERTSEN: 150% of his fixed salary for 2022, *i.e.* EUR 825,000 (of which a maximum of EUR 412,500 relating to 2023 and 2024);
- John SAFFRETT: 150% of his fixed salary for 2022, *i.e.* EUR 675,000 (of which a maximum of EUR 337,500 relating to 2023 and 2024).

This incentive bonus was awarded subject to:

- a condition of presence in the Company at the time of the award;
- a performance condition and award in two stages:
  - an interim award of up to 50% of the total amount on the successful closing of the acquisition of LeasePlan,
  - the balance on the successful completion of the main integration phase and the achievement of expected synergies.

The first instalment was awarded further to the acquisition of LeasePlan and the award was validated *ex post* by the Annual General Meeting of 24 May 2023.

As the second instalment relates to the integration period, which overlaps between financial years 2023 and 2024, it was presented in the respective *ex ante* reports. The proposed award for this second instalment is therefore presented for approval as part of this 2024 *ex post* report.

The Board of Directors of 5 February 2025 assessed the performance conditions related to the second instalment of the exceptional variable compensation, in particular the key milestones to be achieved under the integration programme as well as the expected synergies. This success was assessed based on criteria such as the implementation of post-closing synergies, presented as part of the "PowerUp 2026" Strategic Plan, the post-closing integration of several countries, the definition of the new digital architecture and the appointment of the combined entity's management members and their N-1s.

The Board of Directors maintains the option of deciding, upon the recommendation of the COREM, whether to pay all or part of this exceptional incentive bonus based on the individual contributions of each executive corporate officer in the achievement of these performance conditions.

The Board of Directors set a maximum deadline for the achievement of each performance condition. In the event of a delay in execution due to exceptional factors not related to managerial decisions or operational activity management, the Board of Directors maintains the option of deciding, on the recommendation of the COREM, whether to extend the maximum period for the achievement of the performance conditions.

Based on the performance assessment carried out by the Board of Directors, the overall achievement rate for the second instalment of this exceptional variable remuneration was assessed to be 90% for Tim ALBERTSEN and John SAFFRETT. As such, the proposed total exceptional variable remuneration awards for this second instalment are as follows.

- Tim ALBERTSEN: EUR 371,250;
- John SAFFRETT: EUR 303,750.

These awards will be subject to the same with the terms of payment as the annual variable compensation and be subject to the same deferral and vesting conditions.

No exceptional variable compensation will be awarded to the executive corporate officers without obtaining the prior approval of the shareholders for the financial year concerned (say on pay, *ex post* vote).

Other benefits

Each executive corporate officer receives a Company car as well as a health insurance plan, the health, death and disability insurance coverage of which is in line with employee coverage.

The compensation policy provides, where applicable, for the assumption of certain costs when the duties require the Chief Executive Officer and the Deputy Chief Executive Officer and their families to relocate to different locations. In particular, housing costs, moving costs and school fees for children whose enrolment in a school of the relevant nationality/language is justified may be covered. To that end, Tim ALBERTSEN and John SAFFRETT receive housing allowances.

Equity ratio and changes in compensation *versus* performance

The tables below show the ratios between the total compensation due for the financial year for the Chief Executive Officer and Deputy Chief Executive Officer and the average and median compensation of the other employees of Ayvens SA (holding company) and of the Ayvens Group in France (Ayvens SA and Ayvens France), corresponding to the enlarged scope which represents the entirety (100%) of the Ayvens Group's workforce in France, including employees of Societe Generale working within either of these companies under secondment contracts.

This information is presented for the five most recent financial years and the methodology and tables used are those set out in the February 2021 publication of the AFEP guidelines on compensation ratios.

The information on the compensation of the Chief Executive Officer and Deputy Chief Executive Officer concerns the position of the executive corporate officer and not the person.

It should be noted that the Chair does not receive any compensation for her/his position as Chair of the Board of Directors of Ayvens, as she/he is compensated by Societe Generale for her/his duties within the Company.

For the 2024 financial year, the denominator was calculated of the basis of an estimation, since the final data was not available at the time of publication.

Within the extended perimeter, the remuneration of LeasePlan employees, who have been integrated only from May 2023 has been annualized in 2023.

The compensation and benefits of the Chief Executive Officer and Deputy Chief Executive Officer taken into account for the calculation of the ratios are exhaustive and correspond to those detailed in the standardised Table 2 of the AFEP-MEDEF Code.

The compensation is taken into account on a gross basis (excluding employer social contributions).

Tables of ratios under I. 6° and 7° of Article L. 22-10-9 of the *French Commercial Code*

	Mike MASTERSON until 27/03/20 Tim ALBERTSEN since 27/03/20	Tim ALBERTSEN	Tim ALBERTSEN	Tim ALBERTSEN	Tim ALBERTSEN
	Financial year 2020	**Financial year 2021**	**Financial year 2022**	**Financial year 2023**	**Financial year 2024**
Change *(in %)* in the CEO's remuneration	-28%	30%	48%	-9%	51%
Information on the scope of the listed company					
Change *(in %)* in average employee remuneration	0%	10%	11%	-8%	15%
Ratio to average employee remuneration	8.8	10.3	13.7	13.7	17.9
Change in the ratio *(in %)* compared to the previous year	-28%	17%	33%	0%	31%
Ratio to median employee compensation	10.9	13.1	18.3	17.0	24.8
Change in the ratio *(in %)* compared to the previous year	-28%	21%	39%	-7%	45%
Additional information on the extended perimeter					
Change *(in %)* in average employee remuneration	-2%	10%	7%	1%	7%
Ratio to average employee remuneration	16.7	19.6	26.9	24.2	34.3
Change in the ratio *(in %)* compared to the previous year	-26%	17%	37%	-10%	42%
Ratio to median employee compensation	21.1	25.0	34.9	30.0	44.7
Change in the ratio *(in %)* compared to the previous year	-25%	18%	40%	-14%	49%
Company performance					
Financial criterion – Net income Group share	509.8	873.0	1215,5	816,2	683,6
Change *(in %)* compared to previous year	-10%	71%	39%	-33%	-16%

As Tim ALBERTSEN was appointed to replace Mike MASTERSON in March 2020, the ratio for the financial year 2020 also takes into account the latter's remuneration for the period from 1 January to 27 March 2020.

	John SAFFRETT	John SAFFRETT	John SAFFRETT	John SAFFRETT	John SAFFRETT
	Financial year 2020	**Financial year 2021**	**Financial year 2022**	**Financial year 2023**	**Financial year 2024**
Change *(in %)* in the CEO's remuneration	-6%	23%	43%	-17%	46%
Information on the scope of the listed company					
Change *(in %)* in average employee remuneration	0%	10%	11%	-8%	15%
Ratio to average employee remuneration	7.8	8.7	11.2	10.1	12.9
Change in the ratio *(in %)* compared to the previous year	-7%	12%	28%	-10%	27%
Ratio to median employee compensation	9.7	11.1	15.0	12.6	17.8
Change in the ratio *(in %)* compared to the previous year	-6%	15%	35%	-16%	40%
Additional information on the extended perimeter					
Change *(in %)* in average employee remuneration	-2%	10%	7%	1%	7%
Ratio to average employee remuneration	14.9	16.6	22.0	18.0	24.6
Change in the ratio *(in %)* compared to the previous year	-4%	12%	33%	-18%	37%
Ratio to median employee compensation	18.9	21.2	28.6	22.2	32.0
Change in the ratio *(in %)* compared to the previous year	-3%	12%	35%	-22%	44%

John SAFFRETT was appointed as the third Deputy Chief Executive Officer on 1 April 2019. As this is not a replacement, his remuneration has been annualised for the purposes of calculating the equity ratio for the 2019 financial year.

Recognition of performance conditions applicable to deferred compensation

The Board of Directors reviewed the achievement of the performance conditions applicable to deferred remuneration payable in 2025.

The Board of Directors, based on a recommendation from the COREM, determined that the last instalment of the deferred variable remuneration relating to the 2019 performance year, subject to the performance condition relating to the average RoAEA excluding used car sales during the vesting period, was vested at the rate of 80%. As such, 80% of the phantom share units relating to this instalment will vest and be paid out in 2025. The conditions relating to all other prior year deferrals payable in 2025 were fully achieved.

Furthermore, with regard to the performance assessments by the Board of Directors and the independent assessments by Societe Generale's Risk and Compliance Departments, there was no need to make use of the "*malus*" clause or clawback mechanism.

Recognition of the performance condition for the acquisition of pension rights

Details of the pension plans applicable to Chief Executive Officers are provided in paragraph 3.7.2.

Tim ALBERTSEN and John SAFFRETT benefit from a supplementary defined contribution pension plan set up for the members of the Societe Generale Management Committee.

The plan provides for the payment of an annual contribution by the Company into an individual retirement account opened in the name of the eligible employee, based on their fixed compensation exceeding four annual social security ceilings. The Company rate has been set at 8%.

In accordance with applicable law, employer contributions relating to a given year will only be paid in full if at least 50% of the performance conditions for the variable remuneration component for the same year have been met.

As this performance condition is met, the supplementary pension rights in respect of 2024 are vested for Tim ALBERTSEN and John SAFFRETT.

3.7.1.2 Principles of the compensation policy applicable in the 2025 financial year

The compensation policy applicable to the executive corporate officers was approved by the Board of Directors on 21 March 2025 and will be submitted for approval at the Annual General Meeting of 19 May 2025 (*ex ante* vote).

The compensation policy is aligned with the interests of the Company's various stakeholders *via* quantitative and qualitative performance objectives linked to the corporate strategy of Ayvens, which are used to determine the variable compensation of executives.

It is in line with the Company's corporate social interests through the use of qualitative performance indicators, in particular objectives relating to environmental, social and governance (ESG) criteria, including the Group's staff engagement levels.

It supports the commercial strategy by integrating performance indicators for executives linked to commercial objectives, customer satisfaction and the development of strategic partnerships.

It also contributes to the sustainability of the Company by creating a direct link between the variable compensation of executives and objectives aimed at implementing the long-term strategy of Ayvens.

Accordingly, the compensation policy provides for the deferred payment over a period of five years of the variable portion subject to presence and performance conditions. The purpose of this is to retain executives over the long term and take into account the Company's results over a period of five years following the end of the financial year. A minimum of 50% of variable compensation is paid in the form of Ayvens shares or phantom share units to enable an alignment of the interests of executives with the long-term interests of shareholders.

The "*malus*" clause and clawback mechanism make it possible to take into account risk management and compliance over that five-year period.

The compensation policy applicable to executive corporate officers is defined by the Board of Directors on the recommendations of the COREM. Executive corporate officers do not participate in the discussions and deliberations of the Board and the COREM concerning the policy applicable to their own compensation. The "target" levels of fixed and variable compensation take into account market practices based on studies carried out by an independent firm.

Executive corporate officers are subject to an annual independent assessment by the Risk Department and Compliance Department of Societe Generale. In the event of a negative assessment, the conclusions are shared with the Board in order to be included in their deliberations.

The proposed fixed and annual target variable remuneration levels for 2025 set out below are unchanged from 2024.

The Board of Directors of 21 March 2025, based on a recommendation of the COREM, validated new principles for the determination of the 2025 variable remuneration, as presented below.

Compensation of directors

The policy governing the remuneration of independent directors was approved by the Board of Directors on 7 February 2018.

In accordance with the recommendations of the AFEP-MEDEF Code, it includes (i) a fixed component, revalued in 2023 at EUR 36,000, which is paid to the independent directors and Chairmen of the specialized committees, to reward their long-term commitment and the responsibilities associated with their mandates, and (ii) a variable component, to reward attendance and participation at the various meetings of the Board and the specialized committees (EUR 2,000 per meeting increased to EUR 3,000 per meeting for the Chairperson), the total of which is calculated on the basis of directors' attendance.

The Chairpersons of the specialised committees receive 50% more than committee members because of the greater level of personal investment required.

The total annual amount of remuneration for the activity of directors of EUR 400,000 was approved by the Annual General Meeting of 18 May 2022.

Compensation of the Chair

Pierre PALMIERI does not receive any compensation for his role as Chair of the Board of Directors and is directly compensated by Societe Generale for his duties as Deputy Chief Executive Officer of Societe Generale.

Compensation of executive officers

The compensation for 2025 of the Chief Executive Officer and the Deputy Chief Executive Officer is broken down into the following two components:

- fixed compensation, which recognises the experience and responsibilities exercised, and takes into account market practices;
- annual variable compensation, which depends on performance for the year and the contribution of the executive corporate officers to the success of Ayvens.

Fixed compensation

The proposed annual fixed compensation for 2025 is unchanged from that applicable for 2024:

- Tim ALBERTSEN, Chief Executive Officer: EUR 800,000;
- John SAFFRETT, Deputy Chief Executive Officer: EUR 600,000.

Variable compensation

General principles

The Board of Directors of 21 March 2025, based on a recommendation of the COREM, validated the new principles for the determination of the 2025 variable remuneration, which will be submitted for approval by the Annual General Meeting of 19 May 2025. These principles are as follows:

- As in prior years, the annual variable compensation is calculated using a scorecard approach on the basis of quantitative criteria (60%) and qualitative non-financial criteria (40%);
- In addition, the Board introduced the notion of qualifiers, meaning that if certain minimum conditions are not met, the variable remuneration calculated using the scorecard approach can be reduced at the discretion of the Board;
- Finally, the Board also has full discretion to adjust formulaic outcomes, in particular if the results of the scorecard and qualifiers do not sufficiently reflect the underlying performance of Ayvens group, measured via the evolution of the normalized net profit, or in the case of unforeseen circumstances.

Scorecard calculation		Qualifiers		Board discretion		
60% quantitative criteria 20% ESG criteria 20% individual objectives	X	If qualifiers are not met, total variable remuneration award can be reduced or cancelled	X	Board discretion to adjust formulaic outcomes	=	Final variable remuneration award

Any adjustments resulting from the exercise of Board discretion would be presented in the ex post report for the approval by the Annual General Meeting.

The table below shows the target and maximum amounts of variable compensation in respect of performance in 2025, unchanged from those applicable in 2024. In the case of overperformance, the maximum variable remuneration is capped at 130% of the target variable remuneration.

(in EUR)	**Target variable compensation in 2025**	***O/w quantitative portion***	***O/w qualitative portion***	**Maximum variable compensation 2025**	***O/w quantitative portion***	***O/w qualitative portion***
Tim ALBERTSEN	920,000	552,000	368,000	1,196,000	717,600	478,400
John SAFFRETT	600,000	360,000	240,000	780,000	468,000	312,000

Quantitative portion

The quantitative portion (60%) for 2025 is assessed on the perimeter of Ayvens on the basis of the following three indicators:

Indicators	Weighting
ROTE	20%
Gross Margin (Leasing contract and Service Margins, excluding UCS)	20%
Funded Fleet Growth	20%
TOTAL	**60%**

These indicators are aligned with the strategic priorities of Ayvens for 2025, notably the return on capital employed, the optimisation of margins and fleet growth. The reduction of our operating expenses remains a priority for Ayvens in 2025. For this reason, the level of operating expense is included in the qualifiers, as described below, allowing for a reduction in total variable remuneration award if the maximum level determined by the Board is exceeded.

The target amounts for these quantitative criteria were precisely established by the COREM and approved by the Board of Directors, but are not being made public for reasons of confidentiality. The indicators/targets were set including all exceptional costs linked to the acquisition and integration of LeasePlan.

The Board of Directors will assess the degree to which quantitative objectives have been achieved after the close of the financial year, on the basis of the published results. The Board of Directors is empowered to decide, on the recommendation of the COREM, whether to make restatements for non-recurring exceptional and unbudgeted items not resulting from managerial decisions or operational management of activities.

Qualitative (non-financial) portion

The qualitative non-financial portion (40%) is based on objectives set each year in advance by the Board of Directors for the coming financial year, of which 20% is based on collective objectives related to the ESG strategy and 20% is based on individual objectives relative to the perimeter of supervision of each executive officer. The criteria specifying how the achievement of each qualitative objective will be measured have been established by the COREM and approved by the Board of Directors. These criteria are not made public for reasons of confidentiality.

The objectives are set for the full 2025 financial year and are linked to the implementation of the long-term strategy of Ayvens.

In compliance with the recommendations of the AFEP-MEDEF Code, the collective objectives for 2025 are based on criteria linked to the ESG strategy:

- objectives for the reduction of CO_2 emissions of the running fleet;
- customer satisfaction as assessed using satisfaction surveys (measured by the net promoter score);
- objectives related to Ayvens Responsible Employer strategy including the results of the employee engagement rate, measured *via* our employer barometer and the progress on gender equality objectives concerning the proportion of female representation in the senior management bodies;
- ensure an effective risk management framework and compliance culture, in line with regulatory requirements

The individual objectives of the executive corporate officers include:

- the implementation of the organisational structures and strategic plans specific to their areas of responsibility. This includes the successful implementation of the following for 2025: the Group Performance and Efficiency Program including the integration roadmap, the digital target operating model and service margin tasking; the EV program with a strict control of asset risk; the multi-cycle lease program; the restructuring of entities under supervision; the definition of the principle strategic objectives beyond 2026.

These objectives will be assessed by the Board of Directors after the end of the financial year on the basis of predefined criteria on the recommendation of the COREM.

Qualifiers

As mentioned above, the award of variable remuneration is subject to certain qualifiers being met. The qualifiers fixed for the 2025 performance year are as follows:

- Group Operating expenses (including CTA) and Cost / Income ratio not exceeding a maximum budget;
- The Group Net Earnings Assets not exceeding a maximum budget;
- The Group profit not being below a pre-defined threshold;
- No negative assessment from the independent Risk and Compliance departments of Société Générale.

In the event where any qualifier is not met, the variable remuneration award can be reduced or cancelled by decision of the Board of Directors, based on a recommendation of the COREM.

The budgets and thresholds for the financial qualifiers were precisely established by the COREM and approved by the Board of Directors, but are not being made public for reasons of confidentiality.

The Board of Directors is empowered to decide, on the recommendation of the COREM, whether to make restatements for non-recurring exceptional and unbudgeted items not resulting from managerial decisions or operational management of activities.

The Board of Directors introduced these qualifiers in order to reinforce the alignment with the group's regulatory requirements as a Financial Holding Company and for 2025, in order to increase the potential impact on variable remuneration if the Operating Expenses budget is not met, due to the strategic importance of controlling our costs and delivering the remaining synergies during this critical integration phase.

Vesting procedure for total variable compensation

In accordance with CRD5, the Board of Directors has defined the following terms for the vesting and payment of total variable compensation:

- a deferred portion subject to a condition of presence in the Company and a performance condition, vested in tranches of one-fifth over a five-year period, with a minimum deferral rate of 60%;
- at least 50% is indexed to the Ayvens share price (phantom share units), resulting in 50% of the vested portion and a minimum of 50% of the unvested portion;
- the amount of the variable portion immediately granted in cash may not exceed 20% of the total amount.

The deferred portion is vested subject to:

- a condition of continued presence. Exceptions to this condition are retirement, death, disability with incapacity to perform one's functions or a decision of the Board of Directors based on the terms of departure;
- reconsideration under a "*malus*" clause in the event of a significant deterioration of financial performance or a failure of duty;
- a profitability condition defined as Ayvens' positive Net income for the period (based on an arithmetical average) over the vesting period.

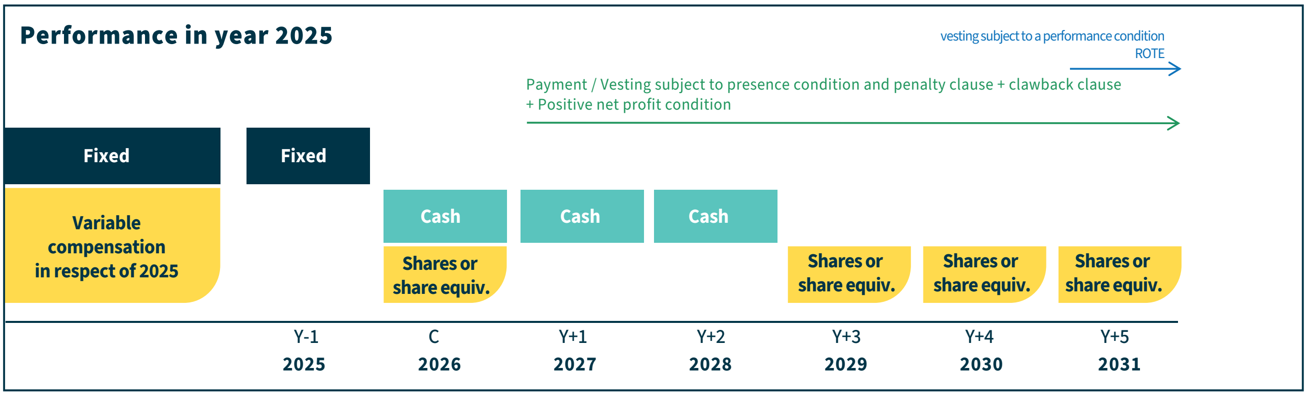
The deferred portion is also subject to a clawback clause valid for five years, which can be activated in the event of acts or behaviour deemed rash in terms of risk-taking, subject to applicability within the relevant legal and regulatory framework.

The payment of the last installment of the deferred part at the end of five years is also conditional on the ROTE. The full amount would be paid only if arithmetic average ROTE adjusted for non-recurring items over the vesting period is above 12%. Below 8% arithmetic average, no amount would be payable. If the arithmetic average ROTE is between 8% and 12%, the COREM would propose a vesting percentage to the Board of Directors.

The Board of Directors is empowered to decide, upon the recommendation of the COREM, whether to make restatements for non-recurring exceptional and unbudgeted items not covered by managerial decisions or operational management of activities.

Moreover, the Chief Executive Officer and the Deputy Chief Executive Officer are prohibited from hedging their shares or share equivalents throughout the vesting and holding periods.

Total variable compensation – Chronology of payments in amounts or shares



Exceptional variable compensation

In view of legislation requiring an *ex ante* vote on all provisions of the compensation policy, the Board of Directors wanted to reserve the option of paying, where relevant, additional variable compensation in the event of exceptional circumstances of particular importance for the Company, requiring significant involvement or the management of difficulties.

This compensation would be explained and set in accordance with the general principles of the AFEP-MEDEF Code regarding compensation. It would comply with the terms of payment of the annual variable compensation and would be subject to the same deferral and vesting conditions.

In any event, in accordance with current regulations, the total variable compensation (*i.e.* the annual variable compensation and, if applicable, any exceptional variable compensation) may not exceed twice the annual fixed compensation.

No exceptional variable compensation is proposed *ex ante* for the 2025 performance year.

Other benefits

Each executive corporate officer receives a Company car as well as a health insurance plan, the health, death and disability insurance coverage of which is in line with employee coverage.

The compensation policy provides, where applicable, for the assumption of certain costs when the duties require the Chief Executive Officer and the Deputy Chief Executive Officer and their families to relocate to different locations. In particular, housing costs, moving costs and school fees for children whose enrolment in a school of the relevant nationality/language is justified may be covered. To that end, Tim ALBERTSEN and John SAFFRETT receive housing benefits.

3.7.1.3 Presentation of the draft resolutions relating to the principles and criteria for determining and allocating the fixed, variable and exceptional components of the total compensation and benefits of any nature, attributable to the Chair of the Board of Directors, Chief Executive Officer and Deputy Chief Executive Officers by virtue of their office

Ex post resolutions on the 2024 compensation of corporate officers

Approval of the report on the compensation of corporate officers in accordance with Article L. 22-10-34 I of the French Commercial Code

The Annual General Meeting, acting in accordance with the quorum and majority conditions required for Ordinary Shareholders' Meetings, having read the Board of Directors' report, in application of Article L. 22-10-34 I of the French Commercial Code, approves the report on the compensation of corporate officers including the information mentioned in paragraph I of Article L. 22-10-9 as presented in the report on corporate governance prepared in accordance with Article L. 225-37 of the French Commercial Code and as presented in the chapter 3 of the 2024 Universal Registration Document.

Approval of the components of the total compensation and benefits of any kind paid or awarded in respect of the 2024 financial year to Tim ALBERTSEN, Chief Executive Officer, pursuant to Article L. 22-10-34 II of the French Commercial Code

The Annual General Meeting, acting in accordance with the quorum and majority conditions required for Ordinary Shareholders' Meetings, having read the Board of Directors' report, in application of Article L. 22-10-34 II of the French Commercial Code, approves the components of the total compensation and benefits of any kind paid during the 2024 financial year or awarded in respect of that year to Tim ALBERTSEN, Chief Executive Officer, as presented in the report on corporate governance prepared in accordance with Article L. 225-37 of the French Commercial Code and as presented in the chapter 3 of the 2024 Universal Registration Document.

Approval of the components of the total compensation and benefits of any kind paid or awarded in respect of the 2024 financial year to John SAFFRETT, Deputy Chief Executive Officer, pursuant to Article L. 22-10-34 II of the French Commercial Code

The Annual General Meeting, acting in accordance with the quorum and majority conditions required for Ordinary Shareholders' Meetings, having read the Board of Directors' report, in application of Article L. 22-10-34 II of the French Commercial Code, approves the components of the total compensation and benefits of any kind paid during the 2024 financial year or awarded in respect of that year to John SAFFRETT, Deputy Chief Executive Officer, as presented in the report on corporate governance prepared in accordance with Article L. 225-37 of the French Commercial Code and as presented in the chapter 3 of the 2024 Universal Registration Document.

Ex ante resolutions on the 2025 compensation of corporate officers

Approval of the compensation policy applicable to the Chief Executive Officer and the Deputy Chief Executive Officer, pursuant to Article L. 22-10-8 II of the French Commercial Code

The Shareholders' Meeting, acting in accordance with the quorum and majority conditions required for Ordinary Shareholders' Meetings, having read the Board of Directors' report, in application of Article L. 22-10-8 II of the French Commercial Code, approves the compensation policy applicable to the Chief Executive Officer and the Deputy Chief Executive Officer as presented in the report on corporate governance prepared by the Board of Directors in accordance with Article L. 22-10-8 I of the French Commercial Code and as presented in the chapter 3 of the 2024 Universal Registration Document.

Approval of the compensation policy applicable to the Chair of the Board of Directors and the directors, pursuant to Article L. 22-10-8 II of the French Commercial Code

The Shareholders' Meeting, acting in accordance with the quorum and majority conditions required for Ordinary Shareholders' Meetings, having read the Board of Directors' report, in application of Article L. 22-10-8 II of the French Commercial Code, approves the compensation policy applicable to the Chair of the Board of Directors and the directors as presented in the report on corporate governance prepared by the Board of Directors in accordance with Article L. 22-10-8 I of the French Commercial Code and as presented in the Chapter 3 of the 2024 Universal Registration Document.

3.7.1.4 Summary of the compensation, options and performance shares (in EUR) awarded to each executive corporate officer for the financial years ended 31 December 2023 and 31 December 2024 (Table 1 of the AFEP-MEDEF Code)

Pierre PALMIERI received no compensation for his position as Chairman of the Board of Directors of Ayvens. He was directly compensated by Societe Generale in respect of his functions within Societe Generale.

Tim ALBERTSEN (Chief Executive Officer)	2023	2024
Remuneration due for the year	1,482,836	2,244,191
Valuation of options granted during the year	-	-
Valuation of performance shares granted during the year	-	-
TOTAL	**1,482,836**	**2,244,191**

John SAFFRETT (Deputy Chief Executive Officer)	2023	2024
Remuneration due for the year	1,100,448	1,608,289
Valuation of options granted during the year	-	-
Valuation of performance shares granted during the year	-	-
TOTAL	**1,100,448**	**1,608,289**

3.7.1.5 Summary table of remuneration (in EUR) of each executive corporate officer (Table 2 of the AFEP-MEDEF Code)

The table below shows the various remunerations (fixed, variable, etc.) paid and due to each executive corporate officer for the financial years ended 31 December 2023 and 31 December 2024.

Pierre PALMIERI did not receive any remuneration for his position as Chairman of the Board of Directors of Ayvens.

	2023		2024	
Tim ALBERTSEN (Chief Executive Officer)	**Amounts due for 2023**	**Amounts paid in 2023**	**Amounts due for 2024 (1)**	**Amounts paid in 2024**
Fixed remuneration	702,083	702,083	800,000	800,000
Annual variable remuneration	632,563	526,987	1,293,509	400,932
Of which exceptional variable compensation		*75,154*	*371,250*	
Of which:				
deferred variable compensation	506,050	352,041	1,084,158	274,420
non-deferred variable compensation	126,513	174,946	209,351	126,512
Exceptional remuneration				
Remuneration of the director's mandate				
Benefits in kind (2)	148,190	148,190	150,682	150,682
TOTAL	**1,482,836**	**1,377,260**	**2,244,191**	**1,351,614**

	2023		2024	
John SAFFRETT (Deputy Chief Executive Officer)	**Amounts due for 2023**	**Amounts paid in 2023**	**Amounts due for 2024 (1)**	**Amounts paid in 2024**
Fixed remuneration	541,250	541,250	600,000	600,000
Annual variable remuneration	457,166	431,155	905,224	296,439
Of which exceptional variable compensation		*33,317*	*303,750*	
Of which:				
deferred variable compensation	365,733	269,676	734,702	205,006
non-deferred variable compensation	91,433	161,479	170,522	91,433
Exceptional remuneration				
Remuneration of the director's mandate				
Benefits in kind (2)	102,032	102,032	103,065	103,065
TOTAL	**1,100,448**	**1,074,437**	**1,608,289**	**999,504**

(1) The variable remuneration for 2024 is subject to approval at the Annual General Meeting on May 19, 2025.
(2) This amount corresponds to vehicle and housing benefits. The method of valuation of the housing benefit in kind was revised in the 2022 financial year and is now valued at its real value.

3.7.1.6 Remuneration (in EUR) received by non-executive directors and the non-voting director (Table 3 of the AFEP-MEDEF Code)

The table below shows the remuneration received by the directors for the financial years ended 31 December 2023 and 31 December 2024. In accordance with the Internal Regulations of the Board of Directors, only directors qualified as independent receive a remuneration for their duties as directors of Ayvens.

	2023		2024	
	Amounts due for 2023	Amounts paid in 2023	Amounts due for 2024	Amounts paid in 2024
Pierre PALMIERI (Chair of the Board of Directors, director)				
Remuneration (fixed, variable)	-	-	-	-
Other remuneration	-	-	-	-
Diony LEBOT (director)				
Remuneration (fixed, variable)	-	-	-	-
Other remuneration	-	-	-	-
Delphine GARCIN-MEUNIER (director)				
Remuneration (fixed, variable)	-	-	-	-
Other remuneration	-	-	-	-
Xavier DURAND (director)				
Remuneration (fixed, variable)	105,000	100,000	94,000	90,000
Other remuneration	-	-		
Christophe PERILLAT (director)				
Remuneration (fixed, variable)	78,000	67,000	92,000	78,000
Other remuneration	-	-	-	-
Laura MATHER (director)				
Remuneration (fixed, variable)	-	-	-	-
Other remuneration	-	-	-	-
Patricia LACOSTE (director)				
Remuneration (fixed, variable)	94,000	94,000	91,000	77,000
Other remuneration	-	-	-	-
Anik CHAUMARTIN (director)				
Remuneration (fixed, variable)	85,000	65,000	97,000	90,000
Other remuneration	-	-	-	-
Benoit GRISONI (director)				
Remuneration (fixed, variable)	-	-	-	-
Other remuneration	-	-	-	-
Hacina PY (director)				
Remuneration (fixed, variable)	-	-	-	-
Other remuneration	-	-	-	-
Marc STEPHENS (director)				
Remuneration (fixed, variable)	-	-	-	-
Other remuneration	-	-	-	-
Didier HAUGUEL (non-voting director)				
Remuneration (fixed, variable)	35,000	5,000	64,000	60,000
Other remuneration	-	-	-	-

3.7.1.7 Stock option plans and performanceshare plans offered by the Company or by any Group company

Since 2018, a performance share plan in Ayvens shares is offered for employees working for the Ayvens Group.

Share subscription or purchase options granted during the financial year to each executive director by the issuer or by any Group company (table 4 of the AFEP-MEDEF Code)

During the financial year ended 31 December 2024, no stock options were granted.

Share subscription or purchase options exercised during the financial year by each executive director (table 5 of the AFEP-MEDEF Code)

During the financial year ended 31 December 2024, no stock options were exercisable.

Performance shares granted during the financial year to each executive director by the issuer (table 6 of the AFEP-MEDEF Code)

Tim ALBERTSEN and John SAFFRETT were not eligible for the Ayvens Performance Share Plan in 2024.

	Date of award	Total number of shares granted during the year	Valuation of shares according to the method used for the consolidated financial statements	Date of acquisition of shares	Date of availability of shares	Performance conditions
Tim ALBERTSEN	None	None	None	None	None	None
John SAFFRETT	None	None	None	None	None	None

Mr. Pierre PALMIERI is not eligible for the Ayvens performance share plan and does not receive any share awards as a result of his position with Ayvens.

Performance shares that became available during the year for each executive corporate officer (Table 7 of the AFEP-MEDEF Code)

Ayvens performance shares that became available during the year

	Date of award	Number of shares that became available during the year
Tim ALBERTSEN	None	None
John SAFFRETT	None	None

History of stock option grants – information on stock options (table 8 of the AFEP-MEDEF Code)

Ayvens has never granted any stock options.

The last option plan granted by Societe Generale expired in the 2017 financial year.

Share subscription or purchase options granted to the top ten non-executive employees and options exercised by them (Table 9 of AMF Position-Recommendation No. 2021-02)

During the financial year ended 31 December 2024, no stock options were granted and no stock options were exercisable.

History of performance share grants (Table 10 of the AFEP-MEDEF Code)

The performance share plans offered by Ayvens to the Group's key employees (plans 1, 3, 5, 7, 9 and 11) and to employees whose variable remuneration follows CRD5 (plans 2, 4, 6, 8, 10, 12, 13, 14) have the following characteristics.

	Plan 8 – 2021	Plan 7 – 2021	Plan 6 – 2020	Plan 5 – 2020
Date of the General Meeting	22 May 2018	26 March 2021	22 May 2018	22 May 2018
Date of the Board of Directors	26 March 2021	26 March 2021	27 March 2020	27 March 2020
Total number of ALD shares allocated during the Board of Directors	**19,827**	**291,004**	**34,635**	**353,281**
Adjusted total number of shares allocated (1)	**21,955**		**35,948**	**387,522**
Of which the number allocated to executive directors	-	-	-	-
John SAFFRETT (2)	-	-	-	-
Total number of beneficiaries	5	280	5	264
Date of acquisition of rights	31/03/23 (1st tranche) 31/03/24 (2nd tranche)	31/03/24	31/03/22 (1st tranche) 31/03/23 (2nd tranche)	31/03/23
End date of retention period	30/09/23 (1st tranche) 30/09/24 (2nd tranche)	N/A	30/09/22 (1st tranche) 30/09/23 (2nd tranche)	N/A
Performance conditions (3)	yes	yes	yes	yes
Fair value *(in EUR)* (4)	10.72	10.72	7.25	7.25
Number of shares acquired as of 31 December 2024 (5)	21,955	263,624	25,813	349,153
Cumulative number of shares cancelled or lapsed (5)	-	27,380	10,135	38,369
Remaining performance shares at year-end (5)	-	-	-	-

	Plan 14 – 2024	Plan 13 – 2024	Plan 12 – 2023	Plan 11 – 2023	Plan 10 – 2022	Plan 9 – 2022
Date of the General Meeting	24 May 2023	24 May 2023	19 May 2021	19 May 2021	19 May 2021	19 May 2021
Date of the Board of Directors	21 March 2024	21 March 2024	23 March 2023	23 March 2023	29 March 2022	29 March 2022
Total number of AYVENS shares allocated during the Board	**25,479**	**47,684**	**38,250**	**395,017**	**25,443**	**409,602**
Adjusted total number of ALD shares allocated (1)	**N/A**	**N/A**	**N/A**	**N/A**	**28,173**	**452,817**
Of which the number allocated to executive directors	-	-	-	-	-	-
John SAFFRETT	-	-	-	-	-	-
Total number of beneficiaries	2	11	6	393	6	374
Date of acquisition of rights	31/03/27 (1st tranche) 31/03/28 (2nd tranche) 31/03/29 (3rd tranche)	31/03/27 (1st tranche) 31/03/28 (2nd tranche)	31/03/26 (1st tranche) 31/03/27 (2nd tranche)	31/03/26	31/03/25 (1st tranche) 31/03/26 (2nd tranche)	31/03/25
End date of retention period	31/03/28 (1st tranche) 31/03/29 (2nd tranche) 31/03/30 (3rd tranche)	31/03/28 (1st tranche) 31/03/29 (2nd tranche)	30/09/26 (1st tranche) 30/09/27 (2nd tranche)	N/A	30/09/25 (1st tranche) 30/09/26 (2nd tranche)	N/A
Performance conditions	yes	yes	yes	yes	yes	yes
Fair value *(in EUR)* (4)	4.85;4.80;4.58	4.85;4.80	8.31	8.31	9.50	9.50
Number of shares acquired as of 31 December 2024 (5)	-	-	-	-	-	-
Cumulative number of shares cancelled or lapsed (5)	-	-	-	34,485	-	53,118
Remaining performance shares at year-end (5)	25,479	47,684	38,250	360,532	28,173	399,699

(1) Following the share capital increase with preferential subscription rights of December 2022, the number of share rights vesting under the 2020, 2021 and 2022 performance share plans was adjusted (for each beneficiary with share rights not vested yet in December 2022, multiplied by 1,107 and rounded up).
(2) Share grants as an employee, prior to the date of appointment as a corporate officer.
(3) The performance condition is the average positive Ayvens Group Net income (arithmetic average), excluding own debt, measured over the three financial years (two for the first tranche of Plans 4, 6, 8, 10 and 12) preceding the acquisition date.
(4) Fair value varies for each installment.
(5) For plans granted in 2020,2021 and 2022: adjusted quantity following the share increase for each beneficiary with share rights not vested yet in December 2022.

3.7.2 Employment contracts, supplementary pension schemes and severance pay of executive corporate officers

Executive corporate officers serve for a term of four years. Their employment contracts are suspended for the duration of their term of office. Their term of office is governed by French law which provides for the possibility of dismissal by the Board of Directors at any time without notice and without the need for justification.

Supplementary pension plan of the members of the Management Committee of Societe Generale (Article 82)

This defined contribution supplementary pension plan was set up for the members of Societe Generale's Management Committee with effect from 1 January 2019. Tim ALBERTSEN and John SAFFRETT have benefited from this scheme since their respective appointments to the Societe Generale Management Committee on 10 February 2020.

The plan provides for the payment of an annual contribution by the Company into an individual retirement account opened in the name of the eligible employee, based on their fixed compensation exceeding four annual social security ceilings. The rights acquired will be paid at the earliest on the date that the employee draws their pension under the national retirement plan.

The Company rate has been set at 8%.

In accordance with applicable law, employer contributions relating to a given year will only be paid in full if at least 50% of the performance conditions for the variable compensation component for the same year have been met.

Since the performance condition for the 2024 financial year was met, the amount of the contribution to be paid in respect of 2024 is EUR 49,162 for Tim ALBERTSEN and EUR 33,162 for John SAFFRETT.

Valmy pension savings scheme (formerly IP Valmy)

The executive corporate officers also retain the benefits of the supplementary defined contribution plan that applied to them as employees prior to their appointment as executive corporate officers.

This defined contribution plan, established under Article 83 of the French General Tax Code, was set up in 1995 and was modified on 1 January 2018 (henceforth called Épargne Retraite Valmy). It is compulsory for all employees with more than six months' seniority in the Company and allows beneficiaries to build up retirement savings, which are paid in the form of a life annuity when they retire. This plan is financed up to 2.25% of the compensation capped at four annual Social Security ceilings, of which 1.75% paid by the Company. This plan is now insured with Sogecap.

Supplementary pension plan

This plan is closed, no further rights were awarded after 31 December 2019.

Until 31 December 2019, the executive corporate officers retained the benefits of the senior management supplementary pension plan that applied to them as employees prior to their appointment as executive corporate officers.

In accordance with the law, any increase in the potential rights was subject to a performance condition.

This supplementary plan was introduced in 1991. In accordance with Article L. 137-11 of the French Social Security Code, it provides senior executives appointed as of that date with potential rights to a yearly income from the date on which they begin to draw their pension under the national social security retirement plan.

This scheme, which was revised on 17 January 2019, was permanently closed on 4 July 2019 and no further rights were awarded after 31 December 2019, pursuant to Order No. 2019-697 of 3 July 2019 in respect of corporate supplementary pension schemes. This Order prohibited the affiliation of any new beneficiaries to schemes under which pension rights are conditional upon the beneficiary still working for the Company when they reach retirement, as well as the award of such conditional pension rights to any existing beneficiaries for periods worked after 2019.

The total rights accumulated when existing beneficiaries draw their pension will therefore consist of the sum of their rights frozen at 31 December 2018 and the minimum rights constituted between 1 January 2019 and 31 December 2019. These rights will be reassessed according to the change in value of the AGIRC point between 31 December 2019 and the date on which the beneficiary draws their pension. Such rights are conditional upon the beneficiary still working at Societe Generale when they reach retirement. They are pre-financed with an insurance company.

As an example, based on the assumption of retirement at the age of 62, the potential estimated annual pension rights payable at 31 December 2019 under this scheme, regardless of the conditions under which the commitment is honoured, are EUR 2.2 thousand for Tim ALBERTSEN and EUR 500 for John SAFFRETT.

Non-compete clause

Tim ALBERTSEN and John SAFFRETT are subject to a non-compete clause for a period of 24 months from the date of the termination of their duties as executive corporate officers and the date of their departure from Societe Generale. In return, they continue to receive their fixed compensation.

The Board of Directors can unilaterally waive this clause within fifteen days of the date on which the executive corporate officer leaves their office. In such a case, the departing officer will no longer be bound by any commitment and no sums will be payable to them in this respect.

Any breach of the non-compete clause would result in the immediate payment by the officer of a sum equal to 24 months of fixed compensation. In such circumstances, Ayvens would be released from its obligation to pay any financial consideration and may furthermore claim back any financial consideration that may already have been paid since the breach.

No payments will be made under the non-compete clause to any officer leaving the Company due to retirement or beyond the age of 65.

Severance pay

Following the suspension of the employment contracts of Tim ALBERTSEN and John SAFFRETT, it is expected that the Board of Directors will make a severance payment to them in respect of the termination of their respective functions.

The amount of this payment is set at two years of fixed compensation, minus any indemnity owed for the termination of the employment contract.

The severance pay is owed only in the event of simultaneous termination of the Ayvens term of office and the contract with Societe Generale and only in the event of forced departure, documented as such by the Board of Directors. No severance pay would be owed in the event of resignation (unless it is deemed mandatory by the Board of Directors) or non-renewal of the term of office at the initiative of the executive corporate officer or in the event of serious misconduct.

Any decision on severance pay is subject to examination by the Board of Directors to verify the situation of the Company and the performance of each executive corporate officer in order to confirm that neither the Company nor the executive corporate officer has shown a failure to perform.

In accordance with the AFEP-MEDEF Code, no severance pay may be made to an executive corporate officer if he or she is entitled to draw their pension. Severance pay will be contingent upon an overall achievement rate for the annual variable remuneration targets of at least an average of 50% over the three years prior to the officer leaving or over the duration of their term of office if less than three years.

Under no circumstances may the severance pay and non-compete clause combined exceed the cap recommended in the AFEP-MEDEF Code of two years' fixed plus annual variable remuneration including, where applicable, any other severance payments provided for under an employment contract.

3.7.2.1 Employment contracts, supplementary pension schemes and severance pay of the Chairperson of the Board of Directors and the Executive Corporate Officers in 2024

	Employment contract		Supplementary pension scheme		Severance or other benefits due or likely to become due as a result of termination or change of office		Compensation under a non-compete clause	
	Yes	No	Yes	No	Yes	No	Yes	No
Pierre PALMIERI **(Chairperson of the Board of Directors)** From 24/05/23	X (1) (2)		X		X		X	
Tim ALBERTSEN **(Chief Executive Officer)** From 27/03/20	X (1) (3)		X		X		X	
John SAFFRETT **(Deputy Chief Executive Officer)** From 01/04/19	X (1) (3)		X		X		X	

(1) Employment contract signed with Societe Generale.
(2) Employment contract suspended during the term of office as Deputy Chief Executive Officer of Societe Generale.
(3) Employment contract suspended during their term of office with Ayvens.

3.7.3 Amount of provisions established or recognised by the Company or its subsidiaries for the payment of pensions, retirement benefits and other benefits

The Company did not make any provision for the payment of retirement or other similar benefits to the executive corporate officers, other than provisions to cover post-employment benefits, as indicated in note 31 “Retirement benefit obligations and long-term benefits” and note 36 “Related parties” of the Group’s consolidated financial statements for the financial year ended wDecember 31, 2024.

3.7.4 Ayvens share ownership and holding obligations

The Chief Executive Officer and the Deputy Chief Executive Officer(s) are required to hold a certain minimum number of Ayvens shares as determined by the Board of Directors based on the recommendation of the COREM.

Further to a benchmark carried out by Korn Ferry on a panel of companies of a similar size to that of Ayvens, (after the acquisition of LeasePlan,) in order to obtain market practices on the minimum shareholding requirements for Chief Executive Officers, the Board of Directors of 23 March 2023, based on a recommendation from the COREM, decided to increase the minimum Ayvens shareholding requirements in order to be better aligned with the market practices of the Next 20 companies, as follows:

- Tim ALBERTSEN, Chief Executive Officer, must hold 61,500 shares, representing one year’s annual fixed compensation as defined post closing;
- John SAFFRETT, Deputy Chief Executive Officer, must hold 46,000 shares, representing one year’s annual fixed compensation as defined post closing.

These increased shareholding requirements must be satisfied by the end of a five-year period in their position. The Chief Executive Officer and the Deputy Chief Executive Officer must acquire the shares over time, at a rate of around 20% per year. At December 31, 2027, the Chief Executive Officer and the Deputy Chief Executive Officer must have acquired 100% of the shares they are required to hold.

Since Ayvens is part of the Societe Generale, the Board of Directors has authorised the partial substitution of Societe Generale shares already held for Ayvens shares. The parity for this was fixed by the Board of Directors. In all cases, Ayvens shares must account for a minimum of 50% of the shares held.

Shares held under this requirement may not be hedged.

3.7.5 Appointment of a new executive corporate officer

In general terms, the compensation components and structure described in this compensation policy also apply to any new executive corporate officer appointed, taking into account their scope of responsibility and professional experience. This principle also applies to other benefits offered to executive corporate officers (supplementary pension, health insurance plan, etc.).

It is the responsibility of the Board of Directors to set the level of fixed compensation corresponding to these characteristics, consistent with that of the current executive corporate officers and market and sector practices.

If a new executive corporate officer not from a Societe Generale entity is appointed, they may benefit from a sign-on award, where applicable, as compensation for the remuneration forgone when leaving their previous employer. The vesting of this compensation would be deferred over time and subject to the achievement of performance conditions similar to those applied to the deferred variable compensation of executive corporate officers.

3.8 Related-party transactions

3.8.1 Main related-party transactions

There are no related-party transactions within the meaning of Article L. 225-38 of the French Commercial Code other than those already described in the special reports of the Statutory Auditors for 2024 and already approved by the Shareholders' Meeting. For further information on agreements between the Group and Societe Generale, see section 6.2, note 36 "Related parties" of this Universal Registration Document.

Following its meeting of 27 March 2020, the Board of Directors, pursuant to the provisions of Article L. 22-10-12 of the French Commercial Code, put in place a procedure of regular reviews to ascertain whether agreements involving ordinary operations concluded under normal conditions genuinely comply with these conditions. This procedure is based on a mapping of the agreements in question and verification of the criteria carried out by the Company's Legal Department. The analyses are reported to the Audit Committee for review and then approved annually by vote of the Board of Directors, from which the directly and indirectly interested parties abstain. The Board also rules on the periodic requirement to review the content of such agreements.

Through the annual implementation of this procedure, the Audit Committee became acquainted in particular with the links that exist between all subsidiaries of the Ayvens Group and Societe Generale, its main shareholder, by going beyond the legal requirement of simply analysing existing agreements at the level of the holding company. The analysis made it possible to establish that the dual criterion of normal conditions and ordinary operations pursuant to Article L. 225-39 of the French Commercial Code was respected, in particular through the verified application of the principle of fair competition in transfer pricing.

The related-party transactions within the meaning of IFRS are described in note 36 to the Group's consolidated financial statements, which are presented in section 6.2 "Audited consolidated financial statements for the year ended December 31, 2024" of this Universal Registration Document. These transactions relate mainly to key management compensation, sales of goods and services, information technology services, premises, brokerage, insurance policy, corporate services, loans and tax consolidation.

3.8.2 Statutory Auditors' report on related party agreements

Annual General Meeting held to approve the financial statements

for the year ended December 31, 2024

This is a translation into English of a report issued in French and it is provided solely for the convenience of English-speaking users.

This report should be read in conjunction with, and construed in accordance with, French law and professional auditing standards applicable in France.

To the Annual General Meeting of AYVENS S.A.,

In our capacity as statutory auditors of your Company, we hereby present our report on related party agreements.

We are required to inform you, on the basis of the information provided to us, of the terms and conditions of those agreements indicated to us, or that we may have identified in the performance of our engagement, as well as the reasons justifying why they benefit the Company. We are not required to give our opinion as to whether they are beneficial or appropriate or to ascertain the existence of other agreements. It is your responsibility, in accordance with Article R. 225-31 of the French Commercial Code (Code de commerce), to assess the relevance of these agreements prior to their approval.

We are also required, where applicable, to inform you in accordance with Article R. 225-31 of the French Commercial Code (Code de commerce) of the continuation of the implementation, during the year ended December 31, 2024, of the agreements previously approved by the Annual General Meeting.

We performed those procedures which deemed necessary in compliance with professional guidance issued by the French Institute of Statutory Auditors (Compagnie nationale des commissaires aux comptes) relating to this type of engagement. These procedures consisted in verifying the consistency of the information provided to us with the relevant source documents.

Agreements submitted for approval to the Annual General Meeting

We inform you that we have not been notified of any agreements authorized and concluded during the past fiscal year to be submitted for approval by the general assembly in accordance with the provisions of Article L.225-38 of the Commercial Code.

Agreements previously approved by the Annual General Meeting

In accordance with R. 225-30 of the Commercial Code, we have been informed that the execution of the following agreements, already approved by the general assembly in previous years, continued during the past year.

- With Société Générale, shareholder of your Company: Conclusion of two loan contracts eligible for AT1 and T2 ranks.

Persons concerned

(I) M^{rs} Diony Lebot, director of your Company and advisor to the General Management of Société Générale (Formerly deputy Chief Executive Officer from 2018 to 2023)

(II) M^{rs} Delphine Garcin-Meunier, director of your Company and Head of Mobility and International Retail Banking & Financial Services at Sociéte Générale

(III) M^{r} Didier Hauguel, director of your Company and director of of other Société Générale subsidiaries

(IV) M^{r} Benoit Grisoni, director of your Company and Chief Executive Officer of Boursorama, subsidiary of Société Générale

Nature and purpose

On April 5, 2023, ALD entered into two loan agreements with Société Générale eligible for Tier 2 ("T2") capital and Additional Tier 1 ("AT1") capital as per Regulation (EU) No 575/2013 of June 26, 2013.

Conditions

(I) T2 eligible loan: Subordinated loan contract for a maximum principal amount of 1,500,000,000 euros repayable in a lump sum, with a maturity date set at 10 years and a provision in favor of ALD allowing it to proceed with early repayment 5 years after the conclusion of the contract. The compensation for this loan is calculated on the basis of a variable rate (3-month Euribor) and an additional margin of 3.36%, giving a total amount of 109 427 250 € for the fiscal year 2024.

(II) AT1 eligible loan: Perpetual super-subordinated loan contract without a fixed maturity date, for a maximum principal amount of 750,000,000 euros, repayable in a lump sum and with a clause beneficial to ALD permitting early repayment 5 years after the conclusion of the contract. The compensation for this loan is calculated on the basis of a fixed rate of 9.642%, giving a total amount of 73 118 500 € for the fiscal year 2024.

This agreement was authorized by your Board of Directors on April 5, 2023 and approved by the general assembly of the Company's shareholders on May 14, 2024.

Reasons justifying why the Company benefits from this agreement

Your Board of Directors justified this agreement for the purpose of bringing Ayvens S.A. into compliance with its prudential obligations and to allow the company, if necessary, to finance a portion of the cash acquisition of 35% of the shares constituting the share capital of LP Group B.V.

Paris-La Défense, 11 April 2025

The Statutory Auditors

French original signed by

PricewaterhouseCoopers Audit		**KPMG S.A.**	**Deloitte & Associés**
Amel Hardy-Ben Bdira	Ridha Ben Chamek	Guillaume Mabille	Pascal Colin

3.9 Diversity policy for the management bodies

Ayvens board of directors still commits to the diversity policy applicable to ALD's management bodies, which was set out at the Board of Directors' Meeting of 3 November 2020. The scope of this policy covers the highest management bodies of the Group (Executive Committee) as well as the Management Committees of all Group entities. At the proposal of the general management, the Board of Directors set a target of 35% women in ALD Group's management bodies by the end of 2025.

The same approach is followed for the suitability policy, including diversity guidelines, applicable to LeasePlan's management bodies which was set out at the Managing Board meeting per January 1 2022. As Ayvens is a Significant Institution, it falls under supervision of the ECB and thus it needs to ensure that it has implemented a framework ensuring a sound assessment process of the Suitability of the members of both the Supervisory Board and Managing Board individually, as well as each of the Supervisory Board and Managing Board collectively, as well as regarding Key Function Holders. The scope of this policy covers the Supervisory Board, the Managing Board and the Key function holders (including Executive Committee). In relation to gender diversity, LeasePlan Corporation aimed to have at least 30% females and 30% males in its Supervisory Board, Managing Board, and the group of Key Function Holders.

For Ayvens as of 31 December 2024, the rate for women in the Supervisory Board was 50% and in the Managing Board it was 14%.

Since 2018, with the aim of promoting gender balance in the management bodies, the Board of Directors of Ayvens, on the proposal of the COREM, has used the qualitative targets of the general management to set annual objectives to improve the representation of women in the Group's management functions, as well as a target of at least 50% of women in Ayvens Group's strategic talent development programmes. In order to achieve the target set for 2025 and in line with the action plan implemented since 2018, the Board continued to set intermediary targets on an annual basis.

For LeasePlan the targets and guidelines were defined in 2021 and effectuated in 2022. LeasePlan Corporation will annually review the composition of the Supervisory Board, the Managing Board and the group of Key Function Holders, its compliance with the objectives and targets set in relation to diversity and, if objectives or targets have not been met, prepare a plan to ensure that the diversity objectives and targets will be met. Foreseeing the merger with ALD, the Managing Board decided not to effectuate the action plan for diversity as the leadership team would soon undergo a significant change.

For Ayvens as of 31 December 2024, the rate for women in the Group Management bodies stood at 32% (idem at the end of 2023). The Board still maintains the objective of 35% of women in senior management positions, with a time horizon to reach that objective to be end of 2026 in alignment with the new Ayvens strategic plan.

The Diversity focused action plan, included in the new Diversity, Equity & Inclusion strategy (ExCo approved in November 2023, launched in January 2024 and updated in January 2025), contains the following elements:

- 50-50 female/male candidates in succession for top leadership;
- over 50% females in development programs;
- minimum of 30 female talents in our top leadership programs;
- Over 100 Coaching opportunities in 2024 for diverse talent (75% females);
- Over 100 Reverse mentoring opportunities for young talents & senior leadership;
- 10 talents in the expert talent programs (at least 50% females).

4

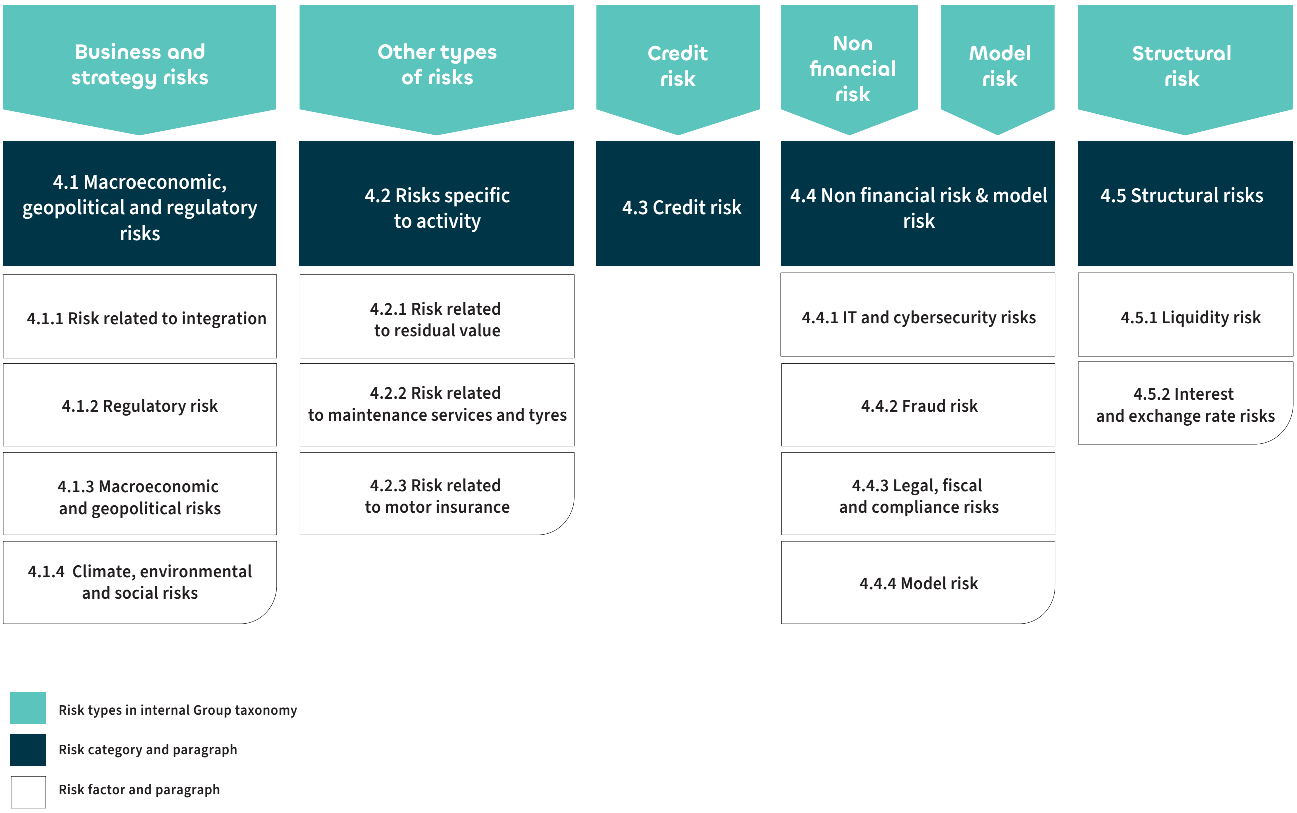
Risk and capital adequacy

4.1 Risk factors

This chapter presents the main risk factors specific to Ayvens, which are estimated to have a significant effect on its business, profitability, solvency, access to financing and financial instruments.

As part of its internal risk management, and in accordance with Article 16 of the Regulation (EU) 2017/1129, also known as "Prospectus 3" regulation of 14 June 2017, the Group has identified different types of risk factors and has grouped them into 5 main risk categories. Within these categories, risk factors are presented based on an evaluation of their materiality in a descending order, with the most material ones indicated first within each category.

The diagram below illustrates how the risk categories identified in the risk typology have been grouped into the abovementioned five categories and the risk factors that primarily affect them.



4.1.1 Macroeconomic, geopolitical and regulatory risks

4.1.1.1 Risks related to integration

Identification of the risk

The Group could encounter difficulties in executing the integration and generating the expected benefits and synergies.

On 22 May 2023, ALD Automotive completed the acquisition of 100% of LeasePlan. The multiple steps needed to integrate the two companies are subject to substantial risks and uncertainties. The materialisation of these risks could have an adverse effect on the Group and its activities, financial situation, operating results or outlook.

Risk of integration costs being higher than expected

The aggregate amount of all external fees, costs, and expenses incurred by the Group in connection with this acquisition (including the fees and expenses of its financial, legal, and accounting advisors, communication expenses, and expenses relating to the financing of the acquisition as well as the preparation of the integration of LeasePlan) amounted to EUR 128 million in 2022, EUR 170 million in 2023 and EUR 120 million in 2024. The Group expects that the cumulative amount of Costs to achieve ("CTA") will reach *circa* EUR 540 million over the 2022-2025 period. However, this estimation could be inaccurate and the aggregate amount of all external fees, costs and expenses incurred by the Group could prove to be higher, potentially causing an adverse impact on the Group business, its financial position and results.

Monthly CTA Committees chaired by the respective Regional CFOs should ascertain that the CTA remains within the targeted envelope.

Risk of not achieving synergies and other benefits expected from the acquisition

The success of the acquisition depends on the effective realisation of the anticipated synergies and economies of scale, as well as on the Group's ability to maintain ex-LeasePlan's development potential and to effectively integrate LeasePlan into the Group. The integration of LeasePlan constitutes a long and complex process, involving inherent risks, costs and uncertainties. The synergies and other benefits that the acquisition is expected to generate (including growth opportunities, cost savings, increased revenues and profits) are particularly dependent on the timely and efficient integration of former ALD's and LeasePlan's activities (operations, technical and informational systems), as well as on the ability to maintain LeasePlan's customer base and successfully optimise development efforts.

Beyond the finalization of the integration plan, the Group could still face significant difficulties, notably with respect to differences in standards, controls, procedures and rules, corporate culture, organisation with the need to integrate and harmonise the various operating systems (i.e.: financial, accounting and IT systems) and procedures that are specific to each former entity.

Beyond the expected evolution of LeasePlan's human resources, challenges in retaining LeasePlan's key employees due to uncertainties or dissatisfaction with their new roles could arise. The management and incorporation of a larger workforce with distinct backgrounds, profiles, compensation structures and cultures may also come with issues which might disrupt the operational efficiency and negatively impact the ability to meet the objectives. As part of the integration process, the Group has put in place dedicated human resources initiatives to mitigate this risk.

Risk of decreasing customer satisfaction

Customer satisfaction is at the heart of Ayvens' strategy, through the monitoring of the company's NPS score across the 42 countries. Certain pain points that customers could encounter as a consequence of the ongoing integration process, could put pressure on satisfaction levels, for instance in relation to customer support performance, operational inconsistencies (i.e.: vehicle maintenance inefficiencies), disruptions in client relationship management across merged countries, and/or billing and contract discrepancies.

To mitigate this risk of a drop in client satisfaction, specific attention is given to countries where former ALD and LeasePlan entities are merging, by having a CX (customer experience) hypercare process in place which allows to minimize this impact, through the implementation of best practices, as well as satisfactory client communication and dedicated action plans, as soon as it is required at local and central level.

The Group's due diligence in connection with the acquisition may not have revealed all relevant considerations or liabilities of LeasePlan

The Group conducted due diligence on LeasePlan to identify facts that it considered relevant to evaluate the acquisition, including the determination of the price that the Group has agreed to pay, and to formulate a business strategy. However, the information provided to the Group and its advisors during the due diligence process may be incomplete, inadequate or inaccurate. If the due diligence investigations failed to correctly identify material issues and liabilities that may be present in LeasePlan, some of which may not be covered by the contractually negotiated warranty or insurance policies, or if the Group did not correctly evaluate the materiality of some of the risks, the Group may be subject to significant, previously undisclosed liabilities of the acquired business and/or subsequently incur impairment charges (including asset depreciations) and/or other losses. If these events were to occur, the Group may be exposed to lower operational performance than what was originally expected or additional difficulties with respect to the integration plan, which could have a material adverse effect on the activities, results and financial condition of the Group and/or on the Group's ability to meet its objectives.

Risks relating to future sales or transfers of Ayvens' shares by its principal shareholders after the end of their respective lock-up period

To the knowledge of Ayvens as of 31 December 2024, Societe Generale, Lincoln, TDR and ATP hold 52.59% (1), 9.52% (1), 8.08% (1) and 1.80% (1) respectively, *i.e.*, a total of 72.00% of Ayvens' share capital following the completion of the acquisition, and 71.33% of the share capital of the Company in case of full exercise of the warrants, see Section 2.7 / Share capital and shareholder structure for more details.

Pursuant to the shareholders' agreement between Societe Generale and certain LeasePlan's selling shareholders (TDR, ATP and Lincoln) acting in concert in the context of the acquisition, Societe Generale is committed to a 40-month lock-up period as from 22 May 2023 (date of completion of the acquisition) and each of ATP, Lincoln and TDR were committed to a lock-up period that expired 12 months following that same date, it being specified that the other existing shareholders of Lincoln were also bound by a 12-month lock-up undertaking extending over the same period of time pursuant to a separate lock-up agreement, in each case with respect to all shares held in Ayvens and subject to certain customary exceptions. As from the expiry of the lock-up undertakings of Societe Generale (40 months), of ATP, Lincoln and TDR (12 months), and of the other LeasePlan selling shareholders (12 months) following the completion of the acquisition, there will no longer be a general lock-up of their respective Ayvens shares but dispositions of shares will be subject to limitations to provide for a potential gradual exit of these shareholders. Since the end of their lock-up period, ATP, Lincoln and TDR have the option to transfer up to 50% of their respective Ayvens shares within 12 months following the expiration of this period. In the event that they do not make use of this option or make only partial use of it, they may each sell up to 66.67% of their respective Ayvens shares in the subsequent 12-month period, and so on, in any event within a limit of 66.67% of their respective Ayvens shares per year. If any of Societe Generale, TDR, ATP and/or Lincoln were to decide to sell or transfer, directly or indirectly, all or part of their shareholding on the market at the expiration of their respective lock-up period, or if such a sale or transfer is perceived as imminent or probable, the market price of Ayvens' shares may be significantly and negatively affected.

(1) AMF threshold crossing declaration dated 31 May 2023 (ref. 223C0803).

Tax risks related to the acquisition and the implementation of the prior or subsequent reorganisation transactions

The completion of the acquisition and the implementation of the prior or subsequent reorganisation transactions could result in adverse tax consequences (tax costs, loss of tax attributes, etc.). More generally, the reorganisation of the Group following the acquisition that may be implemented with the aim to facilitate the combination of the activities of the Group and LeasePlan entities, may give rise to tax inefficiencies and/or additional tax costs (for example, tax costs related to the reorganisations that would be implemented in order to facilitate the integration, the inability to implement or delay in implementing local tax consolidations between the Group and LeasePlan entities in certain countries, transfer pricing policies, etc.).

These various factors could lead to an increase in the Group's tax expenses and have a material adverse effect on its effective tax rate, its results, and/or its financial position. The acquisition could also result in the loss of tax credits or the benefits of tax consolidation agreements, which could increase the tax expense or lead to the impairment of deferred tax assets and consequently impact the combined group's Net income and financial position. In addition, the tax treatments, or regimes applicable to past or future reorganisations involving the companies of the Group and the LeasePlan group could be interpreted by the competent French or foreign authorities in a manner that differs from the assumptions used by the two groups to structure the transactions. The Group is therefore not in a position to guarantee that the relevant tax authorities will agree with the interpretation of the legislation adopted or that may be adopted in the various jurisdictions concerned or with the quantification of the resulting tax consequences.

4.1.1.2 Regulatory risk

Identification of the risk

Financial Holding Company regulatory status entails significant requirements to comply with, while changes in the regulatory framework to which the Group is subject by virtue of its status could have a negative impact on its business, financial situation or costs.

Upon completion of the acquisition of LeasePlan in May 2023, Ayvens became a regulated entity with the status of Financial Holding Company ("FHC"). The Group endeavours to comply with all legal and regulatory obligations associated with this status, in particular those established under the Single Supervisory Mechanism (SSM) and those described by the Order of the Minister of Finance and Public Accounts of the French Republic of 3 November 2014 relating to the internal control of companies in the banking, payment and investment services sector subject to the supervision of the Autorité de contrôle prudentiel et de résolution ("ACPR"). From a prudential point of view, Ayvens has become a "significant" financial institution, which implies that it is directly supervised by the European Central Bank ("ECB"), but also by the Banque de France via the ACPR, in their respective areas of competence. The Group must comply with prudential requirements, including communication and reporting obligations as well as capital, liquidity and other requirements. The Group must also provide all requested information, documentation and access during on-site inspections or in response to *ad hoc* requests and commit to address any supervisory findings that may derive from these.

From a prudential perspective, Ayvens is subject to reporting Solvency, Leverage and Large Exposures ratios, together with other reporting obligations under the European Banking Authority's supervisory reporting frameworks, i.e. the common reporting (COREP) and financial reporting (FINREP) frameworks. Ayvens must carry out the Internal Capital Adequacy Assessment Process (ICAAP) exercise and the Internal Liquidity Adequacy Assessment Process (ILAAP) exercise on an annual basis and comply with Pillar 2 requirements determined by the ECB in the context of its Supervisory Review and Evaluation Process (SREP).

As a result of the above, if the Group is unable to comply with all the obligations incumbent on it as a result of its change in regulatory status, or if its supervisor deems the measures taken to comply with them to be insufficient, this could result in the need for the Group to mobilize human, material and financial resources to implement remediation plans to bridge the gaps, or the obligation for the Group to increase its own funds or eligible liabilities resources at costs that could be detrimental for its financial situation, or, in case of repeated failure to comply with requirements, the imposition of administrative and/or financial penalties, by the supervision authorities, for instance in the form of higher capital requirements or a withdrawal of its regulatory status of financial holding company.

The Group has deployed efforts to significantly strengthen its governance and risk management policies and systems (see Section 4.2 / Risk management organisation for more details).

The Group benefits from the support and expertise of Societe Generale in the deployment of methodologies, policies and systems to meet the regulatory requirements associated with the status of a significant financial institution under the direct supervision of the European Central Bank.

The Group has delivered the methodologies, policies and systems for 2024 to meet the regulatory requirements of the European Central Bank with the support and expertise of Societe Generale for its deployment.

4.1.1.3 Macroeconomic and geopolitical risks

Identification of the risk

The Group's business and results may be impacted by a deterioration of the economic and/or geopolitical environment.

The Group could be faced with a significant deterioration in economic conditions resulting from crisis affecting capital or credit markets, liquidity constraints, regional or global recessions, sharp fluctuations in commodity prices (especially oil), currency exchange rates or interest rates, inflation or deflation, rating downgrades, restructuring or defaults of sovereign or private debt, or geopolitical events (including acts of terrorism and military conflicts). Such events, which can develop quickly and have effects that may not have been anticipated, could affect the Group's operating environment for short or extended periods and have a material adverse effect on its activities, its cost of risk, the value of its assets, or its financial results and situation.

In particular, the Group is exposed to the changing political, macroeconomic, or financial situations of the regions or countries where it operates. The deterioration of these situations could have an impact on the Group's operating environment and its businesses, as well as on the business climate of a region or a country. In case of a significant deterioration, the Group could incur expenses, impairment of assets or losses, which would negatively impact its financial results and situation.

Ayvens' operations, results and financial situation could be adversely impacted by intensifying geopolitical risks. The conflict in Ukraine which began in February 2022 is causing high tensions between Russia and Western countries, with impacts on global growth, on the price of energy and raw materials, as well as economic and financial sanctions put in place by a large number of countries, particularly in Europe and the United States. In Ukraine, with approximately 3,600 vehicles under lease on 31 December 2024 (down from a funded fleet of approximately 3,800 vehicles on 31 December 2023), Ayvens has taken measures to support its employees as much as possible, accompany its clients and secure its assets. At end 2024, the provision related to the vehicles that have been or are at risk of being damaged or located in the occupied territories is stable compared to 31 December 2023 (provision of EUR 3.3 million), based on the local management's assessment of expected losses as well as potential customer credit loss. Taking into account this provision, Ayvens Ukraine's total assets amounted to EUR 82.8 million on 31 December 2024, compared with EUR 76.9 million as of 31 December 2023. Following the disposal of ALD Russia late 2023, on 27 February 2024, the sale of the subsidiary LeasePlan Russia (3,500 vehicles) to Expo Capital Liz was completed after clearance from the relevant Russian regulatory authorities. Ayvens is no longer present in Russia and Belarus.

The conflict between Israel and Hamas which began in October 2023 could impact Ayvens' supply capabilities, with a risk on the transport of goods and raw materials via the Suez Canal. Attacks on merchant ships claimed by Houthi rebels in the Bab-el-Mandeb Strait could also impact gas and oil supplies, as well as the availability and delivery times on goods produced in Asia. In Asia, American-Chinese relations, relations between China and Taiwan and between China and the European Union are strained by geopolitical and commercial tensions, relocation of production and risks of technological fractures. These could lead to delays in the production of electronic components like semiconductors that could impact the production of vehicles.

The new US presidential administration is enacting changes to US economic and foreign policies which could have material impacts on the geopolitical situation and on the macroeconomic evolution. These changes could lead to increased volatility and risks of disruption, notably of the global supply chain, potentially impacting the situation of Ayvens in its various markets. Moreover, increased tariffs and potential trade wars could lead to higher prices and destabilize the car market, resulting in increased uncertainty around new and used car prices.

Geopolitical risk is managed through a rigorous and cautious policy of conducting operations and geographical portfolio review.

The Group closely monitors geopolitical developments in the countries in which it operates, paying particular attention to the laws and regulations in force.

The Group regularly conducts a review of its geographical portfolio of operations under a risk/reward and attractiveness approach and actively manages its portfolio in terms of country exposure to manage geopolitical risk.

The Group wide-spread geographical footprint allows for risk diversification when considering the volatility associated to positive or negative macroeconomic evolutions.

4.1.1.4 Climate, environmental, social and governance risks

Identification of the risk

The Group's business could have adverse impacts on the climate, the environment and society, or may be impacted by climate, environmental, or societal change.

The Group's sustainability strategy and the integration of Climate and Environment in the risk management framework is set out in Chapter 5 "Sustainability Statement" of this Universal Registration Document. Detailed and prioritised mapping of ESG (environmental, social and governance) risks is presented in section 5.1 of this Universal Registration Document to identify, assess and mitigate the most significant risks.

The most significant climate and environmental challenge for Ayvens is associated with the CO_2 emissions of the financed vehicles, expressed as scope 3 emissions. Road transport is responsible for 20% of emissions in the EU of which the vast majority (16%) is tied to passenger cars and LCVs (Light Commercial Vehicles), the vehicle types financed by Ayvens. The second environmental impact of transport is expressed in the pollution from fine particles during the vehicle use phase, like nitrogen oxide (NOx) emissions which are predominantly linked with diesel powertrains. This pollution entails major public health issues. The increasing call for action and governmental policy on both topics, supported by the changing customer preferences could impact Ayvens in the future.

Transitional risk drivers do not only influence the residual value of the vehicles (asset risk) but are also important for the sustainability strategy (strategic risk), repayment capabilities of our clients (credit risk) and the ability to attract talents in the company (HR risk). Physical risk drivers, expressed as the increased intensity and frequency of severe weather events, could have an impact on the Ayvens' assets (vehicles and buildings), clients' repayment capabilities, Ayvens' operations and supply chain as detailed in section 5.5.2.2.5 / Climate change adaptation (general criterion applicable to all activities) of this Universal Registration Document.

Ayvens has put actions in place to reduce the ESG related risks in its business activity. The Group is reducing exposure to internal combustion vehicles, broadening the mobility offer to multi-cycle and multi-modal solutions, and it is, on both global and local level, creating the processes and conditions required for greater adoption of EV. Ayvens follows a close monitoring of the ESG related risks in line with Societe Generale's practises.

Ayvens has committed to these actions that are part of its PowerUp 2026 strategy. A comprehensive EV program was put in place in 2024 to cover all aspects of this transition with the target to maximise the positive impact of Ayvens and to capture the business opportunities of the transition to a low-carbon economy. These actions are disclosed in a broader perspective in the Sustainability Statement (See Chapter 5 this Universal Registration Document).

Ayvens' sustainability strategy sets ambitious non-financial targets for CO_2 emissions of the fleet and EV adaptation.

As a result of the Ayvens' assets average duration, Ayvens' fleet is composed of recent models meeting the latest technological improvements, safety developments, emissions standards, and customer preferences. This forms an inherent mitigant to the transition risk. The growing share of Electric Vehicles automatically results in lower emissions. CO_2 emissions from Ayvens deliveries are historically around 10g/km lower than the market.

As a key facilitator for our clients, Ayvens is committed to playing a major role in supporting customers through the fleet decarbonisation and transition to electric vehicles. This positioning, strengthened by the efforts made on the products and services, aligns with growing customer demand, and positions Ayvens far ahead of the market as a whole, both in terms of electrifying its fleet as well as reducing CO_2 emissions. In this regard, Electric Vehicles totalled 40% of new cars delivered in Europe in 2024 (*vs* 21% for the market in 2024 [1])

(1) Source: ACEA (European Automobile Manufacturers' Association).

4.1.2 Risks specific to activity

4.1.2.1 Risks related to residual value

Identification of the risk

The Group may be unable to sell its used vehicles at desirable prices, and faces risks related to the residual value of its vehicles in connection with such disposals.

As a general rule, the Group retains the residual value risk on its leased vehicles, selling at a profit or loss, those returned by its clients at the end of the lease. Used car sales result profits excluding depreciation adjustment [(1)] totalled EUR 907.9 million in 2024, compared to EUR 1,078.5 million in 2023.

Between 2020 and 2022, the car market was mainly driven by external factors (COVID, semiconductor shortage, Ukraine conflict, inflation, interest rates, etc.) which resulted in a new vehicle supply shortage, and consequently, in a significant price increase for new and used cars.

In the first semester of 2023, as a result of the resolution of the supply chain problems, the production levels increased returning to pre-pandemic levels, while the delivery times also reduced. However, in the second half of 2023, new vehicle market demand started to cool down, linked to customers' purchasing power concerns in an increasing inflation and high interest rates environment. In addition, the decrease of government subsidies and incentives combined with the lack of advancements on charging infrastructure and grid capacity, impacted the Electric Vehicles´ (notably in European EV's mature markets).

The excess production over demand on new vehicles forced OEMs (Original Equipment Manufacturers) to adjust their prices or to offer discounts. This situation has continued in 2024, where some of the major European OEMs have suffered from significant reductions in their margins, which has led to significant events, such as the announcement from Volkswagen to restructure its production capacity, implying a shutdown risk of several of the group's German plants. BEV manufacturers are also affected by increased competition coming from Chinese OEMs, who offer affordable models. The European Commission has reacted by imposing provisional countervailing duties on BEVs imports from China on 4 July 2024, which have been confirmed the following 29 October. Despite the implementation of tariffs, BEVs coming from China are still cheaper than their European equivalent.

Overall, after the prices decrease in 2023, the used car market has stabilized in the second half of 2024 in major EU countries. Despite the decrease of prices that took place in the last months, Ayvens used car sales results remained at high level throughout 2024, at EUR 1,455 per unit and well above the pre-COVID levels (between EUR +200 and EUR +400 per vehicle).

The Group is exposed to potential losses in any financial year, due to (i) resale of vehicles related to leases which expire during the period and whose resale value is lower than their net carrying amount and (ii) additional impairment during the lease period if residual value drops below contractual residual value. Additionally, external factors need to be considered, for instance, the macroeconomic conditions, government policies, tax and environmental regulations, consumer preferences and new vehicle prices, as they could disrupt future sales and estimated losses.

Since CO_2 emission reduction targets (imposed on car manufacturers) took effect in 2020, and with the underlying trend reinforced by the European Union's ban on new ICE cars sales from 2035, growth in Ayvens EV deliveries continued in 2024, merely at a slower pace than expected. However, an acceleration of BEV sales is expected from 2025, as OEMs must comply with the next CO_2 emissions target [(2)].

As at 31 December 2024, funded fleet totalled 2.6 million vehicles.

Residual value risk is managed according to a central policy which defines the procedure for setting and reviewing residual values.

The Group governance on residual value risk aims to monitor used car market trends and adapt the Company's pricing and financial policy.

The procedure for setting residual values defines the process, roles and responsibilities for determining the residual values that will be used in quotations for leased vehicles. Residual values are set locally, using a fully traceable procedure with a clear audit trail and are challenged and validated at central level.

Residual values are calculated on specific vehicle segments based on the size and type of vehicle and are based on statistical models, local sales price guides, proprietary data on sales of used vehicles, and domestic factors applying to each country (inflation, sector adjustments, life cycle, etc.).

The Group also aims to specifically monitor residual values for EV, whose future resale in the specific used vehicle market could also involve uncertainties related to the level of demand, the level of prices, or rapid technological change. The traditional procedures for setting residual values, based in particular on observed resale prices, have their limits for these vehicles, given their recent introduction. For this reason, a dedicated working team focuses on determining the residual values for Electric Vehicles since 2020. This team has established specific Asset Risk procedures and continuously monitors factors that may impact the resale prices of Electric Vehicles, such as the development of technologies, subsidies for the purchase of Electric Vehicles and battery longevity.

(1) From 31 December 2024, Ayvens changed presentation of the components within the Gross Operating Income in its income statement. Prospective depreciation, which reflects revision of residual values of the running fleet and previously accounted for in the Leasing contract margin, is now recognised in the Used Car Sales. This transfer is accompanied by a change of the "Used car sales result" caption becoming "Used car sales result and depreciation adjustments". These presentation changes do not impact Gross Operating Income overall, nor Net income, Group share.

(2) Some flexibility during the first 3 years has been announced in March 2025.

Fleet reviews are performed on a periodical basis to determine if there is a need to adjust depreciation because of changes in the estimates of the residual values.

Two fleet reviews are conducted each year in subsidiaries with more than 10,000 vehicles and one review in smaller entities. During these reviews, the residual value of the active fleet is compared to revised market estimates. In each country, the General Manager is responsible for managing the review process according to a methodology approved centrally and defined at Group level.

Ayvens central Asset Risk team is responsible for verifying that the review is conducted in compliance with these requirements. When losses are expected in the portfolio, additional depreciation is recorded in accordance with Ayvens' accounting standards. Conversely, the rate of depreciation is reduced, or even stopped, in the event of expected profits on the portfolio.

The Group is developing its multi-cycle lease offering.

This approach will reduce the residual value risk as the latter is significantly lower at the end of a second contract. To further reduce this risk, Ayvens may take additional steps to encourage customers to extend their lease.

4.1.2.2 Risks related to maintenance services and tyres

Identification of the risk

The Group's pricing structure and assumptions regarding the future repair, maintenance and tyre costs (RMT) of the vehicles in its fleet over the term of the lease may prove to be inaccurate, which could result in reduced margins or losses.

RMT Risk is the Group´s exposure to a potential loss due to repair, maintenance and tyres actual costs of the entire contractual period exceeding the technical estimated values at lease inception. RMT costs are set locally based on entities´ historical data and taking into account the duration and mileage of the contract and specific vehicle characteristics including fuel type. A global review of the RMT technical costs is carried out for each country on a regular basis in order to back test RMT setting assumptions (in terms of costs and frequencies) and factors which could increase RMT costs:

- inclusion of additional contract services;
- higher RMT frequency than initially estimated;
- higher supplier´s costs than initially estimated in particular when inflation increases;
- labour costs higher than initially estimated.

General inflation has a negative impact on RMT costs, in particular through higher labour costs and increased prices on spare parts and tyres. The exacerbated rising inflation in 2023 on auto components and services, had a negative impact on the Ayvens' margins. However, in 2024 the inflation level has stabilized, with no impact on Ayvens' margins.

The Group has an extensive experience and records calculating RMT technical costs

Ayvens has put in place a governance to ensure robust RMT setting procedures that are frequently and thoroughly updated. The Group also has a wide database of RMT costs and trends including a major variety of makes and models in offer.

Inflation forecast is embedded in the RMT setting parameters for Ayvens' service offerings.

Actual and forecasted inflation values are part of the Group monitoring system, with the aim to adapting the price of services invoiced for the new business.

Ayvens commercial agreements (international and local) sometimes contain an inflation clause that allows the price adjustment on services when inflation increases over a predefined threshold (subject to commercial considerations).

4.1.2.3 Risk related to motor insurance

Identification of the risk

The Group is exposed to the potential loss generated by the costs related to motor damage payments, where the damage risk (mainly own damages) is retained in its leasing entities and the insurance coverage is offered by Ayvens Insurance entity.

As a result of its normal business activities, the Ayvens Group is exposed to motor insurance risk. Motor insurance risk is the risk of financial losses, due to costs related to damages and compensation paid or payable. This risk consists of:

- long-tail risks (e.g., motor third-party liability and legal defence) and
- short-tail risks (e.g., motor material damage, passenger indemnity and other ancillary covers).

These two types of risk are managed by:

- Ayvens subsidiaries which have a local risk retention scheme (LRRS), and
- the Ayvens' Insurance entity.

Ayvens subsidiaries may offer a warranty/service for damage to a vehicle as part of the lease contract if local regulation allows them to do so. This warranty/service is included in the monthly lease instalment which includes a contribution for bearing the risk (to pay the damage to the vehicles, short-tail risks). In addition to these short-tail risks, damage risks also consist of long-tail risks. These long-tail risks are managed by the Group's own insurance company in Dublin, Euro Insurances DAC trading as Ayvens Insurance, an insurance company operating under the freedom of services model in the EEA countries, through a fronting model (reinsurance) in some non-EEA countries and in the UK through a Third Country Branch, writing risks for the respective businesses [(1)].

Additionally, throughout the Group, there are entities which hold mediation licences, to sell insurance products, as well as entities which also perform claim handling activities, in relation to insurance and risk retention claims.

The Group has a sound governance to monitor the performance of the risks and to analyse pricing and reserving.

Within the insurance company in Dublin, there is an underwriting committee monitoring the performance of the risks and analysing pricing and reserving. Additionally, the insurance company has its own risk committees, to oversee the business.

The entities with a local risk retention scheme have written procedures in place regarding price setting including authority levels, limit of self-retention limits, inception and renewal procedures, accident handling and claim/damage handling. In each entity there is a local committee monitoring the performance of the risks and the adherence to the internal governance.

At Group level, there is a Motor Insurance Governance Committee, which is a sub-committee of the Group Risk Committee, which monitors risk, compliance and regulatory affairs matters, across all of the Group's insurance business.

At Group and entity level, performance of the insurance portfolio is monitored through analysing loss ratios. The loss ratios are calculated using net incurred, which includes paid claims, provisions for claims not yet settled and a provision for Incurred but not (enough) reported (IBN(E)R) [(2)] divided by net premium.Group's risk appetite is always for the loss ratio to be below 100%. The loss ratios for the programmes across the Group are monitored on a quarterly basis, by the Group's insurance company and the Group's Motor Insurance Governance Committee.

For large risks, where an entity wishes to place insurance or a risk retention internally for a large fleet (above 4,999 units), the quotation request must be referred to the Group's Insurance Risk Review Committee. If approved, the quote can then be presented to the insurance company, which additionally, has its own internal processes around risk acceptance.

Following an increasing number of climate event claims over recent years, the Group has now established a committee to look at what measures can be taken to protect the fleets, during such events.

(1) Euro Insurances DAC is a non-life insurance company regulated by the Central Bank of Ireland. In the context of the integration of ex-ALD and ex-LeasePlan, EURO Insurance DAC has registered and adopted a new brand/trading name called "Ayvens Insurance" effective from 1 May 2024. Euro Insurances DAC will retain its current brand/trading name, "LeasePlan Insurance", for at least one year until all current Ayvens Insurance branded policies have expired. All new insurance policies issued after 1 May 2024 will be issued under the "Ayvens Insurance" brand. There will be no change to the legal name of the company (Euro Insurances DAC) i.e., all insurance policy documentation, green cards, insurance certificates will continue to include the legal name of the company from 1 May 2024.

(2) Accounting methodology to hold reserves for accidents not yet known about or where the incident is known, but the current reserved amount may prove to be inadequate in the future.

4.1.3 Credit risk

Identification of the risk

The Group is exposed to the risk of default by its customers under leases and/or Fleet Management contracts.

Credit risk is the risk of losses resulting from the inability of Group customers, issuers or other counterparties to meet their financial commitments. This includes the risk of a default on lease payments and accounts receivable due to the Group.

The Group's credit risk depends on the concentration and risk profile of its customers, the geographical and sectoral segmentation of its exposure, the nature of this exposure to the credit risk and the quality of its leased vehicles portfolio, as well as economic factors which may influence customers' ability to make scheduled payments. For instance, during the global economic crisis in 2008-2009, the Group experienced moderately higher default rates from businesses. Since 2011, the cost of risk has remained below internal warning levels. As a result of the coronavirus crisis, the cost of risk spiked in 2020, partly coming from non-performing customers and partly due to more negative outlooks for performing customers based on forward-looking economic data, but not resulting in serious problems for Ayvens. In 2024, the cost of risk was with 24 basis points [(1)] significantly higher than in 2023 (18 basis points) but still within internal warning levels. The increase is primarily driven by ex-LeasePlan entities' alignment on the Group's provisioning methodology, a worsening economic situation in some countries and some one-off events.

As at 31 December 2024, the Group's on- and off-balance sheet exposures measured in EAD amounted to EUR 22.4 billion, of which 53% corresponded to the corporate portfolio. At the same date, 68% of the Group's corporate exposure consisted of customers rated BBB- or higher.

Breakdown of risk by internal rating for corporate clients as at 31 December 2024:

Rating	% of Corporate EAD
AAA-AA	3%
A	20%
BBB	45%
BB	24%
B	6%
<B	2%

As at 31 December 2024, Group receivables with customers totalled EUR 4,455 million. The small decrease compared to the previous year (EUR 4,834 million in 2023) is mainly due to the lower receivable amounts under finance lease contracts. At 31 December 2024, the Group had set aside provisions of EUR 299.9 million for doubtful finance lease and trade receivables. As at 31 December 2024, forward-looking provisions for uncertainties of currently sound customers, were EUR 51.2 million.

The Group relies on procedures in line with Societe Generale's risk policy (see section 6.2 / Notes to the consolidated financial statements note 5 "Financial and operating risk management").

Ayvens entities must respect central risk management procedures. Societe Generale's Risk Department is closely involved with monitoring Group risks and updating Group procedures.

Credit authorisations vary depending on whether a customer is exclusive or shared with Societe Generale. This system of authorisations takes into account the amounts committed and the creditworthiness of the counterparties. Applications for large amounts are reviewed by Societe Generale's risk teams.

For companies, the Group assesses and monitors the likelihood of default of each individual counterparty with the help of ratings models.

(1) Of average earning assets

4.1.4 Non-financial risk and model risk

4.1.4.1 IT and cybersecurity risks

Identification of the risk

The Group may be unable to ensure the reliable operation, security, and continuous improvement of its software, websites and mobile applications, or fail to adapt them effectively to evolving technological advancements and cybersecurity threats.

The Group's ability to deliver reliable services, maintain competitive pricing, and ensure accurate and timely reporting for its customers relies on the efficient operation and user-friendly design of its back-office platforms, internal software, websites and mobile applications as well as the performance of third-party providers. For its IT infrastructure, the Group benefits from high-quality service provided by intragroup service providers, which ensures network connectivity and a secure operating environment under the terms of a service agreement.

The risks are:

- Ayvens' inability to provide the service;
- loss of the Group's ability to maintain and improve the responsiveness, features and characteristics of its technologies and information systems.

In addition, during the integration phase the Group may encounter difficulties in the IT systems and infrastructure consolidation process for both companies, which could result in significant costs, delays, disruptions, or limit the achievement of the synergies expected from the acquisition. This may possibly have a material adverse effect on the Group and its activities, financial situation, operating results and outlook.

The Group has set up an IT risk management framework that meets regulator's expectations, market standards and the Societe Generale Code of Conduct.

This framework aims to:

- guarantee the right level of expertise and responsibility for managing risks across the Group;
- facilitate the right level of information-sharing with internal or external counterparties;
- provide decision-making support with adequate information on the risks incurred;
- ensure that managers and risk managers received the necessary information enabling to effectively carry out their activities while maintaining the confidentiality.

The risks that could impact the Group's ability to implement its strategy or achieve its objectives and performance are identified, assessed and managed in a systematic, effective, and proactive manner.

The Group has set up a dedicated program management organisation, called Integration Management Office ("IMO"), to ensure the efficient and rapid integration of ALD and LeasePlan. The consolidation of the IT systems and infrastructures of ALD and LeasePlan is one of the IMO's key priorities.

Additionally, a dedicated framework was implemented to monitor the execution risk of the Corporate legal restructuring and the IT migration.

Identification of the risk

Any disruption due to cyberattack on the Group's information technology systems could have a significant adverse impact on its business.

System malfunctions and failures in the computer systems, hardware and software, including server failures or possible external attacks, such as those by criminal hackers or computer viruses, pose a risk to IT services availability. The Group's information and communications systems are crucial to its operations – especially as digital services and process digitalisation become more widespread. Any breach of its own or its external partners' systems could materially disrupt the Group's business. Such incidents could result in significant costs for information recovery and verification, lost revenues, customer attrition, disputes with counterparties or customers and, operational challenges. Additionally, sensitive information leaks, such as sensitive business information, the value of its investments in its products or its research and development; the issue of its legal liability, could ultimately tarnish the Group's reputation. Difficulties with certain counterparties could also indirectly incur risks to the Group's credit and/or reputation.

The Group could suffer targeted, sophisticated attacks on its IT network, resulting in embezzlement, loss, theft or disclosure of confidential data or customer data, which could constitute violations of (EU) Regulation 2016/679 of the European Parliament and of the Council on the protection of individuals with regard to the processing of personal data and on the free movement of such data ("GDPR"). Such incidents, managed by the privacy function of the Compliance team, may result in operational losses and adverse effects on the Group's business, results and client reputation.

The Group's liability could include penalties imposed by the regulator (in Europe and in other countries where the Group operates), complaints from its business partners, identity theft or other similar fraud claims as well as for other misuses of personal information, including unauthorised marketing purposes, and any of these claims could result in litigation.

The conflict in Ukraine since 2022 significantly increased the risk of cyberattacks for the Group and its external partners, which could disrupt websites and increase the risk of data leaks. With this in mind, the Group undertakes the necessary measures to handle the growing threats and protect its systems.

Security governance is organised around a Global Chief Information Security Officer.

The latter supervises the various security managers and correspondents in the Group entities and interacts with IT Risks and Security contacts at Societe Generale, whose policies are implemented by the Group. As a subsidiary, the Group is supervised by Societe Generale.

An assessment and control mechanism to measure exposure to risks and the level of security.

The Group:

- has set its appetite for operational risks and cybersecurity risks;
- carries out regular risk analysis on its assets, notably taking into account regulatory and legal risks (GDPR, national regulations, security in contracts) and implements the security measures in consistency with its risk appetite;
- formally draws up indicators (Key Risk Indicators/Key Performance Indicators) as guidance for its risk reduction strategy;
- carries out regular assessments of its level of risk exposure (internal audits, independent audits, intrusion and vulnerability tests) and actively manages corrective action plans, oriented to continuous improvement;
- carries out permanent supervision controls in order to check the application of standards and policies within these entities.

The Group manages the risk of attacks through preventive actions and close monitoring.

The Group:

- bases its cybersecurity approach on market standards such as NIST [(1)]& ISO 27001;
- performs permanent monitoring of cybercrime relying on the services of the Societe Generale Computer Emergency Response Team (CERT) and SOC (Security Operating Centre);
- implements back-up plans and infrastructures for its critical assets and organises business continuity and crisis management tests in order to check their effectiveness;
- runs awareness campaigns and employee training as a first line of defence against operational and cybersecurity risks.
- manages adherences to GDPR by specialists and a Data Privacy Officers who are part of the Compliance governance set-up.

4.1.4.2 Fraud risk

Identification of the risk

Fraud or criminal activity may be committed by an employee of Ayvens or by persons outside Ayvens. It includes the theft of money, securities, or assets (physical or intellectual) belonging to Ayvens or held by Ayvens on behalf of third parties, fictitious or unauthorised transactions, unauthorised use of privileged or confidential information, swindles or any other criminal activity impacting Ayvens' assets or premises, including malicious interference with the information systems.

The fight against fraud is an integral part of the risk culture that all employees must acquire and maintain. The management of each Ayvens entity is responsible for ensuring that it has adequate resources for fraud risk prevention.

Ayvens has a fraud risk management framework to prevent, detect, investigate/handle and remediate/follow-up fraud risk. Ayvens recognizes two types of fraud risks: internal fraud risk and external fraud risk.

External fraud in the shape of car theft is inherent to the leasing business and will predictably lead to financial impact that will be either priced in the leasing fee or insured. Car theft by third parties (i.e., without involvement of customer) is the most common form of external fraud at Ayvens, for example, the theft of the vehicle from the driver's home, Ayvens premises or public areas. In other cases, the vehicle may be picked up at the supplier's delivery point using identity theft. Customer fraud may appear in cases where the customer has difficulty meeting their payment obligations and does not return the vehicle upon Ayvens' request. These cases are more frequent in the Small & Medium Enterprise (SME) and Private Lease (PL) segments and are influenced by unfavourable macroeconomic circumstances.

Ayvens uses a loss data collection tool to register operational risk incidents and losses. In 2024, 56% of operational risk incidents in terms of numbers were classified as external frauds. In terms of net financial impact, external fraud cases represented 45% of Ayvens' total net financial operational loss impact (EUR 48 million in 2024).

Ayvens has a zero-tolerance policy towards internal fraud.

Ayvens has defined and implemented control measures to prevent and detect fraud in general, such as access management, dual control, segregation of duties, background check/employee screening, and physical controls, among others. In particular, car theft/fraud is reduced by strengthening controls at customer onboarding and during the lifecycle of the lease (e.g., via early warnings), reinforcing the identification (e.g., via identification tool) and improving the delivery process (e.g., making suppliers aware of the risk of identity theft).

Car theft by third party is monitored via Key Risk Indicators and internal fraud as part of Ayvens' risk appetite indicators on a quarterly basis. Lessons learned from previous fraud cases are shared across entities to ensure early detection and prevention of any new *modus operandi*.

(1) National Institute Standards of Technology.

4.1.4.3 Legal, fiscal and compliance risks

The Group complies with numerous national sectoral/cross-cutting laws and regulations on credit transactions, contracting, insurance product distribution, competition law, the financial markets, compliance with sanctions and embargoes, counter-terrorist financing, anti-money laundering, anti-corruption, personal data protection and consumers' rights. The proliferation of sources for legal, regulatory and tax obligations is a risk in terms of the control and clarity of the legal framework applicable to the Group's business activities.

Identification of the risk

The Group could be subject to legal and/or administrative (tax) proceedings as well as sanctions for failure to comply with regulations that could harm its interests.

If the Group were unable to comply with its contractual obligations due to provisions being deemed unenforceable or invalid, this could incur its civil liability and could also expose it to the risk of criminal or administrative sanctions, guarantee calls, professional and employment restrictions or prohibitions and other restrictions that would harm its proprietary interests and thus be likely to harm its reputation.

In addition to the risk of breach of contract and penalties, commitments may also be required from the supervisory authorities and thus force the Group to review its compliance programme, its commercial practices and in general lead to increased costs related to its internal organisation.

If the Group's entities fail to comply with regulations on anti-corruption, anti-trust, anti-money laundering or compliance with sanctions and embargoes, the Group could be subject to financial, administrative or criminal sanctions.

Ongoing tax proceedings

Indian tax proceedings

Since 2011, ALD India has been involved in litigation with the Indian tax administration over the application of service tax for the period of March 2006 up to and including June 2017 on leasing contract payments. Whereas the local administration considers this tax to be applicable because in their view the full-service leasing and fleet management services constitute a single inseparable service, ALD India, on the other hand, considers that its leasing activity constitutes a separate financing service which is subject to sales tax only. ALD India paid 7.5% of the total costs as an advance tax and filed an appeal with the service tax tribunal. ALD received a favorable order from the tribunal on 11 March 2024. The tax authorities appealed the decision in January 2025.

LeasePlan India is involved in a similar case with the Indian tax administration over the application of service tax for the period April 2014 up to and including June, 2017 on operating leasing contract payments. A petition has been submitted by LeasePlan India to the relevant tribunal seeking an injunction restraining the payment of the service tax.

Furthermore, ALD India and LeasePlan India are involved in litigation with the Indian tax administration over the deductibility of Goods and Services Tax (GST). The tax authorities are contesting the deductibility of input GST on vehicle purchases by ALD and LeasePlan India, stating that these two entities act like banks providing financing to customers (who are the owners of the vehicles and can recover input GST). The risk is assessed as remote by our external tax advisor.

Italian tax proceedings

ALD Italy is involved in a tax dispute with the Lazio region (Rome) concerning its payment of road/traffic taxes in the Trento region, a widespread standard practice in the car leasing industry, instead of Rome, where its headquarters are located, resulting in an alleged loss of tax revenue for the Lazio region for the financial years 2016 -2017. On 19 October 2023, the First Instance Tax Court of Rome ruled in favour of ALD Italy and cancelled both the road tax assessments for financial years 2016-2017. The Lazio region appealed against this judgement.

At the same time, on 22 January 2021, ALD Italy received another notice from the tax authorities regarding financial year 2018. The first hearing was held on 19 April 2023. ALD Italy won the case, but the decision was appealed by the Lazio Region on 26 May 2023. ALD Italy won again in appeal on 5 June 2024.

In December 2023, ALD Italy received a notification on road tax for financial year 2020. Due to a change in law, the amounts at stake for year 2020 are lower, ALD Italy being now legally liable for the payment of the road tax only for vehicles in stock, pool/flexi vehicles (used for prelease or replacement vehicles – short term lease) and company cars. ALD Italy lost in first instance on 7 November 2024 and appealed the decision. A provision is booked for a total of EUR 6.2 million.

The financial year 2019 is prescribed and no reassessment has been received by ALD Italy.

LeasePlan Italy is also involved in similar litigations regarding road tax for several periods from 2016 to 2018. LeasePlan Italy won in first instance. The tax authority appealed the decision, and the litigation is pending before the (II level) Tax Court. LeasePlan Italy won then this second instance but only for 2016 and 2017.

LeasePlan Italy received a notification on road tax for financial year 2020. Due to a change in law, the amounts at stake for year 2020 are lower, LeasePlan Italy being now legally liable for the payment of the road tax only for vehicles in stock, pool/flexi vehicles (used for prelease or replacement vehicles – short term lease) and company cars. LeasePlan Italy won in first instance on 20 November 2024.

In addition, LeasePlan Italy is involved in disputes with the Municipality of Rome regarding I.P.T (Tax on Vehicles registration) for the financials years 2017-2018 and 2019 and 2021. In 2017, LeasePlan Italy moved its registered office to Trento and paid the I.P.T. in Trento. LeasePlan Italy considers that it is in the position to successfully challenge this as: i) there is a specific rule in the I.P.T. discipline that provides for a territorial criterion of the tax based on the place where the registered office of the owner of the vehicles is located; and ii) its registered office located in Trento was not fictitious. Nevertheless, a provision of *circa* EUR 59 million is currently booked in LeasePlan Italy. LeasePlan Italy won in first instance on financial year 2017.

Spanish tax proceedings

A tax audit from the Spanish tax authorities has been open in ALD Spain since 2019 for financial years 2015 up to and including 2017, which resulted in the booking of a provision of EUR 8.6 million for recovery of input VAT on repair services. The debate revolves around the question of whether the insurance part associated with the leasing agreement is to be considered as an ancillary service or not and thus can or cannot give right to the deduction of input VAT on repair services. Legal proceedings have been brought in relation to that tax reassessment. In November 2023, ALD Spain received a partially estimated VAT resolution from the Central Economic Administrative Court. Other potentially disputed amounts for similar cases have been fully provisioned for the financial years 2018 up to and including 2021 have been fully provisioned for a total of EUR 18.5 million. For this period 2018 to 2021, the Group is waiting for the court decision. However, no notifications have been received and no disputes are currently pending related to the 2022-2024 period, but a provision has been booked for circa EUR 22 million.

In a similar case, LeasePlan Spain is involved in a dispute with the Spanish tax authorities over the application of VAT over insurance activities performed by LeasePlan Spain as an ancillary service to its operating lease activities for the period 2013 up to and including 2020. LeasePlan Spain considers the insurance activities as elements that form part of the main (lease) transaction, which is subject to VAT (which means that input VAT on repair services is 100% recoverable) and not exempt from VAT (which would mean that input VAT on repair services is not recoverable). The global amount at risk for 2013 to 2020 (under discussion in front of the National High Court) is EUR 36 million and there is a provision for the same amounts. In respect of financial years 2021-2022-2023 and 2024, there is no litigation, but the risk remains and amounts to *circa* EUR 28 million and there is a provision for the same amount.

Brazilian tax proceedings

ALD Brazil is currently involved in two disputes with the Brazilian tax authorities over the application of vehicle resale tax (known as “PIS and COFINS taxes”) and the calculation methods to be used for the application of tax credits (“IPVA”). The PIS and COFINS cases, which cover the 2014 and 2018 fiscal years, exposes ALD Brazil to (potential) adjustments of EUR 5 million and EUR 8.8 million, which resulted in the booking of a provision of EUR 1.1 million and EUR 2.5 million. An independent technical opinion supplied by tax experts and professors on the Brazilian subsidiary’s claim concluded that there seem to be no legitimate grounds for the request for collection of PIS and COFINS on the revenues from used vehicle sales. ALD Brazil filed a second level of appeal at District Court/Court of Appeal.

German tax audit

In Germany there is a tax audit on the financial year 2016 to 2019. In this framework there are two main topics:

1. ALD Group Holding GmbH is challenged by the German tax authorities on the deductibility of interest paid to Axus Luxembourg (Ayvens Treasury center). The tax authorities think that the German subsidiary should have used its dividend income to repay its debts rather than to distribute to shareholders, which meant postponing the repayment date of the loan received from Axus Luxembourg. A provision of EUR 5.7 million was recorded to cover this risk.
2. The tax authorities consider that ALD Autoleasing Germany unduly applied the VAT exemption to some sales of used cars. A provision of EUR 5.7 million was recorded to cover this risk.

Other legal topics

UK Motor Finance Commissions exposure

Ayvens has been witnessing an increase in potential claims in the motor finance sector-wide practice in the UK, referred to as the discretionary commissions arrangements (DCAs), whereby an introducing broker for a motor finance credit product would at its discretion determine the amount of commission received, ultimately impacting the interest rate offered to the client. Decisions rendered by the Financial Ombudsman Service (FOS) on 10 January 2024, which entitle selected customers to seek redemption of the discretionary commissions paid with interests, have raised discussions and concerns on the existence of potential underlying liabilities for companies in the motor finance sector. The Financial Conduct Authority (FCA) announced a review of historic DCAs in January 2024 as a result of the FOS decisions. The FOS decisions have been subject to judicial review by the English High Court upon the application of the lender in one of those cases. The High Court found in favour of the FOS, but the lender has been granted permission to appeal to the English Court of Appeal. Separately, motor finance DCAs have been considered by the English Court of Appeal. The Court of Appeal's judgment rendered on 24 October 2024 went against the lenders in those cases and in favour of the customer. The reasoning in the judgement means that the decision could have a wider impact than just DCAs or, indeed, beyond credit or regulated business. The lenders in the case have sought and been granted permission to appeal by the Supreme Court and the Supreme Court heard the case between 1 – 3 April 2025, with a judgement expected before Autumn 2025. The FCA has indicated that it will not conclude its review of DCAs until the Supreme Court has handed down its judgement in the appeal.

On 11 March 2025 the FCA published a statement saying that if, taking into account the Supreme Court’s decision, the FCA concludes that motor finance customers have lost out due to firm failings, then it’s likely they would consult on an industry wide redress scheme. Under such scheme, firms would be responsible for determining whether customers have lost out due to its failings and if so they would need to offer appropriate compensation, following rules set by the FCA. The FCA will confirm within 6 weeks of the Supreme Court decision if they are proposing a redress scheme. Until this point, it is still uncertain whether there will be a redress scheme and if so what its scope will be.

As per 31 December 2024, Ayvens recorded a provision of EUR 93 million relating to the UK motor finance commissions exposure. This provision includes estimates for potential redress based on various scenarios using a range of assumptions and probabilities. There are currently significant uncertainties as to the nature, extent and timing of any remediation action if required and the ultimate financial impact for the Group could be materially higher or lower than the amount provided.

In addition, a provision regarding consumer law breaches in the UK has been recognized in the amount of EUR 30.6 million, which relates for the main part to Employee Car Ownership Scheme and for a small part to other breaches.

Investigations in Germany

As part of Ayvens' legal and compliance obligations, investigations in certain past business practices were initiated by Ayvens in Germany. The process is ongoing, and no assessment of its outcome can be made before the investigations are further advanced or completed. Therefore, Ayvens is not in the position to assess the financial consequences, but, at this stage, it is not expected that the results of such investigations would have a material financial impact for the Group.

Legal and compliance teams are supported by Central Legal and Compliance functions of Societe Generale.

Ayvens legal and compliance departments benefit from the expertise of Societe Generale's legal and compliance functions and they promote compliance with the policies relating to legal affairs and the regulatory domains. In addition, Societe Generale provides certain services in coordination with Ayvens' Legal Department and its entities, such as activities related to the Group's corporate life.

The Group's central policies comply with Societe Generale's requirements. In particular, Ayvens policies are in line with SG Code, with regard to combating bribery, anti-money laundering and counter-terrorist financing, and compliance with provisions related to sanctions and embargoes and client protection.

The Group's policies define the measures enabling business to be conducted in compliance with applicable regulations and high ethical standards. The Societe Generale Code of Conduct and the Group's Code of Conduct on Corruption and Influence Peddling are specifically directly communicated or made accessible to all employees.

Policies are regularly adjusted in light of the results of risk mapping and changes in regulation.

The Central Compliance Department implements an annual self-assessment framework to measure and monitor compliance risks and adjust accordingly regulatory impacts of the compliance risks to which the Group is exposed. In 2024, this self-assessment was performed by all former ALD entities and by 3 former LeasePlan entities (LeasePlan Corp, LeasePlan Germany, LeasePlan Italy) based on 2023 data and processes. In 2025, this exercise will be performed by all entities of Ayvens based on 2024 data and processes, in alignment with Societe Generale guidelines.

Group employees regularly receive mandatory training on compliance risks.

This training contributes to increasing employees' risk awareness.

In addition, Ayvens' Compliance Department ensures regular coordination and oversight of local compliance officers located in the subsidiaries. This network of local compliance correspondents is instrumental to ensure local implementation of the policies defined by the Group, as well as the monitoring of local compliance framework and reporting/escalation of any potential compliance incident.

4.1.4.4 Model risk

Identification of the risk

The Group could be subject to adverse consequences arising from decisions based primarily on models.

Model risk is defined as the risk of adverse consequences (including financial loss, poor business and strategic decision making, or damage to the reputation) arising from decisions based primarily on models. The source of model risk may be linked to incorrect model design, implementation, use or monitoring. Model risk stems from uncertainty of the model's output or errors in modelling processes.

Model risk refers to all models in use (most material ones are IRB credit risk models, IFRS9 models, credit granting models, ALM models and residual value models) spread across different risk types and different units. Model risk for regulatory models is specifically distinguished by the regulator and is under increased scrutiny.

Model risk is monitored in the Risk Appetite Statement.

Model risk in terms of risk appetite is defined as a global risk, meaning that it is monitored at Group level. Key risk indicators are defined and tracked on a quarterly basis. The analysis and reporting on model risk is based on the model inventory data which is diligently maintained and updated quarterly to reflect the most recent information.

Model risk management is based on sound governance.

An independent Model Risk Management (MRM) function was created within Ayvens in 2024. It has defined the model risk management policy within Ayvens, aligning it with the one established at Societe Generale. It will progressively apply across the entire Group and to all models. A MRM Committee chaired by the Chief Risk & Compliance Officer meets at least every quarter to ensure the implementation of the management system and monitor the risk of models at Group level.

Controls are implemented and monitored on the basis of the model lifecycle. Model lifecycle depicts the stages of a model starting from initiation till the time it is decommissioned. The controls and range of activities conducted for a model, as listed below, are proportionally linked to the potential risk presented by their intended use: model initiation/expression of need, model initial tiering and inventorying, model development & testing, independent model validation (initial, change-based, periodic), model approval, formal deployment, ongoing monitoring (backtesting), residual model risk assessment and reporting, model change management. Each phase for the model life cycle as well as the model inventory update is documented.

The model approval process follows the same scheme for all models, the composition of governance bodies being subject to variation according to the level of model risk, model types as well as the applicable regulatory requirements.

4.1.5 Structural risks

4.1.5.1 Liquidity risk

Identification of the risk

Inability to meet its financial commitments when they fall due.

The Group is exposed to liquidity risk, which is the risk of not being able to meet financial commitments when they fall due and at a reasonable price. A structural liquidity position is derived from the maturities of all outstanding balance sheet and off-balance sheet positions according to their liquidity profile (see section 6.2 / Notes to the consolidated financial statements note 5 "Financial and operating risk management").

To finance its expansion, Ayvens relies on Societe Generale , which remains its first lender after the acquisition of LeasePlan, covering a net 25% of its financing requirements as at 31 December 2024, after adjusting for deposits placed with Societe Generale, compared to 29% the previous year (31 December 2023).

In addition, Ayvens has access to the capital markets (bond issues and securitisations), where there is high demand for its issuances, allowing it to raise liquidity on competitive terms. However, lasting difficulties in accessing the capital markets in acceptable terms, whether due to market conditions or factors specific to the Group, or unforeseen liquidity outflows, could negatively impact its liquidity.

Since the acquisition of LeasePlan, completed on 22 May 2023, the Group controls a deposit-taking financial institution, Ayvens Bank N.V. In the event of potential run-off of sight deposits and/or non-renewal of fixed-term deposits resulting from an acute stress on Ayvens Bank, on Ayvens and/or on the banking sector more broadly, the Group may not be able to maintain a satisfactory level of deposits and it may need to rely on more expensive funding, which could materially impact its margins and results. If prolonged, this could also affect its ability to meet financial commitments as they fall due. Ayvens Bank N.V. is subject to liquidity regulatory requirements and as such, maintains a liquidity buffer and liquid reserves in the form of cash, held at central bank to comply with these requirements.

The liquidity position is closely monitored.

Despite the more diversified funding structure, notably deposits collected since the acquisition of LeasePlan, the Group's exposure to liquidity risks remains limited as the Group's policy is to finance the underlying assets over the same duration as the corresponding lease contracts. Residual liquidity gaps for each entity are reviewed each month under the supervision of Ayvens Group's Central ALM & Treasury department, which ensures that the debt is correctly backed by the leased assets. The liquidity position is then reviewed and consolidated at Group level. Any deviation from thresholds is corrected under the supervision of the Group's Central ALM & Treasury department and the Central Structural Risk function. Besides, Ayvens has a Contingency Funding Plan (CFP) to manage liquidity risks in line with Societe Generale liquidity risk policy. The plan identifies potential liquidity stress scenarios and outlines a structured approach to address them. It includes predefined escalation procedures, responsible stakeholders, and corrective actions to restore liquidity. The CFP is integrated into Ayvens' internal processes, ensuring alignment with regulatory standards and best practices.

The Group has diversified sources of financing.

Since LeasePlan was acquired, funding sources of the Group are more diversified, with 46% of funding from bonds issuance, bank loans, securitisations and 29 % from deposits from private individuals in the Netherlands and Germany. The remainder of the net funding (25%) is provided by Societe Generale.

Ayvens is included in Societe Generale's liquidity risk management.

4.1.5.2 Interest and exchange rate risks

Identification of the risk

The Group is exposed to interest rate risk and to a foreign exchange risk in countries outside the Euro zone.

Ayvens is present in countries outside the Euro zone and is therefore exposed to foreign exchange risk related to inflows and outflows of cash from daily business activities as well as holdings in subsidiaries outside the Euro zone. Currency risks related to current business activities are very limited, as there are no cross-border leasing activities.

Ayvens' policy consists in matching the interest rate and currency profile of its funding with the lease contract portfolio profile as much as possible. Where matching is not possible, Ayvens uses derivatives to hedge interest rates and foreign exchange rate risks. There can however be a residual discrepancy (surplus or deficit) in the fixed rates position of each entity.

While the Group is economically hedged, there can be accounting mismatches when derivatives do not qualify for hedge accounting and are fair valued through the income statement. In the context of volatile market conditions, the fact that the hedging derivatives portfolio is fair valued can generate some volatility on revenues. Nevertheless, this volatility, which is of accounting nature, would be neutralized towards the maturity of the derivative.

For more details concerning the foreign currency exposure of Ayvens, refer to section 6.2 / Notes to the consolidated financial statements note 29 “Borrowings from financial institutions, bonds and notes issued” and, concerning the Group’s sensitivity to changes in interest rates, Section 6.2 note 5 “Financial and operating risk management” of this Universal Registration Document.

Interest rate risk is covered by a Ayvens structural risk policy.

Any residual interest rate risk exposure must comply with the sensitivity limits set for each entity. Sensitivity is defined as the variation in the net present value of the future residual fixed-rate positions (surplus or deficit) for a 10-bps parallel shift in the yield curve.

The Group’s Central ALM & Treasury department monitors the interest rate risk exposure and advises subsidiaries to implement hedging operations. A monthly report measuring interest rate risk exposure is produced by each entity to be reviewed and consolidated by the Ayvens Group Central ALM & Treasury department.

The Group’s financing and refinancing rules aim to minimise foreign exchange risk.

Ayvens' Group policy consists of financing the underlying asset in the same currency as the corresponding lease contract.

Any residual foreign exchange risk is managed to minimise the impact on the Group of fluctuations in the currencies in which it operates.

To achieve this goal, Ayvens quantifies its exposure to structural foreign exchange risk for each subsidiary by analysing all assets and liabilities arising from commercial operations and proprietary transactions. The Group's ALM & Treasury department is responsible for monitoring structural exchange rate positions and manages the impact on profitability due to exchange rate fluctuations. Societe Generale’s Finance Department draws up the methodology for managing this risk and runs quarterly reviews of Ayvens’ positions. Central Structural Risk function ensures the proper and continuous control and monitoring of interest rate and exchange rate risk.

4.2 Risk management organisation

4.2.1 Risk appetite

Principles governing Risk appetite

Risk appetite is defined as the level of risk that Ayvens is prepared to assume to achieve its strategic goals.

As a regulated entity (Financial Holding Company), Ayvens has formalised its Risk Appetite Statement in a document which describes the main risk management principles, and quantitative thresholds (alert threshold, limit, etc.).

The Risk Appetite Framework:

- is an integral part of Ayvens' Risk Management Framework and Ayvens' Internal Control framework;
- defines Risk Appetite governance;
- presents the approach and methodology by which the risk appetite is identified, measured, determined, allocated, supervised, communicated and reported;
- describes the formalisation of this risk appetite in the Risk Appetite Statement;
- defines interactions with key strategic processes, such as:
  - the Risk Identification;
  - the Internal Capital Adequacy Assessment Process (ICAAP) and the Internal Liquidity Adequacy Assessment Process (ILAAP);
  - the Recovery Plan, Contingency Funding Plan and Contingency Capital Plan;
  - the strategy definition; and
  - culture and conduct, and compensation mechanism;
- is reviewed annually by Ayvens Board of Directors.

The framework, elaborated according to Societe Generale's guidelines, applies to the whole perimeter of Ayvens as well as third parties acting for or on behalf of Ayvens over which Ayvens has control.

Financial profile

The risk tolerance is calibrated by determining the highest acceptable level of financial profile deterioration in an adverse stress test scenario (decennial frequency). These indicators and their calibrations must be consistent with the budget of the Group. Ayvens is a regulated entity subject to regulatory requirements (Total capital ratio and CET1 Ratio, Leverage ratio).

Business and strategic risks

Strategy and business risks are the risks related to the execution of the strategy and business plan. This risk is divided into two categories of risks:

- strategic risk drives the execution of strategic initiatives. As such, Ayvens' strategic initiatives are limited in number and can be defined as the main actions and means implemented to achieve the objectives defining Ayvens' strategy;
- business risk drives the execution of Ayvens' strategic and financial plan. The risk of execution of the financial trajectory is governed by a monitoring and control system within the Finance Department.

Credit risk

Credit risk appetite is managed through a system of credit policies and risk limits.

When assessing credit risk, Ayvens focuses on medium and long term client relationships, targeting both clients with which the Group has an established relationship and prospects representing profitable business development potential over the mid-term.

Acceptance of any credit commitment is based on in-depth client knowledge (Know Your Customer, analysis of the credit worthiness of the client) and a thorough understanding of the purpose of the transaction.

In a leasing transaction or in Fleet Management, risk acceptability is based, first, on the borrower's ability to meet its commitments, in particular through the cash flows which will allow the payment of the rentals. Nevertheless, the main mitigant in leasing transactions is the full Ayvens vehicle ownership over the length of the contract. Additionally, leased vehicles are essential for Ayvens' clients to conduct their activities for a significant portion of its client portfolio.

Counterparty ratings are key in the credit policy and serve as the basis for the credit approval authority grid used in both the commercial and risk functions.

Ayvens seeks risk diversification by controlling the concentration risk.

Proactive management of impaired risks is key to contain the risk of final loss in the event of default of a counterparty. In this regard, Ayvens has implemented rigorous procedures and/or has enhanced the monitoring of counterparties whose risk profile is deteriorating, including contacting clients with payment delays, vehicle return in case of default, resale vehicle or second leasing.

Counterparty risk

Counterparty credit risk on market activities is the risk that the creditworthiness of a counterparty to a transaction (derivatives or repos) could default or deteriorate in creditworthiness before the final cash flow is settled. Ayvens uses derivatives to hedge its interest rate and currency exposures associated with the funding of lease contracts.

Exposure to counterparty risk on derivative transactions is mitigated by clearing trades through central counterparties or via the use of ISDA (International Swaps and Derivatives Association) and supporting CSA's (Credit Support Annex).

Counterparty risk is limited and assessed as non-material for Ayvens.

Market risk

Ayvens does not carry out Market activity and as such does not have appetite for Market risk.

Non-financial risks (including compliance risk)

Non-financial risks are defined as risks of non-compliance, risk of inappropriate conduct, IT risk, cyber security risk, other operational risks, including operational risk associated with credit risk, market risk, model risk, liquidity and funding risk, structural and interest rate risk. These risks can lead to financial losses.

Governance and methodology have been put in place on the scope of non-financial risks.

As a general rule, Ayvens has no appetite for operational risk and non-compliance risk. Furthermore, there is zero tolerance for incidents severe enough that they are likely to seriously harm its reputation, jeopardise its results or the trust of its customers and employees, disrupt the continuity of its critical operations or call into question its strategy:

- Internal fraud: Ayvens does not tolerate unauthorised operations by its employees. Ayvens' growth is based on relationships of trust among its employees, within Societe Generale and between Ayvens and its employees. This requires respect, at every level, of Societe Generale's principles, such as displaying loyalty and integrity. Ayvens' internal control systems must be capable of preventing acts of major fraud.
- Cybersecurity: Ayvens does not tolerate fraudulent intrusions, service disruptions, compromises of elements of its information system, particularly those that would result in asset theft or client data theft. Ayvens has introduced means to prevent and detect this risk. It uses a barometer in line with market practices (NIST) which measures the maturity of the cyber security controls deployed within its entities and the appropriate organisation to deal with potential incidents.
- Data leaks: trust is one of Ayvens' key assets. As a result, the Group commits to deploy the necessary resources and implements controls to prevent, detect and remedy data leaks. Ayvens does not tolerate leaks of its most sensitive information, in particular concerning its customers.
- Business continuity: Ayvens widely relies on its information systems for its business and is committed to ensure the continuity of its most vital and critical services. Consequently, Ayvens has a very low tolerance for the risk of unavailability of the systems supporting its vital processes, in particular information systems directly accessible by its clients or enabling to carry out its activity on the financial markets. In addition, to deal with the occurrence of certain extreme events that could permanently affect its information system, its external service providers or a major Group entity based abroad, Ayvens is developing resilience solutions to ensure its survival.
- Outsourced services: Ayvens intends to demonstrate a high degree of thoroughness in the control of its activities entrusted to external service providers. As such, Ayvens adheres to a strict discipline of monitoring its providers and reviews them at a frequency appropriate to their risk level.
- Management Continuity: Ayvens as part of Societe Generale intends to ensure the management continuity of its organisation.
- Physical security: Ayvens applies security standards to protect personal, physical and intangible assets in all the countries where it operates. Ayvens relies on Societe Generale Security Department that ensures the right level of protection against hazards and threats, notably through security audits on a list of sites it has defined.
- Execution errors: Ayvens has organised its daily operations processes and activities through procedures designed to promote efficiency and mitigate the risk of errors. Despite having established a robust framework of internal controls, the risk of errors cannot be completely avoided. Ayvens has a low tolerance for execution errors which would have a very high impact on Ayvens or its clients.
- Application and infrastructure obsolescence: Ayvens does not tolerate the obsolescence of critical assets since it would increase our risk in terms of quality of service, business continuity and cyber security. Ayvens intends to anticipate technologies end of life to prevent these risks that are steered through a set of indicators on current and future obsolescence of most critical applications and infrastructures in a dedicated governance at Group level.
- Data Quality, Risk Aggregation and Reporting: Ayvens relies on data which is an essential asset for the Group to conduct and steer its activities. It is used for day-to-day operations up to management reporting for informed steering and strategic decisions. Finally, it is supporting the Board of Directors and supervisors oversight mission. This requires, the deployment of a sound data quality governance and framework including its risk management as well as a robust data aggregation and reporting architecture. Ayvens does not tolerate situations where the group is unable or late to submit risk reporting (including metrics) including *ad hoc* and/or regular requests to the supervisor and to the Group senior governance. The same stands for reporting requiring resubmission or which does not support decision making due to significant quality issues or insufficient quality report not spotted through aggregation and reporting mechanisms including controls. The Ayvens Group has low tolerance for insufficient data quality to develop our key risk management models.
- Compliance risk: Compliance risk is considered a non-financial risk, in the Group's risk taxonomy. Acting in compliance means understanding and observing the external and internal rules that govern the Group's banking and financial activities (leasing). These rules aim to ensure a transparent and balanced relationship between Ayvens and all its stakeholders. Compliance is the cornerstone of trust between the Group, its clients, its supervisors and its staff. Compliance with rules is the responsibility of all Group employees, who must demonstrate compliance and integrity on a daily basis. The rules must be clearly expressed, and staff informed and trained to understand them properly. Ayvens has no appetite for non-compliance risk. Ayvens is required to strictly comply with all laws and regulations which govern its activities in all countries in which it operates, and the Group implements international best practices for that purpose.

Structural risks – Liquidity risks

Liquidity risk management is mainly based on a monitoring of financing risk , through the Ayvens' liquidity gap indicator and the internal refinancing needs (or the contribution Societe Generale's liquidity position). Compliance with their respective internal refinancing limits ensures that Ayvens' (or Societe Generale's) external refinancing needs remain compatible with the funding plan.

Structural risks – Interest rate and exchange rate risks

Structural interest rate risk (also referred to as Interest Rate Risk in the Banking Book – IRRBB) refers to the risk – whether current or prospective – impacting Ayvens' equity and earnings (hence for the Net Present value and the Net Interest Margin) caused by adverse movements in interest rates affecting the items comprising its banking book. There are four main types of risk: rates level risk, rate curve risk, optional risk (arising from automatic options and behavioural options) and basis risk related to the impact of relative changes in interest rates indices. All four types of IRRBB may potentially affect the value or yield of interest-rate sensitive assets, liabilities and off-balance sheet items.

Ayvens structural interest rate risk management primarily relies on the sensitivity of the Net Present Value ("NPV") of fixed-rate residual positions (excesses or shortfalls) to interest rate changes, as well as the sensitivity of revenues according to several interest rate scenarios.

Ayvens' policy in terms of structural exchange risks is to require entities to hedge their exposures to currency exchange rate fluctuations, by backing all balance sheet and off-balance sheet items, and to monitor residual exposures with small amount limits.

Model risk

A wrong design, implementation, use or a non-rigorous models monitoring can have two main unfavorable consequences: an under estimation of equity based on models validated by regulators and/ or financial losses.

The Group is committed to define and deploy internal standards to reduce model risk on the basis of key principles, including the establishment of three independent lines of defence, the proportionality approach relying on the model inventory, model tiering methodology (i.e. modular standards depending on the inherent level of risk associated with each model) and the consistency of the approaches used.

The appetite for model risk is defined for the following model families: IRB and IFRS9 credit risk, market and counterparty credit risks, valuation of vehicle asset risk models, ALM, trading algorithms, compliance and granting model families.

Insurance risk

Ayvens' objective is to minimize costs related to damages paid on the self-insurance (own damage) programs in its leasing entities and the sale of insurance by Ayvens Insurance company by optimizing the premium income as much as possible and by ensuring that customers are selected using prudent underwriting criteria leading to the correct premium for the risk through the monitoring of loss ratio.

Risk related to operating leasing activities (asset risk)

The residual value risk is the risk of a loss of value due to the changes in the price of vehicles on second-hand markets. The resale price of the vehicles is estimated at the inception of the leasing contract and this estimated value may differ from the final resale price value, thus generating a gain or a loss. This risk also covers the risk on the value of repair, maintenance and tyres (RMT) to a lesser extent.

Ayvens remains inherently vigilant about the proper assessment of the future value of its assets (which have the advantage of being liquid and diversified in terms of brands and geography) while following the evolution of the used vehicle markets.

As key elements of Ayvens' business and the main potential source of losses in the event of a major crisis, residual value setting, measurement and monitoring relies on expertise that is constantly being reinforced by the development of new tools (constitution of a large database of used vehicles, automation of processes, implementation of efficient statistical tools). Ayvens' pricing and revaluation policy remains prudent and further protects the business from the economic uncertainties that could impact the automobile leasing market.

4.2.2 General framework

Governance

As part of the supervision of its risk appetite, Ayvens relies on the following organisation:

Roles of Ayvens Board of Directors

The Ayvens Board of Directors:

- approves Ayvens' Risk Appetite Statement (RAS) and Ayvens' Risk Appetite Framework (RAF) every year;
- approves in particular the Ayvens risk appetite indicators and calibration of thresholds after Ayvens General Management's validation;
- ensures that risk appetite is relevant to the Ayvens' strategic and financial objectives and its vision of the risks inducted by the macroeconomic and financial environments;
- examines the risk appetite compliance dashboards presented quarterly and is informed of risk appetite breaches and of the action plans implemented to remedy;
- sets corporate officers' (*mandataires sociaux*) compensation, approves the principles of the Group's compensation policy, in particular for Group's executives whose activities could have a material impact on Ayvens' risk profile (through Ayvens Compensation Committee (COREM)).

In the context of the Risk Appetite Framework, Ayvens Board of Directors relies mainly on Ayvens Board Risk Committee (Ayvens CoRisk).

Roles of Ayvens General Management

The Ayvens General Management:

- validates Ayvens' Risk Appetite Statement, its governance and implementation framework (Risk Appetite Framework) based on a proposal from the Ayvens' Chief Risk and Compliance Officer with a contribution from the Ayvens Chief Financial Officer. These 2 documents (RAF & RAS) are subsequently submitted for approval to Ayvens Board of Directors;
- examines the risk appetite compliance dashboards and is informed of the risk appetite breaches and of the action plans implemented to remedy;
- monitors the effectiveness and integrity of the risk appetite framework;
- develops internal communications on risk appetite and ensures that the subject is properly covered in the Universal Registration Document.

As part of the Risk Appetite Framework, Ayvens General Management relies on several committees that are aligned with Societe Generale governance. This organisation will be presented in section "4.2.3 Risk Management Organisation".

Risk identification process

Ayvens relies on the Societe Generale risk taxonomy as a starting point of its risk identification process. Ayvens' Enterprise Risk Management (ERM) division is responsible for the coordination with experts, identified per risk category, and reviews the Societe Generale risk taxonomy to determine whether it properly reflects the spectrum of risks to which Ayvens is exposed.

Risk quantification

The outcome of the identification process is an inventory of material risks, called Ayvens Risk Cartography, updated annually, validated by Ayvens Transversal Risk Committee and sent to the Ayvens Enterprise Risk Committee and Ayvens Board for information.

For each material risk identified, indicators to measure this risk are put in place to monitor it. These indicators may be based, among other things, on measures of exposures (risk-weighted or not), sensitivities to changes in one or more risk factors (e.g. interest rates, etc). These indicators may be expressed as ratios and are sometimes subject to regulatory or publication requirements.

Setting and formalisation of Risk appetite at Group level

The risk appetite is formalised in a document, the Risk Appetite Statement (RAS), which sets out:

- the strategic profile of the Group;
- its profile of profitability and financial soundness;
- the frameworks relating to the management of the Group's main risks through a a graduated approach (limits, alert thresholds, etc.).

4.2.3 Risk management organisation

Governance of risk management

Two main high-level bodies govern Group risk management: the Board of Directors and the General Management.

Some Ayvens divisions mainly contribute to the management and internal control of risks: Risk division, Finance division and Compliance division. Some other divisions are also part of this framework, such as Strategy, Human Resources, General Inspection & Audit.

The risk management organisation is aligned with Societe Generale's organisation and relies on several committees such as Enterprise Risk Committee (ERC), Compliance Committee (COM-CO), Transversal Risk Committee (TRC), ALM Committee (ALCO), Asset Risk Committee (ARC), Credit Risk Committee (CRC) and Model Risk Management Committee (MRMC).

4.2.4 Internal control framework

Internal control is part of a strict regulatory framework applicable to all banking institutions.

In France, the conditions for conducting internal controls in banking institutions are defined in the Order of 3 November 2014, modified by the Order of 25 February 2021. This Order, which applies to financial holding companies, defines the concept of internal control, together with a number of specific requirements relating to the assessment and management of the various risks inherent to the activities of the companies in question, and the procedures under which the supervisory body must assess and evaluate how the internal control is carried out.

European Banking Authority guidelines:

- the first line of defence (LoD1) comprises all Group employees and operational management.

Operational management is responsible for risks, their prevention and their management (by putting in place first-level permanent control measures, amongst other things) and for implementing corrective or remedial actions in response to any deficiencies identified by controls and/or process steering;

- the second line of defence (LoD2) is provided by the risk and compliance functions.

Within the internal control framework, operational management is responsible for verifying the proper and continuous running of the risk security and management operation functions through the effective application of established standards, defined procedures, methods and requested controls. Accordingly, these functions must provide the necessary expertise to define in their respective fields the controls and other means of risk management to be implemented by the first line of defence, and to ensure that they are effectively implemented; they conduct second-level permanent control over all of the Group's risks, based in particular on the controls they have defined, as well as those defined, if necessary, by other expert functions (e.g. sourcing, legal, tax, human resources, information system security, etc.) and by the businesses;

- the third line of defence (LoD3) is provided by the Internal Audit Department, which encompasses the General Inspection and Internal Audit functions. This department performs periodic internal audits that are strictly independent of the business lines and the permanent control function.

The Chief Executive Officer is responsible for ensuring the overall consistency and effectiveness of the internal control system.

To this end, the purpose of the Internal Control Coordination Committee (ICCC) is to monitor the consistency and effectiveness of the internal control, in response in particular to the obligation laid down in Art. 16 of the amended French Order of 3 November 2014. The Committee is chaired by the Chief Executive Officer.

Permanent control system

Ayvens' permanent control system comprises:

- the first-level permanent control, the basis of the Group's permanent control, is performed by the businesses. Its purpose is to ensure the security, quality, regularity and validity of transactions completed at operational level;
- the second-level permanent control, independent from the businesses and located in two departments, the Risk and Compliance and Finance Departments.

First-level permanent control

The permanent Level 1 controls, carried out on operations, ensure the security and quality of transactions and the operations. These controls are defined as a set of provisions constantly implemented to ensure the regularity, validity, and security of the operations carried out at operational level. The permanent Level 1 controls consist of:

- any combination of actions and/or devices that may limit the likelihood of a risk occurring or reduce the consequences for the Company;
- controls performed by managers: line managers control the correct functioning of the devices for which they are responsible.

As such, they must apply formal procedures on a regular basis to ensure that employees comply with rules and procedures, and that Level 1 controls are carried out effectively.

Second-level permanent

The permanent Level 2 controls ensure that the Level 1 controls work properly. The scope includes all permanent Level 1 controls, including managerial supervision controls and controls carried out by dedicated teams.

Level 2 control reviews aim to give an opinion on :

- the effectiveness of Level 1 controls;
- the quality of their implementation;
- their relevance (including in terms of risk mitigation);
- the definition of their *modus operandi*;
- the relevance of the remediation plans implemented following the detection of anomalies, and the quality of their follow-up.

The permanent level 2 control — control of the controls — is carried out by dedicated teams centrally within Risk & Compliance and Finance Departments, and locally within the entities. The Level 2 control teams are independent of operational teams.

Internal audit

Internal Audit function is delivered by Societe Generale's Service Unit Inspection and Internal Audit ("IGAD") on Group perimeter. The Internal Audit function contributes to Ayvens' internal control framework. It constitutes the third and final line of defence and ensures periodic control, strictly independent of the business lines and other internal control functions.

4.3 Capital management and adequacy

4.3.1 Regulatory framework

The general framework defined by Basel III is structured around three pillars:

- Pillar 1 sets the minimum solvency, leverage and liquidity requirements and defines the rules that banks must use to measure risks and calculate the related capital requirements, according to standard or more advanced methods;
- Pillar 2 concerns the discretionary supervision implemented by the competent authority, which allows them – based on a constant dialogue with supervised credit institutions – to assess the adequacy of capital requirements as calculated under Pillar 1, and to calibrate additional capital requirements taking into account all the risks to which these institutions are exposed;
- Pillar 3 encourages market discipline by developing a set of qualitative or quantitative disclosure requirements which will allow market participants to better assess a given institution's capital, risk exposure, risk assessment processes and, accordingly, capital adequacy.

4.3.2 Capital management

As part of its capital management, the Group ensures that its solvency level is always compatible with the following objectives:

- maintaining its financial strength and respecting the risk appetite;
- preserving its financial flexibility to finance organic growth and growth through acquisitions;
- allocating adequate capital to the various businesses, according to the Group's strategic objectives;
- maintaining the Group's resilience in the event of stress scenarios;
- meeting the expectations of its various stakeholders: supervisors, debt and equity investors, rating agencies, and shareholders.

The Group determines its internal solvency targets in accordance with these objectives and in compliance with regulatory thresholds.

The Group has an internal process for assessing the adequacy of its capital that measures and explains the evolution of the Group's capital ratios over time, taking into account any future regulatory constraints and changes in the scope.

This process is based on a selection of key metrics that are relevant to the Group in terms of risk and capital measurement, such as CET1 (Common Equity Tier 1) and Total Capital ratios. These regulatory indicators are supplemented by an assessment of the coverage of internal capital needs by available CET1 capital and an economic perspective, thus confirming the relevance of the targets set in the risk appetite. Besides, this assessment takes into account the constraints arising from the other metrics of the risk appetite, such as the leverage ratio.

Solvency ratio

Solvency ratios are set by comparing the Group's equity (Common Equity Tier 1 (CET1), Tier 1 (T1) or Total Capital (TC)) with the sum of risk-weighted exposures for credit, market and operational risks. Each quarter, the ratios are calculated following the accounting closing and then compared to the supervisory requirements. As at 31 December 2024, taking into account the combined regulatory buffers, the phased-in CET1 ratio level that would trigger the Maximum Distributable Amount (MDA) mechanism stood at 9.34%.

Breakdown of prudential capital requirement

	31 December 2024
Minimum requirement for Pillar 1	4.50%
Minimum requirement for Pillar 2 (P2R) (1)	1.41%
Minimum requirement for contracyclical buffer	0.93%
Minimum requirement for conservation buffer	2.50%
Minimum requirement for CET 1 ratio	9.34%

(1) According to Article 104 bis of the CRDV Directive, P2R must be meet with a minimum of 56.25% with CET1 capital and 75% with Tier 1 capital.

Regulatory capital and solvency ratios

(in EUR million)	31 December 2024
Common Equity Tier 1 Capital	7,403
Total Tier 1 Capital	8,153
Total Regulatory Capital	**9,653**
Total Risk-Weighted Assets	58,960
Credit Risk-Weighted Assets	49,955
Market Risk-Weighted Assets	2,547
Operational Risk-Weighted Assets	6,458
Common Equity Tier 1 ratio	12.6%
Tier 1 ratio	13.8%
Total Capital Ratio	**16.4%**

5

Sustainability Statement

How to read the sustainability statements

The Sustainability Statement (chapter 5) within the Ayvens Universal Registration Document (URD) provides a transparent overview of the approach to sustainability in alignment with the Corporate Sustainability Reporting Directive (CSRD) and European Sustainability Reporting Standards (ESRS). This chapter outlines the strategy and governance framework, as well as the material sustainability impacts, risks, and opportunities (IROs).

The General Section establishes the foundation in sustainability reporting, covering the basis for preparation, key disclosure requirements, governance structure, business model, and strategic approach to sustainability. It includes the double materiality assessment (DMA), detailing the value chain overview, stakeholder interests, DMA methodology, and IROs.

The Environmental Section presents the approach to climate change (ESRS E1), pollution (ESRS E2), and resource use and circular economy (ESRS E5), highlighting efforts to mitigate environmental impact and promote sustainable practices. The final section includes the alignment with the EU taxonomy for sustainable activities, demonstrating its efforts to integrate sustainable business practices.

The Social Section covers the responsibility towards Ayvens' own workforce (ESRS S1), the workers in the value chain (ESRS S2), and consumers and end-users (ESRS S4), reflecting the efforts to uphold fair labour practices, human rights, and consumer protection.

The Governance Section focuses on business conduct (ESRS G1), outlining the ethical principles, corporate policies, and compliance with legal and regulatory frameworks.

To ensure coherence and provide deeper insights, cross-referencing is incorporated throughout this chapter, guiding readers to relevant sections within the sustainability statement (chapter 5) or broader URD content for additional context. Furthermore, details on due diligence processes and EU legislative requirements can be found in the appendix of the General Section.

5.1 ESRS 2 General Disclosures

This chapter explores the requirements of ESRS 2 offering a structured overview of its key components and expectations. The following table provides a reading guide for this specific section.

5.1.1 Basis for preparation

Basis for preparation of the consolidated sustainability statement

Ayvens Group has prepared its consolidated sustainability statement for the year ended 31 December 2024, in accordance with:

- Order No. 2023-1142 of 6 December 2023 ("the order transposing the CSRD") on the transposition into French law of Directive (EU) 2022/2464 of 14 December 2022, commonly known as the Corporate Sustainability Reporting Directive (CSRD); and
- Commission Delegated Regulation (EU) 2023/2772 of 31 July 2023 setting out the sustainability reporting standards (European Sustainability Reporting Standards, commonly referred to as "ESRS"); and
- Disclosure requirements related to Article 8 of the EU Taxonomy and underlying delegated acts.

Ayvens is also subject to various sustainability regulations and other reporting frameworks, that overlap with the topics covered by the sustainability statement. When this is the case, it will be specifically mentioned in the relevant section and can be referenced in the appendix of ESRS 2 - 166 (appendix B: datapoints derived from European Union Legislation).

First Time Application

The information presented in this sustainability statement were prepared in a first time application context of the legal, regulatory and normative requirements mentioned above. This first time application is marked by uncertainties on interpretation of the texts, and a first analysis of double materiality carried out in the absence of established practices and comparative data.

In this context, and for the purposes of verifiability and understandability, the Group focused on applying the normative requirements set out in the ESRS and on reporting on the basis of the information available at the date of approval of this sustainability statement by the Board of Directors, which leads to:

- Estimations (section 5.1.1 “Estimates and uncertainties”), for which the methodologies and assumptions could be fine-tuned when data availability and quality will increase and
- Limitations of the perimeter on:
  - Activities covered by the materiality assessment (section 5.1.4. “Outcomes of the IROs assessment in relation to the strategy and business model”),
  - The identification of eligible and aligned activities under European Taxonomy (Section 5.5 and related annexes - 202),
  - Activities covered by the Action Plan for climate change (“Action plan for climate change” - 172),
  - The underlying assets of the Group selected for the calculation of greenhouse gas emissions (section 5.2.4 “Scope of calculation of GHG emissions attributed to the Group”), as well as pollution and use of natural resources: bikes and scooters. In some European countries, Ayvens also lease bikes or scooters. Bikes and scooters are included under the generic term “vehicles” used in the Double Materiality Assessment. However, bikes and scooters were not included in the quantitative reporting due to low materiality in volumes (less than 1% of fleet managed by Ayvens) and environmental footprint (all bikes being electric or with no engine), as well as lack of quantitative information.
  - Entities with more than 10 employees in respect of the Group's own-account operations.

Finally, considering the underlying evolving path of CSRD and ESRS and in a continuous improvement approach, the Group could if necessary, adapt in the coming years the content of its sustainability statement, its data collection, disclosure processes and its internal control framework to take account of:

- The evolution of the regulatory and normative framework;
- Issuing additional guidelines or questions and answers to facilitate a better understanding of the requirements;
- Interpretations of regulatory and normative requirements and best practices;
- Greater availability of data in particular to pollution and use of resources (section 5.3 ESRS E2 - Pollution and 5.4 ESRS E5 - Resource use and circular economy).

Perimeter of Ayvens Sustainability Statement

Ayvens prepares its sustainability statement on a consolidated basis, aligning with financial statement consolidation rules. All business units are fully integrated into the sustainability reporting framework, with no exceptions.

Exemptions From Disclosures

No exclusions have been applied regarding intellectual property, know-how, innovation results, or other business activities ensuring transparent and complete representation of the material elements within Ayvens. Additionally, Ayvens does not make use of the disclosure exemption provided under Articles 19a(3) and 29a(3) of Directive 2013/34/EU, as this exemption, which allows companies in certain EU member states to withhold information on impending developments or ongoing negotiations.

Furthermore, Ayvens does not offer any products or services that are banned in certain markets, reinforcing its focus on regulatory compliance and transparency across its operations.

Integration of Sustainability Standards and Value Chain Disclosure

Ayvens' sustainability statement aligns with CSRD, ESRS 1 general requirements, and ESRS 2 disclosure standards, ensuring a comprehensive approach to its upstream and downstream value chain. For further details, refer to the value chain infographic in section 5.1.3 (154). In addition, in the appendix of this subchapter, further details on ESRS disclosure requirements and specific datapoints incorporated by reference, please refer to ESRS 2 - 166appendix B: datapoints derived from European Union Legislation.

Disclosures in relation to specific circumstances

Time horizons

Ayvens applies a consistent framework for time horizons across its sustainability reporting to ensure alignment with financial and strategic planning. These timeframes help structure the assessment of impacts, risks, and opportunities and provide clarity on when sustainability matters are expected to materialize within the company’s operations and value chain. The time horizons therefore do not deviate from the general guiding principles in ESRS 1.

The defined time horizons are as follows:

- Short Term (ST): 0 – 1 years (aligned with financial reporting period).
- Medium Term (MT) : between 1 and 5 years.
- Long Term (LT) : more than 5 years.
- Unchanging (UT): the impact remains constant across short, medium, and long term.

By maintaining these standardized timeframes, Ayvens ensures consistency, comparability, and transparency in its sustainability disclosures. These time horizons are applied across materiality assessments, risk evaluations, and strategic planning to accurately reflect the expected timeline of sustainability-related developments within the company.

Estimates and uncertainties

Sustainable information could be subject to uncertainties linked to the state of scientific or economic knowledge and to the quality of internal and external data used for example for the value chain (developments below). This information may also be affected by possible future events with uncertain outcomes and consequences, including those over which the company has no control. In addition, some information, as prospective information, non-available data and the quantification of some sustainable information in peculiar environment information, are subject to estimations and judgement notably based on Group experience and on international recognized referential for sustainability matters. These estimations are closely related to the retained hypotheses and methodological choices.

Use of estimates and associated limitations

Metrics are presented in the sustainability statement, in particular regarding the Group's value chain information such as the calculation of CO_2 emissions, which are based on estimates, averages or assumptions, and are sources of uncertainties with regard to their volatility and the quality of input data. Indeed, several metrics constitute estimates by construction when they cannot be measured directly since the underlying data come either directly from suppliers (such as car manufacturers) or from external data providers (such as environmental agencies). For example, emission factors which convert activities data in greenhouse gas emissions (GHG, expressed in tons of carbon dioxide equivalent - tCO_2eq), are subject to variations depending on sources used or application contexts. By nature, CO_2 emissions cover a large panel of categories, including vehicles and spare parts, equipment and services supply, travel management, each containing their own uncertainties. Finally, the absence of consensus in methodological practices and the continuing evolving regulatory environment are also a source of complexity and uncertainty for the global estimation of GHG emissions.

Where necessary, metrics published in the sustainability statement are accompanied by explanations, in particular about the nature or limitations of the data or estimates (proxies) used. These explanations are mentioned in the description of the metric, in particular about the nature or limitations of the data or estimates (proxies) used. These explanations are mentioned in the description of the metric.

In that context Ayvens has put its best efforts to apply the more advanced practices and methodologies. It should be continuously improved in the future, subject to the gradual release of standardized and qualitative data by Ayvens external partners and data suppliers.

Use of proxy data

Certain metrics within this report have been derived using proxy data due to the absence of direct measurements in the available system databases. To meet the disclosure requirements, Ayvens has utilized well-established methodologies, such as recognized emission factors, to estimate relevant datapoints.

The following metrics have been established based on proxy data:

- ESRS E1 – Climate Change: Proxy data was used in very specific categories of GHG reporting:
  - Scope 3.2 (capital goods): use of proxies for the split of weight of a vehicle between powertrain, glider, and battery.
  - Scope 3.4 and 3.9 (upstream and downstream transport and distribution): assumptions made on the mileage to deliver vehicles and share of trucks used.
  - Scope 3.7 (employee commuting): share of transportation modes used by staff, #of kms made on transportation modes, share of homeworking and electricity used by staff during homeworking.
  - Scope 3.11 (use of sold products): use of a proxy to determine the total mileage driven during total vehicle lifetime.
  - Scope 3.12 (end of life): % of recycling of different vehicle components.
  - Scope 3.11 and 3.13 (downstream leased assets): use of electricity by Electric Vehicles.
- ESRS E2 - Pollution: Pollution of Air, Water, and Soil
  - Non-exhaust and exhaust emissions resulting from vehicle usage.
- ESRS E5 - Resource use and circular economy: Material Composition of a Vehicle

While proxy data provides a practical estimation approach, it lacks the precision of direct measurements specific to Ayvens' value chain. Ayvens acknowledges these limitations and strives to refine its methodology as higher quality data becomes available from external partners and data providers.

5.1.2 Governance

Sustainability governance framework and oversight

Ayvens has established a governance structure to oversee sustainability strategy, compliance, and risk management. This governance framework was formalized in May 2023 following the acquisition of LeasePlan and the formation of the Ayvens Executive Committee (ExCo). Detailed information on the number and composition of executive and non-executive members, percentage of independent board members, their sector-specific experience, geographic representation, diversity metrics—including gender diversity calculated as the average female-to-male board ratio—and the percentage of independent board members can be found in Chapter 3, Section 3.1 of the URD report (64).

Key governance bodies overseeing ESG

- Executive Committee (ExCo): Receives regular updates on sustainability (every two months);
- Different committees are addressing ESG topics within the Board of Directors:
  - Board of Directors itself: Oversees overall sustainability strategy and performance, at least twice a year.
  - CACI (Internal Control and Audit Committee, within the Board of Directors): Focuses on CSRD implementation and compliance.
  - CORISK (Risk Committee, within the Board of Directors): Supervises ESG risk exposure and mitigation.
  - In 2024, ESG topics were reviewed seven times across the Board Committees, reflecting the Board's active engagement.
  - In compliance with regulatory obligations, an employee representative attends all Board meetings ensuring alignment with governance best practices, through without voting rights.

At Group level, sustainability efforts are led by the Chief Sustainability Officer (CSO), who reports directly to the Chief Executive Officer (CEO), with a dedicated team managing impact projects, sustainability performance, and Climate & Environmental Risks. The financial oversight and the main overall run CSRD project was managed by the Finance team under the direct oversight of the Senior Vice President of Finance and Chief Financial Officer (CFO).

Sustainability is further integrated across Ayvens' global operations through local Sustainability Ambassadors, ensuring consistency and impact. Each operating entity has a designated Sustainability Manager, either in a full-time or part-time, who participates in quarterly calls and internal communication channels to drive alignment. In the context of the integration of ALD Automotive and LeasePlan , sustainability governance guidelines were distributed to all operating entities, sustainability roles and positions were created across all subsidiaries, with headcount scaled to fleet size, where the implementation is nearly complete with the finalization dependent on local merger completion.

Board and executive committee expertise and ESG training

Ayvens ensures that its governance bodies possess relevant ESG expertise to oversee sustainability matters effectively. Some Board members have specific ESG expertise, including the Chairman of the Board, who, as Deputy CEO of Societe Generale, oversees ESG matters within the Societe Generale Group. Additionally, the Chief Sustainability Officer of Societe Generale serves on the Ayvens Board of Directors, alongside other members with expertise on internal workforce and ESG risks. ESG topics are included in the "life-long training" of Board members. For example, a session on ESG/ Electrification regulatory framework was held in December 2024.

Integration of sustainability-related performance in incentive schemes

Ayvens integrates sustainability-related performance into its incentive schemes by aligning executive compensation with the Group's ESG strategy. Each year, the Board of Directors determines the compensation policy for executive corporate officers, including ESG performance criteria as part of the annual variable compensation framework. Further details on the integration of sustainability-related performance in incentive and compensation schemes can be found in the "Remuneration of Group Senior Management" section in Chapter 3 on Corporate Governance (100).

For 2024, 20% of the annual variable compensation is directly tied to ESG-focused collective objectives for executive corporate officers. Moreover, for other senior management members, 10% of the annual variable compensation is directly tied to ESG objectives.

The climate-related performance criteria include:

1. CO_2 Emissions Reduction: objectives for the reduction of CO_2 emissions of the running fleet.
   The CO_2 criterion is based on the average emissions (gCO_2/km) of the worldwide leased fleet, covering Passenger Cars and Light Commercial Vehicles under financed contracts (operational lease, finance lease, pool fleet, and company cars). Emissions are measured on the running fleet at the end of the reporting year. The applied metric serves as the basis for Scope 3.13 (Downstream Leased Assets) under the GHG Protocol, however, expressed as an intensity indicator rather than absolute emissions.
2. Extra financial ratings: The positioning in the extra financial ratings is based on a basket of ESG ratings for Ayvens group, where progress is assessed based on the evolution of these ratings compared to the prior year.

Attainment of the non-financial targets is assessed based on key indicators that may be quantified either based on meeting quantitative milestones or based on a qualitative evaluation by the Board of Directors. These indicators are defined in advance by the COREM and approved by the Board of Directors. The achievement rate can be anywhere between 0 and 130% of the maximum non-financial portion.

Sustainability and Risk Governance

Ayvens follows a structured risk governance approach, ensuring ESG risk management is embedded across all levels:

- Non- Financial Risk (NFR) ESG Specialists report to the Chief Risk Manager (CRM) and Chief Risk and Compliance Officer (CRCO).
- Risk and compliance matters are escalated through the Operational Risk Committee (ORC) to the Transversal Risk Committee (TRC), ensuring comprehensive oversight.
- ESG is fully integrated into Ayvens' risk management framework, aligning with Societe Generale approach in Chapter 4 of the Universal Registration Document (123).

Information Flow and Reporting Structures

Ayvens has developed clear ESG risk escalation pathways to ensure administrative bodies receive regular updates:

- Non-Financial Risk Department provides quarterly ESG risk monitoring reports to the Operational Risk Committee, which has escalation channels to higher-level risk committees.
- Compliance Department escalates ESG compliance matters through the Compliance Management Committee.
- Governance discussions on ESG risks and opportunities are held within the Board and Executive Committee, ensuring alignment with strategic priorities.

Statement on due dilligence

Due diligence refers to the key features of an impact management system implemented by an undertaking, consistent with the United Nations Guiding Principles of Business and Human Rights and the OECD Guidelines for Multinational Enterprises.

The core elements of due diligence are set out in the table below, with a description of their content in the relevant paragraphs of the sustainability statement.

Core elements of due diligence	Paragraphs in the sustainability statement
a) Embedding due diligence in governance, strategy and business model	• ESRS 2 Double Materiality Assessment - Stakeholder engagement (158) • ESRS 2 Strategy - Sustainability strategy and business model (154) • ESRS 2 Strategy - Value chain (157) • ESRS 2 Sustainability oversight and decision-making (152) • ESRS 2 Governance - Integration of sustainability-related performance in incentive schemes (152) • ESRS 2 Double Materiality Assessment - Identification of impact, risks, and opportunities (IROs) (159)
b) Engaging with affected stakeholders in all key steps of the due diligence	• ESRS 2 Double Materiality Assessment - Stakeholder engagement (158) • ESRS 2 Sustainability oversight and decision-making (152) • S1-2 Processes for engaging with own workforce (238) • S2-2 Process for engaging, remediating and raising concerns (249) • S4-2 Engaging with consumers and end-users about impacts (252)
c) Identifying and assessing adverse impacts	• ESRS 2 Double Materiality Assessment - Process in IRO identification, assessment and monitoring (164) • Further details on material impacts, risks and opportunities and their interaction with strategy and business model can be found in their respective ESRS subchapters later in chapter 5, under the section titled "Interaction with Strategy and Business Model.
d) Taking actions to address those adverse impacts	• E1 Action plan for climate change (172) • E1 Impact, Risk and Opportunity Management (178) • E2 Impact, Risk, and Opportunity Management (194) • E5 Impact, Risk, and Opportunity Management (198) • S1 Processes for engaging with own workforce and workers representatives about impacts (238) • S1 Processes to remediate negative impacts and channels for own workforce to raise concerns (239) • S2-3 Approach to remedy and grievance mechanisms for value chain workers (249) • S4 Impact, Risk, and Opportunity Management - Engaging with consumers and end-users about impacts (252) • S4 Processes to remediate negative impacts and channels for consumers and end-users to raise concerns (253)
e) Tracking the effectiveness of these efforts and communicating	• E1 Action plan for climate change (172) • E1 Metrics (185) • S1 Metrics (240)

Key Highlights of Ayvens' Due Diligence Approach

- Cross-functional Integration: Ayvens' sustainability and risk management teams jointly conduct ESG risk assessments to ensure consistency across governance, compliance, and strategic planning.
- Alignment with Regulatory Requirements: Ayvens' due diligence process complies with ECB climate related risk guidelines, ensuring that it meets regulatory expectations.
- Continuous improvement: Ayvens reviews its due diligence practices annually, updating them in response to evolving sustainability regulations, stakeholder feedback, and business priorities.

By providing this structured mapping, Ayvens ensures transparency in how due diligence practices are embedded in governance, risk management, and sustainability strategy.

Risk management and internal controls of sustainability reporting

For the initial production of its sustainability statement, Ayvens implemented a tactical permanent control system to ensure accuracy and compliance. Contributors applied Level 1 controls within their respective areas, while the Finance Division's Project Team established a structured process to monitor the formalization of methodologies and production status.

Looking ahead, Ayvens will collaborate with Societe Generale to develop a target control system in 2025, enhancing the oversight and governance of sustainability reporting for future disclosures.

The Finance Division, through its dedicated ESG reporting and metrics team, is responsible for the regulatory monitoring and production of the sustainability statement, ensuring alignment with evolving reporting requirements and industry standards.

5.1.3 Strategy

Sustainability strategy and business model

Ayvens' business model integration, stakeholder engagement, and value chain

Chapter 1 of the Universal Registration Document (5) details Ayvens' general strategy and business model, outlining its approach to growth and market positioning. Building on this foundation, in September 2023, the company launched its PowerUp 2026 strategy, emphasizing its role in driving eco-friendly mobility in the EU market. Ayvens aims to facilitate low-emission vehicle financing and promote sustainable mobility solutions. Striving to act responsibly, Ayvens integrates environmental, social, and governance (ESG) principles into its strategy, addressing global challenges like climate change and inequality. These goals are reflected in its four sustainability pillars, ensuring long-term value creation for all stakeholders:

1. **Shaping the future of sustainability mobility:** Ayvens is working on the transition to low-emission mobility, with a strong focus on electric vehicles (EVs) and multi-modal solutions. We aim to decarbonize mobility by expanding access to EVs, mobility-as-a-service (MaaS), and alternative transport options, reducing reliance on traditional car ownership.
2. **Driving positive impact across the value chain:** the size and position of Ayvens in the mobility ecosystem opens opportunities to create positive impact "end to end" and benefit the environment and the community. This holistic approach covers the profile of vehicles leased but also the repair and maintenance activity as well as internal operations. As an example, Ayvens joined the Science-Based Targets initiative (SBTi) in December 2023 and should therefore set short-, medium- and long-term reduction targets across all emission scopes that are compatible with the Paris Agreement. Work is underway to build this trajectory to 2050, and the CO_2 emission reduction targets that are being set will be in line with the trajectory required by the Net Zero scenario.
3. **Ensuring responsible governance and risk management:** As a listed and ECB-regulated company, ESG is embedded in everything we do. We comply with external regulations, manage ESG-related risks, and operate under a robust governance framework supported by SG Group. For example, by 2026, our goal is for 100% of corporate clients and suppliers to be covered under Know Your Customer (KYC) and Know Your Supplier (KYS) assessments, when required by internal policy.
4. **Being a supportive and responsible employer:** Our people are our greatest asset. We prioritize their well-being, development, and inclusivity, for example by setting a target of 35% female representation in management by 2030. We strive to create an engaging, diverse, and equitable workplace that fosters long-term success.

Stakeholders

Ayvens integrates sustainability considerations into its operations by actively engaging with stakeholders across its value chain. This engagement provides valuable insights into market dynamics and evolving expectations, enabling the company to respond agilely to emerging challenges. Ayvens maintains an ongoing dialogue with five key stakeholder groups— the civil society (regulators, media, Non-Governmental Organisations) , investment community, clients, employees, and business partners (suppliers, partners). Through meetings, surveys, and expert panels, the company assesses the impact of its activities and gathers input on sustainability and governance expectations. Regular initiatives, including employee and customer surveys and quarterly financial updates, ensure transparency and responsiveness. Moving forward, Ayvens will continue to prioritize dialogue with its internal workforce and clients to deepen its understanding of their perspectives on sustainability.

Presentation and description of key stakeholders: organisation of dialogue, topics covered and outcomes

The following items illustrate aspects of the dialogue mechanism for each major stakeholder family. Without being exhaustive, these items are intended to give an overview of the process and the content of the discussions.

CIVIL SOCIETY

Key Stakeholders	*Regulators/supervisors, NGO's, Media*
Aims of the dialogue	Dialogue with regulators/supervisors allows Ayvens to understand and anticipate regulatory changes, but also to contribute to discussions within the industry. Dialogue with NGOs and the media allows the Group to pay closer attention to the expectations of civil society in terms of environmental and social issues. It also allows to clarify commitments when necessary
Organisation of the dialogue	The Group maintains close relations with regulators/supervisors wherever it operates, either directly or through Societe Generale. Dialogue is most often initiated by regulators/supervisors. All dialogue with the media is handled by the Communication Department; dialogue with NGOs falls within the remit of the Sustainability Department. The main channels are: • Interaction when requests are sent to the Group or following NGO publications • Bilateral meetings and briefings on specific events or news • Discussions led by institutions or leasing industry associations (at local or European level) • Monitoring of media coverage and press releases
Topics covered in 2024	• New supervisory regulations, ESG regulations (sustainability reporting, due diligence, taxonomy, etc.), automotive market regulation (CO_2 targets, measure to accelerate electrification of corporate fleets) and taxation (at national level) • Ayvens performance regarding electrification
Outcomes of the dialogue	The outcomes of the dialogue mainly influence: • Societe Generale and Ayvens normative approach • Societe Generale and Ayvens environmental and social policies • Ayvens Commercial strategy • Ayvens sustainability goals and key commitments

INVESTMENT COMMUNITY

Key stakeholders	*Shareholders, investors, rating agencies*
Aims of the dialogue	Ayvens aims to provide the investment community with a high level of transparency on its performance and strategic objectives.
Organisation of the dialogue	Dialogue with the investment community is coordinated by the Finance Division and involves the Management Committee and the Finance Division. The main channels are: • Presentations, roadshows, conferences • Bilateral meetings • Regular discussions with rating agencies • General Meeting
Topics covered in 2024	• Strategy and financial performance • Strategy and extra-financial performance • Opportunities and risks • Governance
Outcomes of the dialogue	• Ayvens' strategy and publications

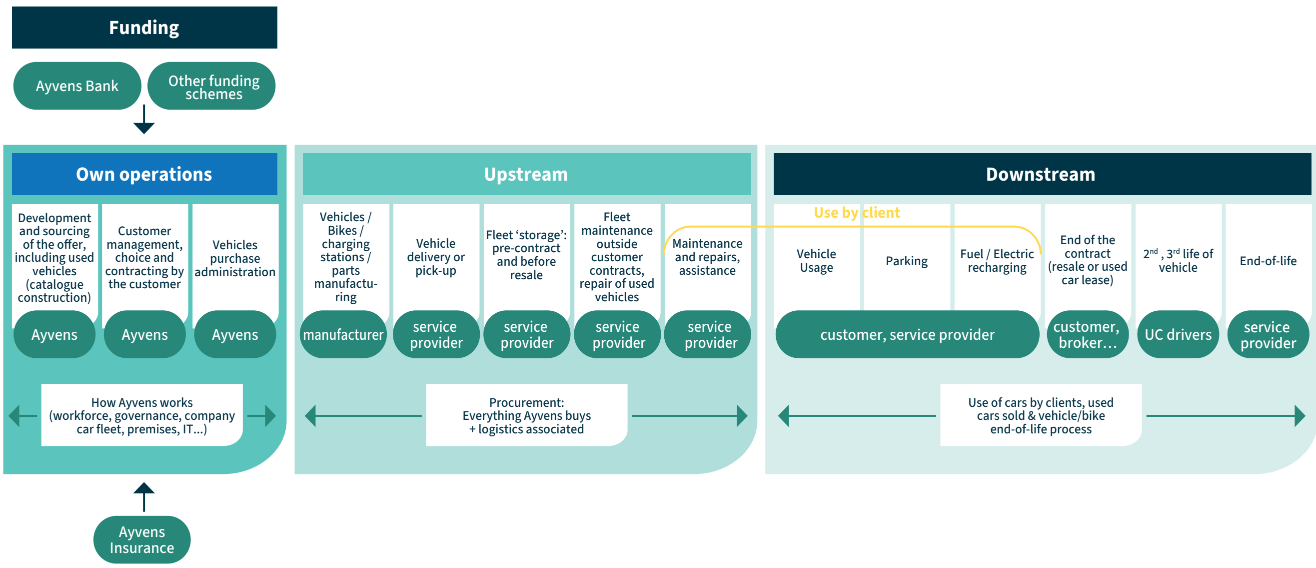
CIVIL SOCIETY

CLIENTS	
Key stakeholders	*Corporates, Individuals*
Aims of the dialogue	Ongoing dialogue with customers allows Ayvens to measure their perceptions and anticipate their expectations, to design appropriate solutions with them and to support them in their environmental transition.
Organisation of the dialogue	The organisation of dialogue with customers comprises several layers: an international layer with international stakeholders (clients) and a national layer. It is coordinated by the Commerce division. The main channels are: • Customer feedback from employees • Data transmitted during know-your-customer procedures • Satisfaction surveys, including Net Promoter Scores (NPS) - international and local • Customer Advisory Boards (international and local) • Bilateral meetings, face-to-face and/or through online platforms. • Fleet and Automotive Conferences, events, newsletters, etc.
Topics covered in 2024	• The quality of the products and services provided and pricing • The integration of ALD Automotive and Leaseplan • The customer journey and relationship • Industry and regulatory updates • Sustainability matters specific to Ayvens activities (Electric Vehicles, decarbonisation)
Outcomes of the dialogue	The outcomes of the dialogue mainly influence: • Commercial strategies and product / service / consultancy offerings • The relationship model and customer journey
EMPLOYEES	
Key stakeholders	*Employees, trade unions, students*
Aim of the dialogue	The culture of dialogue is one of the key components of the responsible employer strategy. It is fertile ground for capturing the views and interests of employees, gaining insights into what drives their engagement and supporting change during Ayvens' transformations.
Organisation of the dialogue	Dialogue with employees is orchestrated by Human Resources at Group level, in addition to the individual and collective managerial dialogue specific to each department. The main channels are: • Regular surveys to measure employee engagement and well-being, including an annual Group-wide employee survey • Regular meetings with staff representatives • Mobilisation of employees on specific topics or projects • Internal events (face-to-face and online) • A whistleblowing system
Topics covered in 2024	• Organisational transformation, workload, operational efficiency • Attracting and retaining talent, training, mobility, career development • Well-being at work, including flexible working conditions, diversity, equity and inclusion, feedback and the culture of dialogue, the treatment of inappropriate behaviour • Ayvens' financial and extra-financial strategy
Outcomes of the dialogue	The outcomes of the dialogue mainly influence: • The "People" strategy within the PowerUp 2026 Strategic Plan (corporate culture, employee experience and Diversity, Equity and Inclusion as an example) • Culture and Conduct approach

CIVIL SOCIETY

BUSINESS PARTNERS	
Key stakeholders	*Suppliers, Strategic partners, industry associations, other partners*
Aims of the dialogue	Close dialogue allows the Group to build lasting relationships with its key suppliers, which fall into two main categories: direct procurement (comprising car manufacturers and suppliers providing maintenance, repair, tyres, roadside assistance, etc.) and indirect procurement (IT, consulting, travel, office supplies, catering, etc.). Ayvens also has a specific “indirect” sales channel where the leasing product is distributed through the networks of the partner (OEM dealerships, banks, etc.), often through a “white label” solution. These partners are therefore a key stakeholder of the Group. Ayvens is actively involved with various industry associations, enabling the Group to contribute to industry initiatives, identify trends and dialogue with common stakeholders (regulators/supervisors, industry associations, local authorities, etc.).
Organisation of the dialogue	Dialogue with suppliers is coordinated by Ayvens Purchasing Division, either directly (for direct procurement) or via Societe Generale (for Indirect Procurement). The organisation of dialogue with partners comprises several layers: an international layer with international partners and a national layer. It is coordinated by the Commerce division. The involvement of employees in local industry associations is organised both at headquarter level and locally. Participation in certain external organisations is coordinated at Group level. The main channels are: • Regular bilateral meetings • Trade association meetings • Conferences, workshops, events, newsletters, etc.
Topics covered in 2024	• The integration of ALD Automotive and Leaseplan • Business development opportunities • Extra-financial criteria for calls for tenders and contractual clauses • Working conditions for our suppliers’ employees • Environmental and social policies
Outcomes of the dialogue	The outcomes of the dialogue mainly influence: • Purchasing strategy • Commercial strategy for partnerships • Communication of leasing industry position • Environmental and social policies

Value chain



Ayvens' upstream value chain primarily consists of asset production, including vehicles, and parts manufacturing, along with procurement and logistics. All inputs are secured through contractual agreements with approved suppliers, ensuring multiple sourcing to reduce dependency. Vehicles are only purchased after securing a client contract, and Ayvens pre-determines the brands and models it is willing to finance. Maintenance and repairs are conducted at approved service centres, ensuring quality control over contractually agreed parts and services.

Ayvens' downstream value chain focuses on vehicle life cycle. This covers usage of leased vehicles, the used cars, end-of-life vehicle processing, and fuel or electric charging for clients. Contractual agreements secure payments and other interactions across the downstream supply chain, ensuring operational efficiency and service continuity.

Ayvens own operations scope cover internal workforce across its 42 affiliates, IT infrastructure and systems, premises, corporate governance and specific entities such as Ayvens Bank and Ayvens Insurance. As a reminder, Ayvens is not involved in any manufacturing activity, and outsources all operational services provided on leased vehicles.

Ayvens aims to embed its sustainability goals into its business model, products, services, and corporate values, striving for alignment with its sustainability strategy and fostering stakeholder engagement across the upstream and downstream value chain. Defined at the Group level but primarily implemented and monitored at the country level, these goals cover fleet electrification, CO_2 emissions reduction, employee engagement, and gender diversity in top management positions, reinforcing Ayvens' goal to be a preferred employer and business partner while addressing stakeholder expectations.

5.1.4 Double materiality assessment

Ayvens conducted a comprehensive Double Materiality Assessment (DMA) to identify and evaluate material impacts, risks, and opportunities (IROs) across its operations and value chain. The DMA follows the EFRAG's ESRS guidelines, and is building on the ESG insights gained when integrating regulatory expectations from the ECB Guide on Climate-Related and Environmental Risks into its risk management framework over the past years. The 2024 DMA builds upon the existing ESG risk and opportunities profiles, transparently disclosed in Ayvens' previous year URD 2023 Chapter 5. Annual updates to the DMA process are planned to ensure continuous improvement and alignment with evolving regulatory expectations.

Ayvens DMA combines top-down risk analysis with bottom-up risk and control assessments to provide a comprehensive overview of risk exposure. The process was led by the first line of defence (LOD1) sustainability department under the direct supervision of the Chief Sustainability Officer (CSO), with oversight from the second line of defence (LOD2) Non-Financial Risk (NFR) risk department managing ESG-related risks.

Stakeholder engagement

Stakeholder engagement conducted within the double materiality assessment

Ayvens leveraged on the practices in place within regular stakeholder outreach (see table provided under 'Presentation and description of key stakeholders: organisation of dialogue, topics covered and outcome' - 154) and carried out a specific additional process to complete the DMA, divided into two phases:

1. A first phase conducted in 2023 within Ayvens France, to include "proximity stakeholders" and obtain the most realistic and exhaustive vision of the Ayvens context. Individual interviews with internal and external stakeholders were conducted, including academics and industry experts.
2. A second step conducted in 2024 when finalizing the Group DMA Approach. This second step involved the Risk management and Sustainability team and aimed at producing a mapping of the sensitivity of the company stakeholders towards the different ESRSs. This phase was used as a sanity check, to make sure that the assessment of impact materiality did not overlook any topic that proved sensitive for key internal or external stakeholders from upstream or downstream value chain as well as internal operations. Sensitivity was assessed using two main sources of information: existing, structured surveys when existing (for example, the employee barometer or the annual satisfaction survey conducted with International Key Accounts), and interviews with internal experts.

Identification of impact, risks and opportunities (IROs)

Material sustainability topics

Ayvens has conducted a comprehensive DMA to evaluate the impacts, risks and opportunities (IROs) associated with environmental, social and governance (ESG) topics. The assessment considers Ayvens operations, activities, and its upstream and downstream value chain.

For the 2024 reporting period, Ayvens has identified seven out of ten ESRS topics as material across different dimensions of double materiality. The results of the assessment are outlined in the table below.

ESRS topics	Impacts	Risk	Opportunities
E1 - Climate Change	**Material**	**Material**	**Material**
E2 - Pollution	**Material**	Non-Material	Non-Material
E3 - Water and marine resources	Non-Material	Non-Material	Non-Material
E4 - Biodiversity and ecosystems	Non-Material	Non-Material	Non-Material
E5 - Resource use and circular economy	**Material**	Non-Material	Non-Material
S1 - Own workforce	**Material**	Non-Material	Non-Material
S2 - Workers in the value chain	**Material**	Non-Material	Non-Material
S3 - Affected communities	Non-Material	Non-Material	Non-Material
S4 - Consumers and end-users	**Material**	Non-Material	Non-Material
G1 - Business conduct	Non-Material	**Material**	Non-Material

Description of material IROs

As part of Ayvens' DMA, a total of 23 material impacts, risks, and opportunities (IROs) have been identified across the Environmental, Social, and Governance (ESG) pillars. The findings provided a comprehensive view of where sustainability matters are most material to Ayvens operations, value chain, and stakeholders.

Breakdown of 23 Material IROs per ESG Pillar

Environmental (15 IROs)
- E1 – Climate Change: 8 IROs
- E2 – Pollution: 5 IROs
- E5 – Resource Use and Circular Economy: 2 IROs

Social (7 IROs)
- S1 – Own Workforce: 2 IROs
- S2 – Workers in the Value Chain: 3 IROs
- S4 – Consumers and End-Users: 2 IROs

Governance (1 IRO)
G1 – Business Conduct: 1 IRO

The table below outlines the alignment of each type of impact (positive or negative), risk, or opportunity with the relevant ESRS standard, providing a detailed description, its position with Ayvens' value chain (upstream, own operations, or downstream), and the expected time horizon for materialization.

IROs	Description	Value chain: upstream (us), own operations (oo), downstream (ds)	Time Horizon: Short Term(ST), Medium Term (MT), Long Term (LT), Unchanging (UT)
ENVIRONMENT			
ESRS E1			
Impact	GHG emissions from clients' use of vehicles (gas, electricity) are assessed as material with an actual negative impact in terms of climate change.	ds	ST
Impact	GHG emissions from the vehicles manufacturing process and parts for fleet maintenance are assessed as material with an actual negative impact in terms of climate change.	ds	ST
Impact	Use of electricity by consumers for electric vehicles charging are assessed as material with an actual negative impact in terms of climate change.	ds	ST
Impact	Use of electricity by suppliers/manufacturers/service providers at every stage of the value chain (vehicles manufacturing, fleet maintenance, vehicle maintenance/repairs, contract management through digital platforms, end-of-life process - vehicle shredding) are assessed as material with an actual negative impact in terms of climate change.	up, oo, ds	ST
Physical risk	Higher insurance costs (CAT Re-insurance) due to growing severe weather events damaging Ayvens assets (premises/vehicles)	oo	LT
Transition risk	Pressure on the prices of used cars in the resale process and additional price variability for all drivetrains.	oo,ds	LT
Transition risk	Decline in business to business vehicle demand driven by evolving and fragmented regulations and taxation on company vehicles (e.g., super malus).	oo, ds	MT
Opportunity	Increased EVs sales due to surge in demand (acceleration of the electrification of transport, and pressure to lower emissions of corporate fleets).	oo	MT
ESRS E2			
Impact	Pollution of air from the use of vehicles are assessed as material with an actual negative impact in terms of pollution.	ds	ST
Impact	Pollution of air from vehicles end-of-life process (materials recycling) are assessed as material with an actual negative impact in terms of pollution.	ds	ST
Impact	Pollution of air from vehicles manufacturing process (extracting, producing car and electronical parts) are assessed as material with an actual negative impact in terms of pollution.	us	ST
Impact	Pollution of soil caused by tyre wear (synthetic rubber) and by engine emissions are assessed as material with an actual negative impact in terms of pollution.	ds	ST
Impact	Pollution of water caused by tyre wear (synthetic rubber) and by engine emissions are assessed as material with an actual negative impact in terms of pollution.	ds	ST
ESRS E5			
Impact	Mobilization of raw materials for maintenance (spare parts) are assessed as material with an actual negative impact in terms of resource use and circular economy.	us	ST
Impact	Mobilization of raw materials for vehicles construction (rare metals extraction, aluminum, steel, rubber) are assessed as material with an actual negative impact in terms of resource use and circular economy.	us	ST

IROs	Description	Value chain: upstream (us), own operations (oo), downstream (ds)	Time Horizon: Short Term(ST), Medium Term (MT), Long Term (LT), Unchanging (UT)
SOCIAL			
ESRS S1			
Impact	Job creations in Ayvens' HQ and in mobility centers (actual impact) are assessed as material with an actual positive impact in terms of own workforce.	us, ds	LT
Impact	Deterioration of quality of life at work for Ayvens' own employees, in mobility centers and in HQ, causing disengagement at work are assessed as material with a potential negative impact in terms of own workforce.	oo	MT
ESRS S2			
Impact	Job Creation Across the Mobility Value Chain • Vehicle/bike manufacturing, along with EV growth • Customer and fleet management, transport workers, fuel stations, and EV charging infrastructure • Recycling sector, vehicle end-of-life processing, including material recovery and component use are assessed as material with an actual positive impact in terms of workers in the value chain.	us, ds	LT
Impact	Jobs loss due to development of EVs, which require less parts, have a longer lifespan and need less maintenance and repairs are assessed as material with an actual negative impact in terms of workers in the value chain.	us	LT
Impact	Deterioration of health and safety at work in industrial sites : in mines (mineral sourcing), in vehicle manufacturing factories and in dismantling and recycling facilities are assessed as material with an actual negative impact in terms of workers in the value chain.	us, ds	MT
ESRS S4			
Impact	Development of circular consumption habits by extending vehicle life cycle through parts reparability (in the maintenance process), 2nd life vehicles offers and resale, and recycling and spare parts reuse are assessed as material with an actual positive impact in terms of consumers and end-users.	us, ds	MT
Impact	Development of financial accessibility of mobility: • Second-Hand offers available to a larger public • Leasing of newer vehicles at more affordable rates are assessed as material with a potential positive impact in terms of consumers and end-users.	oo, ds	MT
GOVERNANCE			
ESRS G1			
Risk	Risk of not complying to high ethical business standards (corporate culture, internal conduct, supplier relationships) and high cost of transition to new standards in a time of tightening ESG-regulations.	oo	MT

Methodology for identifying material information

Material information was determined based on the availability of relevant data to address the identified material impacts, risks, and opportunities in line with ESRS 1 Section 3.2. For this initial CSRD reporting cycle, Ayvens treated all datapoints related to material matters as material. Where data was not yet available, this was transparently recorded, with the intention to review and update these disclosures in future reporting cycles as data collection capabilities improve.

Interaction of material impacts with strategy and business model

All material impacts are integrated into Ayvens' strategy and business model, albeit with a different degree of maturity. Climate Change (E1), Own Workforce (S1), Consumers and End-Users (S4), and Business Conduct (G1) have been identified as material within Ayvens Double Materiality Assessment, and are already embedded in the company's strategy, governance, and resource allocation. Pollution (E2), Resource Use and Circular Economy (E5), and Workers in the Supply Chain (S2) are emerging topics and are being progressively integrated into Ayvens' corporate plans and governance structures to ensure alignment with evolving sustainability priorities.

Environmental matters, and specifically those related to climate change, pertain to the Group's strategy to decarbonise mobility and support clients in their transitions. Pollution concerns are closely linked to climate change in terms of regulatory trends, client behaviours and technological solutions, and are therefore addressed in the strategy and business model. Nevertheless, further actions on pollution mitigation need to be structured along with a more precise understanding of impacts and solutions. Both Climate Change and Pollution are embedded in the sustainable mobility pillar of the sustainability strategy.

Resource use and circular economy are identified as important drivers of the second pillar of the sustainable mobility strategy (end to end positive environmental and social impact). As for pollution, further actions need to be structured along with a more precise understanding of impacts and solutions.

For its own workforce (S1), Ayvens deploys its responsible employer strategy, which is one of the pillars of the Group's sustainability strategy. Based on ambitious goals, the aim is to ensure quality of life at work, equity, inclusion, and the professional development of employees. These are essential factors in encouraging employee engagement within the Group and improving performance. Workers in the Supply Chain (S2) is an emerging topic and is being progressively integrated into Ayvens' procurement strategy to ensure alignment with evolving regulations. In addition, the satisfaction and support of customers (S4), and of consumers and end-users more broadly, are key components of the Group's strategy and business model. These include the use of the Net Promoter Score (NPS) in feedback and customer service.

Lastly, the Group strives to express responsibility through its corporate culture, ethics, and business conduct (G1).

Current financial effects related to financial materiality and Ayvens' mitigation actions

For each financial material matter, including risks and opportunities, Ayvens has analysed the current financial effects on the business model, value chain, strategy and decision-making, as well as on its financial position and performance. These effects give rise to specific mitigation actions.

Financial impact of risks

The analysis revealed that none of the risks set out below has been identified as requiring a material adjustment to the carrying amounts of assets and liabilities through impairments or provisions as at 31 December 2024.

Risks	Current financial effects	Mitigation actions
E1 - Climate change		
Physical risk	Ayvens has identified higher insurance costs—particularly related to CAT re-insurance—as a material physical risk driven by the increasing frequency and severity of extreme weather events. These events pose a potential financial impact on the company's assets, including premises and vehicles. While current effects remain limited, there is a significant risk that such costs could lead to material adjustments in insurance-related liabilities within the next annual reporting period.	Physical risk is managed by the company implementing a range of actions including regular climate risk assessments, strategic adjustments to insurance coverage, and infrastructure resilience measures. More details can be found in the EU taxonomy section in 5.5 (202).
Transition risk	Ayvens faces a transition risk linked to price pressure and increased variability in vehicle resale values across all drivetrains. This is primarily driven by evolving emissions regulations, shifting customer preferences, advancing technologies, and energy price volatility. These factors may impact financial performance through potential fluctuations in remarketing income and residual value assumptions.	Transition risk is managed by enhancing its residual value forecasting models, diversifying resale channels, and applying dynamic pricing strategies. The company is also promoting second-hand EV adoption, and offering tailored leasing solutions to stimulate demand. Additionally, Ayvens leverages residual value guarantees, strengthens OEM partnerships, and continuously monitors policy, technology, and consumer trends to maintain fleet value.
Transition risk	Ayvens has identified a material transition risk related to declining business-to-business (B2B) vehicle demand, driven by evolving and fragmented regulations and taxation policies on company vehicles. While the current financial impact remains limited, this risk may affect fleet size, revenues, and associated cash flows.	Transition risk is managed by enhancing regulatory monitoring, adapting pricing strategies, and accelerating its shift toward low-emission and electric vehicles. The company is also expanding flexible mobility solutions, including short-term leasing and subscription models, while strengthening customer advisory services to help clients navigate tax and policy changes. Through these actions, Ayvens aims to maintain demand, safeguard residual values, and ensure commercial resilience in a changing regulatory landscape.

Risks	Current financial effects	Mitigation actions
G1 - Business conduct		
Risk	Ayvens has identified a business conduct risk related to potential non-compliance with evolving ethical standards and the rising cost of aligning with tightening ESG regulations. While no immediate material financial impact has been recorded, there is a risk of increased compliance costs, reputational harm, and potential legal exposure.	Risk is managed by reinforcing its internal governance through updated codes of conduct, mandatory ESG training, and enhanced compliance monitoring. Supplier relationships are managed through stricter ESG-aligned selection criteria and regular audits. Resources are allocated to support ESG transformation, while cross-functional oversight ensures integration across departments. These actions aim to uphold ethical conduct, ensure regulatory compliance, and maintain stakeholder trust.

Financial impacts related to opportunities

For this first exercise, the financial impacts related to opportunities were determined from the projection of revenues associated with sustainability topics estimated in the short and medium terms. Climate change presents material opportunities for revenue from the provision of sustainable mobility services to support customers in the move towards a low-carbon economy.

Resilience of the strategy and business model to material IROs

The resilience of Ayvens' strategy and business model to the material IROs identified is based on the following risk management processes.

In compliance with the requirements of the European Central Bank (ECB), Ayvens ensures that climate and environmental (C&E) risks are identified and assessed with an appropriate level of granularity, taking into account the geographical regions, products and services.

This resilience to material IROs is made possible by:

- The existence of specific mitigating factors and the processes for their management, and
- Through the annual materiality assessment and Business Environment Scan (BES) exercises.

These exercises aim to ensure continuous adaptation to changes in the materiality of IROs and involve a cyclical process, allowing them to be taken into account in the definition of the strategic guidelines for the business lines and their translation into a budget trajectory.

Methodology used for the resilience analysis of Ayvens' strategy and business model

The Business Environment Scan (BES) aims to identify a wide range of external factors and trends that shape the business conditions in which a business operates or is likely to operate. It is a key process through which Ayvens integrates external factors, such as macroeconomic variables, the competitive landscape, technological advances, and societal and geopolitical developments.

The BES methodology is based on a continuous three-step process:

- preparation: definition of the relevant risk factors and granularity of analyses;
- impact analysis: assessment of the effects of risk factors on Ayvens' business environment;
- business implications: identification and prioritisation of threats and opportunities for Ayvens.

This process, which is done in conjunction with the Societe Generale, involves teams within Ayvens Risk, Sustainability, and Strategy Department and management working together, and also considers the outcome of the financial materiality assessment. The governance bodies play a key role in steering this process and monitoring the implementation of the policy.

Governance and strategy oversight of material impacts, risks, and opportunities

As this was Ayvens' first development of IROs in 2024, a direct one-to-one link between each IRO and governance body within the organization has not been established. In 2025, Ayvens will refine this alignment, facilitating a clearer integration of IROs with relevant governance bodies . However, as a regulated financial institution, Ayvens integrates ESG oversight within its existing structure: Compliance covers governance topics, HR and Procurement oversee social topics over the value chain, Sustainability department and business functions like Consultancy are involved in environmental topics such as energy transition.

Prior to CSRD implementation, Ayvens had an established governance framework to inform leadership on sustainability matters. In the 2024 cycle, the Executive Committee and Board reviewed and approved the Double Materiality Assessment (DMA), with the CFO and Deputy CEO sponsoring the CSRD project and providing regular updates to the Executive Committee and the Board's Audit and Internal Control Committee (CACI).

Ayvens' administrative, management, and supervisory bodies are regularly informed about material sustainability matters, including due diligence implementation and the effectiveness of related policies, actions, metrics, and targets regarding Climate Change (E1), Own Workforce (S1), Consumers and End-Users (S4), and Governance (G1), while Pollution (E2), Resource Use and Circular Economy (E5), and Workers in the Supply Chain (S2) are emerging topics that will be progressively integrated into corporate plans and governance structures. Additionally, these bodies oversee sustainability considerations in strategic decision-making, major transactions, and risk management, ensuring a balanced approach between financial and sustainability objectives, with regular reviews to reinforce alignment.

As part of the PowerUp26 strategy, Ayvens has established a governance structure that aims to oversee the setting of targets for material impacts, risks, and opportunities (IROs). Any potential targets related to established IROs are subject to approval of the Executive Committee and Board of Directors. Areas still under development—relate among others to pollution and future climate targets. While the 2024 Double Materiality Assessment (DMA) did not lead to immediate changes to the strategic plan, ongoing stakeholder engagement continues to inform product development, service offerings, and consultancy approaches, supporting the company's ongoing efforts to adapt its business model and sustainability strategy

Process in impact, risk, and opportunity identification, assessment and monitoring

ESRS norms set general guidelines regarding the double materiality assessment. This section therefore describes the approach taken by Ayvens for its own double materiality assessment, drawing on the EFRAG guidance on implementation and existing stakeholder dialogue mechanisms. The IROs were each assessed separately over the time horizons considered relevant taking into account the value chain and using approaches by ESRS topic.

We used a four-stage approach to identify and assess potential or actual impacts:

1. **Understanding and identification of impacts:** Ayvens conducted an in-depth study of the company's sector and mapping of Ayvens' business model and value chain to create a thorough understanding of the company's double materiality context. The value chain has been systematically analysed for impact materiality, with a view to comprehensively identifying the potential negative material impacts generated by Ayvens Group.

   In line with ESRS requirements, Ayvens used the list of sustainability matters outlined in ESRS 1 AR 16 as a supporting tool in its materiality assessment, while also taking into account its specific circumstances and value chain. As part of this process, Ayvens identified relevant internal and external data sources and made its best efforts to collect appropriate data in support of assessing material impacts, risks, and opportunities.
2. **Internal impact assessment:** Ayvens has developed an internal methodology to assess the actual and potential impacts identified in the previous step. This methodology is based primarily on a quantitative analysis when the data are available (internally for greenhouse gas emissions or via external sources), supplemented as necessary by an internal ESG expert opinion. In the absence of available quantitative data, a qualitative materiality assessment methodology was developed. This work resulted in an internal score for impact materiality by ESRS topic and by business segment concerned.
3. **Inclusion of stakeholders in the assessment:** The internal materiality assessment was accompanied by the views and interests of stakeholders reference stakeholder engagement conducted within the double materiality assessment section 5.1.4 (158).
4. **Aggregation and consolidation of outcome:** The outcome of the impact materiality assessment at the business activity level was aggregated into a consolidated view for each topic.

Impact Materiality: assessment methodology and criteria

Impact materiality was determined by assessing the severity of actual or potential impacts and the likelihood of their occurrence. For the qualitative analysis, the assessment methodology is based on four criteria. Severity is based on three criteria: the scale, scope and irremediable character, the latter criterion being the likelihood of occurrence of potential impacts. Each severity criterion was ranked on a scale in magnitude of 1 (very low) to 4 (major). Similarly, the likelihood, or possibility of a potential impact occurring in the short, medium and long term, was ranked on a scale from 1 (unlikely) to 4 (almost certain). Individual impact ratings were used to prioritise them and to identify the material impacts based on the financial materiality threshold defined.

Financial Materiality: Description of the process and key steps

The financial materiality identification and assessment exercise is based on the "Materiality Assessment Implementation Guidance" published by EFRAG for the assessment of opportunities, accompanied by the ECB "Guide on climate related and environmental risks" for the materiality of risks. The key steps for the financial materiality assessment are as follows:

- an identification of risks and opportunities and selection of key matters;
- a quantification of the risks and opportunities, corresponding to an assessment of the potential negative or positive financial effect on Ayvens Group for each risk factor or opportunity, taking into account the time horizon, level of materiality and frequency of occurrence of risk scenarios;
- the conclusion on financial materiality is reached by comparing quantified results with predefined materiality thresholds, such thresholds being defined in line with the Risk Appetite Framework at Ayvens Group level.

Scenario selection

In order to build forward-looking scenarios, the material impacts identified in impact materiality, and all the sustainability issues (82 themes, sub-themes and sub-sub-themes of the CSRD) were taken into account. In addition, dependencies on natural, human and social resources, which can be a source of financial opportunities or risks were considered.

The scenarios address sustainability issues that give rise to risks or opportunities that have a material influence or can reasonably be expected to have a material influence, on a company's development, financial position, financial performance, and cash flows, as well as on its access to finance or cost of capital in the short, medium and long term. Risks and opportunities may arise from past or future events.

Building the financial risks rating grid

The rating grid was constructed in accordance with the ESRS guidelines, based on the criteria of probability of occurrence and the potential scale of the financial magnitude. The time horizon was also assessed but is not taken into account in the rating. The criteria used as thresholds for assessing the potential scale of the financial effects were defined to be representative and in line with existing processes within Ayvens, such as capital thresholds, Internal Capital Adequacy Assessment Process (ICAAP) methodology, risk appetite statements and operational risk incident thresholds. The individual rating of risks enabled them to be prioritised and verified as material if exceeding a predefined materiality threshold.

Methodology and criteria for assessing the materiality of opportunities

Opportunities are identified on the basis of the products and services related to ESG criteria in the Group's various business lines, and on the basis of the strategic planning process and other business development initiatives, such as the Business Environment Scan, that highlight business opportunities, particularly those likely to generate new income streams. The opportunities are assessed on a quantitative basis using estimated revenues generated in connection with ESG topics and on a qualitative basis in the absence of available estimates.

Description of the process to identify and assess material impacts, risks, and opportunities in relation to topical ESRS

Climate change: description of the materiality assessment process for impacts

The process to identify and assess climate-related impacts follows the same steps as the process described in section 5.1.4 (164) "Process in IRO identification, assessment and monitoring". Each activity and part of Ayvens value chain was analysed to determine whether they could have a potential or actual impact based on the topics envisaged by the ESRS and whether this impact could be considered material. The impact assessment was then compared with the results of the dialog with stakeholders to confirm the final outcome of the impact assessment. For the assessment of climate-related impacts, a quantitative approach combined with an expert opinion was taken for all of Ayvens' activities. This was based mainly on the amount of greenhouse gas emissions calculated at Ayvens Group level.

Climate change: description of the risk assessment process and scenario analysis

The process for the materiality assessment of climate change risks followed the same steps as those described in 5.1.4 (164) "Process in IRO identification, assessment and monitoring". Climate risks were assessed by determining the financial impact on the Group of the different risk categories, on the basis of an internal materiality assessment exercise. This assessment was carried out using a quantitative approach (e.g. stress tests) wherever possible.

Scenario selection

For climate transition risks, IPCC scenarios RCP 2.4 and RCP 4.5 have been leveraged to inform the resilience analysis of Ayvens by outlining distinct climate pathways and their associated risks and opportunities. Scenario 2.4 represents an ambitious approach, focusing on rapid transformation. In contrast, scenario 4.5 supports a more gradual transition. By analysing these outlined scenarios as well as the scenario's posed by the Network for Greening the Financial System, Ayvens informed the evaluation of the effects of transitioning to a lower-carbon and resilient economy on macroeconomic trends, energy consumption, and technology adoption.

For climate physical risks, the IPCC RCP 8.5 (worst case) scenario was used to identify and assess climate related physical risk, with the methodology described in the taxonomy chapter (DNSH criteria on climate change adaptation - 206).

In general, climate scenarios aim to describe possible futures, by answering questions on how transition pathways, guided by policies, technology and behaviours, should be put in place to achieve a defined physical climate ambition, and on what may happen in terms of the impacts of physical climate change, given the degree of achievement of a defined transition pathway.

"Climate change": description of the materiality assessment process for opportunities

The process to identify and assess climate change opportunities follows the same steps as the process described in 5.1.4 (164) "Process in IRO identification, assessment and monitoring ". Opportunities arise in terms of climate change mitigation and adaptation, even if these could not be quantified. Opportunities relate to the support to customers in their climate transition in the field of sustainable mobility. The opportunities are detailed in sections 5.1.3.1 "Outcomes of the IRO assessment in relation to the strategy and business model" and 5.3.6 "Material climate change-related opportunities".

"Nature": description of the materiality assessment process

The process to identify and assess nature-related IROs covers the topics of pollution, water, biodiversity and resources and circular economy. The process applied by Ayvens for the "nature" topics follows the same steps as the impact and financial materiality assessment described in 5.1.4 (164) "Process in IRO identification, assessment and monitoring ".

Nature-related risks were assessed using a method developed in-house in the absence of dedicated scenarios or actionable nature-specific data. Risk categories were assessed by experts, on the basis of the elements collected during identification phase. With regards to data availability limitations and in absence of reference methodologies related to "Nature" topics, the Group is working to enhance its impact analysis methodology (in particular through exploratory sectoral studies) and to improve the identification and assessment of the related risks.

"Business conduct": description of the materiality assessment process

The process to identify and assess IROs relating to business conduct follows the same steps as the impact and financial materiality assessment described in section 5.1.4 (164) "Process in IRO identification, assessment and monitoring ". For the assessment of the impacts related to business conduct, Ayvens has implemented a qualitative approach for each ESRS sub-topic, based on expert opinion, mainly from Compliance Department, supplemented by stakeholders' expectations for all activities along Ayvens value chain. Business conduct risks were assessed using a qualitative approach, in accordance with the principles for risk management of the European Banking Authority (EBA). Business conduct risks relate to governance practices within the Group and among its counterparties.

5.1.5 Reference tables

Cross-reference table

ORIGINATION				REFERS TO	
Book	**Page**	**Section**	**Topic**	**Section**	**Page**
ESRS 2					
ESRS 2	150	Disclosures in relation to specific circumstances	Alignment with other regulatory frameworks	ESRS 2 – Appendix	166
ESRS 2	152	Governance	Integration of sustainability-related performance in incentive schemes	URD Chapter 3: corporate governance	61
ESRS 2	154	Strategy	Sustainability strategy and business model	URD Chapter 1	27
ESRS 2	158	Double materiality assessment	Stakeholder engagement conducted within the double materiality assessment	URD Chapter 4: 4.1.1.5 - climate, environmental, social and governance risks.	128
ESRS 2	159	Identification of impacts, risks and opportunities.	Details on how individual IROs are integrated into Ayvens' business model and strategy	All topical books: Overview of material impacts, risks and opportunities identified.	All topical books.
ESRS E1					
E1	172	Action plan for climate change	Taxonomy	EU Taxonomy	202
E1	172	Action plan for climate change	A description of the main components of the action plan	ESRS E1 – Impact, risks and opportunity management	178
E1	175	Resilience analysis	Identification and quantification of physical risks	EU Taxonomy	202
E1	175	Resilience analysis	Timeframes	ESRS 2 – Time horizons	150
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E1	175	Resilience analysis	Transition to low emission vehicles	ESRS E1 – Impact, risks and opportunity management	181
E1	175	Resilience analysis	Portfolio diversification and customer engagement	ESRS E1 – Impact, risks and opportunity management	183
E1	175	Resilience analysis	Adaptation to new mobility trends	ESRS E1 – Impact, risks and opportunity management	180
E1	178	Impact, risk and opportunity management	Details on pollution	ESRS E2	193
E1	178	Impact, risk and opportunity management	Details on progress achieved on KPI	ESRS E1: Metrics	185
E1	178	Impact, risk and opportunity management	Global procurement policy	ESRS S2	247
E1	185	Impact, risk and opportunity management	Availability of Financial Resources	ESRS E1: action plan for climate change (taxonomy)	172
ESRS E2					
E2	194	Actions and resources related to pollution	Compliance with emission standards	EU taxonomy	202
E2	194	Actions and resources related to pollution	Promotion of electric vehicles	ESRS E1: Impact, risk, and opportunity management	178
E2	194	Actions and resources related to pollution	Vehicle Maintenance and Resource Efficiency	ESRS E5: Impact, risk, and opportunity management	199

ORIGINATION				REFERS TO	
Book	**Page**	**Section**	**Topic**	**Section**	**Page**
ESRS E5					
E5	197	Overview of material impacts, risks and opportunities	Sustainable Procurement Charter	ESRS S2: Impact, risk and opportunity management	247
E5	197	Overview of material impacts, risks and opportunities	Footprint of resource inflows (paper, water, and fuel / gas)	ESRS E1: Metrics	185
E5	197	Impact, risk, and Opportunity	Global procurement policy	ESRS S2: Impact, risk and opportunity management	247
ESRS S1					
S1	231	Impact, Risk and Opportunity Management	Whistle-blowing procedure	ESRS G1: Governance and Compliance Framework for Business Conduct Practices	258
ESRS S2					
S2	249	Approach to remedy and grievance mechanisms for value chain workers	Whistleblowing policy	ESRS G1: Governance and Compliance Framework for Business Conduct Practices	258
ESRS S4					
S4	253	Process to remediate negative impacts and channels for consumers and end-users to raise concerns	Whistleblowing Policy	ESRS G1: Governance and Compliance Framework for Business Conduct Practices	258
S4	252	Impact, Risk and Opportunity management – our approach and policies	global agreement on fundamental rights signed with UNI Global Union	ESRS S1	237
S4	252	Impact, Risk and Opportunity management – our approach and policies	Whistleblowing process	ESRS G1: Governance and Compliance Framework for Business Conduct Practices	258
ESRS G1					
G1	255	Impact, Risk, and Opportunity Management	Risk appetite and corporate culture	URD Chapter 4: 4.2.2. General Framework and 4.2.3. Risk management organisation	143
G1	256	Governance and compliance framework for business conduct practice.	Detailed (due diligence) requirements for third-party suppliers	ESRS S2: Know Your Supplier (KYS) Policy	248
G1	257	Governance and compliance framework for business conduct practice.	Procedures for the prevention and detection of corruption	ESRS S2: Know Your Supplier (KYS) Policy	248
G1	262	Governance and compliance framework for business conduct practice.	Ayvens' PowerUp26 Strategy	URD Chapter 1	5
G1	262	Governance and compliance framework for business conduct practice.	Societe Generale framework for ESG regulation	EU taxonomy	202
G1	262	Governance and compliance framework for business conduct practice.	Governance of Risk Management	URD Chapter 4: 4.2.2. General Framework; 4.2.3. Risk management organisation.	143

Disclosure requirements in ESRS covered by the undertaking's sustainability statement

Disclosure requirement	Datapoint	Name	Legislation	Page
ESRS 2, GOV-1	21 (d)	Board's gender diversity	SFDR/BRR	152
ESRS 2, GOV-1	21 (e)	Percentage of board members who are independent	BRR	152
ESRS 2, GOV-4	30	Statement on due diligence	SFDR	153
ESRS 2, SBM-1	40 (d) (i)	Involvement in activities related to fossil fuel activities	SFDR/P3/BRR	Not Material
ESRS 2, SBM-1	40 (d) (ii)	Involvement in activities related to chemical production	SFDR/BRR	Not Material
ESRS 2, SBM-1	40 (d) (iii)	Involvement in activities related to controversial weapons	SFDR/BRR	Not Material
ESRS 2, SBM-1	40 (d) (iv)	Involvement in activities related to cultivation and production of tobacco	BRR	Not Material
ESRS E1-1	14	Transition plan to reach climate neutrality by 2050	EUCL	Not Material
ESRS E1-1	16 (g)	Undertakings excluded from Paris-aligned benchmarks	P3/BRR	172
ESRS E1-4	34	GHG emission reduction targets	SFDR/P3/BRR	Not Material
ESRS E1-5	38	Energy consumption from fossil sources disaggregated by sources (only high climate impact sectors)	SFDR	Not Material
ESRS E1-5	37	Energy consumption and mix	SFDR	189
ESRS E1-5	40-43	Energy intensity associated with activities in high climate impact sectors	SFDR	Not Material
ESRS E1-6	44	Gross scope 1, 2, 3, and total GHG emissions	SFDR/P3/BRR	186
ESRS E1-6	53-55	Gross GHG emissions intensity	SFDR/P3/BRR	186
ESRS E1-7	56	GHG removals and carbon credits	EUCL	192
ESRS E1-9	66	Exposure of the benchmark portfolio to climate-related physical risks	BRR	Not Material
ESRS E1-9	66 (a) 66 (c)	Disaggregation of monetary amounts by acute and chronic physical risk; location of significant assets at material physical risk	P3	Not Material
ESRS E1-9	67 (c)	Breakdown of the carrying value of its real estate assets by energy-efficiency classes	P3	Not Material
ESRS E1-9	69	Degree of exposure of the portfolio to climate-related opportunities	BRR	Not Material
ESRS E2-4	28	Amount of each pollutant listed in Annex II of the E-PRTR Regulation emitted to air, water and soil,	SFDR	195
ESRS E3-1	9	Water and marine resources	SFDR	Not Material
ESRS E3-1	13	Dedicated policy	SFDR	Not Material
ESRS E3-1	14	Sustainable oceans and seas	SFDR	Not Material
ESRS E3-4	28 (c)	Total water recycled and reused	SFDR	Not Material
ESRS E3-4	29	Total water consumption in m 3 per net revenue on own	SFDR	Not Material
ESRS E4, SBM-3 (ESRS 2)	16 (a) i		SFDR	Not Material
ESRS E4, SBM-3 (ESRS 2)	16 (b)		SFDR	Not Material
ESRS E4, SBM-3 (ESRS 2)	16 (c)		SFDR	Not Material
ESRS E4-2	24 (b)	Sustainable land / agriculture practices or policies	SFDR	Not Material
ESRS E4-2	24 (c)	Sustainable oceans / seas practices or policies	SFDR	Not Material
ESRS E4-2	24 (d)	Policies to address deforestation	SFDR	Not Material
ESRS E5-5	37 (d)	Non-recycled waste	SFDR	Not Material
ESRS E5-5	39	Hazardous waste and radioactive waste	SFDR	Not Material

Disclosure requirement	Datapoint	Name	Legislation	Page
ESRS S1, SBM-3 (ESRS 2)	14 (f)	Risk of incidents of forced labour	SFDR	229
ESRS S1, SBM-3 (ESRS 2)	14 (g)	Risk of incidents of child labour	SFDR	229
ESRS S1-1	20	Human rights policy commitments	SFDR	237
ESRS S1-1	21	Due diligence policies on issues addressed by the fundamental International Labor Organisation Conventions 1 to 8	BRR	237
ESRS S1-1	22	Processes and measures for preventing trafficking in human beings	SFDR	237
ESRS S1-1	23	Workplace accident prevention policy or management system	SFDR	237
ESRS S1-3	32 (c)	Grievance/complaints-handling mechanisms	SFDR	238
ESRS S1-14	88 (b) and (c)	Number of fatalities and number and rate of work-related accidents	SFDR/BRR	243
ESRS S1-14	88 (e)	Number of days lost to injuries, accidents, fatalities, or illness	SFDR	Not Material
ESRS S1-16	97 (a)	Unadjusted gender pay gap	SFDR/BRR	243
ESRS S1-16	97 (b)	Excessive CEO pay ratio	SFDR	243
ESRS S1-17	103 (a)	Incidents of discrimination	SFDR	244
ESRS S1-17	104 (a)	Non-respect of UNGPs on Business & Human Rights, ILO principles, or OECD guidelines	SFDR/BRR	244
ESRS S2, SBM-3 (ESRS 2)	11 (b)	Significant risk of child labour or forced labour in the value chain	SFDR	246
ESRS S2-1	17	Human rights policy commitments	SFDR	247
ESRS S2-1	18	Policies related to value chain workers	SFDR	247
ESRS S2-1	19	Non-respect of UNGPs on Business & Human Rights, ILO principles, or OECD guidelines	SFDR/BRR	247
ESRS S2-1	19	Due diligence policies on issues addressed by the fundamental International Labor Organisation Conventions 1 to 8	BRR	247
ESRS S2-4	36	Human rights issues and incidents connected to its upstream and downstream value chain	SFDR	247
ESRS S3-1	16	Human rights policy commitments	SFDR	Not Material
ESRS S3-1	17	Non-respect of UNGPs on Business & Human Rights, ILO principles, or OECD guidelines	SFDR/BRR	Not Material
ESRS S3-4	36	Human rights issues and incidents	SFDR	Not Material
ESRS S4-1	16	Policies related to consumers and end-users	SFDR	253
ESRS S4-1	17	Non-respect of UNGPs on Business and Human Rights and OECD guidelines	SFDR/BRR	Not Material
ESRS S4-4	35	Human rights issues and incidents	SFDR	253
ESRS G1-1	10 (b)	United Nations Convention against Corruption	SFDR	Not Material
ESRS G1-1	10 (d)	Protection of whistleblowers	SFDR	258
ESRS G1-4	24 (a)	Fines for violation of anti-corruption and anti-bribery laws	SFDR/BRR	257
ESRS G1-4	24 (b)	Standards of anti-corruption and anti-bribery	SFDR	257

5.2 ESRS E1 Climate Change

This chapter explores the requirements of ESRS E1, offering a structured overview of its key components and expectations. The following table provides a reading guide for this specific section.

5.2.1 Impact, Risk, and Opportunities

Overview Material Impact, Risk, and/or Opportunities Identified

IRO NAME	Type	Value Chain Location
GHG Emissions from clients' use of vehicles (fuel/electricity).	**Negative impact**	**Downstream**
The negative impact identified arises from CO_2 emissions being emitted during vehicle use, which constitutes a significant portion of a vehicle's lifetime emissions, especially for internal combustion engines (petrol and diesel). Ayvens evaluates the full life cycle of a vehicle, accounting for emissions both during and after the financed period, typically 4-5 years. These emissions contribute to the Ayvens Scope 3 carbon footprint. The use phase of vehicles during or after the leasing contract is qualified as downstream value chain, as opposed to upstream which comprises emissions during the manufacturing process.		
GHG emissions from the vehicles manufacturing process and parts for fleet maintenance.	**Negative impact**	**Downstream**
The negative impact considered arises from GHG emissions generated during the manufacturing process of vehicles and spare parts -needed for both vehicle production and maintenance. Emissions from vehicle production and maintenance processes represent a significant environmental impact, especially for electric vehicles. These emissions contribute to the Ayvens Scope 3 carbon footprint. The impact is qualified as upstream (vehicle parts manufacturing) and downstream (vehicle maintenance and parts).		
Use of electricity by consumers for electric vehicles charging.	**Negative impact**	**Downstream**
While EVs reduce emissions compared to internal combustion engine (ICE) vehicles, their sustainability is still influenced by the carbon footprint of electricity generation for charging. This impact persist beyond the financing period, during the whole vehicle lifetime. The carbon footprint of electricity generation influences the overall sustainability of EV adoption. The sustainability of EV adoption depends on the transition to renewable energy sources, with financial implications tied to electricity costs, pricing strategies, and evolving energy regulations.		
Use of electricity by suppliers/manufacturers/service providers at every stage of the value chain (vehicles manufacturing, fleet maintenance, vehicle maintenance/repairs, contract management through digital platforms, end-of-life process - vehicle shredding).	**Negative impact**	**Upstream Downstream Own operations**
The negative impact addressed arises from electricity generation throughout the vehicle lifecycle, including manufacturing, fleet maintenance, contract management, and end-of-life processing. While electrification of these processes reduces dependency on fossil fuels, electricity generation itself still carries a carbon footprint. Ayvens is indirectly involved in this issue through its supplier relationships and service partnerships.		
Pressure on the prices of used cars in the resale process and additional price variability for all drivetrains.	**Transition risk**	**Downstream Own operations**
The transition risk stems from price fluctuations in vehicle resale and drivetrain variability, influenced by several key factors. These include emission reduction policies, policy fragmentation across regions, the introduction of lower-cost vehicles and advancing technologies, fluctuating energy prices, and evolving customer preferences toward EVs. The impact is primarily concentrated within Ayvens' operations and downstream in the value chain. Price variability significantly affects fleet valuation, leasing strategies, and overall resale profitability, creating uncertainty in market trends projections. The fragmented implementation of EU policies across member states further exacerbates these challenges, making pricing and regulatory forecasts more complex.		
Decline in vehicles demanded from Business to Business customers due to evolution and fragmentation of regulations and taxation on company vehicles (ex super malus).	**Transition risk**	**Downstream Own operations**
The transition risk arises because Ayvens faces a potential decline in vehicle demand from Business-to-Business (B2B) customers due to evolving and fragmented regulations and taxation policies on company vehicles. This context is creating financial uncertainties for corporate clients, impacting leasing decisions and fleet management strategies. Clients may delay fleet renewals or shift policies toward alternative mobility solutions, creating volatility in demand projections.		
Higher insurance costs due to severe weather events.	**Physical risk**	**Own operations**
The physical risk arises from increasing insurance and re-insurance costs due to more frequent and severe weather events, which can cause damage to Ayvens' assets, including premises and vehicles. Rising reinsurance costs from natural catastrophes are driving higher insurance premiums, increasing financial liabilities associated with asset damage from extreme weather events. Regulatory shifts in climate risk assessment could further elevate reinsurance costs, affecting fleet valuation and asset pricing. Ayvens is directly exposed to this issue due to its ownership and management of assets requiring insurance coverage.		
Increased EVs sales due to surge in demand (acceleration of the electrification of transport, and pressure to lower emissions of corporate fleets).	**Opportunity**	**Own operations**
The opportunity lies in the increasing demand for electric vehicles (EVs), which presents business prospects in vehicle rental, services, consultancy, second-hand leasing, and the EV resale market. This transition also allows Ayvens to reduce its carbon footprint and contribute to the shift away from fossil fuels. The impact is predominantly concentrated within Ayvens' own operations, aligning with its sustainability and business objectives.		

5.2.2 Strategy

Action plan for climate change

Road transport accounts for a fifth of the European Union's CO_2 emissions and is a fundamental element of the Net Zero scenario of the EU sustainable agenda for 2050 (Fit-for-55 package). Because of its business model, Ayvens must therefore contribute to the mitigation of climate change. The greenhouse gas emissions linked to Ayvens' activity have been deemed material in the analysis of double materiality from the perspective of impact and financial materiality.

At this time, Ayvens is not yet able to present a transition plan, including specific net-zero targets and quantification of identified decarbonization levers. However, by reporting year 2025, Ayvens aims to establish a robust calculation to support its targets effectively.

To ensure accuracy, Ayvens is committed to setting a scientific-based target with a clear methodology outlining each decarbonization lever's contribution. To ensure alignment with industry best practices, uncertainty on key regulation impacting the automotive sector, and evolving net-zero requirements, additional time is required to finalize the necessary quantifications. Also, Ayvens is still integrating legacy ALD Automotive and LeasePlan business and adjusting future business strategy. As a result, Ayvens will include both an emissions reduction target for 2030 and the corresponding quantification of decarbonization levers in the next reporting year.

Sustainability remains a core priority for Ayvens, with actions already taken. The identified decarbonization levers aim to enhance transparency on past achievements and future strategies to strengthen these efforts.

Science-based targets and Paris agreement

Given the business model of Ayvens, a service company and integrator of third-party services, scope 3, which includes indirect upstream and downstream emissions, is predominant in the emissions attributed to Ayvens. Emissions come mainly from the carbon footprint linked to the manufacture of vehicles purchased on behalf of customers, as well as from spare parts (under scope 3.2 “Capital Goods”), from the carbon footprint of the fleet leased by Ayvens to its customers during the use phase (under scope 3.13 “Downstream Leased Assets”), and finally from emissions related to the use of vehicles once they have returned to the second-hand market, until their end of life (under Scope 3.11 “Use of Sold Products”).

Ayvens also joined the Science-Based Targets initiative (SBTi) in December 2023 and should therefore set short-, medium- and long-term reduction targets that are compatible with the Paris Agreement. Work is underway to build this trajectory to 2050, and the CO_2 emission reduction targets that are being set will be in line with the trajectory required by the Net Zero scenario. SBTi should receive and review the targets within a maximum of 24 months after the initial commitment [(1)]. As such, Ayvens is committed to setting short- and medium-term reduction targets (by 2030) compatible with the Paris Agreements, as well as having a “net zero” carbon footprint in accordance with the SBTi protocol no later than 2050.

Ayvens is not involved in the coal, oil, and gas sectors exceeding specific revenue thresholds. Ayvens' activites are not violating UN Global Compact principles - Hence it's not excluded from the EU Paris-aligned Benchmarks.

Decarbonisation levers

Despite the fact that Ayvens cannot yet disclose specific net-zero targets aligned with the 1.5-degree trajectory, nor provide quantification of identified decarbonization levers, Ayvens is already in a position to describe the main decarbonation levers, through without quantifications of their contributions, that can be activated to deliver the expected carbon trajectory.

Fleet electrification as a key decarbonisation lever

The electrification of the vehicle fleet is identified as the most impactful way to achieve significant reduction of mobility-related CO_2 emissions, and actionable in the short and medium term. Life Cycle Assessments (LCAs) published in recent years show significantly lower emissions for an electric vehicle compared to a diesel or petrol reference combustion vehicle.

Avoided emissions are currently around -65% according to the ICCT reference study [(2)], -55% according to Ricardo [(3)], with strong variations depending on the energy mix of the country of use.

Nevertheless, adapting to electric mobility is a major change for the automotive ecosystem. The combination of political, technological, and behavioral factors is of paramount importance for the electric vehicle leasing model. While electrification creates many business opportunities for new sales channels, additional customer solutions, and electric charging services, it also comes with a number of potential drawbacks such as reduced demand, complexity of implementation, increased residual value risk, increased balance sheet for leasing companies, and increased financing needs.

The continuation of the electrification trajectory is therefore not a linear process, but corresponds to a fundamental trend. It will have a contribution on different components of Ayvens' scope 3:

- Scope 3.13 “Downstream Leased Assets”: reduction in usage-related emissions during the contract period (a 100% electric vehicle emits 0g of CO_2 from the tailpipe, the only emissions from the production of electricity used to charge the vehicles)
- Scope 3.11 “Use of Sold Products” : reduction in use-related emissions from the end of contract to the end of life according to the same rationale as for Category 13 (downstream leased assets)
- Scope 3.2 “Capital Goods”: increase in emissions during the upstream production phase.

(1) The GHG Protocol does not precisely define the carbon reporting scope of leasing companies. EFRAG's sectoral ESRS, which are currently under construction, as well a project orchestrated by the inter-professional organisation Leaseurope, are likely to lead to clarifications in the scope and definition of reporting. Interim conclusions have been integrated in the current reporting and action plan for climate change.

(2) https://theicct.org/publication/a-global-comparison-of-the-life-cycle-greenhouse-gas-emissions-of-combustion-engine-and-electric-passenger-cars/

(3) Ricardo for European Commission, 2020. Determining the environmental impacts of conventional and alternatively fueled vehicles through LCA.

This fundamental trend of the continuation of the electrification trajectory is reflected in the following key indicators, monitored by Ayvens:

- Share of full electric (i.e. battery electric vehicles – BEVs: passenger cars and light commercial vehicles - worldwide) vehicles in new funded contracts during the reporting year and in the stock of vehicles managed at the end of the reporting year (funded contracts: passenger cars and light commercial vehicles – worldwide)
- Number of full electric (i.e. battery electric vehicles – BEVs: passenger cars and light commercial vehicles - worldwide) vehicles purchased during the reporting year (CAPEX)
- Number of full electric (i.e. battery electric vehicles – BEVs: passenger cars and light commercial vehicles - worldwide) vehicles managed under funded contracts at the end of the reporting year.

To measure progress, relevant data is obtained from the internal business information systems and directly from the car manufacturers. The figures are not externally validated beyond the assurance provider and have been excluded from this report for confidential reasons. Moreover, the KPIs listed are used for internal monitoring and steering progress of electrification.

LEVER	Scope 3 concerned
Electrification of fleet (through BEVs and PHEVs)	3.2 (increase), 3.13 (reduction), 3.11 (reduction)

The increase in the share of electric vehicles and (in the first place) 100% electric vehicles (BEVs) is largely underway at Ayvens. EVs amounted to 40% of new passenger vehicle deliveries in 2024 [(1)]. 100% electric vehicles (BEVs) alone accounted for 27% of total deliveries that same year. This trend is based in particular on:

- The implementation of advisory and support systems for customers in the energy transition
- The development of specific products and services (e.g. integration into the offers of access to charging infrastructure at home, in the workplace and in public spaces ("end-to-end" offer)
- The development of commercial partnerships, particularly with pure electric car manufacturers.

Other decarbonisation levers put in place

In addition to the electrification of the car fleet, the table outlined below demonstrates what other levers Ayvens has identified and implemented to contribute to the mitigation of climate change. In the table a summarised overview is presented to outline these levers, the emission items concerned and the means of managing and measuring these levers used by Ayvens.

LEVERS	Scope 3 concerned and rational	Key indicators monitored
Extension of the period of ownership of vehicles **1)** Development of a multi-cycle leasing offer (including the leasing of used vehicles) **2)** Extension of the Ownership Period of Electric Vehicles (BEVs)	• 3.2: Decrease in the number of new vehicles purchased, leading to lower emissions during the production phase • 3.13: For electric vehicles (BEVs) stored longer, reduced emissions during use during the contract period	• Share of re-leased vehicles in end-of-contract vehicles • Total re-leased vehicles managed • BEV contract duration
Downsizing • Advising customers on how to reduce the size and mass of vehicles to just the right amount (Providing expert guidance to clients in selecting the most suitable car policy).	• 3.2: Reduction of emissions during the production phase of vehicles • 3.11 & 3.13: Reduction of emissions from use during the lifetime of the vehicle	• Average Mass of Vehicles Purchased • Average carbon intensity of new vehicles delivered
Efficiency of internal combustion vehicles • Putting internal combustion vehicles on the road with optimised fuel consumption and CO_2 emissions (in particular via hybridisation).	• 3.11 & 3.13: Reduction of emissions from use during the lifetime of the vehicle	• Average carbon intensity of new vehicles delivered (excluding BEVs)
New forms of mobility • Development of new forms of on-demand, multimodal and shared mobility • Offers "Mobility as a Service" • Car sharing	• 3.13: Reduction of usage-related emissions over the life of the contract	• Number of active users of the MaaS (mobility as a service) platform
Other actions • Implementation of the circular economy in vehicle repair and maintenance operations (reuse of parts, purchase of reconditioned parts, repair instead of replacement) • Reduced carbon footprint from manufacturing	• 3.2: Reduction in the number of new spare parts purchased, leading to a reduction in emissions during the production phase • 3.2: Reduction of emissions during the production phase of vehicles (action by manufacturers)	• Number and value of parts purchased • Production-related emission factors

(1) Passenger Cars (PC), on the EU + Norway/Switzerland/Great Britain perimeter

Regarding the consideration of a diverse range of climate scenarios, Ayvens has considered at least one climate scenario compatible with limiting global warming to 1.5°C. The company has used these scenarios to detect relevant environmental-, societal-, technology-, market- and policy-related developments and determine its decarbonization levers. Specifically, IPCC climate scenarios provide structured pathways to guide decarbonization efforts by outlining the scale and pace of required emissions reductions. Scenario RCP 2.4 and RCP 4.5 have been leveraged to inform and determine the outlined relevant decarbonisation levers for Ayvens. Scenario 2.4 represents an ambitious approach, focusing on rapid transformation. In contrast, Scenario 4.5 supports a more gradual transition. By analysing these scenarios, Ayvens informed the development of the outlined decarbonization levers.

Locked-in emissions

Ayvens is primarily engaged in the leasing of new vehicles, which implies that a significant portion of the GHG emissions from the vehicles throughout their useful lives take place after they are removed from Ayvens balance sheet. In practice, whilst the average leasing period is lower than 4 years, the average total life span of a vehicle is higher than 15 years. Applied to the leasing model, locked-in emissions are therefore deemed to be those from the vehicles after they have been sold on the used car market.

These emissions were calculated in the URD; they fall under Scope 3 - Category 11: Use of sold products and Scope 3 - Category 12: End-of-life treatment of sold products. Category 3.11 emissions are not under Ayvens control, and are dependent of the powertrain technology initially chosen by the client (e.g. Full electric, hybrid or petrol).

Locked-in GHG emissions from vehicles can jeopardize Ayvens' GHG emission reduction objectives and drive transition risk in the following ways:

1. **carbon footprint of used cars sold:** these emissions considerably inflate the carbon footprint of Ayvens through Category 3.11;
2. **stranded assets**: If there is a significant mismatch between the Ayvens used car offering and market demand, the value of Ayvens' existing fleet could be significantly reduced, leading to stranded assets. This could negatively impact Ayvens' financial performance and jeopardize its GHG emission reduction objectives.

To manage this potentially adverse impact of locked-in emissions, Ayvens considers the following strategies:

a) Increase the share of Battery Electric Vehicles in new vehicles delivered. Once sold on the used car market, those vehicles will be assigned a value of 0 tailpipe emissions until the end of their life. Only emissions generated by electricity production are to be accounted for, and they represent a minor fraction of tailpipe emissions for Internal Combustion Engine vehicles. In this context, electrification plays a crucial role in reducing future locked-in emissions and, consequently, contributes to the overall reduction of emissions for Ayvens.

b) Lowering the emissions of all new vehicles purchased helps bring down those locked in emissions gradually.

The indirect impact of stranded assets is largely described in the section dedicated to residual value risk management. The section dedicated to the action plan for climate change places these locked-in emissions in the overall context of the emissions trajectory across all emissions scopes.

Taxonomy

Alignment action plan for climate change with the EU Taxonomy Delegated Act

The core decarbonization strategy outlined in the action plan for climate change —particularly the electrification of the fleet, with a strong focus on Battery Electric Vehicles (BEVs)—is closely aligned with Activity 6.5 of the EU Taxonomy Delegated Act. This activity corresponds directly to Ayvens' primary business model.

Ayvens' aligned capital expenditures (CapEx) are exclusively linked to the share of vehicle acquisitions during the year that comply with the emissions Technical Screening Criteria and the Do No Significant Harm (DNSH) principles. These acquisitions include Battery Electric Vehicles (BEVs) and Plug-in Hybrid Vehicles (PHEVs) until 2025, with a transition to an exclusively BEV-focused Taxonomy (0g tailpipe emissions as Technical Screening Criteria) strategy from 2026 onwards. Similarly, aligned revenues stem from leasing revenues generated by these vehicle categories and extend to the used car sales activity under Activity 5.4 of the Taxonomy framework.

It is important to note that, as highlighted in the Taxonomy reporting section, the definition of operating expenditures (OpEx) within the Taxonomy framework has limited relevance for the leasing sector. Consequently, it does not serve as a meaningful indicator of Ayvens' action plan for climate change.

Technically, order to align its economic activities with the criteria established in Commission Delegated Regulation 2021/2139 (EU Taxonomy), Ayvens has taken the following actions:

a) **CapEx**: Ayvens has included in the numerator of its "eligible and aligned activity" Capital Expenditure (CapEx) KPI the part of the capital expenditure related to assets or processes associated with Taxonomy-aligned economic activities, including the rental fleet (activity 6.5) and other intangible assets (equipment) (activity 6.5).

b) **CapEx plan**: However, CapEx plans to expand Taxonomy-aligned economic activities do not apply to Ayvens.

c) **OpEx**: Ayvens has included in the numerator of its "eligible and aligned activity" Operating Expenditure (OpEx) KPI the part of the operating expenditure related to assets or processes associated with Taxonomy-aligned economic activities, including maintenance costs of rental activity vehicles (activity 6.5).

For more specific details, please refer to section 5.5: European Taxonomy (202).

Sensitivity of CapEx Disclosure

Given the highly sensitive nature of the requested financial information, Ayvens will not disclose the quantification of CapEx associated with the implementation of the action plan for climate change. This data would effectively reveal Ayvens' planned expenditure on Battery Electric Vehicles through 2030, which constitutes a strategically significant figure.

To provide further context, in the case of a manufacturing company, CapEx plans typically refer to investments in R&D facilities, production plants, or targeted acquisitions. However, for Ayvens, as a vehicle leasing company, CapEx is directly linked to the procurement of electric vehicles. This distinction creates an immediate connection between Ayvens' investment strategy and the Taxonomy framework. Disclosing this specific CapEx figure would expose Ayvens' projected financial commitments towards fleet electrification, making it highly sensitive competitive information.

Alignment business strategy and financial planning

The action plan for climate change for the Company's sustainability strategy is embedded in and aligned with the overall business strategy and financial planning through the PowerUp26 strategic plans. This plan is part of the consistent Sustainability approach of the Group, of which sustainable mobility is an essential component.

Governance

The sustainability policy is defined and coordinated by a dedicated team led by a Chief Sustainability Officer (CSO) that reports directly to the Group Chief Executive Officer (CEO), with local Sustainability ambassadors in operating entities to ensure consistency and impact across geographies.

Upon finalisation, the official transition plan, as part of the Company's sustainability strategy, shall be approved by the administrative, management, and supervisory bodies of Ayvens.

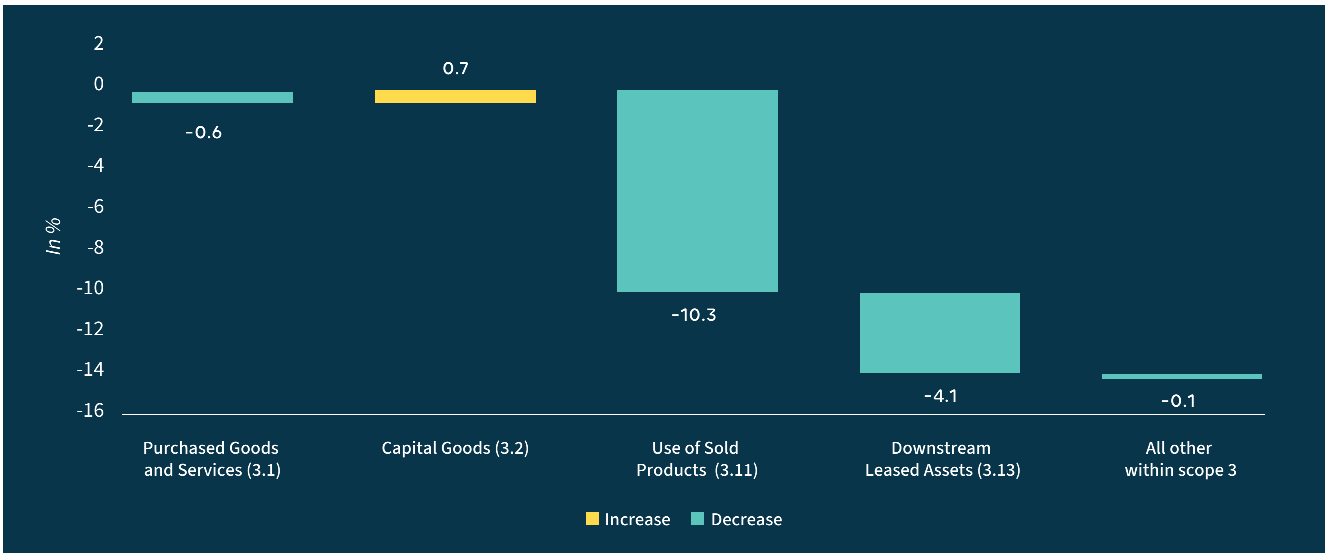
Progress

To describe the progress made with regards to the implementation of the outlined decarbonisation levers, a description of the two main components will be provided in section: 5.2.4 Metrics (185).

1. overall progress made since 2019 baseline:
   a. Ayvens' current trajectory of greenhouse gas emissions on its Scope 3 is in line with expectations, with a 14% reduction already made in 2024 compared to 2019:

GHG emission *(in Mt CO_2eq)*	**2019 (Base year)**	**2024 (% reduction vs 2019)**
Scope 3	40	-14% available at the end of January

2. detailed progress on scope 3 GHG emissions scope 3



Resilience analysis

The resilience analysis is a crucial tool for managing risks and opportunities related to the transition to a low-carbon, resilient economy. It ensures long-term operational sustainability and financial performance.

Key Assumptions and Financial Effects

The analysis evaluates the effects of transitioning to a lower-carbon and resilient economy on macroeconomic trends, energy consumption, and technology adoption. Key assumptions include the rise of low-emission vehicles, new mobility solutions (e.g., Mobility as a Service and Sharing), and reducing the internal carbon footprint.

The Fit-for-55 package provides for a direction on how the transition needs to take place, and is giving direction to purposeful legislation, as is for example the case with AFIR [1]. At the same time, we observe an increasing fragmentation on how Member States translate the EU initiatives into national policy, or how policies are sustained through time. Technological developments, mostly focussed on the drivetrain, vehicle production and battery-technology, need a close follow-up to ensure we can offer the best products when financing new cars or when selling off second-hand vehicles. Intertwined with the above are the customer preferences, which advance the government policies and technological investments. In the analysis Ayvens also includes the wider macro-economic variables. For instance, geopolitical stress can influence the price of fossil fuels, but equally can drive up electricity prices and the TCO for EVs. The same stress can interrupt our value chains, influence the pricing of vehicles, the interest rates and the availability/price of base materials for EV or charging infrastructure.

In terms of financial effects, Ayvens assesses risks from changing customer preferences, increased competition, and regulatory shifts, along with mitigation strategies like consulting on alternative mobility, customer experience programs, and responsible purchasing policies. The financial effects of such are expressed as a direct impact, as the impact on profitability on specific aspects of our business model – e.g. Used Car Sales or margins, or as an indirect effect, as the impact of additional risk weighted assets (RWA), the effect of increased non-performing loans, the effect on the Ayvens' service levels, on the NPS score, on the generation of new contracts, or on the development of new products and solutions.

Physical risks, both climate and environment, can affect our operations, our assets, and our clients. Transition risks can affect our business model, the value of our assets, and the business model of our clients.

The analysis considers multiple climate scenarios, including a 2-degree scenario, to evaluate climate-related business risks and guide strategic decisions. It also examines energy consumption impacts, including the growth of renewable energy use and emission reductions, following GHG Protocol guidelines for carbon footprint calculations and the NGFS Climate scenario.

Moreover, IPCC scenarios RCP 2.4 and RCP 4.5 have been leveraged to inform the resilience analysis of Ayvens by outlining distinct climate pathways and their associated risks and opportunities. Scenario 2.4 represents an ambitious approach, focusing on rapid transformation. In contrast, scenario 4.5 supports a more gradual transition. By analysing these outlined scenarios as well as the scenario's posed by the Network for Greening the Financial System, Ayvens informed the evaluation of the effects of transitioning to a lower-carbon and resilient economy on macroeconomic trends, energy consumption, and technology adoption.

For more detailed information on the identification and quantification of physical risks, which utilises the IPCC RCP 8.5 (worst case) scenario to identify and assess climate related physical risk, please also refer to section 5.5: European Taxonomy (202).

Time Horizons and Risk Assessment

Material physical and transition risks, along with GHG reduction targets, follow the timeframes outlined in section 5.2 ESRS 2 (150) of the Ayvens Universal Registration Document. The business scenarios considered are aligned with these time horizons and are based on the NGFS Climate Scenarios.

Risk assessments use:

- for activities with an expected lifespan of less than 10 years, the assessment is performed, at least by using climate projections at the smallest appropriate scale;
- for all other activities, the assessment is performed using the highest available resolution, state-of-the-art climate projections across the existing range of future scenarios consistent with the expected lifetime of the activity, including, at least, 10-to-30-year climate projections scenarios for major investments

Uncertainties

The uncertainties and variables considered in the resilience analysis revolve around the developments in the areas described above where we cover the business model, and where we elaborate on external variables, transitional and physical risks.

As such the analysis is subject to uncertainties, as it is influenced by multiple external factors beyond Ayvens' direct control:

- (Supra) National policies: While Ayvens' strategy is aligned with the electrification megatrend, the pace of adoption largely depends on customer preferences, total cost of ownership (TCO) of EVs, and national and supranational policies. Academic research confirms that government mandates are among the most effective drivers of EV adoption.
- Policy-Driven Market Dynamics: The business case in Belgium (BE) suggests a strong acceleration in EV adoption, but cases from the Netherlands (NL) and Germany (DE) highlight that the removal of subsidies can significantly slow adoption. This risk must be monitored, as fiscal incentives vary across markets and directly impact demand.
- Corporate Fleet Electrification: Large corporations are key drivers in reducing fleet emissions, further shaping the market transition.
- Market Volatility and Margin Pressure: The current high pricing of EVs has pressured margins, through this trend is expected to stabilize as more affordable models enter the market. In the meantime, demand for internal combustion engine (ICE) vehicles remains strong due to the limited availability of cost-competitive EV alternatives.
- Future Cost Competitiveness: The introduction of more affordable EVs will be a crucial turning point in balancing fleet composition and ensuring profitability. The transition timeline remains dependent on product availability and evolving market conditions.

(1) Alternative Fuels Infrastructure Regulation.

The business model of Ayvens provides an inherent flexibility to accommodate for policy changes, shifts in customer preferences or technological progress; whilst still being able to execute its corporate strategy. As elaborated above, Ayvens is dealing with a wide range of variables influencing its risks and opportunities, and Ayvens has implemented the necessary actions in this regard.

Adaptability of the business model:

- Shifting its product portfolio: Ayvens' strategic focus on electrification and sustainable mobility implies a significant shift in its product portfolio towards low-emission vehicles.
- Aligning our assets with the market needs: Ayvens has, in conversation with our clients, the possibility to influence the assets we take on balance (powertrain, right-sizing, brands) and the duration of the contract.
- Securing Affordable Finance: Ayvens' sustainability strategy and ambition to reducing its carbon footprint can help it secure more affordable financing as investors and lenders increasingly prioritize environmental considerations. Issuance of green bonds linked to EVs are one of the funding levers.
- Reskilling and Workforce Development: The shift towards electrification and sustainable mobility necessitates workforce reskilling to align with new technologies and processes. Ayvens has implemented training initiatives to raise awareness of climate change, electrification, and sustainability best practices. These programs ensure that our employees remain equipped with the necessary skills to support our transition.

The resilience analysis performed aligns with the findings of the double materiality assessment, which has deemed certain risks material due to their (potential) impact on the company. Recognizing their significance, Ayvens has implemented mitigation strategies to ensure these risks are effectively monitored and managed. This proactive approach enables timely adjustments and adaptations to the business model, safeguarding its resilience and sustainability.

Transition risks

The most material ESG-related risks are categorized as climate-related transition risks revolving around the forementioned transition risk drivers. This includes the tightening of automotive regulations, such as CO_2 standards and methods for calculating PHEV emissions, which influence the composition of managed assets, particularly in terms of diesel and electric vehicles. It also includes the evolution of vehicle demand due to traffic restriction policies in urban centres, or the reputational risk associated with the environmental impact of the managed fleet, particularly its CO_2 emissions, and the related effects on public health, such as NOx emissions.

Following the double materiality assessment and in alignment with the presented risk drivers, the following two transition risks have been classified as material:

1. **Pressure on the prices in the resale process and additional price variability for all drivetrains.**

   The transition to low-carbon transportation is leading to increased pricing variability in vehicle resale markets, affecting all drivetrain types. The fragmented implementation across EU member states further exacerbates these challenges, making pricing and regulatory forecasts more complex.

   The price fluctuations in the resale market directly impact fleet depreciation, revenue forecasting, and overall financial stability.

2. **Decline of vehicles demand from business to business (B2B) customers due to evolution and fragmentation of regulations and taxation on company vehicles (ex-super malus).**

   Regulatory and taxation discrepancies across European markets contribute to demand-side uncertainty for B2B vehicle leasing and sales, particularly in the electric vehicle (EV) segment. Since B2B sales form the majority of new vehicle production, fragmented policies may deter companies from transitioning to EVs, impacting Ayvens' sustainable strategic objectives

Physical risks

Concerning physical risk, due to its activity of car leasing company, the most sensitive assets identified that can be impacted by physical risks in the Ayvens portfolio are:

1. the vehicles Fleet financed and leased to its customers.
2. the Ayvens premises (offices and remarketing centres)

For more detailed information on physical risks, please refer to section 5.5: European Taxonomy (202).
As indicated in the materiality assessment outcomes and in alignment with the presented risk drivers, the following physical risk has been classified as material:

1. **Higher insurance costs due to growing severe weather events**

   Rising reinsurance costs, driven by natural catastrophes that increase in frequency and severity, are driving higher insurance costs overall. In the short term risk scenario, providing insurance will probably be done at a higher cost. While in the longer term scenario the availability re-insurance for certain countries or regions maybe limited in the availability.
   Recent developments in Europe have shown that (1) severe weather events lead to higher insurance costs, and that (2) the severity in urban areas is increasing vs previous years.

Mitigation Strategies

Given the business model flexibility, it enables adaptation to both physical and transition risks. However, as mentioned, Ayvens has also put in place the adequate number of mitigants and monitoring tools to act in the appropriate timeframe on pertinent developments:

For a detailed description of the integration of ESG related risks in the risk management framework, the mitigation measures in the risk categories where ESG related risks could materialize, and the monitoring tools in each of the risk categories in the risk taxonomy of Ayvens applicable to the identified material transition risks, please refer to to URD 2024 – Chapter 4. Risks specific to activity, under residual value risk management:

- Chapter 4.1.1.5 Climate, Environmental, Social and Governance risks: covering the energy transition in sustainable mobility offering (128);
- Chapter 4.1.2 Risks specific to activity (129);
  *And more in particular 4.1.2.1. Risks related to residual valu*e (129).
- Chapter 4.2.1 risk appetite: associated with the identified transition risks governed by a monitoring and control system within the finance department. Covering the integration of business risks, driving the execution of Ayvens' strategic and financial plan. Covering the integration of Risk related to operating leasing activities (asset risk)

Furthermore, for a comprehensive description of the mitigation measures and monitoring tools for the identified material physical risk please refer to URD 2024 – Chapter 4:

- Chapter 4.1.2.3. Risk related to motor insurance (131)
- Chapter 4.2.1 risk appetite: covering the risk appetite thresholds and limits set on insurance (140).

Finally, to address the identified risks, Ayvens has implemented multiple approaches to mitigate the associated risks as part of the PowerUp strategy. Additional detail on the strategy and actions is provided in the action plan for climate change, as part of this CSRD report.

- Transition to low emission vehicles: promotion of low-emission vehicles (181).
- Portfolio diversification and customer engagement: Second Lease remarketing strategy, alternative mobility services, consulting, and customer satisfaction and experience programs (181).
- Analyse and adapt to New Mobility Trends: Investments in shared mobility and on-demand transportation solutions (180).
- Transferring risk: Insurance measures against physical climate risks to our assets.

By integrating these strategies, Ayvens aims to capitalize on opportunities in the transition to a low-carbon economy while proactively managing related ESG risks.

5.2.3 Impact, Risk and Opportunity Management

Below are all identified IROs pertaining to ESRS E1 – Climate change:

IRO	Type
Climate change	
GHG emissions from the vehicles manufacturing process and parts for fleet maintenance.	**Negative impact**
GHG emissions from clients' use of vehicles (gas, electricity)	**Negative impact**
Increased EVs sales due to surge in demand (acceleration of the electrification of transport, and pressure to lower emissions of corporate fleets).	**Opportunity**
Pressure on the prices in the resale process and additional price variability for all drivetrains.	**Transition risk**
Drop of vehicles demand from BtoB customers due to evolution and fragmentation of regulations and taxation on company vehicles (ex-super malus)	**Transition risk**
Higher insurance costs due to growing severe weather events	**Physical risk**
Energy	
Use of electricity by suppliers/manufacturers/service providers at every stage of the value chain (vehicles manufacturing, fleet maintenance, vehicle maintenance/repairs, contract management through digital platforms, end-of-life process – vehicle shredding)	**Negative impact**
Use of electricity by consumers for electric vehicles charging	**Negative impact**

As a service-oriented company specializing in vehicle leasing, our sustainable development strategy aims to address the most significant impacts in this regard, by prioritizing the relevant actions.

As such, the primary focus has been on reducing greenhouse gas (GHG) emissions, particularly through the promotion of electric vehicles (EVs) within our fleet. As mentioned in the action plan for climate change, Fleet electrification is a key lever to achieve the emission reduction targets. This aligns with our objective to combating climate change by encouraging the transition to low-emission mobility solutions.

However, we acknowledge that there are other material negative impacts throughout our value chain that are not yet specifically addressed by formalised policies, actions, or targets. These include:

- electricity consumption by suppliers, manufacturers, and service providers at various stages of the value chain, including vehicle manufacturing, fleet maintenance, and repairs;
- electricity consumption by consumers for charging electric vehicles.

Nevertheless, we are actively fostering the groundwork for future action, guided by our long-term sustainability objectives.

Moreover, Ayvens recognizes the importance of engagement with the entire value chain to address the identified material impacts, risks and opportunities. To achieve this, the aim is to engage in open dialogue and collaboration with our customers and suppliers to address these broader impacts effectively.

Ayvens aims to improve continuously and will provide updates on our progress in future reporting cycles.

In the following section, we will outline the relevant policies that contribute to the defined IROs. For a summary of these policies and their alignment with the identified material IROs, please refer to the table below:

#	Policy	Actions	KPI [1]	Applicable decarbonisation lever	Applicable material IRO
1.	**Mobility as a service**	1) Address changing expectations and new types of usage: a. The Move offer b. The Flex offer	• Used Car Lease [2] • Number of active users of the MaaS (Mobility as a service) platform [3]	1) Extension of the period of ownership of vehicles 2) New forms of mobility	1) Negative impact: GHG emissions from clients' use of vehicles. 2) Negative impact: GHG emissions from the vehicles manufacturing process and parts for fleet maintenance. 3) Opportunity: Increased EVs sales due to surge in demand (acceleration of the electrification of transport, and pressure to lower emissions of corporate fleets). 4) Transition risk: Pressure on the prices in the resale process and additional price variability for all drivetrains.
2.	**Energy transition and low emission vehicles**	1) Electrification of the fleet 2) Rebalancing and diversification of the portfolio	• Low-emission vehicle shares [4] • Deployment of end-to-end service offering [5] • Reduction in CO_2 emissions from leased vehicles [6]	1) Electrification of the fleet (through BECs and PHEVs) 2) Downsizing 3) Efficiency of internal combustion vehicles	1) Negative impact: GHG emissions from clients' use of vehicles. 2) Negative impact: GHG emissions from the vehicles manufacturing process and parts for fleet maintenance. 3) Opportunity: Increased EVs sales due to surge in demand (acceleration of the electrification of transport, and pressure to lower emissions of corporate fleets). 4) Transition risk: Pressure on the prices in the resale process and additional price variability for all drivetrains.
3.	**Global Procurement Policy**	1) ESG criteria included into the tender process	• Average weighting for CSR-related criteria applied in procurement tenders: a. Number and value of parts purchased b. Production -related emission factors [7] • Buyers trained on responsible procurement policy [8]	1) Other actions a. Implementation of the circular economy in vehicle repair and maintenance operations (reuse of parts, purchase of reconditioned parts, repair instead of replacement) b. Reduced carbon footprint from manufacturing	1) Negative impact: GHG emissions from the vehicles manufacturing process and parts for fleet maintenance.

(1) The listed key indicators are not not externally validated beyond the assurance provider .
(2) Used Car Lease: number of vehicles leased under Used Car Lease contracts at end of the reporting year.
(3) Number of active users of the MaaS (Mobility as a service) platform at end of the reporting year.
(4) Low-emission vehicle shares: share of EVs (Battery Electric Vehicles, Plug-in hybrid Vehicles) in deliveries during the reporting year.
(5) Deployment of end-to-end service offering: number of countries where an end-to-end electric offering is provided.
(6) Reduction in CO_2 emissions from leased vehicles: average CO_2 emissions from running fleet at end of reporting year.
(7) Production-related emissions as reported in scope 3.1 and 3.2 of GHG reporting.
(8) Buyers trained on responsible procurement policy: Number of procurement professionals that were trained on integrating ESG criteria into procurement decisions.

1. Mobility as a service: New uses and new mobility, smart cities

Ayvens aims to meet the constantly evolving needs of its customers in the rapidly changing mobility sector. These needs are influenced by environmental, technological and societal trends, which Ayvens analyses in order to anticipate and respond to emerging expectations. By combining trend analysis with direct customer engagement, Ayvens works to adapt its solutions to meet the growing demands for sustainability, flexibility and innovation, while trying to respond as effectively as possible to major challenges such as greenhouse gas (GHG) emissions and the energy transition.

Policies related to climate change mitigation: mobility as a service

Ayvens's strategic goal is to invest in new mobility solutions that address changing expectations and new types of usage. To define its innovation strategy, Ayvens analysed the mega-trends that might impact its business model, which is based essentially on "traditional" use of cars. Analysis of new uses, connectivity, environmental constraints, mobility policies at the city or regional level, and the rapid growth of mobility platforms led us to identify five main areas to consider when refining the business model for the next few years to 2025: digital technology and connected vehicles, flexibility, new mobility solutions, payment and electrification.

Ayvens continues to develop its open innovation strategy by relying on an external ecosystem of partners in the mobility-related innovations sector: Ayvens capitalises on its proximity to the Societe Generale innovation system – via the Societe Generale venture unit –, continues its partnership with DRIVE TLV (a platform specialising in the ecosystem of mobility startups based in Israel) and also launched, for the first year, a partnership with the European Startup Prize (thus giving access to a "dealflow" of more than 700 European startups in the field of mobility. This was also an opportunity for Ayvens to award a prize in the female entrepreneurship category to the Nudge startup, thus show-casing the positioning of Ayvens on issues of diversity and the promotion of women. This "dealflow" will give Ayvens access to a potential pool of innovation in 2024).

Lastly, Ayvens is improving the way it listens to customers and partners to better tailor services to their needs, notably through the Customer Advisory Board, which meets face-to-face twice a year and via teleconferencing five times a year. It consults major international customers on strategic decisions, particularly regarding product or commercial development and the main trends in the mobility market. This initiative has also been replicated in 24 countries in which Ayvens is present (Belgium, France, Germany, Italy, the Netherlands, Spain, the UK, Austria, the Czech Republic, Hungary, Bulgaria, Finland, Turkey, Romania, Greece, Poland, Peru, Brazil, Chile, Colombia, Mexico, Portugal, Algeria and Morocco). Energy transition issues (electric vehicles, charging solutions, energy market and costs) are frequently addressed.

When allocating resources, Ayvens has structured its governance around the innovation process, from creative thinking to industrialisation and then scale-up of new products and business models. The process is managed by a dedicated team overseen by an "Innovation & Product Board" and an "Innovation committee" of managers and managing directors in key countries.

Scope of the policy is worldwide even if the certain innovative products and services are not yet deployed in all countries. For example, the innovative Flex offer is deployed in 36 countries and Derivative of the Flex offer (subscription) is available in the Netherlands, Spain and Italy.

Ayvens' Innovation department continues to expand innovation at Ayvens and meet the Group's needs thanks to the external capacity generated by the start-up universe and the external innovation eco-system in the mobility sector. And to spread the word inside Ayvens group, a deployment of an innovation platform has been created in 2024.

Actions related to climate change mitigation: mobility as a service

Beyond the generation of new ideas, to address changing expectations and new types of usage, an ability to scale these new products and services is key. To make sure this industrialisation phase succeeds, Ayvens calls in teams from any subsidiary where they have developed expertise in the relevant field. These teams act as "champions", consulting on product development for products the Group sees as strategic and helping roll them out at other subsidiaries.

As an example, United Kingdom, historically ahead of the curve in the management of connected fleets and digitalisation of acquisition processes, has created the Digital Factory, which helps deploy these solutions in other parts of the Group.

Similarly, the Netherlands, an expert in multi-modal mobility solutions thanks to its Move offering , is leading the development of this product and playing a key role in advancing Ayvens's Mobility-as-a-Service (MaaS) strategy.

The Move offer

The Move offering is a key element of Ayvens' strategy to address emerging customer needs by providing companies and their employees with access to multiple transportation options. As such, the Move offering allows customers and their employees to access different types of transport while aligning with the employer's various objectives such as reducing CO_2 emissions.
The offer was launched in France and Belgium in 2022. It is now live with major customer accounts of Ayvens such as Ecolab, SAP, Axis, Campari, Pernod Ricard, Sogemcom, Santé CIE, Lacroix and others.

The Move product continues to innovate and build solid partnerships: with the launch of a partnership with SNCF in France, allowing our customers to extend their mobility experience and their ability to integrate sustainable transport resources. Some of the subsidiaries have also developed service offerings focused on other forms of "soft" mobility: including bicycles (electric or conventional) and electric mopeds or scooters, mainly in Belgium and more recently in France.

The Flex offer

The Flex offer provides companies with a mobility solution on a medium-term contract, with a shorter commitment than for a traditional full-service leasing product. The vehicles are available immediately and in different price ranges. The Flex offer is beneficial for Ayvens customers who have occasional mobility needs. Ayvens Flex is the main offering on the market, providing flexible leasing to B2B customers from one to 24 months and for an indefinite period (without early termination fees). Moreover, a flexible leasing derivative (subscription) is available in the Netherlands, Spain and Italy, mainly focused on consumers. These are trial contracts, and the extension of a subscription offer is being evaluated.

Ayvens Flex, a product designed to satisfy needs up to 24 months, is offered in 36 countries worldwide. At the end of 2024, the fleet consisted of circa 112,000 vehicles. We anticipate growth in 2025, as businesses continue to manage costs by upsizing, downsizing, or changing the profile of a proportion of their fleet as planned or unexpected events impact the business (e.g. new starters and temporary contractors, pre-lease, seasonality, projects shorter than 2 years through to impact of severe weather events), and by using the flexible fleet to support their transition towards low and zero emission vehicles. We also anticipate an increase in demand from private individuals looking for flexible and well-priced subscription options whether with new or used vehicles including in the Netherlands and Spain.

Future actions

In the future the objective is to sustain and improve the operational performance of the solution the Move, achieve business targets and prepare for commercial scale-up in 2025/2026. Additionally, the aim is to continue to expand innovation at Ayvens and meet the Group's needs thanks to the external capacity generated by the start up universe and the external innovation eco-system in the mobility sector.

Results

The Move Offer and the Flex Offer are both innovative solutions designed to meet evolving customer expectations and new mobility patterns. These offerings enable customers and their employees to access a variety of transport options while aligning with corporate sustainability objectives, such as reducing CO_2 emissions. Additionally, they cater to individuals with occasional mobility needs by providing flexible, medium-term contracts. Specifically, the Move Offer promotes multimodal transport by incorporating alternatives like bicycles, decreasing reliance on a single mode of transport and minimising emissions. The Flex Offer provides medium-term, flexible vehicle contracts, ensuring cars are used only when necessary. This approach optimises fleet rotation, thereby contributing to the reduction of the number of vehicles procured, and a decrease in overall emissions.

By supporting our clients with these forward-thinking mobility solutions, Ayvens seizes the opportunity to address shifting customer demands while actively contributing to their emission reduction goals. This, in turn, indirectly helps minimize our own Scope 3 (Category 3: downstream leased assets) emissions. While a precise quantification of the impact of these solutions is not yet available, a clear correlation exists. Moving forward, Ayvens aims to refine its approach to measuring and assessing this contribution more accurately.

Targets related to climate change mitigation: mobility as a service

Ayvens is currently unable to disclose specific targets related to the outlined policy and topic. However, as highlighted in the overview, key performance indicators are in place to monitor progress on this matter, particularly through the KPIs on used car leasing and the number of active users on the MaaS platform. While an internal ambition been established, the formalization of targets for these KPIs remains subject to further validation and approval. Therefore, these targets cannot be disclosed at this stage.

2. Energy transition and low-emission vehicles

The ESG challenges of automotive leasing are closely linked to those of the automotive sector as a whole. The first issue in terms of materiality is climate change. Road transport has a special status when it comes to reducing greenhouse gas emissions to reach "net zero emissions" by 2050. Right now, it is responsible for around 26% of emissions in the European Union, the vast majority of which is tied to passenger vehicles and light commercial vehicles [1].

The second major impact of transport is on pollution from nitrogen oxide (NOx) emissions and fine particulates during the vehicle use phase, especially for diesel engines. Transport is responsible for about half of nitrogen oxide emissions (source: IEA, see above), and therefore entails major public health issues. To reduce all emissions (greenhouse gases and pollutants), electrification is the best technical solution for individual mobility in the short and medium term: during the use phase, Battery Electric Vehicles (BEVs) produce zero CO and NOx emissions, and pollutant emissions are limited to brake and tyre wear (for more details on pollution, please refer to section 5.3 - ESRS E2 (193).

Historically, the vast majority of vehicles in corporate Fleets have been powered by internal combustion engines, with diesel engines dominating in Europe. This dominance is explained by the intensive use of certain categories of Company vehicles (high mileage) but it has also been artificially amplified by tax breaks.

The shift to low-emission vehicles plays a vital role in achieving the goal of reducing vehicle-related emissions. Additionally, it offers significant opportunities to boost electric vehicle sales.

For Ayvens, the energy transition consequently covers two interconnected corporate pillars:

a) **electrification of the fleet**;
b) **rebalancing and diversification of the portfolio.**

Policies related to climate change mitigation: Energy transition and low-emission vehicles

The policy relates to low emission vehicles and primarily focuses on reducing the exposure to internal combustion vehicles, and promoting the transition to a more balanced mix of electrified vehicles and internal combustion engine vehicles. The policy aims to support customers in their transition to electric vehicles (EV) and reduce CO_2 emissions.

(1) Source: European Environmental Agency – EEA, Road Transport 2024

The policy primarily covers the financing, leasing, and promotion of low emission vehicles, particularly electric vehicles. It includes efforts to reduce the share of diesel vehicles in the fleet and increase the proportion of EVs, as well as the management of inventory to ensure the latest technological developments in safety and emissions.

The policy focuses on the Ayvens' operations and its fleet, targeting the emissions associated with the assets financed (Scope 3 emissions). It also aims to create the conditions required for greater adoption of EV, which may encompass partnerships with charging infrastructure providers and other related services. The consulting offer is available worldwide with dedicated consulting teams in all country where Ayvens is operating.

The policy affects various stakeholder groups, including:

- Ayvens' customers, by equipping them with low-emission vehicles and facilitating their transition to electric vehicles (EVs) (180);
- Ayvens' workforce, by establishing the necessary conditions for increased EV adoption, including training programs and education on EV usage and charging infrastructure.

Cross-business initiatives have been launched to support the transformation of Ayvens and develop the employability of employees by training them in line with the Group's electrification needs and ambitions. In this context, awareness-raising and training actions, detailed below, are proposed to develop a language and an understanding of the common challenges around electrification and thus support our customers in this transition.

Given the impact of electrification on Ayvens' business model, engaging and educating internal staff is essential. Until 2023, a training program called the "BIC Academy" was implemented to raise awareness and train employees, particularly specific groups such as the Group's EV experts, sales representatives, and product managers.

In 2024, the Group launched a bimonthly "EV Webinar" series, developed jointly by the Global Procurement and Sales functions and open to all Corporate and Sales communities worldwide as well as all Global corporate functions. These webinars cover various topics, including electric vehicle products and specifications, market adoption, charging solutions, maintenance, and regulations.

The most senior level in Ayvens' organisation accountable for the implementation of this policy is Group Chief Executive Officer as he is the EV program Sponsor, and the Group Electric Vehicle Director is reporting directly to him.

Actions related to climate change mitigation: Energy transition and low-emission vehicles

Electrification of the fleet

Electrification is particularly relevant to Ayvens' B2B customers, who require advice in this matter, since the automotive fleet often represents a significant share of their CO_2 emissions. There is an increasing expectation around support in the transition to low carbon mobility solutions and this is key to both securing the loyalty of existing customers and winning over new customers. In addition, decision making mechanisms, which have long focused on the overall cost of use rather than the initial vehicle price, are likely to make corporate fleets a market segment "ahead of the curve" on the path to electrification.

Based on the sector's early development stage and the significant national differences in terms of Electric Vehicle adoption, the Group had decided to launch an "EV Programme" (Electric Vehicle Programme) in 2018. The programme was reshaped and reinforced in 2024. This programme aims to systematically address the main components of the leasing value chain in order to seize all the opportunities related to Electric Vehicles and manage the related risks.

Ayvens strives to provide advisory and support mechanisms to help its customers in their transition to electrification and low-emission mobility solutions. Thanks to the integration of LeasePlan, Ayvens now benefits from a wide range of high-quality consulting tools to support its clients in their transition. This enhanced collaboration allows the Group to offer strategic advice and tailor-made solutions, combining the expertise of two industry leaders. Ayvens is determined to use these synergies to effectively support our customers on their journey towards more sustainable mobility solutions.

In practice, the consultancy team applies a five-step methodology:

1. a diagnosis of the situation of our customers, by comparing with their peers in the same business sector on indicators such as total cost of ownership (TCO), CO_2, and car policy structure by sharing best practices; this makes it possible to calculate the TCO and CO_2 emissions and to determine future objectives;
2. modelling and projections according to several scenarios to achieve the objectives set;
3. selection of the best mobility solution, by optimising energy costs, the selection of vehicles and manufacturers or other partners. During this phase, the most appropriate alternative mobility and recharging solutions is suggested;
4. building a strong business case and engaging stakeholders and customers' employees *via* training materials to support change management; and finally;
5. the last step is to implement, measure the performance indicators and optimise the project. This is done by updating the car/mobility policy, coordinating the implementation of charging solutions, and setting up reporting capabilities to monitor TCO and CO_2 targets as well as employee satisfaction.

Among the tools developed:

- a tool to help build a carbon trajectory ("Net Zero Programme"). By integrating data such as electric conversion rates, vehicle renewal cycles and electric maturity score by country, this tool helps design tailor-made carbon emission reduction strategies, aligned with the customers' targets;
- a sustainable mobility guide by country, known as the "Mobility Guide", developed by Ayvens, now covering 46 countries. It includes a rating system for the "electrical maturity" of markets, serving as a guide for our customers to understand and plan the pace of their electrification according to the geographical distribution of the markets. This guide helps to focus the Company's decisions in the area of electrification, thus maximising the benefits of their sustainable initiatives;

- identification mechanisms to assess employee readiness for the transition to electric vehicles or alternative mobility solutions. Using customised surveys and/or analysis of in-vehicle telematics data, they identify users eligible for the adoption of electric vehicles based on their actual travel habits. Total Cost of Ownership tools incorporate all relevant aspects, including the cost of recharging, as well as the tax and usage benefits associated with electric vehicles, for both the client company and the driver. These tools make it possible to assess the costs of the client's fleet per powertrain with comparative TCOs and to project the costs of the Fleet transition. This tool has been particularly crucial in the context of rising and volatile energy costs in Europe;
- thanks to the "Car Qualifier" tool, Ayvens can provide a detailed overview of the most popular cars by country, market segment and fuel type. It helps customers select the best electric vehicles for their use and needs through an EV catalogue, an EV Selector and by supporting them in choosing the best OEM partners for their needs. In addition to this, the Group provides customers with a benchmark to compare their mobility approach with their industry peers (models/brands/powertrain mix, level of investment, CO emissions in the running Fleet and orders). To help customers have an initial understanding of the charging infrastructure requirements needed to enable drivers to charge in the office and at home, the Group has developed a tool called the "Energy Calculator" that presents the best charging solutions by needs and usage, and also by CapEx/OpEx initial requirements in terms of infrastructure;
- thanks to the "Mobility Policy designer" tool, Ayvens can draw up, together with the customer, an updated mobility and vehicle policy that takes into account all new topics related to electric vehicles, such as the procedure for installing home charging stations, reimbursement processes, etc.;
- with a view to improving driver safety, Ayvens uses the SafePlan zero platform to offer driver guidance and support, as well as practical tools to address the most challenging safety risks.

Rebalancing and diversification the portfolio

The mission of Ayvens is to guide customers towards the optimal technology from an economic and environmental point of view, taking into account the real use of the vehicles. This involves a profiling work that considers customers' business models, types of users and the real use of vehicles. The aim is to identify the right vehicle for the right usage, making sure that diesel engines (and combustion engines in general) are used only in cases where it still makes sense, primarily for high mileage and in certain categories of vehicles where the alternative proposals are still underdeveloped (light commercial vehicles, for example).

While the market share of diesel is structurally declining due to various external factors (public policy, image, technical price increases), Ayvens has implemented proactive internal policies to support and drive this movement by acting on different levers:

- the pricing of the Full-Service Leasing offer, by improving the attractiveness of alternative solutions, specifically through a policy of adjusting residual values;
- providing customers with commercial support: implementation of a comprehensive consultancy approach, reshaping of vehicle listing policies;
- developing certain distribution channels including with private customers (who are less inclined towards diesel) or some of the white label partnerships;
- launching new products and services, in particular to promote the emergence of electric vehicles (see below);
- communication initiatives, for example customer events dedicated to alternative energies (*e.g.* product presentations, vehicle tests).

The change in the vehicle mix across different types of powertrains (diesel, petrol, conventional hybrid, plug in hybrid, battery electric) is monitored closely by the Group's operational governance bodies (Executive Committee, Board of Directors).

Results

Based on the identified two pillars, Ayvens has implemented the following actions.

Increase in Low-Emission Vehicle Share

Ayvens has increased the share of low-emission vehicles (Battery Electric – BEV, and Plug-in Hybrid vehicles – PHEV) vehicles in passenger car deliveries in Europe, demonstrating a commitment to sustainable mobility. The figures are:

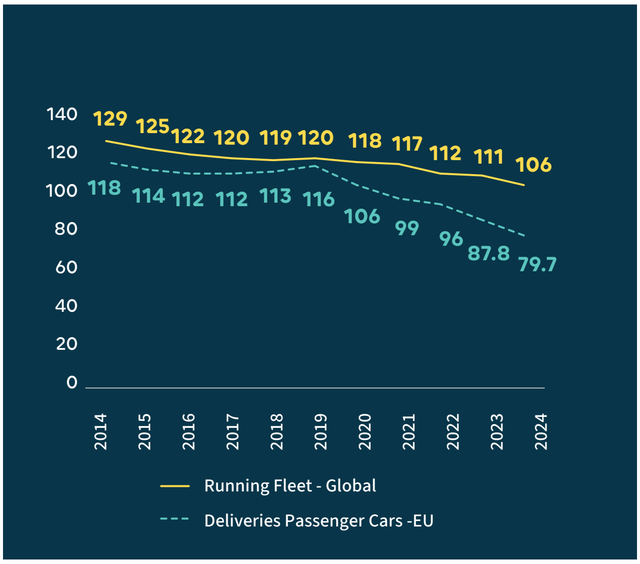
- 2024: 39,5%
- 2023: 35%;
- 2022: 27%;
- 2021: 27%;
- 2020: 18% (Refer to Section 5.2.1.1).

Deployment of End-to-End Service Offering: Ayvens Electric

Ayvens implemented its Ayvens Electric offering in 34 countries as of 2023, providing comprehensive support for electric vehicle adoption.

Reduction in CO_2 Emissions from Leased Vehicles

Ayvens continues to reduce CO_2 emissions for vehicles leased to customers. The graph indicates a gradual decline in average CO_2 emissions over time, both for the total running financed fleet and the new deliveries. The 2024 reporting year showing an average of 80 grams of CO_2 per kilometer (g CO_2/km) for passenger car deliveries in Europe, and 106g for the entire running financed fleet worldwide.



Strategic Partnerships for EV Development

Ayvens has launched new strategic partnerships focused on expanding the electric vehicle ecosystem, such as collaborations with Smart.

Thought Leadership Initiatives

Ayvens published multiple thought leadership papers to drive innovation, knowledge sharing, and awareness on sustainable mobility trends.

Enhanced Consulting Services

Ayvens has strengthened its consulting offerings to support clients in transitioning to low-emission and electric fleet solution.

Future actions

As part of the Group's commitment to its strategic objectives and sustainability policies, the following future actions have been identified to drive progress in key areas:

a) consolidation of the Ayvens Electric product offer;

b) pursuit of decrease in CO_2 emissions;

c) incorporate EVs into the Group's new offerings (Move, Flex, used vehicle leasing);

d) enhanced advisory support for international and local customers in electrifying the Fleets.

The planned future actions outlined in this report were defined several years ago and remain an integral part of Ayvens' ongoing sustainability agenda. Given the continuous nature of these efforts, no specific time horizon can be provided for the completion of certain initiatives, such as the reduction of CO_2 emissions. However, these future actions, underscore the continuous focus on sustainable practices and on making ongoing improvements over time.

Targets related to climate change mitigation: Energy transition and low-emission vehicles

As outlined under the action plan for climate change, at this time, Ayvens cannot yet disclose specific net-zero targets aligned with the 1.5-degree trajectory, nor provide quantification of identified decarbonization levers. However, by reporting year 2025, Ayvens aims to establish a robust calculation to support its targets effectively.
To effectively measure progress in the identified key areas for decarbonization, key metrics are continuously monitored. For detailed insights into the progress achieved under these key performance indicators, please refer to section 5.2.4 Metrics (185).

3. Global Procurement Policy

Policies related to climate change mitigation: Global Procurement Policy

Integration of Environmental and Climate-Related Criteria into the Tender Process

As part of the Ayvens Group's focus on Corporate Social Responsibility (CSR), the procurement function has integrated comprehensive environmental and social (E&S) criteria into its tender processes. This approach ensures that environmental, social, and governance (ESG) factors are systematically evaluated and incorporated into supplier selection and decision-making.

E&S criteria are embedded in key procurement decisions based on risks identified in a CSR-related risk map. This risk map assesses approximately 100 product and service categories against 13 ESG-related criteria, including environmental practices, ethics, and social conditions. These criteria are applied across international and local tenders, with their weight in supplier evaluations ranging from **5% to 15%**, depending on the level of environmental and social risk associated with the purchasing category. Since 2019, this mechanism has been systematically implemented in international calls for tender by Ayvens' Procurement Department. Following the acquisition of LeasePlan, the Ayvens Group's initial calls for tender in 2023—covering categories such as tyres, short-term leasing, and windshields—applied an average 12% weighting for CSR-related criteria.

The policy applies across all purchasing categories and geographies, directly covering our Tier 1 suppliers and, to a more limited extent, Tier 2 suppliers. For Tier 2 suppliers, we actively encourage the adoption of these principles within their own supply chains through ongoing engagement and collaboration.

Sustainable Procurement Charter

Since 2017, all suppliers have been provided with a Sustainable Procurement Charter, rooted in the principles of the United Nations Global Compact, which outlines commitments to environmental protection, human rights, and anti-corruption. A CSR clause, updated in 2018, is incorporated into all new contracts, ensuring that suppliers comply with these commitments and implement due diligence in environmental and social matters.

Circular Economy and Climate Initiatives

The procurement function actively contributes to climate action by promoting sustainable practices, such as:

- expanding the circular economy through sourcing reconditioned tyres made from recycled materials. A global contract with Blackstar, a producer of 100% recycled tyres, has commenced in 2024;
- eliminating petroleum-based single-use plastics from the employee environment by 2025, with alternative solutions sourced through partnerships with eco-conscious suppliers.

These initiatives highlight the Ayvens Group's dedication to integrating environmental and climate-related considerations into procurement processes, fostering a more sustainable and responsible supply chain. For further information on this specific policy, the related actions, targets and metrics (please refer to the detailed policy description in section 5.7.3 - ESRS S2 (247).

Availability of resources in the context of implementing outlined actions

Availability of internal resources in the context of implementing outlined actions

The ability to implement the outlined actions depends mainly on the ability of the Group to integrate LeasePlan and ALD into Ayvens new structure, including the realization of anticipated synergies, economies of scale, and growth opportunities, depends to a significant extent on the availability and allocation of resources. The integration process is described as long and complex, involving inherent risks, costs, and uncertainties. The successful integration of LeasePlan requires a significant amount of management time, which may impair the Group's ability to run the business effectively and seize strategic opportunities during the integration period.

Moreover, the integration process involves addressing issues related to the management and integration of a greater number of employees with distinct backgrounds, profiles, compensation structures, and cultures, which could lead to disruptions in the Group's ability to run its operations as intended. Retaining key employees from both ALD and LeasePlan is also crucial for the successful integration of LeasePlan, and the Group may face difficulties in this regard due to uncertainties or dissatisfaction with new roles in the integrated organization.

The availability and allocation of resources, including management time and human resources, are essential for the successful integration of LeasePlan and the realization of the expected benefits. Insufficient resources or ineffective allocation could result in higher implementation costs, lower benefits or revenue than anticipated, and material adverse effects on the Group's activities, results, and financial condition.

Availability of internal financial resources

Ayvens concludes that the implementation of its current and future action plan does not require significant additional operational expenditures (OpEx) or capital expenditures (CapEx). All sustainability-related initiatives mentioned in this report are executed within the existing financial framework, utilizing resources already allocated to the respective departments as part of business as usual. Ayvens continues to review and reassess through the annual Double Materiality Assessment (DMA) the areas where sustainability matters may evolve in significance. Any changes in Opex or Capex resource requirements will be monitored and addressed in line with Ayvens' ambitions.

For a comprehensive overview of the financial resources required for the implementation of the decarbonisation levers and associated actions, please refer to section 5.2.2 - Action plan for climate change (172).

Availability of external resources

Ayvens acknowledges the critical role of government policies and taxation frameworks in accelerating electrification. For further details on this topic, please refer to Section 5.2.2 – Resilience Analysis (175).

5.2.4 Metrics

To assess progress towards the climate-related ambitions and, as such, mitigation of climate change, a structured set of metrics has been established in alignment with ESRS E1 disclosure requirements. These metrics provide a quantitative basis for evaluating performance against climate objectives.

Key indicators include energy consumption, greenhouse gas (GHG) emissions across Scopes 1, 2, and 3, and other relevant climate-related data points. This section outlines the methodologies used for measurement and reporting, and the actual quantitative indicators, providing a basis for consistent assessment over time.

Changes in targets and corresponding metrics from prior reporting periods

For calculation of carbon footprint of Ayvens, the following changes have been done in previous years:

In 2021, Ayvens reviewed its methodology for calculating carbon footprint associated with car travel. Previously, emissions were calculated based on kilometres travelled and an emissions factor per country based on manufacturer's data expressed in g/km. However, since 2021, the basis is actual consumption in liters by type of fuel to which a unique emission factor by type of fuel (source ADEME) is applied when this information is available. If this information is not available, kilometres driven are used, to which an emission factor per country based on the manufacturer's data in g/km plus a realistic mark-up is applied.

Furthermore, Ayvens has adopted the "market-based" methodology recommended by the GHG Protocol to value the purchase of renewable electricity by its entities. This methodology takes into account the actual emission factors of the energy consumed and of the renewable energy purchased, instead of average emission factors of the energy mix by country as in the so-called "location-based" methodology used before. This change resulted in a recalculation of CO_2 emissions related to electricity consumption for previous years, and Scope 2 emissions are now presented not only according to the "location-based" methodology but also according to the "market-based" methodology as recommended by the GHG Protocol.

Additionally, following the acquisition of LeasePlan by ALD in May 2023, the baseline and subsequent years have been recalculated using the data already reported by LeasePlan since 2019 in its annual reports. The acquisition of LeasePlan required, under European competition law, the sale of six entities of the Ayvens Group in order to prevent Ayvens from having a monopoly in the countries concerned. Consequently, the six countries concerned were removed from the baseline and from all subsequent years.

Furthermore, following the sale of ALD Russia in April 2023 and LeasePlan Russia in Q1-2024, the emissions related to ALD and LeasePlan Russia were also removed from the baseline and subsequent years.

The reporting period for sustainable mobility and social indicators is generally calculated on an annual basis from January 1 to December 31, 2024, with data as of December 31, 2024. However, environmental indicators pertaining to own operations, collected via Planethic, are established over a rolling 12-month period from October 1, 2023, to September 30, 2024.

The changes in methodology and reporting periods are significant, as they affect the comparability of the data from previous periods. The new methodology provides more accurate and realistic calculations of carbon footprint and renewable electricity purchases, but it may make it difficult to compare the data from previous periods. The recalculation of historical data and the removal of data related to the sold entities also affect the comparability of the data from previous periods.

Gross scope 1,2, and 3 emissions & energy consumption

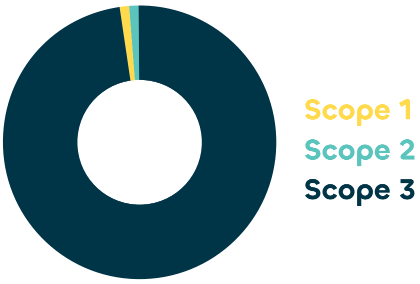
PRINCIPLES OF THE SUSTAINABILITY STATEMENT

Scope 1, Scope 2, Scope 3

A scope is a category of greenhouse gas emissions within the carbon footprint of human or corporate activity, determined by the nature of the emissions:

- Scope 1 covers direct emissions from the activity itself, i.e. from owned or controlled sources.
- Scope 2 emissions are indirect energy-related emissions. These are indirect emissions from the production of purchased electricity, steam, heating and cooling consumed.
- Scope 3 includes all other indirect emissions emitted in the value chain, both upstream and downstream. Scope 3 refers to all greenhouse gas emissions categorised into 15 different subcategories across the company's entire value chain. Categories are constructed to be mutually exclusive to prevent companies from double-counting emissions from one category to another.
- Please note that in some European countries, Ayvens also lease bikes or scooters. Bikes and scooters are included under the generic term "vehicles" used in the Double Materiality Assessment. However, bikes and scooters were not included in the quantitative reporting due to low materiality in volumes (less than 1% of fleet managed by Ayvens) and environmental footprint (all bikes being electric or with no engine), as well as lack of quantitative information.

Breakdown of Ayvens GHG emissions



Scope 3 is over 99%
of Ayvens carbon footprint

Scope 1

Covers direct emissions from owned or controlled sources (fossil fuels):

*= Gas + Fuel + Petrol & Diesel Company Cars**

Scope 2

Covers indirect emissions from the generation of purchased electricity, steam, heating and cooling:

*= Electricity in our premises**

Scope 3

Includes all other indirect emissions that occur in a company's value chain:

= Business travel / Paper* / Waste**

+
Emissions of leased fleet
Production of cars and parts
Emissions of used car sold etc.

** Historically included in INTERNAL or OWN ACCOUNT emissions*

	Reference year	Reference year emissions	2024	%2019	Intensity (tCO_2/ 1 million EUR revenue) [1]	2025	2030	2050	Annual target in %/ reference year
Scope 1 GHG emissions									
Gross GHG emissions scope 1 [2]	2019	13,922	**8,782**	-37%	346				
Percentage of scope 1 GHG emissions resulting from regulated emissions trading schemes [3]	2019	0%	**0%**						
Scope 2 GHG emissions									
Gross GHG location-based scope 2 emissions [4]	2019	8,839	**6,160**	-30%	243				
Gross GHG market-based scope 2 emissions [5]	2019	12,047	**3,622**	-70%	143				
Significant scope 3 GHG emissions									
Total gross indirect GHG emissions (scope 3) [6] [7]	2019	39,929,909	**34,119,782**	-15%	1,345,890				
3.1 - Purchased goods and services [8]	2019	430,106	**192,885**	-55%	7,609				
3.2 - Capital goods [8]	2019	9,415,471	**9,701,287**	3%	382,677				
3.3 - Fuel and Energy-related activities	2019	6,935	**4,172**	-40%	165				
3.4 - Upstream transportation and distribution	2019	22,570	**22,443**	-1%	885				
3.5 - Waste generated in operations	2019	319	**454**	42%	18				
3.6 - Business travel [9]	2019	4,443	**3,213**	-21%	127				
3.7 - Employee commuting [10]	2019	7,294	**4,807**	-34%	190				
3.8 - Upstream leased assets									
3.9 - Downstream transportation and distribution	2019	17,962	**18,711**	4%	738				
3.10 - Processing of sold products									
3.11 - Use of sold products [11]	2019	18,455,602	**14,354,645**	-22%	566,234				
3.12 - End-of-life treatment of sold products	2019	18,774	**7,811**	-58%	308				
3.13 - Downstream leased assets [12]	2019	11,427,608	**9,809,355**	-14%	386,940				
3.14 – Franchises									
3.15 – Investments [13]									
Total GHG emissions									
TOTAL GHG EMISSIONS [14] (LOCATION-BASED)	**2019**	**39,829,845**	**34,134,724**	**-14%**	**1,346,479**				
TOTAL GHG EMISSIONS (MARKET-BASED)	**2019**	**39,833,053**	**34,132,186**	**-14%**	**1,346,379**				

(1) *The revenue denominator is the net revenue of Ayvens as disclosed in its 2024 financial statements "Total Revenues" in note 8d (EUR 25,351.1 million) in Chapter 6.*
(2) *For gross scope 1 emissions, each consumption line is converted into tCO_2eq. The emission factors come from ADEME for each fuel in energy consumption. Business trips made in internal combustion cars owned or controlled by the Group are reported in scope 1.*
(3) *The Group is not subject to regulated emissions trading schemes.*
(4) *Calculations for the location-based method reflect the average emission intensity of the networks on which the energy consumption takes place. A Planethic Reporting emission factor from IEA (International Energy Agency) is applied to each energy consumption data.*
(5) *Calculations for the market-based method reflect energy emissions specific to energy certificates awarded, contracts with energy producers or suppliers from a specific source, supplier labels, supplier emission rates, green tariffs, contracts, residual mix or other contractual instruments. If the data does not come from the supplier or is not certified by an independent third-party organisation, this information is not included in this calculation.*
(6) *Scope 3 subcategories: "3.8 - Upstream leased assets", ", "3.10 - Processing of sold products", "3.14 – Franchises" and "3.15 – Investments" are not relevant and therefore not published in the carbon footprint.*
(7) *Vehicles included in Scopes 3.2, 3.11, and 3.13 are those financed by Ayvens via Full Service Leasing or Finance Lease arrangement.*
(8) *Supplier data are supplemented by a spend-based methodology with ADEME (monetary) emission factors on consolidated non-capital and fixed purchases.*
(9) *Emissions from business travel are mainly from air, train, and car travel (excluding CO_2 emissions already recognised in scope 1). The CO_2 emissions supplied by service providers are collected, but when they are not available, Planethic Reporting emissions factors are applied (CO_2/km) for each means of transport.*
(10) *In the absence of accurate data on the commuting and modes of transport of company staff and service providers, the Group assesses emissions based on the estimated total number of commutes multiplied with the average transport mode share of commutes and the average commute distance. This is then multiplied with the applicable emission factor, as provided by DEFRA to calculate the total amount of emissions in tCO_2e.*
(11) *This category only relates to vehicles sold by Ayvens. Carmakers emission factors (gCO_2/km) feed into the data collected. These emission factors are then applied to the average total distance travelled by the remarketed vehicles in their remaining lifetime (km). Emissions from the sold electric vehicles were calculated by multiplying the total electricity consumption of the sold electric vehicles in each country to the corresponding country specific emission factor.*
(12) *Downstream leased assets are limited to vehicles leased. The methodology is based on the average number of kilometres travelled by the entire fleet of leased vehicles over a year. WTT emissions from combustion vehicles were calculated multiplying the total distance travelled with the applicable DEFRA emission factor. Emissions from the funded electric fleet were calculated by multiplying the total electricity consumption of the electric vehicles in the funded fleet in each country to the corresponding country specific emission factor.*
(13) *Activity 3.15. Investments are not a core activity of Ayvens. The only investments that can be connected to Activity 3.15 are made by Ayvens Insurance. As of the end of December 2024, the Investment portfolio was composed of EUR 409 million of bonds and EUR 667 million of deposits, cash and cash equivalents. The latter do not belong to minimum boundaries of Investments to be included in scope 3.15. The bond portfolio is deemed not material compared to EUR 53.6 billion reported on Ayvens balance sheet.*
(14) *In some European countries, Ayvens also lease bikes or scooters. Bikes and scooters are included under the generic term "vehicles" used in the Double Materiality Assessment. However, bikes and scooters were not included in the quantitative reporting due to low materiality in volumes (less than 1% of fleet managed by Ayvens) and environmental footprint (all bikes being electric or with no engine), as well as lack of quantitative information.*

Internal carbon footprint

Ayvens measures greenhouse gas emissions across all defined scopes and categories, in alignment with the international GHG emissions Protocol. This year, the calculation was made for Ayvens Group (as consolidation of ALD and LeasePlan data), the greenhouse gas emissions (GHG) defined as "internal" are estimated at 16491 tonnes of market-based CO_2 equivalent or 1.09 tonnes of CO_2 equivalent per occupant (all individuals working in Ayvens locations: employees, consultants, internships, etc.), i.e. -47% compared to the 2019 baseline. The measured scope includes direct and indirect emissions related to energy, business travel, total paper consumption and waste (but excludes emissions linked to customer fleet usage, goods and services procurement and upstream and downstream transport of vehicles)

Data calculated using the market-based CO_2 emissions calculation method:

	2019	2024	%2019
TOTAL EMISSIONS (MARKET-BASED)	**31,167**	**16,491**	**-47%**
SCOPE 1	**13,922**	**8,782**	**-37%**
CO_2 emissions due to business travel by car	12,210	5,882	-52%
CO_2 emissions related to fuel oil consumption (excluding cars)	31	4	-87%
CO_2 emissions due to fluorinated gases	0	1,376	100%
CO_2 Emissions from gas consumption	1,680	1,520	-10%
SCOPE 2	**12,047**	**3,622**	**-70%**
CO_2 emissions due to electricity consumption	11,900	2,838	-76%
CO_2 emissions due to iced water & steam or superheated water consumption	147	784	436%
SCOPE 3 (limited to travel, paper & waste)	**5,198**	**4,087**	**-21%**
CO_2 emissions due to paper consumption	296	128	-57%
CO_2 emissions due to business trips (by plane, train & own cars)	4,443	3,213	-28%
CO_2 emissions related to waste	319	454	42%
Other CO_2 emissions (goods transport, electricity for DC, fuel and gas)	140	293	109%

Data calculated using the location-based CO_2 emissions calculation method:

	2019	2024	%2019
TOTAL EMISSIONS (LOCATION-BASED)	**27,618**	**19,028**	**-31%**
SCOPE 1	**13,922**	**8,782**	**-37%**
CO_2 emissions due to business travel by car	12,210	5,882	-52%
CO_2 emissions related to fuel oil consumption (excluding cars)	31	4	-87%
CO_2 emissions due to fluorinated gases	0	1,376	100%
CO_2 Emissions from gas consumption	1,680	1,520	-10%
SCOPE 2	**8,839**	**6,160**	**-30%**
CO_2 emissions due to electricity consumption	8,703	5,435	-38%
CO_2 emissions due to iced water & steam or superheated water consumption	137	725	431%
SCOPE 3 (limited to travel, paper & waste)	**5,198**	**4,087**	**-21%**
CO_2 emissions due to paper consumption	296	128	-57%
CO_2 emissions due to business trips (by plane, train & own cars)	4,443	3,213	-28%
CO_2 emissions related to waste	319	454	42%
Other CO_2 emissions (goods transport, electricity for DC, fuel and gas)	140	293	109%

Scope 1 and 2 indicators

The energy efficiency of buildings is a major focus of Societe Generale's environmental policy. The total energy consumption of buildings occupied by Ayvens in 2024 was 61 GWh, i.e. 4.07 MWh per occupant, +8% vs. 2019. Gas consumption was 7.6 GWh during the reporting period, which represents a 12% decrease in gas-related emissions vs. 2019.

The consumption of fuel oil remained negligible and decreased markedly in 2024 by 87%: 15.5 MWh vs. 118 MWh in 2019, with the decrease due to reporting errors in previous years, corrected in 2022.

The 4% decrease in scope 1 and scope 2 emissions compared to 2023 is mainly due to the decrease of CO_2 emissions from travel by car. This decrease is due to the fact that employees travelled less with their cars (72,099,754 kms vs 88,321,087 kms in 2023) and the higher share of EV in the own fleet. This reduction is explained by the proactive policy adopted by Ayvens on the electrification of its internal fleet.

Thanks to this, Ayvens' internal fleet comprises 69% of electric vehicles (including 50% BEV), compared to only 57% EVs in 2023 (and 41% BEVs).

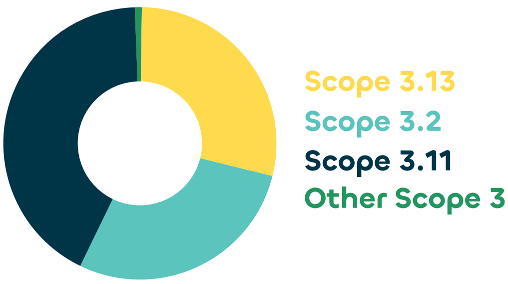
In 2024, electricity consumption was 27GWh for the whole Ayvens, down 33% compared with 2019 (40 GWh). Purchases of certified renewable electricity accounted for 75% of the total electricity bought this year (vs. only 38% in 2019) and 34% of the total energy consumed (vs. 31% in 2019).

The consumption of superheated water increased in 2024, to 3.7 GWh (+249% vs. 2019) due to better reporting in 2024. Scope 2 "market-based" CO_2 emissions fell by 70% compared with 2019, mainly due to the inclusion of emission factors for renewable energy in the calculation.

5

Scope 3 indicators

Focus on Scope 3 emissions



Total Scope 3:
34.1 MT CO_2e in 2024

Scope 3 emissions are divided into 15 sub-scopes. 3 sub-scopes make up 99%.

3.13 "Downstream leased assets": Emissions linked to **usage** of leased fleet, during the lease period (yearly emissions during the reporting year)
-> includes combustion of petrol/diesel and production of electricity used for charging EVs
-> registered during each year of leasing contract

3.2 "Capital Goods": Emissions from **production** of cars and parts, during manufacturing phase (reporting on the year of purchase)
-> cars represent 92% of this total
-> registered during year of initial delivery

3.11 "Use of sold products": Emissions linked to **usage** of **used car** sold until the end of their life (reporting on the year of sale)
-> based on assumption of mileage that can be done after end of contract
-> Registered during year of used car sale

Scope 3 - Category 1: Purchases of goods and services

In this specific section, two categories of purchased goods and services data will be provided: "indirect, non-core procurement" and the services procurement segment of "vehicle, RMT & services procurement" expenditures. To determine the relevant CO_2 emissions, supplier data is supplemented with ADEME monetary emission factors for consolidated non-capital and fixed purchases.

For Non-Core Procurement:

Commodity	Subcommodity	Total Actual Spend *(in EUR)*	Emissions *(in t CO_2e)*
Facility Management	Office Supplies & Furniture	3,192,601	1,916
Facility Management	Building Service and Maintenance Expense	14,725,786	1,620
HRM	Service Vehicle Expense	21,357,496	6,834
HRM	Personnel development and Training	2,379,166	285
ICT	Hardware	11,661,831	10,694
ICT	Networking & Telco	12,183,224	2,071
ICT	Various	189,759,848	32,259
Marketing	Sponsoring	633,966	133
Marketing	Various	26,045,739	4,428
Professional services	Various	31,409,357	3,455
Transportation & Expense (1)	Various	18,160,346	
TOTAL		**331,509,360**	**63,695**

For Core-Procurement:

Purchasing Category	Total Spend *(in EUR)*	Emissions *(in t CO_2e)*
Damage	377,098,701	41,481
Service and maintenance		-
Rental	112,800,917	63,169
Road side assistance	62,923,940	24,540
TOTAL	**552,823,559**	**129,190**

Paper consumption

As the leading consumable used by service activities, paper represents a significant economic challenge and a sensitive environmental subject (waste management, combating climate change and pollution). The total paper consumption of Ayvens amounts to 76.6 tonnes in 2024, i.e. a decrease of 68% vs. 2019. 41% of the paper purchased by the Group is recycled (compared with just 29% in 2019).

Scope 3 - Category 2: Capital goods Applied to Ayvens

This category corresponds to the emissions related to its direct procurement and vehicle procurement. For direct procurement, emissions calculation was done related to purchases of tyres, maintenance and windshields. With regard to the emissions of vehicles purchased in 2024, 100% of the footprint related to the production of vehicles as well as the transport of vehicles from the manufacturers' production sites to the dealerships were taken into account. Vehicles included in this calculation are those financed by Ayvens via Full Service Leasing or Finance Lease arrangement. This calculation complies with what is currently provided for in the GHG protocol, although the latter does not provide for the specific case of a leasing company (purchase on behalf of customers and ownership of the asset limited to the term of the contract).

Scope 3 - Category 3: Fuel and energy activities (not included in Scope 1 or 2 emissions calculations)

Fuel and energy related activities accounts for the well-to-tank (WTT) and transmission and distribution (T&D) loss emissions from Scope 1 and 2 energy consumption. The applicable DEFRA - and IEA emission factors have been leveraged to calculate the total associated CO_2 emissions.

(1) *Emissions linked to this commodity have been excluded from the calculations in this category, as it is already accounted for under Category 6: Business Travel, to prevent double counting.*

Scope 3 - Category 4: Upstream transport and distribution

For our business, this category corresponds to the transport of vehicles to the customer who leased them at the beginning of the leasing period, and to the transport of the customer's same vehicles to its storage site, waiting for its sale or a new lease, at the end of the leasing period.

To calculate these emissions, the following assumptions were made (based on surveys conducted among our operating entities in the countries):

- to transport the vehicle from our buildings to the customer:
  - truck transport: 10% (6 vehicles per truck),
  - customer recovery of the vehicle: 90%,
  - average distance travelled: 30km;
- for the transport of the vehicle at the end of the lease:
  - truck transport: 67% (6 vehicles per truck),
  - return of the vehicle by the customer: 33%,
  - average distance travelled: 149km.

Scope 3 - Category 5: Waste management

Due to the nature of its activities, which involve the predominantly administrative tertiary sector, Ayvens generates very little specialised waste.

With regard to ordinary waste (non-hazardous industrial waste – NHIW), its handling and processing are part of sectors over which Ayvens entities often have little control, particularly when their teams are located in buildings shared with other companies.

Estimated waste production in 2024 was 982 tonnes, a decrease of 33% compared to 2019. The applicable ADEME emissions factors have been leveraged to calculate the total associated CO_2 emissions.

Scope 3 - Category 6: Business Travel by Plane and train

The very high degree of internationalisation of Ayvens means that there is a high level of air travel. To limit trips, audio or videoconferencing exchanges are strongly encouraged. Ayvens' headquarters as well as the majority of other sites have been fitted out with the equipment needed for audio conferences. The pandemic and the lockdowns of 2020 and 2021 affected the travel habits of Ayvens employees and helped reduce the carbon footprint by 82%. This year, employees travelled a total of 16.6 million km by plane and train for business travel, 19% less than in 2023 and 30% less than in 2019. Thanks to that, CO_2 emissions generated by these trips amount to 3,213 tonnes, i.e. -28% compared with 2019.

Ayvens introduced a new travel policy during 2022 to avoid an excessive rebound in emissions relating to air/train travel. These provisions were extended to LeasePlan at the end of 2023. Among the main measures of this policy:

- the application of a "train first" policy: travel by train has become mandatory for any journey of less than 3.5 hours by train (one way) [(1)], compared to 2.5 hours previously (including journeys such as Paris-Marseille, Paris-Geneva, Paris-Amsterdam, Paris-Cologne, Madrid-Barcelona);
- a significant reduction in "internal" travel;

Scope 3 - Category 7: Commuting

In the absence of accurate data on the commuting and modes of transport of company staff and service providers, the Group assesses emissions based on the estimated total number of commutes multiplied with the average transport mode share of commutes and the average commute distance. This is then multiplied with the applicable emission factor, as provided by DEFRA to calculate the total amount of emissions in tCO_2e.

Scope 3 - Category 8: Upstream leased assets

Not relevant to Ayvens' business.

Scope 3 - Category 9: Downstream transport and distribution

For our business, this category corresponds to the transportation of vehicles to the customer who purchased the vehicle at the end of the leasing period. To calculate these emissions, the following assumptions were made (based on surveys conducted among our operating entities in the countries):

- 89% of sales are made within country;
- 11% of sales are cross border;
- transport of vehicles to customers by truck throughout the national territory: 67% (6 vehicles per truck);
- Collection of the vehicle made by the customer throughout the national territory: 33%;
- average distance travelled in the event of national sales: 107km;
- average distance for cross-border sales: 540km.

Moreover, DEFRA emissions factors have been leveraged to calculate the total associated CO_2 transport emissions.

Scope 3 - Category 10: Processing of sold products

Not relevant to Ayvens' business.

Scope 3 - Category 11: Use of products sold

Applied to the activity of Ayvens, this category corresponds to the carbon footprint of the vehicles (initially acquired on behalf of customers) once they are resold on the second-hand market, until the end of their life. Carmakers emission factors (gCO_2/km) feed into the data collected for ICE and PHEV vehicles and DEFRA country-specific emissions factors for electric vehicles. These emission factors are then applied to the average total distance travelled (km) or total electricity consumed (Kwh) by the remarketed vehicles in their remaining lifetime. Vehicles included in this calculation those financed by Ayvens via Full Service Leasing or Finance Lease arrangement.

Scope 3 - Category 12: End-of-life treatment of products sold

This category for Ayvens pertains to the manual dismantling and disposal of vehicles and their materials. The emissions (kg CO_2e) associated with the manual dismantling of remarketed vehicles at the end of their lifecycle were calculated by multiplying the total number of vehicles sold by the applicable Ecoinvent emission factor. Similarly, emissions (kg CO_2e) from the disposal of vehicle component materials were determined by multiplying the apportioned weight (t) of remarketed vehicles, categorized by waste type and disposal route, by the corresponding DEFRA waste disposal emission factor.

(1) When specific criteria are met.

Scope 3 - Category 13: Downstream leased assets

The methodology to calculate the relevant CO_2 emissions is based on the average annual distance travelled by the entire fleet of leased vehicles. Well-to-Tank (WTT) emissions from combustion vehicles were calculated by multiplying the total distance travelled by the applicable DEFRA emission factor.

Emissions from the funded electric fleet were determined by multiplying the total electricity consumption of electric vehicles in the funded fleet in each country by the corresponding country-specific emission factor. Vehicles included in this calculation those financed by Ayvens via Full Service Leasing or Finance Lease arrangement.

The strategy to reduce those emissions is extensively described in this document, with the key decarbonisation lever being electrification of the fleet.

Scope 3 - Category 14: Franchises

Not relevant to our business.

Scope 3 - Category 15: Investments

Not relevant to our business.

GHG Removals and GHG mitigation projects financed through carbon credits

At the moment, Ayvens is not involved in actions to permanently remove or actively support the removal of GHG from the atmosphere, potentially for achieving net-zero targets.

In 2024, Ayvens HQ has supplemented the internal emissions reduction programme by contributing to CO_2 sequestration projects through the purchase of certified carbon credits. Ayvens HQ financed 346 tonnes of CO_2 equivalent via certified carbon credits - validated against the Verified Carbon Standard (VCS): Climate, Community & Biodiversity Alliance (gold) – with the ‘blue carbon’ project.

Ayvens France, contributed via the purchase of 678 verified carbon credits to a project in Uchindile & Mapanda, Tanzania. The project has been initiated to with the aim of reforestation of degraded grasslands. Ayvens France also contributed via a project of plantation located in France, labelled: Label Bas Carbone with the purchase of 278 additional tons for a total of 950 tonnes of CO_2.

5.3 ESRS E2 Pollution

This chapter explores the requirements of ESRS E2, offering a structured overview of its key components and expectations. The following table provides a reading guide for this specific section.

5.3.1 Impact, Risk, and Opportunities

Overview of Material Impact, Risk, and/or Opportunities Identified

IRO NAME	Type	Value Chain Location
Pollution of air from the use of vehicles.	**Negative impact**	**Downstream**
The negative impact addressed arises from air pollution generated during vehicle use, whether from EVs or ICE vehicles. Pollutants are primarily Nitrogen Oxides (Nox) and fine particle. Ayvens considers both exhaust emissions and non-exhaust (tyre, brakes) emissions when it comes to air pollution generated through the use of vehicles. This impact is concentrated in the downstream value chain, occurring throughout the vehicle's lifetime and extending beyond the financed period.		
Pollution of air from vehicles end-of-life process.	**Negative impact**	**Downstream**
At the end of the vehicle life, material sorting and processing contribute to emissions, and improper disposal can lead to unregulated pollution. Battery recycling presents additional environmental challenges, requiring specialized handling to prevent hazardous emissions. This impact is concentrated in the downstream value chain, beyond Ayvens' direct operational control, with manufacturers playing a key role in designing vehicles for recyclability and minimizing disposal-related pollution. The impact spans short-, medium-, and long-term horizons, depending on advancements in recycling technologies and regulatory shifts.		
Pollution of air from vehicles/bikes manufacturing process (extracting, producing car and electronical parts).	**Negative impact**	**Upstream**
The negative impact stems from air pollution and fine particle emissions generated throughout the extraction, production, and logistics of vehicle and electronic parts. These emissions arise from manufacturing processes, global logistics for parts delivery, and the energy-intensive production cycle, which relies on gas, electricity, and coal. The impact is concentrated in the upstream value chain. While Ayvens does not have direct control over manufacturing emissions, it is indirectly involved through its procurement practices and engagement with suppliers.		
Pollution of soil caused by tyre wear (synthetic rubber) and by engine emissions.	**Negative impact**	**Downstream**
Soil pollution from tyre wear and engine emissions is an environmental concern, as synthetic rubber particles and pollutants accumulate in roadside environments, water runoff, and soil ecosystems. Given that tyre degradation and engine emissions occur primarily when vehicles are in use, the impact is concentrated in the downstream value chain.		
Pollution of water caused by tyre wear (synthetic rubber) and by engine emissions.	**Negative impact**	**Downstream**
The primary negative impact stems from water pollution caused by tyre wear and engine emissions during vehicle use. As tyres degrade, microplastics and synthetic rubber particles enter waterways through runoff, contaminating aquatic ecosystems. Additionally, engine emissions release oil residues, fuel particles, and heavy metals into water sources, further increasing environmental risks. This impact is concentrated in the downstream value chain, occurring primarily during vehicle operation.		

5.3.2 Impact, Risk, and Opportunity Management

Policies related to pollution

Ayvens acknowledges the significance of addressing pollution within our operations. While a specific policy on pollution is not yet in place, our comprehensive CO_2 emission reduction initiatives already contribute to reducing overall air pollutants, aligning with our environmental objectives.

As a service-oriented company specializing in vehicle leasing, our primary focus has been on reducing greenhouse gas emissions, particularly through the promotion of electric vehicles (EVs). A transition from ICEs to EVs contributes to improved air quality by eliminating tailpipe emissions, further supporting our ambitions for cleaner transportation.

Our fleet complies with the latest emission standards in force, ensuring adherence to stringent air quality regulations. In Europe, the fleet complies with Euro 6 and new acquisitions will from now on comply with the latest Euro 6e standard. By maintaining environmental standards for our fleet, Ayvens' aims compliance while addressing key sources of harmful pollutants. Moreover, as part of our broader sustainability efforts, we're considering strategies to reduce pollution (such as the "right-sizing" of vehicles) and support low-emission transport options.

Actions related to pollution

Ayvens adresses pollution through its existing initiatives under ESRS E1 (Climate Change) and ESRS E5 (Resource Use and Circular Economy), our current actions contribute to mitigating pollution impacts:

a) compliance with emission standards: In Europe, the fleet complies with Euro 6 and new acquisitions will from now on comply with the latest Euro 6e standard, ensuring adherence to stringent air quality regulations and minimizing harmful emissions from our vehicles please refer to page 206 – EU Taxonomy, principle DNSH);

b) promotion of electric vehicles (EVs): We actively promote the adoption of EVs among our clients, providing tailored advisory services, including green scorecards and optimal vehicle selection guidance. EVs produce zero tailpipe emissions, directly reducing pollutants such as nitrogen oxides (NOx) and particulate matter (PM), which are major contributors to urban pollution (please refer to page 181 – ESRS E1 climate change);

c) vehicle maintenance and resource efficiency: We are exploring practices such as repairing vehicles instead of purchasing new ones and reusing spare parts. These actions not only reduce CO_2 emissions but also decrease the environmental impact associated with manufacturing and disposing of vehicle components, thereby contributing to limiting pollution (please refer to page 199 – ESRS E5 circular economy).

As outlined, Ayvens' existing decarbonization strategy already encompasses several key measures, such as fleet electrification that contribute to pollution mitigation, particularly by minimizing tailpipe pollutants. This establishes a direct link between the Ayvens' ongoing decarbonization efforts and its contribution to pollution prevention and control. However, pollution as a broader environmental impact is an emerging focus area, requiring further assessment and targeted actions beyond current decarbonization initiatives. While the company has prioritized efforts to reduce greenhouse gas emissions, dedicated actions addressing other pollution sources—such as tire wear pollution and additional non-exhaust emissions—have not yet been specifically defined. As this area evolves, Ayvens will continue to explore potential actions to better understand and address the impacts associated with pollution.

Financial resources

Ayvens concludes that the implementation of its current and future action plan does not require significant additional operational expenditures (Opex) or capital expenditures (Capex). All sustainability-related initiatives mentioned in this report are executed within the existing financial framework, utilizing resources already allocated to the respective departments as part of business as usual. Ayvens continues to review and reassess through the annual Double Materiality Assessment (DMA) the areas where sustainability matters may evolve in significance. Any changes in Opex or Capex resource requirements will be monitored and addressed in line with Ayvens' ambitions.

5.3.3 Metrics and targets

Targets related to pollution

Currently, Ayvens has not set dedicated targets for pollution of water, air and soil reduction, nor do we have a defined timeframe for developing these targets.

However, we continue to track and report on our broader environmental objectives under ESRS E1 (Climate Change) and ESRS E5 (Resource Use and Circular Economy), which indirectly support mitigation of pollution. For further details on these targets and the metrics used to measure progress, please refer to our sustainability reporting under E1 and E5. Ayvens continues to evaluate opportunities to incorporate air quality considerations into our broader sustainability approach.

Metrics: Pollution of air, water and soil

Manufacturing process and end-of-life process

As a vehicle leasing company, Ayvens plays a role in advancing sustainability and reducing pollution in the mobility sector. While air pollution from vehicle manufacturing and end-of-life processing primarily fall under the responsibility of Original Equipment Manufacturers (OEMs) and recycling suppliers, Ayvens can endeavour to influence sustainable practices, particularly by working with manufacturers.

Despite efforts to assess air pollution from vehicle manufacturing and end-of-life process, significant data gaps exist due to:

1. Limited Availability: Emission factors for specific vehicle models and manufacturing processes are not consistently documented in databases.
2. Industry-Wide Gaps: Broader sectoral research indicated a lack of standardized reporting on pollution from manufacturing and recycling, making accurate estimates challenging.

Due to these constraints, exact emissions data on pollutants for Ayvens' fleet cannot be provided at this time. However, general reporting requirements for these specific items, as mandated by the CSRD, will enhance transparency and provide more comprehensive data in the upcoming period as manufacturers and end-of-life suppliers submit their reports. This data can be leveraged in the future to assess air pollution associated with vehicle manufacturing and end-of-life processes.

Use of vehicles

Environmental pollution stems from a multitude of sources, with road transport being a significant contributor. Vehicle emissions are broadly categorized into two primary types: exhaust emissions and non-exhaust emissions. Despite diligent efforts, Ayvens was unable to obtain precise data on pollution from exhaust and non-exhaust emissions across its value chain. Relevant data were not readily available in existing databases of Ayvens. Given these constraints, Ayvens decided to utilize publicly available emission factors to estimate the average air pollution resulting from exhaust emissions and non-exhaust emissions.

The disclosed pollutants are aligned with those listed in Regulation 166/2006. However, following a qualitative assessment, the disclosure prioritizes pollutants deemed most material to Ayvens' business model, ensuring a more relevant representation of environmental impact. The following section provides an overview of these key pollutants and calculation methodology.

Exhaust emissions

Exhaust emissions, also referred to as engine emissions, result from the combustion of fuel in vehicle engines. These emissions release several critical pollutants, including sulfur dioxide (SO_2), nitrogen oxides (NO_x), and particulate matter (PM), all of which are documented contributors to air pollution. Given the extensive body of research on this subject, air pollution from exhaust emissions can be estimated leveraging publicly available emission factors.

However, assessing the impact of these emissions on water and soil contamination presents a far greater challenge. While pollutants from exhaust emissions can enter these environmental compartments through indirect mechanisms—such as atmospheric deposition and acid rain—quantifying their effects remains complex.

Due to these complexities, most research on engine emissions has primarily focused on air pollution, with significantly less data available on their contributions to water and soil contamination. Consequently, a precise quantitative assessment of their impact in these areas is not currently feasible. As scientific advancements continue to improve our understanding of these interactions, we will closely monitor emerging research and methodologies. Our objective is to evaluate new data sources and analytical approaches to enhance the accuracy of future impact assessments.

Proxy data

The estimations have been established leveraging publicly available emission factors, which represent pollutant rates for specific vehicle categories under defined conditions. These factors were established using the Methods for Calculating the Emissions of Transport in the Netherlands published by the PBL Netherlands Environmental Assessment Agency (Geilenkirchen, 2021) [(1)]. The VERSIT+ model, integral to this research, utilizes real-world driving data and vehicle-specific characteristics to derive accurate emission factors. To further validate the selection of emission factors, the EMEP/EEA Air Pollutant Emission Inventory Guidebook was referenced, ensuring the emission factors were accurate and representative of the fleet.

The resulting emission factor reflects average emissions per vehicle-kilometer and was tailored to the "Passenger cars" category, as defined in the EMEP/EEA guidebook. Passenger cars, identified as small to large family vehicles primarily used for passenger transport, were considered the most representative vehicle type within the fleet. To estimate total fleet emissions, the emission factor was multiplied by the fleet's total mileage.

Measurement Uncertainty

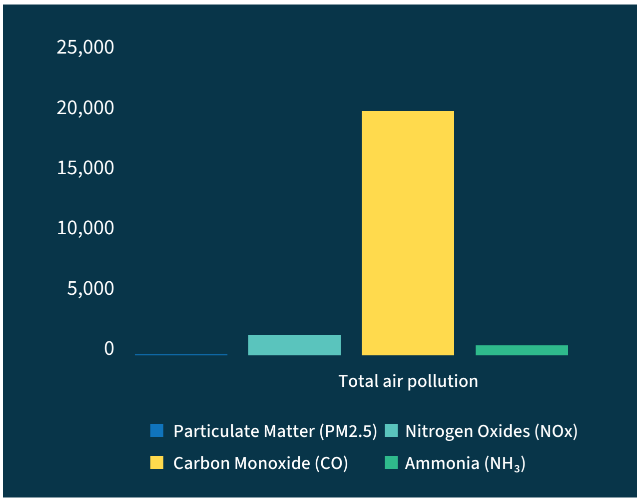
It is important to note that emission factors, while practical, are inherently less precise than direct measurements specific to the value chain. As outlined in the Methods for Calculating the Emissions of Transport in the Netherlands published by the PBL Netherlands Environmental Assessment Agency (Geilenkirchen, 2021) [(1)], NOx emissions have relatively low uncertainty due to consistent real-world measurements over the past decade. However, higher uncertainty exists for NH3, EC, and PM emissions, which are less frequently monitored, and for emissions associated with tire, brake, and road surface wear, particularly PM2.5, due to limited data availability. These limitations reflect the challenges of emission factor-based estimations but are mitigated by adhering to validated methodologies and established benchmarks.

Ayvens acknowledges the limitations of this methodology and aims to develop a more precise and accurate understanding of air pollution in the future. This initial assessment will serve as a baseline for measuring and monitoring air pollution from the vehicle fleet. By improving the accuracy of these metrics, the aim is to establish the insights necessary to set informed policies. This approach aims to support the company's broader environmental objectives.

(1) Geilenkirchen, G.e. (2021). Methods for calculating the emissions of transport in the Netherlands. The Hague: PBL Netherlands Environmental Assessment Agency.

Pollutant	Total air pollution – exhaust emissions *(tons)* in the reporting year: 2024
Particulate Matter (PM2.5)	22
Nitrogen Oxides (NOx)	1,665
Carbon Monoxide (CO)	20,235
Ammonia (NH_3)	794

Total exhaust emissions (tailpipe emissions) - kg



Non-exhaust emissions

Non-exhaust emissions encompass pollutants resulting from mechanical wear and tear, notably tyre wear abrasion and brake abrasion. As vehicles operate, frictional forces cause the degradation of tyres and brake components, leading to the release of particulate matter into the environment. These particles contribute to pollution across air, water, and soil compartments. Recent studies have highlighted that non-exhaust emissions can be a significant source of particulate pollution, especially as modern vehicles become heavier.

Proxy data – tyre wear emissions

The estimations have been established leveraging publicly available emission factors, which represent pollutant rates for specific vehicle categories under defined conditions. The methodology used estimates tyre wear emissions for the Ayvens vehicle fleet using emission factors from academic research and models for environmental distribution.

To establish the level of pollution the total tyre wear emissions (TWP) is calculated based on fleet size, annual mileage, and tyre abrasion rates. While absolute abrasion levels are influenced by factors such as tyre type, vehicle characteristics, road conditions, environmental factors, and driving behavior, passenger cars typically emit approximately 110 mg/km per vehicle. To estimate particulate matter emissions, academic research has determined that, on average, PM10 accounts for 2.5% of total tyre abrasion. Furthermore, PM2.5 represents approximately 40% of PM10 emissions (Giechaskiel, 2024) [(1)].

In recent years, there has been growing research interest in the environmental fate of tyre microplastics. A general consensus suggests that the majority of these particles accumulate in soil, a significant proportion enters aquatic ecosystems, and a small fraction becomes airborne (Giechaskiel, 2024).

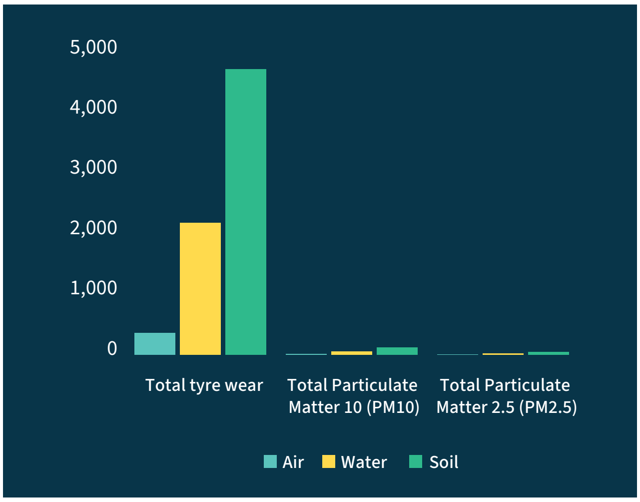
Measurement Uncertainty

Despite its structured approach, this methodology carries inherent uncertainties due to variations in tyre composition, vehicle operation, road surface conditions, and environmental factors. Tyre abrasion rates, while based on academic studies, vary with driving style, tyre pressure, maintenance, and road texture, leading to deviations in real-world conditions. Moreover, the distribution of emissions into air, water, and soil is also subject to variability, as stormwater infrastructure, rainfall patterns, and soil characteristics influence how tyre particles disperse. Additionally, airborne particulate estimates (PM10 and PM2.5 fractions) are derived from modelled assumptions rather than large-scale direct measurements, introducing potential inaccuracies.

The impact of electric vehicles, which experience greater tyre wear due to increased weight, further complicates emissions estimates. Future regulatory changes, such as Euro 7, may impose stricter tyre abrasion limits, necessitating adjustments to emission factors over time. While these uncertainties limit absolute precision, the methodology remains a valuable tool for estimating fleet-wide tyre wear emissions. This initial assessment will serve as a baseline for measuring and monitoring pollution from the vehicle fleet. By improving the accuracy of these metrics, the aim is to establish the insights necessary to set informed policies. This approach aims to support the company's broader environmental objectives.

Tyre wear pollution *(tons)* in the reporting year: 2024	Air	Water	Soil
Total tyre wear	364	2,186	4,737
Total Particulate Matter 10 (PM10)	9	55	118
Total Particulate Matter 2.5 (PM 2.5)	3	22	47

Total non-exhaust emissions (tyre wear abrasion) - kg



(1) Giechaskiel, B.G. (2024). Contribution of Road Vehicle Tyre Wear to Microplastics and Ambient Air Pollution. Sustainability 16, no. 2., 522.

5.4 ESRS E5 Resource use and circular economy

This chapter explores the requirements of ESRS E5, offering a structured overview of its key components and expectations. The following table provides a reading guide for this specific section.

5.4.1 Impact, Risk, and Opportunities

Overview of Material Impact, Risk, and/or Opportunities Identified

IRO NAME	Type	Value Chain Location
Mobilization of raw materials for vehicle construction	**Negative impact**	**Upstream**
The negative impact stems from the vehicle construction industry which is inherently resource-intensive, requiring large quantities of diverse materials such as rare metals, aluminum, steel, and rubber. While efforts are being made to reduce the use of virgin materials and increase recycled content, the industry continues to rely heavily on resource extraction. The impact is primarily concentrated in the upstream value chain, where material extraction and production contribute significantly to environmental concerns. Resource dependency remains a key challenge, affecting both supply chain stability and sustainability efforts.		
Mobilization of raw materials for maintenance (spare parts)	**Negative impact**	**Upstream**
The negative impact arises from the automotive industry which is inherently resource-intensive, requiring a significant quantity and diversity of materials for manufacturing of spare parts for vehicle maintenance, repair and tyre replacement. While efforts are being made to shift toward recycled materials, the industry remains dependent on raw material extraction. Spare parts are mandatory for repairs and regulatory compliance, further contributing to resource demand. The impact is concentrated in the upstream value chain, where material sourcing and production take place. The production of spare parts contributes to high material consumption, affecting supply chain sustainability and resource efficiency goals.		

In alignment with the CSRD-ESRS framework, the concept of resource inflow refers to materials entering an organization's infrastructure. The identified material negative impacts associated with this topic specifically pertain to the mobilization of raw materials, encompassing the processes of sourcing and utilizing both renewable and non-renewable resources that are integrated into the organization's operations.

These impacts highlight the importance of sustainable resource management practices. Key considerations include minimizing environmental harm, optimizing the efficiency of material use, and increasing the incorporation of recycled materials to reduce dependency on virgin resources. This approach supports the organization's ambition to mitigating its environmental footprint and fostering a circular economy.

Interaction with the business model and value chain

Our business model integrates both used car sales and multi-cycle leasing, fostering a contribution to the circular economy. The used car sales segment ensures that high-quality, well-maintained pre-owned vehicles are made available, allowing customers to choose used cars over new ones. Due to regular maintenance, these vehicles are typically in better condition than the average used vehicle. As a result, this practice may extends the lifespan of vehicles, reduces waste, and minimizes the environmental footprint associated with new vehicle production.

Complementing this, our used car leasing (UCL) strategy further enhances sustainability by maximizing the lifespan of vehicles within our portfolio. Through this approach, a single vehicle can serve multiple customers over its lifecycle, being leased through various products before entering the used car market. In addition, Ayvens takes into account the circular economy considerations, inherently changing our procurement practices. Suppliers capable of providing remanufactured or refurbished spare parts are preferred.

Moreover, educating customers in the acceptance of remanufactured and/or refurbished spare parts and products, used lease cars is integral to Ayvens.

Resource inflows of Ayvens

As a service company, Ayvens doesn't buy raw materials as such. The only resources we buy are: paper, water and fuel/gas for the use in our own operations, fuel for our company cars. These inflows are not material if compared to the overall footprint of Ayvens, nevertheless, we work to reduce the use of these, above all for a scarce resource like water.

Main inflows for Ayvens are reflected in the aggregated products we procure within the upstream value chain, including vehicles and spare parts for our strategic purchasing categories, as well as IT materials for indirect procurement categories.

5.4.2 Impact, Risk, and Opportunity Management

Global Procurement Policy

Policies related to resource use and circular economy: Global Procurement policy

Ayvens Responsible Procurement policy, embedded in the Global Procurement Policy, enables the identification of ESG risks associated with each category of goods and services we purchase, facilitates the evaluation of ESG risks related to our suppliers, and ultimately supports the selection of the most suitable suppliers.

ESG factors are integrated into the global supplier score, weighted between 5% and 15%, depending on the risk level of the category. The evaluation process begins at the tender phase, where key improvement areas are identified, and progress against agreed KPIs is continuously monitored throughout the contract duration via business reviews. For tenders within relevant categories (e.g., tires, spare parts, glass), circular economy principles are incorporated into the assessment. This includes prioritizing the reduction of virgin resource consumption and promoting the reuse and recycling of materials. Our primary objective is to select suppliers with the lowest ESG risks and/or the highest positive impact.

The policy applies across all purchasing categories and geographies, directly covering our Tier 1 suppliers and, to a more limited extent, Tier 2 suppliers. For Tier 2 suppliers, we actively encourage the adoption of circular economy principles within their own supply chains through ongoing engagement and collaboration.

Key internal stakeholders, procurement and ESG (global and local) are tasked with the implementation of this policy. To ensure all stakeholders affected by the policy are equipped to implement it effectively, training sessions have been conducted throughout the reporting year. As such, both worldwide buyers and ESG representatives have been trained on the content, process and tools described in the policy. Moreover, the central ESG team is available to support local representatives in situations where uncertainty arises.

For more detailed information on the procurement policy and the inclusion of ESG criteria in the tender process, please refer to section 5.7.3 - ESRS S2 (247).

Actions related to resource use and circular economy: Global Procurement policy

The procurement function contributes to climate action, and specifically circular economy practices, by promoting sustainable practices, such as:

- Expanding the circular economy through sourcing remanufactured tyres made from recycled materials. Blackstar, a producer of 100% recycled tyres, was referenced as one of the strategic tires OEMs suppliers of Ayvens group end of 2023. In 2024 Ayvens France (France is the only market covered today by Blackstar production capacity) bought 1492 tyres from Blackstar. This represents 0.4% of France's total tyre purchases in 2024. While this accounts for a relatively small share of Ayvens France's overall tyre procurement, volumes are currently constrained by production capacity limitations.

The listed metric pertaining to the procurement of remanufactured tyres is not externally validated beyond the assurance provider.

Additionally, to ensure continuous improvement in terms of integrating circular economy initiatives, a series of future actions have been strategically planned. These include:

a) Increase collaboration with the Innovation team to identify connections between our procurement activities and emerging startups or companies within the circular economy ecosystem.
b) Reparability battery: buy/build an index of reparability of batteries from different OEMs and challenge/work with OEMs to improve their products
c) Retrieve information about Circular Economy and Reparability for cars we buy via engagement with the relevant OEMs. This would enable Ayvens to valorise the current practices of OEMs in their own production processes.
d) Systematize requirements about resources and circular economy at the tender for all identified categories.
e) Establish a comprehensive reporting system to consolidate all relevant data. Move away from country-specific verbal updates and implement a standardized format that includes detailed quantitative information.

The horizon required to successfully execute and accomplish the planned actions and strategic initiatives for the future is estimated to be within a timeframe of one to five years.

For more detailed information on the procurement policy, the accompanying actions, targets and metrics and the inclusion of ESG criteria in the tender process, please refer to section 5.7.3 - ESRS S2 (247).

Progress of actions

The progress of the outlined actions is assessed using key performance indicator (KPIs) that measure the percentage on spend covered by the tender of the year.

These categories represent EUR 563 million in expenses in 2024; 14% of the “direct” costs of the Ayvens Group (excluding vehicles).

The listed metric pertaining to the percentage on spend covered by the tender of the year is not not externally validated beyond the assurance provider.

Financial resources

Ayvens concludes that the implementation of its current and future action plan does not require significant additional operational expenditures (Opex) or capital expenditures (Capex). All sustainability-related initiatives mentioned in this report are executed within the existing financial framework, utilizing resources already allocated to the respective departments as part of business as usual. Ayvens continues to review and reassess through the annual Double Materiality Assessment (DMA) the areas where sustainability matters may evolve in significance. Any changes in Opex or Capex resource requirements will be monitored and addressed in line with Ayvens’ ambitions.

Operations guidelines and used car leasing

By embedding circular economy principles into our processes via the strategic approach to used car leasing and operational guidelines, the aim is to optimize the use of materials, extend asset lifespans, and lower waste generation.

A key component of this strategy is used car leasing, which helps decrease the number of new vehicles purchased or leased by Ayvens. The aim is to establish a baseline and evaluate the resources consumed when purchasing new cars compared to the potential savings achieved through leasing used cars. Used car lease avoids the use of a new car. As such, the aim is to maintain the cars in better condition to ensure that the materials used have an extended lifespan.

In parallel, the operations guidelines are designed with cost efficiency as a key principle, ensuring that repair is prioritized over replacement whenever feasible. When replacement is unavoidable, the preference is to use second-hand or remanufactured spare parts instead of new ones. This approach helps reduce material extraction and waste while ensuring vehicles remain in use for longer. The ‘Green Insurance’ project was initiated, with the aim to measure the impact of "green" repairs, specified as repair and replacement utilising second-hand spare parts whenever possible. To support ongoing improvement, a series of future actions has been strategically planned. Firstly, based on the main take aways of the proof of concepts (measuring the avoided emissions for all repairs from accidents in two of our entities) the aim is to scale an industrialise the project. As such the ambition is to extend the same approach to all countries and to maintenance in general and not only to claims. Finally, the publication of Ayvens Group Policy on Operations will embed circular economy recommendations on Maintenance and Repairs (MD).

By implementing these strategies, ultimately, used car leasing and operational excellence serve as key enablers in reducing resource consumption and mitigating the identified material negative impacts.

5.4.3 Metrics and Targets

Targets related to resource use and circular economy: Global procurement policy

Specific targets for resource inflows have not yet been defined. However, Ayvens being committed to embedding circular economy principles into its operations, a dedicated objective has been established to drive progress in this area. The objective set pertains to the integration of circular economy principles within Procurement and Operations. This specifically applies to Repair, Maintenance, and Tyres (RMT) activities, ensuring that a circular approach is due to be embedded in all related processes, for 100% of the RMT categories (e.g. body repair, windscreens, tyre change, etc.).

Moreover, recognizing the complexity of achieving 100% circular economy principles wherever possible within Procurement and Operations, this effort will be supported by the development of category-specific policies and playbooks, covering key areas outlined such as tires, windscreens, repair, and maintenance.

The aim is to explore the development of targets that align with these relevant category-specific policies and playbooks. As such, while a single overarching policy is not feasible due to the diverse nature of these challenges, these targeted guidelines will collectively drive progress toward more sustainable vehicle operations. The first two outlined initiatives in this regard—used car leasing and the publication in 2025 of the operations policy and the tires guidelines, serve as key levers in reducing resource consumption, ensuring vehicles and their components remain in use longer, and embedding circularity principles into business operations.

Metrics related to resource use and circular economy: Resource Inflows

As a vehicle leasing company, Ayvens aims to advance resource efficiency and sustainability in the mobility sector. While the primary responsibility for compliance with circular economy principles lies with Original Equipment Manufacturers (OEMs), Ayvens promotes sustainable practices during the fleet's use phase and aims to facilitate the transition to a circular economy.

Despite diligent efforts, Ayvens was unable to obtain precise data on the materials used for our products: the vehicle fleet. Relevant data were not readily available in existing databases, and research indicated a general lack of transparency and standardization in material reporting across the automotive industry, particularly for sustainably sourced and recycled materials.

Proxy for Vehicle Material Composition

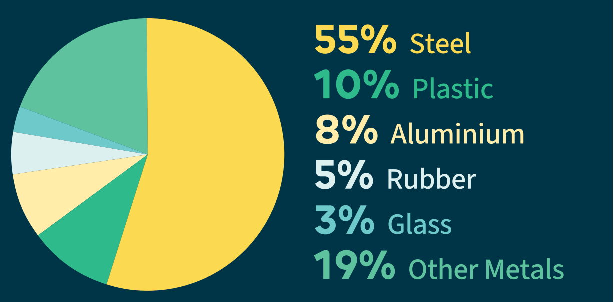
Given the complexity of tracking the exact amount of materials used in Ayvens' fleet, it is not currently feasible to present precise numbers for the reporting period. The primary challenges include:

- **Data Availability:** existing databases do not contain detailed material composition for each vehicle in the fleet. OEMs do not yet provide consistent, publicly available data on the specific materials used per model and manufacturing year;
- **Lack of Standardized Reporting:** current sustainability reports from OEMs do not provide uniform insights into the material breakdown of vehicles, further complicating precise data estimation;
- **Fleet Variability Over Time:** the fleet is not static; vehicles enter and exit the fleet continuously, and their lifetime depends on various factors such as usage patterns and maintenance. This makes it difficult to pinpoint the exact amount of materials used in manufacturing vehicles within the specific reporting period.

To address these limitations, Ayvens has implemented a proxy approach based on industry research and sector benchmarks to estimate the average material composition for the vehicle fleet. Specifically, this methodology applies an average material composition per vehicle, derived from weight-based analysis. The key findings include:

- **Steel Dominance:** steel remains the most significant material in vehicle manufacturing, but its proportion varies across manufacturers and models;
- **EV *vs.* CV Composition:** electric vehicles (EVs) rely heavily on lightweight alloys (*e.g.*, aluminum) and critical minerals, reflecting the shift away from traditional steel-heavy designs seen in conventional vehicles (CVs) using Internal Combustion Engines ;
- **Mineral Intensity in EVs:** EVs require substantially more critical minerals than CVs, primarily due to battery technologies and lightweighting strategies.

Material's weight distribution of a car



This average translates to the following absolute value of materials used:

Material*	% Weight of Vehicle	Absolute value of materials used in ton *(t)*
Steel	55%	2,299,416
Plastic	10%	418,076
Aluminium	8%	334,461
Rubber	5%	209,038
Glass	3%	125,423
Other Metals	19%	794,344

Challenges for Sustainably Sourced and Recycled Materials

For sustainably sourced materials and recycled or secondary materials, establishing reliable proxy data points has proven more complex. Key obstacles include:

- **Lack of Transparency:** automotive manufacturers do not consistently disclose detailed information about the sustainability of materials used in vehicles;
- **Limited Standardization:** each manufacturer has a unique approach to material sourcing and recycling, with no uniform framework for reporting or verification.

As a result, Ayvens cannot currently provide estimates for the amount of sustainably sourced or recycled materials in its fleet. However, the Company is aiming to collaborate with OEMs to improve these disclosures.

Link to Regulatory Frameworks and Implications for Ayvens

Regulatory Requirements for Reusability and Recyclability

The circular economy principles relevant to Ayvens's fleet are governed by Directive 2000/53/EC on End-of-Life Vehicles (ELV). This Directive mandates:

- **Reusability and Recyclability:** vehicles must be reusable or recyclable to at least 85% by weight;
- **Reusability and Recoverability:** vehicles must be reusable or recoverable to at least 95% by weight.

While Ayvens is not directly responsible for end-of-life processes, compliance is ensured through its relationships with OEMs, which bear the legal obligation to meet these criteria. Additionally, the **EU Regulation 2023/1542** on batteries and battery waste, effective from 2025, will further regulate the recycling of critical raw materials (CRMs), especially those used in EV batteries.

Measurement Uncertainty and Limitations

Ayvens recognizes that the current reliance on proxy data introduces inherent measurement uncertainty. The methodology used provides a practical baseline but lacks the precision of direct value chain-specific data. To address these gaps, Ayvens strives to develop more accurate and precise metrics over time, leveraging advancements in reporting frameworks and deepening collaboration with OEMs.

5.5 European taxonomy

Ayvens is a Financial Holding Company (FHC) since the acquisition of LeasePlan in May 2023. As such, it is subject to report the European Taxonomy **as a non-financial undertaking**, as the FHC status does not meet the definition of a financial company described in Article 1 (8) of the Article 8 delegated act. This assessment was further confirmed by the FAQ published by the European Commission in December 2024 which stipulates that the operational leasing activity (or full-service leasing), representing 95% of Ayvens' financial exposures, must be reported in accordance with the rules applicable to non-financial companies.

Ayvens' vehicle leasing and Fleet Management activities are eligible for European taxonomy under the Clear Transportation criterion, in activity 6.5 listed in the EU Commission Delegated Regulations (EU) 2021/2139 of 4 June 2021 and (EU) 2021/2178 of 6 July 2021: "Transport by motorbikes, passenger cars and light commercial vehicles", defined as "Purchase, financing, renting, leasing and operation of vehicles". As a result, activities related to Full-Service Leasing and Fleet Management are eligible. The taxonomy includes six environmental objectives, two of which have been described in detail in terms of technical eligibility and alignment criteria for non-financial reporting issued by ALD and Ayvens since 2022: climate change mitigation and climate change adaptation. From 2024, the alignment with four new environmental objectives must also be reported when relevant: Sustainable use and protection of water and marine resources, Transition to a circular economy, Pollution prevention and control, Protection and restoration of biodiversity and ecosystems. Ayvens remarketing of used cars is in scope of the circular economy objective.

5.5.1 Ayvens economic activity eligibility analysis

In line with the analysis carried out in chapter 5.8 of the 2023 Universal Registration Document of Ayvens, the core vehicle leasing and Fleet Management activity of Ayvens remains **eligible for the European Taxonomy under the criteria relating to clean transport associated with economic activity 6.5**, as presented in the Delegated Regulations (EU) 2021/2139 of 4 June 2021 and (EU) 2021/2178 of the European Commission: "Transport by motorcycles, passenger cars and light commercial vehicles", covering "purchase, financing, leasing, hire and operation of vehicles".

Since activity 6.5 does not have the "enabling" nature associated with the objective of adapting to climate change, **the vehicle rental and Fleet Management activity of Ayvens is only eligible under the climate change mitigation objective**. The fundamental purpose of the electrification of company fleets is to fight climate change, not to adapt to it.

Ayvens' used vehicle resale business became eligible in 2023 for the European Taxonomy under activity 5.4 "Sale of used goods" relating to the new circular economy objective. Specifically, the sale of second-hand goods that have been used for their intended purpose before by a customer (physical person or legal person), possibly after repair, refurbishment or remanufacturing, are eligible. The economic activity of used car sales relates to products manufactured by economic activities classified under NACE codes C29 Manufacture of motor vehicles, trailers and semi-trailers. In 2023, this activity was included in eligibility for Ayvens business. **In 2024, the alignment of this activity has been carried out.**

Presentation of Ayvens' activities EU taxonomy eligibility assessment

Ayvens' activities as presented in Chapter 1	Activity covered by the Taxonomy	Description of the Taxonomy activity	Environmental objective
Rental activity: Full Service Leasing Rental activity: Fleet Management	6.5 Transportation by motorcycle, passenger vehicles and light commercial vehicles	*The Purchase, financing, renting, leasing and operation of vehicles designated as category M1, N1 or L*	Climate change mitigation
Used car sales	5.4 Sale of used goods	Sale of second-hand goods that have been used in accordance with their previously intended use by a customer (natural person or legal entity), possibly after repair, refurbishment or remanufacturing.	Circular economy

5.5.2 Principles applied by Ayvens to identify the share of aligned activity

The identification of the share of activity aligned with the taxonomy, and the production of revenue, capital expenditures (CapEx) and Operational Expenditures (OpEx) indicators has been performed by a task force involving the Sustainability Department, the Finance Department and the Digital Transformation and Operating Systems Department.

The methodological choices adopted during the 2023 reporting related to activity 6.5 were renewed for various reasons:

- no regulatory changes occurred during the 2024 financial year concerning activity 6.5;
- no market changes have occurred, either in the ability of players in the automotive chain to provide the requested data or the implementation of external data platforms;
- the methodological choices were not called into question by the leasing industry, the Ayvens Group's majority shareholder, or the regulator. On the contrary, Societe Generale has taken inspiration from the Ayvens alignment methodology to measure the alignment of its car financing activities in the Green Asset Ratio.

As disclosed in Article 3 of Regulation EU 2020/852, an eligible economic activity shall qualify as environmentally sustainable or aligned where that economic activity:

a) **contributes substantially to one or more of the environmental objectives set out in Article 9**;

b) **does not significantly harm (DNSH) any of the environmental objectives set out in Article 9**; and

c) **is carried out in compliance with the minimum safeguards laid down in Article 18.**

To meet this requirement, Ayvens performed a detailed analysis to identify the share of rental activity (eligible under activity 6.5) as well as the share of used cars sales (eligible under activity 5.4) qualifying as aligned with the EU Taxonomy. The nature of the substantial contribution criteria and DNSH criteria attached to activities 5.4 and 6.5 required assessing the alignment of vehicles at car-by-car level to build an internal database of aligned vehicles. In other words, the whole Fleet has been screened in a "funnel-like" approach, in order to identify the final pool of aligned vehicles.

As a preliminary screening, the selection has been narrowed down to:

- <u>the funded Fleet</u> vehicles financed by Ayvens in Full Service Leasing or Finance Lease. Vehicles that are in Fleet Management schemes only (*i.e.* not financed by Ayvens), generate no CapEx investment, and only account for a non-significant share of revenues and operational expenses. Moreover, for Fleets owned by clients, most of the time Ayvens does not hold the necessary vehicle technical data;
- <u>passenger vehicles and light commercial vehicles</u> (categories M1 and N1). Excluded are bikes and 2-wheels accounting for a non-significant share of CapEx, revenues and operational expenses;
- <u>the 15 main countries marketing battery-powered electric vehicles, plug-in hybrids and hydrogen vehicles</u>, which represent 97% of the Ayvens road Fleet for these types of engines – the only ones potentially aligned with the Taxonomy. These are Germany, Belgium, Denmark, Spain, Finland, France, Greece, Italy, Luxembourg, Norway, the Netherlands, the UK, Sweden, Austria and Portugal;
- <u>turnover alignment only for used cars sales.</u> This activity does not generate CapEx, and the OpEx for this activity amounts to 2% of the total denominator of the OpEx KPI and is therefore excluded. The Turnover of this activity amounts to 34% of the total turnover denominator, the alignment of this activity is therefore included.

5.5.2.1 Substantial contribution to Climate Change Mitigation related to activity 6.5 and to Circular Economy related to activity 5.4.

5.5.2.1.1 Climate Change Mitigation (for activity 6.5)

Description as per Commission Delegated Regulation of 4 June 2021

The activity complies with the following criteria:

a) for vehicles of category M1 and N1, both falling under the scope of Regulation (EC) No. 715/2007: until 31 December 2025, specific emissions of CO, as defined in Article 3(1), point (h), of Regulation (EU) 2019/631, are lower than 50g CO/km (low- and zero-emission light-duty-vehicles), (ii) from 1 January 2026, specific emissions of CO, as defined in Article 3(1), point (h), of Regulation (EU) 2019/631, are zero;

b) for vehicles of category L, the tailpipe CO emissions equal to 0g COe/km calculated in accordance with the emission test laid down in Regulation (EU) 168/2013.

Note: the gCO_2/km values are expressed under WLTP method. "N1 vehicles" as referred in Article 4(1).b.(i) of Regulation (EU) 2018/58: maximum mass not exceeding 3.5 tons.

Judgement applied and methodology used to assess compliance

The official data provided by OEMs as part of the vehicle homologation process has been used. They mainly come from third-party data providers. They are stored in the operating systems of Ayvens' local subsidiaries and transmitted daily to Ayvens' central data warehouse, from where the information is extracted. If WLTP metrics were available, they were used as such. If only NEDC-correlated data was available, a conversion factor published by the European Commission's Joint Research Centre in 2017 (https://publications.jrc.ec.europa.eu/repository/handle/JRC107662) has been used, differentiating passenger vehicles and light commercial vehicles. Only vehicles with CO_2 values ranging from 0 to 49g (in WLTP equivalent) were used.

5.5.2.1.2 Circular Economy (for activity 5.4)

1. The economic activity consists of selling a second-hand product that had been used for its intended purpose by a customer (physical person or legal person), potentially after its prior cleaning, repair, refurbishment or remanufacturing.
2. The sold product is covered by a sales contract where relevant and in accordance with provisions as regards conformity of the product, liability of the seller (including the option of a shorter liability or limitation period for secondhand products), burden of proof, remedies for lack of conformity, the modalities for the exercise of those remedies, repair or replacement of the goods, and commercial guarantees.
3. Where the product has been repaired, refurbished or remanufactured before reselling, the activity implements a waste management plan that ensures that the product's materials and components that have not been reused in the same product, are reused elsewhere, or where reuse is not possible (for example due to damage, degradation or hazardous substances), are recycled, or, only where reuse and recycling are not viable, are disposed of. For remanufacturing, the waste management plan is accessible to the public.
4. Where the economic activity involves delivery of packaged products to customers (physical person or legal person) including when the activity is operated as an e-commerce, the primary and secondary packaging of the product complies with one of the following criteria:
   a. the packaging is made of at least 65% recycled material. Where the packaging is made from paper or cardboard, the remaining primary raw material are certified by the Forest Stewardship Council (FSC), the Programme for the Endorsement of Forest Certification Schemes (PEFC International), or equivalent recognised schemes. Coatings with plastics or metals are not used. For plastic packaging only mono-materials without coatings are used, halogen-containing polymers are not used. A declaration of compliance is provided specifying the material composition of the packaging and the shares of recycled and primary raw material;
   b. the packaging has been designed to be reusable within a reuse system. The system for reuse is established in a way that ensures the possibility of reuse in a closed-loop or open-loop system.

Judgement applied and methodology used to assess compliance

a) The economic activity consists of selling a second-hand cars that had been used for their intended purpose by the customer (physical person or legal person), who initially leased the vehicle from Ayvens potentially after its prior cleaning, and repair or refurbishment when needed. No remanufacturing is performed.

b) The used vehicle sold product is covered by a sales contract where relevant and in accordance with provisions as regards conformity of the product, liability of the seller.

c) Not all used cars sold are being refurbished. It is a tradeoff decision between cost of repair and price of resale. When the car is refurbished, the process is done within garages appointed by Ayvens (same as for maintenance and repair during contract life). Vehicle repair and refurbishment is therefore subject to the required recycling and waste management principles.

d) Used car sales does not involve packaging. The vehicle is either picked up by the client or delivered on trailers without packaging.

5.5.2.2 Compliance of activities 5.4 and 6.5 with principle of DNSH

There are no DNSH criteria applying to protection and restoration of biodiversity and natural ecosystems for Activities 5.4 and 6.5 as disclosed in Commission Delegated Regulation of 4 June 2021. There are no DNSH criteria applying to Water and marine resources for activity 6.5.

5.5.2.2.1 Pollution prevention (common to 5.4 and 6.5, except)

Description as per Commission Delegated Regulation of 4 June 2021

1. Vehicles comply with the requirements of the most recent applicable stage of the Euro 6 light-duty emission type-approval set out in accordance with Regulation (EC) No. 715/2007.
2. Vehicles comply with the emission thresholds for clean light-duty vehicles set out in Table 2 of the Annex to Directive 2009/33/EC of the European Parliament and of the Council.
3. Vehicles comply with Regulation (EU) No. 540/2014 of the European Parliament and of the Council.
4. For roadvehicles of categories M and N, tyres comply with external rolling noise requirements in the highest populated class and with Rolling Resistance Coefficient (influencing the vehicle energy efficiency) in the two highest populated classes as set out in Regulation (EU) 2020/740 and as can be verified from the European Product Registry for Energy Labelling (EPREL).
5. For Activity 5.4 only, compliance with EU Commission Delegated Regulation of 27 June 2023, Appendix C. This is a generic criteria for DNSH to pollution prevention and control regarding use and presence of chemicals.

Judgement applied and methodology used to assess compliance

Ayvens applied the following judgement:

1. The "most recent applicable stage of type approval for Euro 6 emissions" is technically the Euro 6e standard, which was introduced for all types of vehicles from September 2024 vehicle production. It replaces the Euro 6d-temp phase that introduced the new WLTP test cycle and Real Driving Emissions (RDE). Euro 6d-temp started to be introduced for New Types (new models or engines) in September 2017 and was mandatory for all types (all new vehicles sold) in September 2019. All BEV vehicles are compliant "by design" (classification AX according to Euro standards) with the latest Euro 6 standards, because they emit no tailpipe pollutants at all. Regarding PHEVs, for reporting until FY23, in a conservative approach it was decided to only choose PHEVs ordered from September 2019 onwards, therefore manufactured after the entry into force of the Euro 6d-temp "all types" standard. For this Reporting, for the sake of consistency it was decided to keep the same cut off date for Euro6d temp, and consider that all new PHEVs delivered respect the latest version of the standard in order to be compliant with the regulation. Concretely, Euro 6e vehicles will start to be available in Ayvens fleet as soon as the production volumes after September 2024 are delivered.;

2. Vehicles financed by Ayvens are out of scope as per Ayvens' analysis with the emission thresholds for clean light-duty vehicles set out in Table 2 of the Annex to Directive 2009/33/EC of the European Parliament and of the Council: the taxonomy criteria refer to thresholds indicated in Table 2 of the Annex to EU Directive 2009/33/EC, which do not include leasing activities and are limited to public purchases. Therefore, the emission requirements in Table 2 of the Annex to Directive 2009/33/EC do not concern activities financed by Ayvens.;
3. this criterion related to vehicle noise reflects legislation currently in place. All vehicles currently sold within the EU are by definition compliant. All vehicles comply with Regulation (EU) No. 540/2014 or UN ECE Regulation 51-03 (phase 2), listed as alternative to EU Regulation 540/2014. OEMs have all confirmed its application to vehicles in Ayvens Fleet in scope;
4. the Delegated Regulation was completed by the FAQ released by the European Commission in December 2022 (https://ec.europa.eu/finance/docs/law/221219-draft-commission-notice-eu-taxonomy-climate.pdf). It is clear from these questions and answers that the scales should not be understood in absolute terms (for example, A only for noise, A+B only for rolling resistance), but in relative terms. It is therefore a matter of comparing the tyres on Ayvens vehicles with all the tyres available on the market and with the same technical specifications). Alignment with the criteria therefore requires a multi-step approach:
   a. obtaining the labels for rolling resistance and noise, that can be different between front and back tyres, and can be changed during the contract life, sometimes twice a year when winter tyres are fitted,
   b. obtaining the following technical specifications for tyres (size designation, load capacity index, speed category, season),
   c. manually run these parameters in the European EPREL database for a correct comparison of the selected tyres,
   d. generate a table producing a split of the labelling of all tyres with the given specification to establish whether the tyre(s) belong to the highest populated class, Ayvens has done its best efforts to assess the compliance of the original tyres fitted at the factory. Factory-fitted tyres are key because they are linked to the vehicle initially acquired by Ayvens, and therefore trigger CAPEX. They also equip the vehicle for a significant part of the contact life (and therefore contract revenues). However, vehicle manufacturers do not provide the required information with enough granularity (lack of centralised data, or aggregated data only). An analysis of the 2023 regulatory disclosures from OEMs relative to the alignment of their business to activity 6.5 confirms the lack of common understanding and unavailability of data on this particular DNSH. Ayvens could have relied on the Taxonomy disclosure of peers or car manufacturer captive banks in the European automotive market, which in most cases consider the criteria to be met, even when noise-related criteria are not taken into account in some instances. However, it was deemed that such assumptions are not sufficiently realistic to serve as a reliable basis. As a result, in order to remain as close as possible to operational reality, and due to the large number of models concerned (more than 240) spread across many production years, the multiplicity of possible tyre combinations, the extreme complexity of the process and general unavailability of data, Ayvens concludes on the impossibility to conduct the alignment exercise at vehicle level. Marketplace discussions held within the European Leasing Association Leaseurope also confirm that this criterion is a joint concern of the industry. This specific point was included in Ayvens' response to the consultation organised by the European Commission in December 2023, as part of the Stakeholder mechanism. It was equally highlighted in the response provided by the Leaseurope trade association in the same consultation and reemphasized in a subsequent version of the stakeholder mechanism in February 2025. Ayvens is therefore disclosing two types of metrics:
      - A **Voluntary** disclosure, based on the conclusion that the criteria is inoperable and should therefore be waived. These metrics will allow comparability with the alignment ratios published in the past under NFRD, and properly reflect the share of electric vehicles in Ayvens' portfolio.
      - An **Official** disclosure, based on a fleet-wide proxy. After a thorough review of potential sources, and in a context where no market proxy can accurately reflect the several conditions to be taken into account – see previous comment regarding the decision not to rely on higher proxies used by other reporting companies, which are considered less realistic. Ayvens opted to use as source an EU Commission Working Document prepared in context of the Regulation of the European Parliament and of the Council on the labelling of tyres (EC) No 1222/2009. The value of 14% - a very conservative value, lower than that used by the market - was retained as an assumption for the alignment of the criteria.

   Ayvens will adjust the reporting assumptions for future disclosures according to the availability of official external proxys and potential internal data. It is also important to note that the "Sustainability Omnibus" project, published in March 2025, clearly states that "DNSH criteria are considered often overly complex and burdensome and undertakings often quote the difficulty to establish compliance with those criteria as the main reason for absence of Taxonomy-alignment", with a specific mention to pollution DNSH criteria. The "Omnibus" process could therefore lead to a change in the regulation expectations, that Ayvens commits to implement.
5. This point concerns how vehicle manufacturers comply with these criteria. Such compliance is detailed in the statements of European manufacturers and, where necessary, supported by an action plan that improves traceability of efforts to replace substances for which suitable alternatives exist on the market. Ayvens' adherence to these criteria relies on these statements. This alignment with the wider supply chain's declarations was highlighted in the response provided by the Leaseurope trade association during the stakeholder consultation in February 2025.

5.5.2.2.2 Circular economy (for activity 6.5 only)

Description as per Commission Delegated Regulation of 4 June 2021

a) Vehicles of categories M1 and N1 are both of the following:
   - reusable or recyclable to a minimum of 85% by weight;
   - reusable or recoverable to a minimum of 95% by weight.

b) Measures are in place to manage waste both in the use phase (maintenance) and the end-of-life of the Fleet, including through reuse and recycling of batteries and electronics (in particular critical raw materials therein), in accordance with the waste hierarchy.

Judgement applied and methodology used to assess compliance.

a) Ayvens' fleet complies with the following thresholds for vehicles of category M1 and N1: Reusable or recyclable to a minimum of 85% by weight; reusable or recoverable to a minimum of 95% by weight:

- the business model is the purchase and leasing of vehicles for an average of 3.5 years before reselling them. Ayvens relies on manufacturers' reuse and recyclability data as it does not directly address the end-of-life of its vehicles. Since Sept. 18, 2020, manufacturers follow Directive 2000/53/EC, which outlines reusability and recyclability criteria. Under this Directive, type-approved vehicles must be at least 85% reusable and/or recyclable by weight per vehicle, and at least 95% reusable and/or recoverable by weight per vehicle;
- in addition, Directive 2000/53/EC is transposed into UK legislation through the End-of-Life Vehicles (Producer Responsibility) Regulations 2005. Similar legislation is in place in Norway, Switzerland and throughout the EU. Measures are in place to manage waste both in the use phase (maintenance) and the end-of-life of the Fleet, including through reuse and recycling of batteries and electronics (in particular critical raw materials therein), in accordance with the waste hierarchy.

b) The vehicles financed comply with having measures in place to manage waste both in the use phase (maintenance) and the end of life of the fleet, including through the reuse and recycling of batteries and electronics (in particular critical raw materials therein, such as lithium, cobalt or rare earths), in accordance with the waste hierarchy:

- as with the above assessment, Ayvens is only responsible for the use phase of the criteria given that it does not take part in the end-of-life management of vehicles;
- Ayvens has charters in place with OEMs and their garage networks to address waste management appropriately. Waste management, both during the use phase and during maintenance at the dealerships, is governed by the manufacturer's specific standards. These standards are bound by the local waste management regulations and are subject to routine inspection by national distributors;
- Independent garages are not subject to the aforementioned charters. On a best efforts basis, Ayvens selects independent garages following a set of criteria. These garages are often part of national and international networks, including the car manufacturer dealerships and independent networks, who have public commitments on their environmental and social practices. Exact criteria may vary from country to country but are aligned with Ayvens' Sustainable Procurement Charter. Checks are renewed at contract renewal every three to four years;
- for critical materials, Ayvens did not receive quantified information on recyclability by OEMs. Ayvens relies on EU Regulation 2023/1542, replacing Battery Directive (2006/66/EC) and aimed at enhancing circularity and reducing environmental and social impacts throughout all stages of the life cycle of batteries.

5.5.2.2.3 Climate change mitigation (for activity 5.4 only)

Please refer to section 5.9.2.1.1 Climate Change Mitigation. Criteria, judgement applied, and methodology used to assess compliance are identical.

Ayvens only produces energy on a very limited scale in those cases where solar panels are installed on the roofs of Ayvens' sites.

5.5.2.2.4 Water and marine resources (for activity 5.4 only)

Description as per Commission Delegated Regulation of 27 June 2023, Appendix B

Environmental degradation risks related to preserving water quality and avoiding water stress are identified and addressed with the aim of achieving good water status and good ecological potential as defined in Article 2, points (22) and (23), of Regulation (EU) 2020/852, in accordance with Directive 2000/60/EC(1)and a water use and protection management plan, developed thereunder for the potentially affected water body or bodies, in consultation with relevant stakeholders.

Where an Environmental Impact Assessment is carried out in accordance with Directive 2011/92/EU and includes an assessment of the impact on water in accordance with Directive 2000/60/EC, no additional assessment of impact on water is required, provided the risks identified have been addressed.
The activity does not hamper the achievement of good environmental status of marine waters or does not deteriorate marine waters that are already in good environmental status as defined in point 5 of Article 3 of Directive 2008/56/EC(2), taking into account the Commission Decision (EU) 2017/848 in relation to the relevant criteria and methodological standards for those descriptors.

Judgement applied and methodology used to assess compliance.

The impact on water resources from the sale of used cars is limited to car wash, and water used in the production of spare parts and fuel (for PHEVs only). To be noted, this same criterion is not considered in the assessment of activity 6.5 relating to leasing of new cars that carry a large portion of water consumption in manufacturing. For EVs, water consumption along the life cycles is more than 95% consumed in the production phase, mainly resulting from producing iron, steel, precious metals, and polymers. The low consumption of water during the remaining life of used cars lead to conclude the activity of used car sales is by nature compliant with the DNSH.

5.5.2.2.5 Climate change adaptation (general criterion applicable to all activities)

Description as per Commission Delegated Regulation of 4 June 2021, Appendix A

The physical climate risks that are material to the activity have been identified by performing a robust climate risk and vulnerability assessment with the following steps:

a) screening of theactivity to identify which physical climate risks may affect the performance of the economic activity during its expected lifetime;

b) where the activity is assessed to be at risk from one or more of the physical climate risks, a climate risk and vulnerability assessment to assess the materiality of the physical climate risks for the economic activity;

c) anassessment of adaptation solutions that can reduce the identified physical climate risk.

The climate risk and vulnerability assessment is proportionate to the scale of the activity and its expected lifespan, such that:

a) for activities with an expected lifespan of less than 10 years, the assessment is performed, at least by using climate projections at the smallest appropriate scale;

b) for all other activities, the assessment is performed using the highest available resolution, state-of-the-art climate projections across the existing range of future scenarios consistent with the expected lifetime of the activity, including, at least, 10-to-30-year climate projections scenarios for major investments.

Judgement applied

Definition of Physical and transition risks

- **Physical risk** refers to the financial impact of a changing climate, including more frequent extreme weather events and gradual changes in climate, as well as of environmental degradation, such as air, water and land pollution, water stress, biodiversity loss and deforestation. Physical risk is therefore categorised as "acute" when it arises from extreme climate events, such as droughts, floods and storms/hurricanes, and "chronic" when it arises from longer-term shifts in climate patterns, such as increasing temperatures - intense heat episodes, sea level rises, water stress, biodiversity loss, land use change, habitat destruction and resource scarcity. This can directly result in, for example, damage to property or reduced productivity, or indirectly lead to subsequent events, such as the disruption of supply chains.
- **Transition risk** refers to an institution's financial loss that can result, directly or indirectly, from the process of adjustment towards a lower carbon and more environmentally sustainable economy. This could be triggered, for example, by a relatively abrupt adoption of climate and environmental policies and regulations to transition away from fossil fuel and other greenhouse gas (GHG)-emitting-activities, technological progress (that though promising, comes with a set of challenges), or changes in market sentiment and preferences (i.e. social acceptance of EV may be challenged by higher prices).

For the business model of Ayvens, largely based on vehicle operational leasing, the most material transition risks are linked to Ayvens' vehicle Fleet and its emissions. The monitoring and mitigation of transitional risks is described in detail in chapter 4.1., under residual value risk management and climate, environmental, social and governmental risk management. The transition to a low-carbon economy is further addressed in the CSRD chapter and the sustainable mobility offering.

This section will therefore focus on **climate physical risks**.

Due to its activity of car leasing company, the most sensitive assets identified that can be impacted by extreme events in the Ayvens portfolio are:

- the **vehicles Fleet** financed and leased to its customers;
- the **Ayvens' premises**.

Methodology used

Physical risks on vehicles

Defining physical climate risks on an automobile Fleet involves assessing potential weather-related hazards such as extreme temperatures, storms, flooding, and other natural disasters that can damage or disable vehicles. This can be done by:

- identifying the geographical locations where the Fleet operates, and the potential risks associated with each location;
- assessing the current infrastructure, maintenance and storage facilities of the Fleet to determine their resilience to extreme weather events;
- analysing historical weather data to determine the frequency and severity of weather events in each location;
- evaluating the design and construction of the vehicles to determine their ability to withstand extreme weather conditions;
- developing contingency plans to ensure the Fleet can continue operating during and after a weather event;
- regularly reviewing and updating the risk assessment to ensure it remains relevant and effective in identifying and mitigating physical climate risks.

To comply with DNSH criteria and as explained before, Ayvens decided to **focus specifically on electric vehicles** (battery-powered electric vehicles and plug-in hybrids) in defining the physical risks of its vehicle Fleet because only those two technologies can meet the substantial contribution criteria.

A vehicle is by design a moving asset. It is therefore not relevant to consider the corporate address of the customer as location data. **Ayvens chose to analyse the risk at the granularity of the country**, considering that:

a) the vehicles are predominantly used in their country of registration; and

b) geographical usage of vehicles generally matches economic activity of the given country in terms of regional split.

To be able to estimate a risk on our car fleet, **an average risk by country** was needed on the different type of perils (heat stress, sea level rise, water stress, flooding, hurricanes & Typhoons, and wildfire).

The selected data source was **Moody's**, using the most recent data set and new methodology released. The data set provides a physical climate risk scorecard assessing the financial impacts of climate change across a spatial area (which is different from the previous methodology, where the legacy scores were hazard scores), across multiple time horizons, and relying on the below approach:

- first the risk is evaluated at the location level for each peril, validated against insurance claims history and relying on 2 key risk metrics:
  - the "Annualized Damage Rate" (ADR) to assess location-level risk: an estimate of the expected damage each year on average over time and expressed as a rate of damage per unit of currency exposed to damages,
  - the "ADR Standard Deviation" that gives an indication of the variability around the ADR estimates and can be used to compare the volatility of one location or activity type to another (as uncertainty around the annual average also plays a role in measuring risk)
- then the risk is aggregated at each location across the land area being evaluated,
  - using a variable resolution grid that has finer resolution either for areas with more human activity or perils with high gradient hazards,
  - assigning a weight based on the level of exposure. This weighting allows the area's risk score to be more heavily influenced by hazard present at the most economically relevant locations (high-rise buildings), while decreasing the influence of hazard in geographies where minimal economic activity is present.

Physical risks for Ayvens buildings (premises)

For its own buildings, Ayvens analysed its premises (office, car parks, used cars storage and remarketing sites), with specific mitigation plans on the used car remarketing centres where Ayvens stores vehicles before they are resold on the used car market.

Contrary to that of the mobile Fleet, **risk was assessed based on the exact address of each building.**

The data source chosen for physical hazard projection is **Munich Re**, which is the data provider also used by Societe Generale.

Summary of assumptions for the physical risks analysis of Ayvens assets:

- focus on **15 European countries** representing 97% of the total running Fleets of EVs in 2024 and 86% of the total Ayvens fleet;
- the choice made was to concentrate on scenario IPCC **RCP-8.5, the worst-case scenario** defined by the IPCC experts (NGFS - Hot house world; very high GHG emissions scenario, with temperature rising above 4° by the end of the century);
- for AYVENS' **vehicles fleet**, as vehicles are by design mobile, it was decided to make the analysis on the **country granularity** based on **data from Moody's**;
- on the other hand, for AYVENS' **buildings**, the risk calculation was carried out taking into account the **exact address of each location** and based on **data from Munich Re**, Societe Generale's data provider.

Results

Based on the physical hazard data provided by Physical risk data providers, below 2 main risks to be treated by AYVENS have been assessed:

- **Physical risks on value chain**, in particular the downstream part - **i.e., on Ayvens' vehicles Fleet** which includes the vehicles "on the road" with customers.
- **Physical risks on AYVENS' own operations**, including the **buildings of Ayvens, and vehicles in their possession** (used cars to be resold mainly).

Physical risks on Ayvens's value chain (focus on vehicle fleet, downstream value chain)

As vehicles are by design mobile, as explained in previous paragraph, the geographical location used for the analysis is **at the country granularity**. Climate related hazards covered include flooding, wildfires, hurricanes and typhoons as acute events, as well as water stress, sea level rise and heat stress as chronic events.

As Ayvens owns those vehicles for a short period (between three and six years), it is not mandatory, nor meaningful, to analyse the risk on different time horizons. As chronic risks refer to longer term shifts in climate patterns, it has been decided to use 2 projection horizons for acute and chronic risks.

Climate risk modelling parameters used are the below ones:

- Climate scenario: IPCC RCP8.5 [1]
- Projection horizon:
  - 2030 for acute risks (event-driven, including increased frequency and severity of extreme weather events);
  - 2050 for chronic risks

Based on the available data provided by Moody's for the 15 countries in scope, and based on the assumptions made, the risk index is the following:

TCFD Category	Risk Description (RCP 8.5)	Austria	Belgium	Denmark	Finland	France	Germany	Greece	Italy	Luxem-Bourg	Nether-Lands	Norway	Portugal	Spain	Sweden	United Kingdom
Country	*% of surface :*	*1 %*	*12 %*	*3 %*	*2 %*	*15 %*	*11 %*	*2 %*	*7 %*	*1 %*	*14 %*	*3 %*	*3 %*	*3 %*	*4 %*	*16 %*
Acute (Y2030)	Floods	48	25	4	21	12	14	5	22	71	72	38	6	10	66	17
	Wildfires	2	1	1	39	3	2	6	2	3	2	23	20	5	16	2
	Hurricanes & Typhoons	0	0	0	0	13	0	0	0	0	2	0	0	0	0	0
Chronic (Y2050)	Water Stress	54	59	53	55	48	53	87	49	57	59	54	93	79	48	51
	Sea Level Rise	0	42	14	9	13	27	3	8	0	12	14	5	4	9	29
	Heat Stress	27	24	20	60	20	39	69	39	22	12	40	24	50	31	7

Legend (impact thresholds): No risk (0) · Low (1-25) · Medium (26-50) · High (51-75) · Red flag (76-100)

Note:

- As per Moody's new methodology, the impact thresholds / scale is the same for all the risks assessed (on a percentile basis)
- For consistency with Moody's methodology, water stress has been categorized as a chronic risk in the EV fleet risk assessment
- The most recent methodology used from Moody's to evaluating climate risk across Ayvens TOP 15 countries is now measuring financial impact as a result of the presence of hazards. It considers physical climate hazards, considering that it can vary substantially depending on the peril and how the peril is affected by variations in geophysical features, such as topography and proximity to water bodies (e.g. sea, lake, river). The methodology uses a building volume weighted approach to sample countries and regions (Locations and countries are assigned an exposure value equal to the built-up volume (low urban areas are therefore "by nature" considered less at risk than a very dense city).
- This approach has been chosen because it is the most representative of our client's profiles in each country, with a higher density of fleet in urban areas, and where financial impact of the frequency and severity of occurrence of a given peril is the highest.
- "Country %EV fleet" is the portion of Ayvens EV fleet in a given country compared to Ayvens Total EV fleet (e.g. Austria represents 1% of Ayvens full EV fleet)

(1) Representative Concentration Pathway – RCP8.5: worst-case climate scenario.

Physical risks on Ayvens' own operations (Ayvens' premises)

Analysis has been conducted based on the localization of Ayvens' Premises.
Climate related hazards covered include river floods, droughts, fires, heavy precipitations, hail and tropical cyclones as acute events, as well as sea level rise and heat stress as chronic events.
Climate risk modelling parameters used are the below ones:

- Climate scenario: IPCC RCP8.5
- Projection horizon:
  - 2030 for acute risks (event-driven, including increased frequency and severity of extreme weather events);
  - 2050 (heat stress) or 2100 (sea level rise, not available in 2050) for chronic risks (as refer to longer term shifts in climate patterns)

Based on the available data provided by **Munich Re** for each of Ayvens' location in the 15 countries studied, the risk index of Ayvens' premises subject to climate physical risk, split per each of the 8 types of hazards and according to the climate risk modelling parameters taken, is the following:

TCFD Category	Risk Description (RCP 8.5)	Austria	Belgium	Denmark	Finland	France	Germany	Greece	Italy	Luxem-Bourg	Nether-Lands	Norway	Portugal	Spain	Sweden	United Kingdom
Country % of surface :		*0.23%*	*10.41%*	*11.65%*	*3.40%*	*17.65%*	*14.50%*	*1.44%*	*1.92%*	*3.09%*	*5.14%*	*4.22%*	*4.42%*	*11.79%*	*1.87%*	*8.27%*
Acute (Y2030)	Drought Stress	2.5	3.3	1.5	0.5	4.2	1.9	5.5	3.3	3.0	1.8	2.0	5.5	7.0	2.3	3.4
	River Flood	2.0	0.0	0.0	0.0	0.3	0.3	0.5	1.0	0.2	1.5	0.0	0.0	0.0	0.0	0.0
	Fire Weather Stress	3.5	2.5	2.5	2.2	3.2	2.6	7.5	4.2	2.2	2.0	2.2	6.4	7.0	2.0	2.7
	Precipitation Stress	3.7	2.3	2.3	2.3	3.2	2.5	4.0	6.2	3.0	2.4	3.7	3.9	3.2	2.3	2.3
	Tropical Cyclone	-1	-1	-1	-1	-1	-1	-1	-1	-1	-1	-1	-1	-1	-1	-1
	Hail	4.0	2.1	2.0	2.0	3.4	2.3	2.0	4.2	3.0	2.0	2.0	2.0	2.3	1.0	2.8
Chronic	Heat Stress	5.0	3.5	2.0	1.8	4.8	3.5	7.6	6.0	3.2	2.9	1.8	6.0	7.1	1.8	2.5
	Sea Level Rise	-1.0	-1.0	-1.0	-0.9	-1.0	-1.0	-1.0	-1.0	-1.0	3.8	-1.0	-1.0	-1.0	-1.0	-1.0
Number of Ayvens localization with :	Elevated risk of river flood (2% annual)	1				4	1	1	3		2			2		
	Highest risk of heavy precipitations								1							
	High risk of Hail (though not extreme)					3			4							
	Highest increased intensity and frequency of heat stress situations													2		
	Highest risk of sea level rise								1		3					

Legend: Very Low · Low · Medium · High · Extreme

Note:

- MunichRE scale and thresholds are specific to each risk
- The risk indicators above are an aggregate and have been **weighted by surface for each Ayvens' location per country**.
- For consistency across all risk categories, for the "river flood" risk we opted for is the MunichRE "% of annual event chance" data, instead of the traffic light number (it should be noted that an extreme risk in the "river flood" category relates to a (low) 2% annual chance of flood event, estimated based on a 50-year return period).
- MunichRE traffic light numbers and default scales have overwise been used by Ayvens to assess the level of risk of each of the other 7 climate related risks.
- For consistency with Societe Generale, "drought stress" has been assessed as an acute hazard in Ayvens' premises assessment (this indicator describes the change in the water level, characterized by the change in precipitation and potential evapotranspiration).

Physical risk mitigation plans

In addition to the specific mitigation plans detailed below, Ayvens' main mitigation plan is to **avoid the occurrence of extreme events and then to reduce the direct and indirect impact of Ayvens' activities on the climate** by reducing CO_2 emissions.

The below applies both to emissions linked with Ayvens' own operations (Ayvens' premises) and to emissions from the Fleet leased to clients.

The localization of operations in Europe, as well as the "moving" character of the assets, are natural mitigants, but Ayvens is constantly optimizing its insurance coverage and business continuity plans to manage chronic and acute physical risks.

Note: Ayvens' ambitions and actions taken in relation to the leased Fleet are covered in Section **ESRS E1** as part of the CSRD disclosures on this topic

1. Ayvens value chain with a focus on downstream vehicle fleet	
Risk description	Severe weather events disrupting Ayvens's supply chain and critical outsourced services (vehicles "on the road" with customers)
6 Types of risk *Data provider used: Moody's*	**Acute:** floods, wildfires, hurricanes & typhoons **Chronic:** heat stress, sea level rises, water stress
Potential impact	Severe weather events could negatively impact Ayvens supply chain in two aspects: • Ayvens' core assets – its vehicles – may be damaged by severe weather events (e.g., hurricanes and typhons, flood, and wildfire), resulting in an increase in natural catastrophe (NAT CAT) claims and reducing insurance profits. In addition, this could lead to an inability for Ayvens to reinsure risk in some countries; • impacting the production, transportation and availability of vehicles or key components, as well as potentially leading to component failures, to price increases of vehicles, or components if capacity in the supply chain falls. We currently assess the potential impact on Ayvens to be low, due to the Company's ability to pass on inflationary costs to its customers. In addition, supply chain issues leading to shortages of vehicles or components would increase used car prices, which would have a beneficial impact on Ayvens's financial performance.
Likelihood *Hypothesis:* • *RCP-8.5, scenario of increase of temperature higher than 4°,* • *horizon of time: 2030 for acute risks, 2050 for chronic risks*	**Three countries - Greece, Portugal, and Spain** - have the **highest financial impact scores** (> 76%) due to physical climate risk **across the "water stress" risk category** (to be noted than even with a horizon of time of 2030 rather than 2050, those 3 countries would have a score above 71%). Water stress considers the impact of water shortages on net annual revenue for commercial and industrial businesses. This water stress risk is overwise rated "High" (>51%) in all the other countries, except France, Italy, and Sweden. **Heat stress is rated High (>51%) in only Greece and Finland.** This Heat stress financial impact score estimates the impact of high temperatures on labor productivity and increased costs of energy demand for air conditioning, both of which impact business revenue. This score considers the variations in costs of energy between different economies, but as some types of businesses are more vulnerable than others to these impacts - it also considers the adaptive capacity of workers and businesses, the overall economic development status of the country in which they operate, and the types of industries and sectors that dominate the economy in each of those countries. The **flood risk** appears to be high in three countries: **Luxembourg, Netherlands and Sweden**. This risk financial impact score is fully quantified for any location around the world incorporating the impact of flood defenses, local drainage, and the details of topography changes at very high resolution.
Mitigation plan	Concerning the **customer fleet**, this risk is in the first instance a motor insurance risk because increasing damage to Ayvens vehicles will impact either Ayvens Insurance profitability, as a result of increasing NAT CAT claims, or increase the reinsurance premiums Ayvens pays to its reinsurance providers (the frequency of events may have an impact on reinsurance costs). Because Ayvens requires all of its entities to have insurance against hail, rain, floods and fire, the potential impact of damage to Ayvens vehicles as a result of severe weather events is transferred to its reinsurers. Damage to Ayvens vehicles does not yet impact Ayvens' Asset Risk category due to the fact that Ayvens has insured its vehicles against damage, whether as a result of severe weather or due to other causes. Three main mitigation plans are in place: **1)** Implement a preventive maintenance programme: as maintenance is managed by Ayvens, a regular maintenance checks and repairs is done in order to help to reduce the likelihood of vehicle failures due to extreme weather conditions. **2)** Transfer the risk through insurance and pass on higher insurance costs to customers because severe weather would impact marketwide reinsurance pricing, and not just Ayvens vehicles. **3)** Ayvens Insurance, which is the merged entity of LeasePlan Insurance and ALD Re, provides NAT CAT cover for countries that have a direct Motor Own Damage product via Ayvens Insurance, and for selected countries that offer a Local Risk Retention Schemes (LRRS), this includes France, Italy, Germany, the Netherlands, Greece, Luxembourg and Spain (only risks excluded by the government mechanism (Consorcio). (1) Concerning the value chain itself, this risk is an operational risk for Ayvens. The potential impacts of disruption to Ayvens' supply chain and critical outsourced services are mitigated through Service Level Agreements with its suppliers. The extensive size of the Ayvens supply chain (number of service centre locations, multi brand business model) provides for additional flexibility and forms a natural mitigant for stress on the supply chain and service levels. Despite this, delivery times of both vehicles and spare parts may increase. To mitigate this effect, the main actions that can be taken by Ayvens are 1/ extension of the current vehicle contract until new car delivery or 2/ provide a replacement vehicle, sourced from short-term-rental partners or the internal pool fleet. Furthermore, disruption to Ayvens' supply chain would not necessarily have a negative impact on the company. For example, Ayvens' supply chain has been disrupted by the Ukraine War and COVID, resulting in delays in the delivery of new vehicles in 2022. Although this disruption has increased the cost of providing temporary vehicles to customers, it has also resulted in an increase in the price of used vehicles resulting in a positive impact on Ayvens' Profit and Loss on Used Car Sales and overall net result.

(1) In 2024, Ayvens Insurance provides NAT CAT cover for nearly 730,000 vehicles across 28 Countries. The risks covered and the limit of coverage are the same for all territories except in Italy, where the market increased retention levels for 2024, and the risks covered concern the fleet in operation and the fleets in storage, before and after the lease, according to the needs of the country. In Spain, Ayvens insurance also covers risks that are excluded by the government system (Consorcio).

2. Ayvens own operations, Ayvens premises & fleets before and after the lease parked in storage premises.	
Risk description	Severe weather events causing damage to AYVENS' own operations (mainly offices and fleets in storage, before and after the lease used car Remarketing / Remarketing centres)
Type of risk	**Acute:** river floods, droughts, fires, heavy precipitations, hail and tropical cyclones **Chronic:** sea level rise and heat stress
Potential impact	**Acute events** could cause damage on Ayvens' own assets. Buildings and vehicles in its possession (fleets before and after the lease used cars waiting to be resold mainly) could be exposed to: • total destruction of the car, leading to an obligation to replace the vehicle or resulting in a non-sale of the car (a loss of profit); • damage on buildings (even destruction in case of Fire or Tornado and Storms), resulting in high cost of reparation or necessity to move; • risk of human losses; • risk of data loss from datacentres **Heat stress** impacts are less obvious and limited to electric batteries of vehicles, resulting in a reduction of its autonomy. **Precipitation and hail** may impact the car body or windshield, creating an obligation to repair or replace (maintenance costs). Global effects will result in an increase in catastrophe claims and increasing insurance premiums. In addition, this could lead to an inability for Ayvens to reinsure risk in some countries, further reducing insurance profits.
Likelihood *Hypothesis:* • *RCP-8.5, scenario of increase of temperature higher than 4°* • *horizon of time: 2030 for acute risks; 2050 for chronic risks (and 2100 if 2050 was not available)*	When looking at the risks weighted by surfaces, only **two countries**, representing 5.36% of the surface (Austria and the Netherlands), are **concerned by "extreme" risks**: • river **floods** acute risk for Austria (representing only ~0.23% of the surface) and; • **risk of sea level rise / flooded areas** (chronic risk within 100 years) for the Netherlands (~5.14% of the surface addressed) - where 3 locations are concerned. It can be noted that this sea level risk is overwise very low in every other country, even though a very small Ayvens premise is identified at risk in Italy. But when looking at the number of localizations where "extreme" risk may occur in each country, the **river floods** "extreme" events / risks (equivalent to 2% annual chance of river flood) concern 3 localizations in Italy, and 4 in France. **Northern Italy** has become more prone to **Hail Events**, with major events that have occurred in 2023 and 2024 (4 premises are identified with high risk of occurrence). **"Grand-Est" region** from France is the other localization where this risk may occur, with 3 premises identified at risk - o/w 2 have parking. **Spain** (with 2 Ayvens locations spotted as with very high risk) and Greece are the Southern European countries with the highest risk of **heat stress** (rising temperatures as well as increase in intensity and frequency of heat waves by 2050). These are followed suit by Italy, Portugal, Austria, but also France. **Greece, Spain** and **Portugal** are particularly sensitive to wildfire / fire weather stress. Typically, these events happen in rural areas, where we don't have an office or a concentration of risk. As the Top15 is based in Europe, all countries present a **low risk of tropical cyclone**. **Finally - Italy, Greece, Portugal,** and **Spain** are the countries where **cumulated acute climate risks will be the highest** if climate change reaches 4° by end of the century. **Italy, France, Netherlands, and Spain** are the countries where – when looking at the premises individually - there are more localizations at risk of extreme events.

2. Ayvens own operations, Ayvens premises & fleets before and after the lease parked in storage premises.	
Mitigation plan	**To protect our activities and continue to service our clients**, Ayvens has implemented the following mitigation plan: • a comprehensive understanding on the activities performed in each location, with list of activities, required IT applications and staff, all with Recovery Time Objectives. This information is recorded in **Business Impact Analysis (BIA) documents** stored in a dedicated Societe Generale tool; • based on this understanding of the organisation, each entity is writing a **recovery strategy** aiming at quickly responding to events and restoring in a timely manner our activities. The effectiveness of Ayvens' existing risk response to disruptions to its operations was demonstrated during the COVID 19 pandemic Ayvens ability to run and grow its business while employees worked from home; • for **crisis management**, Ayvens has a dedicated Crisis Management Team, with core management staff responsible for deciding what action to take when resuming activity. BIAs, Recovery Strategy and Crisis Management Team are reviewed and validated on a yearly basis. In 2025, Ayvens HQ continue to help the main entities to enhance the quality of this set of documents. In addition, **for buildings and car parks**, Ayvens has procedures to protect its staff and vehicles from damage. For fleets before and after the **lease used cars and pool of cars in Ayvens' possession**: • **Natural Catastrophe cover** ("NAT CAT") for vehicle storage sites: Ayvens purchases insurance against damages to its owned and operated assets within Ayvens Insurance, Ayvens' own insurance company or holds local retention schemes. Additionally, at a Group level, Ayvens purchases property insurance, which also covers stored de-fleeted vehicles, whilst stored at an Ayvens location. The covered perils are: windstorm, hail, thunderstorm, tornado, and floods with a cover limit of the maximum value declared by the entity plus 10%. In 2023, **the Italian LeasePlan and ALD legacy entities suffered damages to the operating fleet and the storage fleet**, due to extensive damage **caused by hail.** In response, a joint committee was set up to analyse the damage and propose methods to mitigate this damage and prevent losses in the future.

5.5.2.3 Compliance with minimum safeguards (generic criteria)

Description as per Article 18, Regulation (EU) 2020/852

Legislation requires minimum safeguards to be fulfilled for being able to classify activities as “aligned”:

a) the minimumsafeguards referred to in point (c) of Article 3 shall be procedures implemented by an undertaking that is carrying out an economic activity to ensure the alignment with the OECD Guidelines for Multinational Enterprises and the UN Guiding Principles on Business and Human Rights, including the principles and rights set out in the eight fundamental conventions identified in the Declaration of the International Labour Organization on Fundamental Principles and Rights at Work and the International Bill of Human Rights;

b) when implementing the procedures referred to in paragraph 1 of this Article, undertakings shall adhere to the principle of “do no significant harm” referred to in point (17) of Article 2 of Regulation (EU) 2019/2088.

Judgement and methodology applied

Human and labour rights

Ayvens has implemented the following policies and procedures aimed at protecting human and labour rights in its own operations and its supply chain:

- as a subsidiary of Societe Generale, Ayvens is committed to the UN Global Compact and as such, is committed to supporting the 10 principles pertaining to human and labour rights, environment and anti-corruption;
- Societe Generale also adheres to the Universal Declaration of Human Rights and the International Labour Organization’s principles;
- the Company’s Code of Conduct is based on the International Bill of Human Rights. This policy aims to ensure equal employment, a non-discriminatory work environment and an adequate procedure for employees’ complaints and grievances, among other provisions. The Company’s Code of Conduct outlines its commitment to act with integrity, honesty and trust, as well as to respect the law and human rights;
- Societe Generale’s Modern Slavery Statement (https://www.societegenerale.com/sites/default/files/documents/ CSR/modern-slavery-act.pdf) is aimed at preventing modern slavery and human trafficking in all aspects of their operations, including their supply chain;
- concerning the supply chain, Ayvens implements a responsible sourcing policy (see section ESRS G1) and applies the principles defined in Societe Generale’s Duty of Care plan , in section 5.8 of Societe Generale Universal Registration Document (https://www.societegenerale.com/sites/default/files/documents/2025-03/universal-registration-document-2025.pdf).

As stated in Section 4.1.4.3 of this Document, Ayvens has not finally been convicted in court on violating labour law or human rights. Ayvens has not refused to enter in a dialogue or received a final statement on non-compliance from an OECD National Contact Point. Ayvens has not refused to respond to allegations by the Business & Human Rights Resource Centre.

Anti-bribery and corruption

Ayvens has implemented the following policies and procedures to combat influence peddling and corruption, which are gradually being extended to LeasePlan:

- Ayvens has established a policy on conflicts of interest, anti-bribery and anti-corruption policy that applies to all employees and third parties acting for or on behalf of the Company. The policy states a zero-tolerance approach towards bribery and corruption, and ensures any suspicion is notified, documented and monitored in an appropriate manner. It also sets out requirements to ensure any potential conflict of interest is identified, assessed, mitigated or prevented adequately;
- concerning the supply chain, Ayvens implements a responsible sourcing policy (see section ESRS G1) and applies the principles defined in Societe Generale’s Duty of Care plan; for example, Ayvens performs counterparty due diligence on its core suppliers and regularly screens suppliers against sanctions lists as part of its KYS process;
- Ayvens has developed a whistle-blower mechanism that enables all employees to report infringement. The whistleblowing policy ensures employee safeguards when raising concerns through the confidentiality or anonymity of the process.

As stated in Sections 4.1.4.3 and 3.1.5, Ayvens and its senior management, including the senior management of its subsidiaries, has not finally been convicted in court for violating anti-corruption laws.

Taxation and fair competition

Tax risks are discussed in Chapter 4 of this document. Ayvens is subject to the Societe Generale Taxation Code of Conduct https://www.societegenerale.com/sites/default/files/documents/Code-conduct/code-of-conduct-en.pdf

Also, Ayvens carries out its activities in a manner consistent with all applicable competition laws and regulations, considering the competition laws of all jurisdictions in which the activities may have anticompetitive effects. Ayvens refrained from entering into or carrying out anti-competitive agreements among competitors, including agreements to fix prices, make rigged bids (collusive tenders), establish output restrictions or quotas, share or divide markets by allocating customers, suppliers, territories or lines of commerce.

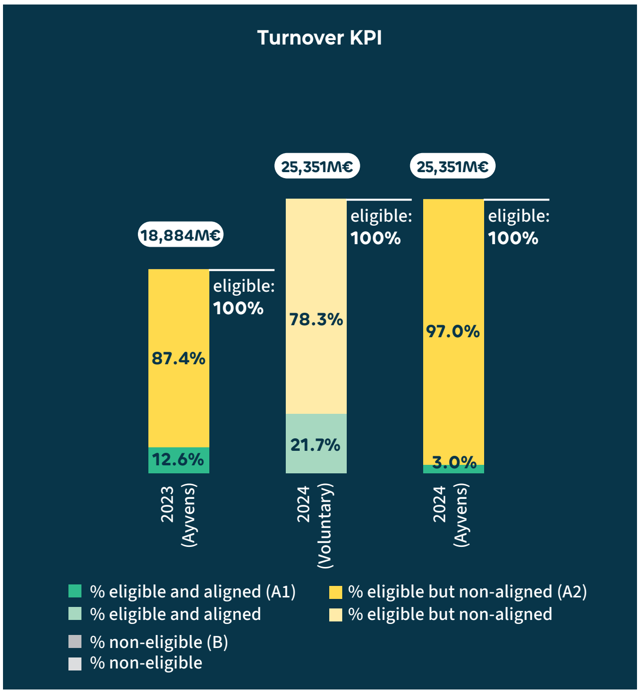
The Company or its subsidiaries have not been finally convicted in court on violating tax laws or competition laws.

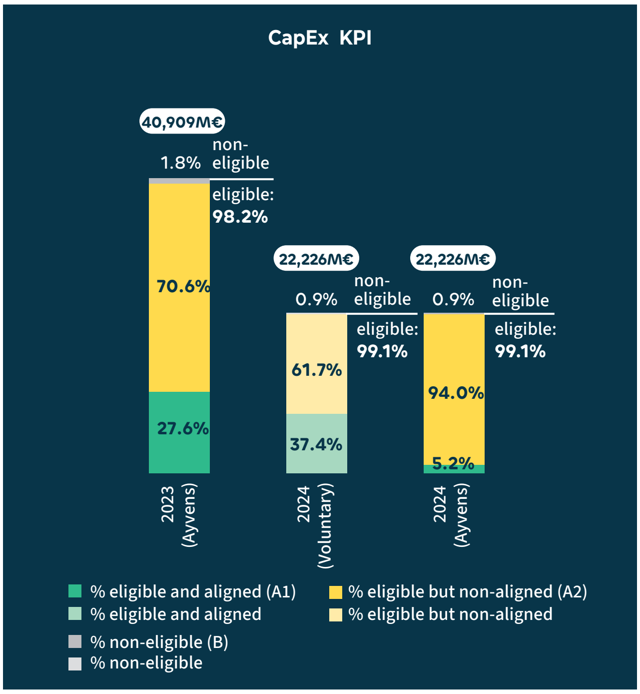
5.5.3 2024 European taxonomy results and disclosures

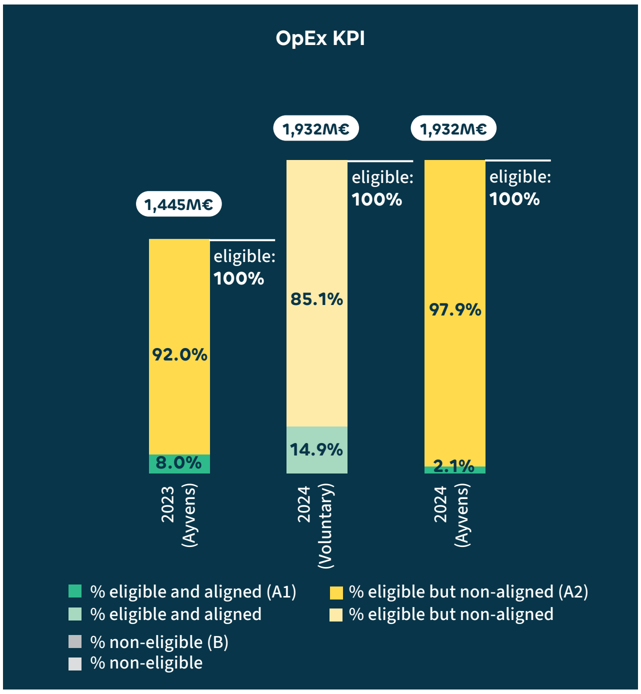
As mentioned above, Ayvens is providing two sets of metrics for 2024:

- A **Voluntary** disclosure, based on the conclusion that the DNSH criteria related to tyre pollution is inoperable and should therefore be waived. These metrics, published for illustrative purposes, will allow comparability with the alignment ratios published in the past under NFRD, and properly reflect the share of electric vehicles in Ayvens' portfolio.
- An **Official** disclosure, based on a fleet-wide proxy of 14% alignment of the DNSH criteria related to tyre pollution, serves as a basis of calculation for all the tables provided below – see previous comment regarding the decision not to rely on higher proxies used by other reporting companies, which are currently considered less realistic.

5.5.3.1 Summary of 2024 key performance indicators (KPIs)







Turnover KPI 2023-2024 evolution

As per the 2024 financial year, the alignment analysis of the activity 5.4 "sale of second-hand goods" of the new Circular Economy objective (35% of turnover in 2024) has become required.

As a result, the aligned turnover relates to Ayvens' rental activities, eligible under activity 6.5 "Transport by motorcycles, passenger cars and light commercial vehicles" as well as under activity. 5.4 "sale of second-hand goods" **This share reached 22% in 2024 compared to 13% last year, this is partly due to the alignment of activity 5.4 have been included in the Voluntary turnover KPI for the first time in 2024 (5.4%). The increase in alignment of activity 6.5 to 16.3%, illustrates the acceleration of the electrification of the Ayvens fleet in 2024 described in ESRS 1.**

Due to the new methodology applied on the DNSH pollution criteria related to tyre labelling the Official Turnover KPI declined to 3.0% compared to 12.6% last year.

CapEx KPI 2023-2024 evolution

The share of Ayvens' CapEx eligible for the European taxonomy remains stable compared to last year (99.1% vs. 98.2% in 2023), mainly driven by activity 6.5, "vehicles acquisition costs". Activity 5.4 "sale of second-hand goods" does not generate CapEx
Due to LeasePlan's acquisition, the 2023 CapEx KPI includes asset inflows for 2023 and LeasePlan's fixed assets from May 2023, mainly reflecting the fair value of cars in LeasePlan's balance sheet at repurchase.

The 2023 CapEx KPI thus captures a flow effect and a stock effect, not comparable to the 2024 financial year KPI, justifying:

- a significant decrease in the denominator from EUR 40.9 billion in 2023 in the Ayvens scope to EUR 22.0 billion in 2024 (flow effect only).
- **an increase in the Voluntary alignment ratio from 27.6% in 2023 to 37.4% in 2024, which demonstrates the progress in electrifying the Ayvens fleet in 2024.**

Due to the new methodology applied on the DNSH pollution criteria related to tyre labelling the Official CapEx KPI declined to 5.2% compared to 27.6% last year.

OpEx KPI 2023-2024 evolution

As for the 2023 reporting, the restrictive nature of the definition of (OpEx) operating expenses provided by the European Commission continues to raise questions about the readability and usefulness of this KPI [(1)].

In application of the delegated act, all of Ayvens' OpEx become eligible to the European taxonomy following the integration of the OpEx are mainly generated by maintenance and tyre costs for rental maintenance costs of the used vehicle resale activity. As last year, vehicles (activity 6.5).

As last year, OpEx are mainly generated by maintenance and tyre costs for rental vehicles (activity 6.5). The OpEx for the activity 5.4 amounts to 1% of the total denominator of the OpEx KPI. The OpEx amount of activity 5.4 amounted to € 20 million in 2023, while the Total OpEx denominator amounted to € 1.93 billion. The impact of including alignment for the OpEx for activity 5.4 in the OpEx KPI would be immaterial and therefore excluded from the alignment exercise.

The Voluntary alignment OpEx KPI amounts to 15% (vs. 8% in the 2023 financial year), due to the increase in the number of rental vehicles aligned with the taxonomy (electric) in the Ayvens fleet and thus the share of vehicle maintenance costs aligned with the maintenance costs of the Ayvens fleet.

Due to the new methodology applied on the DNSH pollution criteria related to tyre labelling the Official OpEx KPI declined to 2.1% compared to 8.0% last year.

(1) The OpEx definition provided in EU Delegate Regulation 2021/2178 of the Taxonomy is very specific and restrictive: only covering direct non-capitalised that relate to R&D (non-applicable for Ayvens), building renovation measures, short term lease and maintenance and repairs. This definition does not correspond to the definition of OpEx used by by Ayvens in 2024 in their consolidated financial statements disclosed in Chapter 6. The costs included in the EU Taxonomy OpEx KPI denominator are classified in the Group's consolidated income statements as "Operating expenses", but also for their major part as "Cost of service revenue" and "Cost of cars sold".

5.5.3.2 2024 Official Turnover KPI

5.5.3.2.1 Proportion of turnover from products or services associated with economic activities aligned with the taxonomy – information for the year 2024

	a	b	c	d	e	f	g	h	i	j
1	**2024 financial year**		**2024**		**Substantial contribution criteria**					
2	**Economic activities**	**Code**	**Turnover**	**Proportion of Turnover, year 2024**	**Climate change mitigation (CCM)**	**Climate change Adaptation (CCA)**	**Water (WTR)**	**Pollution (PPC)**	**Circular economy (CE)**	**Biodiversity (BIO)**
3			*(in EUR million)*	*(in %)*	*Y; N; N/EL*	*Y; N; N/EL*	*Y; N; N/EL*	*Y; N; N/EL*	*Y; N; N/EL*	*Y; N; N/EL*
4	**A. TAXONOMY ELIGIBLE ACTIVITIES**									
5	**A.1 Environmentally sustainable activities (Taxonomy-aligned)**									
6	Transport by motorbikes, passenger cars and light commercial vehicles	CCM 6.5	577.2	2.3%	Y	N/EL	N/EL	N/EL	N/EL	N/EL
7	Sale of second-hand goods	CE 5.4	192.4	0.8%	N/EL	N/EL	N/EL	N/EL	Y	N/EL
8	**Turnover of environmentally sustainable activities (Taxonomy aligned) (A.1)**		769.6	3.0%	2.3%	0%	0%	0%	0.8%	0%
	Of which enabling		*0%*	*0%*	*0%*	*0%*	*0%*	*0%*	*0%*	*0%*
	Of which transitional		*100%*	*100%*						
9	**A.2 Taxonomy-eligible but not environmentally sustainable activities (not Taxonomy-aligned)**									
10					*EL, N/EL*	*EL, N/EL*	*EL, N/EL*	*EL, N/EL*	*EL, N/EL*	*EL, N/EL*
11	Transport by motorbikes, passenger cars and light commercial vehicles	CCM 6.5	15,890.6	62.7%	EL	N/EL	N/EL	N/EL	N/EL	N/EL
12	Sale of second-hand goods(*)	CE 5.4	8,690.9	34.3%	N/EL	N/EL	N/EL	N/EL	EL	N/EL
13	Turnover of Taxonomy-eligible but not environmentally sustainable activities (not Taxonomy-aligned) (A.2)		24,581.5	97.0%	62.7%	0%	0%	0%	34.3%	0%
14	**A. Turonver of Taxonomy eligible activities (A.1 + A.2)**		**25,351.1**	**100%**	**65.0%**	**0%**	**0%**	**0%**	**35.0%**	**0%**
15	**B. TAXONOMY-NON-ELIGIBLE ACTIVITIES**									
16	**B. Turnover of taxonomy non-eligible activities**		**0**	**0%**						
	TOTAL (A+B)		**25,351.1**	**100%**						

(1) *In accordance with Commission Delegated Regulation (EU) 2021/2139 of 4 June 2021, the two DNSH criteria of Water & Marine Resources and Biodiversity do not apply to activity 6.5. As a result, they are recorded as "NA" in the table above.*

	k	l	m	n	o	p	q	r	s	t
1	**Do no significant harm (DNSH) criteria** [1]									
2	**Climate change mitigation (CCM)**	**Climate change adaptation (CCA)**	**Water (WTR)**	**Pollution (PPC)**	**Circular economy (CE)**	**Biodiversity (BIO)**	**Minimum Safeguards**	**Proportion of Taxonomy aligned (A.1) or eligible (A.2) turnover, year 2024**	**Category (enabling activity)**	**Category (transitional activity)**
3	*Y/N*	*Y/N*	*Y/N*	*Y/N*	*Y/N*	*Y/N*	*Y/N*	*(in %)*	*EN*	*T*
4										
5										
6	NA	Y	NA	Y	Y	NA	Y	12.6%	NA	T
7								0.0%		
8	NA	Y	NA	Y	Y	NA	Y	12.6%		
9	*N*	*N*	*N*	*N*	*N*	*N*	*N*		*EN*	
	NA	*Y*	*NA*	*Y*	*Y*	*NA*	*Y*	*12.6%*		*T*
10										
11								53.2%		
12								34.2%		
13								87.4%		
14								100.0%		
15										
16										

	Proportion of revenue/total revenue	
	Aligned with taxonomy by objective	Eligible for taxonomy by objective
CCM	2.3%	65.0%
CCA	0%	0%
WTR	0%	0%
CE	0.8%	35.0%
PPC	0%	0%
BIO	0%	0%

Additional KPI: Aligned Turnover KPI after sustainable bond adjustment

By the end of 2024, Ayvens had one open bond issue of EUR 500 million. LeasePlan had an active portfolio of green bond issues of EUR 2.5 billion at the end of 2024. However, Ayvens did not calculate this adjusted turnover KPI due to a lack of clarity on the calculation methodology disclosed in the Commission Delegate Regulation EU 2021/2178 and the FAQ released in December 2022.

5.5.3.2.2 Methodology applied by Ayvens

As required, Ayvens disclosed 4 KPIs in the revenue template:

a) **KPI of revenue from eligible and aligned activities** (A.1), relating to activity 6.5 of the climate change mitigation objective and activity 5.4 of the Circular Economy objective;
b) KPI of revenue from eligible but non-aligned activities (A.2), relating to activity 6.5 of the climate change mitigation objective and activity 5.4 of the Circular Economy objective;
c) KPI of revenue from eligible activities (A);
d) KPI of revenue from non-eligible activities (B).

Denominator of revenue KPI

Applying the definition disclosed in Commission Delegated Regulation EU 2021/2178, the revenue denominator (A+B) is the net revenue of Ayvens as disclosed in its 2024 financial statements “Total Revenues” in note 8d (EUR 25,351.1 million) in Chapter 6.

Note 2024 financial statements/Denominator	Ayvens' Total revenue (1) *(in EUR million)*	Economic activity/objectives
Note 8d: vehicle rental revenues	16,467.8	6.5 CCM
Note 8d: proceeds of cars sold	8,883.3	5.4 CE
NOTE 8D: TOTAL REVENUE = TOTAL DENOMINATOR	**25,351.1**	

Numerator used for "eligible and aligned activity" revenue KPI (A.1)

Ayvens has included the amount of rents received from the leasing of vehicles (activity 6.5) as well as the turnover from the sale of used cars (activity 5.4) in 2024 defined as aligned with the taxonomy according to the methodology described in this document, guaranteeing the quality of the data with an accounting reconciliation.

Revenue generated by vehicle rental activities and the sale of used cars defined as non-aligned with the taxonomy is excluded from numerator A.1 and reported in category A.2.

Following the publication by the European Commission in June 2023 of the four new environmental objectives, Ayvens's revenue from the sale of used vehicles, is classified in category A (eligible, activity 5.4 of the circular economy objectives). **The analysis of the alignment of the activities of these new objectives is delivered for the first time on the 2024 financial year.**

(1) As reported in the financial statements, turnover for the ex-ALD scope cover the entire year in 2024 and for the ex-LeasePlan scope, the period from 22 May 2024, date of LeasePlan acquisition, to 31 December 2024.

5.5.3.3 2024 Offical CapEx KPIs

5.5.3.3.1 Proportion of CapEx expenditure from products or services associated with economic activities aligned with the taxonomy

	a	b	c	d	e	f	g	h	i	j
1	**2024 financial year**		**2024**		**Substantial contribution criteria**					
2	**Economic activities**	**Code**	**CapEx**	**Proportion of CapEx, 2024**	**Climate change mitigation (CCM)**	**Climate change adaptation (CCA)**	**Water (WTR)**	**Pollution (PPC)**	**Circular economy (CE)**	**Biodiversity (BIO)**
3			*(in EUR million)*	*(in %)*	*Y; N; N/EL*	*Y; N; N/EL*	*Y; N; N/EL*	*Y; N; N/EL*	*Y; N; N/EL*	*Y; N; N/EL*
4	**A. TAXONOMY ELIGIBLE ACTIVITIES**									
5	**A.1 Environmentally sustainable activities (Taxonomy-aligned)**									
6	Transport by motorbikes, passenger cars and light commercial vehicles	CCM 6.5	1,151.9	5.2%	Y	N/EL	N/EL	N/EL	N/EL	N/EL
7	CapEx of environmentally sustainable activities (Taxonomy aligned) (A.1)		1,151.9	5.2%	5.2%	0%	0%	0%	0%	0%
	Of which enabling		*0%*	*0%*	*0%*	*0%*	*0%*	*0%*	*0%*	*0%*
	Of which transitional		*100%*	*100%*						
8	**A.2 Taxonomy-eligible but not environmentally sustainable activities (not Taxonomy-aligned)**									
9					*EL, N/EL*	*EL, N/EL*	*EL, N/EL*	*EL, N/EL*	*EL, N/EL*	*EL, N/EL*
10	Transport by motorbikes, passenger cars and light commercial vehicles	CCM 6.5	20,590.5	93.6%	EL	N/EL	N/EL	N/EL	N/EL	N/EL
11	Acquisition and ownership of buildings	CCM 7.7	71.7	0.3%	EL	N/EL	N/EL	N/EL	N/EL	N/EL
12	CapEx of Taxonomy-eligible but not environmentally sustainable activities (not Taxonomy-aligned) (A.2)		20,662.2	94.0%	94.0%	0%	0%	0%	0%	0%
13	**A. CapEx of taxonomy eligible activities (A.1 + A.2)**		**21,814.1**	**99.1%**	**99.1%**	**0%**	**0%**	**0%**	**0%**	**0%**
14	**B. TAXONOMY-NON-ELIGIBLE ACTIVITIES**									
15	**B. CapEx of taxonomy-non-eligible activities**		**191.3**	**0.9%**						
TOTAL (A+B)			**22,005.4**	**100%**						

(1) In accordance with Commission Delegated Regulation (EU) 2021/2139 of 4 June 2021, the two DNSH criteria of Water & Marine Resources and Biodiversity do notapply to activity 6.5. As a result, they are recorded as "NA" in the table above.

	k	l	m	n	o	p	q	r	s	t
1	Do no significant harm (DNSH) criteria [1]									
2	Climate change mitigation (CCM)	Climate change adaptation (CCA)	Water (WTR)	Pollution (PPC)	Circular economy (CE)	Biodiversity (BIO)	Minimum Safeguards	Proportion of Taxonomy aligned (A.1) or eligible (A.2) CapEx, 2023	Category (enabling activity)	Category (transitional activity)
3	*Y/N*	*Y/N*	*Y/N*	*Y/N*	*Y/N*	*Y/N*	*Y/N*	*(in %)*	*EN*	*T*
4										
5										
6	NA	Y	NA	Y	Y	NA	Y	27.6%	NA	T
7	NA	Y	NA	Y	Y	NA	Y	27.6%		
	N	*N*	*N*	*N*	*N*	*NO*	N		*EN*	
	NA	*Y*	*NA*	*Y*	*Y*	*NA*	Y	27.6%		*T*
8										
9										
10								70.1%		
11								0.5%		
12								70.6%		
13								98.2%		
14										
15										

	Proportion of CapEx/Total CapEx	
	Aligned with taxonomy by objective	Eligible for taxonomy by objective
CCM	5.2%	99.1%
CCA	0%	0%
WTR	0%	0%
CE	0%	0%
PPC	0%	0%
BIO	0%	0%

Additional KPI: CapEx KPI after sustainable bond adjustment

As required by the Commission Delegated Regulation EU 2021/2178, non-financial undertakings that issued use of proceeds sustainable bond(s) that finance part or all of their CapEx during the reporting period, should disclose also adjusted CapEx KPIs so that financial undertakings avoid double-counting that CapEx in their other exposures to non-financial undertaking. In the adjusted CapEx, a portion of Taxonomy aligned CapEx incurred during the reporting period, that is paid with the proceeds from the issuance of use of proceeds sustainable bonds should be deducted from the numerator of the adjusted CapEx and/or OpEx KPIs.

ALD issued two Green and Positive Impact Bonds, respectively in 2018 and in 2022. The Bond originated in 2018 was reimbursed in 2021 and therefore did not finance any new aligned vehicle acquisitions in 2024. The Green Bond issued in June 2022 is focusing solely on battery-powered electric vehicles and financed a fraction of taxonomy-aligned vehicles acquired in 2024, and included in the aligned CapEx, for EUR 55 million. LeasePlan's issues of EUR 2.5 billion outstanding 2024 at year end relate to 100% aligned vehicles. This amount of EUR 2.5 billion was therefore deducted from the numerator. As a result:

Voluntary CapEx KPI 2024 = 37.4%

Adjusted CapEx KPI 2024 after deducting aligned CapEx financed with sustainable bonds = 25.5%

After deducting of the green bonds financing of the official CapEx KPI (5.2%), the KPI becomes negative, consequently the adjusted CapEx KPI sustainable bonds financing = 0.0%

5.5.3.3.2 Methodology applied by Ayvens

As required, Ayvens disclosed four KPIs in the CapEx template:

a) **CapEx of eligible and aligned activities** (A.1), related to activity 6.5 of the climate change mitigation objective;
b) CapEx of eligible but not aligned activities (A.2), relating to activities 6.5 and 7.7 of the climate change mitigation objective;
c) CapEx of eligible activities CapEx (A);
d) CapEx of non-eligible activities (B).

Denominator of CapEx KPI

In application of the definition given in Commission Delegated Regulation (EU) 2021/2178 [1], the denominator of the 2024 CapEx KPI (A + B) amounts to EUR 22,005.37 million, calculated as follows:

- **the sum of asset inflows in 2024** The asset inflows concerned are recorded in the "Acquisitions" lines of note 13 "Rental fleet", note 14 "Other property, plant and equipment", note 17 "Other intangible assets", note 15 "Right-of-use assets" of Chapter 6.

Goodwill (note 16) acquired as part of a business combination is outside the scope of IAS 38 and therefore excluded from the CapEx denominator. Investments in associates are not included in the definition of CapEx.

(1) The denominator shall cover additions to tangible and intangible assets during the financial year considered before depreciation, amortisation, and any re-measurements, including those resulting from revaluations and impairments, for the relevant financial year and excluding fair value changes. The denominator shall also cover additions to tangible and intangible assets resulting from business combinations. For non-financial undertakings applying international financial reporting standards (IFRS) as adopted by Regulation (EC) No. 1126/2008, CapEx shall cover costs that are accounted based on: (a) IAS 16 Property, Plant and Equipment, paragraphs 73, (e), point (i) and point (iii), (b) IAS 38 Intangible Assets, paragraph 118, (e), point (i); (c) IAS 40 Investment Property, paragraphs 76, points (a) and (b) (for the fair value model); (d) IAS 40 Investment Property, paragraph 79(d), points (i) and (ii) (for the cost model); (e) IAS 41 Agriculture, paragraph 50, points (b) and (e); (f) IFRS 16 Leases, paragraph 53, point (h).

Note 2024 financial statements/CapEx	Addition of property, plant and equipment and intangible assets in 2024 *(in EUR million)*	Activity Economic taxonomy
Note 13: Rental fleet	21,729.6	6.5 CCM
Note 14: Other intangible assets (Land, Buildings)	10.1	7.7 CCM
Note 14: Other intangible assets (Equipment)	67.6	6.5 CCM (service cars)
Note 17: Other intangible assets	123.7	NA
Note 15: Right-of-use assets and lease liabilities (vehicles)	12.8	6.5 CCM
Note 15: Right-of-use assets and lease liabilities (property lease)	61.5	7.7 CM
TOTAL DENOMINATOR CAPEX	**22,005.4**	

Numerator used for "eligible and aligned activity" CapEx KPI (A.1)

Applying the definition disclosed in Commission Delegate Regulation EU 2021/2178 (1), the numerator equals to the part of the CapEx included in the denominator that is any of the following:

a) CapEx related to assets associated with economic activities aligned with the taxonomy (activity 6.5 with regard to Ayvens);

b) CapEx part of a plan to expand Taxonomy-aligned economic activity "CapEx plan", the CapEx plan explains how the Company aims to upgrade its Taxonomy-eligible economic activities to render them Taxonomy-aligned;

c) CapEx related to the purchase of the production of economic activities aligned with the taxonomy (2) (activity 7.7 for Ayvens).

Ayvens only included in the numerator the CapEx of the rental Fleet (activity 6.5, note 13 "Rental fleet"), aligned with the taxonomy, *i.e.* **additions to the Ayvens rental Fleet**.

The CapEx of the rental Fleet not aligned with the taxonomy is excluded from this KPI and reported in category A2.

Other CapEx relates mainly to real estate (land, property and right-of-use assets (commercial leases)), equipment and intangible assets and right-of-use vehicle assets:

- due to their low materiality, land, property and right-of-use assets (commercial leases) CapEx, eligible to activity 7.7 "Acquisition and ownership of buildings", have not been analysed to determine whether they are aligned or not as part of "CapEx related to the purchase of output from taxonomy-aligned". Thus, these investment expenses are considered as "Eligible as part of activity 7.7 but not aligned" and reported under category A2;
- all other additions are considered as "Not eligible" and reported under category B at the exception of Service Vehicles additions and Right-of-use vehicle assets. Due their low materiality, their alignment has not been analysed, and they are considered as "eligible as part of activity 6.5 but not aligned" and reported under category A2.

Lastly, CapEx which is part of a plan to expand Taxonomy-aligned economic activity (CapEx plan) do not apply to Ayvens.

(1) The numerator equals the part of the capital expenditure included in the denominator that is any of the following: (a) related to assets or processes that are associated with Taxonomy-aligned economic activities; (b) part of a plan to expand Taxonomy-aligned economic activities or to allow Taxonomy-eligible economic activities to become Taxonomy-aligned ("CapEx plan") under the conditions specified in the second subparagraph of this point 1.1.2.2; (c) related to the purchase of output from Taxonomy-aligned economic activities and individual measures enabling the target activities to become low-carbon or to lead to greenhouse gas reductions, notably activities listed in points 7.3 to 7.6 of Annex I to the Climate Delegated Act, as well as other economic activities listed in the delegated acts adopted pursuant to Article 10(3), Article 11(3), Article 12(2), Article 13(2), Article 14(2) and Article 15(2) of Regulation (EU) 2020/852 and provided that such measures are implemented and operational within 18 months.

(2) For example, if the Company purchases solar panels for its offices, these capital expenditures will be considered as aligned with respect to activity 7.7 "construction and real estate activity".

5.5.3.4 2024 Official OpEx KPIs

5.5.3.4.1 Proportion of OpEx concerning products or services associated with economic activities aligned with the taxonomy

	a	b	c	d	e	f	g	h	i	j
1	**2024 financial year**		**2024**		**Substantial contribution criteria**					
2	**Economic activities**	**Code**	**OpEx**	**Proportion of OpEx, 2024**	**Climate change mitigation (CCM)**	**Climate change adaptation (CCA)**	**Water (WTR)**	**Pollution (PPC)**	**Circular economy (CE)**	**Biodiversity (BIO)**
3			*(in EUR million)*	*(in %)*	*Y; N; N/EL*	*Y; N; N/EL*	*Y; N; N/EL*	*Y; N; N/EL*	*Y; N; N/EL*	*Y; N; N/EL*
4	**A. TAXONOMY ELIGIBLE ACTIVITIES**									
5	**A.1 Environmentally sustainable activities (Taxonomy-aligned)**									
6	Transport by motorbikes, passenger cars and light commercial vehicles	CCM 6.5	40.2	2.1%	Y	N/EL	N/EL	N/EL	N/EL	N/EL
7	OpEx of environmentally sustainable activities (Taxonomy-aligned) (A.1)		40.2	2.1%	2.1%	0%	0%	0%	0%	0%
	Of which enabling		*0%*	*0%*	*%*	*%*	*%*	*%*	*%*	*%*
	Of which transitional		*100%*	*100%*						
8	**A.2 Taxonomy-eligible but not environmentally sustainable activities (not Taxonomy-aligned)**									
9					*EL, N/EL*	*EL, N/EL*	*EL, N/EL*	*EL, N/EL*	*EL, N/EL*	*EL, N/EL*
10	Transport by motorbikes, passenger cars and light commercial vehicles	CCM 6.5	1,860.0	96.3%	EL	N/EL	N/EL	N/EL	N/EL	N/EL
11	Acquisition and ownership of buildings	CCM 7.7	11.3	0.6%	EL	N/EL	N/EL	N/EL	N/EL	N/EL
12	Sale of second-hand goods*	CE 5.4	20.2	1.0%	N/EL	N/EL	N/EL	N/EL	EL	N/EL
13	OpEx of Taxonomy-eligible not but not environmentally sustainable activities (not Taxonomy-aligned) (A.2)		1,891.5	97.9%	96.9%	0%	0%	0%	1.0%	0%
14	**A. OpEx of Taxonomy-eligible activities (A.1 + A.2)**		**1,931.7**	**100%**	**99.0%**	**0%**	**0%**	**0%**	**1.0%**	**0%**
15	**B. TAXONOMY-NON-ELIGIBLE ACTIVITIES**									
16	**B. OpEx of taxonomy-non-eligible activities**		**0**	**0%**						
TOTAL (A+B)			**1,931.7**	**100%**						

(1) In accordance with Commission Delegated Regulation (EU) 2021/2139 of 4 June 2021, the two DNSH criteria of Water & Marine Resources and Biodiversity do not apply to activity 6.5. As a result, they are recorded as "NA" in the table above.

	k	l	m	n	o	p	q	r	s	t
1	Do no significant harm (DNSH) criteria [1]									
2	**Climate change mitigation (CCM)**	**Climate change adaptation (CCA)**	**Water (WTR)**	**Pollution (PPC)**	**Circular economy (CE)**	**Biodiversity (BIO)**	**Minimum Safeguards**	**Proportion of Taxonomy aligned (A.1) or eligible (A.2) OpEx, 2024**	**Category (enabling activity)**	**Category (transitional activity)**
3	*Y/N*	*Y/N*	*Y/N*	*Y/N*	*Y/N*	*Y/N*	*Y/N*	*(in %)*	*EN*	*T*
4										
5										
6	NA	Y	NA	Y	Y	NA	Y	8.0%	NA	T
7	NA *N* *NA*	Y *N* *Y*	N *A* *NA*	Y *N* *Y*	Y *N* *Y*	NA *N* *NA*	Y *N* *Y*	8.0% 8.0%	 *EN* 	 *T*
8										
9										
10								88.9%		
11								0.9%		
12								2.3%		
13								92.0%		
14								100%		
15										
16										

	Proportion of OpEx/Total OpEx	
	Aligned with taxonomy by objective	Eligible for taxonomy by objective
CCM	2.1%	99.0%
CCA	0%	0%
WTR	0%	0%
CE	0%	1.0%
PPC	0%	0%
BIO	0%	0%

Additional KPI: OpEx KPI after sustainable bond adjustment
As allowed by Commission Delegated Regulation EU 2021/2178, Ayvens chose not to calculate this adjusted KPI, considering it non-relevant.

5.5.3.4.2 Methodology applied by Ayvens

As required, Ayvens disclosed 4 KPIs in the OpEx template:

- **a)** **OpEx KPI of eligible and aligned activity** (A.1), related to activity 6.5 climate change mitigation objective;
- **b)** OpEx KPI of eligible but non-aligned activities (A.2), related to activity 6.5; 7.7 of the Climate change mitigation objective and activity 5.4 of the Circular Economy objective (OpEx of Activity 5.4 included in the denominator but not in the numerator);
- **c)** OpEx of eligible activities OpEx KPIs (A);
- **d)** OpEx non-eligible activity (B).

Denominator of OpEx KPI

Applying the restrictive OpEx definition given in Commission Delegate Regulation EU 2021/2178 (1), Ayvens included the following OpEx in the denominator (A+B):

OpEx categories	*(in EUR million)*	Economic activity taxonomy
Maintenance/repair costs and tyre costs generated by the rental activity	1,900.2	6.5 CCM
Short-term leases and building renovation measures	11.3	7.7 CCM
Vehicle overhaul expenses relating to used car sales	20.2	5.4 CE
TOTAL OPEX DENOMINATOR	**1,931.7**	

Non-capitalised R&D costs do not apply to Ayvens.

Due to the specific definition of OpEx provided by the EU Commission, the KPI denominator cannot reconcile with an existing aggregate published in the URD, since the OpEx definition is different to that used by Ayvens in its financial statements. Thus, as in the 2023 reporting, the costs included in the denominator of the OpEx KPI are classified mainly as service revenue costs in the financial statements of Ayvens.

Numerator used for "eligible and aligned activity" OpEx KPI (A.1)

Applying the definition given in Commission Delegate Regulation EU 2021/2178 (2) based on the same logic as CapEx KPI numerator, **Ayvens only included in the numerator the maintenance costs of rental activity vehicles (activity 6.5) defined as aligned based on the methodology described in Section 5.9.2, guaranteeing an accounting reconciliation**. The maintenance costs linked to the rental activity vehicles defined as non-aligned to EU taxonomy are excluded from this KPI and reported in Category A2 "Eligible under activity 6.5 but not aligned". Regarding Tyre costs, the group's policy on tyre management is focused on "Tyre qualities" and does not follow "Tyre labels" as defined by the EU Taxonomy. As a result, Tyre costs are considered "Eligible under activity 6.5 but not aligned" and reported under category A2.

Real estate costs (Short-term lease and building renovation measures) are considered as not material: their potential alignment has not been analysed. Thus, they are considered "Eligible under activity 7.7 but not aligned" and reported under category A2.

Following the publication by the European Commission in June 2024 of the four new environmental objectives, OpEx related to the repair of vehicles before their resale 2023 fall into category A (eligible, activity 5.4 of the Circular Economy objectives). **However, since the impact of including alignment for the OpEx for activity would be immaterial and therefore excluded from the alignment exercise**, the associated OpEx are reported by default in category A.2 for 2024.

(1) The denominator includes direct costs not capitalised that relate to research and development, building refurbishment, short-term leases, maintenance and repair, and any other direct expenditure, relating to the ongoing maintenance of tangible assets by the company or by the third party to whom these activities are outsourced, that is necessary to keep these assets in good working order.

(2) The numerator equals to the part of the operating expenditure included in the denominator that is any of the following: (a) related to assets or processes associated with Taxonomy-aligned economic activities, including training and other human resources adaptation needs, and direct non-capitalised costs that represent research and development; (b) part of the CapEx plan to expand Taxonomy-aligned economic activities or allow Taxonomy-eligible economic activities to become Taxonomy-aligned within a predefined timeframe as set out in the second paragraph of this point 1.1.3.2 (c) related to the purchase of output from Taxonomy-aligned economic activities and to individual measures enabling the target activities to become low-carbon or to lead to greenhouse gas reductions as well as individual building renovation measures as identified in the delegated acts adopted pursuant to Article 10(3), Article 11(3), Article 12(2), Article 13(2), Article 14(2) or Article 15(2) of Regulation (EU) 2020/852 and provided that such measures are implemented and operational within 18 months.

5.5.4 Nuclear energy and fossil gas related activities

Row	Nuclear energy related activities	
1.	The undertaking carries out, funds or has exposures to research, development, demonstration and deployment of innovative electricity generation facilities that produce energy from nuclear processes with minimal waste from the fuel cycle.	No
2.	The undertaking carries out, funds or has exposures to construction and safe operation of new nuclear installations to produce electricity or process heat, including for the purposes of district heating or industrial processes such as hydrogen production, as well as their safety upgrades, using best available technologies.	No
3.	The undertaking carries out, funds or has exposures to safe operation of existing nuclear installations that produce electricity or process heat, including for the purposes of district heating or industrial processes such as hydrogen production from nuclear energy, as well as their safety upgrades.	No
	Fossil gas related activities	
4.	The undertaking carries out, funds or has exposures to construction or operation of electricity generation facilities that produce electricity using fossil gaseous fuels.	No
5.	The undertaking carries out, funds or has exposures to construction, refurbishment, and operation of combined heat/cool and power generation facilities using fossil gaseous fuels.	No
6.	The undertaking carries out, funds or has exposures to construction, refurbishment and operation of heat generation facilities that produce heat/cool using fossil gaseous fuels.	No

5.6 ESRS S1 Own Workforce

This chapter explores the requirements of ESRS S1, offering a structured overview of its key components and expectations. The following table provides a reading guide for this specific section.

5

5.6.1 Impacts, Risks and Opportunities

Overview of Material Impacts, Risks, and/or Opportunities Identified

IRO NAME	Type	Value Chain Location
Deterioration of quality of life at work for Ayvens' own employees, causing disengagement at work	**Negative impact**	**Own operations**
Employee disengagement poses a significant risk to organizational health, leading to reduced productivity, operational inefficiencies, and potential damage to company culture and brand reputation. This might negatively impact Ayvens' own workforce, in particular in the Head Quarter and at the logistic centers for vehicles operated by Ayvens. Disengagement can drive higher absenteeism, turnover rates, and recruitment costs, weakening workforce stability and ultimately affecting customer satisfaction and financial performance.		
Job creation within Ayvens group	**Positive impact**	**Upstream Downstream**
Ayvens' commercial strategy and market positioning create job growth opportunities across traditional leasing, Mobility as a Service, and innovative mobility solutions. Demand for roles in Finance, Risk Management and Legal continues to rise, and through its hiring activities, Ayvens positively contributes to the economies and communities in which it operates. Job creation is a long-term, ongoing benefit, supported by a strong HR strategy that fosters career growth, internal mobility, and transparent recruitment across locations.		

Both material impacts are applicable to Ayvens' internal employees (i.e. permanent and fixed-term contracts). Ayvens operates a service-based business model rather than a manufacturing one. As a result, any material negative impacts due to deterioration of life quality at work, if they happen, are not systemic and are unlikely to be widespread, particularly in the context of child labour, forced labour or individual incidents. While deterioration of work conditions is not exclusive to manufacturing sector, it is more likely to be widespread and systemic in industries involving physical labour, such as construction or industrial work, where accidents are more frequent. In contrast, with Ayvens' service-based business model, any potential deterioration of life quality at work is typically limited to individual cases and temporary situations. For example, during the merger between legacy ALD and legacy LeasePlan, some employees may have experienced temporary feelings of uncertainty or potential increased workload. However, such challenges remain case-specific or temporary rather than indicative of a broader, systemic issue. To mitigate these risks, Ayvens is implementing HR policies and initiatives focused on engagement, well-being, and improved working conditions. Recognizing the importance of a strong HR strategy, Ayvens continues to monitor employee well-being and refine engagement initiatives to ensure long-term organizational resilience and stability.

As job creation is a long-term, ongoing benefit, it is supported by a **strong HR strategy that fosters career growth, internal mobility, and transparent recruitment** across locations. Activities that result to this impact are as follows:

- **Fostering both internal and international mobility** by offering training on behavioural skills development and career path support within Ayvens, thereby supporting employees' professional growth across the Group. Ayvens proposes trainings on the use of collaborative digital tools and on customer-service excellence to support employees in meeting the challenges of optimising customer relations and transforming working methods. These trainings also present an opportunity to leverage innovative technologies, prepare for future challenges and enhance employability.
- **Proposing training on ESG-related topics** such as vehicle electrification, CSR (Corporate Social Responsibility), Ayvens' in-house sustainability approach and responsible practices. These trainings aim to enhance employees' sustainability expertise and accelerate their ability to make an individual impact.
- **Creating a strategic talent pool** through a structured approach to identify, nurture and retain key employees at Ayvens. This initiative provides them with insights into career development opportunities within the Group, while also preparing the next generation of managers and leaders as part of Ayvens' succession planning.

While workforce expansion does not immediately impact Ayvens' business model or value chain, it supports long-term business continuity and growth. Investments in recruitment, training, and professional development enhance the company's ability to attract and retain top talents, while maintaining a diverse and agile workforce. Although no dedicated resilience analysis has been conducted, Ayvens continuously monitors HR initiatives to ensure structured career growth and internal mobility, reinforcing its dedication to workforce development and organizational strength.

Ayvens is preparing its employees for the future by offering them **trainings and growth opportunities**, as illustrated with the following initiatives:

- **Ayvens' ESG (Environmental, Social and Governance) online training plan:** sustainability is a key pillar of Ayvens' and Societe Generale's strategy. All employees play a role in bringing sustainability and ESG ambitions to life in their daily work, collectively making a positive impact on the environment and society. To empower employees in this journey, Ayvens has launched an online training plan, designed to enhance sustainability skills and empower employees to make a meaningful individual impact. This training plan also covers essential knowledge that every employee should understand on this topic.
- **Training on vehicle electrification:** several initiatives have been launched to support the transformation of Ayvens and develop the employability of the workforce by proposing trainings in line with the Group's electrification needs and ambitions. In this context, several awareness-raising and training actions are put in place to develop a language and a common understanding of the challenges around electrification, thus supporting Ayvens' customers in this transition.
- **Future skills:** the objective is to prepare Ayvens employees for future challenges at work and support them in developing five future skills categories (resilience, critical thinking, creativity, digital literacy, and emotional intelligence). These skill categories will be updated if needed, to keep pace with the sector's changes and organizational needs. This will ensure Ayvens remains at the forefront of innovation, sustainability, and leadership in the mobility industry.

Moreover, Ayvens is giving support to adapt to the changing demands stemming from the transition from Internal Combustion Engines (ICEs) to Battery Electric Vehicles (BEVs). Ayvens considers this as an opportunity for job creation, reskilling and upskilling.

Within Ayvens, no operations at significant risk of incidents of forced labour or compulsory labour were identified, either in terms of the type of operation or the countries/geographic areas in which Ayvens operates. This is due to Ayvens' service-based business model, which does not involve manufacturing. Similarly, there are no operations at significant risk of incidents of child labour, as Ayvens does not employ individuals under the age of 15.

Ayvens seeks to ensure that **employees with particular characteristics**, working on particular activities or in particular contexts who may be at a greater risk of harm, are not subject to prejudice or discrimination. Through the publication of its Diversity, Equity and Inclusion policy and Management of inappropriate behaviours policy, Ayvens has put in place clear non-discrimination principles and rules. Moreover, these principles are embedded in all HR processes (hiring, compensation, promotions, training, etc.) to limit and prevent the risk of discrimination and prejudice for all employees, especially those with particular characteristics or situations.

5.6.2 Impacts, Risks and Opportunities Management

Ayvens HR policies in place to limit the negative impact of life quality at work deterioration due to lack of diversity, inclusion, QVT and career support are the following:

1. **Diversity, Equity and Inclusion policy;**
2. **Management of inappropriate behaviours policy;**
3. **Performance Management Policy.**

Ayvens HR policies in place to enhance the positive impact of job creations are the following:

4. **Recruitment policy.**

1. Diversity, Equity & Inclusion (DE&I) policy

Policies related to own workforce: Diversity, Equity & Inclusion (DE&I) policy

The DE&I policy focuses on inclusion and equity in all aspects for all the diversity of people. It provides a baseline of expectations on this topic that all Ayvens entities must follow and support. Ayvens says "No" to discrimination of any kind. This key principle is also part of Societe Generale's Code of Conduct, which also applies across Ayvens.

This policy is applicable to all entities, and therefore, Ayvens' HR and DE&I community oversees its implementation across different themes to ensure proper execution everywhere. A deviation is possible when legally required, though a safe space for all is offered within every Ayvens entity. The DE&I policy has been in effect since November 2024. It will be reviewed annually and updated when relevant.

To foster an inclusive culture, Ayvens has established **Employee Resource Groups (ERGs)**, which are employee-led groups that promote diversity, inclusion, and belonging within the organisation. These committees provide employees with a platform to connect, share perspectives, and contribute to a workplace that thrives on diverse ideas and inclusive collaboration. They also focus on key DE&I themes such as gender equality, LGBTQIA+ people inclusion, and cultural diversity while fostering trust and strengthening workplace relationships. Ayvens currently has three Global ERGs: "WeBelong" (on Culture), "EmpowerHER" (on Gender) and "Pride & Allies" (on LGBTQIA+). In addition to these central groups, local ERGs may be formed to address topics such as diverse abilities, intergenerational inclusion, and more. Several Board members are sponsors of the ERGs, reinforcing the company's ambition to foster diversity, equity, and inclusion.

The DE&I strategy and policy are approved by the Ayvens Executive Committee (ExCo) and Ayvens' Chief People Officer (CPO) has included DE&I as the fourth pillar of the company's HR strategy.

Additionally, Ayvens signed up to show its support to underpinning the **UN Global Compact**, reinforcing its goal to upholding its principles through policies and strategy. Ayvens also signed up for **"*l'Autre Cercle*" charter**, an organisation that unites companies against discrimination of LGBTQIA+ people in the work environment. Ayvens also follows the requirements on gender balance improvement for all its entities and strives for equal representation.

The main stakeholder group is all employees and Ayvens' main focus is equity and inclusion for all, without exception.

The policy, strategy, tools and implementation plans are available on Ayvens' shared Teams site. These resources are also accessible via the HR global Teams group. The DE&I community is also available to support the implementation of all topics, globally.

Actions related to own workforce: Diversity, Equity & Inclusion (DE&I) policy

Ayvens put in place the following actions as part of the DE&I policy:

- Launched an **awareness programme** around inappropriate behaviours (including discrimination) and whistleblowing processes towards HR community.
- Implemented an **inclusive recruitment and inclusive communication programme.**
- Introduced a **global yearly DE&I training programme**, aligned with Societe Generale training modules.

In order to prevent or mitigate material negative impacts on its own workforce, Ayvens implemented the following initiatives in the last reporting year:

- Encouraged employee engagement across local entities based on the outcomes of the global Societe Generale Employee Barometer, which includes DE&I questions among other topics, with follow-up actions such as workshops and discussion panels;
- Conducted inclusive leadership workshop for management as part of leadership team training;
- Introduced a reverse mentoring programme to foster inclusion of senior and junior employees.
- Ensured that all Ayvens policies use inclusive language and processes as much as possible;
- Established selection boards to make sure diverse people are recruited.

For the future, the following actions are planned:

- Implement a yearly awareness programme on discrimination;
- Continue the global yearly DE&I training programme, aligned with Societe Generale's training modules;
- Drive employee engagement based on the outcomes of the Societe Generale Employee Barometer, including DE&I questions, with follow-up actions such as workshops and discussion panels;
- Conduct a yearly review of the DE&I strategy and update the communication plan accordingly.

The implementation of all programmes, policies and processes should increase awareness, deepen knowledge, and improve Ayvens' score for an inclusive environment in the Societe Generale Employee Barometer. The above- mentioned actions cover all employees across all Ayvens entities and will be part of the yearly implementation plan and long-term DE&I strategy.

Ayvens also expects the companies it collaborates with, including contractors and general suppliers, to comply with Ayvens DE&I strategy. Additionally, Ayvens ensures that its services are fully inclusive for all clients.

Globally, Ayvens has a DE&I community of 125 employees, with every entity having one or more representatives. Ayvens has a budget of around EUR 300 thousand for any global DE&I initiatives, while additional local budgets are available. For future initiatives, the required budget is between EUR 200 thousand and EUR 250 thousand, depending on the scope of new initiatives.

Targets related to own workforce: Diversity, Equity & Inclusion (DE&I) policy

By 2026, Ayvens seeks to have **50/50 gender balance across the Group** and **35% female representation in senior leadership positions**. These targets are described in Ayvens HR strategy, and its DE&I policy and program are deployed to help reach these ambitions. Ayvens measures these targets globally for all employees, as well as for specific target groups, such as senior leadership. The baseline year is 2023 with the following reference figures:

- Gender ratio: 47% female/ 53% male
- Female representation in senior leadership: 31%

These targets are based on all 2030 end-state targets, which aim for 40% female representation in senior leadership by 2030. Ayvens is already meeting this goal at the Board of Directors level, which already has a 50/50 balance between female and male members.

To reach its targets for diversity, Ayvens is investing in development programmes (35 females), coaching initiatives (100 talents), mentoring programmes (50 talents, with more to come) and sponsorship programmes to build a more diverse talent pool for leadership roles in the future. All targets are discussed with the global teams, are aligned with the demands from employee surveys' findings and are approved in collaboration with works councils and local HR/DE&I representatives from each entity.

The performance against the targets is tracked through several methods. One key tool is the Societe Generale Employee Barometer, an annual survey that discloses, among others, inclusion-related results. Additionally, Ayvens uses its HR information system (Workday) to generate automated reports on all the other numbers/ targets. During the monthly business reviews, these numbers are discussed between HR and the highest management team of an entity.

Lessons learned or potential improvements are measured through the Societe Generale Employee Barometer and the Ayvens DE&I survey (for entities concerned). Based on the outcomes, Ayvens can create an action plan for the next year accordingly.

The following metrics are used to evaluate performance and effectiveness:

- The awareness programmes on inappropriate behaviours (including discrimination) and whistleblowing processes towards the HR community are assessed by tracking the number and types of reports submitted. This data provides good insights into workplace issues and solutions.
- The inclusive recruitment and communication programme is measured through employee surveys, which assess employees' perceptions of inclusion and the effectiveness of communication materials.
- The DE&I global yearly training programme is monitored through participation rates and follow-ups for mandatory trainings.

2. Management of inappropriate behaviours policy

Policies related to own workforce: Management of inappropriate behaviours policy

Ayvens considers all its employees, regardless of their location, as essential contributors to the organization. Ayvens aims to providing them with a safe, healthy, non-discriminatory and respectful working environment that allows for their professional and personal development. The company is dedicated to preventing and addressing inappropriate behaviours, such as harassment (of any kind), sexist behaviour, discriminatory actions, and violence.

The management of inappropriate behaviour policy aims to prevent and address these behaviours by implementing measures to prevent such behaviour and to quickly address any alerts. Combating inappropriate behaviour aims to ensure the physical and mental health of employees by establishing a healthy and safe environment, as well as secure and balanced working relationships. In addition, the prevention of inappropriate behaviour is a shared responsibility that contributes to a better quality of life at work. By fostering a respectful and inclusive environment, Ayvens helps reduce professional stress while ensuring a work environment that aligned with its framework of proper conduct.

The policy focuses on addressing four key topics: alert management, governance, local responsibility, and central responsibility.

To ensure a prompt and appropriate response, Ayvens has an established alert management procedure for all reported cases, integrated within the whistleblowing process. Employee may report any allegation of inappropriate behaviour using the various communication channels available, including the whistleblowing central tool and the whistleblowing local tool. In addition, every employee can reach out to their HR line and/or their managerial line for support. Ayvens strictly prohibits retaliation against employees who observe and report such conduct, file a complaint, and/or assist in an investigation of a suspected case, provided their actions are made in good faith and based on facts. All whistleblowing cases follow a structured procedure to ensure the required actions are taken, including potential consequences when applicable [(1)] .

The governance on the management of inappropriate behaviours is structured around three levels of responsibility:

- The first level of responsibility is managed at the local entity level by local HR, who is responsible for handling alerts in compliance with local legislation, Ayvens' management of inappropriate behaviours policy, and the Societe Generale Code of Conduct.
- The second level of responsibility is managed at Ayvens' central HR level, which defines the Ayvens' management of inappropriate behaviour policy and provides guidance to local entities.
- The third level of responsibility is overseen at the Societe Generale level, which establishes the global management of inappropriate behaviour policy for the entire Societe Generale group.

The local inappropriate behaviour referent bears operational responsibility for ensuring that alerts are processed in compliance with the regulations within its perimeter, while the local HR Director bears legal responsibility. This local referent on inappropriate behaviours is appointed in each Ayvens local entity, including the Ayvens group holding, as it is considered an entity in itself. Each Ayvens local entity is responsible for overseeing and monitoring the implementation of this policy, with the specific procedures for implementation determined at the local level.

The Ayvens group's central HR referent for inappropriate behaviours provides expert support on specific topics related to those behaviours. He may also intervene in exceptional situations that local HR is unable to manage.

The management of inappropriate behaviours policy applies to all Ayvens group staff, as well as any individual working within the Group. This includes, but is not limited to employees, interns, temporary agency workers, and contractors. The policy covers all forms of inappropriate work-related behaviours, whether they occur at the workplace or elsewhere, and whether they involve individuals inside or outside the Group. It complements the laws and regulations of the countries in which Ayvens operates, and any internal rules applicable at the local level.

The most senior level accountable for the implementation of the policy is Ayvens' Chief People Officer (CPO). The main stakeholders responsible for the policy execution and compliance are HR Directors and their teams, as well as managers and employees, who are expected to uphold the policy in their daily operations. Ayvens' main focus is to keep these stakeholders informed and trained on the topic to ensure widespread awareness across the Group. To facilitate this, a structured framework of additional policies and procedures is in place. This includes the "Disciplinary Framework" policy (work in progress), and the Ayvens Whistleblowing policy, a compliance-owned policy.

To support these actions, various reporting and alert tools are available. The whistleblowing central alert tool and the reporting tool are accessible across all Societe Generale entities and subsidiaries. In addition, in compliance with legislation, entities with over 250 employees provide a whistleblowing local alert tool.

For HR staff, training and development initiatives have been organised, including online training on policy and procedures, training sessions on the reporting tool, and training on the whistleblowing tool. Ayvens HR Directors have access to documentation and resources through a shared platform with regular community updates. For managers and employees, structured change management efforts are in progress, with local awareness programmes progressively being implemented.

The policy is made available on Ayvens' internal SharePoint, where all company policies are centrally available to all employees. In addition, the link to the whistleblowing central tool is available to all employees via the company intranet, ensuring that all employees have the necessary means to report concerns when needed.

(1) A description of the Whistleblowing policy and the mechanism can be found in G1 – Business Conduct.

Actions related to own workforce: Management of inappropriate behaviours policy

In order to prevent or mitigate material negative impacts on its own workforce, Ayvens put in place the following actions in the last reporting year:

- **Policies:**
  - Own Ayvens management of inappropriate behaviours policy publication, distinct from the Societe Generale Code, as of September 16th 2024;
  - Own Ayvens whistleblowing policy;
  - Sharing of policy and alert management;
- **Community and Training:**
  - Established a community of inappropriate behaviours HR referents to ensure consistent policy application across all entities;
  - Provided training for HR Directors on the management of inappropriate behaviours policy and the disciplinary sanctions reporting tool;
  - Conducted mandatory training sessions on alert management for managers and people who might need to manage alerts to enhance their ability to handle reports effectively;
  - Organised workshops on inappropriate behaviours and the sanctions reporting tool, attended by around 50 members of the HR community across Ayvens entities in October 2024.
- **Strengthened Communication:** awareness efforts have been put in place to improve communication on alert receivability, ensuring employees, managers and people who might need to manage alerts to understand reporting mechanisms.
- **Inappropriate behaviours alert management:** a report can arrive from three different channels (Whistleblowing Group tool, Whistleblowing local tool if applicable and others (emails, phone…). The eligibility of those reports to decide if it is considered as an alert is closely analysed. If it is the case, investigations are launched to determine if the alert is founded or not and require necessary measures. This process follows the broader global Whistleblowing policy of Societe Generale, which also includes operational risks and compliance reports.
- **Monitoring and Reporting:** reinforced close reporting and monitoring through tools such as the Culture & Conduct (C&C) dashboard and oversight by the Ayvens Internal Control Coordination Committee (ICCC).

For the future, Ayvens has planned the following actions:

- **Encourage awareness:** foster awareness among management and employees.
- **Local implementation:** develop and formalise specific local implementation procedures tailored to entity-specific needs while aligning with global policy requirements.
- **Culture:** promote a speak-up culture beyond inappropriate behaviours prevention, ensuring employees feel empowered to report concerns in a safe and supportive environment.

These actions are expected to lead to the implementation of a robust alert management system within Ayvens, encouraging a safe work environment for all employees and preventing any inappropriate behaviour within the Group. The actions allow employees to activate the alert system, empower managers to prevent inappropriate behaviour, and ensure HR teams are able to process alerts in a compliant manner, while having clear visibility on preventive and corrective action plans when necessary.

Raising awareness among employees and managers on the prevention and management on inappropriate behaviours is an ongoing priority that concerns stakeholders on a regular basis. Hence, the actions are constant over the years with no pre-determined deadline.

Currently, one individual, the Ayvens central inappropriate behaviours referent, is responsible for alert management in addition to other business as usual tasks. When support is needed, there are three designated back-ups for the processing of alerts depending on the scopes. Local HRD are responsible for managing alerts within their respective entities.

The Ayvens central inappropriate behaviours referent is also responsible for overseeing policy implementation on a Group level. At the local level, implementation is carried out by the local teams, where either a local inappropriate behaviours referent is appointed or the HR Director assumes direct responsibility for the subject. No dedicated budget is allocated to this topic beyond the existing resources described above. The current setup is not intended to evolve at this time.

Targets related to own workforce: Management of inappropriate behaviours policy

There are no targets for the Management of inappropriate behaviours policy. Indeed, setting targets for disciplinary sanctions would not be meaningful and could be counterproductive, as it might lead to sanctions being minimised or not reported at all, leading to unreliable data. Similarly, establishing a maximum target for alerts would contradict Ayvens' goal to fostering a speak-up culture, where employees feel encouraged to raise alerts in the event of inappropriate behaviour without constraints.

However, performance and effectiveness can still be assessed through key indicators to identify lessons learned or potential improvements. Ayvens measures the following two rates:

- Speak-up rate: "*I can regularly give my opinion confidently, and express new ideas or concerns to my management or colleagues*".
- Right to alert rate: "*If I witnessed or were confronted with inappropriate conduct, would I raise an alert (as is my right)?*".

These rates are calculated based on responses to the questions above, where the "completely agree" and "somewhat agree" responses are aggregated. The speak-up rate and right to alert rate are communicated annually via Societe Generale Employee Barometer and are also measured on Ayvens-level.

In addition, the number of alerts and sanctions is monitored by various governance bodies, including risks, compliance and culture and conduct teams.

Since the policy was published on September 2024, it is too early to identify and assess lessons learned or areas for improvement based on Ayvens' performance. However, even before the formal publication of Ayvens' Management of inappropriate behaviours policy, alerts on inappropriate behaviours and disciplinary sanctions were already monitored by Ayvens' central HRD, in line with the principles outlined in the Societe Generale Code of Conduct. Appropriate measures have always been taken when necessary to address reported cases.

3. Performance management policy

Policies related to own workforce: Performance management policy

The purpose of this policy is to define the rules governing the use of the performance management process for all Ayvens employees. Performance management allows recognising individual contributions to Ayvens' business success.

Performance Management limits deterioration of employees' life quality at work and, in turn, helps reduce any negative impacts by:

- **Fostering employees' professional development and providing career path support:** the evaluation conversation is a key part of the Performance Management cycle. It provides a dedicated moment for employees and managers to bilaterally discuss feedback, assess the past year's performance and plan for the upcoming year. This process ensures that employees receive the necessary support (such as training) to progress in their careers. Additionally, performance evaluations serve as key input for remuneration decisions, internal mobility, and promotions.
- **Limiting employee disengagement and lack of motivation:** a standardized evaluation methodology and process helps prevent the risk of discrimination, the risk of unconscious or conscious favouritism of employees in their performance ratings, and the risk of subjective or unfair performance evaluation.

This policy applies to Ayvens employees in all entities, except trainees, apprentices, temporary and external workers, and consultants.

The most senior level accountable for the implementation of the policy is Ayvens' Chief People Officer (CPO). There are three main stakeholder groups affected by this policy: internal employees, HR departments and managers across all Ayvens entities.

The main focus of this policy is to ensure that each internal employee receives clear and fair feedback on their performance. This supports alignment with Ayvens' strategy and contributes to employees' continuous development. This policy guarantees that performance is assessed in a fair and standardised way across Ayvens, based on objective criteria. This standardised approach ensures transparent and equitable outputs for remuneration and Talent Management decisions. Additionally, this policy establishes Performance Management as a key component of employee development, implemented through the Societe Generale E|Valuation tool. This tool serves as a core employee management resource, enabling managers to provide formal feedback to their employees, align individual performance with team goals, enhancing motivation, and fostering greater employee engagement.

The policy is published and accessible to all staff at Ayvens. In addition, monthly meetings are held with the Talent and Performance Community. They serve as a platform for sharing best practices across countries and providing further support on the implementation and compliance of performance policy and Talent management guidelines.

Actions related to own workforce: Performance management policy

In order to prevent or mitigate material negative impacts on Ayvens' own workforce, Ayvens put in place the following actions in the last reporting year:

- Delivered **trainings** on Performance Management for the HR community, managers and all staff to ensure understanding and compliance with policy guidelines.
- Rolled out the Societe Generale **performance digitalised process**, enabled by the global Performance Management Information System (E|Valuation).
- Introduced **mandatory process steps in the evaluation process** to ensure compliance with policy requirements.
- Held global **monthly calls** with the Ayvens international HR community in charge of Performance Management, to support and follow-up on effective policy implementation.
- Established **communication channels** to distribute materials, resources and user guides to HR and managers. These channels include Workday Help, Teams channel dedicated to the global HR community in charge of Performance Management, SharePoint and e-mail.

For the future, the following actions are planned:

- Conduct ongoing monitoring and change management efforts to support the implementation of the Societe Generale performance digitalised process, enabled by E|Valuation, and ensure compliance with the mandatory steps displayed in the Performance Management policy.
- Maintain global monthly calls with the Ayvens international HR community in charge of Performance Management, to support and follow-up on effective policy implementation.
- Continue using the established communication channels to distribute materials, resources and user guides to HR and managers, such as Workday Help, Teams channel dedicated to the global HR community in charge of performance management, SharePoint and e-mail.

Applying these actions across all Ayvens entities worldwide will accelerate the full adoption of the E|Valuation tool and enhance the understanding and application of this policy, ensuring a standardised and transparent process throughout Ayvens.

There is no time horizon for completing the action plans, as they are considered ongoing activities.

Apart from the cost of FTEs allocated to the action plan and the development of informational resources in the future, no additional financial resources are expected to be required for current or future action plans.

Targets related to own workforce: Performance management policy

The effectiveness of these actions and the achievement of policy objectives are tracked in particular through the **adoption rate of E|Valuation tool across all Ayvens entities**. Full adoption of E|Valuation within all Ayvens entities is a requirement set by Societe Generale. To ensure compliance with local regulations and works councils' approvals, HR Directors in each country were actively involved in the implementation process.

This target is absolute and is centrally measured by the Ayvens Talent, Performance, Culture and Diversity Global team within Ayvens Headquarters. Currently, there is no baseline as only legacy ALD entities have adopted E|Valuation before 2024. The target has been reached by Ayvens early 2024.

Metrics are collected from the E|Valuation tool reporting section and HR Dashboards (via the Societe Generale reporting tool). They are shared with stakeholders during the key performance management periods, such as objective setting and end-of-year evaluations. The following metrics are used:

- Percentage of Evaluation forms completed.
- Percentage of Evaluation forms in progress.
- Percentage of Evaluation forms not started.

By adopting a Performance Management tool, employees and managers are required to comply with the set of rules described in this policy, ensuring a standardised and transparent process across Ayvens. Additionally, by recording all the performance information within the tool, the data becomes accessible to HR teams, including those in charge of Compensation & Benefits (CnB), enabling integration, when applicable, into related processes such as Remuneration and Talent Management.

Lessons learned or potential improvements are identified by collecting feedback from entities through monthly HR calls and other communication channels.

4. Recruitment policy

Policies related to own workforce: Recruitment policy

The purpose of this policy is to outline the procedures that managers and HR in charge of recruitment must follow in the recruitment and selection process. The policy aims to achieve the following objectives:

- **Support Ayvens entities** to effectively recruit, hire and develop employees.
- Ensure that **a fair and structured recruitment process** is conducted across all Ayvens entities, following the outlined guidelines.
- Ensure that the hiring process, including internal mobility, is conducted in a **structured and transparent manner**, with **harmonised** definitions and monitoring procedures.
- Define labour **types and reasons for hire** to facilitate sensible business decisions and enhanced transparency.
- **Minimise risks** related to hidden employment or requalification of employment, ensuring regulatory compliance and a structured onboarding/offboarding process for external workers.
- Ensure that the recruitment process is **compliant to Ayvens global and local ESG and DE&I policies**, offering equal employment opportunities based on qualifications without discrimination on race, nationality, gender, sexual orientation, age, religion, disability, political opinions, or philosophical beliefs.

Moreover, during the recruitment process, there are minimum Know Your Employee (KYE) regulatory requirements that must be met to ensure the hiring of qualified staff with integrity. These requirements ensure compliance with labour laws, non-discrimination regulations, financial security regulations, and anti-corruption measures.

Recruitment Management plays a crucial role in enhancing the positive impact of job creation by ensuring a structured and strategic approach to hiring. It contributes to business performance by recruiting the right people for the right positions, with the appropriate skills and profiles, thereby strengthening teams and reinforcing Ayvens' overall business objectives. The recruitment process follows a competence-based approach, ensuring fairness, compliance, reliability and stability. Additionally, internal mobility is prioritised, recognising that renewing profiles and leveraging the diversity of employees and their ideas are key drivers of Ayvens' performance.

This policy applies to all Ayvens entities worldwide and covers internal and external candidates for all vacancies, regardless of whether the role is paid or unpaid, in accordance with local laws and regulations. However, certain categories are exempt from this recruitment process, including middle and high school students joining the Group for short-term work experiences (one to two weeks), whether paid or unpaid, and holiday assistants working for up to one month. The sourcing of professional services and consultancy (as part of external labour services) is outside the scope of this policy and is managed by Procurement department.

In cases where local regulations impose stricter requirements than the principles outlined in this policy, the local laws take precedence.

The most senior level accountable for the implementation of this policy is Ayvens' Chief People Officer (CPO). The three main stakeholder groups affected by this policy are managers, HR recruiters, and applicants to Ayvens vacancies:

- Managers are key stakeholders, as this policy ensures a fair and effective recruitment process across Ayvens, responsive to their needs in terms of staffing qualification and skills.
- HR recruiters play a central role in maintaining a standardised, fair, and competence-based recruitment process across Ayvens, ensuring alignment with DE&I and non-discrimination standards, and contributing to the company's employer branding strategy.
- Applicants to Ayvens vacancies benefit from a process that is fair, inclusive, and compliant with data protection regulations, safeguarding their personal information in accordance with applicable laws.

The policy is published and made accessible to all Ayvens employees. In addition, monthly meetings are held with the HR recruiters community, for sharing best practices across countries and providing further support on the implementation and compliance of the recruitment policy.

Actions related to own workforce: Recruitment policy

In order to prevent or mitigate material negative impacts on its own workforce, Ayvens put in place the following actions in the last reporting year:

- Provided **training** to the HR community, mainly recruiters;
- Implemented a **digitalised recruitment process** enabled by Ayvens' global HR information system (Workday) that includes mandatory steps within the recruitment module to ensure compliance with this policy's rules;
- Organised global **monthly calls** with the HR international community in charge of recruitment to provide support and monitor the implementation of this policy;
- Established **communication channels**, including Workday Help, Teams Global Recruitment Community channel, SharePoint and e-mail to provide HR and managers with materials, resources and user guides.

For the future, the following actions are planned:

- Conduct ongoing monitoring and change management efforts following the implementation of the digitalised recruitment process enabled by Ayvens' global HR information system (Workday);
- Maintain global monthly calls with the HR international community in charge of recruitment to provide ongoing support and follow-up on the implementation of this policy;
- Continue using communication channels, such as Workday Help, Teams Global Recruitment Community channel, SharePoint and e-mail to provide HR and managers with materials, resources, and user guides.

The implementation of these actions will facilitate the proper adoption of the Workday recruitment module across all entities while ensuring a standardised and transparent process throughout Ayvens.

There is no fixed time horizon for completing the action plans, as they are considered ongoing activities.

Apart from the cost of FTEs allocated to the action plan and the development of informational resources in the future, no additional financial resources are expected to be required for current or future action plans.

Targets related to own workforce: Recruitment policy

The effectiveness of these actions and the achievement of policy objectives is tracked through the **internal mobility rate, which has a target of 25% by 2026.** This target is discussed with global teams, aligned with the works councils, and reviewed with the local HR and recruitment representatives from each entity. Stakeholders are kept regularly informed on progress.

This target is relative and applicable to all Ayvens entities worldwide. The internal mobility rate is centrally measured by the Ayvens Talent, Performance, Culture, and Diversity Global team within Ayvens Headquarters to assess its performance and effectiveness. The target is applicable from 2024 onwards.

By increasing the internal mobility rate, which is a core KPI in Ayvens' HR strategy, the Group fosters a positive dynamic for employees, supporting their development, career growth and job creation opportunities within the Group.

Lessons learned or potential improvements are identified by collecting feedback from entities through monthly HR calls and other communication channels.

Human Rights

Ayvens is committed to respecting Human Rights and adheres to the following principles to underline this:

UNI agreement on fundamental Human Rights and Modern Slavery Act

As a responsible employer and subsidiary of Societe Generale, Ayvens is committed to respecting and applying, in all its entities, the agreements and charters signed by Societe Generale, including the **global agreement on fundamental Human Rights signed with UNI Global Union**. This text guarantees the highest standards of integrity and behaviour, defending the fundamental Human Rights set out by the United Nations. In addition, Societe Generale and all its subsidiaries (including Ayvens), are committed to:

- Respect Human Rights, in accordance with the guidance given by the United Nations (UN) guiding principles on Human Rights and Business.
- Respect the International Labor Organization (ILO) Declaration of fundamental principles and rights at work.
- Rely on the Universal Declaration of Human Rights and the fundamental conventions of the ILO to define the notions of Human Rights, fundamental freedoms, health and safety of persons.
- Adhere to the Organization for Economic Cooperation and Development (OCDE) Guidelines for Multinational Enterprises and comply with all employment laws, collective agreements, health and safety regulations at the national levels, as well as applicable laws and internationally recognised Human Rights, in all markets where the Group operates.

Processes and mechanisms in place to monitor compliance with these commitments are defined and implemented at Societe Generale level as part of the duty of care plan.

Moreover, in its **Modern Slavery Act,** to which Ayvens adheres, Societe Generale presents the procedures and tools for identifying, assessing and controlling the risks of Human Rights violations (including forced labour, slavery, child labour and human trafficking).

Societe Generale occupational health and safety policy

As part of Societe Generale occupational health and safety policy, to which Ayvens adheres, Ayvens is dedicated to ensuring that every employee experiences a safe working environment on the premises and working practices that ensure safety and physical/psychological health. This policy includes a workplace accident prevention policy and management system. The Group ensures that it complies with legal obligations in terms of occupational health and safety in all its entities and undertakes to take action to preserve health, safety and the quality of working conditions. These principles are applicable locally within entities, taking into account specific legislations and local contexts but without distorting its spirit.

Ayvens is committed to:

- Respecting the layout plans of the premises and the ergonomics of the workstations.
- Implementing awareness-raising and prevention initiatives around physical and mental health in the workplace.
- Recommending that each employee should be able to benefit from regular medical follow-up in accordance with local regulatory constraints.
- Incorporating a set of objectives on health, safety and working conditions as part of the global agreement on fundamental Human Rights signed with UNI Global Union.

Eliminating discrimination (including harassment) during all HR processes (recruitment, hiring, promotion, succession planning, compensation, benefits and training)

Ayvens commits to select and recruit women and men based on their specific skills, to prevent any potential risk of corruption or conflict of interest, and to avoid any form of discrimination or favouritism. Ayvens also commits to treat each person with dignity, in a non-discriminatory manner, with regard to age, nationality, social origin, family situation, race, gender, sexual orientation, disability, political, trade union, philosophical or religious opinions, actual or assumed membership or non-membership of an ethnic group or nation. In case of discrimination, the situation will be investigated in alignment with the standards set out in the Ayvens management of inappropriate behaviours policy.

These key principles are illustrated in the following policies/ agreements: Global agreement on fundamental Human Rights signed between UNI Global Union and Societe Generale to which Ayvens adheres, Ayvens DE&I policy, Ayvens Management of inappropriate behaviours policy, Ayvens Know Your Employee (KYE) policy and Ayvens Recruitment policy.

Moreover, Ayvens provides staff training on non-discrimination policies and practices to raise awareness and address strategies for preventing and resolving systemic and incidental discrimination. Employees have access to awareness-raising activities to combat bias, prejudice and stereotypes. In addition, they have to follow a regulatory training on "Ethics & Conduct". Ayvens managers are accompanied to adopt inclusive behaviours and practices: they have received instructions on inclusive recruitment, and they can attend specific trainings to support them in adopting inclusive behaviours and promoting diversity, such as an e-learning on inappropriate behaviours. This e-learning is also proposed to Ayvens HR Directors, who play a key role to raise awareness on this topic.

Continuous dialogue, speak-up and right to alert principles

The entire managerial line has a key role in the organization by listening, regulating and providing information to the teams. Moreover, the whistleblowing system put in place within Ayvens is designed to collect reports relating to the existence or occurrence of risks of serious harm to Human Rights, fundamental freedoms, the health and safety of persons or the environment. Ayvens has implemented procedures to address complaints, manage potential misconduct reports, and offer recourse for employees, especially in the context of negotiations and collective agreements, when discrimination is identified, while remaining vigilant about formal structures and informal cultural issues that might hinder employees from raising concerns. Therefore, employees also have the possibility to use other channels to raise alerts (by mail to the manager or HR, etc.).

Ayvens upper and top management commitment

Ayvens offers leadership programs, in particular “Team-Up” dedicated to Ayvens top 450 leaders. It aims at strengthening their leadership skills and give them the tools to embody the Group’s strategy and culture. This program includes Ayvens inclusive culture elements like authenticity and responsibility.

In 2024, Ayvens ExCo has been trained on inclusive and unbiased leadership behaviours.

Ayvens Chief Executive Officer (CEO) signed the *#JamaisSansElles* charter in 2021, committing him to ensuring that women are well represented at all internal or external meetings in which he is called to participate worldwide. This principle has been shared with the Group's top management teams. Moreover, Ayvens believes that, no matter their gender identity, every employee should be able to live and grow in the company. Hence, Ayvens continuously ensures that an inclusive work environment and growth opportunities are equally offered to everyone. To enhance these principles, Ayvens has signed the *“l’Autre Cercle”* charter to fight against discrimination of LGBTQIA+ people in the work environment, alongside Societe Generale that has renewed its signature.

Composed of a delegation from Ayvens ExCo, including Ayvens Chief People Officer (CPO), the HR SteerCo focuses on HR-related strategic topics and is an opportunity to remind key HR principles to the top management such as ensuring equal treatment and opportunities in employment.

Processes for engaging with own workforce and workers representatives about impacts

Maintaining an open and transparent dialogue with employees and workers’ representatives is essential for Ayvens’ commitment to fostering a positive work environment. Engaging with the workforce enables the organisation to identify and mitigate potential negative impacts, address concerns, and strengthen employee well-being and satisfaction.

To achieve this, Ayvens implements various engagement mechanisms, including adherence to international agreements on labour rights, continuous dialogue through structured communication channels, and employee surveys. These processes ensure that employees’ voices are heard and conserved in decision-making, allowing Ayvens to adapt its HR strategy in response to workforce needs.

Engagement activities take place at all levels (centrally and at the headquarter, as well as locally within entities). Local engagement activities are known through regular reporting campaigns and continuous dialogue between central and local.

UNI agreement on fundamental Human Rights

As a subsidiary of Societe Generale, signatory of the Global Agreement on fundamental Human Rights with the international trade union federation UNI Global, Ayvens is committed to upholding fundamental Human Rights and freedom of association. In particular, the Group ensures compliance with the principles of freedom of association, collective bargaining and the maintenance of a favourable social climate. This agreement establishes a new basis for minimum guarantees of social rights for the Group's employees, such as provisions for the right to organise and collective representation.

Continuous dialogue and regular communication with Ayvens own workforce and workers representatives

Ayvens actively promotes continuous dialogue to facilitate discussion, address questions, and ensure information is disseminated throughout all levels of the organisation. This engagement takes place with Ayvens' own workforce and workers representatives:

- With **Ayvens' own workforce,** regular dialogue opportunities occur during Town Halls, Ayvens ExCo chats, webinars, and other company meetings held throughout the year. Moreover, Ayvens promotes a culture of open communication and speak-up initiatives with its own workforce, relying on proximity management and the support of HR Business Partners to facilitate direct interaction with employees.
- With **Ayvens' workers' representatives,** dialogue occurs in accordance with local legislation, ensuring compliance with country-specific labour regulations. When required, workers' representatives are involved in the discussions and local initiatives, in order to sustain free and fluid dialogue with employees. Workers representatives are regularly consulted and informed before any decision of their concern is made, in accordance with local legislation and associated timing and frequency.

By using the existing communication channels Ayvens has in place to engage with its own workforce, employees and workers representatives also have the opportunity to address impacts that arise from reducing carbon emissions and transitioning to greener and climate-neutral operations.

The Ayvens ExCo, including the Chief People Officer (CPO), holds the most senior operational responsibility for ensuring that dialogue occurs and that the insights gained through these discussions inform Ayvens' strategic approach.

Moreover, Ayvens communication department, composed of communication experts, manages the preparation and sending of general and important information to the workforce. Using accessible communication channels such as emails, newsletters, the intranet, videos, and SharePoint, the communication department ensures that the content uses appropriate wording and is understandable by employees.

Societe Generale Employee Barometer and Ayvens Pulse survey

Ayvens values employee feedback as a critical driver of continuous improvement and innovation. Through the Societe Generale Employee Barometer and the Ayvens Pulse survey, employees are regularly invited to assess the quality and frequency of dialogue with management and are asked to provide input on key aspects such as their level of commitment, the perception of their life quality at work and their degree of confidence in the Group's strategy. Survey results are analysed to assess engagement effectiveness and to formulate specific action plans where necessary. Results are also presented to the Ayvens ExCo and used to adapt the Ayvens HR strategy to better align with employee needs. The surveys and the coordination of the related action plans are conducted by a dedicated team within Ayvens central HR department.

When completing these surveys, Ayvens' employees can voluntarily provide additional information such as gender and age category. This enables Ayvens to analyse the survey results, with a deeper level of granularity, gaining insights into perspectives from employee groups that may be particularly vulnerable to impacts and/or marginalisation.

Processes to remediate negative impacts and channels for own workforce to raise concerns

Ayvens is committed to operating with integrity and transparency and to complying with the laws and regulations in force in the countries in which it operates. The Societe Generale Code of Conduct reflects this commitment to act with ethics and integrity. It enhances the whistleblowing mechanism enabling employees to voice concerns in a responsible, effective and safe manner.

Ayvens has multiple channels in place for its workforce to raise their concerns or needs directly with Ayvens and have them addressed, including:

Speak-up

Ayvens encourages each employee to speak up, in order to gather the best ideas and identify potential risks more easily. A speak-up culture, which is intended to promote free expression and active listening, includes for example regular communications for awareness-raising purposes.

Whistleblowing process

The Whistleblowing process allows Ayvens workforce to report, in complete confidentiality, a situation that is not compliant with the rules governing Ayvens activities' conduct or with expected ethical standards, or which could violate applicable laws and regulations. This may include situations of inappropriate behaviour, or perceived threats to the health and safety of individuals.

Employees surveys (Societe Generale Employee Barometer and Ayvens Pulse survey)

Surveys' results allow Ayvens to track and monitor issues raised locally and address them with specific local action plans to tackle the concerns raised. The action plans are shared to Ayvens central HR and Societe Generale for monitoring purpose.

The results of 2023 Societe Generale Employee Barometer led to actions at Ayvens for 2024 on the following four themes:

1. Restore confidence and adherence to Societe Generale's and Ayvens' strategy, clarify perspectives.
2. Improve operational efficiency.
3. Meet employees' expectations for well-being at work.
4. In the context of integration, focus on Culture, Collaboration and Team spirit.

Social dialogue with employee representatives

Within Ayvens, each entity ensures that social dialogue is maintained with workers representatives according to ways that may differ depending on the size, the structure of local teams and laws in force in the country concerned.

Additionally, Ayvens has written and implemented policies regarding the protection of individuals against retaliation, in particular towards employee representatives when they act as such. These principles are detailed in Ayvens whistleblowing policy and Ayvens management of inappropriate behaviours policy.

Taking actions on material impacts

In order to enhance the **positive impac**t of job creations, Ayvens continuously invests in employees professional development and career path within the Group. This approach is facilitated by the following actions and initiatives:

Skills development learning and continuous training to employees

Skills development learning at Ayvens encompasses a range of development opportunities designed to support personal and professional growth, leadership development, and specialized skills that align with Ayvens strategic objectives and the needs of different roles and functions. This type of learning is crucial for fostering a culture of continuous development and equipping employees with the tools they need to succeed in their current roles and future career paths. That is why Ayvens ensures proper access to these programs by proposing to employees many support tools (Societe Generale training catalogue, digital platforms such as GoFluent, Coorpacademy, etc.) especially during the annual training plan launch.

To ensure accessibility and transparency, Ayvens employees who meet eligible criteria have direct access to these training and development programs by connecting to Ayvens Global intranet, on which they can find a dedicated learning subpage with regularly updated content and direct links to the learning platforms.

High potential/strategic talents training programs

These are strategically designed to develop leadership skills, support personal growth, and foster resilience and adaptability among Ayvens leaders and high-potential employees. They include a blend of coaching, workshops, and other structured learning formats that align with Ayvens strategic objectives and leadership development priorities.

Ayvens also fosters internal and international mobility, as renewing profiles and taking the most of employees diversity and ideas are considered as one of the drivers of Ayvens performance.

The Group is able to track and assess the effectiveness of actions listed above through the following:

- HR Steering Committee (SteerCo): composed of a delegation from the Ayvens ExCo, the HR SteerCo focuses on HR-related strategic topics, ensuring for instance alignment of Group's principles with broader company objectives.
- Ayvens international mobility HR central team: it monitors the number of international mobilities in the Group.
- Ayvens “Talent, Performance, Culture and Diversity’ HR central team: it ensures effective implementation of Ayvens learning, talents/high potentials and internal mobility principles, as well as their alignment with Ayvens strategic objectives, culture pillars and the Group’s HR strategy.

In response to a particular actual or potential **negative impact** on its own workforce which could deteriorate life quality at work for Ayvens' own employees, causing disengagement at work, the relevant action needed can be identified through the employee surveys, the whistleblowing system, speak-up culture, and social dialogue. In addition, employees and managers are accompanied during the integration period between legacy ALD and legacy LeasePlan which can create potential uncertainty, with the implementation of several initiatives such as "Becoming One" and "TeamUp". Moreover, the Ayvens Culture Manifesto, which lists the Group's culture four guiding principles, has been shared to the workforce to bring employees together around common values, such as building a respectful and inclusive work environment in which everyone feels safe in bringing their true self at work.

5.6.3 Metrics

Characteristics of the undertaking’s employees

In this section, the key characteristics of the Ayvens workforce will provided.

Methodology and assumptions made to compile the required data

Ayvens employee data was collected in a specific reporting tool (called Planethic 360), either by being sourced from Societe Generale HR information systems, either manually provided by Ayvens entities HR teams as part of data collection campaigns surveys (e.g. for the gender distribution of full-time and part-time employees).This facilitated the calculation of CSRD ESRS S1 indicators either directly in Planethic (including functionality to calculate numeric indicators based on other preexisting numeric indicators), or via data manipulation performed with the use of Alteryx platform. The methodology aligns with Societe Generale’s one to ensure consistency and comparability across all reporting entities. All disclosed metrics are calculated according to ESRS guidelines, unless stated otherwise.

Employee figures are reported **solely in headcount** for the reporting period. This approach provides a clear and consistent snapshot of the workforce as of December 31, 2024. As such, please note that Full-Time Equivalent (FTE) calculations were not included in this cycle. Moreover, employees numbers were calculated as a snapshot at the end of December (December 31, 2024), reflecting the workforce at a single point in time. This approach aligns with Societe Generale's methodology.

The scope of employees covers permanent contracts and fixed-term contracts, including work-study contracts.

Genders “women” and “men” are reported.

The reported employee data was collected from two primary sources: the HR Dashboard and manual entries by entities in the Planethic 360 tool. Data on permanent and temporary employees was automatically sourced from HR Dashboard, while figures on full-time and part-time employees were provided directly by entities through data collection campaigns surveys on Planethic.

The figures reflect the methodology used for data collection and may vary depending on the approach applied (collection of data from HR Dashboard or manual entries).

Table: Information on employee headcount by gender

Gender	Number of employees *(headcount)*
Male	7,516
Female	6,678
TOTAL EMPLOYEES	**14,194**

Table: Employee headcount in countries where the undertaking has at least 50 employees, representing at least 10% of the total number of employees

Country	Number of employees *(headcount)*
France	2,056
The Netherlands	1,602

Table: Employees headcount by contract type, broken down by gender

	Female *(headcount)*	Male *(headcount)*	Total *(headcount)*
Number of employees	6,678	7,516	14,194
Number of permanent employees	6,375	7,170	13,545
Number of temporary employees	303	346	649
Number of non-guaranteed hours employees	3	3	6
Number of full-time employees	5,859	7,233	13,092
Number of part-time employees	906	383	1,289

Table: Employees headcount by contract type, broken down by region

	Region 1 *(headcount)*	Region 2 *(headcount)*	Region 3 *(headcount)*	Region 4 *(headcount)*	Total *(headcount)*
Number of employees	3,389	4,488	3,511	2,806	14,194
Number of permanent employees	3,114	4,346	3,349	2,736	13,545
Number of temporary employees	275	142	162	70	649
Number of non-guaranteed hours employees	0	0	6	0	6
Number of full-time employees	3,386	4,137	2,987	2,582	13,092
Number of part-time employees	42	219	618	410	1,289

Employee data was grouped by regions as follows:
- Region 1 includes Algeria, France, Morocco, Portugal and Latin America (Mexico, Chile, Peru, Colombia and Brazil).
- Region 2 includes Italy, the Czech Republic, Greece, Poland, Hungary, Slovenia, Croatia, Serbia, Romania, Bulgaria, Slovakia, Turkey, Ukraine, the UAE (United Arab Emirates) and the UK.
- Region 3 includes Belgium, Luxembourg, The Netherlands, Estonia, Latvia, Lithuania, Denmark, Finland, Norway, Sweden and Ireland.
- Region 4 includes Austria, Germany, Switzerland, Spain and APAC (India, Malaysia and Thailand).

Table: Employee turnover (permanent contracts only)

Rate of employee turnover	**17.1%**
Number of employees who have left the undertaking (during reporting period)**	2,319*

** The figures reflect the methodology used for data collection based on the available data sources and therefore may vary depending on the data collection approach applied.*
*** The nominator includes all voluntary leaves, leaves due to dismissal, retirement, or death in service.*

Collective bargaining coverage and social dialogue

In this section, more information will be provided on the extent to which the working conditions and terms of employment of its employees are determined or influenced by collective bargaining agreements and on the extent to which its employees are represented in social dialogue in the European Economic Area (EEA). Please note that Ayvens does not have representative entities in non-EEA regions with more than 50 employees representing over 10% of the total own workforce.

	Collective Bargaining Coverage		Social Dialogue
Coverage rate	**Employees – EEA** *(for countries with >50 empl. representing >10% total empl.)*	**Employees – Non EEA** *(for countries with >50 empl. representing >10% total empl.)*	**Employees – EEA** *(for countries with >50 empl. representing >10% total empl.)*
0-19%	-	-	-
20-39%	-	-	-
40-59%	-	-	-
60-79%	-	-	-
80-100%	France, The Netherlands	-	France, The Netherlands

Diversity metrics

In this section, more information will be provided on the gender distribution at top management and the age distribution amongst its employees.

The scope of "top management" includes all individuals occupying critical leadership roles within the organization. This includes:

- Key Group Positions: Executive Committee (ExCo) and Coordination Committee (CoDir)
- Key Positions: Country Managing Directors (MDs), Holding Management Team (MT) members and Central Functions Management Team (MT) members.
- Key Entity Positions: Country Management Team (MT) members.

Table: Top management gender distribution (in headcount and percentage)

	Top management *(headcount)*	**Top Management** *(percentage)*
Female	128	30.92%
Male	286	69.08%

Table: Employees' age distribution (in headcount and percentage)

	Employee distribution *(headcount)*	**Employee distribution** *(percentage)*
Under 30 years old	2,147	16.01%
Between 30-50 years old	8,463	63.10%
Over 50 years old	2,802	20.89%

Adequate wages

All Ayvens employees are paid an adequate wage according to the ESRS definition. Ayvens systematically respects the applicable legislation and collective bargaining agreements concerning adequate minimum wages in each jurisdiction in which it operates.

In addition, Ayvens, as part of its remuneration policy principles, also aims to offer fair and sustainable compensation. In this context, the Group has integrated the notion of adequate wages into its remuneration policy, taking into account the living wage references developed for each country and region of the world by Fair Wage Network (FWN), a globally recognised NGO. An in-depth review of all fixed remuneration of all Ayvens group staff worldwide was carried out during the last quarter of 2024, taking into account the Fair Wage Network reference (1). Some marginal cases of fixed remuneration under the FWN reference (in one subsidiary where the local national adequate living wage level was already respected) were identified and corrective measures were implemented such that all fixed remuneration at end of 2024 respects the FWN minimum.

Health and safety metrics

In this section, more information will be provided on the extent to which Ayvens own workforce (2) is covered by its health and safety management system and the number of incidents associated with work-related injuries, ill health and fatalities of its own workforce.

Percentage of people in its own workforce who are covered by the undertaking's health and safety management system	93.48%
Number of fatalities as a result of work-related injuries	0
Number of fatalities as a result of work-related ill health	0
Number of recordable work-related accidents	22
Rate of recordable work-related accidents (ppm)	0.82

Remuneration metrics

The pay gap and annual total remuneration ratio have been calculated taking into account both fixed remuneration for 2024 as well as variable remuneration awarded for the prior (2023) performance year, including any long-term component (3) .

The Gender pay gap is impacted by the higher proportion of male staff in the senior management of Ayvens group. It is mainly a reflection of female/male employee distribution at the different levels of the organisation. Ayvens has integrated into its remuneration policy the principle of equal pay for equal work or work of equal value, particularly between female and male staff. In order to improve the gender pay gap, Ayvens has set ambitious targets to increase the number of women in the senior management functions and has launched in depth analysis of the "adjusted pay gap" (i.e. comparing gender pay gaps based on comparable groups within the same country, job group and level of responsibility) to ensure that the principle of equal pay for equal work is fully respected by all group entities. The "equal pay" analysis will be pursued during 2025 and corrective measures will be implemented where necessary.

Ayvens group operates in more than 40 countries, therefore the annual total remuneration ratio is impacted by the different levels of market remuneration practice in the various countries. The total remuneration ratio has been calculated based on actual remuneration data and no adjustments have been applied to correct differences in cost of living in the various countries where Ayvens operates. Within Ayvens group, remuneration is set taking into account local market practices (i.e. based on regular external benchmarking) and is set at a level to attract and retain qualified employees.

	Ratio
Gender pay gap	24%
Annual total remuneration ratio	34%

(1) All staff on fixed term or indefinite employment contracts, excluding interns, apprentices and VIE. Fixed remuneration used for the review corresponds to contractual base pay on a full-time equivalent basis and any fixed allowances, where applicable. The FWN reference used was "typical family living wage".

(2) Other workers (non-employees) are not included.

(3) All staff on fixed term or indefinite employment contracts, excluding interns, apprentices and VIE. The Ayvens group executive corporate officers (CEO and deputy CEO) are also included in the calculations even though they are not strictly "employees" under French legislation. Fixed remuneration used for the review corresponds to contractual base pay on a full-time equivalent basis and any fixed allowances, where applicable. Full benefits data has not been taken into account to the extent it is not currently readily available for all Ayvens staff worldwide in our Group HRIS, however this is likely to have little impact on the ratios to the extent that benefits are set at the company level or by virtue of Group wide policies for international mobility benefits. The implementation of discretionary pension benefits (i.e. an individually defined pension plan) is prohibited under the Ayvens total rewards policy. It should however be noted that for calculation of the annual total remuneration ratio and gender pay gap the benefits of the Ayvens executive corporate officers (CEO and deputy CEO) have been included in the calculations to the extent that this data is readily available.

Inappropriate behaviours incidents, complaints and severe Human Rights impacts

In this section, more information will be provided on the number of inappropriate behaviours work-related incidents and/or complaints and severe Human Rights impacts within Ayvens own workforce, as well as any related fines, sanctions or compensation.

For the reporting of incidents, Ayvens' position is to disclose the total number collected at Ayvens in 2024 of moral harassment, sexual harassment, sexist behaviour and discrimination incidents, whether preceded by founded alerts or without prior founded alerts, regardless of whether these incidents led to disciplinary sanctions or not. Data have been collected from internal incidents reporting tools.

An incident is classified, in correspondence with the ESRS definition, as the following: "a legal action or complaint registered with the undertaking or competent authorities through a formal process, or an instance of non-compliance identified by the undertaking through established procedures". Established procedures to identify instances of non-compliance can include management system audits, formal monitoring programs, or grievance mechanisms.

Table: Incidents

	Number
Total number of incidents of discrimination (including harassment)	12

For the reporting of complaints, Ayvens position is to disclose the total number collected at Ayvens in 2024 of inappropriate behaviours alerts, except alerts that led to moral harassment, sexual harassment, sexist behaviour and discrimination incidents listed in the previous indicator. Data have been collected from internal inappropriate behaviours alerts reporting tools.

Table: Complaints filed

	Number
Whistleblowing Group tool	9
Whistleblowing local tool	1
Other channel	9
Non identified channel	5
National Contact Points for OECD Multinational Enterprises	0*

* *Position aligned with Societe Generale.*

With regards to information about reconciliation of fines, penalties, and compensation for damages as result of violations regarding work-related discrimination and harassment, the following definitions are applied:

1. For French perimeter: total amount of fines, penalties and compensation that meet the two following cumulative criteria: (i) they are the result of disputes of moral harassment, sexual harassment, sexist behaviour or discrimination and (ii) they have led to final convictions, i.e. without appeal (neither of Ayvens nor of the opposing party).
2. For worldwide perimeter (except France): in addition to the two criteria above, a third cumulative one is added: (iii) those fines, penalties and compensation represent a prejudice that is greater than or equal to 3 million euros and a provision that is greater than or equal to 10 million euros.

However, at Ayvens, no such fines, penalties and compensation corresponding to these criteria were issued in 2024, whether in France or other entities worldwide. As there is no amount to report, no reconciliation can be done with the most relevant amount presented in financial statements.

Moreover, for 2024, no severe Human Rights incidents were escalated through any of the alert channels, including the union channel. Hence no related fines, penalties and compensation were issued. That is why, as there is no amount to report, no reconciliation can be done with the most relevant amount presented in financial statements.

5.7 ESRS S2 Workers in the Value Chain

This chapter explores the requirements of ESRS S2, offering a structured overview of its key components and expectations. The following table provides a reading guide for this specific section.

5.7.1 Impacts, Risks, and Opportunities

Overview of Material Impact, Risk, and/or Opportunities Identified

IRO NAME	Type	Value Chain Location
Deterioration of health and safety at work in industrial sites: in mines (mineral sourcing), in vehicle manufacturing factories and in dismantling and recycling facilities.	**Negative impact**	**Upstream Downstream**
The negative impact arises as deterioration of health and safety in industrial sites presents a potential risk within Ayvens' supply chain. This covers both the upstream activities such as mineral sourcing, as well as downstream processes including dismantling and recycling of vehicles at the end of their lifecycle. These environments are recognized as high-risk areas due to the labor-intensive nature of production lines and recycling operations.		
Jobs loss due to development of EVs, which require less parts, have a longer lifespan and need less maintenance and repairs.	**Negative impact**	**Upstream**
The negative impact arises because the transition to electric vehicles (EVs) presents a significant risk of job losses across the automotive supply chain. As EVs require fewer components, have a longer lifespan, and demand less maintenance and repair, the overall labor demand in the industry is expected to decline. This impact is particularly concentrated in both the upstream and downstream value chains, affecting OEMs, parts manufacturers, tyre production, repair garages, fuel stations, and second-hand market stakeholders.		
Job creation across the mobility value chain: • Vehicle/bike manufacturing, along with EV growth • Customer and fleet management, transport workers, fuel stations, and EV charging infrastructure • Recycling sector, vehicle end-of-life processing, including material recovery and component use	**Positive impact**	• Upstream • Upstream, Downstream • Downstream
The positive impact of creating jobs across the mobility value chain manifests in multiple ways. The expansion of the EV market is generating demand for new professions in vehicle manufacturing, maintenance, and related services. As the industry shifts towards electrification, specialized roles—such as battery assembly, charging infrastructure installation, and electric vehicle maintenance—are becoming increasingly essential. Moreover, jobs are being created across various stages of the value chain, including bank advisors and intermediaries for customer management, transport workers for vehicle delivery and pick-up, fleet management positions, fuel station operators, and EV charging station installers. Finally, the recycling, repair, and reconditioning of end-of-life vehicles and components contribute to job creation within the circular economy. The impact is found in both the upstream and downstream value chains, similar to previous job creation trends in the sector.		

5.7.2 Strategy

Interests and views of stakeholders

Ayvens' most significant stakeholders encompass a broad network of partners across its value chain, including vehicle manufacturers (OEMs), car part producers, tire manufacturers and fitters, repair garages, oil companies, fuel stations, electricity providers, and charging infrastructure companies. Additionally, stakeholders in the second-hand market, such as car dealers, transportation companies, and vehicle storage facilities, play a critical role in Ayvens' operations.

Internally, key stakeholders include Procurement and Sales employees, particularly those responsible for large-scale negotiations, tender preparation, and contract management. This group also consists of administrative staff, legal consultants, and managers with pricing and contract-signing authority, who ensure business decisions align with Ayvens' strategic objectives and ethical commitments.

Ayvens acknowledges that certain value chain workers, particularly those in raw material extraction, vehicle production, and maintenance services, face risks related to labor conditions, wages, and health and safety. Sector-specific risks, such as potential labor rights violations in EV battery mineral sourcing and automotive manufacturing, are areas of concern. While Ayvens does not directly control these labor conditions, it requires suppliers to adhere to human rights and ESG standards and actively monitors compliance through risk assessments and due diligence processes.

Ayvens actively engages with suppliers, employees, and industry bodies to ensure worker needs and sustainability concerns inform corporate decision-making. Insights gathered through supplier evaluations, industry consultations, and ESG assessments have contributed to enhanced supplier screening criteria and an increased focus on working conditions in contract negotiations. These engagements continue to shape procurement policies and sustainability reporting to ensure alignment with best practices. To ensure worker protections, Ayvens conducts Know Your Supplier (KYS) due diligence, ESG policy enforcement, and periodic risk assessments. The Chief Sustainability Officer participates in improvement planning with key suppliers, primarily focusing on environmental and working conditions. While Ayvens does not currently have direct engagement processes with individual workers in the value chain, it relies on supplier-level ESG commitments and monitoring mechanisms to address labor rights and working conditions. In cases of non-compliance, suppliers are subject to corrective actions, including remediation plans or disengagement. Additionally, Ayvens is exploring third-party audit partnerships to further strengthen oversight and accountability in its supply chain.

Material impacts, risks and opportunities and their interaction with strategy and business model

Ayvens evaluates the impacts, risk and opportunities (IROs) related to value chain workers, considering their connection to its business model, strategy, and decision-making.

Negative Impacts Health & Safety Risks in Industrial Sites: Workers in mines, vehicle manufacturing, and recycling facilities face significant physical constraints such as manual handling of loads, exposure to hazardous chemicals, extreme temperatures, and noise pollution. While Ayvens acknowledges these risks, no direct impact on its business model or strategy has been detected. To mitigate potential issues, Ayvens enforces its Global Procurement Policy and the United Nations Guiding Principles on Business and Human Rights. Incidents are escalated through the Know Your Supplier (KYS) due diligence process, leading to either remediation or supplier disengagement.

Job Losses Due to EV Transition: As electric vehicles (EVs) require fewer parts, have longer lifespans, and demand less maintenance, job reductions may occur across OEMs, parts manufacturers, repair services, fuel stations, and charging infrastructure companies, as well as in the second-hand vehicle market. While Ayvens recognizes this structural shift, these changes are largely outside of its control and do not currently impact strategic decision-making.

Positive Impacts Industrial Job Creation: The growing demand for EV and bike manufacturing is driving job growth in battery production, vehicle assembly, and charging infrastructure installation. Reports indicate that the EV sector could create over 2 million jobs, outweighing expected losses. Given Ayvens' business model and product offerings, this transition has a positive effect on employment in the supply chain.

Job Creation Across the Value Chain: The fleet management, vehicle repair, fuel station, transport logistics, and financial services sectors are generating new employment opportunities. Ayvens' role in fleet leasing and management supports job growth in these industries.

Recycling Sector Expansion: The circular economy and battery recycling industries are growing, with an estimated 440,000 jobs projected by 2030. Ayvens business model indirectly contributes to employment in recycling, repair, and end-of-life vehicle processing.

Most IROs are a side effect of Ayvens' business model. The company purchases approximately 700 thousand vehicles annually, along with vehicle consumables and services such as tires, maintenance, and repairs. Its upstream and downstream partners — including OEMs, car part manufacturers, repair garages, fuel suppliers, charging infrastructure providers, and second-hand market players — are integral to Ayvens' operations. From vehicle procurement to resale, multiple stakeholders contribute to fulfilling Ayvens' sustainability strategy, aligning with the PowerUp2026 Strategy.

Ayvens recognizes potential labor rights risks in its supply chain, particularly in vehicle and car part factories outside Europe, notably in Asia, where labor standards may vary. Additionally, logistics providers may pose risks related to driver rest time violations and safety standards. In the mining sector, particularly lithium extraction for EV batteries, ethical sourcing and labor conditions remain significant concerns. Ayvens remains committed to monitoring and mitigating these risks through responsible sourcing, supplier oversight, and adherence to international labor standards. As of now, no material negative impacts on value chain workers have been reported.

Ayvens includes all materially impacted value chain workers within its reporting scope, covering those involved in vehicle, tire, fuel, and glass production, as well as repair, maintenance, and remarketing activities (e.g., second-hand vehicle sales, transportation, and storage). Both blue-collar and white-collar employees across manufacturing, logistics, servicing, engineering, procurement, and administration are considered. Blue-collar workers—particularly those in factories and workshops—may face risks related to working conditions, occupational health and safety, and labor rights. White-collar employees, such as those in procurement, supplier management, and compliance, are impacted through business policies and governance frameworks. Ayvens remains committed to responsible sourcing, ethical labor practices, and ensuring safe working conditions throughout its value chain. The company continuously assesses material IROs to refine its procurement strategy, enhance supplier engagement, and strengthen workforce sustainability initiatives, ensuring alignment with long-term business objectives.

5.7.3 Impact, Risk, and Opportunity Management

Ayvens has no specific policies addressing job loss or job creation in the value chain as a result of the transition to EVs. This is due to the evolving nature and the novelty of the topic and the fact that Ayvens does not have direct influence on how its suppliers are addressing this. Job creation and job loss in the value chain are indirect consequences of Ayvens' operations and not an inherent part of the business model.

Global Procurement Policy

Policies related to value chain workers: Global procurement policy

Ayvens' Global Procurement Policy sets the minimum requirements in terms of Procurement processes such as defining the sourcing requirements, the contract management process and supplier relationship management. The policy also describes how ESG-criteria are incorporated in the supplier selection. The policy, applicable across all categories, requires suppliers to contractually commit to adhere to the Ayvens Sustainable Procurement Charter. The Chief Operating Officer oversees policy implementation, with Managing Directors ensuring local adherence. Ayvens' procurement teams across entities are the primary stakeholders in setting this policy, with a focus on suppliers' employees and the broader supply chain. During policy development the regular policy review and approval process is followed. While Ayvens considers the impact on internal stakeholders during the regular policy review process, they are not directly involved in setting the policy. As per Global Procurement Policy, Ayvens requires its suppliers to adhere to the Sustainable Procurement Charter, which specifies that the suppliers have to comply to the UN Guiding Principles on Business and Human Rights, the ILO Conventions, and the 10 Principles of the Global Compact. Supplier compliance is monitored through the KYS screening process, although on-site audits are not conducted. Ayvens does not directly engage with value chain workers due to the large number of suppliers and vendors. Instead, worker-related requirements are enforced through policies and legally binding agreements with suppliers. Non-compliance is escalated through incident reporting, requiring remediation plans or contract termination. No cases of non-respect of human rights or negative press have been reported through KYS, but any identified issues would be addressed through the compliance team’s incident escalation process.

Actions related to value chain workers: Global procurement policy

Ayvens ensures policy adherence by requiring each entity annually to confirm compliance with the policy Actions taken in the reporting year include the deployment of the Ayvens Global Procurement Policy and adoption of Societe Generale mandatory contract clauses, while future efforts focus on monitoring through audits performed by Ayvens (IGAD) and continuous employee communication and training. Supplier engagement in terms of ESG compliance for workers is mandatory across all entities, with a six-month implementation period from December 5, 2024.

While no specific remediation measures have been implemented, the adoption of these policies aims to prevent negative impacts on workers. ESG monitoring for global suppliers is conducted through the KYS process with ESG screening, through no centralized tracking system is in place. Supplier performance on ESG criteria is evaluated during the tender process using an ESG questionnaire, with results factored into the supplier selection matrix. No material risks or opportunities were identified so far. No severe human rights issues or incidents have been centrally reported. The financial resources required for implementation are difficult to quantify and are currently estimated at one FTE per entity. Future actions have yet to be defined, making financial projections uncertain.

Targets related to value chain workers: Global procurement policy

Ayvens acknowledges that measurable outcome-oriented targets may be set in the future; however, at present, no system or data is in place to implement relevant KPIs. While the Ayvens Global Procurement Policy is in effect, Ayvens does not currently track the effectiveness of its policies and actions through defined indicators or measurement processes. Future evaluations will determine the feasibility of establishing targets and tracking mechanisms.

Sustainable Procurement Charter

Policies related to value chain workers: Sustainable Procurement Charter

The sustainable procurement charter describes Ayvens' commitments to its suppliers in terms of responsible procurement and Ayvens' expectations towards its suppliers to adhere to the principles set out in the charter. The charter is aligned with the UN Guiding Principles on Business and Human Rights. These principles reference the International Bill of Rights—including the Universal Declaration of Human Rights and its two implementing Covenants—as well as the ILO Declaration on Fundamental Rights and Principles at Work and its core conventions, such as those on forced labour, discrimination, collective bargaining, and child labour.

The policy is only applicable to suppliers with contract above EUR 200 thousand. The COO is the most senior level in Ayvens’ organisation that is accountable for the implementation. Ayvens' procurement teams across entities are the primary stakeholders in setting this policy. During policy development the regular policy review and approval process is followed. While Ayvens considers the impact on stakeholders in the value chain, they are not directly involved in setting the policy.

Ayvens requires that its suppliers implement the United Nations Guiding Principles on Business and Human Rights. These Principles clarify the modalities of compliance, regardless of the countries where they operate, with the principles of the Universal Declaration of Human Rights (enacted by the UNO in 1948) and the Conventions of the International Labour Organisation (ILO) referred to in the appendix, including:

- The prohibition of forced or compulsory labour and ill-treatment of their employees. This includes the prohibition of any practice of modern slavery and trafficking in human beings.
- The abolition of child labour.
- The absence of discrimination: there must be no distinction, exclusion or preference based on colour, gender, age, language, religion, sexual orientation, or identity, national or social origin, opinion, or handicap.
- Compliance with health and safety requirements by providing their employees with a safe and proper work environment and conditions.
- Allocation of decent salary and working hours by paying a minimum wage that is sufficient to meet basic needs and compliant with the regulations in force in the countries where they operate, as regards working hours and rest breaks.
- Respect freedom of expression, the right to organize and the right to collective bargaining.

The charter is embedded in the contract with the relevant supplier and is monitored through KYS screening. No on-site audits performed are being performed to monitor compliance with the charter. There have been no reported cases of non-compliance with the UN Guiding Principles on Business and Human Rights, the ILO Declaration on Fundamental Principles and Rights at Work, or the OECD Guidelines for Multinational Enterprises through the KYS platform. Additionally, no negative press has been identified. In the event such issues arise, they would be escalated to the compliance team and addressed through an incident reporting and remediation plan, or an exit strategy would be implemented if necessary.

Actions related to value chain workers: Sustainable Procurement Charter

In the reporting year, Ayvens introduced its Sustainable Procurement Charter to promote sustainability in procurement practices and embedded its principles in supplier contracts to reinforce accountability. Planned actions include utilizing IGAD audits to monitor compliance with sustainability commitments, pending confirmation of scope. The expected outcome of these actions is enhanced supplier engagement on Environmental, Social, and Governance (ESG) issues related to workers in the value chain. These actions cover all Ayvens entities and extend across global upstream and downstream value chain activities.

As part of the rollout of the Ayvens Procurement Policy, Ayvens has taken concrete actions to implement and realize the Sustainable Procurement Charter by training the procurement community on ESG criteria within the procurement process. In December 2024, Ayvens conducted its annual procurement community training program, reinforcing both the process and the importance of engaging in meaningful dialogue with stakeholders. During this training, more than 84% of the procurement professionals were trained on integrating ESG criteria into procurement decisions, ensuring that sustainability considerations are embedded throughout the procurement lifecycle. This recurring training program underscores Ayvens' commitment to responsible sourcing and continuous improvement in sustainable procurement practices.

Ayvens currently has no additional actions to deliver positive impacts for value chain workers. The organization evaluates ESG performance during the tender process using a questionnaire, with results influencing supplier selection. ESG considerations are integrated into procurement decision-making, which may involve corrective actions, capacity-building activities, or collaboration with industry peers. While incident reporting, root cause analysis, and corrective actions are in place, Ayvens acknowledges that there currently is no formalized process for providing remedies for material negative impacts.

Targets related to value chain workers: Sustainable Procurement Charter

Ayvens has set a target metric to track the percentage of new global Ayvens contracts incorporating the Sustainable Procurement Charter. This target ensures the alignment of a significant portion of Ayvens' business with its sustainability commitments. For this purpose, "significant percentage" is defined as 100% coverage of suppliers providing products or services exceeding EUR 200 thousand annually. The target is absolute and measured as a percentage of eligible suppliers. As of 2024, the global target has been met, with all new global contracts including the Sustainable Procurement Charter. For entities, this requirement applies to all new contracts going forward; there is no remediation or backtracking on existing agreements.

The scope of this target applies to corporate suppliers directly linked to Ayvens' core business, such as vehicle and after-sales suppliers, while excluding non-core suppliers related to operational expenditure (e.g., facilities, IT services, consultants, HR services).

Ayvens acknowledges that no metric-related disclosures have been reported for the current reporting year. No qualitative or quantitative metrics have been established to evaluate performance or effectiveness related to material impacts, risks, or opportunities, nor have entity-specific metrics been developed or sourced externally. As a result, no methodologies, assumptions, or limitations for metrics are available, and no external validation of measurement by an independent body has occurred.

At present, Ayvens has not set measurable outcome-oriented targets and does not have systems or data in place to implement KPIs. Ayvens recognizes the importance of tracking the effectiveness of its policies and actions and will evaluate the feasibility of setting targets and metrics in the future.

Know Your Supplier (KYS) Policy

Policies related to value chain workers: Know Your Supplier (KYS) Policy

Ayvens' KYS Policy ensures a screening of new suppliers to assess risks related to anti-money laundering, bribery, corruption, and ESG compliance, with ongoing monitoring for existing suppliers. It applies to all suppliers except those with spend below EUR 100 thousand. The COO oversees the policy, with Managing Directors ensuring local adherence. Ayvens' procurement teams across entities are the primary stakeholders in setting this policy. During policy development the regular policy review and approval process is followed. While Ayvens considers the impact on stakeholders in the value chain, they are not directly involved in setting the policy. The policy describes how compliance is monitored through KYS screening. Non-compliance is addressed through incident reporting and remediation or exit plans.

Actions related to value chain workers: Know Your Supplier (KYS) Policy

Ayvens has taken steps to remediate suppliers that have not yet been screened. Furthermore, Ayvens aligned the previous KYS policies, which were in place before the merger, with Societe Generale requirements. The new Global Ayvens KYS Policy was published in November 2024 and entities have until September 2025 to comply with it. Future actions include monitoring of suppliers through IGAD (Internal) audits, and compliance e-learning initiatives. These measures aim to enhance supplier engagement in ESG compliance for workers in the value chain. The implementation of the policy is mandatory for all entities, ensuring a standardized approach to risk mitigation and ethical sourcing.

Targets related to value chain workers: Know Your Supplier (KYS) Policy

Ayvens acknowledges the importance of setting measurable, outcome-oriented targets to manage material negative impacts, advance positive impacts, and address risks and opportunities related to value chain workers. However, at present, no formal system or KPIs are in place to track the effectiveness of these policies and actions.

While the KYS Policy is operational, the company does not currently track policy effectiveness through defined indicators or measurement processes. Quarterly business reviews include reporting elements, but supplier relationship management is not yet standardized with measurable KPIs. Supplier performance is reviewed but not formalized, and no centralized monitoring system is currently in place.

Ayvens is in the process of defining a Supplier Monitoring Management Framework. The first milestone will test supplier performance. The related implementation framework will follow. Ayvens aims to introduce KPIs, such as time to repair vehicles and cost of spare parts, though these will not specifically focus on material IROs at this stage. Additionally, a scorecard for OEMs was developed in July 2024. The scorecard, updated quarterly and presented to ExCo, evaluates OEMs' overall performance, including ESG criteria. Although this evaluation framework is in place, it is not yet considered a formal KPI system. Ayvens remains committed to enhancing supplier performance tracking and will determine the feasibility of setting time-bound, outcome-oriented targets based on future evaluations.

Availability of resources in the context of implementing the outlined actions

Ayvens concludes that the implementation of its current and future action plan does not require significant additional operational expenditures (OpEx) or capital expenditures (CapEx). All sustainability-related initiatives mentioned in this report are executed within the existing financial framework, utilizing resources already allocated to the respective departments as part of business as usual. Ayvens continues to review and reassess through the annual Double Materiality Assessment (DMA) the areas where sustainability matters may evolve in significance. Any changes in Opex or Capex resource requirements will be monitored and addressed in line with Ayvens' ambitions.

Process for engaging, remediating and raising concerns policy

General process to engage with workers in the value chain

Direct engagement with suppliers primarily takes place during tendering processes, where Know Your Supplier (KYS) checks are updated, alongside daily sanctions screenings and regular business reviews with Tier 1 suppliers. The Chief Operating Officer (COO) oversees the governance of this process, while Entity Managing Directors ensure local implementation and compliance. While Ayvens does not directly engage with value chain workers, their representatives, or credible proxies, it relies on supplier-level ESG commitments and monitoring mechanisms to address labour rights and working conditions.

Ayvens requires its suppliers to respect freedom of expression, the right to organize, and the right to collective bargaining. However, Ayvens does not have agreements with global union federations for suppliers, only for its own workforce. While Ayvens includes a right-to-audit clause in its supplier agreements, this provision has not yet been exercised. The organization does not currently have a program addressing particularly vulnerable or marginalized workers, nor does it mandate such measures from its suppliers. Ayvens recognizes the need for a general framework for engaging with value chain workers.

Grievance Mechanism and channel for raising concerns in the workplace of value chain workers

Ayvens has implemented a whistleblowing procedure accessible to supplier workers for raising concerns directly. Information about this mechanism is communicated via the Societe Generale corporate website. When reporting via the whistleblowing tool, there are steps in place to ensure there is no retaliation when using this tool. Incidents are monitored through Ayvens' "Know Your Supplier" (KYS) process, and if a material negative impact is detected, an incident is declared and jointly investigated by the Procurement and Compliance departments. Depending on the investigation's findings, corrective actions are taken, or the supplier relationship is terminated. Issues raised through the whistleblowing procedure are tracked and monitored, as defined in the Whistleblowing Policy. As Ayvens does not directly engage with the workers in the value chain, it therefore cannot measure the effectiveness of this engagement. Ayvens also does not currently assess whether value chain workers are aware of or trust these mechanisms. When reporting via the whistleblowing tool, there are steps in place to ensure there is no retaliation when using this tool, for more information on the Whistleblowing Policy see chapter G1 (258). Ayvens recognizes the importance of these topics and plans to evaluate how this can be addressed in the future.

5.8 ESRS S4 Consumers and End-Users

This chapter explores the requirements of ESRS S4, offering a structured overview of its key components and expectations. The following table provides a reading guide for this specific section.

5.8.1 Impact, Risk, and Opportunities

Overview of Material Impact, Risk, and/or Opportunities Identified

IRO NAME	Type	Value Chain Location
Development of financial accessibility of mobility: • Second-hand offers available to a larger public • Leasing of newer vehicles at more affordable rates	**Positive impact**	**Downstream** **Own operations**
This matterial topic reflects on the positive impact to improve financial accessibility of mobility of Ayvens' by second-hand resale and by offering a diverse range of newer and more expensive vehicles at more affordable prices through leasing. This approach allows consumers and small businesses to access flexible leasing options that would otherwise be beyond their financial reach. As regulations increasingly phase out internal combustion engine (ICE) vehicles, and EVs still require a higher monthly rental, lower-income households face greater financial barriers in making the transition to EVs. The impact of Ayvens' approach is primarily concentrated in its operations and the downstream value chain, where leasing and resale services provide more accessible alternatives to traditional vehicle ownership.		
Development of circular consumption habits by extending vehicle life cycle through parts reparability (in the maintenance process), 2nd life vehicles offers and resale, and recycling and spare parts reuse.	**Positive impact**	**Upstream** **Downstream**
The positive impact demonstrates how Ayvens actively promotes circular consumption habits (CCH) by extending the lifecycle of vehicles through repairability, second-life vehicle offers, resale, recycling, and spare parts reuse. Regular maintenance ensures vehicles remain in good condition, reducing the need for premature replacements and minimizing overall waste. This approach strengthens the circular economy within the mobility sector, ensuring sustainable resource use. The impact is evident across both the upstream and downstream value chains, reinforcing Ayvens' commitment to reducing waste and maximizing the lifespan of its assets.		

5.8.2 Strategy

Interests and views of stakeholders

Ayvens recognizes consumers and end-users as key stakeholders whose interests, views, and rights influence its strategy and business model. The most significant external stakeholders include drivers leasing Ayvens vehicles, along with customers, OEMs, aftersales suppliers, charging partners, repair and maintenance networks, tire garages, spare parts suppliers, and marketing agencies — all engaged throughout the customer contract lifecycle.

Internally, Ayvens' shareholders and employees play a critical role, particularly those involved in product development, such as commerce, marketing, finance, procurement, digital/IT, and operational entities. These stakeholders contribute to aligning Ayvens' offerings with market needs, sustainability objectives, and customer expectations.

Material impacts, risks and opportunities and their interaction with strategy and business model

Ayvens evaluates the impacts, risk and opportunities (IROs) related to consumers and end-users, considering their connection to its business model, strategy, and decision-making.

Positive impacts:

- **Development of circular consumption habits by extending vehicle life cycle through parts reparability (in the maintenance process), 2nd life vehicles offers and resale, and recycling and spare parts reuse:** Ayvens actively promotes circular consumption by extending vehicle lifecycles through maintenance, resale, and spare parts reuse, reinforcing a usage-based economy that reduces waste and enhances durability. By making sure the cars are in good condition through regular maintenance, the life of the car is extended, contributing to circular consumption habits. The Multi-Cycle Lease (MCL) model ensures vehicles undergo multiple leasing cycles before being sold on the second-hand market, extending their lifespan and replacing older, higher-emission vehicles with more efficient models. Adoption of circular economy practices varies by regions, for example the Netherlands leads in EV adoption and spare parts reuse, the Nordics lead in second-hand leasing, while Southern Europe favors flexible leasing and subscriptions but lags in EV uptake.
- **Development of financial accessibility of mobility:**
  - **Second-Hand offers available to a larger public:** Ayvens enhances financial accessibility to mobility through its second-hand offers, including resale & second-hand leasing of EVs, thereby accelerating the transition to EVs by making them available for a larger public. This approach is particularly beneficial for individuals disproportionally affected by growing regulations against ICE vehicles. While Ayvens does not provide micro-financing, its leasing model lowers financial barriers for individuals and SMEs by promoting vehicle usage over ownership. Lower-income households, which own fewer cars and rely on older, high-emission vehicles, benefit from this shift, as EVs offer a lower TCO, with estimated savings of EUR 3 thousand to EUR 7 thousand over time. Ayvens strategically partners with local OEMs to improve accessibility for SMEs and retail customers, offering Ayvens Flex for flexible corporate leasing and a subscription model for retail customers. Second-hand leasing further democratizes EV access, expanding the market for those unable to afford new leases. As OEMs face regulatory pressure to increase EV sales, prices are expected to become more competitive, further improving affordability. While these initiatives align with Ayvens' business model and sustainability goals, they represent indirect benefits rather than dedicated programs for lower-income groups.
  - **Leasing of newer vehicles at more affordable rates:** Ayvens enhances financial accessibility to mobility by offering a diverse range of high-cost vehicles, including EVs, at more affordable prices through leasing, while also expanding access through flexible options such as short-term subscriptions, making vehicle leasing more inclusive for a wider audience. This approach particularly benefits retail consumers and small SMEs, who may not have access to new vehicle lease prices, thereby democratizing leasing as a solution. Ayvens' strategy ensures wider market reach, enabling customers to access a mobility experience identical to driving a new-car, by leasing instead at a lower cost. Regulatory shifts, particularly restrictions on ICEs vehicles, particularly affect lower-income groups; however, OEM mandates to increase EV sales are expected to drive prices down, enhancing affordability over time. Additionally, leasing serves as an alternative to ownership, lowering financial barriers and supporting EV adoption. From a business perspective, Ayvens leverages leasing to provide flexible mobility solutions, catering to both experienced leasing customers and first-time used-car lease buyers. While these initiatives align with Ayvens' business model and sustainability goals, they represent indirect benefits rather than dedicated programs for lower-income groups.

Generally, Ayvens prioritizes accessibility and ease of use in its mobility solutions by collaborating with OEMs, charging partners, and aftersales suppliers to provide seamless, sustainable transportation. Ayvens ensures regular maintenance, repairs, and spare parts availability through an extensive supplier network. Ayvens leasing model enhances financial accessibility through second-hand and multi-cycle lease options, allowing vehicles to be used across multiple leasing cycles before resale. This benefits retail consumers and SMEs who may not afford new vehicle leases, supporting the shift from ownership to usage-based mobility. However, leasing diesel, petrol, and hybrid vehicles contributes to NOx and particle emissions, impacting air quality.

The company serves a diverse customer base who are subject to the identified material impacts, from individuals and SMEs to large corporate customers and government entities, with a growing focus on retail consumers. Through direct-to-consumer channels and partnerships with financial institutions and retailers, Ayvens continues to expand access to leasing solutions. While the company does not provide dedicated financial support for lower-income consumers, its leasing model naturally broadens mobility access. Ayvens remains committed to refining its procurement strategy and used-vehicle leasing to build a more inclusive and sustainable mobility ecosystem.

5.8.3 Impact, Risk, and Opportunity Management

Engaging with consumers and end-users about impacts

The perspectives of consumers and end-users are reflected through the Voice of Customers (VOC) program.

Engagement occurs directly with affected consumers and end users as sampling ensures segment representativeness and local relevance, targeting both drivers (based on fleet segmentation) and decision-makers (reflecting market-specific segmentation). In addition, the engagement occurs globally on a yearly basis and Customer Satisfaction is based on transactional surveys.

Ayvens has three metrics within the VOC program to measure its engagement with consumers and end-users for the Customer Experience (CX) quality:

1. Net Promoter Score (NPS) (customer's loyalty) measured once a year and followed by a yearly action plan;
2. Customer Satisfaction (CSAT) measuring customer satisfaction on specific touchpoints
3. Customer Pulse to monitor impact of integration on CX (Hypercare) - temporary set up

To track progress, data for the three VOC metrics is sourced from internal systems. The figures are not externally validated beyond the assurance provider and have been excluded from this report for confidential reasons. These KPIs are used to monitor and steer customer engagement. No specific quantitative targets have been set at this stage, but performance is reviewed regularly to support continuous improvement.

The NPS assess the customer loyalty. The campaign is a yearly global campaign, launched in all countries. The objective is to understand customer feedback, and act upon this feedback at local level, but also at global level as soon as any global actions are required. Setting NPS targets allows to define and assess the level of satisfaction to be delivered across countries and is also a way to keep the focus on the Ayvens customers. The NPS targets are part of the MBO (Management by Objective). Targets are defined based on the results of the previous year, company focus and global landscape. The campaign is launched in Q4.

The NPS methodology, co-developed with CX experts, central functions, and select countries, employs a unified tool, planning process, and questionnaire. Sampling ensures segment representativeness and local relevance, targeting both drivers (based on fleet segmentation) and decision-makers (reflecting market-specific segmentation). When a campaign is closed, countries are analysing their results locally, sharing then a flash report with central team who is coordinating a global analysis. A governance is in place to have a transversal analysis across central functions.

The performance is tracked against the targets; on a regular basis CX KPIs are cross-analysed with other quality KPIs owned by different departments to have a transversal approach of the analysis. The trend from year to another one is monitored, and depending on the outcomes of the surveys, action plans are defined for the following year. Actions are taken, risks are analysed and best practices are shared across the group.

CSAT is also a KPI that Ayvens uses within analysis, as this KPI assess the customer satisfaction during a specific touchpoint throughout the customers journey. CSAT is based on transactional surveys.

Ayvens closely measuring customer satisfaction and managing complaints carefully. If any negative feedback points towards the utilisation of used or remanufactured parts, Ayvens will act upon it in close consultation with customers and (parts) suppliers. Private individuals are part of the NPS study performed by Ayvens. Feedback is shared with countries and action plan can be set when necessary. While applying used parts in-life vehicle events, it's essential to ensure parts quality is not at stake and even more important the safety of the driver.

The most senior role within Ayvens that has operational responsibility for ensuring this engagement happens are the operations functions (Insurance and Vehicle Operations) with the COO within Ayvens being the most senior role.

Ayvens assesses the effectiveness of its engagement with consumers and end-users with dedicated KPIs, which are discussed in a monthly meeting with the country coordinators. These KPIs measure amongst others:

- customer loyalty and satisfaction based on the likelihood of customers recommending a company's products or services to others;
- overall satisfaction of customers with a product, service, or interaction with a company;
- all the calls answered by an agent in 30 seconds or less;
- the number of cases solved in 3 days or less;
- average time taken by a business or support team to address and resolve customer complaints.

In case of threshold breaches, follow-up actions are defined. If required, dedicated workshops or topical deep dives take place as well.

At this stage no active communication is done around circular actions within the aftersales domain. It's seen as an opportunity going forward when the utilisation of used spare parts is more mature and embedded in multiple countries from an operational perspective.

Ayvens does not take specific steps to gain insights into vulnerable consumers' perspectives. As a vehicle financing service provider, our focus is primarily on corporate customers, with private individuals forming a small part of our portfolio. Vulnerable groups are not a target group, and leasing contracts are independent of personal characteristics.

Processes to remediate negative impacts and channels for consumers and end-users to raise concerns

Even though Ayvens has not identified any material negative impacts, Ayvens has established robust mechanisms to ensure that, should such impacts arise, they can be effectively identified, addressed, and remediated. These mechanisms include structured processes for handling concerns raised by consumers and end-users.

A complaint can be raised through dedicated contacts communicated to the customers, via dedicated sites / contact forms or in any kind of communication with Ayvens. Any declaration, whether oral or written, addressed by a customer or their legal representative to a Group entity, expressing their dissatisfaction, constitutes as a complaint, and therefore has to be processed as a complaint within the complaint process.

The general processes for contributing to a remedy where Ayvens has identified that it has caused or contributed to a negative impact on consumers is done through a closely measuring customers satisfaction and managing complaints carefully. If any negative feedback points towards the utilisation of used or remanufactured parts are received, it is taken seriously and Ayvens acts upon it in close consultation with customers and (parts) suppliers. Every entity has a complaint procedure in place where customers and drivers can submit their complaints, this is followed up locally within a defined timeframe and customers / driver surveys are sent out to measure effectiveness.

The channels Ayvens has in place for consumers and end-users to raise their concerns are transactional surveys as mentioned above, as well as complaints registration through phone and email. These channels are established by Ayvens itself and Ayvens is accountable and responsible for these channels. Additionally, most partner agreements have contractual Service Level Agreements. Ayvens drivers and customer contact Ayvens when they have a complaint or concern regarding a supplier. Ayvens records the complaint as a case and interacts with the supplier to identify root causes and find a resolution. Ayvens measures customers and driver satisfaction regarding RMT events and considers complaint ratios as input for assessing supplier performance. The results are regularly discussed with suppliers in review meetings. Currently, Ayvens is defining a supplier performance monitoring framework, which is planned to be rolled out across its countries in 2025.

Ayvens provides an externally accessible whistleblowing tool, enabling end users to report concerns confidentially. When reporting via the whistleblowing tool, there are steps in place to ensure there is no retaliation when using this tool. For more information on the Whistleblowing Policy see section 5.9 - business conduct (258).

The tracking and monitoring of the raised issues is integrated into the complaint management process, which has to be adapted by the local entities. It starts by mandatory immediate registration of all complaints as soon as the complaint has been received or identified. Each Group entity must set up a complaints processing organization and therefore equip itself with a registration mechanism and, more broadly, a complaints processing monitoring mechanism.

Ayvens shall acknowledge the complaint within five working days of receiving it. Ayvens will always deal with complaints as quickly as possible and will carry out a full and impartial investigation of the issues raised, although some complaints may take longer to resolve.

In the course of the upcoming rollout of the new complaints policy, the customers receive a survey at the end of each process to give their feedback so Ayvens is able to assess consumer awareness and trust in these processes. The results of these surveys are then discussed in the monthly meetings with the country coordinators. Transactional surveys are conducted after an event took place (e.g. maintenance event). Ayvens asks the client/driver whether the issue was solved in accordance with the expectations.

Furthermore, no severe human rights issues or incidents connected to consumers and end-users have been reported centrally.

Policies related to consumers and end-users

Ayvens is committed to respecting and applying the agreements and charters signed by Societe Generale in all its entities, including the global agreement on fundamental rights signed with UNI Global Union. For more information, please see section 5.6 - ESRS S1 (229) and section 5.7 - ESRS S2 (245).

Reports relating in particular to the existence or occurrence of risks of serious harm to human rights, fundamental freedoms, the health and safety of persons or the environment can be made via the complaints process or the whistleblowing process. Please see section 5.9 - ESRS G1 (255) for more information on the whistleblowing process.

Other than the Complaint Management Policy addressing the processes for engaging, remediating, and raising concerns, there are no specific policies in place that address the IROs. This is due to the fact that the identification and assessment of IROs is a new process for the organization. As a result, policies and actions related to these IROs are still under development, and no specific policies have been established to adequately address them. A task is in progress to create a dedicated Vehicle Operations RMT (Repair, Maintenance & Tyres) policy, which aims to standardize and optimize vehicle maintenance, repairs, and cost control at Ayvens. It aims to ensure accessibility to RMT services by defining garage contracts and steering garage selection. The roll-out is foreseen by the end of 2025.

The most senior level in Ayvens' organisation that is accountable for the implementation of the policy will be the COO for circular economy and the CCO for financial and territorial accessibility.

Actions related to consumers and end-users

Ayvens has not adopted actions on these sustainability matters, because the identification and assessment of IROs is a new process for the organization. As a result, policies and actions related to these IROs are still under development. A timeline for adoption will be determined as these processes evolve. Nevertheless, there are several initiatives that are being launched around Multicycle, not related to any policy:

a) Multicycle is part of PowerUp strategic plan with objectives in Recycling Ratio and MCL fleet;

b) Multicycle is part of the Commercial strategy - strong focus on Used Car Lease (UCL)as an enabler of profitable growth;

c) Multicycle is part of the Remarketing strategy - objective on percentage / age of vehicles 'not sold to B2B', meaning either sold to retail customers or re-leased;

d) The Global EV program has a stream on MCL Operations to strengthen up Ayvens' capabilities.

To measure progress, relevant data is sourced from internal business systems and, where applicable, from car manufacturers. The KPIs linked to initiatives such as Recycling Ratio, MCL fleet size, and remarketing performance are used internally to monitor progress. The figures are not externally validated beyond the assurance provider and have been excluded from this report for confidential reasons. While ambition levels are defined for some of these indicators, no formal or externally communicated targets have been set at this stage.

5.8.4 Metrics and targets

Targets and metrics related to consumers and end-users

Currently, no measurable outcome-oriented targets have been set specifically to address the identified IROs. This is primarily because the identification and assessment of IROs is a new process for the organization. As a result, policies and actions related to these IROs are still under development, and no specific metrics have been established to adequately address them.

However, despite the absence of targeted metrics linked to the IROs, Ayvens continues to measure and track certain indicators within its operations. These include:

Circular consumption habits indicators

As part of its IRO assessment, Ayvens has identified the promotion of circular consumption habits as a key area of focus. This involves extending the lifecycle of vehicles through repairability, second-life vehicle offerings, resale, recycling, and the reuse of spare parts.

To monitor progress in this area, Ayvens has established indicators related to Used Car Lease (UCL) and remarketing, specifically measuring the effectiveness of second-life vehicle offerings. The following indicators are used for UCL:

- Number of UCL contracts that are active
- Number of UCL contracts created in the year/month
- Percentage of terminations that are re-leased

Additionally, for remarketing, Ayvens tracks the percentage of terminated contracts where vehicles are not sold to B2B.

To monitor progress, data is collected through internal systems and used to track key indicators such as the number of active and newly created UCL contracts, re-lease rates, and remarketing outcomes. These indicators are used internally to steer performance and inform decision-making. No formal targets have been set at this stage, but the metrics are regularly reviewed. The figures are not externally validated beyond the assurance provider and have been excluded from this report for confidential reasons

5.9 ESRS G1 Business Conduct

This chapter explores the requirements of ESRS G1, offering a structured overview of its key components and expectations. The following table provides a reading guide for this specific section.

5.9.1 Impact, Risk, and Opportunities

Overview of Material Impact, Risk, and/or Opportunities Identified

IRO NAME	Type	Value Chain Location
Risk of not complying to high ethical business standards (corporate culture, internal conduct, supplier relationships) and high cost of transition to new standards in a time of tightening ESG-regulations.	**Risk**	**Own operations**

Regulators, customers, employees and suppliers expect Ayvens to adhere to high ethical business standards. Failing to comply with these expectations can lead to significant negative impacts, such as reputational damage, loss of customers, regulatory penalties and fines. It is therefore crucial for Ayvens' to maintain its company culture, which is based on integrity, transparency, and legal compliance across all its operating countries, adhering to the Societe Generale Group Code of Conduct to reinforce ethical business practices.

In addition to maintaining Ayvens' high standards, based on the dynamic regulatory landscape with many new ESG – related regulations emerging (such as ECB Guidelines on Climate Risk, CSRD, EBA Guidelines), there is a material risk of increased costs for Ayvens to adapt to regulatory changes and stay compliant. This mostly pertains to permanent hires in various departments, such as legal, sustainability, marketing, risk, business development, as well as the costs of external staff and legal opinions. Changing regulation also requires additional efforts within Ayvens' entities to comply with local standards. Developing products that are in line with the local regulations while also meeting our client's expectations, are driving costs further. Fines however are only relevant in the context of regulatory change if Ayvens fails to be compliant to regulation. The high financial impact of this risk materializes on the medium term.

Impact, risk, and opportunity management

Ayvens seeks to establish a culture of responsibility and apply strict control and compliance standards. It commits its employees to acting with integrity and in accordance with applicable law in all its activities. Ayvens ensures that business is conducted in an ethical and responsible manner. Ayvens applies the Societe Generale Code of Conduct, which describes the Group's commitments to each stakeholder (customers, employees, investors, suppliers, regulators/supervisors, public/civil society) as well as the expected principles of individual and collective behaviour. It forms the basis of Societe Generale and Ayvens professional ethics and corporate culture. Maintaining the standards Ayvens has been complying with, there is zero appetite within Ayvens for any scenario of regulatory non-compliance. For more detailed information, please refer to section 4.2.2 - General Framework (143) and section 4.2.3 - Risk management organisation (143). Ayvens has policies and procedures in place that are applied in all entities. The Ayvens Anti-Bribery and Corruption Policy Framework (thereafter referred to as ABC-Framework), Ayvens Protection of Whistleblowers Policy and the Anti-Fraud Policy are embedded in the context of the Societe Generale Code of Conduct. Ayvens is dedicated to uphold its high standards within the Management of its Supplier Relationships, which is reflected in Ayvens' Global Procurement Policy. Compliance with ESG-regulations is mainly addressed within Ayvens' Risk management framework its overall business strategy.

5.9.2 Governance and compliance framework for business conduct practices

The remainder of the chapter will provide a detailed assessment of the following; anti-bribery and corruption framework, the whistleblowing process, anti-fraud measures, supplier relationship management, and compliance with ESG-regulations. Each topic will be structured to include strategy, governance, policies, and, where applicable, action plans, and relevant metrics and targets, ensuring a comprehensive and transparent overview.

Ayvens concludes that the implementation of its current and future action plans for all topics covered in this chapter do not require significant additional operational expenditures (OpEx) or capital expenditures (Capex). All sustainability-related initiatives mentioned in this report are executed within the existing financial framework, utilizing resources already allocated to the respective departments as part of business as usual. Ayvens continues to review and reassess through the annual Double Materiality Assessment (DMA) the areas where sustainability matters may evolve in significance. Any changes in OpEx or Capex resource requirements will be monitored and addressed in line with Ayvens' ambitions.

Anti-Bribery and Corruption Policy Framework

Strategy

Ayvens strives to be a responsible stakeholder and makes every effort to conduct its business ethically and in an exemplary manner, in all countries in which it operates in. Ayvens Management requires Ayvens entities to adhere to these values and to promote a culture, in which no form of bribery or corruption is tolerated. Supporting the effective implementation of the ABC elements in the Societe Generale Code of Conduct.

Bribery and corruption risks are recognised as a transversal risk across Ayvens and specifically in relation to

- Giving, offering or promising any benefit, gift or invitations,
- Third party risk management (e.g. Intermediaries, suppliers, Outsourcing, Government nexus),
- Politically exposed persons,
- Recruitment and evaluation of employees,
- Accounting and Payments,
- Sponsorship & Corporate Philanthropy,
- Advocacy.

All employees are in scope of the ABC- Framework. Most significant Stakeholders affected by the policy are in the first line of defence Senior Management, who is responsible to implement the policy framework locally at Ayvens entity level, and the Anti -Bribery and Corruption Manager. In the second Line of Defence the most relevant stakeholders are Compliance, the Anti -Bribery and Corruption Officer (in Compliance), and the Client Anti -Bribery and Corruption Officer (in Compliance). In the third line of Defence, it is internal Audit, and the relevant Expert Functions are Legal, Finance and HR.

Within Ayvens, the ABC-Policy Framework is relevant in the context of all products, customer groups and markets that Ayvens operates in.

Governance

The Executive Committee and Senior Management are responsible and accountable for the effective implementation of this Policy within their area of responsibility, and it plays an active role in creating an anti-corruption compliance culture ("tone from the top").

Policies related to business conduct: Anti-Bribery and Corruption Policy Framework

The principles set out in this Ayvens Anti-Bribery and Corruption Policy (thereafter referred to as ABC-Policy) convey the commitment of Ayvens to conducting its business in an honest and ethical manner. Through this Policy, management reiterates the importance of the fundamental values of transparency, responsibility, and integrity in business. Management requires Ayvens entities to adhere to these values and to promote a culture in which no form of bribery or corruption is tolerated.

The ABC Policy is an umbrella policy, this means it has several (separate) policies underneath it, which support the entire ABC risk management framework. These underlying policies cover dedicated topics, being:

- Gifts, Business meals & external Events
- Sponsorship & Corporate Philanthropy
- Recruitment
- Advocacy
- Whistleblowing
- Know Your Supplier
- Know Your Customer
- Code of Conduct
- Code on the fight against corruption and influence peddling

The ABC- Policy serves as a baseline for topics mentioned above.
The Key Contents of the ABC Policy are:

- Re-affirm Ayvens' goal to combat bribery and corruption in accordance with regulatory requirements in force.
- Provides the overall framework for effectively identifying, managing, and mitigating the bribery and corruption risks across Ayvens.

This Policy applies to all Ayvens entities, its subsidiaries, branches and minority owned entities that are under control of Ayvens. All employees of Ayvens must adhere to this Policy and the relevant sub-policies when acting for and/or on behalf of, any Ayvens entity. This Policy provides for the minimum standard rules that need to be adhered to by Ayvens. More stringent local legislation also needs to be adhered to.

The policy is made available online together with all Ayvens policies and is accessible to all employees. These policies are communicated to all employees via the internal communication channels on a regular basis. The implementation is tracked by the responsible Project Management team. Group Compliance communicates every policy to the Local Compliance Officers. The Compliance Officers are trained in an awareness session providing more details on the policy.

The Functions within Ayvens that are most at risk of corruption and bribery are defined into four different categories:

- Category 1: Senior Management
- Category 2: Front Office Managers
- Category 3: Purchasing Managers
- Category 4: Other Employees (miscellaneous category including other specific employees).

Procedures for the prevention and detection of corruption and bribery

Ayvens has, in line with the Societe Generale requirements and methodology, the following procedures in place to prevent, detect, and address allegations or incidents of corruption and bribery:

- Ayvens regularly performs a risk assessment of the compliance risks exposure including Corruption and Conflict of interest according to the standards set by Societe Generale.
- The group ABC Manager and each ABC Officer and (delegated) Client ABC Officer must carry out a certifying training as defined by Societe Generale.
- Ayvens must ensure that its employees are trained in their role in combating corruption. Training is compulsory for all existing employees and new hires.
- Ayvens employees who are involved in any advocacy activities are subject to ethical rules designed to ensure they carry out their activities with honesty, and integrity and entities must maintaining an advocacy register.
- Ayvens has in place a Gifts, Business Meals and External Events (GEM) Policy that provides guidance on the proper principles and practices to be followed by employees in their day-to-day activities related to gifts, business meals, and external events including the rules to register, approve and validate GEM.
- The Sponsorship & Corporate Philanthropy Policy describes the responsibilities in the risk management framework related to sponsorship and corporate philanthropy within Ayvens and sets the compliance criteria before entering a sponsorship or donation (thresholds for due diligence).
- Facilitation payments are prohibited within Ayvens, even if it is a local custom and practice.
- Each entity and their HR department must consider and address anti-corruption risks through all phases of the employment contract: including but not limited to, recruitment and mobility, remuneration, setting objectives, evaluations, promotions, etc
- Ayvens will identify the Most Exposed Persons (MEPs) in its organization to mitigate the risk of corruption and conflict of interest. The Most Exposed Persons should notably receive specialized training. Members of Managing Board bodies are by definition part of this group/MEPs .
- All targets for potential mergers/acquisitions must be subject to anti-corruption audit procedures (i.e. due diligence) using a risk-based approach.
- There are specific corruption and bribery risks related to use of (non-customer) third-party suppliers for which detailed (due diligence) requirements are applicable, please refer to the section 5.7.3 - Know Your Supplier (KYS) policy (248).
- Ayvens must have in place an ABC Solution aiming to identify the risk of corruption of Clients and Partners/Financial Service Providers relationships and manage adequately this risk within the due diligence process. It should be applied for all new business relationship and during the periodic / events-driven KYC /KYP reviews.

As part of its system for preventing corruption risk, Ayvens has identified employees most exposed to the risk of corruption in order to provide them with appropriate training. The MEP identification and training is conducted through campaigns. During the campaign, new MEPs are identified and subsequently trained. 76% completed the training. The remaining 24% will be trained in the course of the new campaign in 2025. Bribery and corruption cases, whether they are identified through permanent control, periodic control or the whistleblowing channels, are processed through the compliance incident management process, in accordance with the Incidents Management Standard. The investigation of all ABC incidents is carried out independently from the management involved in the incident, as the investigation is always carried out by compliance. The most significant compliance incidents are reported monthly by the Pole MIBS CCO (Mobility, International retail Banking & financial Services Chief Compliance Officer) to the Societe Generale Group Compliance Incidents Committee (G-CIC), who may further report them quarterly to the ACPR (French regulatory authority).

On a regular basis, all ABC topics are discussed in (local) Compliance Committee (COMCO), the Enterprise Risk Committee (ERC), and the Ayvens Internal Control and Compliance Coordination (ICCC), including the review of relevant KRIs. Entities report relevant ABC KRIs via the reporting (RCI) process on a quarterly basis.

All employees are required to complete the Ethics and Conducts and the fight against corruption e-learning training.

Compliance incidents refer to:

- Incidents of any kind that may result in legal, administrative, or criminal sanctions or financial losses in the event of non-compliance with banking and financial regulations, the guidelines of the Executive Board or the Board of Directors and internal instructions and procedures.
- Damage to reputation, whether or not resulting from non-compliance with the above requirements. All Compliance incidents are included in the scope of this Policy, whether the breach is voluntary or not and whether it is made by the entity as a corporate body or by an employee.

Compliance incidents are classified according to the Societe Generale Group's taxonomy of compliance risks (which includes Anti-Bribery, Corruption and Ethics). In 2024, there were no convictions and fines for violations of anti-corruption and anti-bribery laws.

Actions related to business conduct: Anti-Bribery and Corruption Policy Framework

The following actions taken in the reporting year to implement the ABC-Policy-Framework:

1. Regular risk assessment campaign
2. All ABC roles (ABC manager, ABC officer, CABCO (delegate)) that require certified training are reviewed on a yearly basis to ensure they are trained in their role in combating corruption.
3. Mandatory training is provided as described above.
4. Most Exposed Persons to ABC are identified during a campaign conducted twice a year.
5. Most Exposed Persons to ABC newly identified are trained during a campaign conducted twice a year.
6. In the onboarding of suppliers and on a periodic basis supplier due diligence is performed in line with the KYS requirements.
7. Gifts, Events & Business Meals are required to be recorded and approved by management and validated by Compliance in line with the set thresholds.
8. Sponsorships & Donations are required to undergo due diligence and approved by management and validated by Compliance in line with the Sponsorship & Corporate Philanthropy Policy.
9. All candidates joining Ayvens are reviewed on risks relating to conflicts of interest and bribery & corruption during their onboarding.
10. Corporate Officers are reviewed when appointed and renewed in their role on conflicts of interest and bribery and corruption risks.

Mergers & Acquisitions must be subject to anti-corruption audit procedures (i.e. due diligence) using a risk-based approach, for which the Policy will be defined in 2025.

Expected result of the action plan is further implementation of the ABC-framework within the organisation.

Metrics and targets related to business conduct: Anti-Bribery and Corruption Policy Framework

The implementation of the ABC-Policy Framework is tracked through a set of Key Risk Indicators.

1. On a quarterly or bi-annual basis, Key Risk Indicators for ABC-topics are created. All entities report on ABC & Ethics regarding whistleblowing alerts, KYS and conflicts of interest.
2. On a quarterly, bi-annual or yearly basis, first line of defence performs level 1 controls regarding ABC & Ethics.
3. On a periodic basis, second line of defence performs level 2 within the ABC & Ethics domain.

KRIs:

- Number of cases reported in the register "Conflict of Interests" concerning an employee.
- Number of cases reported in the "Conflict of interests" register concerning a client.
- Total number of local alerts considered as admissible received in dedicated set up on ABC topics.

Whistleblowing Policy

Strategy

Ayvens strives to operating with integrity and transparency and to complying with the laws and regulations in force in the countries in which it operates. The Societe Generale Code of Conduct reflects this ambition to act with ethics and integrity. An important aspect herein is a mechanism enabling employees to voice concerns in a responsible, effective and safe manner. The whistleblowing mechanism is designed to provide a channel for those instances where the reporting person feels that, for any reason, existing complaints and incident management procedures did not or cannot resolve the issue. This can be done by employees, former employees, external and occasional employees, suppliers and other third parties.

All employees are in scope of the Whistleblowing policy. The most significant Stakeholder affected by the policy in the first line of defence is Senior Management at Ayvens entity Level. In the second Line of Defence, Compliance, and the Client ABC Officer are the most significant Stakeholders, in the third line of defence it is internal Audit, and the most affected Expert Functions are Legal and HR.

Within Ayvens' products and services, the Whistleblowing-Policy and Framework is relevant in the context of all products, customer groups and markets that Ayvens operates in.

Governance

ExCo and Senior Management are responsible and accountable for the effective implementation of this Policy within their area of responsibility, and it plays an active role in creating an anti-corruption compliance culture ("tone from the top").

Policies related to business conduct: whistleblowing policy

The purpose of the Whistleblowing policy is to ensure that there is an internal mechanism in place which allows employees and related externals to report actual or suspicion of misconduct or irregularities within Ayvens. The whistleblowing mechanism is designed to be a dedicated and confidential channel for reporting concerns related to misconduct, ethical breaches or violations of company policies. Whistleblowing reports must meet the criteria for admissibility, meaning that the report is:

- The report is about topics as defined in the definition of whistleblowing report; it does not include complaints and other topics that are not in scope of the definition;
- The report is done in good faith, without direct financial expectation and in factual manner;
- The report is sufficiently detailed and corroborated by any documentary evidence.

The Whistleblowing policy applies to Ayvens Group, including employees, former employees, external and occasional employees (e.g., temporary staff, trainees, service providers, employees of subcontracting companies, etc.), enablers and shareholders. This policy also applies to Ayvens' suppliers and other third parties who decide to submit a whistleblowing report on an alleged malpractice involving Ayvens and its employees.

Ayvens ensures the possibility of submitting an anonymous whistleblowing report and guarantees strict confidentiality of the identity of the whistleblower and any person targeted by a report. Reports can be raised via various channels including (e.g. online portal "WhitsleB", face-2-face, email and telephone). A whistleblowing report may include behaviour or situation contrary to the Ayvens' normative documentation, the Societe Generale Code of Conduct, the Ayvens Code relating to the fight against corruption and influence peddling and the Group's Tax Code of Conduct, resulting from the actions of one of its employees, representatives or by extension any third party mandated by Societe Generale. All employees are reminded regularly of the possibility to report any behaviour or situation falling under the whistleblowing reporting.

Ayvens ensures the possibility of submitting an anonymous whistleblowing report. When the whistleblower decides to submit an anonymous whistleblowing report, Ayvens shall respect this decision and shall not seek to establish its identity in any way whatsoever. The Whistleblowing mechanism and all related tools are part of the Ethics and Conducts e-learning training, which all employees are required to complete.

Employees can be nominated to receive a specific e-learning training. Whistleblowing referents and case handlers receive training on the tools and process related to whistleblowing.

No one shall be penalized, or be the subject of retaliation, direct or indirect, in particular as regards remuneration, training, reclassification, assignment, qualification, classification, occupational promotion, transfer or renewal of a contract because it has issued a whistleblowing report in good faith to the competent departments within Ayvens, with the authorities authorized to receive reports or when the facts are disclosed publicly in compliance with the applicable regulations.

A conflict of interest may arise and concern the Whistleblowing referent or assigned delegates, a member of the Whistleblowing Review Committee, or any other person receiving the report. The conflicted individual must immediately declare their conflict of interest to the Whistleblowing referent or his/her delegates and refrain from dealing with the report.

Ayvens is subject to the EU Whistleblowing Directive and any entity in the EU. The policy sets the group standard also for any entity outside of the EU.

Actions related to business conduct: Whistleblowing Policy

During 2024, the following actions were taken to ensure an effective policy implementation:

a) The Ayvens whistleblowing mechanism was brought to the attention of all Ayvens employees (this is done at least once a year) by means of periodical communication to all Ayvens employees.

b) Any disciplinary actions were registered by HR in the respective HR tooling.

c) On a periodic basis, level 2 controls were performed by second line of defence within the ABC & Ethics domain.

In the next year, the alignment with and implementation of Societe Generale tooling (WhistleB) by end of 2024 and in the course of 2025, is part of the Action Plan. Goal is to have a streamlined and homogonous process and system across Ayvens. The activities carried out for 2024 will continue in 2025 as well.

Metrics and targets related to business conduct: Whistleblowing Policy

To track and monitor incidents related to Whistleblowing, Ayvens has implemented several Key Risk Indicators. Ayvens tracks:

- Total number of alerts considered as admissible received in dedicated local set-ups on S&E topics (Total number of local whistleblowing reports via the local instance of Whistleblowing considered as admissible related to "Sanctions and Embargos" topics vis-à-vis whistleblowing instruction and the local regulations);
- Number of managerial admissible whistleblowing alerts received by the CCOs;
- Number of managerial admissible whistleblowing alerts received by the CCOs on ABC issues;
- Number of admissible managerial whistleblowing alerts received by the CCOs on Sanctions et Embargos issues;
- Number of local alerts considered as admissible in dedicated set up (It concerns all whistleblowing alerts received at local level and considered as admissible / eligible in the local tools or dedicated set up, such as generic email dedicated to whistleblowing).

Anti-Fraud policy

Strategy

Ayvens business model covers processes towards customers, suppliers, employees and contractors, and therefore fraud risk management is essential to build a creditable, responsible reputation for Ayvens. All stakeholders within the business model are significant in this context, as well as all products and services Ayvens is offering are affected: Leasing, Credit leasing & Insurance products, fleet service and partnerships, as well as all Market and customer groups Ayvens works with [(1)].

The Anti-Fraud Policy is an integral part of Ayvens' business conduct. An effective Anti-Fraud Management policy fosters a fair and transparent work environment, improving employee morale and trust in the organization. It helps maintain client trust and brand reputation by ensuring secure transactions and preventing legal issues. The Anti-Fraud Policy is covered in the Ayvens Code of Conduct, which is externally available for Customers and Supplier Code of Conduct.

In the operational leasing industry, trust is critical. Clients expect leasing companies to safeguard their interests, assets, and financial information. External fraud management ensures that the company's dealings are secure and trustworthy, which helps maintain and even enhance customer relationships.

Policies related to business conduct: Anti-Fraud policy

The Anti-Fraud policy aims to set out Ayvens principles, requirements, and responsibilities for managing the risk of fraud, in the form of minimum standards, and specifically expectations for the following:

- ongoing measurement, control, and mitigation of fraud risks;
- ongoing evaluation of the processes and systems of controls designed to manage fraud risks;
- identification, escalation, investigation, and remediation of suspected or confirmed cases of fraud.

An effective fraud risk management framework is based on four complementary phases:

- the identification and continuous assessment of the fraud risk of the activities carried out in Ayvens;
- the implementation of detection and prevention measures;
- responses to proven and attempted fraud;
- the management of risk exposure and the control framework.

This Policy applies to Ayvens and all its entities and employees, at central and local level. The overall accountability for the implementation of the policy lies with the Chief Risk and Compliance Officer.

All employees must immediately report suspected fraud when identified. Control frameworks help to prevent and identify anomalies. The assessment of the risk of fraud is based on all the operational risk management frameworks, namely:

- Risk and Control Self-Assessment (RCSA);
- New Products and Significant Changes Committees (NPSC);
- Monitoring of Key Risk Indicators and Key Performance Indicators, collection and analysis of internal losses and significant incidents without financial impact;
- Analysis of internal and external losses;
- Scenario analyses.

Sharing of information is to be on a "need to know" basis at all times to protect Ayvens and its counterparties. Note that few people must be informed at this stage in order to prevent the destruction of evidence. Confidentiality is thus essential in case of internal fraud. The investigation can reveal serious dysfunctions or a fraudulent organisation having significant repercussions on the rest of the activities. The objective of this step is to know the precise mode of operation of the fraudster(s) and to check if there have been precedents.

The management of every Ayvens entity is responsible for ensuring that it has adequate resources to prevent the risk of fraud. Fraud Trainings are mandatory.

Actions related to business conduct: Anti-Fraud policy

Within 2024, Ayvens conducted the following activities to ensure the Anti-Fraud Policy is effectively implemented:

1. Publishing of Ayvens Anti-Fraud Policy;
2. Trainings to raise awareness re new policy delivered to First Line of Defence and Second Line of Defence / Non-Financial Risk;
3. Mandatory e-learning on Fraud;
4. Ayvens Fraud e-learning developed and launched for a specific group of people;
5. Car theft analysis performed to identify weaknesses and best practices within G8 entities. As a result, a Roadmap has been developed to manage the fraud risk related to car theft including external and internal fraud.

In 2025, Ayvens will implement the identified best practices and tackle the weaknesses identified according to the roadmap based on the results of the Car theft analysis. In addition, Ayvens will develop and implement the person-oriented investigation policy to specify the requirements for fraud investigations. Furthermore, it is planned to implement new controls and to improve the data quality, in addition to the regular activities to maintain and monitor policy adherence. Goal of all activities is to enhance the maturity level of the organisation and its employees in the context of fraud prevention and detection.

Metrics and targets related to business conduct: Anti-Fraud policy

To track and monitor incidents related to Fraud, Ayvens has implemented several Key Risk Indicators. Amongst others, Ayvens tracks internal fraud events, the amount of frauds on transport/cars/boats, and fraud facts that could be classified as criminal offences, such as theft, fraud, and identity theft. In addition, Ayvens tracks the completion of mandatory fraud trainings and Ayvens entities have to confirm if they are compliant with the policy key requirements.

(1) This mainly pertains to Ayvens' own operations as well as the upstream value chain through Ayvens' procurement activities. However, all stakeholders have the possibility to raise concerns about potential fraud incidents through the whistleblowing process.

Management of Supplier Relationships

Strategy

Ayvens purchases 700 thousand vehicles a year. Together with all the vehicle consumable and services such as Tyres, maintenance and repair, Ayvens has significant impact and bargaining power when it comes to its supplier relationships. Main suppliers are car Original Equipment Manufacturers (OEM), Tyre OEM, Tyre fitters, Garages. Ayvens has contracts in place with all of its suppliers to ensure Ayvens obtains best service and costs in order to provide best value to its internal and external customers. Ayvens only interacts with Tier 1 Suppliers such as OEM. The most significant stakeholders are Ayvens' suppliers and clients who use the cars and use aftersales services, and all market and customer groups Ayvens operates in are affected by the impacts Ayvens makes.

Policies related to business conduct: Global procurement policy

The policy relevant for the relationship with Ayvens' suppliers is the Ayvens Global Procurement Policy. It sets the minimum requirements in terms of Procurement processes such as defining the sourcing requirements, the contract management process and supplier relationship management. The policy is applicable to all entities and all Ayvens employees. The Chief Operating Officer is the owner of the Policy, and all the entity Managing Directors need to confirm the policy is being applied and adhered to locally. The main stakeholder group is Ayvens Procurement teams in the entities and the main focus is the suppliers' employees and the rest of the supply chain. The policy has been explained and deployed to the Ayvens entities, which have to an annual Policy attestation in place. The entities need to formally attest they are complying with the policy.

Management of relationships with suppliers

Within its Global Procurement Policy, Ayvens is outlining the tendering process and supplier selection to ensure fair treatment of suppliers. The request for a quote sent to minimum three suppliers and the selection process evaluates suppliers in terms of Cost, Quality and ESG criteria. Ayvens also requires that its suppliers adhere to the Sustainable Procurement charter which states Ayvens' commitment toward their suppliers and suppliers' commitment terms of environment, human rights and labour law, business ethics, fairness and transparency. The suppliers' ESG score is also taken into account in business award comparison matrix and based on the commodity ESG risk profile based on the sector and products the supplier manufactures are taken into account. The minimum weight of ESG in the decision making is 10%.

In addition to ESG Risk Management, positive sourcing practices are also included in various areas, such as the employment of underprivileged or marginalized persons, support for "diverse suppliers", and engagement with small businesses. As a recommended approach, the culture of "positive screening" for these categories of suppliers can be systematically applied to sourcing initiatives that are not structured through formal tender processes. Ayvens' supplier relationship management includes monitoring of supplier's performance including ESG performance, target setting, stetting improvement initiatives and quarterly business reviews for the large suppliers.

Payment practices

Ayvens provides information on its payment practices, the objective of this disclosure is to offer insights into the contractual payment terms and performance regarding payments.

There is no standardised approach when it comes to payment terms. Ayvens' payment terms differ by legal entity and comply with the payment regulations specific to each entity's country. Payment terms are not specified per individual supplier category nor is data readily available to categorize counterparty in small and medium enterprises (SMEs). On a central level, there is no dedicated policy in place specifying the prevention of late payments.

A central procurement system does not exist within Ayvens group. Ayvens has conducted a sampling methodology. The individual entities were requested to provide detailed data on indirect procurement centrally. The largest entities that contributed to the data collection exercise are covering over 80% of indirect procurement. The entities delivered detailed data on invoices including due dates and payment dates for each individual indirect procurement invoice.

The result of the calculating methodology is that the weighted average time taken to pay an invoice, calculated from the start of the contractual or statutory term, is 42 days. 84% of invoices are aligned with legal payment terms.

	Percentage of indirect procurement invoices	Average payment term (days)	Percentage of payments aligned with payment terms
France	42.85%	62.09	73.82%
Netherlands	23.82%	38.18	90.90%
Italy	8.83%	54.07	68.90%
Germany	8.75%	24.29	92.89%
United Kingdom	6.31%	25.32	95.32%
Spain	5.09%	57.24	74.34%
Belgium	3.54%	43.85	86.19%
Portugal	0.81%	50.70	84.45%
Sweden	0.01%	17.03	99.14%
AYVENS	**100%**	**42.28**	**84.16**

In 2024, there are 5 outstanding legal proceedings within the entire Ayvens group concerning payment delays: 2 in France, 2 in Sweden, and 1 in Turkey.

Actions related to business conduct: Global procurement policy

In 2024, Ayvens deployed the Ayvens Procurement Policy within the organization and also deployed mandatory clauses as per Societe Generale standards in the contracts. The entire procurement and sustainability community has been trained in 2024. In addition, Ayvens annually conducts a Policy adherence process where each entity needs to confirm that they follow the policy or request a waiver if not able to implement it. In 2025, Ayvens will communicate the policy and its contents to its employees and train them accordingly. Furthermore, external controls are conducted through legal audits. This is done to ensure implementation of the Policy including ESG monitoring within all Ayvens entities.

Availability of resources in the context of implementing outlined actions

Ayvens concludes that the implementation of its current and future action plan does not require significant additional operational expenditures (OpEx) or capital expenditures (CapEx). All sustainability-related initiatives mentioned in this report are executed within the existing financial framework, utilizing resources already allocated to the respective departments as part of business as usual. Ayvens continues to review and reassess through the annual Double Materiality Assessment (DMA) the areas where sustainability matters may evolve in significance. Any changes in OpEx or CapEx resource requirements will be monitored and addressed in line with Ayvens' ambitions.

Metrics and targets related to business conduct: Global procurement policy

There are no targets nor Key Performance Indicators to monitor Ayvens' supplier relationships. Ayvens conducts quarterly Business Reviews for specific categories (e.g., rentals) to review the suppliers' performance, but this has not been formalized.

There are however, Key Risk Indicators to monitor any compliance-related topics such as Sanction, Conflict of Interest, or Behaviour towards customers.

Compliance with ESG-regulations

Strategy

Regulatory changes have to be anticipated and incorporated into Ayvens' strategic decisions and overall decision making. Given the dynamic regulatory landscape and variety of new legislation coming up on European Level as well as the jurisdictions of Ayvens' entities, the organization must remain flexible for changing circumstances. An example is Ayvens' PowerUp26 Strategy with a clear focus on decarbonization which supports Ayvens in addressing tightening environmental standards.

The assessment concludes that the costs of non-compliance for a regulated entity such as Ayvens will by and large exceed the required investments. The efforts to act on this topic have an immediate effect on Ayvens' own operations, mainly on its Risk- and Compliance functions on a central level and within the entities. There are also further effects on the organisation in the course of the implementation of regulatory change. The type of regulation also determines the affected stakeholder group within the organisation. In general, all products and services Ayvens is offering are affected, once again depending on the type of regulation. Since the impact is mostly internal, customers only impact through changes in services offering based on regulatory change.

Governance

The overall regulatory and supervisory agenda is overseen by the Ayvens Regulatory Committee. Its objective is to centralize regulatory and supervisory related discussions within the organization. The Committee is responsible for the following items:

- Monitors update from Regulatory Watchtower: overview of ongoing and incoming regulatory initiatives or projects;
- Monitors update from Supervisory Office: oversees recent supervisory developments and key priorities for the upcoming period;
- Oversees ECB remediations: oversees timely completion and assesses adequate progress in remediation of supervisory issues;
- Monitors update from all participants on current regulatory and supervisory developments in their functional areas;
- Selects and prioritises the approach to new regulations identified and pre-evaluated by the Regulatory Watchtower; makes recommendation for such an approach;
- Allocates resources to regulatory and supervisory related projects;
- Is informed of recovery and resolution related topics for Ayvens: acknowledges the general recovery and resolution framework, recaps developments in the previous period and is informed about the preliminary agenda for the upcoming period;
- Is informed of ESG related regulatory topics with an update at least once a year (more often, if required);
- Acts as ambassador in the company in promoting regulatory goals and culture.

The Committee chaired by the Ayvens Chief Legal & Corporate Affairs Officer and the Ayvens Bank Deputy Chief Executive and meets quarterly, whereas additional meetings can be scheduled at the request of any member of the committee.

Ayvens is embedded the Societe Generale framework for ESG regulation, and particularly ESG Risk Management, be it for the French Duty of Care Law from 27 March 2017, the ECB Climate Guide, the EBA Loan Origination and Monitoring Guidelines. More details can found in the Minimum Safeguards section of the EU Taxonomy, section 5.5 (202).

Risk management is within the responsibilities of the Risk Department. The two main high-level bodies that govern Group risk management are the Board of Directors and the General Management. General Management presents the main aspects of, and notable changes to, the Group's risk management strategy to the Board of Directors. As part of the Board of Directors, Risk Committee advises the Board on overall strategy and appetite regarding all kinds of risks, both current and future. For more information, please refer to secion 4.2.2 - General Framework (143) and section 4.2.3 - Risk management organisation (143). New Regulatory Developments are monitored and assessed through Ayvens Regulatory Committee. The Ayvens Regulatory Committee is a cross-functional committee established with the purpose to oversee the overall regulatory and supervisory agenda and developments. Its objective is to centralize regulatory and supervisory related discussions within the organization. Risks stemming from regulatory change are managed within the management of Business and Strategic risks.

Policies and actions related to business conduct

Regulatory changes are reflected within all affected policies (depending on the type of regulation) since Ayvens already operates within a regulated environment. Ayvens has no appetite for non-compliance and supports this by making adequate investments on the matter. Other than the already existing Risks Management Framework and the regular monitoring the regulatory landscape for changes, there are no specific actions to address risks of high cost of transition to new standards. The impacts of high cost of transition to new standards in a time of tightening environmental regulations are not covered within a dedicated policy but are implicitly reflected within the overall Policy Framework. Given that there is no dedicated action plan to address risk, there are also no metrics in place.

5.10 Report of Statutory Auditors on the certification of sustainability information

Report on the certification of sustainability information and verification of the disclosure requirements under Article 8 of Regulation (EU) 2020/852

(Year ended December 31, 2024)

This is a translation into English of the Statutory Auditors' report on the certification of sustainability information and verification of the disclosure requirements under Article 8 of Regulation (EU) 2020/852 of the Company issued in French and it is provided solely for the convenience of English-speaking users.

This report should be read in conjunction with, and construed in accordance with, French law and the H2A guidelines on "*Limited assurance engagement - Certification of sustainability reporting and verification of disclosure requirements set out in Article 8 of Regulation (EU) 2020/852*".

To the annual general meeting

This report is issued in our capacity as Statutory Auditors of Ayvens. It covers the sustainability information and the information required by Article 8 of Regulation (EU) 2020/852, relating to the year ended December 31, 2024 and included in the group management report and presented in chapter 5 of the Universal Registration Document (hereinafter the "Sustainability Statement of the Group").

Pursuant to Article L. 233-28-4 of the French Commercial Code, Ayvens is required to include the above-mentioned information in a separate section of the Group's management report. This information has been prepared in the context of the first-time application of the aforementioned articles, a context characterized by uncertainties regarding the interpretation of the laws and regulations, the use of significant estimates, the absence of established practices and frameworks in particular for the double-materiality assessment, and an evolving internal control system. It enables to understand the impact of the activity of the Group on sustainability matters, as well as the way in which these matters influence the development of the business of the Group, its performance and position. Sustainability matters include environmental, social and corporate governance matters.

Pursuant to Article L.821-54 paragraph II of the aforementioned Code, our responsibility is to carry out the procedures necessary to issue a conclusion, expressing limited assurance, on:

- compliance with the sustainability reporting standards adopted pursuant to Article 29 ter of Directive (EU) 2013/34 of the European Parliament and of the Council of 14 December 2022 (hereinafter ESRS for *European Sustainability Reporting Standards*) of the process implemented by Ayvens to determine the information reported, and compliance with the requirement to consult the social and economic committee provided for in the sixth paragraph of Article L. 2312-17 of the French Labour Code;
- compliance of the sustainability information included in the Sustainability Statement with the requirements of article L. 233-28-4of the French Commercial Code, including ESRS; and
- compliance with the requirements set out in Article 8 of Regulation (EU) 2020/852.

This engagement is carried out in compliance with the ethical rules, including those on independence, and quality control, prescribed by the French Commercial Code.

It is also governed by the H2A guidelines on "*Limited assurance engagement - Certification of sustainability reporting and verification of disclosure requirements set out in Article 8 of Regulation (EU) 2020/852*".

In the three separate parts of the report that follow, we present, for each of the parts covered by our engagement, the nature of the procedures we carried out, the conclusions we drew from these procedures and, in support of these conclusions, the elements to which we paid particular attention and the procedures we carried out with regards to these elements. We draw your attention to the fact that we do not express a conclusion on any of these elements taken individually and that the procedures described should be considered in the overall context of the formation of the conclusions issued in respect of each of the three parts of our engagement.

Finally, where deemed necessary to draw your attention to one or more items of sustainability information provided by Ayvens in its Sustainability Statement, we have included an emphasis of matter paragraph hereafter.

The limits of our engagement

As the purpose of our engagement is to express limited assurance, the nature (choice of techniques), extent (scope) and timing of the procedures are less than those required to obtain reasonable assurance.

Furthermore, this engagement does not provide guarantee regarding the viability or the quality of the management of Ayvens; in particular it does not provide an assessment, of the relevance of the choices made by Ayvens in terms of action plans, targets, policies, scenario analyses and transition plans, which would go beyond compliance with the ESRS reporting requirements.

It does, however, allow us to express conclusions regarding the entity's process for determining the sustainability information to be reported, the sustainability information itself, and the information reported pursuant to Article 8 of Regulation (EU) 2020/852, as to the absence of identification or, on the contrary, the identification of errors, omissions or inconsistencies of such importance that they would be likely to influence the decisions that readers of the information subject to this engagement might make.

Any comparative information that would be included in the Sustainability Statement is not covered by our engagement.

Compliance with the ESRS of the process implemented by Ayvens to determine the information reported, and compliance with the requirement to consult the social and economic committee provided for in the sixth paragraph of Article L. 2312-17 of the French Labour Code

Nature of procedures carried out

Our procedures consisted in verifying that:

- the process defined and implemented by Ayvens has enabled it, in accordance with the ESRS, to identify and assess its impacts, risks and opportunities related to sustainability matters, and to identify the material impacts, risks and opportunities, that lare disclosed in the Sustainability Statement of the Group, and
- the information provided on this process also complies with the ESRS.

We also checked compliance with the requirement to consult the social and economic committee.

Conclusion of the procedures carried out

On the basis of the procedures we have carried out, we have not identified any material errors, omissions or inconsistencies regarding the compliance of the process implemented by Ayvens with the ESRS.

Concerning the consultation of the social and economic committee provided for in the sixth paragraph of Article L. 2312-17 of the French Labour Code, we inform you that as of the date of this report, this consultation has not yet been held.

Elements that received particular attention

The elements to which we paid particular attention f regarding the compliance with the ESRS of the process implemented by Ayvens to determine the published information are presented below.

Concerning the identification of stakeholders

Information relating to the identification of stakeholders is provided in paragraph "Stakeholders” of section 5.1.3 “Strategy” of the Sustainability Statement.

We discussed with management and reviewed the available documentation.

We also assessed the consistency of the main stakeholders identified by the Group with the nature of its activities and its geographical location, taking into account its business relationships and its value chain.

Concerning the identification of impacts, risks and opportunities (IROs)

Information relating to the identification of impacts, risks and opportunities is set out in paragraph “IROS identification” of section 5.1.4 “Double materiality assessment” of the Sustainability Statement.

We have taken note of the Group’s process for identifying actual and potential impacts (positive and negative), risks and opportunities (“IROs”) in relation to the sustainability issues set out in paragraph AR 16 of ESRS 1 “Application requirements” and, where applicable, those specific to the Group.

We also assessed the completeness of the group activities included in the process of IROs identification.

In particular, we assessed the approach taken by the Group to determine its impacts, which may be a source of risks or opportunities. We reviewed the list of IROs identified by the Group, including a description of their distribution in the Group’s own operations and value chain, as well as their time horizon (short, medium or long term), and we assessed the consistency of this list with our knowledge of the Group and, where applicable, with the risk analyses it has carried out.

Concerning the assessment of impact materiality and financial materiality

Information on the assessment of impact materiality and financial materiality is provided in paragraph “Process in IRO Identification, Assessment and Monitoring” of section 5.1.4 “Double Materiality Assessment” of the sustainability statement.

We obtained an understanding of the impact materiality and financial materiality assessment process implemented by the Group through interviews with management and inspection of the available documentation and assessed its compliance with the criteria defined by ESRS 1.

In particular, we assessed the way in which the Group has established and applied the materiality criteria defined by ESRS 1 to determine the material information disclosed (i) in respect of indicators relating to material IROs identified in accordance with the relevant topical ESRS and (ii) in respect of information that is specific to the Group.

Compliance of the sustainability information included in the Sustainability Statement of the Group with the requirements of Article L.233-28-4 of the French Commercial Code, including the ESRS

Nature of procedures carried out

Our procedures consisted in verifying that, in accordance with legal and regulatory requirements, including the ESRS:

- the disclosures provided enable an understanding of the general basis for the preparation and governance of the sustainability information included in the Sustainability Statement, including the general basis for determining the information relating to the value chain and the exemptions from disclosures used;
- the presentation of this information ensures its readability and understandability;
- the scope retained by Ayvens for providing this information is appropriate; and
- on the basis of a selection, based on our analysis of the risks of non-compliance of the information provided and the expectations of their users that these information do not contain any material errors, omissions or inconsistencies, i.e. that are likely to influence the judgement or decisions of users of this information.

Conclusion of the procedures carried out

Based on the procedures we have carried out, we have not identified material errors, omissions or inconsistencies regarding the compliance of the sustainability information included in the Sustainability Statement, with the requirements of Article L.233-28-4 of the French Commercial Code, including the ESRS.

Emphasis of matter

Without qualifying the conclusion expressed above, we draw your attention to the information provided in the paragraphs "First Year Application" and "Use of proxies" from section 5.1.1 “Basis for preparation” of the Sustainability Statement which respectively describe:

- the context of establishing the aforementioned statement as well as the various limitations of the selected publication scope; and
- the use of proxys for the establishment of certain indicators provided for by ESRS E1, E2, and E5, due to the lack of direct measurement in the available databases.

Elements that received particular attention

The elements to which we paid particular attention regarding the compliance of the sustainability information included in the Group’s Sustainability Statement with the requirements of Article L.233-28-4 of the French Commercial Code, including the ESRS requirements are presented below.

Information provided in application of environmental standards (ESRS E1 to E5)

Information provided on climat change (ESRS E1) is included in the section 5.2 “ESRS E1 Climat Change” of the Sustainability Statement.

Regarding the information related to the greenhouse gas emission statement, our procedures consisted mainly in:

- reviewing (i) the methodology used to calculate the estimated data and the sources of information on which these estimates are based, (ii) the approach adopted to carry out the greenhouse gas emission statement, and (iii) the internal control and risk management procedures established by the Group to ensure the compliance of the published information;
- assessing the consistency of the scope considered for the evaluation of the greenhouse gas emission statement with the scope of the consolidated financial statements, the activities under operational control, and the upstream and downstream value chain;
- regarding the emissions related to scope 3, we assessed:
  - the justification of the inclusions and exclusions of the different categories and the transparency of the information provided in this regard;
  - the information collection process;
- evaluating the appropriateness of the emission factors used and the calculation of related conversions as well as the calculation assumptions, considering the inherent uncertainty in the state of scientific or economic knowledge and the quality of the external data used;
- regarding the estimates that we considered significant that the entity used for the preparation of its greenhouse gas emission statement, we verified, on a sample basis, the underlying data used for the preparation of the greenhouse gas emission statement as well as the arithmetic accuracy of the calculations used to establish the estimated emissions.

Compliance with the reporting requirements set out in Article 8 of Regulation (EU) 2020/852

Nature of procedures carried out

Our procedures consisted in verifying the process implemented by Ayvens to determine the eligible and aligned nature of the activities of the entities included in the scope of consolidation.

They also involved verifying the information reported pursuant to Article 8 of Regulation (EU) 2020/852, which involves checking:

- compliance with the rules applicable to the presentation of this information to ensure that it is readable and understandable; and
- on the basis of a selection, the absence of material errors, omissions or inconsistencies in the information provided, i.e. information likely to influence the judgement or decisions of users of this information.

Conclusion of the procedures carried out

Based on the procedures we have carried out, we have not identified any material errors, omissions or inconsistencies relating to compliance with the requirements of Article 8 of Regulation (EU) 2020/852.

Emphasis of matter

Without qualifying the conclusion expressed above, we draw your attention to the information provided in paragraphs 5.5.2.2.1 "Pollution Prevention" and 5.5.3.1 "Summary of Key Performance Indicators (KPIs) for the year 2024" of the Sustainability Statement, which describe the limitations and assumptions made in the DNSH alignment criteria related to tire pollution on the leased fleet, and the impacts on taxonomy KPIs.

Elements that received particular attention

We established that there were no such elements to address in our report.

Neuilly-sur-Seine and Paris- La Défense, April 11, 2025

The Statutory Auditors

French original signed by

PricewaterhouseCoopers Audit		**KPMG S.A.**	
Ridha Ben Chamek	Amel Hardy-Ben Bdira	Guillaume Mabille	Sophie Sotil-Forgues

6

Financial information

6.1 Consolidated financial statements

6.1.1 Consolidated income statement

(In EUR million)	Notes	Year ended 31 December, 2024	Restated 2023 [(1)(2)]
Leasing revenues	8a, 8d	11,016.8	8,032.6
Leasing costs – depreciation [(4)]	8a	(8,085.7)	(6,171.0)
Leasing costs – financing	8a	(1,897.5)	(1,044.7)
Unrealised gains/losses on financial instruments and other	8a	37.1	(41.4)
Leasing margin		**1,070.7**	**775.5**
Services revenues	8b, 8d	5,451.0	4,391.2
Cost of services revenues	8b	(3,824.5)	(3,140.4)
Services margin		**1,626.5**	**1,250.9**
Proceeds of cars sold	8c, 8d	8,883.3	6,458.8
Cost of cars sold	8c	(7,975.4)	(5,380.3)
Depreciation costs adjustments [(3)] [(4)]	8c	(590.9)	(195.4)
Used Car Sales result and depreciation adjustments		**317.1**	**883.1**
GROSS OPERATING INCOME		**3,014.3**	**2,909.5**
Staff expenses	10	(1,180.5)	(936.1)
General and administrative expenses	10	(546.3)	(519.5)
Depreciation and amortisation	10	(172.5)	(136.0)
Total Operating Expenses		**(1,899.3)**	**(1,591.6)**
Impairment charges on receivables	9	(128.5)	(70.7)
Other income/(expense)	11	(2.2)	(28.7)
OPERATING RESULT		**984.2**	**1,218.5**
Share of profit of associates and jointly controlled entities		10.1	6.4
Profit before tax		**994.3**	**1,224.9**
Income tax expense	12	(284.2)	(359.4)
Profit for the period from continuing operations		**710.2**	**865.5**
Loss after tax for the period from discontinued operations	7	–	(77.6)
NET INCOME		**710.2**	**787.9**
Net income attributable to:			
Equity holders of the parent		683.6	760.0
Non-controlling interests		26.6	27.9
		710.2	787.9

Earnings per share for profit from continuing operations attributable to the ordinary equity holders of the Parent:	Notes	2024	Restated 2023 [(1)]
Basic earnings per share *(in EUR)*	35	0.75	1.11
Diluted earnings per share *(in EUR)*	35	0.73	1.10

Earnings per share for Net income attributable to the ordinary equity holders of the parent:	Notes	2024	Restated 2023 [(1)]
Basic earnings per share *(in EUR)*	35	0.75	1.01
Diluted earnings per share *(in EUR)*	35	0.73	0.99

(1) See Note 3.1 for details regarding the restatement.
(2) LeasePlan is consolidated from 22 May 2023, hence over the full 12 months 2024, whereas it was only partially consolidated in 2023.
(3) Depreciation adjustments relating to revision of residual values and PPA.
(4) The gross operating income includes total depreciation costs of EUR 8,676.6 million relating to rental fleet (2023: EUR 6,366.4 million), refer to note 13 Rental fleet.

6.1.2 Consolidated statement of other comprehensive income

(in EUR million)	Notes	Year ended 31 December, 2024	Restated 2023 [1]
NET INCOME		**710.2**	**787.9**
Other comprehensive income that will not be reclassified subsequently to the income statement		**(0.4)**	**(3.1)**
Remeasurement gain/(loss) on post-employment benefit obligations, before tax		(0.6)	(4.1)
Income tax on these post-employment benefit obligations		0.2	1.0
Oher comprehensive income that may be reclassified subsequently to the income statement		**136.4**	**0.4**
Changes in cash flow hedges, before tax [2]	16	20.6	(90.6)
Income tax on cash flow hedges		(8.4)	25.7
Gain/(loss) on the debt instruments at fair value through other comprehensive income [3]		5.0	9.6
Income tax on changes in the fair value of the debt instruments		(0.6)	(1.2)
Currency translation differences [4]		119.8	56.9
Other comprehensive income for the year, net of tax		**136.0**	**(2.7)**
TOTAL COMPREHENSIVE INCOME FOR THE PERIOD		**846.2**	**785.2**
Total comprehensive income attributable to:			
Equity holders of the parent		819.6	757.2
Non-controlling interests		26.6	28.0
		846.2	**785.2**
Total comprehensive income attributable to owners of the parent arises from:			
• Continuing operations		819.6	834.8
• Discontinued operations		–	(77.6)
		819.6	**757.2**

(1) See Note 3.1 for details regarding the restatement.
(2) Level 2 valuation of derivatives obtained from third parties (see Note 26 for further details).
(3) Gain/(loss) on debt instruments at fair value through other comprehensive income relates to the corporate bond in Ayvens Insurance entity.
(4) Currency translation reserves main movement relates to the positive impact of the application of hyperinflation accounting in the Group's subsidiaries in Turkey (EUR +232.0 million) (2023: EUR +71.0 million) and in 2023 the disposal of ALD Russia and ALD Norway (EUR +79.0 million).

6.1.3 Consolidated statement of financial position

(in EUR million)	Notes	Year ended 31 December, 2024	Restated 2023 [1]
Assets			
Rental fleet	13	51,550.0	49,791.2
Other property and equipment	14	184.0	194.2
Right-of-use assets	15	205.7	234.6
Goodwill	16	2,128.3	2,128.3
Other intangible assets	17	662.9	645.9
Investments in associates and jointly controlled entities	18	28.8	33.4
Derivative financial instruments	19	78.1	226.6
Deferred tax assets	12	488.4	370.8
Other non-current financial assets	20	428.2	244.7
Non-current assets		**55,754.5**	**53,869.8**
Inventories	21	842.7	806.6
Lease receivables from customers	22	4,083.6	4,530.7
Receivables credit and other institutions	23	5,417.7	3,103.4
Current income tax receivable		367.4	203.3
Other receivables, prepayments and contract assets	24	3,162.3	2,951.0
Derivative financial instruments	19	55.4	156.6
Other current financial assets	20	409.3	766.5
Cash and cash equivalent	25	5,023.0	3,997.0
Current assets		**19,361.3**	**16,515.1**
TOTAL ASSETS		**75,115.8**	**70,384.8**
Equity and liabilities			
Share capital	27	1,225.4	1,225.4
Share premium	27	3,819.4	3,819.4
Other equity	27	862.8	859.9
Retained earnings and other reserves	27	4,544.0	4,105.0
Net income		683.6	760.2
Equity attributable to owners of the parent		**11,135.3**	**10,769.9**
Non-controlling interests		27.2	525.6
TOTAL EQUITY		**11,162.5**	**11,295.5**

(in EUR million)	Notes	Year ended 31 December, 2024	Restated 2023 [1]
Borrowings from financial institutions	29	13,496.8	14,623.6
Bonds and notes issued	29	11,500.1	12,777.3
Deposits	29	7,906.6	4,041.5
Derivative financial instruments	19	203.8	471.7
Deferred tax liabilities	12	1,298.1	1,301.1
Lease liabilities	15	140.5	191.9
Retirement benefit obligations and long term benefits	31	34.1	34.2
Provisions	32	437.4	340.4
Non-current liabilities		**35,017.4**	**33,781.8**
Borrowings from financial institutions	29	9,850.1	6,864.9
Bonds and notes issued	29	5,734.9	3,360.9
Deposits	29	5,984.0	7,743.2
Trade and other payables	33	6,024.5	6,106.7
Lease liabilities	15	87.4	60.3
Derivative financial instruments	19	55.5	174.1
Current income tax liabilities		442.3	326.6
Provisions	32	757.2	670.8
Current-liabilities		**28,935.9**	**25,307.5**
TOTAL LIABILITIES		**63,953.3**	**59,089.3**
TOTAL EQUITY AND LIABILITIES		**75,115.8**	**70,384.8**

(1) See Note 3.1 for details regarding the restatement.

6.1.4 Consolidated statement of changes in equity

(in EUR million)	Attributable to equity holders of the Company							Equity attributable to the equity holders of the parent	Non-controlling interests (2)	Total equity
	Share capital	Share premium	Other equity instruments	Translation reserves (1)	Other reserves (1)	Net income	Retained earnings			
Balance as at 1 January 2023	**848.6**	**1,327.9**	**(16.1)**	**(140.4)**	**36.4**	**1,215.5**	**3,603.6**	**6,875.5**	**36.8**	**6,912.3**
Changes in cash flow hedges	–	–	–	–	(64.9)	–	–	(64.9)	–	(64.9)
Changes in fair value of debt instruments	–	–	–	–	8.4	–	–	8.4	–	8.4
Remeasurement of post-employment benefit obligations	–	–	–	–	(3.1)	–	–	(3.1)	–	(3.1)
Currency translation differences	–	–	–	56.8	–	–	–	56.8	0.1	56.9
Other comprehensive income	**–**	**–**	**–**	**56.8**	**(59.6)**	**–**	**–**	**(2.9)**	**0.1**	**(2.7)**
Net income (reported in 2023)	–	–	–	–	–	816.2	–	816.2	27.9	844.1
Adjustments PPA update (3)	–	–	–	–	–	(15.7)	–	(15.7)	–	(15.7)
Prior period error correction (4)	–	–	–	–	–	(40.6)	–	(40.6)	–	(40.6)
Net income (restated)	–	–	–	–	–	760.0	–	760.0	27.9	787.9
Total comprehensive income for the period	**–**	**–**	**–**	**56.8**	**(59.6)**	**760.0**	**–**	**757.2**	**28.0**	**785.2**
Shares issued	376.8	2,491.5	–	–	–	–	–	2,868.3	–	2,868.3
Issue of warrants	–	–	128.1	–	–	–	–	128.1	–	128.1
Acquisition of treasury shares	–	–	(4.9)	–	–	–	–	(4.9)	–	(4.9)
Share-Based payments	–	–	–	–	3.3	–	–	3.3	–	3.3
Issue of treasury shares to employees	–	–	2.8	–	(2.8)	–	–	–	–	–
Dividends	–	–	–	–	–	–	(598.8)	(598.8)	(8.6)	(607.4)
Scope changes	–	–	–	–	–	–	(0.8)	(0.8)	506.2	505.4
Proceeds from AT1 capital	–	–	750.0	–	–	–	–	750.0	–	750.0
Dividend paid on AT1 capital	–	–	–	–	–	–	(7.8)	(7.8)	(36.9)	(44.7)
Appropriation of Net income	–	–	–	–	–	(1,215.5)	1,215.5	–	–	–
Balance as at 31 December 2023(restated)	**1,225.4**	**3,819.4**	**859.9**	**(83.6)**	**(22.8)**	**760.0**	**4,211.6**	**10,770.0**	**525.6**	**11,295.5**
Changes in cash flow hedges	–	–	–	–	12.2	–	–	12.2	–	12.2
Changes in fair value of debt instruments	–	–	–	–	4.4	–	–	4.4	–	4.4
Remeasurement of post-employment benefit obligations	–	–	–	–	(0.4)	–	–	(0.4)	–	(0.4)
Currency translation differences	–	–	–	119.8	–	–	–	119.8	–	119.8
Other comprehensive income	**–**	**–**	**–**	**119.8**	**16.2**	**–**	**–**	**136.0**	**–**	**136.0**
Net income	–	–	–	–	–	683.6	–	683.6	26.6	710.2
Total comprehensive income for the period	**–**	**–**	**–**	**119.8**	**16.2**	**683.6**	**–**	**819.6**	**26.6**	**846.2**
Share-Based payments	–	–	–	–	2.4	–	–	2.4	–	2.4
Issue of treasury shares to employees	–	–	2.9	–	(2.9)	–	–	–	–	–
Dividends	–	–	–	–	–	–	(383.5)	(383.5)	(6.4)	(390.0)
Settlement of AT1 capital	–	–	–	–	–	–	–	–	(500.0)	(500.0)
Dividend paid on AT1 capital	–	–	–	–	–	–	(73.1)	(73.1)	(18.4)	(91.6)
Appropriation of Net income	–	–	–	–	–	(760.0)	760.0	–	–	–
BALANCE AS AT 31 DECEMBER 2024	**1,225.4**	**3,819.4**	**862.8**	**36.2**	**(7.2)**	**683.6**	**4,515.0**	**11,135.3**	**27.2**	**11,162.5**

(1) See Note 27 for further details.
(2) Including AT1 interest coupon. See Note 27 for further details.
(3) See Notes 2.1 and 3.1 for further details regarding PPA update.
(4) See Note 3.1 for further details regarding the restatement as a result of an error.

6.1.5 Consolidated statement of cash flows

(in EUR million)	Notes	For the twelve months period ended 2024	Restated 2023 [1]
Cash flows from operating activities			
Profit before tax		**994.3**	**1,224.9**
Adjustments for:			
• Depreciation and impairment of rental fleet assets	13	8,676.6	6,067.6
• Depreciation and impairment of other property, equipment and right-of-use assets	10	117.4	104.4
• Amortisation and impairment of intangible assets	10	101.2	130.3
• Changes in regulated provisions, contingency and expense provisions	32	73.7	58.2
• Changes in insurance and reinsurance contract assets/liabilities [1]	32	(4.4)	115.3
Depreciation and provision		**8,964.5**	**6,475.7**
(Profit)/loss on disposal of property and equipment		42.4	37.7
(Profit)/loss on disposal of intangible assets		6.5	17.6
(Profit)/loss on disposal of consolidated securities		(3.9)	(0.0)
Profit and losses on disposal of assets		**45.1**	**55.3**
Fair value changes in derivative and other financial instruments		(64.6)	276.6
Effect of hyperinflation adjustments		(86.6)	(95.7)
Interest charges	*8a*	*1,924.5*	*1,052.6*
Interest income		*(3,047.2)*	*(1,877.8)*
Net interest income		(1,122.7)	(825.3)
Other		(6.4)	4.3
Amounts received for disposal of rental fleet	13	11,529.5	7,253.4
Amounts paid for acquisition of rental fleet	13	(21,729.6)	(18,257.1)
Change in working capital		1,040.0	249.1
Interest paid		*(1,565.5)*	*(1,044.6)*
Interest received		*3,037.8*	*2,024.3*
Net interest received		1,472.3	979.8
Income taxes paid		(433.0)	(375.6)
NET CASH INFLOW/(OUTFLOW) FROM OPERATING ACTIVITIES (CONTINUING ACTIVITIES)		**603.0**	**(3,034.6)**
Net cash inflow/(outflow) from operating activities (discontinued operations)	7	–	44.2
NET CASH INFLOW/(OUTFLOW) FROM OPERATING ACTIVITIES		**603.0**	**(2,990.4)**

(1) See Note 3.1 for details regarding the restatement.

(in EUR million)	Notes	For the twelve months period ended 2024	Restated 2023 [1]
Cash flows from investing activities			
Acquisition of other property and equipment	14	(77.7)	(76.6)
Acquisition of intangible assets	17	(123.7)	(200.3)
Acquisition of financial assets (non-consolidated securities)		(0.0)	(3.2)
Effect of change in group structure	2	21.2	1,967.8
Proceeds from sale of discontinued operations net of cash disposed	7	–	389.8
Long term investment		81.4	66.9
Loans and receivables from related parties	23	(2,265.5)	(1,214.4)
Other financial investment	20	323.5	(179.8)
NET CASH INFLOW/(OUTFLOW) FROM INVESTING ACTIVITIES (CONTINUING ACTIVITIES)		**(2,040.9)**	**750.1**
Net cash inflow/(outflow) from investing activities (discontinued operations)	7	–	4.4
NET CASH INFLOW/(OUTFLOW) FROM INVESTING ACTIVITIES		**(2,040.9)**	**754.5**
Cash flows from financing activities			
Proceeds from borrowings from financial institutions	29	22,699.8	10,533.7
Repayment of borrowings from financial institutions	29	(21,946.9)	(6,665.6)
Proceeds from issued bonds	29	4,087.0	5,507.6
Repayment of issued bonds	29	(3,612.4)	(4,141.3)
Proceeds from deposits	29	12,142.8	5,737.1
Repayment of deposits	29	(10,104.7)	(5,285.3)
Proceeds from deeply subordinated notes	29	–	750.0
Payment of lease liabilities	15	(54.9)	(52.0)
Dividend paid on AT1 capital	27	(73.1)	(7.8)
Dividends paid to equity holders of the parent	34	(383.5)	(598.8)
Dividends paid to non-controlling interest	27	(6.4)	(8.6)
Dividend paid on AT1 capital to non-controlling interests	27	(518.4)	(36.9)
Increase/decrease in capital	27	(0.0)	(3.1)
Increase/decrease in treasury shares	27	(0.0)	(4.9)
NET CASH INFLOW/(OUTFLOW) FROM FINANCING ACTIVITIES (CONTINUING ACTIVITIES)		**2,229.3**	**5,724.2**
Net cash inflow/(outflow) from financing activities (discontinued operations)		–	(9.8)
NET CASH INFLOW/(OUTFLOW) FROM FINANCING ACTIVITIES		**2,229.3**	**5,714.4**
Exchange gains/(losses) on cash and cash equivalents		(17.7)	(13.3)
Net increase/(decrease) in cash and cash equivalents		773.7	3,465.2
Cash & cash equivalents at the beginning of the period	**25**	**3,681.6**	**216.4**
CASH & CASH EQUIVALENTS AT THE END OF THE PERIOD	**25**	**4,455.3**	**3,681.6**

(1) See Note 3.1 for details regarding the restatement.

6.2 Notes to the consolidated financial statements

Note 1 General information

Ordinary operations

Ayvens refers to “the Company” and its subsidiaries (together “the Group”). Ayvens is a service leasing and vehicle Fleet Management group with a fleet of around 3.3 million vehicles. The Group provides financing and management services in 41 countries in the world as at the date of this Universal Registration Document, including the following businesses:

- Full Service Leasing: Under a full service lease, the client pays the leasing company a regular monthly lease payment to cover financing, depreciation of the vehicle and the cost of various services provided in relation to the use of the vehicle (such as maintenance, replacement car, tyre management, fuel cards and insurance);
- Fleet Management: Fleet Management services include the provision of outsourcing contracts to clients under which the vehicle is not owned by the Group but is managed by the Group and for which the client pays fees for the various Fleet Management services provided. These services are generally identical to those listed under the full-service leasing above, except for the financing service, as the vehicle is owned by the client.

The Company holds the regulated status as a Financial Holding Company (“FHC”) and operates under the direct supervision of the European Central Bank.

Registered office and ownership

The Company is a French société anonyme incorporated in Societe Generale Group. Its registered office is located at 1-3 Rue Eugène et Armand Peugeot, Le Corosa, 92500 Rueil-Malmaison, France.

The Company is a subsidiary of Societe Generale Group with 52.59% ownership.

Note 2 Major events of the period

2.1 Acquisition of LeasePlan – updates in 2024

On 22 May 2023, following the approvals of ALD’s Board of Directors and relevant regulatory authorities, ALD acquired 100% of LeasePlan for a consideration of EUR 4,969 million.

After the completion of the LeasePlan acquisition, Societe Generale remains the majority shareholder of the new combined entity, named Ayvens since 16 October 2023, with a stake of 52.59% (the Group voting interest is 68.99% as at 31 December 2023 due to double voting rights). This stake may be reduced to 50.95% in the event of the exercise of the shares with warrants attached that have been granted to LeasePlan’s former shareholders.

LeasePlan’s identifiable assets and liabilities were measured at fair value at the date of the acquisition by ALD.

In 2024, the purchase price allocation to newly identified intangible assets including customer relationships has been finalised. The Group has recognised a goodwill of EUR 1,548 million related to the acquisition of LeasePlan.

As a result of the allocation of LeasePlan’s purchase price, the assessment of the entity’s identifiable assets and liabilities acquired, assumed at fair value led the Group to revise upwards the value of LeasePlan’s net assets by EUR 150.9 million. Provisional amount of EUR 230.9 million was allocated in 2023 and – EUR 80 million adjustment to the provisional amount was recognised in 2024. Thus, completing initial accounting for business combination resulted in the comparative information for the prior period to be revised. Closing amounts of assets and liabilities of LeasePlan as of 31 December 2023 were restated to reflect adjustment to the provisional allocations. All changes in depreciation and amortisation and other income effects associated with this restatement relate to the second semester of 2023 due to the acquisition date, hence they are reflected by restating the comparative income statement of 2023 in the Group annual financial statements of 2024. For further detail see Note 3.1.

Details of the purchase price and calculation of the goodwill are set out in the table below:

(in EUR million)	**As at 31 December 2024**
Purchase price paid in ALD equity instruments [(1)]	**2,999.5**
of which:	
Purchase price paid in ALD shares [(2)]	*2,871.4*
Fair value of warrants attached to shares	*128.1*
Purchase price paid in cash	**1,827.5**
of which:	
Capital increase	*1,212.0*
Tier 2 subordinated debt	*615.5*
TOTAL PURCHASE PRICE	**4,827.0**
Contingent consideration [(3)]	**141.7**
TOTAL PURCHASE PRICE INCLUDING CONTINGENT CONSIDERATION (A)	**4,968.7**
Net book value of assets acquired	3,782.8
Fair value adjustments (PPA)	150.9
Non-controlling interests	(513.0)
FAIR VALUE OF NET ASSETS ACQUIRED (B)	**3,420.7**
GOODWILL (A) – (B)	**1,548.0**

(1) Excluding equity transaction costs amounting to EUR 11.3 million for the rights issues completed in December 2022 and EUR 0.8 million for the capital increase in May 2023.
(2) Of which 26,310,039 shares with warrants attached.
(3) As of 31 December 2024, the Group assessment of the earn out consideration at closing date of the transaction is EUR 141.7 million (EUR 69.6 million reported in 2023). This adjustment relates to additional information about the facts and circumstances that existed at the acquisition date. In the Group's financial statements, unpaid contingent consideration of EUR 106 million is recorded as Trade and other payables. The earn-out amount to be paid by the Group is dependent on the achievement of the pre-agreed regulatory optimisation targets. The maximum possible earn-out to be paid to the vendor is EUR 235 million. The earn-out mechanism ended 31 December 2024, however is subject to an additional 6-month period in limited circumstances. As the purchase price allocation exercise is finalised, any subsequent variations of the earn-out fair value will be accounted through the income statement.

The fair values of the assets acquired and liabilities assumed have been determined using various valuation methods. Please refer to the published financial statements and disclosures of the Group as at 31 December 2023 for further detail on the valuation methods used.

Main updates to the purchase price allocation in 2024 relate to:

- further decrease of EUR 62.6 million in the value of LeasePlan's software at the date of the acquisition due to a completion rate adjustment, corrections of previous modifications and confirmation of structural problems;
- increase in leased assets of EUR 59.5 million and customer relationships intangible of EUR 4.6 million as a direct consequence of beforenamed updates;
- increase of EUR 73.5 million in provisions which includes a provision regarding UK motor finance commissions of EUR 43.8 million, a provision regarding Employee Car Ownership Scheme consumer law breaches EUR 24.5 million and other provisions for the amount of EUR 5.2 million, all related to the former LeasePlan UK;
- increase in net deferred tax asset arising as a result of the adjustments above.

Details of the fair value adjustments are set out in the table below:

(in EUR million)	Allocations as at acquisition date (historical net book value)	Fair value adjustments – PPA 2023	Preliminary allocations after fair value adjustments in 2023	Fair value adjustments – PPA update 2024	Final allocations as at acquisition date
Lease assets – revenue earning fleet [1]	22,431.9	373.8	22,805.7	59.5	22,865.2
Property, plant and equipment and right-of-use assets	238.4	7.5	245.9		245.9
Other intangible assets	537.1	(50.7)	486.4	(58.0)	428.4
o/w Customer relationships	*124.4*	*154.6*	*279.0*	*4.6*	*283.6*
Lease receivables from clients	683.0	–	683.0	(17.6)	665.4
Receivables from financial and other institutions	614.6	–	614.6		614.6
Cash & Cash equivalents	3,811.8	–	3,811.8		3,811.8
Non-current assets held for sale (net of liabilities) [1]	617.4	33.2	650.7		650.7
Borrowings from financial institutions	(2,686.5)	(6.8)	(2,693.3)		(2,693.3)
o/w Deposits	*(11,334.9)*	*33.2*	*(11,301.7)*		*(11,301.7)*
o/w Bonds and notes issued	*(9,325.9)*	*6.5*	*(9,319.3)*		*(9,319.3)*
Financial debt	(23,347.3)	32.9	(23,314.3)		(23,314.3)
Net tax assets and liabilities	(505.0)	(63.9)	(568.9)	35.4	(533.5)
Net other assets and liabilities	(443.4)	(61.1)	(504.5)	(99.4)	(604.0)
Fair value of assets and liabilities acquired (C)	**3,782.8**	**230.9**	**4,013.7**	**(80.1)**	**3,933.6**
Non-controlling interests (B)	**513.0**	**–**	**513.0**	**–**	**513.0**
TOTAL PURCHASE PRICE (A)	**4,896.7**	**–**	**4,896.7**	**72.0**	**4,968.7**
Goodwill (A)+(B)-(C)	**1,626.9**	**(230.9)**	**1,396.0**	**152.1**	**1,548.0**

(1) Operating and finance leases.

2.2 Declaration of no objection

In March 2024, Ayvens obtained the Declaration of No-Objection (DNO) from both the European Central Bank and the Dutch National Bank. The DNO allows the Group to merge ALD and LeasePlan's activities and is an important step forward in the journey towards integration to become "one". Consequently, the shares of almost all LeasePlan entities have been transferred in a phased approach from LeasePlan Corporation NV to Ayvens SA with remaining few to be transferred in 2025. Once this is completed, Ayvens SA will, directly or indirectly, own all operating entities, ultimately allowing it to simplify and streamline the corporate governance, processes and business activities, particularly in the 20 overlapping countries where both entities are present.

Note 3 Significant accounting policies

The principal accounting policies applied in the preparation of these consolidated financial statements are set out below. All valuation methods are defined in the Notes describing the relevant categories. These policies have been consistently applied to all the years presented, unless otherwise stated.

3.1 Basis of preparation

Statement of compliance

The Group's audited consolidated financial statements as at 31 December 2024, were authorised for issue by the Board of Directors on 21 March 2025. The consolidated financial statements of the Group have been prepared in accordance with International Financial Reporting Standards (IFRS) and interpretations issued by the IFRS Interpretations Committee (IFRS IC) applicable to companies reporting under IFRS as endorsed by the European Union.

The consolidated financial statements are in millions of euros, which is the Group's presentation currency and values are rounded to the nearest million, unless otherwise indicated. In certain cases, rounding may cause non-material discrepancies in the lines and columns showing totals.

Financial Holding Company status

Upon the acquisition of LeasePlan, which holds a banking license allowing it to collect deposits under the Dutch deposit guarantee scheme, the Group has obtained from the European Central Bank (ECB) the regulated status as a Financial Holding Company ("FHC").

Going Concern

The balance sheet of the Group, its cash flows, liquidity position and borrowing facilities are set out in the Group financial statements and Notes to the financial statements. Further details of our policy on financial risk management are set out in Note 5 to the financial statements. The Group's net debt at 31 December 2024 was EUR 49.0 billion (2023: EUR 45.4 billion) and the Group liquidity position (defined as cash and undrawn committed facilities) of EUR 6.2 billion at 31 December 2024 remains strong (2023: EUR 5.6 billion). Details of borrowings and facilities are set out in Note 29.

The Board is satisfied that the Group's forecasts and projections, taking account of reasonably possible changes in trading performance, show that the Group will be able to operate within the level of its current facilities for a period of at least 12 months from the date of approval of the financial statements. For this reason, the Group continues to adopt the going concern basis in preparing of its financial statements.

Hyperinflation in Turkey

On 16 March 2022, the International Practices Task Force of the Centre for Audit Quality, a standard reference for identifying countries with hyperinflation, published a working paper including Turkey in the list of hyperinflationary economies. Consequently, from 1 January 2022 onwards, the Group has been applying the provisions of the IAS 29 standard ("Financial Reporting in Hyperinflationary Economies") to the Group's Turkish subsidiaries. The financial statements include restatements for changes in the general purchasing power of the Turkish lira to the measuring unit current at the reporting date.

Adjustments are made to the non-monetary assets and liabilities (with biggest impacts in Rental fleet, and the Group Consolidated Reserves pertaining to the subsidiaries in Turkey). The carrying amounts of Rental fleet are adjusted to reflect the change in the consumer price index (CPI) during 2024. The Turkish consumer price index has been used to calculate the adjustments relating to the inflation.

The development of the CPI index in the current and previous reporting periods is as follows:

	12/2021	12/2022	12/2023	12/2024
Conversion coefficient	687.00	1,128.50	1,859.40	2,684.60
CPI Index (12 months)	36.08	64.27	64.77	44.38

The financial statements of the Turkish subsidiaries are based on a historic cost. Non-monetary items in the financial statements have been restated for the change in CPI from the date of their acquisition or initial recognition to the end of the reporting period.

Gains or losses on all subsequent hyperinflation adjustments, such as restatement of non-monetary assets and liabilities, restatement of income and expenses at transaction date and the counterpart of restatement all components of equity from the beginning of the period, are recognised in the income statement in "Unrealised gains and losses on financial instruments and other". An impairment loss will be recognised in the income statement if the restated amount of the book value of vehicles exceeds their estimated recoverable amount, and these are recognised in the income statement in "Leasing costs – depreciation". Restatement of all components of equity is recorded in the hyperinflation reserve which is reclassified to the translation reserves related to the Turkish subsidiaries upon consolidation. Reclassification is done on the basis of the economic interrelationship between the changes in exchange rates and inflation (*i.e.* as prices measured in hyperinflationary currency increase, their value against other currencies tends to decrease at a rate that reflects the excess of price inflation in the hyperinflationary currency compared to price inflation in other currencies).

All items in the statement of cash flows which relate to the Turkish subsidiaries are expressed in terms of the consumer price index at the end of the reporting period.

During 2023, the impact of the hyperinflation accounting on intercompany accounts has triggered inconsistencies between the reported amount by Turkey and the other group subsidiaries, mainly due to FX rates. This mismatch was presented as part of the currency translation adjustment position and had a total value of EUR 11.3 million. During 2024, this value plus an additional one of EUR 0.8 million, was reclassified from currency translation adjustment to profit of the period because of the change in the reporting process of the parent. In addition, the impact of hyperinflation in the intercompany profit or loss accounts is removed against the gains or losses from net monetary items.

Critical estimates, judgements and errors

The preparation of the financial statements requires the management of both the Group and its subsidiaries to use certain estimates and assumptions that may have an impact on the reported values of assets, liabilities and contingent liabilities at the reporting date and on items of income and expense for the period.

The estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances, the results of which form the basis of making the judgements about carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ significantly from these estimates if different assumptions or circumstances apply.

Significant judgements made by the management in applying the Group's accounting policies and the key sources of estimation uncertainty are disclosed in Note 4 Critical accounting estimates and judgements.

Change in presentation

Presentation of depreciation of rental fleet in the income statement

As part of the integration of LeasePlan and ALD, Ayvens Management also reviewed and updated the presentation of depreciation of rental fleet in the income statement.

From 31 December 2024, income statement caption "Used Car Sales result" has been renamed to "Used Car Sales result and depreciation adjustments". The contents of this caption now include an assessment of residual values and prospective depreciation adjustments of the rental fleet which were reclassified from the caption "Leasing costs – depreciation" in the "Leasing margin".

Residual value continues to be treated as an accounting estimate in accordance with IAS 8 and is revised as part of the Group residual values assessment process and in accordance with the Group policy. Revision of residual values is by nature an anticipation of future Used Car Sales results. The Leasing margin, which is based on contractually agreed terms, is now presented excluding these market related revisions and changes in the depreciation costs as they are not derived from changes to contractual activities and do not impact contractually agreed rental payments from our customers. This presentation provides more relevance and transparency and will improve stakeholders' understanding and evaluation of the financial performance of the Group as well as comparability with industry competitors.

Depreciation adjustments from purchase price allocations performed for the acquisition accounting and a release of previous depreciation adjustments for the vehicles sold in the current reporting period have now been moved from "Cost of cars sold" to a dedicated caption "Depreciation adjustments" within the same subtotal "Used Car Sales result and depreciation adjustments".

There has been a further reclassification of short-term rental fleet depreciation costs to "Cost of services revenues" which was erroneously included in "Leasing costs – depreciation" in 2023, in total amount of EUR 67.9 million.

Comparative period ending 31 December 2023 has been restated to reflect all the above changes. These restatements have no impact on the gross operating or Net income of the Group.

Impacts of all reclassifications to the Group's 2023 comparative amounts and changes in the presentation are disclosed below at the end of this section.

Segmentation

In 2024, management has decided to change the structure of the management oversight and monitoring, to reflect the change in responsibilities for the Group Regional Directors and Group Deputy CEOs after the Group restructuring following acquisition. The new management structure will now be governed by 4 regions (see allocation of countries below).

The organisation of the supporting functions (Finance, HR and Risk) were also aligned to the new regions.

The Group implemented this revised regional segmentation to align its internal management and reporting structure with its strategic priorities and evolving market presence and the synergies expected part of this new organisation. The four regions are considered as the operating segments as defined under IFRS 8.

Previously, the Group's operations were segmented into the following four regions:

- Western Europe: France, Germany, Netherlands, Belgium, Luxembourg, Italy, UK, Ireland, Spain, and Portugal;
- Central and Eastern Europe: Austria, Switzerland, Bulgaria, Czech Republic, Greece, Poland, Romania, Slovakia, Turkey, Ukraine, Croatia, Hungary, Serbia, Slovenia, Estonia, Latvia, Lithuania;
- Northern Europe: Denmark, Finland, Norway, and Sweden;
- South America, Africa, Asia and Rest of the World: Brazil, Chile, Colombia, Mexico, Peru, India, Malaysia, Algeria and UAE (not consolidated).

This structure has been replaced with a new regional segmentation:

- region 1: France, Portugal, Brazil, Chile, Colombia, Mexico, Peru, and Algeria;
- region 2: Bulgaria, Italy, UK, Ireland, Czech Republic, Greece, Poland, Romania, Slovakia, Turkey, Ukraine, Croatia, Hungary, Serbia, Slovenia, and UAE (not consolidated);
- region 3: Netherlands, Belgium, Denmark, Finland, Luxembourg, Norway, Estonia, Latvia, Lithuania, and Sweden;
- region 4: Austria, Germany, Switzerland, Spain, India, and Malaysia.

The segment information for the prior reporting period has been restated to align to the new regional segmentation.

Goodwill allocation

Following the restructuring of the Group's operating segments into four regions including how management views the various operations of the Group, the allocation of goodwill has been revised in alignment with the new regional segmentation.

Management decided that the goodwill will no longer be allocated at country level but at regional level. Therefore, historical goodwill has been reallocated to the 4 regions which correspond to the new groups of cash generating units.

For the LeasePlan goodwill, the Group used a relative value method based on the factors that have driven the valuation to allocate the goodwill to the aggregated CGUs.

Impairment testing for goodwill is now performed at the regional CGU level, reflecting the new segmentation. In terms of unit of account, the historic goodwill and the LeasePlan goodwill are tested as a whole, based on the region allocated. This level of unit of account, reflects the restructuring to one combined operating entity at regional level and the synergies achieved at regional level.

To ensure consistency with the new segment structure, comparative information on goodwill allocation has been restated. This restatement does not affect the total carrying amount of goodwill or previously reported financial results but reflects the updated allocation to the regional CGUs.

Goodwill allocation reported 2023	31 December 2023 Reported	New allocation
France	212.0	Region 1
Germany	35.2	Region 4
Germany (Fleetpool)	14.6	Region 4
Italy	50.2	Region 2
Spain	128.0	Region 4
UK	22.6	Region 2
Benelux	56.9	Region 3
Nordics Hub	18.3	Region 3
South Eastern Europe Hub	9.5	Region 2
North Eastern Europe Hub	1.4	Region 3
Central Europe Hub	31.5	Region 4
LeasePlan	1,548.1	
TOTAL	**2,128.3**	

Goodwill allocation restated 2023	31 December 2023 Restated
Country	212.0
LeasePlan	455.6
Region 1	**667.6**
Country	82.3
LeasePlan	355.6
Region 2	**437.9**
Country	76.6
LeasePlan	462.7
Region 3	**539.3**
Country	209.3
LeasePlan	274.2
Region 4	**483.5**
TOTAL	**2,128.3**

The 31 December 2023 reported Goodwill include for Germany Fleetpool and for LeasePlan the Goodwill after the PPA update and error correction, refer to further details in the paragraph "Errors" below.

Correction of errors

Historical motor finance commission payments

In the UK, it was common practice for intermediaries to introduce business to financing companies and to receive a commission in return.

On 28 January 2021, the Financial Conduct Authority (FCA) banned the practice of Discretionary Commissions Arrangements (DCAs) which were commonly used in connection with regulated credit agreements. Under DCAs, the credit broker increased the interest rate paid by the customer and kept some or all of the difference between the rate set by the lender and what the customer paid, as a commission from the lender to the credit broker.

Following the Financial Ombudsman Service (FOS) decision in favour of complainants against lenders and regarding the use of DCAs on 10 January 2024, the FCA announced their review into historic DCAs on 11 January 2024. The FCA announce of their review was after the end of financial year 2023 but before the financial statements for this reporting period had been issued.

In accordance with IAS 10, events after the reporting period which provide evidence of conditions that existed at the end of the reporting period are considered as adjusting events. As all conditions for the recognition of a provision under IAS 37 were met, a provision should have been booked at end of financial year 2023.

We therefore consider the omission of a provision for motor finance commissions from the 2023 financial statements a prior period error, as per the IAS 8 definition, for the Group. The Group recognised EUR 69.3 million provision, of which EUR 43.8 million related to the former LeasePlan UK and of which EUR 25.5 million related to ALD UK.

In addition a provision regarding consumer law breaches relating to certain products (Employee Car Ownership Scheme) have been recognised for the amount of EUR 24.5 million and other provisions for the amount of EUR 5.2 million, all related to the former LeasePlan UK.

The provisions relating to former LeasePlan UK were considered as a correction of error in the PPA and booked against the goodwill for an amount of of EUR 55.0 million and deferred tax for an amount of EUR 18.5 million.

The ALD UK provision of EUR 25.5 million has been charged to the cost of service revenues in the income statement of 2023. In addition a deferred tax has been recognised of EUR 6.4 million.

Following the ruling by the Court of Appeal in October 2024, the provision for motor finance commissions was increased to EUR 93 million, through Profit or Loss, to include car finance agreements involving non-discretionary commissions to cover for the extension of the scope.

Understated depreciation costs and further impairment

In the first semester of 2024, a computational error in calculating depreciation of the vehicles (short-term rentals) was discovered in the subsidiary Fleetpool. The error resulted in an understatement of depreciation costs recognised in the 2023 income statement and a corresponding overstatement of the Rental fleet.

Due to the error mentioned above and other risks that were present but not fully assessed or included in the future discounted cash flows used in the 2023 impairment test, the Group recognised a further impairment of the goodwill in Fleetpool for EUR 14.7 million, in addition to EUR 23.7 million impairment recognised in the income statement in 2023.

Both errors have been accounted for in equity with a restatement of the closing amounts of goodwill and Rental fleet as at 31 December 2023.

Following the correction of impairment of goodwill in 2023, the Group reperformed a goodwill impairment test for Fleetpool with an updated business plan. The test resulted in the same recoverable amount of the subsidiary, hence no additional impairment of goodwill is required in 2024. The Group has completed the integration of Fleetpool's operations and technology in August 2024, and Fleetpool is now part of Ayvens Germany.

In addition to the correction of the errors mentioned above, closing amounts of assets and liabilities as of 31 December 2023 were restated to reflect adjustments to the provisional allocations performed for the acquisition accounting.

Consolidated Balance Sheet Extract

(in EUR million)	Notes	31 December 2023 Reported	Fair value adjustments (PPA update) [1]	PPA update – amortisation and depreciation [1]	Prior period error correction	31 December 2023 Restated
Rental fleet	13	49,765.2	55.5	(19.7)	(9.9)	49,791.2
Goodwill	16	1,990.9	152.1	-	(14.7)	2,128.2
Other intangible assets	17	703.9	(58.0)	-	-	645.9
Investments in associates and jointly controlled entities	18	56.7	(23.3)	-	-	33.4
Deferred tax assets	12	314.5	44.7	5.1	6.4	370.8
Receivables from clients and financial institutions	22, 23	7,648.6	(13.5)	(1.1)	-	7,634.0
Other assets		9,781.2	-	-	-	9,781.2
TOTAL ASSETS		**70,261.1**	**157.5**	**(15.7)**	**(18.2)**	**70,384.8**
Deferred tax liabilities	12	1,294.9	9.3	-	(3.2)	1,301.1
Trade and other payables	33	6,034.7	72.0	-	-	6,106.7
Provisions	32	909.5	76.2	-	25.5	1,011.2
Other liabilities		50,670.3	-	-	-	50,670.3
TOTAL LIABILITIES		**58,909.5**	**157.6**	**-**	**22.3**	**59,089.3**
Equity		10,535.5	-	-	-	10,535.5
Net income 2023		816.2	0.1	(15.7)	(40.5)	760.2
TOTAL EQUITY		**11,351.7**	**0.1**	**(15.7)**	**(40.5)**	**11,295.7**

(1) See Note 2.1 for further details.

Consolidated Income Statement Extract

(In EUR million)	Notes	For the period ended 31 December 2023 as originally presented	PPA adjustments	Depreciation and goodwill impairment - Fleetpool	Prior period error correction	Change in presentation	Short-term rental fleet depreciation reclassification	For the period ended 31 December 2023 Restated
Leasing revenues	8a, 8d	8,033.7	(1.1)					8,032.6
Leasing costs - depreciation	8a	(5,685.7)				(553.2)	67.9	(6,171.0)
Leasing costs - financing	8a	(1,044.7)						(1,044.7)
Unrealised gains/losses on financial instruments and other		(41.4)						(41.4)
Leasing margin		**1,261.9**	**(1.1)**	**-**	**-**	**(553.2)**	**67.9**	**775.5**
Services revenues	8b, 8d	4,391.2						4,391.2
Cost of services revenues	8b	(3,037.0)		(9.9)	(25.5)		(67.9)	(3,140.4)
Services margin		**1,354.2**	**-**	**(9.9)**	**(25.5)**	**-**	**(67.9)**	**1,250.9**
Proceeds of cars sold	8c, 8d	6,458.8						6,458.8
Cost of cars sold	8c	(6,109.3)	(19.7)			748.6		(5,380.3)
Depreciation costs adjustments	8c	-				(195.4)		(195.4)
Used car sales result and depreciation adjustments		**349.5**	**(19.7)**			**553.2**		**883.1**
GROSS OPERATING INCOME		**2,965.6**	**(20.8)**	**(9.9)**	**(25.5)**	**-**	**-**	**2,909.5**
Staff expenses		(936.1)						(936.1)
General and administrative expenses		(519.5)						(519.5)
Depreciation and amortisation		(136.0)						(136.0)
Total operating expenses		**(1,591.6)**						**(1,591.6)**
Impairment charges on receivables		(70.7)						(70.7)
Other income/(expense)		(14.0)		(14.7)				(28.7)
OPERATING RESULT		**1,289.3**	**(20.8)**	**(24.6)**	**(25.5)**		**-**	**1,218.5**
Share of profit of associates and jointly controlled entities		6.4						6.4
Profit before tax		**1,295.7**	**(20.8)**	**(24.6)**	**(25.5)**			**1,224.9**
Income tax expense	12	(374.0)	5.0	3.2	6.4			(359.4)
Profit for the period from continuing operations		**921.7**	**(15.8)**	**(21.4)**	**(19.1)**			**865.5**
Loss after tax for the period from discontinued operations		(77.6)						(77.6)
NET INCOME		**844.1**	**(15.8)**	**(21.4)**	**(19.1)**	**-**	**-**	**787.9**

Changes in scope of consolidation

At 31 December 2024, all companies are fully consolidated, except three companies accounted for using the equity method. For more details, please refer to Note 18, Investments in associates and jointly controlled entities. Changes in the scope of consolidation compared to 31 December 2023 are as follows:

- On 26 February 2024, the Group has completed the sale of its subsidiary LeasePlan Russia to Expo Capital Liz, a local company active in the automotive and leasing sector. The sale of LeasePlan Russia, representing a funded fleet of 3,500 vehicles, has received clearance from the relevant Russian regulatory authorities.
- In December 2024 the stake of 35% in associate ALD Automotive SA Maroc has been derecognised.

3.2 Changes in accounting policies and disclosures

New and amended standards and Interpretations applicable as 1 January 2024

The Group has adopted the following new standards, amendments and interpretations to published standards for the first time for the financial year starting on 1 January 2024:

Accounting standards, amendments or Interpretations	Adoption dates by The European Union
Classification of Liabilities as Current or Non-current – Amendments to IAS 1	1 January 2024
Lease Liability in a Sale and Leaseback – Amendments to IFRS 16	1 January 2024
Supplier Finance Arrangements – Amendments to IAS 7 and IFRS 7	1 January 2024

The amendments listed above did not have any impact on the amounts recognised in prior periods and are not expected to significantly affect the current or future periods.

Standards and interpretations adopted by IASB but not yet applicable at 31 December 2024

IASB publishes accounting standards, amendments and interpretations, some of which have not been adopted by the European Union as at 31 December 2024. They are required to be applied from annual periods beginning on 1 January 2025 at the earliest or on the date of their adoption by the European Union. They were therefore not applied by the Group as at 31 December 2024. These amendments are not expected to have a material impact on the entity in the current or future reporting periods and on foreseeable future transactions.

IFRS 18, "Presentation and disclosure in financial statements"

In April 2024, the IASB issued a new Standard, IFRS 18, Presentation and Disclosure in Financial statements, which replaces IAS 1, Presentation of Financial Statements. The new Standard carries forward many requirements from IAS 1 unchanged. IFRS 18 is the culmination of the IASB's Primary Financial Statements project and introduces three sets of new requirements to improve companies' reporting of financial performance and give investors a better basis for analysing and comparing companies:

- improved comparability in the statement of profit or loss (income statement);
- enhanced transparency of management-defined performance measures;
- more useful grouping of information in the financial statements.

IFRS 18 is effective for annual reporting periods beginning on or after 1 January 2027, with earlier application permitted. The Group is currently assessing the impact on its consolidated financial statements.

Amendments to IAS 21, "Lack of exchangeability"

In August 2023, the IASB issued amendments to IAS 21. The amendments specify when a currency is exchangeable into another currency and when it is not, and how an entity determines the exchange rate to apply when a currency is not exchangeable. The amendments also require additional information to be disclosed when a currency is not exchangeable. The amendments are effective for annual periods beginning on or after 1 January 2025. The Group does not anticipate that the application of these amendments will have a significant effect on the future consolidated financial statements.

Amendments to IFRS 9 and IFRS 7, "Classification and Measurement of Financial Instruments"

The International Accounting Standards Board (IASB) has issued "Amendments to the Classification and Measurement of Financial Instruments (Amendments to IFRS 9 and IFRS 7)". The amendments to IFRS 9 include guidance on the classification of financial assets, including those with contingent features which can be ESG-linked features or other types of contingent features. As a result of amendments to IFRS 7 companies will be required to provide additional disclosures on financial assets and financial liabilities that have certain contingent features. The amendments are effective for reporting periods beginning on or after 1 January 2026. These amendments are not expected to have an impact on the Group's consolidated financial statements since there are currently no financial assets with ESG-linked features or other contingent features. As this might change in the future the Group will monitor new financial assets for such features.

Amendments, "Annual Improvements Volume 11"

The International Accounting Standards Board (IASB) has issued Annual Improvements Volume 11'. Annual improvements provide a mechanism for the IASB to efficiently issue a collection of minor amendments to the Accounting Standards. In accordance with the IASB's due process as described in the IFRS Foundation Due Process Handbook, annual improvements are limited to changes that either clarify the wording in an Accounting Standard or correct relatively minor unintended consequences, oversights or conflicts between the requirements in the Accounting Standards. The amendments are effective for reporting periods beginning on or after 1 January 2026. Given the nature of the changes, the Group does not expect these changes to have a material impact on its future consolidated statements.

3.3 Consolidation

The consolidated financial statements incorporate the financial statements of the Company and its subsidiaries as listed in Note 41. Changes to the entities consolidated in the year ended 31 December 2024 are explained in Note 3.1.

Subsidiaries

Subsidiaries are all entities which the Group controls. The Group controls an entity when the Group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. Subsidiaries are consolidated from the date on which control is transferred to the Group. They are deconsolidated from the date that control ceases.

Inter-company transactions, balances and unrealised gains on transactions between Group companies are eliminated. Unrealised losses are also eliminated. When necessary, amounts reported by subsidiaries have been adjusted to conform to the Group's accounting policies.

For non-wholly owned subsidiaries, non-controlling interests are presented in equity separately from the equity attributable to shareholders of the Group. Profit or loss and other comprehensive income are attributed to the shareholders of the Group and to non-controlling interests even if this results in the non-controlling interests having a deficit balance. Changes in ownership interest in subsidiaries that do not result in a change in control are accounted for in equity. The carrying amounts of the controlling and non-controlling interests are adjusted to reflect the changes in their relative interests in the subsidiary. Any difference between the amount by which the non-controlling interest is adjusted and the fair value of the consideration paid or received is recorded directly in equity and attributed to the shareholders of the Group.

Business combinations and disposals

The Group applies the acquisition method to account for business combinations.

The consideration transferred for the acquisition of a subsidiary is the fair values of the assets transferred, the liabilities incurred to the former owners of the Group acquired and the equity interests issued by the Group. The consideration transferred includes the fair value of any asset or liability resulting from a contingent consideration arrangement. Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are measured initially at their fair values at the acquisition date in accordance with IFRS 3. The Group recognises any non-controlling interest in the company acquired on an acquisition-by-acquisition basis, either at fair value or at the non-controlling interest's proportionate share of the recognised amounts of acquiree's identifiable net assets.

Acquisition-related costs are expensed as incurred.

Associates

Associates are investments over which the Group has significant influence, which is the power to participate in the financial and operating policy decisions of the investee, but without the ability to exercise control or joint control. Typically, the Group owns between 20% and 50% of the voting equity of its associates.

The Group accounts for its investment in associates using the equity method. The Group's share of profits or losses of associates is recognised in the consolidated statement of income and its share of other comprehensive income (loss) of associates is included in other comprehensive income.

Unrealised gains on transactions between the Group and an associate are eliminated to the extent of the Group's interest in the associate. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred. Dilution gains and losses arising from changes in interests in investments in associates are recognised in the consolidated statement of income.

Joint arrangements

Joint arrangements are arrangements in which the Group shares joint control with one or more parties. Joint control is the contractually agreed sharing of control of an arrangement, and exists only when decisions about the activities that significantly affect the arrangement's returns require the unanimous consent of the parties sharing control.

Judgement is required in determining this classification through an evaluation of the facts and circumstances arising from each individual arrangement. Joint arrangements are classified as either joint operations or joint ventures based on the rights and obligations of the parties to the arrangement. In joint operations, the parties have rights to the assets and obligations for the liabilities relating to the arrangement, whereas in joint ventures, the parties have rights to the net assets of the arrangement. The Group has assessed the nature of its joint arrangements and determined them to be joint ventures.

Investments in joint ventures are accounted for using the equity method of accounting except when classified as held for sale. The Group's share of associates' and joint ventures' Net income is based on their most recent audited financial statements or unaudited interim statements drawn up to the Group's balance sheet date. Accounting policies of the joint ventures are modified where necessary to ensure consistency with the policies adopted by the Group.

The total carrying values of investments in joint ventures represent the cost of each investment including the carrying value of goodwill, the share of post-acquisition retained earnings, any other movements in reserves and any long-term debt interests which in substance form part of the Group's net investment, less any cumulative impairments. The carrying values of associates and joint ventures are reviewed on a regular basis and if there is objective evidence that an impairment in value has occurred as a result of one or more events during the period, the investment is impaired. Investments which have been previously impaired are regularly reviewed for indicators of impairment reversal.

The Group's share of an associate's or joint venture's losses in excess of its interest in that associate or joint venture is not recognised unless the Group has an obligation to fund such losses. Unrealised gains arising from transactions with associates and joint ventures are eliminated against the investment to the extent of the Group's interest in the investee. Unrealised losses are eliminated in the same way, but only to the extent that there is no evidence of impairment.

Special purpose companies

Special purpose companies are companies created to accomplish a narrow and well-defined objective, such as the securitisation of leased assets. Details of our asset-backed securitisation programme are described in Note 29 that involve the sale of future lease receivables and related residual value receivables to special purpose companies.

The financial statements of special purpose companies are included in the Group's consolidated financial statements where the substance of the relationship is that the Group continues to be exposed to risks and rewards from the securitised leased assets. The Group uses various legal entities, which have been incorporated specifically for the Group's securitisation transactions. These companies are consolidated in the financial statements of the Group based on the substance of the relationship.

3.4 Summary of significant accounting policies

3.4.1 Foreign currency translation

Functional and presentation currency

Items included in the financial statements of each of the Group's entities are measured using the currency of the primary economic environment in which the entity operates ("the functional currency"). The consolidated financial statements are presented in millions of euros, which is the Group's presentation currency and it has been rounded to the nearest million, unless otherwise indicated. In certain cases, rounding may cause non-material discrepancies in the lines and columns showing totals.

Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at year-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in the income statement, except when deferred in other comprehensive income as qualifying cash flow hedges and qualifying net investment hedges. Foreign exchange gains and losses that relate to borrowings and cash and cash equivalents are presented in the income statement within "Interest income or charges". All other foreign exchange gains and losses are presented in the income statement also within "Leasing margin".

Group companies

The results and financial position of all the Group entities (apart from those that operate in a hyperinflationary economy) that have a functional currency different from the presentation currency are translated into the presentation currency as follows:

- assets and liabilities for each balance sheet presented are translated at the closing rate at the date of that balance sheet;
- income and expenses for each income statement are translated at weighted-average annual exchange rates (unless this average is not a reasonable approximation of the cumulative effect of the rates prevailing on the transaction dates, in which case income and expenses are translated at the rate on the dates of the transactions); and
- all resulting exchange differences are recognised in other comprehensive income.

Exchange differences on foreign currency balances with foreign operations for which settlement is neither planned nor likely to occur in the foreseeable future, and therefore form part of the Group's net investment in these foreign operations, are offset in the cumulative translation adjustment reserve. Cumulative translation differences are recycled from equity and recognised as income or expense on disposal of the operation to which they relate.

Fair value adjustments arising on the acquisition of a foreign entity are treated as assets and liabilities of the foreign entity and translated at the closing rate. Exchange differences arising are recognised in comprehensive income.

The accounts of the subsidiary in Turkey, which operates in a hyperinflationary economy, have been translated wholly at the closing rate, as per the requirements of IAS 29.

The main exchange rates used in the consolidated financial statements for the years ended 31 December 2024 and 31 December 2023 are based on Paris stock exchange rates and are as follows:

	31 December 2024		31 December 2023	
	Period-end Rate	**Average Rate**	**Period-end Rate**	**Average Rate**
EUR/UK Pound	0.8292	0.8466	0.8691	0.8699
EUR/Turkish Lira	36.7372	35.5649	32.6531	32.6531
EUR/Brazilian Real	6.4253	5.8268	5.3618	5.4016
EUR/Czech Koruna	25.1850	25.1194	24.7240	24.0006
EUR/Swedish Krona	11.4590	11.4307	11.0960	11.4728
EUR/Norwegian Krone	11.7950	11.6268	11.2405	11.4243
EUR/Danish Krone	7.4578	7.4589	7.4529	7.4510

3.4.2 Dividends

Ordinary shares are classified as equity. Dividends are recognised as a liability in the balance sheet after approval of the profit distribution by the shareholders.

The proceeds of the issue of AT1 capital securities are available to the Group in perpetuity and are undated, deeply subordinated, resettable and callable. As the payment of distributions is wholly discretionary, the proceeds received and interest coupon paid on these securities are recognised in equity. As there is no formal obligation to reimburse the principal amount or to pay interest, the capital securities are recognised as equity and the distributions paid on these instruments, as well as the transaction costs related to the issuance of the capital securities, are recognised directly in equity.

3.4.3 Lease operations

As a lessor the Group is required to determine at the inception of each lease contract whether the lease arrangement is an operating lease or finance lease. This assessment considers the substance of the transaction rather than the form of the contract and classification is based on the extent to which the lease transfers the risks and rewards incidental to ownership of the underlying asset. A lease is classified as a finance lease if it transfers substantially all the risks and rewards from ownership of an asset. Conversely, an operating lease is a lease that does not transfer substantially all the risks and rewards from the ownership of an asset.

Various criteria are used to determine the lease classification of which the three most important are:

- whether the lease term is for the major part of the economic life of the asset;
- whether the present value of minimum lease payments amounts to at least substantially all of the fair value of the asset; and
- whether the lease transfers ownership of the vehicle to the lessee by the end of the lease term or if it is reasonably certain that the lessee will exercise the purchase option.

Operating lease

The Group as a lessor presents the assets subject to operating leases under “Rental fleet” in the balance sheet and mainly includes vehicles under operating leases, vehicles under short term rental contracts (less than 1 year) and available for rental vehicles.

The Group leases assets to its customers for durations that normally range between three to five years. In almost all cases, the leased assets are returned to the Group at the end of the contract term. In case of early termination in most of the cases there will be a settlement invoice considering amendments. Under the operating lease classification, the customers are offered various products that have different contractual terms, but where ultimately the risks and rewards incidental to ownership are retained by the Group. A customer may be entitled to receive a portion of the net positive result from factors that have resulted in the vehicle being above its expected residual value and/or better RMT results at the end of the lease. However, any negative result risk will still be borne by the Group.

Monthly fixed operating lease fees charged to the customer for the use of the vehicle over the duration of the contract period can comprise various components each having its own revenue recognition. Any unpaid lessee receivables are recorded in the balance sheet as “Lease receivables from customers”. See the Revenue recognition policy in Note 3.4.20 for more details.

Measurement

Assets under Operating lease and Rental fleet are measured at cost less accumulated depreciation and impairment losses. The cost of the operating lease cars comprises their purchase price and any incremental and directly attributable costs of bringing the assets held for use in operating leases to working condition for its intended use (*e.g.* smart phone integration, anti-theft devices, etc.). Import duties and non-refundable purchase taxes are included in the purchase price and any trade discounts are deducted when calculating the purchase price. Incremental direct costs may include commissions, legal fees and delivery cost where material. Furthermore, lease incentives and volume bonuses are also taken into account and depreciated over the expected lease term. The carrying amount of the Operating lease portfolio is presented in the category “Rental fleet” on the balance sheet.

The operating lease and other leased car assets are depreciated on a straight-line basis over the estimated useful life (normally the contract period for operating leases) to their estimated residual value. The residual value and the useful life of the leased assets are reviewed at least at each financial year-end and, if expectations differ from previous estimates, the changes are accounted for prospectively as a change in accounting estimate (so-called prospective depreciation). Depreciation is recognised in the income statement as part of the “Lease margin” or “Used car sales” result for depreciation adjustments in relation to any prospective depreciation adjustments.

Depreciation is not applied to new vehicles available for lease when these vehicles are not in the condition to be leased to customers. This often applies to vehicles bought for signed lease contracts or vehicles bought with the intention to lease that are temporary stored and not ready to be used.

For the impairment accounting policy refer to Note 4.3 Impairment of rental fleet. Upon termination of the lease or rental contract the relevant assets are reclassified to the caption “Inventories” at their carrying amount if the intention is to sell the used car or remain within “Rental fleet” if the intention is to lease the vehicle for another term.

Finance lease

Finance leases are recognised in the balance sheet at an amount equal to the present value of the minimum lease payments and the unguaranteed residual value, after deduction of provisions deemed necessary in respect of bad and doubtful debts and any accumulated impairment losses. Initial direct costs and down-payments that are not refundable security deposits are included in the initial measurement of the finance lease receivables. The assets are presented within the category “Lease receivables from customers” on the balance sheet (See Note 22 for further details).

The finance lease instalments can comprise various components each having its own revenue recognition. Both invoiced but unpaid amounts and unearned amounts for finance leases are recorded in the balance sheet line as “Lease receivables from customers”. See the Revenue recognition policy in note 3.4.20 for more details.

Fleet Management services

These services include arranging for vehicle delivery and administration of the title and registration process, as well as tax and insurance requirements, ensuring maintenance of the vehicle, pursuing warranty claims, providing fleet policy analysis and recommendations, benchmarking, and providing vehicle recommendations. Vehicles classified under this category are featured within the Off-Balance Sheet fleet and their related revenue is recognised within the Services revenue line.

3.4.4 Property and equipment

Other property and equipment

Other property and equipment are measured at cost less accumulated depreciation and accumulated impairment losses. Cost includes expenditures that are directly attributable to the acquisition of the asset. Subsequent expenditure on property and equipment is recognised in the carrying amount of the item only when it increases the future economic benefits embodied in the specific asset to which it relates, and its costs can be measured reliably. All other expenditure, including repairs and maintenance costs, are charged to the income statement during the period in which they are incurred.

Land is not depreciated. Depreciation on other assets is calculated using the straight-line method to allocate their cost to their residual values over their estimated useful lives, as follows:

- property: 20-50 years;
- IT equipment: 3-5 years;
- machinery and garage equipment: 5-10 years;
- furniture and fixtures and office equipment: 3-10 years;
- company cars: 3-5 years;
- leasehold improvement: remaining leasehold term.

When parts of an item of other property and equipment have different useful lives, they are accounted for as separate items (major components). The carrying amount of a replaced part is derecognised when replaced. Residual values, method of depreciation and useful lives of the assets are reviewed annually and adjusted if appropriate. In case of an indicator that an impairment could exist, an asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount.

3.4.5 Right-of-use assets and lease liabilities

Lease term

The lease period to be applied in determining the rental payments to be discounted will match the non- cancellable period of the lease adjusted for:

- options to extend the contract that the lessee is reasonably certain to exercise;
- and early termination options that the lessee is reasonably certain to exercise.

The measurement of the reasonable certainty of exercising or not exercising the extension or early termination options takes into account all the facts and circumstances that may create an economic incentive to exercise or not to exercise these options.

Right-of-use assets

The Group recognises right-of-use assets at the commencement date of the lease (*i.e.* the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of the corresponding lease liability recognised, adjusted for any lease payments made at or before the lease commencement date, plus any initial direct costs incurred and an estimate of costs for dismantling, removing, or restoring the underlying asset and less any lease incentives received.

The right-of-use assets are depreciated over the lease term, defined as the non-cancellable period for which the lessee has the right to use an underlying asset including optional periods when an entity is reasonably certain to exercise an option to extend (or not to terminate) a lease. Depreciation expense is recorded in Depreciation and amortisation in the income statement.

Lease liabilities

At the commencement date of the lease, the Group recognises lease liabilities measured at the present value of the expected future lease payments, calculated using the Group's incremental borrowing rate, adjusted to reflect the length of the lease and country of location.

Lease payments included in the lease liability consist of each of the following:

- fixed payments, including in-substance fixed payments;
- payments whose variability is dependent only upon an index or a rate, measured initially using the index or rate at the lease commencement date. The lease liability is revalued when there is a change in future lease payments arising from a change in an index or rate;
- any amounts expected to be payable under a guarantee of residual value; and
- the exercise price of a purchase option that the Group is reasonably certain to exercise, the lease payments after the date of a renewal option if the Group is reasonably certain to exercise its option to renew the lease, and penalties for exiting a lease agreement unless the Group is reasonably certain not to exit the lease early.

Variable leasing costs (other than those referred to above and including those linked to usage) and the costs of non-lease components are not included in the lease liability and are charged to Leasing costs as incurred.

The lease liability is measured at amortised cost using the effective interest method. It is remeasured when there is a change to the forecast lease payments or change in lease term. When the lease liability is remeasured, an adjustment is made to the corresponding right-of-use asset.

Short-term leases and low-value assets

Leases with a term of less than or equal to 12 months or those with asset value of less than Euro 5,000 are not recognised in the balance sheet. The Group recognises payments for these leases as an expense on a straight-line basis over the lease term within "General and administrative expenses".

Income taxes

Deferred tax will be recorded based on the amount of taxable and deductible temporary differences. Generally, on the date of the initial recording of the right-of-use and the lease liability, no deferred tax is recorded as the asset value is equal to the liability value. The net temporary differences that may result from subsequent changes in the right-to-use and lease liability will result in the recognition of deferred tax.

Further details are provided in Note 15 Right-of-use assets and lease liabilities.

3.4.6 Intangible assets

Goodwill

Goodwill arises on the acquisition of subsidiaries, associates and joint ventures and represents the excess of the consideration transferred over the Group's interest in the net fair value of the net identifiable assets, liabilities and contingent liabilities of the acquirer. Goodwill is measured at cost less any accumulated impairment losses. When the excess is negative (negative goodwill), it is recognised immediately in the statement of income.

For the purpose of impairment testing, goodwill acquired in a business combination is allocated to each of the cash-generating units ("CGUs"), or groups of CGUs, which is expected to benefit from the synergies of the combination. Each unit or group of units to which the goodwill is allocated represents the lowest level within the entity at which the goodwill is monitored for internal management purposes.

Goodwill is monitored at an aggregated level ("regions") as internal management reporting is organised to measure performance (and prepare business plans) at a higher level (group of CGUs). The Group identified the 4 following regions:

- region 1: France, Portugal, Brazil, Chile, Colombia, Mexico, Peru, and Algeria;
- region 2: Bulgaria, Italy, UK, Ireland, Czech Republic, Greece, Poland, Romania, Slovakia, Turkey, Ukraine, Croatia, Hungary, Serbia, Slovenia, and UAE (not consolidated);
- region 3: Netherlands, Belgium, Denmark, Finland, Luxembourg, Norway, Estonia, Latvia, Lithuania, and Sweden;
- region 4: Austria, Germany, Switzerland, Spain, India, and Malaysia.

Goodwill impairment reviews are undertaken annually or more frequently if events or changes in circumstances indicate a potential impairment. The carrying value of goodwill is compared to the recoverable amount, which is the higher of value in use and the fair value less costs to sell. Any impairment is recognised immediately as an expense and is not subsequently reversed.

Further details are provided in Note 16 Goodwill.

Software intangible assets

Internal software development costs are capitalised during the application development stage. The costs capitalised relate to external direct costs of materials and services and employee costs related to the time spent on the project during the capitalisation period. Capitalised software is evaluated for impairment annually or when changing circumstances indicate that amounts capitalised may be impaired. Impaired items are written down to their estimated fair values at the date of evaluation.

Internally developed software is normally depreciated over its useful life, generally 3 to 5 years; however, in some instances this can be longer.

3.4.7 Impairment of non-financial assets

Assets that have an indefinite useful life – for example, goodwill or some intangible assets – are not subject to amortisation and are tested annually for impairment. Assets that are subject to amortisation are reviewed for impairment when there is an indication that the asset may be impaired. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs to sell and value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash flows (cash-generating units). Non-financial assets other than goodwill, that suffered impairment, are reviewed for possible reversal of the impairment at each reporting date.

Further details of Rental fleet impairment, refer to Note 4.3 "Impairment of Rental fleet".

3.4.8 Non-current assets (or disposal groups) held for sale and discontinued operations

The Group classifies non-current assets and disposal groups as held for sale if their carrying amounts will be recovered principally through a sale transaction rather than through continued use. Non-current assets and disposal groups classified as held for sale are measured at the lower of their carrying amount and fair value less costs to sell. Costs to sell are the incremental costs directly attributable to the disposal of an asset (disposal group), excluding finance costs and income tax expense.

The criteria for held for sale classification is regarded as met only when the sale is highly probable and the asset or disposal groups is available for immediate sale in its present condition. Actions required to complete the sale should indicate that it is unlikely that significant changes to the sale will be made or that the decision to sell will be withdrawn. Management must be committed to the plan to sell the asset and the sale expected to be completed within one year from the date of the classification.

Property, plant and equipment and intangible assets are not depreciated or amortised once classified as held for sale.

Assets and liabilities classified as held for sale are presented separately as current items in the consolidated balance sheet.

A disposal group qualifies as discontinued operation if it is a component of an entity that either has been disposed of, or is classified as held for sale, and:

- represents a separate major line of business or geographical area of operations;
- is part of a single coordinated plan to dispose of a separate major line of business or geographical area of operations; or
- is a subsidiary acquired exclusively with a view to resale.

The results of discontinued operations are presented separately in the income statement.

Additional disclosures relating to the Group's Discontinued Operations are provided in Note 7.

3.4.9 Financial instruments

Classification

The Group classifies its financial assets in the following measurement categories:

- those to be measured subsequently at fair value through profit or loss (FVTPL);
- those to be measured subsequently at fair value through other comprehensive income (FVOCI); and
- those to be measured at amortised cost.

The classification depends on the entity's business model for managing the financial assets and the contractual terms of the cash flows. For assets measured at fair value, gains and losses will either be recorded in consolidated income statement or Other Comprehensive Income (OCI). For investments in equity instruments that are not held for trading, this will depend on whether the Group has made an irrevocable election at the time of initial recognition to account for the equity investment at fair value through other comprehensive income (FVOCI). The derivative financial instruments will be classified as subsequently measured at fair value through profit or loss.

The Group has not elected to irrevocably designate any financial liability for FVTPL so all financial liabilities are measured at amortised cost unless they are held for trading, in which case the financial liability will be at FVTPL. Financial liabilities at FVTPL currently only include derivative financial instruments in the Group's financial statements (refer to derivatives policy and Note 3.4.10).

Recognition and measurement

Regular way purchases and sales of financial assets are recognised on the balance sheet:

- as at the settlement/delivery date for securities;
- as at the trade date for derivatives; and
- as at the disbursement date for loans.

A financial liability is recognised when the Group becomes party to a contractual obligation to deliver cash or another financial instrument to another entity.

Financial assets are derecognised when the rights to receive cash flows from the financial assets have expired or have been transferred and the Group has transferred substantially all the risks and rewards of ownership. Financial liabilities are derecognised if the Group's obligations specified in the contract expire or are discharged or cancelled.

Offsetting

Financial assets and liabilities are offset, and the net amount is presented in the balance sheet when the Group has a legal right to offset the amounts and intends either to settle on a net basis or to realise the asset and liability simultaneously. Income and expenses are presented on a net basis only when permitted by IFRS.

Measurement

At initial recognition, the Group measures a financial asset or financial liability at its fair value plus or less, in the case of a financial asset not at fair value through profit or loss (FVPL), transaction costs that are directly attributable to the acquisition of the financial asset or financial liability. Transaction costs of financial instruments carried at FVTPL are expensed in the consolidated income statement.

Financial asset debt instruments

Subsequent measurement of debt instruments depends on the Group's business model for managing the asset and the cash flow characteristics of the asset. There are three measurement categories into which the Group classifies its debt instruments:

- amortised cost: assets that are held for collection of contractual cash flows, where those cashflows represent solely payments of principal and interest, are measured at amortised cost less any impairment losses. Interest income from these financial assets is included in "leasing costs – financing" using the effective interest rate method. Transaction costs (including qualifying fees and commissions) are part of the amortised cost. Any gain or loss arising on derecognition is recognised directly in the income statement in "leasing costs – financing". Impairment losses are presented as separate line item in the income statement;
- FVOCI: assets that are held for collection of contractual cash flows and for selling the financial assets, where the assets' cash flows represent solely payments of principal and interest, are measured at FVOCI. Movements in the carrying amount are taken through OCI, except for the recognition of impairment gains or losses, interest income and foreign exchange gains and losses, which are recognised in the income statement. When the financial asset is derecognised, the cumulative gain or loss previously recognised in OCI is reclassified from equity to the income statement and recognised in "unrealised gains/losses on financial instruments and other". Interest income from these financial assets is included in finance income using the effective interest rate method. Foreign exchange gains and losses are presented in "unrealised gains/losses on financial instruments and other", and impairment expenses are presented as separate line item in the income statement; and
- FVTPL: assets that do not meet the criteria for amortised cost or FVOCI are measured at FVTPL. A gain or loss on a debt investment that is subsequently measured at FVTPL is recognised in profit or loss and presented net within "other income/(expenses)" in the period in which it arises.

Financial asset equity instruments

The Group subsequently measures all equity investments at fair value. Where the Group's management has elected to present fair value gains and losses on equity investments in OCI, there is no subsequent reclassification of fair value gains and losses to the income statement following the derecognition of the investment. Dividends from such investments continue to be recognised in the income statement as other income when the Group's right to receive payments is established.

Changes in the fair value of financial assets at FVPL are recognised in "other income/(expenses)" in the income statement as applicable.

Financial liabilities at amortised cost

Borrowings and other financial liabilities, including debt securities issued and other borrowings, are initially measured at fair value, net of transaction costs. Borrowings and other financial liabilities are subsequently measured at amortised cost using the effective interest method, with interest expense recognised on an effective yield basis. The effective interest method is a method of calculating the amortised cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments through the expected life of the financial liability, or, where appropriate, a shorter period. Transaction costs are included in amortised cost using the effective interest method.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the effective interest rate (EIR). The EIR amortisation is included as finance costs in the income. For more information, refer to Note 29 Borrowings from financial institutions, bonds and notes issued.

Fair value estimation

The Group measures financial instruments, such as derivatives, at fair value at each balance sheet date. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- in the principal market for the asset or liability; or
- in the absence of a principal market, in the most advantageous market for the asset or liability.

The principal or the most advantageous market must be accessible to the Group.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest. The Group uses valuation techniques that are appropriate in the circumstances and for which sufficient data is available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level of input that is significant to the fair value measurement as a whole.

The fair value of assets and liabilities is presented according to a fair value hierarchy that reflects the level of observability of the data used to make the valuations. The fair value hierarchy consists of the following levels:

- level 1 – Instruments valued using (unadjusted) quoted prices in active markets for identical assets or liabilities;
- level 2 – Instruments valued using data other than quoted prices referred to in level 1, which are observable for the asset or liability concerned, either directly or indirectly (*i.e.* data derived from process); and
- level 3 – Instruments for which a significant part of the data used for valuation is not based on observable market data (so-called non observable data).

For assets and liabilities that are recognised in the financial statements on a recurring basis, the Group determines whether transfers have occurred between levels in the hierarchy by re-assessing categorisation (based on the lowest level of input that is significant to the fair value measurement as a whole) at the end of each reporting period.

3.4.10 Derivative financial instruments and hedging activities

In order to hedge its exposure to foreign exchange and interest rate, the Group enters into forward, option and swap contracts. None of these contracts meet the own use exemption in IFRS 9 and are accounted for as derivatives. Derivatives are financial instruments, of which the value changes in response to underlying variables. Derivative instruments are used as part of the overall strategy to manage exposure to market risks primarily associated with fluctuations in interest rates and foreign exchange rates through interest rate and currency swaps respectively. As a matter of policy, derivatives are not used for speculative purposes. The Group documents at the inception of the transaction the relationship between hedging instruments and hedged items, as well as its risk management objectives and strategy for undertaking various hedging transactions. The Group also documents its assessment, both at hedge inception and on an ongoing basis, of whether the derivatives that are used in hedging transactions are highly effective in offsetting changes in fair values or cash flows of hedged items.

Derivatives are initially recognised at fair value on the date a derivative contract is entered into (trade date) and are subsequently re-measured at their fair value. The method of recognising the resulting gain or loss depends on whether the derivative is designated as a hedging instrument, and if so, the nature of the item being hedged. The fair value of cross currency and interest rate swaps is the estimated amount that the Group would receive to sell an asset or pay to transfer a liability in an orderly transaction between market participants at the measurement date. The fair values of not-actively traded instruments are calculated using a generally accepted discounted cash flow method, while considering relevant market observable data such as quoted forward prices and interest rates. As a result of having collateral agreements in place for certain of its derivative counterparts, the requirement to reflect other observable market inputs such as CVA, DVA and FVA is eliminated for discounting purposes. The fair values of various derivative instruments used for hedging purposes are disclosed in Note 26. Movements on the hedging reserve in other comprehensive income are shown in consolidated statement of changes in equity. The fair value of a hedging derivative is classified as a non-current asset or liability when the remaining hedged item is more than 12 months and as a current asset or liability when the remaining maturity of the hedged item is less than 12 months.

Changes in the fair value of derivative financial instruments that are designated and effective as hedges of future cash flows (cash flow hedges) are recognised directly in equity through Other Comprehensive Income. The gain or loss relating to the ineffective portion is recognised immediately in the income statement within “unrealised gains/losses on financial instruments”. If the cash flow hedge of a firm commitment or future transaction results in the recognition of a non-financial asset or liability, then, at the time the asset or liability is recognised, the associated gains or losses on the derivative that had previously been recognised in equity are included in the initial measurement of the asset or liability. For hedges that do not result in the recognition of a non-financial asset or liability, including the effective portion of interest rate swaps hedging variable rate borrowings, amounts deferred in equity are recognised in the income statement in the same period in which the hedged item affects profit or loss.

The Group only applies fair value hedge accounting for hedging fixed interest risk on borrowings. For an effective hedge of an exposure to changes in fair value, the hedged item is adjusted for changes in fair value attributable to the risk being hedged. The corresponding entry and gains or losses arising from remeasuring the associated derivative are recognised in the income statement within “unrealised gains/losses on financial instruments”. Hedge effectiveness is determined at the inception of the hedge relationship, and through periodic prospective effectiveness assessments to ensure that an economic relationship exists between the hedged item and hedging instrument. The Group’s material hedging instruments are interest rate swaps and cross currency swaps that have similar critical terms to the related debt instruments, such as payment dates, maturities and notional amount. As all critical terms matched during the year, there was no material hedge ineffectiveness. The Group also uses cross currency swaps to manage foreign exchange risk associated with borrowings denominated in foreign currencies. Where not designated in an accounting hedge there is a natural offset against foreign exchange movements on associated borrowings.

Hedge accounting is discontinued when the hedging instrument expires or is sold, terminated, exercised, revoked, or no longer qualifies for hedge accounting. At that time, any cumulative gain or loss on the hedging instrument recognised in equity is retained until the forecast transaction occurs. If a hedge transaction is no longer expected to occur, the net cumulative gain or loss previously recognised in equity is recycled to the income statement for the period. Changes in the fair value of any derivative instruments that are not designated in a hedge relationship are recognised immediately in the income statement within “Unrealised gains/(losses) on financial instruments”.

Derivatives embedded in other financial instruments or non-financial host contracts (other than financial assets in the scope of IFRS 9) are treated as separate derivatives when their risks and characteristics are not closely related to those of their host contracts and the host contracts themselves are not carried at fair value with unrealised gains or losses reported in the income statement. Derivatives embedded in contracts which are financial assets in the scope of IFRS 9 are not separated and the whole contract is accounted for at either amortised cost or fair value.

The types of risks that the Group is exposed to and derivatives used to hedge these risks can be found in Note 5.1 Financial risk factors and Note 19 Derivative financial instruments.

3.4.11 Inventories

Inventories are vehicle assets held for sale from the ordinary course of business. Inventories are measured at the lower of cost and net realisable value. Net realisable value is the estimated selling price in the ordinary course of business, less applicable variable selling expenses. Valuation allowances on inventories are included in “Cost of cars sold”. Upon termination of the lease or rental contract the relevant assets are reclassified from the caption “Rental fleet” to the caption “Inventories” at their carrying amount, subject to an impairment review, if the intention is to sell the car rather than lease for another term, the car is not further depreciated.

Other than vehicle inventory assets the Group maintain a certain level of parts for vehicles, gasoline and other accessories for the vehicles that are consumed and used as part of the generation of service revenues for the Group.

3.4.12 Lease receivables from customers

This caption includes:

- finance lease receivables, that represent the present value of the future minimum lease payment receivable and the unguaranteed residual value accruing to the Group (the net investment);
- trade receivables, that consists of unpaid lessee receivables under existing (operating and finance lease) contracts or receivables from vehicle inventory sales; and
- receivables arising from other ordinary business activities.

The receivables are shown after any accumulated impairment losses and are initially measured at fair value and subsequently at amortised cost using the effective interest method. Unearned finance income is the difference between the gross investment in the lease (undiscounted future minimum lease payments and unguaranteed residual value accruing to the Group) and the net investment in the lease.

3.4.13 Impairment of lease receivables from customers

An expected credit loss (ECL) provision is applied to all receivables from customers that are measured at amortised cost with the exception of those receivables deemed to be out of scope. The Group have applied this scope exemption when the receivable meets the low credit risk exemption criteria. The Group has applied this to receivables on used car sales and insurance receivables, where there is zero or almost no history of credit risk or the amounts due are from financial institutions with an investment grade credit rating.

For the other receivables from customers former LeasePlan entities have aligned with existing ALD policies as of May 2024. Overall, the Group segments the receivables from customers into sound and doubtful receivables that includes receivables that have met the definition of default. For sound receivables the Group applies a simplified approach in calculating ECLs from initial recognition of the receivable, which means the Group does not track changes in significant increase in credit risk but instead recognises a loss allowance based on lifetime ECLs at each reporting date.

The Group has established a provision matrix for the sound receivables that is based on its historical credit loss experience by ageing categories, adjusted for forward-looking factors specific to the debtors and the economic environment when the impact of those factors is material to the financial statements. To establish the forward-looking element of IFRS 9 provision, the Group uses macroeconomic data and analysis through local uplifts to probability of default and loss given default rates.

Since obtaining the financial holding status, the Group has aligned its definition of default to the ECB Regulatory Capital CRR Article 178 definition of default in 2023. This change applies to historic ALD entities only as LeasePlan entities were already aligned with the Article 178 definition of default due to holding a banking licence prior to the acquisition. For purposes of assessing, recognising and reporting defaults, a customer shall be considered to be in default when either one or both of the following events occur:

- the local entity considers the customer unlikely to pay (“UTP”) and/or;
- the customer is past due more than 90 consecutive days on any material credit obligation.

The application of the above guidance is only to the extent of identifying the customers that are in default. There is no change in the method of determining the value of impairment. Where the customer is in default, the whole of the customer balance is classified as doubtful, and impairment is based upon the full outstanding amount, except where we have adjudged there are mitigating circumstances.

Alignment of LeasePlan entities with the Ayvens methodology increased the IFRS 9 provisions by EUR 17.5 million as part of the purchase price allocation. Main driver of that increase is the provisioning of 100% for receivables from customers past due more than 90 consecutive days on any material credit obligation. The subsequent increase (EUR 5.9 million) was accounted for as cost of risk in Q1 2024.

Expected credit losses are reassessed at each reporting date and reflect all reasonable information that is available at the reporting date. Judgement is required from management for applying appropriate models and setting assumptions for the measurement of ECL. The methodology, assumptions and data, including any forecasts of future economic conditions, macroeconomic impacts and the Group’s provision matrix are reviewed regularly by management in determining the expected credit losses and the write-off of receivables. Doubtful debts should be written off as soon as the definitive loss is known.

Where the Group have acquired credit-impaired receivables from customers as part of a business combination, the gross receivable is initial recognised at fair value with no carrying impairment allowance. The Group only recognises the cumulative changes in lifetime expected credit losses since initial recognition as a loss allowance for originated purchased credit-impaired financial assets in the income statement.

Disputes often arise in the collection of lease receivables and tend to range from issues relating to the performance of various services under the contract to the amount of end-of-contract billing. A dispute has no impact on the solvency of the customer or the risk of default, and therefore is not a credit loss. As such these amounts are removed from sound receivables and a provision is applied based on our provisions accounting policy. For presentation purposes the provision is netted against the “Receivables from customers” balance sheet line item.

Details about the assumptions and estimation techniques used in measuring ECL for finance lease receivables and trade receivables from operating lease contracts are provided in the section Credit risk management and disclosure on the impairment provided in Note 22 Lease receivables from customers.

3.4.14 Other receivables, prepayments and contract assets

Other receivables and prepayments include prepayments in respect of expenses attributable to a subsequent period plus amounts still to be received. These amounts are valued at cost. For recognition and measurement of Reinsurance assets and Insurance contract assets reference is made to the insurance policy. For those financial assets measured at amortised cost the Group has excluded them as part of the expected loss model (see Lease receivable from customers policy) and instead any impairment will be based on observable events.

3.4.15 Cash and cash equivalents

In the consolidated statement of cash flows and consolidated balance sheet, cash and cash equivalents comprise of cash at hand, central bank deposits, deposits held at call with banks, other short-term highly liquid investments with original maturities of three months or less and bank overdrafts. Bank overdrafts are shown within borrowings in liabilities on the consolidated balance sheet. Cash and cash equivalents are defined as short-term, highly liquid investments that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value. The short-term characteristic of a cash equivalent is generally taken as a term of three months or less from the date of acquisition. Cash and cash equivalents are measured at amortised cost.

3.4.16 Employee benefits

Group companies operate various employee benefit schemes. The schemes are generally funded through payments to insurance companies or trustee-administered funds, determined by periodic actuarial calculations. The Group has defined benefit and defined contribution pension plans as well as other post-employment benefits.

Defined contribution pension plans

A defined contribution plan is a pension plan under which the Group pays fixed contributions to publicly or privately administered pension insurance plans on a mandatory, contractual or voluntary basis. The Group has no further payment obligations once the pension contributions have been paid if the fund does not hold sufficient assets to pay all employees the benefits relating to employee service in the current and prior periods. Contributions to defined contribution pension plans are recognised as expenses in the consolidated income statement when they are due. Prepaid contributions are recognised as an asset to the extent that a cash refund or a reduction in the future payments is available.

Defined benefit pension plans

A defined benefit plan is a pension plan that is not a defined contribution plan. Typically, defined benefit plans define an amount of pension benefit that an employee will receive on retirement, usually dependent on one or more factors, such as age, years of service and compensation.

The Group's net obligation in respect of defined benefit pension plans is calculated separately for each plan by estimating the amount of future benefits that employees have earned in return for their services in the current and prior periods. The present value of the defined benefit obligation is calculated annually by independent actuaries using the projected unit credit method. The benefit is discounted at the yield at the balance sheet date on high quality corporate bonds denominated in the currency in which the benefits will be paid, and that have terms to maturity approximating to the terms of the related pension obligation.

The net benefit obligation recognised in the balance sheet is the present value of the defined benefit obligation at the balance sheet date together with adjustments for unrecognised past-service costs less the fair value of the plan assets. For determining the pension expense, the expected return on plan assets is determined using a high-quality corporate bond rate identical to the discount rate used in determining the defined benefit obligation.

Actuarial gains and losses arising from experience adjustments and changes in actuarial assumptions are charged or credited to equity in other comprehensive income in the period in which they arise without recycling to the consolidated income statement. Past-service costs are recognised immediately in the income statement.

Settlements and curtailments invoke immediate recognition in the income statement of the relevant change in the present value of the defined benefit obligations and in the market value of the plan assets. A settlement is an early termination of all or part of the defined benefit obligation. A curtailment occurs when the Group is demonstrably committed to materially reducing the number of employees in the defined benefit plan or the pension benefits for future services.

Further details are provided in Note 31 "Retirement benefit obligations and long-term benefits".

Other long-term post-employment benefits

Some Group companies provide other long-term employment benefits to their employees based on local legal requirements. These benefits mainly comprise medium-term bonus and profit-sharing schemes, and extra leave entitlements.

The Group recognises a liability and an expense for bonuses and profit-sharing, based on a formula that takes into consideration the profit attributable to the Group's shareholders after certain adjustments. The Group recognises a provision where contractually obliged or where there is a past practice that has created a constructive obligation.

Termination benefits

Termination benefits are payable when employment is terminated by the Group before the normal retirement date, or whenever an employee accepts voluntary redundancy in exchange for these benefits. The Group recognises termination benefits when the entity has a detailed formal plan to terminate the employment of current employees without possibility of withdrawal. In the case of an offer made to encourage voluntary redundancy, the termination benefits are measured based on the number of employees expected to accept the offer. Benefits falling due more than 12 months after the end of the reporting period are discounted to their present value.

3.4.17 Provisions

Provisions for restructuring costs and legal claims are recognised when the Group has a present legal or constructive obligation because of past events, it is probable that an outflow of resources will be required to settle the obligation, and the amount could be reliably estimated.

Where there are a number of similar obligations, the likelihood that an outflow will be required in settlement is determined by considering the class of obligations as a whole. A provision is recognised even if the likelihood of an outflow with respect to any one item included in the same class of obligations may be small.

Provisions are measured at the present value of management's best estimate of the expenditure expected required to settle the present obligation at the end of the reporting period. The discount rate used to determine the present value is a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The increase in the provision due to passage of time is recognised as interest expense.

Damage risk provision

The risk of damage to owned Group vehicles is part of the IFRS 15 allocation of revenue and IAS 37 provisioning, whereas insurance contracts issued to customers for accepting significant insurance risk is subject to IFRS 17 accounting (see Insurance contracts policy). The Group provides customers with an own damage and repair cover in exchange of the payment of a monthly fee. Own damage revenues are recorded in the caption "Services Revenues" and revenue is recognised on a straight-line basis over the duration of the contract (unless the expected release of risk differs materially from a straight-line basis). Further details are provided in Note 8 Revenues and cost of revenues. Where the fees are unearned based on the invoiced amounts, this amount is deferred income included within under "Other receivables, prepayments and contract assets" caption in the consolidated balance sheet (refer to Note 24).

Damage services provisions are measured at the amount of the "best estimate" expected expenditure required to settle the present obligations to repair the damage at the reporting date. An estimate for Incurred But Not Reported (IBNR) and Incurred But Not Enough Reserved (IBNER) is made to determine appropriate damage provision levels. These estimates are based on historical data of accident frequency in the local market and the cost per claim updated for current assumptions. The measurement includes a margin for risks and uncertainties that is inherent to the historical data adjusted for recent pricing developments. The damage service provision is expected to be recovered or settled within a maximum of 12 months. Expenses for damage services are expensed to the income statement when incurred and the best estimate of the provision is updated at each reporting period, with any adjustment recognised along with the expenses incurred in "Cost of Services Revenues" caption in the income statement.

Where there is a stop-loss policy in place, limiting the risk of losses above a set level, provisions are booked only up to the level of the stop-loss. Beyond that level, all claims are debited to the reinsurance provider of the stop-loss cover. Any stop-loss cover on individual incidents is also taken into account in evaluation of the provision for IBNR and IBNER. Gross claim costs are reduced to the level of cap per incident. Even where stop-loss cover is in place, if total claims are anticipated to be below the level of premium and stop-loss cover, then profit is booked in the normal way.

Insurance contracts

The insurance contracts issued are one of the services offered to the customers of the Group in addition to the lease of the vehicles and other related leasing services. Insurance contracts are contracts under which the Group accepts a significant risk – other than a financial risk – from a policyholder by agreeing to compensate the beneficiary on the occurrence of an uncertain future event by which he or she will be adversely affected. Contracts that have been classified as insurance at inception are not reclassified subsequently.

For measurement purposes, the insurance contracts are grouped into portfolios of insurance contracts that have similar risks and are managed together. Portfolios are further grouped in year cohorts of issuance and divided based on expected profitability at inception into two categories: onerous contracts and not-onerous contracts. Insurance contracts are recognised at the earlier of the beginning of the coverage period or when it becomes onerous. Insurance contracts are derecognised when the contract is expired, is discharged or cancelled. Modifications to contracts that are not considered changes in estimates will result in that the contract is derecognised, and a new contract is recognised.

All our insurance contracts issued, and reinsurance contracts held are eligible to be measured by applying the premium allocation approach, which has been fully adopted. Under the premium allocation approach, non-life insurance contract provisions include liabilities for remaining coverage and liabilities for incurred claims. The liability for remaining coverage reflects premiums received less amounts recognised in revenue for insurance contracts provided. As the premiums are received within one year of the coverage period no discounting is applied to reflect financial risk or the time value of money. The liability for incurred claims is determined on a discounted probability-weighted expected value basis and includes an explicit risk adjustment for non-financial risk. The liability includes the Group's obligation to pay other incurred insurance expenses. The liability for incurred claims is the obligation to pay valid claims for insured events that have already been occurred (IBNR and IBNER), including events that have occurred but for which claims have not been reported (IBNYR). The liability for incurred claims is estimated as the fulfilment cash flows measured as an explicit, unbiased, and probability-weighted estimate (*i.e.*, expected value) of the present value of the future cash outflows minus the present value of the future cash inflows that will arise as the entity fulfils insurance contracts, including a risk adjustment for non-financial risk. The cash outflows include claim handling costs, policy administration and an allocation of directly attributable fixed and variable overheads to fulfilling insurance contracts.

Revenue is recognised on a straight-line basis over the duration of the contract (unless the expected release of risk differs materially from a straight-line basis). Further details are provided in Note 8 Revenues and cost of revenues. Expenses for damage services are expensed to the income statement when incurred and the best estimate of the provision is updated at each reporting period, with any adjustment recognised along with the expenses incurred in "Cost of Services Revenues" caption in the income statement. Portfolios of contracts in an asset position are reported under "Other receivables, prepayments and contract assets" caption in the consolidated balance sheet (refer to Note 24). This includes expenses attributable to a subsequent period plus amounts still to be received and are measured at cost.

Under the premium allocation approach, it is assumed that no contracts in the portfolio are onerous at initial recognition, unless facts and circumstances that are monitored by performance indicators by Group's management indicate otherwise. Such onerous contracts are separately grouped from other contracts and the Group recognises a loss in profit or loss for the loss component. If during the coverage period, facts and circumstances indicate that a group of insurance contracts is onerous, the Group recognises a loss in the income statement for the net outflow, resulting in the carrying amount of the liability for the Group being equal to the fulfilment cash flows.

Reinsurance assets

The Group measures its reinsurance assets for a group of reinsurance contracts that it holds on the same basis as insurance contracts that it issues adapted to reflect the features of reinsurance contracts held that differ from insurance contracts issued. Where the Group recognises a loss on initial recognition of an onerous group of insurance contracts, the Group establishes a loss-recovery component of the asset for remaining coverage for a group of reinsurance contracts held depicting the recovery of losses.

Annually the Group assesses whether its amounts recoverable under a reinsurance contract are subject to impairment. Reinsurance assets are impaired if there is objective evidence, because of an event that occurred after initial recognition of the reinsurance asset, that not all amounts due under the terms of the contract may be received. The carrying value is reduced to this calculated recoverable value, and the impairment loss recognised in the income statement.

3.4.18 Trade and other payables

Trade and other payables are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers. If payment is due within one year or less (or in the normal operating cycle of the business if longer) these will be presented as current obligations, but otherwise will be presented as non-current liabilities. Trade payables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method.

The Group recognises a liability and an expense for variable remuneration to employees based on an assessment of the relevant performance of variable remuneration criteria (see Share-based payments accounting policy). The Group recognises an accrual where contractually obliged or where there is a past practice that has created a constructive obligation.

3.4.19 Current income and deferred tax

Current income tax

The tax expense for the period comprises current and deferred tax. Tax is recognised in the income statement, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case, the tax is also recognised in other comprehensive income or directly in equity, respectively.

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the balance sheet date in the countries where the Group operate and generate taxable income.

Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

Deferred tax

Deferred income tax is recognised, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the consolidated financial statements. However, deferred tax liabilities are not recognised if they arise from the initial recognition of goodwill; deferred income tax is not accounted for if it arises from initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting nor taxable profit or loss. Deferred income tax is determined using tax rates (and laws) that have been enacted or substantially enacted at the balance sheet date and are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled.

Deferred income tax assets are recognised only to the extent that it is probable that future taxable profits will be available against which the temporary differences can be utilised.

Deferred income tax is booked on temporary differences arising on investments in subsidiaries and associates, except for deferred income tax liability where the timing of the reversal of the temporary difference is controlled by the Group and it is probable that the temporary difference will not reverse in the foreseeable future.

Deferred income tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets against current tax liabilities and when the deferred income tax assets and liabilities relate to income taxes levied by the same taxation authority on either the same taxable entity or different taxable entities where there is an intention to settle the balances on a net basis.

Current and deferred taxes are recognised in the income statement under Income tax. Deferred taxes related to remeasurement of retirement benefit, cash flow hedges and gains or losses on fair value of debt securities are recognised in other comprehensive income.

3.4.20 Revenue recognition

Revenues represent the fair value of the consideration received or receivable for the sale of goods and services in the Group's ordinary course of business.

Contracts relating to vehicle leasing and service products can take the form of operating leases, finance leases and service agreements. To determine whether a contract includes an agreement for a period of time, the Group has assessed whether, throughout the period of use, the customer has both of the following:

- the right to obtain substantially all of the economic benefits from the use of the identified asset; and
- the right to direct the use of that identified asset.

If a contract relating to an asset fails to give the customer both of the above rights, the Group accounts for the agreement as a revenue contract. In situations where management services unrelated to an asset contract are provided, the Group accounts for the contract as a service contract.

Combined contract

In most situations, lease and service contracts are entered into at the same time or as a single contract with our customers. Where the customer is charged a monthly fee that both relates to the rental price of the vehicle (including depreciation and interest) and various other products and services that the customer can subscribe to, the standalone tariffed elements will be recognised as separate performance obligations if the good or service is distinct by meeting both the following criteria:

- the lessee can benefit from using that underlying asset either on its own or together with other resources that are readily available; and
- the asset is neither highly dependent on, nor highly inter-related with, the other assets in the contract.

Activities or costs that transfer a good or service to the lessee are identified as non-lease components. Amounts payable for activities and costs that do not transfer a good or service are part of the total consideration and are allocated to the lease and non-lease components identified in the contract.

Lessor accounting

The lease classification, that is determined on a contract-by-contract basis, will determine if revenue recognition is on an operating lease or finance lease basis.

Operating leases

On operating leases, lease rental revenue (depreciation and interest) is recognised in accordance with IFRS 16 on a straight-line basis over the lease term based on the total of the contractual payments divided by the number of months of the lease term.

Charges to customers may include passed on costs such as fuel, road taxes and other taxes which do not represent the inflow of economic benefits and/or are collected on behalf of third parties and are therefore not presented as revenues.

Upfront payments from customers at the beginning of the lease agreement are recognised in the balance sheet and amortised on a straight-line basis over the period of the lease agreement. Amounts paid or value provided to lessees as lease incentives are capitalised (*e.g.*, upfront cash payments to the lessee, reimbursement or absorption of costs by the lessor or free or reduced rents given at the beginning of the lease term). Lease incentives are accounted for on a straight-line basis over the term of the related lease as a reduction in revenue.

Where a customer retains the car for a period beyond the normal return date (informal extension), the rent continues to be charged to the customer and the related contractual depreciation will continue to be recognised.

Finance leases

Regarding finance leases, the IFRS 16 standard is applied, and the earnings are allocated between the capital amount and finance income. The capital amount is used to reduce the receivable balance and the income is recognised in the income statement in each period using the effective interest rate method to give a constant periodic rate of return on the net investment in the lease. The Group uses the net investment method to allocate gross earnings, which excludes the effect of cash flows arising from taxes and financing relating to a lease transaction. In addition:

(I) the amount due from the lessee under a finance lease is recognised in the balance sheet as a receivable at an amount equal to the net investment in the lease. Over the lease term, rentals are apportioned between a reduction in the net investment in the lease and finance income. The net investment in a lease is equivalent to the gross investment discounted at the interest rate implicit in the lease; and

(II) at any point in time during the lease term, the net investment is represented by the remaining minimum lease payments, less that part of the minimum lease payments that is attributable to interest.

Upfront payments and initial direct costs are taken into consideration in calculating the implicit interest rate in the lease and recognised evenly over the life of the lease.

Revenue contract

If a contract contains a lease component and one or additional lease or non-lease components, then IFRS 16 requires a lessor always to allocate the consideration in a contract following the approach in IFRS 15 Revenue recognition.

The 5 steps process required by IFRS 15 for non-lease components is summarised as follows:

- identify the contract with customers. Each contract between the Group and the lessee is clearly identified;
- identify the performance obligations in the contract. Identifying separate lease components in a lease contract under IFRS 16 is consistent with identifying performance obligations in a revenue contract under IFRS 15. Revenues also include the various non-lease components of the lease instalment, such as repair, maintenance and tyres, damage risk retention, replacement vehicle etc. Revenues relating to lease components are described in the section Service contracts below. The different services offered by the Group are considered as distinct as they are sold separately, and they are separately disclosed in the contract (non-lease components). Each service is priced separately, and each contract is built with a basic service and additional options which could be elected by the customer;
- determination of transaction price. The transaction price is easily determined as there the Group has no variable consideration at closing of the contract;
- allocation of transaction price. A lessor allocates the consideration in a contract to the separate lease and non-lease components by applying IFRS 15. The Group allocates transaction prices by estimating standalone selling prices of each performance obligation as each service rendered to the customer has a separate price; and
- recognise revenue when (or as) a performance obligation is satisfied. All services provided by the Group are considered as performance obligations satisfied over time as customers simultaneously receive and consume all of the benefits provided by the Group. Once management determines that a performance obligation is satisfied over time, it measures its progress toward completion to determine the timing of revenue recognition. The objective is to recognise revenue in a pattern that reflects the transfer of control of each service provided by the Group to the customer.

Service contracts

Fleet Management & other services

Revenue from Fleet Management services is recognised on a straight-line basis over the term of the Fleet Management agreement.

Repair, maintenance & tyres

Income related to repair, maintenance and tyres (RMT) is recognised over the term of the lease contract. The allocation of income over the term is based on the normal RMT cost profile supported by historical statistics and expected service costs. The difference between the amounts charged to customers and amounts recognised as income is accounted for as deferred leasing income. Cost profiles are reviewed periodically to ensure they remain a fair representation of historical RMT expenditures, adjusted for reasonable expectations of changes in cost profiles. Where an accurate or reliable estimate of the cost curve is not available, revenue is recognised based on an estimate of expected completion of the performance obligation using an alternative input method.

If income related to services surrounding contracts is not certain until final settlement takes place, this income is not recognised until that time and is presented within the sales result. For all other contracts, expected losses are recognised as an expense immediately when it is probable that total contract costs will exceed total contract revenues.

Flex Fleet

Flex Fleet revenues are recognised on a straight-line basis over the term of the rental agreement.

Damage & insurance services

The revenue from the risk retention schemes is recognised based on the monthly lease instalment. This applies for third-party liability and own damage insurance products. Revenue recognition will cease when the contract is terminated by a customer or at the end of the contractual term.

Interest on Late Payment

Where interest on late payment is billed to customers, the related revenue is only recognised when settlements are made by customers.

Proceeds of used car sales and end of contract fees

Revenues also include the proceeds of the sale of vehicles from terminated lease contracts and lease revenues from end of contract billing such as repair costs recharged to the customer. The proceeds from the sale of vehicles are recognised when the vehicles are sold and control of the vehicles is transferred. End of contract fees may consist of fees charged to customers for mileage variation adjustments and excessive wear and tear of the vehicle. Revenues also include charges arising from deviations from the contractual terms, where the fees are recognised upon termination of the lease contract.

3.4.21 Cost of revenues

Direct cost of revenues comprises the cost associated with providing the above-mentioned service components of the lease instalment (including: vehicle maintenance, replacement costs and winter tyres, insurance premiums and the provision of short term replacement vehicles). Any (volume related) bonuses related to these expenses are credited directly to expenses. Bonuses received on purchases of objects for operating lease contracts are deducted from the purchase consideration and as such result in lower depreciation. Bonuses received on purchases of objects for finance lease contracts are recognised immediately in the consolidated income statement.

3.4.22 Interest income and interest charges

Interest income, interest charges and similar charges for all interest-bearing assets and liabilities are recognised in the income statement on an accrual basis using the effective interest method. The effective interest rate is the rate that exactly discounts the estimated future cash payments and receipts through the expected life of the financial asset or liability to the carrying amount of the financial asset or liability.

The interest income component in operating lease instalments, which is charged on a straight-line basis to the customer, is recognised in “Leasing revenue – operating lease” also on a straight line basis.

Interest income on finance lease contracts is recognised in the income statement on the basis of accruing interest income on the net investment (using the effective interest method). The receipts under the lease are allocated by the lessor between reducing the net investment and recognising interest income, to produce a constant rate of return on the net investment.

3.4.23 General and administrative expenses

This item includes office overheads, automation costs, advertising costs, professional fees and other general expenses.

3.4.24 Share-based payments

Some employees (including senior executives) of the Group receive remuneration in the form of share-based payments *via* the Group long-term incentive plans and employee share schemes, whereby employees render services in exchange for equity-settled transactions and cash-settled transactions. Information relating to these schemes is set out in Note 28.

Equity-settled transactions

The fair value of shares granted under the Group long-term incentive plan is recognised as an employee benefits expense with a corresponding increase in equity. The total amount to be expensed is determined by reference to the fair value of the shares granted. The total expense is recognised over the vesting period, which is the period when all of the specified vesting conditions are to be satisfied. At the end of each period, the entity revises its estimates of the number of shares that are expected to vest based on the non-market vesting and service conditions. It recognises the impact of the revision to original estimates, if any, in profit or loss, with a corresponding adjustment to equity.

Cash-settled transactions

The Group has variable remuneration awards for the identified staff that consists of a direct payment in cash and a deferred payment in cash and shares. The shares entitle the participant to a payment in cash after a specified period and are recognised as a cash-settled share-based payment arrangement. The shares part of the deferred award is revalued annually by estimating the Company's equity value for determining the fair value of the outstanding shares awards.

Liabilities recognised for shares are measured at the estimated fair value. This fair value is established once a year by the (Remuneration Committee of the) Board of Directors and is based on comparing financial performance of the Company to publicly available valuation and financial performance of a selected peer group of comparable companies. All changes to the shares' liabilities are recognised in the statement of profit or loss under staff expenses.

3.4.25 Earnings per share

Basic EPS is calculated by dividing the profit for the year attributable to ordinary equity holders of the parent (after adjusting for interest on the AT1 capital) by the weighted average number of ordinary shares outstanding during the year.

Diluted EPS is calculated by dividing the profit attributable to ordinary equity holders of the parent (after adjusting for interest on the AT1 capital) by the weighted average number of ordinary shares outstanding during the year plus the weighted average number of ordinary shares that would be issued on conversion of all the dilutive potential ordinary shares into ordinary shares.

Note 4 Critical accounting estimates and judgements

The preparation of the Group's consolidated financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the accompanying disclosures. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods.

In preparing the Group's consolidated financial statements, the significant judgements made by management in applying the Group's accounting policies and the key sources of estimation of uncertainty were largely the same as those that were applied to the consolidated financial statements for the year ended 31 December 2023. However, the estimates and assumptions are updated in case of significant impacts, such as a global crisis, and the key sources of estimation uncertainty are investigated in more depth in specific notes to the consolidated balance sheet.

4.1 Fleet revaluation

The basis for the depreciation of an asset underlying an operating lease contract and rental contracts is the investment value at cost less the estimated residual value as included in the contract, in combination with the estimated contract duration. A change in the estimated residual value and/or contract duration leads to a change in depreciation that has an effect in the current period and/or in subsequent periods. Statistical models and calculations (regression analysis) in combination with forward-looking market expectations are used to calculate a vehicle's future value as accurately as possible.

Residual values of the current running fleet are reviewed at least yearly (twice a year for the entities with more than 10,000 vehicles, one in each semester). It is performed at a local country level through a revaluation process which is reviewed and approved at Group level. The local analysts also include additional scenarios in the calculation to take into account elements that are not captured by the statistics. These scenarios include assumptions such as possible decreases of used car prices, concentration mix of vehicles and other local factors.

Current residual value embedded in the contract is compared with the expected market value on a car-by-car basis.

In accordance with IAS 8, a residual value is treated as an accounting estimate. Revision of the expected residual values may result in depreciation adjustments.

"Leasing costs – depreciation" includes depreciation of vehicles which is calculated based on contractual residual values. Any impacts from the revision of residual values are recorded in the "Depreciation costs adjustments" in "Used Car Sales result and depreciation adjustments". For further detail see Note 3.1 Basis of preparation.

4.2 Estimated impairment of goodwill

In determining whether goodwill is impaired requires an estimation of the value in use of the groups of cash generating units to which the goodwill assets have been allocated. The key assumptions calculating the value in use are those regarding discount rates, growth rates and other expected changes in cash flows. The estimates and assumptions used are disclosed in Note 16 Goodwill of these consolidated financial statements.

The Group tests annually whether goodwill has suffered any impairment, in accordance with the accounting policy stated presented in Note 3.4.6 of these consolidated financial statements. The recoverable amounts of cash-generating units have been determined based on value-in-use calculations. These calculations require the use of estimates. The Group uses a five-year business plan for each of the group of CGUs identified. The business plans used incorporated assumptions relevant to the current economic climate such as fleet growth, used car market and credit risk.

For goodwill, sensitivity tests are carried out to measure the impact on each group of CGU's recoverable value based on certain assumptions, refer to Note 16 Goodwill.

4.3 Impairment of rental fleet

In the annual assessment, on a country level, of whether there is any indication that assets may be impaired, the Group considers both external as well as internal sources of information. If such indication for impairment exists, an analysis is performed to assess whether the carrying value of the asset or cash generating unit under an operating lease exceeds the recoverable amount, being the higher of the fair value less costs to sell and the value in use. The value in use is determined at the present value of the future cash flows expected to be derived from the object or cash generating unit. The management closely monitors residual values, which are reviewed internally at least each financial year, due to it being an important input in determining value in use. The original residual values within internal systems will be compared to the revised residual values expected at contract termination, following a review. The results of this exercise will be used to assess the level of exposure, reserves held and potential impairment required. To prevent impairment on residual values, each country completes a minimum of one annual review of pricing under the supervision of the Group to ensure that assumptions used in pricing reflect expected future market conditions, thus ensuring residual values are predicted with a reasonable degree of accuracy and on a consistent basis going forward. In 2024, there was no indication that an impairment exists.

Further details are provided in Note 13 Rental fleet.

4.4 Fair value of derivatives and other financial instruments

The fair value of certain financial instruments is determined by using valuation techniques. The Group uses its judgement to select a variety of methods and make assumptions that are mainly based on market conditions existing at the end of each reporting period. The Group has used discounted cash flow analysis for various available-for-sale financial assets that are not traded in active markets. Such assets do not present material amounts in the financial statements.

4.5 Impairment losses on lease receivables

Details about the methodology in measuring ECL for finance lease receivables and trade receivables from operating lease contracts are provided in Note 22 Lease receivables from customers. Expected credit losses are reassessed at each reporting date and reflect all reasonable information that is available at the reporting date. Judgement is required from management for applying appropriate models and setting assumptions for the measurement of ECL. The methodology, assumptions and data, including any forecasts of future economic conditions, macroeconomic impacts and the Group's provision matrix are reviewed regularly by management in determining the expected credit losses and the write-off of receivables.

4.6 Pension benefits

The present value of the pension obligations depends on a number of factors that are determined on an actuarial basis using a number of assumptions. The assumptions used in determining the net cost/(income) for pensions include the discount rate, inflation, expected return on plan assets, salary rises and mortality rates. Any changes in these assumptions will impact the carrying amount of pension obligations, but the discount rate is the most significant factor that will change year on year.

The Group determines the appropriate discount rate at the end of each year. This is the interest rate that is used to determine the present value of estimated future cash outflows expected to be required to settle the pension obligations. In determining the appropriate discount rate, the Group considers the interest rates of high-quality corporate bonds that are denominated in the currency in which the benefits will be paid and that have terms to maturity approximating the terms of the related pension obligation.

Further details are provided in Note 31 Retirement benefit obligations and long-term benefits.

4.7 Income taxes

The Group is subject to income taxes in numerous jurisdictions. Significant judgement is required in determining the worldwide current and deferred tax. There are many transactions and calculations for which the ultimate tax determination is uncertain during the ordinary course of business. The Group assumes in the estimates that all tax positions that are not yet final will be examined by tax authorities, that have all relevant information available. The Group recognises deferred tax assets only to the extent that it is probable that future taxable profits will be available. Where the final tax outcome of these matters is different from the amounts that were initially recorded, such differences are analysed and will impact the income tax and deferred tax assets or liabilities in the year in which such determination is made.

4.8 Own damage reserve

The own damage reserve is based on estimations with respect to incurred but not reported claims. Techniques applied are statistical modelling based on empirical data and assumptions on future claim development, policyholder behaviour and inflation. The assumptions may differ from the actual data as a result of changes in economic and market conditions.

4.9 RMT revenue recognition

Income related to lease services is recognised over the term of the contract based on historical statistics and on assumptions regarding expected service costs. The assumptions may differ from the actual data as a result of changes in economic and market conditions and are periodically back tested and adjusted if considered necessary. For details in relation to the accounting of Note 3.4.20 Revenue recognition.

4.10. Other provisions

For litigation, when there is a legal or constructive obligation and it is more likely than not that there will be an outflow of benefits which can be measured reliably, the best estimate of the future outflow of resources has been recognised. In extremely rare situations where no reliable estimate can be made yet on claims expected, no provision will be recognised in the balance sheet but information about a contingent liability will be disclosed.

Every quarter it is assessed whether the litigation provisions are still sufficient and or still relevant.

Further details are provided in Note 32 Provisions.

Note 5 Financial and operating risk management

5.1 Financial risk factors

Credit risk

Credit risk refers to the risk of losses resulting from the inability of Group customers, issuers or other counterparties to meet their financial commitments. Credit risk may be aggravated by concentration risk, resulting from a high exposure to a given risk or to one or more counterparties, or to one or more groups of similar counterparties. In addition to the risk of lessees not making payments for the leased vehicles, the Group is exposed to credit risk originating from its banking and treasury activities, which includes deposits and investments placed with financial institutions and hedging instruments, such as derivatives, as well as from its remarketing and reinsurance activities. The Group's maximum exposure to credit risk primarily arises from these financial assets and is as follows:

	As at 31 December,	
(in EUR million)	**2024**	**2023**
Cash and cash equivalents	5,023.0	3,997.0
Lease receivables from clients	4,083.6	4,530.7
Other receivables, prepayments and contract assets [(1)]	1,373.5	1,217.0
Investment in debt and equity securities [(1)]	377.8	118.9
Derivative financial assets	133.5	383.3
TOTAL EXPOSURE	**10,991.4**	**10,246.8**

(1) Excludes prepayments, tax receivables and equity and debt investments held at fair value through other comprehensive income.

The Group's definition of default for the purpose of determining ECLs, and for internal credit risk management purposes aligns to the ECB Regulatory Capital CRR Article 178 definition of default, to maintain a consistent approach with IFRS 9 and associated regulatory guidance.

Credit risk management policy

The Group has issued policies and standards which regulate the governance of the local credit risk management organisation. All Group entities must comply with risk procedures issued centrally which define the way credit requests have to be studied and validated, as well as the roles and responsibilities of all staff involved in the credit assessment process. Each subsidiary has a specific credit authority approved by the Group General Management and the Risk Department of Societe Generale Group, that is determined by the size of the fleet, the maturity of the subsidiary and the type of customer concerned (corporate, retail, financial institution, etc.). Within its credit delegation, each subsidiary can decide directly on its counterparty risk and concentration risk. Above this threshold, credit acceptance is made at central level jointly with/or at the Risk Department of Societe Generale.

Regular Risk Committees are held by the Group in order to review all potential risk issues and to ensure the credit risk procedures are properly applied. All standard risk indicators (arrears/default/Cost of risk) are also monitored centrally. However, the primary responsibility for debt collection remains with the Group subsidiaries that have dedicated teams in charge of recovering unpaid invoices in compliance with local regulations and market practices. These local processes are required to be compliant with the corporate instructions and guidelines. Central monitoring of all ageing balances is performed on a monthly basis as part of the regular risk reviews, and action plans are set up whenever necessary. Each local entity is required to maintain a watch list, which is based on credit rating and other available information. These lists are reviewed in regular meetings by the Entity Risk Committees. A qualitative analysis of total credit exposures, defaults and losses is reported on a monthly basis and discussed at the Entity Risk Committee locally (frequency depending on the size of the entity) and quarterly in the Credit Risk Committee centrally.

The Group limits credit risk on liquid funds and derivative financial instruments through diversification of exposures with a range of financial institutions. Counterparty limits are set for each financial institution with reference to credit ratings assigned by Standard & Poor's and Moody's. Limits are set on a legal entity basis and are included in the Group's risk appetite and approved on a yearly basis. The Group's treasury risk management monitors the exposures, against the approved limits, on an ongoing basis.

Credit risk measurement

The Group applies the IFRS 9 simplified approach for measuring expected credit losses which uses a lifetime expected loss allowance for all sound trade and lease receivables. In 2024 the Group has aligned the methodologies used to calculate the expected credit loss (ECL) between the legacy ALD entities and the legacy LeasePlan entities.

Where trade receivables and finance lease receivables are not in default, the Group does not track changes in credit risk, but instead recognises a loss allowance based on expected lifetime losses from initial recognition of the receivables. These losses are measured based on a provision matrix for receivables associated with sound customers. Probability of Default (PD) rates are based on observed default rates over the life of the receivables (the average contract length in each entity). Specific PD rates are calculated for each entity and each customer type. This process results in PD rates for each age of past-due receivables. The PD rates are applied to the aged receivables of the reporting period to arrive at a total provision. The final impairment allowance is also adjusted to consider Loss Given Default (LGD) specific to the entity and the historical loss rates are adjusted to reflect current and forward-looking information on specific local economies affecting the ability of the customers to settle the receivables. When in default, the receivables from leases with customers are provisioned at 100%.

Expected credit losses are reassessed at each reporting date and reflect all reasonable information that is available at the reporting date and management consider the current level of provisions to be adequate. The Group will continue to monitor the provision parameters, including the relevance of the local uplift factors, according to the macroeconomic situation. Further information on the expected loss provision on receivables from leases is included in Note 22. Given the diverse nature of the Group's operations (both in relation to customer type and geographically), the Group does not have significant concentration of credit risk with respect to lease receivables from clients, with exposure spread over a large number of customers.

For other financial assets listed above where there is zero or almost no history of credit risk or the amounts due are from financial institutions with an investment grade credit rating, no provision has been applied. For all other counterparties the ECL is based on the General Approach, where the expected credit loss model is calculated by multiplying the PD, LGD and the Exposure at Default (EAD), but the level of provisioning is dependent on the credit deterioration of the asset in line with IFRS 9. The provisioning on other receivables is limited.

Structural risk

Structural risk consists of three individual risks, being liquidity risk, interest rate risk and currency risk. Liquidity risk is the risk that the Group is not able to meet its cash outflow obligations when they fall due, because of a mismatch between its assets and liabilities. Interest rate risk is the risk that the profitability and shareholders' equity of the Group are affected by movements in interest rates. Currency risk is the risk that currency fluctuations have an adverse impact on the Group's capital ratios, result and shareholders' equity.

The key structural risk management principle consists of matching assets and liabilities in terms of maturities, currencies, and interest rate exposure. Group procedures defining the sensitivity measurement of such risks and tolerance levels are applied across the Group to allow a close monitoring of structural risks. These risks are monitored at the Group level by the Asset and Liability Committee (ALCO). This committee is informed about all relevant developments with regards to the Group's structural risk profile and decides any action to mitigate the risks when necessary.

Interest rate risk policy

The Group accepts and offers lease contracts to clients at both fixed and floating interest rates, for various durations and in various currencies. Most lease contracts are on a fixed interest rate basis. Interest rate risk within the Group is managed separately for:

- Group entities and associates, carrying interest-bearing assets (mainly lease contracts) and funding on their balance sheet (either intercompany funding supplied by the Group central treasury, or external funding concluded directly by the Group entities);
- Group's Central Treasury.

The main interest rate risk principle is to match the interest rate risk profile of the lease contract portfolio with a corresponding interest rate funding profile to minimise the interest rate risk as measured by interest rate gap reports per Group entity. Group entities carry interest-bearing assets on their balance sheet, funded by interest-bearing liabilities (loans and other indebtedness).

Interest rate risk measurement

The Group central treasury monitors the Group's interest rate risk exposure and instructs subsidiaries to implement adequate hedging operations based on a monthly report measuring interest risk exposure. Each entity and the Group as a whole are subject to sensitivity thresholds and limits validated by the Asset and Liability Committee (ALCO). The Group structural risks are discussed on a quarterly basis during ALCO meetings.

For the Group, the sensitivity metric used is the variation in the net present value of the future residual fixed-rate positions (surplus or deficit) for non-stressed shocks of +10 bps and -10 bps in the yield curve. The table below reflects the balance sheet exposure of the Group's financial liabilities to interest rate risk:

	As at 31 December,	
NPV sensitivity impact *(in EUR million)* [(1)]	**2024**	**2023**
+10 bps	(2.7)	0.7
-10 bps	2.7	(0.8)

(1) The NPV (Net Present Value) sensitivity aims at measuring the potential deterioration/enhancement of value of the balance sheet in static view (no new production) by considering all discounted cash inflows (e.g. mainly remaining cash flows from rental contracts) and cash outflows over the time (e.g. mainly remaining cash flows from financial debts).

For a +10bps scenario, a positive NPV sensitivity represents an excess of fixed rate resources while a negative NPV sensitivity represents a deficit of fixed rate resources. The variation between 2023 and 2024 is mainly explained by the implementation of a new equity convention [(1)] in compliance with Societe Generale Group standards. At the end of 2024, the NPV sensitivity is negative but within the limits. The position is mainly driven by the hedging of the order banks. See Note 29 for further details.

Currency risk policy

The Group's functional currency and the reporting currency for its consolidated financial statements is the euro. However, because of its presence in a significant number of countries outside the Eurozone, the Group has substantial assets, liabilities, revenues and costs denominated in currencies other than the euro. The global nature of the Group's operations therefore exposes the Group to exchange rate volatility as a result of potential mismatches between the currencies in which assets and liabilities are denominated, and as a result of the translation effect on its reported earnings, cash flow and financial condition. The Group is exposed to transactional foreign exchange rate risk when a subsidiary enters into a transaction in a currency other than the subsidiary's functional currency. The Group seeks to manage its transactional foreign exchange rate risk by attempting to limit the Group's exposure to the effects of fluctuations in currencies on its statement of financial condition and cash flows through funding its debt directly or through derivatives in the currency in which assets are originated and allocating capital in the currencies in which assets are denominated.

(1) The new equity convention has been implemented in compliance with SG Group standards. The profile of the new convention is now aligned with the average profile of the leasing assets. In comparison to the previous year, the new convention led to a decrease of the duration of the fixed rate liabilities.

In short, the Group has the following risk management approach regarding currency risk:

- matched funding: The assets on the entity's balance sheet should always be financed in the same currency in which the lease contracts are denominated;
- structural positions: The positions in non-euro currencies are related to the Group share equity in entities established outside the Euro zone. These positions are of a non-trading and structural nature. As a result hereof, structural positions are maintained to minimize the variation of the Group's Common Equity Tier 1 (CET1) ratio to exchange rates fluctuations.

Based on the currency risk management approach the Group's capital adequacy ratio is minimally exposed to changes in the exchange rates it is exposed to. In order to monitor and manage its currency risk exposure, the Group has defined triggers and limits on its structural risk exposure, in accordance with EBA Guidelines.

Currency risk measurement

The Group quantifies its exposure to structural exchange rate risks for each subsidiary by analysing all assets and liabilities arising from commercial operations and proprietary transactions. The risk sensitivity is measured by quantifying the impact of a variation of 10% of the exchange rate (hard currencies against local currency) and a threshold is defined for each subsidiary.

The following table shows the net currency position of foreign currencies which the Group is most exposed to as at 31 December 2024, and with all other variables remaining constant, the impact if the Euro strengthened or weakened by 10% against these foreign currencies positions held by the Group:

Income statement impact *(in EUR million)*	**2024 Net exposure**	**2024 +10%**	**2024 -10%**
Pound Sterling (GBP)	561.4	(51.0)	62.4
Turkish Lira (TRY)	712.0	(64.7)	79.1
Brazilian Real (BRL)	184.1	(16.7)	20.5
Czech Koruna (CZK)	110.3	(10.0)	12.3
Swedish Krona (SEK)	126.2	(11.5)	14.0
Norwegian Krone (NOK)	161.8	(14.7)	18.0
Danish Krone (DKK)	201.8	(18.3)	22.4
Other (1)	631.4	(51.6)	63.1

(1) The "Other" category consists of all other currencies where the Group has had lower net exposure.

Income statement impact *(in EUR million)*	**2023 Net exposure**	**2023 +10%**	**2023 -10%**
Pound Sterling (GBP)	549.4	(49.9)	61.0
Turkish Lira (TRY)	579.3	(52.7)	64.4
Brazilian Real (BRL)	162.1	(14.7)	18.0
Czech Koruna (CZK)	131.1	(11.9)	14.6
Swedish Krona (SEK)	114.4	(10.4)	12.7
Norwegian Krone (NOK)	114.0	(10.4)	12.7
Danish Krone (DKK)	113.2	(10.3)	12.6
Other (1)	597.9	(48.9)	59.7

(1) The "Other" category consists of all other currencies where the Group has had lower net exposure.

Liquidity risk policy

The Group is exposed to liquidity risk which is the risk of not being able to meet cash flow requirements when they fall due. A structural liquidity position is defined as resulting from the maturities of all balance sheet or off-balance sheet outstanding positions according to their liquidity profile.

The liquidity risk appetite and tolerance levels are based on the following key principles:

- managing funding and liquidity risk is to accommodate the going concern business objectives without incurring unduly exposure to liquidity or refinancing risk;
- the Group aims to be matched, where the run-off of assets and liabilities are matched within reasonable limits;
- the funding strategy is to maintain good market access at all times; and
- compliance with minimum regulatory liquidity and other funding requirements at all times.

Liquidity risk measurement

Note 29 details the maturity of the Group borrowing and debt issued.

As a precaution to the risk of not having continued access to financial markets for funding, the Group maintains a liquidity buffer. This buffer includes unencumbered cash and committed (standby) credit facilities to reduce the Group's liquidity risk. The liquidity buffer as per 31 December is specified as follows:

	As at 31 December,	
(in EUR million)	**2024**	**2023**
Unencumbered cash at banks	119.7	146.1
Unencumbered cash at Central bank	4,335.6	3,535.6
Total on balance liquidity buffer	**4,455.3**	**3,681.6**
Committed undrawn facilities	1,750.0	1,951.0
TOTAL	**6,205.3**	**5,632.6**

The Group holds total revolving credit facilities with a consortium of banks as at 31 December 2024, of which EUR 1.75 billion is undrawn (31 December 2023: EUR 1.95 billion). In addition, the Group holds a revolving credit facility with Societe Generale of which EUR 3.8 billion was undrawn per 31 December 2024.

Ayvens SA is a Financial Holding Company regulated by the European Central Bank (ECB). Ayvens Bank NV, a subsidiary 100% owned by LeasePlan Group BV, which is 100% owned by Ayvens SA is regulated as a financial institution. The European Central Bank sets out minimum liquidity level requirements on Ayvens Bank NV demanding that available liquidity exceeds required liquidity at all times as well as a Liquidity Coverage Ratio (LCR) and Net Stable Funding Ratio (NSFR) above 100%. These minimum liquidity requirements are complied with.

Derivatives and hedge accounting

Derivatives are used to mitigate the interest rate and currency exposures associated with the funding of lease contracts. Interest rate swaps cover interest rate positions between lease contracts and borrowed funds and currency interest rate swaps cover currency exposures between lease contracts and borrowed funds. The extent of exposure management is in line with internal risk appetite and limits determined by the Group risk management and reviewed on a regular basis. The Group uses a mixture of one-to-one relationships (micro hedging), as well as many-to-many macro hedging (macro hedging).

5.2 Capital planning

Based on the strategic planning process, a forecast of the regulatory Common Equity Tier 1 (CET1), Tier 1 (T1) and Total Capital (TC) ratios is prepared. The projections of the CET1, T1 and TC ratios are performed to ensure ongoing compliance with the minimum requirements set by the ECB. Next to the projections of the capital ratios, a forecast is made of the development of the minimum requirement which takes into account the requirements of the ECB; based on the latest estimates the Group will remain above the minimum CET1, T1 and TC requirement.

5.3 Asset risk factors

The Group is exposed to asset risk, which can be split into two main underlying risk components: the residual value risk and the risk related to repair and maintenance.

5.3.1 Residual value risk

Residual value risk policy and management

Residual value risk is considered the main asset risk and is defined as the risk of a loss of value due to the changes in the price of vehicles on second-hand markets. The resale price of the vehicles is estimated at inception of the leasing contract. The actual resale price may differ from this estimated value, thus generating a gain or a loss. This risk is managed in the Group through robust internal procedures applied to all Group subsidiaries in order to set, control and reevaluate the residual values on the running fleet. The residual value setting procedure defines the processes, roles and responsibilities involved in the definition of residual values that will be used for the quotation of future contracts. Residual value setting is performed locally as the expertise in used car market is local and controlled and challenged centrally. The calculation is based on a refined market segmentation and on statistical models using internal used car sales data for each market segment as well as external references country specific factors (inflation, market sector adjustments, life cycle, etc.) and second-hand market forward-looking expectations.

Technical valuation and price setting of vehicles is directly overseen by the local Pricing Committees and the central Asset Risk Committees.

Residual value risk exposure

The Group is currently exposed to residual value risk of the total lease portfolio across 41 countries. This geographical diversification, in conjunction with being an independent multi-brand company with a well-diversified brand portfolio, partly mitigates the risk related to residual values.

The Group's residual value position in relation to the total operational lease assets can be illustrated as follows:

	As at 31 December,	
(in EUR million)	**2024**	**2023**
Residual value	33,133.4	32,828.8

Further details on the residual value risk management and fleet revaluation are disclosed in Note 4.1.

5.3.2 Risk related to repair, maintenance and tyres

Repair, Maintenance and Tyres (RMT) Risk is defined as the exposure to a potential loss due to repair, maintenance and tyres actual costs of the entire contractual period exceeding the technical estimated values at lease inception.

RMT costs setting is done locally using local historical statistics, under the supervision of the Group, in alignment with Group´s policies. A global review of the RMT technical costs is carried out for each country on a regular basis in order to back test RMT setting assumptions (in terms of costs and frequencies) and to make any necessary adjustments.

5.3.3 Motor Insurance Risk

As a result of its normal business activities, the Group is exposed to motor insurance risks. Motor insurance risk is the risk of financial losses due to costs related to damages and compensation paid or payable. This risk consists of:

- long-tail risks (*e.g.*, motor third-party liability and legal defence); and
- short-tail risks (*e.g.*, motor material damage, passenger indemnity and other ancillary covers).

These two types of risk are managed by:

(I) Ayvens subsidiaries which have a local risk retention scheme (LRRS); and

(II) the Ayvens' Insurance entity.

Ayvens subsidiaries may offer a warranty/service for damage to a vehicle as part of the lease contract if local regulation allows them to do so. This warranty/service is included in the monthly lease instalment which includes a contribution for bearing the risk (to pay the damage to the vehicles, short-tail risks). In addition to these short-tail risks, damage risks also consist of long-tail risks. These long-tail risks are managed by the Group's own insurance company in Dublin, Euro Insurances DAC trading as Ayvens Insurance, an insurance company operating under the freedom of services model in the EEA countries, through a fronting model (reinsurance) in some non-EEA countries and in the UK through a Third Country Branch.

Additionally, throughout the Group, there are a number of entities which hold mediation licences, to sell insurance products, as well as entities which also perform claim handling activities, in relation to insurance and risk retention claims.

Under the motor insurance governance policy, Ayvens has a robust and effective monitoring framework. This monitoring framework enables the entities to manage and monitor the insurance risk portfolio throughout their lifecycle, in line with agreed loss ratio targets, strategy, policies and
procedures at portfolio levels. Group entities measure and monitor their motor insurance risk on a quarterly basis and report their risk exposures to central management.

Note 6 Segment information

During the reporting period, the Group implemented a new regional structure for its operating segments, which reflects a strategic alignment with its management structure following the acquisition and integration of LeasePlan. The Group has appointed a new leadership team where the members of the Executive Committee hold supervisory responsibilities in line with the new regional structure of four regions. The new regional segmentation corresponds to the updated management structure. To ensure consistency and enhance decision-making, the new regional segmentation has been implemented across the Group's budgeting and internal reporting processes. Supporting departments, such as finance and human resources, have been restructured to align with the regional segments, creating an uniform approach to operational support.

The new regional segmentation comprises 4 regions with the following countries per region:

- region 1: France, Portugal, Brazil, Chile, Colombia, Mexico, Peru and Algeria;
- region 2: Bulgaria, Italy, UK, Ireland, Czech Republic, Greece, Poland, Romania, Slovakia, Turkey, Ukraine, Croatia, Hungary, Serbia, Slovenia, and UAE (not consolidated);
- Region 3: Netherlands, Belgium, Denmark, Finland, Luxembourg, Norway, Estonia, Latvia, Lithuania, and Sweden;
- region 4: Austria, Germany, Switzerland, Spain, India, and Malaysia.

The performance of the operating segments is assessed based on a measure of revenue and profit before tax as presented in the consolidated financial statements. None of the Group's customers represent more than 10% of the total revenue.

	Year ended 31 December 2024			
(in EUR million)	**Rental fleet**	**Total assets**	**Net financial debt**	**Revenue from external customers**
Region 1	11,333.7	16,850.8	9,800.3	5,369.1
Region 2	16,949.1	24,913.7	14,286.2	8,390.7
Region 3	13,737.9	19,257.1	15,606.5	6,535.5
Region 4	9,529.3	14,094.2	9,316.4	5,055.9
TOTAL	**51,550.0**	**75,115.8**	**49,009.4**	**25,351.1**

	Year ended 31 December 2023			
(in EUR million)	**Rental fleet**	**Total assets**	**Net financial debt**	**Revenue from external customers**
Region 1	10,912.9	15,550.7	9,336.1	4,096.8
Region 2	16,556.7	23,526.0	13,556.3	6,093.3
Region 3	12,825.0	17,431.6	13,622.6	4,637.3
Region 4	9,496.5	13,876.6	8,899.6	4,055.3
TOTAL	**49,791.2**	**70,384.8**	**45,414.5**	**18,882.7**

Sales between segments are carried out at arm's length. The revenue from external parties reported to the Board of Directors is measured in a manner consistent with that in the income statement. There has been no inter-segment revenue for year ending 31 December 2024 and 2023.

	Year ended 31 December	
(in EUR million)	**2024**	**2023**
Leasing revenues	11,016.8	8,032.6
Service revenues	5,451.0	4,391.2
Proceeds of cars sold	8,883.3	6,458.8
REVENUE FROM EXTERNAL CUSTOMERS	**25,351.1**	**18,882.7**

Revenue from external customers and Rental Fleet by countries with Revenues in excess of EUR 1 billion are detailed below:

(in EUR million)	Year ended 31 December 2024 Revenue from external customers	Year ended 31 December 2023 Revenue from external customers	Year ended 31 December 2024 Rental fleet	Year ended 31 December 2023 Rental fleet
France	3,805.8	3,003.1	8,794.0	8,139.0
Italy	2,994.6	2,198.8	6,605.6	6,303.0
United Kingdom	2,813.2	2,004.0	5,554.8	5,520.3
Netherlands	2,406.7	1,925.1	5,474.8	4,084.1
Germany	2,372.0	1,726.9	4,134.2	5,389.9
Spain	1,839.5	1,553.2	3,888.4	3,967.0
Belgium	1,627.9	1,157.3	3,612.5	3,340.5
Other countries	7,491.4	5,314.3	13,485.7	13,047.4
TOTAL	**25,351.1**	**18,882.7**	**51,550.0**	**49,791.2**

Note 7 Discontinued operations

Included in 2023 statement of profit and loss are the subsidiaries carrying on the full-service leasing and Fleet Management business of ALD in Portugal, in Ireland and in Norway, and of LeasePlan in the Czech Republic, in Finland and in Luxembourg. On 22 March 2023, the Group has entered into a share purchase agreement to sell these subsidiaries to Credit Agricole Consumer Finance and Stellantis. The sale completed on 1 August 2023.

Note 8 Revenues and cost of revenues

8a Leasing margin

(in EUR million)	Year ended 31 December, 2024	2023
Leasing revenue – operating leases	**10,590.1**	**7,795.3**
Interest income from finance lease	124.7	89.4
Other interest income	302.0	148.0
Leasing revenues	**11,016.8**	**8,032.6**
Leasing costs – depreciation	**(8,085.7)**	**(6,171.0)**
Leasing costs – financing:		
Interest charges on loans from financial institutions (1)	(766.4)	(445.2)
Interest charges on deposits	(381.1)	(169.0)
Interest charges on issued bonds	(455.8)	(225.3)
Other interest charges	(294.3)	(205.2)
Total interest charges	**(1,897.5)**	**(1,044.7)**
Leasing costs – depreciation and financing	**(9,983.2)**	**(7,215.7)**
Derivatives not in hedges	45.5	(152.0)
Hedge ineffectiveness – fair value hedges	(127.2)	(35.5)
Hedge ineffectiveness – cash flow hedges	1.0	1.5
Unrealised gains/(losses) on derivative financial instruments	**(80.6)**	**(186.0)**
Unrealised foreign exchange gains/(losses)	(3.6)	4.5
Hyperinflation – net monetary gain	121.4	140.1
Total unrealised gains/(losses) on financial instruments and other	**37.1**	**(41.4)**
LEASING MARGIN	**1,070.7**	**775.5**

(1) Including interest charges from central banks.

"Leasing costs – depreciation" includes depreciation of vehicles which is calculated based on contractual residual values. Any impacts from the revision of residual values are recorded in the "Depreciation adjustments" in "Used car sales result and depreciation adjustments".

"Other interest income" comprises income received from financial instruments, income received for cash deposits with central banks and other third parties.

"Other interest charges" mainly comprise of interest charges incurred from asset-backed borrowings, net interest costs on derivative financial instruments, realised gains or losses on translation of financial liabilities and interest expense on lease liabilities.

Financial statements of the Turkish subsidiaries are based on a historic cost. Non-monetary items in the financial statements have been restated for the change in CPI (Consumer Price Index) from the date of their acquisition or initial recognition to the end of the reporting period.

Net monetary gain is derived as the difference resulting from the restatement of non-monetary assets, incomes and expenses at transaction date and the restatement of all components of equity from the beginning of the period.

Included within the "Leasing costs", for hyperinflation in Turkey is an impairment of EUR 61.5 million for year ending 31 December 2024 (2023: EUR 67.2 million) relating to recoverability of the fleet assets and additional depreciation on the inflationary increase of EUR 121.3 million (2023: EUR 33.7 million).

Total interest charges have increased significantly in the year ending 31 December 2024. "Interest charge on loans from financial institutions" has increased with the acquisition of LeasePlan in May 2023, which has external funding arrangements and borrowing from central bank institutions as part of its banking operations. The new charge of "Interest charges on deposits" is also a result of interest paid on fixed term savings deposits, raised by Ayvens Bank in the Netherlands and in Germany. "Interest charges on issued bonds" has increased due to the issuance of new EMTN bonds in the year to finance the operations of the combined group, while the increase in "Other interest charges" are due to the additional asset-backed securitisation funding acquired on acquisition of LeasePlan. For more details of the funding changes from the acquisition of LeasePlan see Note 29 Borrowing from financial institutions, Bonds and Notes issued.

The Group's activities are principally related to vehicle leasing and Fleet Management. The Group accepts and offers lease contracts to clients at both fixed and floating interest rates, for various periods and in various currencies. For a major part of the funding of the cars, the Group has entered into borrowings from external parties or issued notes to third parties. To mitigate the Group exposure towards future movements in interest rates and currency exchange rates the Group have entered into interest rate swaps and cross currency swap and forward arrangements. While as a result of these arrangements the Group mitigates interest rate risk and currency risk from an economic perspective, these derivatives do not always qualify for hedge accounting from an accounting perspective. The accounting treatment of derivative financial instruments exposes the Group to some volatility in its income statement. For more details see Note 5 Financial Risk Management and Note 19 Derivative financial instruments.

The "Hyperinflation – net monetary gain" in the "Unrealised gains/losses on financial instruments and other" line in the income statement, includes the gain for the consumer price index inflation applied to the book value of the Turkish subsidiaries fleet of vehicles, share capital and retained earnings.

8b Service margin

	Year ended 31 December,	
(in EUR million)	**2024**	**2023**
Services revenue	5,451.0	4,391.2
Cost of services revenues	(3,824.5)	(3,140.4)
SERVICES MARGIN	**1,626.5**	**1,250.9**

Revenues and costs are derived from the various service components included within the contractual lease instalments, such as maintenance and tyres, damage risk retention and replacement vehicles.

Services margin for the year ended 31 December 2024 includes an amount of EUR 114.1 million (2023: EUR 89.8 million) related to insurance and reinsurance services. Refer to the following table for the breakdown:

	Year ended 31 December,	
(in EUR million)	**2024**	**2023**
Insurance revenue	541.9	433.4
Insurance expenses	(397.0)	(335.6)
Insurance finance expenses	(30.8)	(8.0)
INSURANCE RESULT INCLUDING INSURANCE FINANCE EXPENSES	**114.1**	**89.8**

8c Used car sales result and depreciation adjustments

	Year ended 31 December,	
(in EUR million)	2024	2023
Proceeds of cars sold	8,883.3	6,458.8
Cost of cars sold	(7,975.4)	(5,380.3)
Used car sales result	**907.9**	**1,078.5**
Depreciation costs adjustments	(590.9)	(195.4)
Depreciation costs adjustments – revision of residual values	*24.3*	*553.2*
Impact of previous depreciation adj on NBV of vehicles sold	*(313.5)*	*(536.0)*
Purchase price allocation adjustments	*(301.6)*	*(212.6)*
USED CAR SALES RESULT AND DEPRECIATION ADJUSTMENTS	**317.1**	**883.1**

Used vehicles prices have continued to drive high profit from the used car sales activity but as previously anticipated the used car market has been normalising with a gradual decline throughout 2024. Used car sales results remained strong despite the continued weakness of the EV used car market which was more than offset by the strong performance on ICE.

Revision of the expected residual values can result in one of three outcomes for the prospective depreciation over the remaining life of the contract:

- potential car sales losses are recognised as an additional depreciation charge and are booked on a straight-line basis between the date of the revaluation and the end of the contract;
- where the sales proceeds of the vehicle are forecast to be higher than the previously estimated proceeds but lower than the current net book value, the prospective depreciation is adjusted to the latest expected sales proceeds;
- where the sale proceeds of the vehicles are forecast to be in excess of their net book value, depreciation of those vehicles is stopped.

Depreciation cost adjustments include all impacts from the revision of residual values process performed by the Group. For further detail see Note 3.1 Basis of preparation, section Critical estimates, judgement and errors.

Depreciation costs adjustments have been negatively impacted by:

- the increase in the net book value of the vehicles sold due to the reduction in depreciation costs which was booked in the previous reporting periods. The impact for the vehicles sold in 2024 is EUR 313.7 million (EUR -536.0 million for the year ended 31 December 2023);
- the release of the purchase price allocation for the vehicles sold in LeasePlan entities in 2024 of EUR -301.6 million due to an upward valuation of these vehicles during the initial accounting for business combinations (EUR -212.6 million for the year ended 31 December 2023).

8d Revenues

Revenues that are included within the margins analysed in 8a, 8b and 8c are shown in the following table. They are analysed into Revenues derived from the Rental activity and Proceeds of Cars sold at the end of the leasing period.

	Year ended 31 December,	
(in EUR million)	2024	2023
Services revenues	5,451.0	4,391.2
Proceeds of cars sold	8,883.3	6,458.8
REVENUES FROM CONTRACTS WITH CUSTOMERS EXCLUDING LEASE	**14,334.3**	**10,850.0**
Leasing revenues	11,016.8	8,032.6
TOTAL REVENUES	**25,351.1**	**18,882.7**

	Year ended 31 December,	
(in EUR million)	2024	2023
Services revenues	5,451.0	4,391.2
Leasing revenue – operating leases	10,590.1	7,795.3
INTEREST REVENUE	**426.7**	**237.4**
Leasing revenues	11,016.8	8,032.6
Sub-Total – Revenues from lease activity	**16,467.8**	**12,423.9**
Proceeds of cars sold	8,883.3	6,458.8
TOTAL REVENUES	**25,351.1**	**18,882.7**
TOTAL REVENUES EXCLUDING INTEREST INCOME	**22,304.1**	**17,006.3**

Note 9 Impairment charges on receivables

(in EUR million)	Notes	Year ended 31 December, 2024	2023
Impairment		(298.7)	(168.2)
Losses		(6.7)	(0.4)
Reversal of impairment [1]		176.8	97.9
Impairment charges on receivables		**(128.5)**	**(70.7)**

(1) Reversal of impairment represents doubtful receivables recovered in the year and the movement in IFRS 9 provision.

The total variance on impairment charges on receivables is mainly driven by the charges of former LeasePlan companies which are now fully reflected for 12 months, compared to 9 months in 2023. Additionally, the variance is influenced by the alignment of IFRS 9 ECL provisions methodology to Ayvens method. The variance in the underlying impairment charges and reversals is driven by a stricter application of booking charges and reversals, following the Ayvens methodology by the former LeasePlan companies, that was not implemented in the previous year.

Note 10 Operating expenses

Staff expenses

The breakdown of staff expenses is as follows:

(in EUR million)	Year ended 31 December, 2024	2023
Wages and salaries	(882.8)	(659.3)
Social security charges	(163.3)	(120.8)
Defined benefit post-employment costs	(7.5)	(4.3)
Other staff costs	(126.9)	(151.7)
TOTAL	**(1,180.5)**	**(936.1)**

The average number of staff employed (including temporary staff) by the Group during the year was 14,455 (2023: 12,505). At year-end, the full time equivalent number of staff employed by the Group was 12,661 (2023: 14,578).

The breakdown of the components of the defined benefit pension cost is identified in Note 31.

General and administrative expenses

The breakdown of general and administrative expenses is as follows:

(in EUR million)	Year ended 31 December, 2024	2023
Professional services expenses	(167.6)	(210.6)
Facilities	(239.1)	(176.3)
Marketing and sales	(41.5)	(34.8)
Other general and administrative expenses	(98.2)	(97.7)
TOTAL	**(546.3)**	**(519.5)**

As part of General and administrative expenses are included fees, rental charges, IT services, maintenance and equipment expenses and expenses related to advertising and communication.

Depreciation and amortisation expenses

(in EUR million)	Notes	Year ended 31 December, 2024	2023
Depreciation of other property and equipment	14	(41.1)	(34.7)
Depreciation of intangible assets	17	(80.7)	(59.3)
Depreciation of right of use assets [(1)]	15	(50.7)	(42.0)
TOTAL		**(172.5)**	**(136.0)**

(1) Excluding vehicles.

Ayvens continues to invest in IT as part of the Group's commitment to be the preferred choice for mobility solutions within the market. There has been a specific focus on digital solutions to further enhance customer experience, including fleet manager and driver web portals as well as investment in the development of new Flexible products for customers.

Note 11 Other income/(expense)

(in EUR million)	Year ended 31 December, 2024	2023
FV gain/(loss) on the investment in equity instruments	(2.2)	10.9
Dividend income from equity instruments	–	0.9
Impairment of goodwill	–	(38.4)
Gain on sale of subsidiaries	4.8	–
Other income/(expenses)	(4.8)	(2.1)
TOTAL	**(2.2)**	**(28.7)**

This caption includes the fair value adjustment on the investment in equity instruments related to Societe Generale Fleet Group and Constellation Group, the dividend income from these investments and the impairment of goodwill (see Note 16 for further details).

During 2024 the LeasePlan Russia subsidiary was sold, generating a gain on sale in total amount of EUR 4.8 million.

Note 12 Income tax expense

(in EUR million)	Year ended 31 December, 2024	2023
Current tax	(404.0)	(355.0)
Deferred tax	119.9	(4.4)
Income tax expense	**(284.2)**	**(359.4)**

Deferred tax variation in 2024 is mainly caused by the following movements in temporary differences between accounting and tax bases of assets and liabilities:

- addition of carry forward tax losses of EUR +39.3 million;
- movement in fair value of derivatives EUR +13.7 million;
- recognition of tax credits of EUR +6.1 million.

The deferred tax charge/credit relating to components of other comprehensive income is as follows:

	Year ended 31 December,	
(in EUR million)	**2024**	**2023**
Cashflow hedges	(8.4)	25.7
Debt instruments at fair value through OCI	(0.6)	(1.2)
Remeasurement of retirement benefit	0.2	1.0
Deferred tax charged to OCI	**(8.8)**	**25.5**

Effective tax rate reconciliation

	Year ended 31 December,	
(in EUR million)	**2024**	**2023**
Profit before tax	**994.3**	**1,224.9**
Standard tax rate in France	25.83%	25.83%
Tax expense at standard rate	(256.8)	(316.3)
Tax calculated at domestic tax rates applicable to profits in the respective countries	16.7	28.6
Tax effects of:		
Associates' results reported net of tax	5.8	1.7
Income not subject to tax	2.0	(14.7)
Expenses not deductible for tax purposes	(47.0)	(12.8)
Utilisation of previously unrecognised tax losses	(4.6)	2.6
Tax losses for which no deferred income tax asset was recognised		(6.5)
Re-measurement of deferred tax	1.7	(25.1)
Adjustment in respect of prior years	(5.1)	9.5
Other [1]	3.2	(26.4)
TOTAL	**(284.2)**	**(359.4)**
Effective rate of income tax	28.58%	29.34%

(1) Mainly regional taxes based on the productive activities.

Tax calculated at domestic tax rates applicable to profits in the respective countries (EUR 16.7 million): The weighted average of the local tax rates applicable to the Group for 2024 is lower than the domicile country nominal tax rate of 25.83% predominantly as a result of the fact that the Group realises on average relatively more profits in jurisdictions with a tax rate lower than 25.83%.

Expenses not deductible for tax purposes are mainly related to non-deductible expenses with respect to hyperinflation (Turkey) and the deduction of interest on the AT1 instrument (Netherlands). The variance between 2023 and 2024 is mainly related to non-deductible expenses with respect to hyperinflation.

The recognition of deferred tax asset on tax credits in Luxembourg is reported under "other".

Net deferred tax variation

	Year ended 31 December,	
(in EUR million)	**2024**	**2023**
Net deferred tax liabilities at 1 January	**(930.3)**	**(547.0)**
Income statement charge	119.9	(4.4)
Tax charged/(credited) directly to equity	(10.7)	23.1
Exchange differences	23.9	54.9
Scope changes [1]	(15.0)	(461.4)
Other	2.5	4.5
Net deferred tax liabilities at 31 December	**(809.7)**	**(930.3)**

(1) Mainly relates to the acquisition of LeasePlan on 22 May 2023. See Note 2 for further details.

Deferred income tax by nature

(in EUR million)	Year ended 31 December, 2024	2023
Accelerated tax depreciation	(1,394.7)	(1,300.5)
Provisions	108.8	110.8
Impairment losses	54.9	30.2
Tax losses	258.5	219.2
Fair value gains	3.2	9.1
Retirement benefit obligation	5.0	6.1
Other timing differences	154.6	(5.2)
Net deferred tax asset/(liability)	**(809.7)**	**(930.3)**

Tax losses

The Group recognises deferred tax assets for the tax value of losses and tax credits carried forward to the extent that the realisation of the related tax benefit through future taxable profits is probable. The Group performs an annual review of its capacity to use tax loss carry-forwards, taking into account the tax system applicable to each tax entity concerned and a realistic forecast of its tax results. For this purpose, the tax results are determined based on the projected performance of the businesses. The tax results also take into consideration the accounting and tax adjustments (including the reversal of the deferred tax assets and liabilities based on temporary differences) applicable to the entities and jurisdictions concerned. These adjustments are determined on the basis of historical tax results and on the entity's tax expertise. An extrapolation of the tax result is performed from 2025 and over a timeframe considered reasonable and depending on the nature of the activities carried out within each tax entity.

The Group has not recognised deferred tax assets in respect to tax losses of EUR 23.5 million as the group considers it not probable that future taxable profits will be available to offset these tax losses (also taking into account expiry dates when applicable). The majority of the unrecognised tax losses of EUR 23.5 million do not have an expiry date (EUR 7.5 million of the unrecognised tax losses have an expiry date).

The tax losses carried forward for the year are attributable to:

(in EUR million)	Year ended 31 December, 2024	2023
Netherlands	101.6	74.1
France	87.7	46.7
Italy	2.4	27.6
India	24.5	26.3
Norway	7.8	12.9
Greece	11.6	8.8
Chile	5.9	8.6
Belgium	6.2	7.0
UK	5.9	6.4
Others	4.9	0.8
TOTAL	**258.5**	**219.2**

The increase in carry forward tax losses (EUR 39.2 million) is mainly attributable to The Netherlands (reclass of the deferred tax asset, related to timing differences on impairment intangible assets, to carry forward tax losses and offsetting of tax losses), France (addition of carry forward tax losses) and Italy (offsetting of carry forward tax losses).

Expected recovery periods of the losses carried forward can be illustrated as follows:

(in EUR million)	Year ended 31 December, 2024	2023
Expiry within 1 year	8.5	9.2
Expiry within 1-5 years	11.7	10.3
Without expiry	238.3	199.6
TOTAL	**258.5**	**219.2**

Note 13 Rental fleet

(in EUR million)	**Rental fleet**
At 1 January 2023	
Gross value	31,771.7
Accumulated depreciation & impairment	(8,544.4)
Net book value as at 1 January 2023	**23,227.4**
Year ended 31 December 2023	
Opening net book value	23,227.4
Additions	18,426.0
Disposals	(5,680.4)
Scope changes	21,460.8
Depreciation charge	(6,040.5)
Impairment	(67.2)
Transfer to inventories	(1,664.8)
Hyperinflation adjustment	299.7
Currency translation differences	(169.8)
Closing net book value as at 31 December 2023	**49,791.2**
At 31 December 2023	
Gross value	66,533.8
Accumulated depreciation & impairment (1)	(16,742.7)
Net book value as at 31 December 2023	**49,791.2**
Year ended 31 December 2024	
Opening net book value	49,791.2
Additions	21,729.6
Disposals	(10,630.7)
Scope changes	(3.2)
Depreciation charge	(8,615.1)
Impairment	(61.5)
Transfer to inventories	(898.8)
Hyperinflation adjustment	393.3
Currency translation differences	(154.7)
Closing net book value as at 31 December 2024	**51,550.0**
At 31 December 2024	
Gross value	68,923.8
Accumulated depreciation & impairment (1)	(17,373.7)
Net book value as at 31 December 2024	**51,550.0**

(1) Including the prospective depreciation for the amount of EUR 303.7 million as per 31 December 2024 (2023: 619.4 million).

Minimum undiscounted lease payments receivable on operating leases are as follows:

(in EUR million)	As at 31 December, 2024	2023
Within 1 year	4,396.5	4,871.5
Between 1 and 2 years	5,360.8	4,951.7
Between 2 and 3 years	6,562.9	5,565.3
Between 3 and 4 years	5,272.5	4,491.4
Between 4 and 5 years	1,918.8	1,389.0
Later than 5 years	499.4	144.7
TOTAL	**24,010.9**	**21,413.6**

As at 31 December 2024 and 2023, all the carrying amounts represents owned vehicles that are intended to be leased.

Impairments

The Hyperinflation adjustment reflects the consumer price index inflation applied to the book value of the Turkish subsidiaries fleet of vehicles (see Note 3.1 for more details). As a result of this inflation being above the expected recoverable amount for the Turkish fleet of vehicles there has been an impairment of EUR 61.5 million for the year ending 31 December 2024 (2023: EUR 67.2 million).

Residual values

Used vehicles prices have continued to drive high profit from the used car sales activity but, as previously predicted, the used car market has been normalising with a gradual decline throughout 2024. As at 31 December 2024 no further reduction in depreciation costs has been booked (2023: 514.6 million).

Sensitivity analysis on expected sales proceeds

+Increase/-decrease in expected sales proceeds per vehicle	**Income statement net Impact** *(in EUR million)* 2024	2023
- EUR 1,000	(250.6)	(138.1)
+EUR 1,000	246.6	122.3

The impacts of the sensitivity analysis are not linear.

Asset-backed securitisation transactions

The Group concluded a number of asset-backed securitisation programmes which involve the sale of future lease instalment receivables and, in some cases, related residual value receivables originated by various Group subsidiaries to special purpose companies which are included in the consolidated financial statements of the Group. For further details on the securitisation transactions and transferred assets reference is made to the Note 29.

As a result of this sale, net book value of securitised operating lease assets amount to EUR 4,648 million at 31 December 2024, (EUR 6,062 million at 31 December 2023) and present value of transferred lease receivables derived from these assets is EUR 5,007 million (EUR 6,286 million at 31 December 2023). The transferred lease receivables cannot be sold.

Note 14 Other property and equipment

Other property and equipment

(in EUR million)	Land	Property	Equipment	Total
At 1 January 2023				
Gross value	11.4	67.9	114.4	193.7
Accumulated depreciation & impairment		(39.5)	(57.3)	(96.8)
Net book value as at 1 January 2023	**11.4**	**28.3**	**57.2**	**96.9**
Year ended 31 December 2023				
Opening net book amount	11.4	28.3	57.2	96.9
Additions	–	3.6	73.3	76.9
Disposals	–	(0.7)	(37.1)	(37.8)
Depreciation charge	–	(6.9)	(29.4)	(36.3)
Transfer to assets qualified as held-for-sale	–	0.0	(0.0)	0.0
Scope changes	0.8	4.5	89.3	94.6
Hyperinflation adjustment (1)	–	–	(0.0)	(0.0)
Currency translation differences	–	0.0	0.0	0.0
Closing net book value as at 31 December 2023	**12.2**	**28.9**	**153.2**	**194.2**
At 31 December 2023				
Gross value	12.2	81.4	331.0	424.6
Accumulated depreciation & impairment		(52.5)	(177.9)	(230.4)
Net book value as at 31 December 2023	**12.2**	**28.9**	**153.2**	**194.2**
Opening net book amount	12.2	28.9	153.2	194.2
Additions	–	10.1	67.6	77.7
Disposals	–	(1.2)	(41.2)	(42.4)
Depreciation charge	–	(5.9)	(38.1)	(44.0)
Transfer to assets qualified as held-for-sale	–	(1.0)	(0.9)	(1.9)
Scope changes	–	–	(0.2)	(0.2)
Hyperinflation adjustment (1)	–	–	1.2	1.2
Currency translation differences	–	(0.0)	(0.7)	(0.7)
Closing net book value as at 31 December 2024	**12.2**	**30.9**	**140.9**	**184.0**
At 31 December 2024				
Gross value	12.2	70.9	316.7	399.8
Accumulated depreciation & impairment		(40.0)	(175.8)	(215.8)
Net book value as at 31 December 2024	**12.2**	**30.9**	**140.9**	**184.0**

(1) Hyperinflation adjustment mainly relating to Company vehicles.

The title to the other property and equipment is not restricted and these assets are not pledged as security for liabilities.

At 31 December 2024 and 2023 there was no impairment on the “Other property and equipment”.

Note 15 Right-of-use assets and lease liabilities

(in EUR million)	Right-of-use assets (vehicles and equipment)	Right-of-use assets (property leases)	Lease liabilities
As at 1 January 2023	**29.4**	**102.8**	**117.2**
Additions	18.7	42.6	64.1
Disposals	(25.8)	(17.5)	(44.3)
Depreciation charge	(17.2)	(51.8)	–
Scope changes	4.3	148.1	162.9
Interest	–	–	3.4
Payments	–	–	(51.9)
Currency translation differences	0.0	0.9	0.9
As at 31 December 2023	**9.4**	**225.2**	**252.3**
As at 1 January 2024	**9.4**	**225.2**	**252.3**
Additions	12.9	63.1	66.4
Disposals	(5.3)	(25.1)	(40.9)
Depreciation charge	(14.4)	(58.0)	-
Impairment charge	–	(1.3)	–
Impairment reversal	–	0.3	–
Scope changes	–	(0.1)	(0.1)
Interest	–	–	6.0
Payments	–	–	(54.9)
Currency translation differences	(0.0)	(1.0)	(1.0)
As at 31 December 2024	**2.6**	**203.1**	**227.9**

In December 2024 a total impairment charge was booked amounting to EUR 1.3 million, split as follows: EUR 0.89 million LeasePlan Nederland NV, representing expected closing of 3rd floor of the rented office space, following the merger, and EUR 0.41 million LeasePlan Digital BV, for closing of floors 4 and 6 of the rented office space, as these are no longer needed.

The 2024 impairment reversal, total amounting to EUR 0.3 million, represents reversals of provisions on IFRS 16, split between: EUR 0.14 million Ayvens Spain Mobility Solutions SAU, EUR 0.13 million Ayvens SA and EUR 0.03 million ALD Automotive Group PLC + ALD Automotive Ltd – UK.

Amounts recognised in the consolidated balance sheet

The consolidated balance sheet shows the above amounts for right-of-use leases and lease liabilities. These property leases are generally for office spaces and car storage and range from 1 to 12 years.

Lease liabilities balance and maturity analysis:

	As at 31 December,	
(in EUR million)	**2024**	**2023**
Not later than one year	59.5	66.2
1-2 years	47.1	55.1
2-3 years	41.5	43.2
3-4 years	33.1	34.7
4-5 years	23.3	25.5
Later than five years	34.8	40.6
Total	239.3	265.3
Effect of discounting	(11.4)	(13.0)
Lease liability	**227.9**	**252.3**

Amounts recognised in the income statement

The income statement shows the following amounts relating to lease. The cost of leases other than short term leases less than 12 months, variable leasing costs and leases of low value assets are allocated between the depreciation of right-of-use assets and a finance charge representing the unwind of the discount on lease liabilities.

	Year ended 31 December,	
(in EUR million)	**2024**	**2023**
Depreciation of right-of-use assets [1]	(72.4)	(69.0)
Interest expense	(6.0)	(4.1)
Result from sub-leasing right-of-use assets	(0.7)	1.7
Expense relating to short term leases less than or equal to 12 months, variable leasing costs and leases of low value	(13.5)	(11.8)

(1) See Note 10 for further details.

Amounts recognised in the consolidated cash flow statement

For the year ended 31 December 2024, the total amount of cash paid in respect of leases recognised on the consolidated balance sheet is EUR 54.9 million (2023: EUR 51.9 million).

Note 16 Goodwill

(in EUR million)	**Goodwill**
Carrying amount as at 1 January 2023	**618.6**
Year ended 31 December 2023	
Opening net book amount	618.6
Impairment	(38.4)
Scope changes [1]	1,548.1
Closing net book amount as at 31 December 2023 (restated)	**2,128.3**
At 31 December 2023	
Carrying amount as at 31 December 2023 (restated)	**2,128.3**
Year ended 31 December 2024	
Opening net book amount	2,128.3
Closing net book amount as at 31 December 2024	**2,128.3**
At 31 December 2024	

(1) See Note 2 for further details.

Goodwill by group of cash-generating units

	Year ended 31 December,	
(in EUR million)	**2024**	**2023**
Region 1	667.7	667.7
Region 2	470.1	470.8
Region 3	538.6	537.9
Region 4	451.9	451.9
TOTAL	**2,128.3**	**2,128.3**

Please refer to Note 6 Segment information for the composition of the four regions.

On an annual basis, the Group performs an impairment test for each (group of) cash-generating unit (CGU) to which goodwill has been allocated.

An impairment loss is recognised in the income statement if the carrying amount of CGU, including its allocated goodwill, is higher than its recoverable amount. This impairment loss is then allocated first to reduce the carrying amount of goodwill.

The recoverable amount of cash-generating unit is calculated using the most appropriate method, generally the discounted cash flow (DCF) method. Cash flows were projected on actual financial results and the 5-year business plans, for which management has assessed and approved the reasonableness of its assumptions by examining the causes of differences between past cash flow projections and actual cash flows.

A discount rate was applied which is built up of a risk-free interest, a market premium multiplied by a market specific beta.

In 2024, there was no impairment recognised. In 2023, the Group booked an impairment of goodwill in the German subsidiary Fleetpool Holding GmbH for EUR 38.4 million. While the volume of active contracts in Fleetpool remained stable over 2023, difficult local procurement conditions, logistical issues in the management of the stock of vehicles, and difficulties in the German subscription market led to a deterioration of the Company's financial prospects, materially delaying the expansion plan. Several mitigating initiatives have now been undertaken to accelerate the integration of Fleetpool's operations and technology with other Group entities.

The key assumptions used for value-in-use calculations in 2024 are as follows:

Assumptions in 2024

	Discount rate 2024	**Perpetuity rate 2024**
Region 1	9.9%	2.0%
Region 2	12.3%	2.0%
Region 3	8.6%	2.0%
Region 4	10.8%	2.0%

The Group has performed additional sensitivity analysis for the future cashflow projections. The analysis used the following sensitivities:

- 1.5% increase in expected discount;
- 1.5% decrease in Lease and Service revenue and Cost of Sales;
- 1.5% increase in Overheads and Corporate costs.

Based on the assumptions made by the Group, even with these severe stresses, no need for impairment of goodwill, has been identified in 2024.

Note 17 Other intangible assets

(in EUR million)	Software (internally generated)	Software licenses (external)	Customer relationships	Assets under construction	Other	Total
At 1 January 2023						
Gross value	104.6	84.6	20.3	31.9	3.7	245.0
Accumulated amortisation and impairment	(45.8)	(66.7)	(5.9)	–	(0.0)	(118.4)
Net book value as at 1 January 2023	**58.8**	**17.9**	**14.4**	**31.9**	**3.7**	**126.6**
Year ended 31 December 2023						
Opening net book value	58.8	17.9	14.4	31.9	3.7	126.6
Additions (1)	71.1	16.2	279.0	112.8	0.1	479.3
Divestments	(0.0)	(2.1)	–	(18.5)	(3.6)	(24.1)
Impairment	(1.6)	–	–	–	–	(1.6)
Amortisation	(54.8)	(10.9)	(13.3)	–	(4.8)	(83.8)
Scope changes (1)	(26.6)	18.0	4.6	143.8	9.6	149.4
Currency translation differences	0.3	(0.1)	–	–	0.0	0.2
Closing net book as at 31 December 2023	**47.1**	**39.0**	**284.7**	**270.0**	**5.1**	**645.9**
At 31 December 2023						
Gross value	475.9	152.7	303.9	270.0	9.8	1,212.3
Accumulated amortisation and impairment	(428.8)	(113.7)	(19.2)	–	(4.7)	(566.4)
Net book value as at 31 December 2023	**47.1**	**39.0**	**284.7**	**270.0**	**5.1**	**645.9**
Year ended 31 December 2024						
Opening net book value	47.1	39.0	284.7	270.0	5.1	645.9
Additions	19.8	17.7	–	86.5	–	124.0
Divestments	(6.3)	(0.0)	(0.5)	–	(0.1)	(6.8)
Reclassification	267.5	(0.1)	–	(267.5)	–	–
Amortisation	(62.3)	(13.5)	(20.5)	–	(4.9)	(101.2)
Scope changes	–	–	–	–	–	–
Currency translation differences	1.0	(0.2)	–	(0.0)	0.0	0.8
Closing net book value as at 31 December 2024	**267.0**	**42.9**	**263.7**	**89.0**	**0.1**	**662.9**
At 31 December 2024						
Gross value	553.0	153.4	303.9	89.0	9.7	1,109.0
Accumulated amortisation and impairment	(286.0)	(110.3)	(40.2)	–	(9.6)	(446.0)
Net book value as at 31 December 2024	**267.0**	**43.1**	**263.7**	**89.0**	**0.1**	**662.9**

(1) Additions for Customer Relationships and scope changes relate to acquisition of LeasePlan (see Note 2 for further details).

In 2024 the purchase price allocation was updated. This included a further decrease of EUR 62.6 million in the value of LeasePlan's software at the date of acquisition due to a completion rate adjustment, corrections of previous modifications and confirmation of structural problems.

LeasePlan's Next Generation Digital Architecture programme, launched in 2019 to deliver a harmonized and standardized global digital architecture, was scaled down to 3 entities after the signature of the acquisition MoU in January 2022. The Group started a thorough review of this programme immediately after the acquisition closing. In the context of the LeasePlan purchase price allocation, taking into account the significant delay in deployment and the articulation with rest of the IT architecture, the Group decided to stop new developments, while re-using assets of value and leveraging with ALD's strong back-office systems. As a result, at the date of the acquisition this intangible asset was marked down by EUR 203 million (net book value as at end 2023: EUR 262 million).

Note 18 Investments in associates and jointly controlled entities

Name	Country of incorporation	Activity	Type of equity investment	Carrying value *(in EUR million)*	% Ownership
LeasePlan Emirates LLC	EMIRATE OF ABU DHABI	Leasing	Joint venture	18.2	49%
Flottenmanagement GmbH	AUSTRIA	Leasing	Joint venture	5.9	49%
PLease SCS	FRANCE	Leasing	Joint venture	4.7	99%

PLease is a *société en commandite simple* (SCS) under French law, whereby the Group is one of the partners. PLease is governed by a steering committee and a strategic committee whereby the Group can nominate two of the four members of each committee. In the steering committee decisions require a majority of its member votes and in the strategic committee decisions can only be taken unanimously.

In December 2024 the stake of 35% in associate ALD Automotive SA Maroc has been derecognised.

	2024			2023		
(in EUR million)	Associates	Joint Ventures	Total	Associates	Joint Ventures	Total
Balance as at 1 January	**9.5**	**23.9**	**33.4**	**7.9**	**–**	**7.9**
Share of result for the year	2.3	7.4	9.7	1.4	5.0	6.4
Dividends paid	(0.5)	(3.3)	(3.8)	(0.0)	(6.3)	(6.3)
Currency translation differences	0.3	1.1	1.4	0.2	(0.1)	0.1
Scope changes	(11.6)	(0.3)	(11.9)	–	25.4	25.4
Balance as at 31 December	**–**	**28.8**	**28.8**	**9.5**	**23.9**	**33.4**

The summarised statement of comprehensive income below does not represent the proportionate share of entity, but the actual amount included in the separate financial statements of the material interests in investments accounted for using the equity method.

	2024	2023		
(in EUR million)	Joint Ventures	Associates	Joint Ventures	Total
Income Statement				
Revenues	186.3	63.3	172.0	235.3
Direct costs	(157.3)	(53.6)	(145.0)	(198.6)
Gross operating income	**29.0**	**9.7**	**27.0**	**36.7**
Total operating costs	(9.7)	(4.6)	(15.0)	(19.6)
Other income/costs	–	(0.6)	–	(0.6)
Income tax	(3.2)	(0.5)	(1.0)	(1.5)
Profit for the period	**16.1**	**4.0**	**11.0**	**15.0**
Total comprehensive income at 100%	16.1	4.0	11.0	15.0
Group share of profit for the year	**9.7**	**1.4**	**5.0**	**6.4**

The summarised financial information below does not represent the proportionate share of the entity, but the actual amount included in the separate financial statements of the material interests in investments accounted for using the equity method.

(in EUR million)	2024 Joint Ventures	2023 Associates	2023 Joint Ventures	2023 Total
Balance Sheet				
Current assets	40.9	26.0	28.0	54.0
Non-current assets	350.5	149.1	397.1	546.2
Current liabilities	(121.1)	(61.1)	(112.3)	(173.4)
Non-current liabilities	(223.6)	(86.8)	(245.6)	(332.4)
Equity/Net assets at 100%	**46.7**	**27.2**	**67.2**	**94.4**
Group Carrying value	**28.8**	**9.5**	**23.9**	**33.4**

The loans to investments accounted for using the equity method are accounted for at amortised cost (less impairment):

(in EUR million)	2024 Associates	2024 Joint Ventures	2024 Total	2023 Associates	2023 Joint Ventures	2023 Total
Loan to associates and joint ventures						
Balance as at 1 January	**2.0**	**39.5**	**41.5**	**–**	**–**	**–**
Addition	–	–	–	2.0	–	2.0
Repayment	(2.0)	(39.5)	(41.5)	–	(39.0)	(39.0)
Scope changes	–	–	–	–	78.5	78.5
Balance as at 31 December	**–**	**–**	**–**	**2.0**	**39.5**	**41.5**

The credit facilities of EUR 41.5 million advanced as of 31 December 2023 to investments accounted for using the equity have been fully repaid.

Note 19 Derivative financial instruments

Derivative instruments that are measured at fair value on a recurring basis are included in the caption "Derivative financial instruments" in the consolidated balance sheet and are made up as follows:

	Year ended 31 December 2024			Year ended 31 December 2023		
(in EUR million)	**Notional amounts**	**Assets**	**Liabilities**	**Notional amounts**	**Assets**	**Liabilities**
Cash flow hedges						
Interest rate swaps	3,892.7	9.4	17.8	2,999.4	24.1	11.5
Foreign Exchange swaps	492.6	44.8	13.0	519.4	2.7	91.9
Total Derivatives in hedge	**4,385.3**	**54.3**	**30.9**	**3,518.8**	**26.7**	**103.4**
Interest rate swaps	18,499.6	77.0	210.3	31,332.8	235.3	392.1
Foreign exchange swaps	609.5	2.3	18.2	4,042.9	121.2	150.3
Total Derivatives not in hedge	**19,109.0**	**79.2**	**228.5**	**35,375.7**	**356.5**	**542.4**
TOTAL	**23,494.3**	**133.5**	**259.4**	**38,894.5**	**383.3**	**645.8**
Less non-current portion:						
Interest rate swaps – hedged		5.1	17.8		24.1	11.5
Foreign exchange swaps – hedged		27.1	3.2		2.2	52.2
Interest rate swaps – not hedged		43.7	181.9		157.2	353.4
Foreign exchange swaps – not hedged		2.3	0.8		43.1	54.6
TOTAL NON-CURRENT PORTION		**78.1**	**203.8**		**226.6**	**471.7**
CURRENT PORTION		**55.4**	**55.5**		**156.6**	**174.1**

Upon the acquisition of LeasePlan, fair value hedging was in place (through the use of interest rate swaps) as part of the Treasury risk management policy to mitigate exposure to changes in fair value of recognised liabilities, driven by the impact of the interest rate risk component of debt capital market transactions (publicly issued fixed rate bonds). As part of a periodic review of hedging strategy to comply with risk objectives, the Group decided to revoke these fair value hedge designations on 1 October 2023. Before de-designation any fair value changes were recognised in the income line item "Unrealised gains/losses on financial instruments and other" and the amortisation of the impact on de-designation, that will be smoothened over the residual lifetime of the debt are included in the same income statement line item, and amounted to EUR -127 million for the year ending 31 December 2024 (2023: EUR -38 million).

The impact on the income statement of derivatives is summarised below:

	Year ended 31 December,	
(in EUR million)	**2024**	**2023**
Derivatives not in hedges	45.5	(152.0)
Hedge ineffectiveness – fair value hedges	(127.2)	(35.5)
of which:		
Hedging instruments fair value movement	*–*	*32.7*
Financial liabilities fair value movement	*(127.2)*	*(68.2)*
Hedge ineffectiveness – cash flow hedges	1.0	1.5
Unrealised gains/(losses) on derivative financial instruments	**(80.6)**	**(186.0)**

Note 20 Other financial assets

(in EUR million)	As at 31 December, 2024	2023
Investment in debt securities	405.9	329.4
Investment in equity securities	19.4	35.0
Long-term investments	125.6	223.5
Guarantee deposits	272.8	414.5
Other	13.8	8.8
TOTAL	**837.5**	**1,011.2**
Current portion	358.8	766.5
Non-current portion	478.8	244.7

Investment in debt securities includes bonds and notes held at fair value (through profit and loss or other comprehensive income) and bonds and notes held at amortised cost.

Investment in equity securities includes the interest in Constellation Automotive Holdings S.a.r.l. Refer to Note 26 Financial Instruments for more information on the method of valuation and related assumptions. No impairment or expected credit loss has been booked for the period ending 31 December 2024 and 2023.

Long-term investments are a resource resulting from the policy of the Group and of its main shareholder, Societe Generale, to monitor the Group's interest rate risk through the matching of assets and liabilities by maturity. Available equity is considered as a long-term resource which needs to be matched with long-term assets (refer to interest rate risks management in financial risk management section above). Equity reinvestments are made in long term amortising deposits within Societe Generale in order to remain within the interest rate sensitivity limit set for each entity (variation in the net present value of the future residual fixed rate positions, surplus or deficit, for a 1% parallel increase in the yield curve). These deposits will roll-out in approximately 2 years' time and will not be renewed.

The guarantee deposits mainly include:

- cash collateral deposited for securitisation transactions; and
- cash collateral deposited for derivative financial instruments originates from Credit Support Annexes (CSAs) to International Swaps and Derivatives Association (ISDA) master agreements.

Note 21 Inventories

(in EUR million)	As at 31 December, 2024	2023
Inventories – gross value	898.8	832.4
Valuation allowance	(56.1)	(25.8)
Inventories net	**842.7**	**806.6**

Inventories are stated at the lower of cost or net realisable value. The allowance represents the impact of the write down to the lower net realisable value for vehicle inventories on transfer from Rental fleet or if held for over 90 days.

Note 22 Lease receivables from customers

This item includes amounts receivable under lease contracts and trade receivables, after deduction of allowances for debtor risks, where necessary.

(in EUR million)	Year ended 31 December, 2024	2023
Amounts receivable under finance lease contracts	2,037.4	2,285.3
Provision for impairment of receivables under finance lease contracts	(22.5)	(21.5)
of which		
provision for doubtful receivables	*(8.8)*	*(6.6)*
provision for sound receivables (1)	*(13.6)*	*(14.9)*
Trade receivables	2,417.9	2,545.9
Provision for impairment of trade receivables	(328.7)	(258.0)
of which		
provision for doubtful receivables	*(291.1)*	*(232.1)*
provision for sound receivables (1)	*(37.6)*	*(26.0)*
Provision for customer disputes	(20.6)	(21.0)
TOTAL RECEIVABLES	**4,083.6**	**4,530.7**

(1) Include forward looking provision.

The fair value of receivables is equivalent to the carrying value.

Expected credit losses

The table below presents the analysis of receivables which are in and out of scope of the simplified approach of IFRS 9 for sound customers. The Group considers some specific receivable types as out of scope (see Note 3.4.12).

	As at 31 December 2024			As at 31 December 2023		
(in EUR million)	In scope	Out of scope	Total	In scope	Out of scope	Total
Amounts receivable under finance lease contracts	2,005.8 (1)	31.6 (2)	2,037.4	2,236.3 (1)	49.0 (2)	2,285.3
Provision for impairment of receivables under finance lease contracts (3)	(13.6)	(8.8)	(22.5)	(14.9)	(6.6)	(21.5)
Trade receivables	1,471.8	946.1 (2)	2,417.9	1,512.4	1,033.5 (2)	2,545.9
Provision for impairment of trade receivables (3)	(37.6)	(291.1)	(328.7)	(26.0)	(232.1)	(258.0)
Provision for customer disputes	–	(20.6)	(20.6)	–	(21.0)	(21.0)
TOTAL RECEIVABLES	**3,426.4**	**657.2**	**4,083.6**	**3,707.9**	**822.8**	**4,530.7**

(1) Including remaining capital.
(2) These amounts represent doubtful and non-lease receivables.
(3) Includes forward looking provision.

Following the integration of Ayvens and alignment of IFRS 9 calculation methods, the sound receivables and provisions as of 31 December are now presented on a consolidated basis. No comparable data is available for 2023.

Based on the receivables which are in the IFRS 9 scope, as of 31 December 2024 the sound receivables amount to EUR 3,477.6 million (2023: EUR 3,748.7 million of which 1,483.5 million for ALD and 2,265.2 million for LeasePlan). Provisions in scope amounted to EUR 51.2 million (2023: 40.9 million of which 25.5 million for ALD and 15.4 million for LeasePlan).

The loss allowance for both trade and financial lease sound receivables as of 31 December 2024 was determined as follows for the Group.

Provision Matrix 31 December 2024

(in EUR million)	Not past due	0-30 days past due	31-60 days past due	61-90 days past due	> 90 days past due	Total
ECL rate	1%	4%	9%	7%	7%	
Gross carrying amount of receivables in IFRS 9 scope	3,100.7	262.3	46.4	23.5	44.7	3,477.6
Loss Allowance	(31.6)	(10.2)	(4.1)	(1.7)	(3.6)	(51.2)
Net carrying amount of receivables in IFRS 9 scope	**3,069.1**	**252.1**	**42.3**	**21.8**	**41.1**	**3,426.4**

The loss allowance for both trade and finance lease sound receivables as of 31 December 2023 was determined as follows for ALD entities.

Provision Matrix 31 December 2023

(in EUR million)	Not past due	0-30 days past due	31-60 days past due	61-90 days past due	> 90 days past due	Total
ECL rate	1%	3%	9%	7%	15%	
Gross carrying amount of receivables in IFRS 9 scope	1,251.0	167.3	33.0	12.5	19.7	1,483.5
Loss Allowance	(14.3)	(4.5)	(2.8)	(0.9)	(3.0)	(25.5)
Net carrying amount of receivables in IFRS 9 scope	**1,236.7**	**162.8**	**30.2**	**11.6**	**16.8**	**1,458.0**

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For the LeasePlan entities acquired in 2023, the loss allowance as of 31 December 2023 was determined as follows for both trade and finance lease sound receivables:

	As at 31 December 2023				
(in EUR million)	**Banks**	**Corporate**	**Small and Medium Enterprises**	**Private**	**Total**
ECL rate	0%	0%	2%	1%	
Gross carrying amount of receivables in IFRS 9 scope	7.7	1,406.0	794.0	57.7	2,265.3
Loss Allowance	–	(2.5)	(12.3)	(0.6)	(15.4)
Net carrying amount of receivables in IFRS 9 scope	**7.7**	**1,403.5**	**781.6**	**57.1**	**2,249.9**

The movement in impairment of finance lease receivables is as follows:

	As at 31 December,	
(in EUR million)	**2024**	**2023**
Balance at 1 January	(21.5)	(11.6)
Purchased credit impaired receivables (1)	–	(1.3)
Net Impairment charges (2)	(3.9)	0.2
Receivables written off	3.5	2.3
Scope changes (3)	–	(10.9)
Other and currency translation differences	(0.6)	(0.2)
Balance at 31 December	**(22.5)**	**(21.5)**

(1) The observable credit loss on credit impaired purchased receivables on acquisition of LeasePlan entities.
(2) Includes reversal of provision due to receivables written off.
(3) Includes acquisition of LeasePlan entities, excluding purchased credit impaired receivables.

Information on maturity of sound finance lease receivables

The amounts presented in the tables below include loans and finance receivables by Basel II portfolio that are not past due and that are past due but not individually impaired.

	Year ended 31 December 2024					
	Loans and receivables to customers					
(in EUR million)	**Banks**	**Corporates**	**Small and medium enterprises**	**Credit to individuals**	**Very small companies**	**Total**
Amounts not past due	6.3	1,006.5	492.7	63.1	151.1	1,719.7
Amounts including past due between 1 to 30 days	0.3	20.3	43.1	0.6	24.9	89.2
Amounts including past due between 31 to 60 days	0.1	24.7	4.6	0.2	9.5	39.1
Amounts including past due between 61 to 90 days	0.1	3.7	2.9	0.3	4.3	11.3
Amounts including past due between 91 to 180 days	–	110.5	0.9	–	1.1	112.5
Amounts including past due between 181 days to 1 year	–	16.4	1.7	–	0.7	18.8
Amounts including past due over 1 year	0.1	14.8	–	–	0.3	15.2
TOTAL	**7.0**	**1,196.9**	**545.8**	**64.1**	**191.9**	**2,005.8**

	Year ended 31 December 2023					
	Loans and receivables to customers					
(in EUR million)	**Banks**	**Corporates**	**Small and medium enterprises**	**Credit to individuals**	**Very small companies**	**Total**
Amounts not past due	8.4	1,152.8	624.5	84.7	157.9	2,028.2
Amounts including past due between 1 to 30 days	0.1	22.7	36.4	1.7	11.4	72.4
Amounts including past due between 31 to 60 days	0.2	8.0	11.3	0.2	2.9	22.5
Amounts including past due between 61 to 90 days	–	1.6	4.8	0.1	2.5	8.9
Amounts including past due between 91 to 180 days	0.3	97.4	0.1	0.1	1.6	99.5
Amounts including past due between 181 days to 1 year	–	2.6	–	0.0	0.6	3.2
Amounts including past due over 1 year	–	1.1	–	0.0	0.4	1.5
TOTAL	**9.0**	**1,286.2**	**677.1**	**86.7**	**177.3**	**2,236.3**

A full description of the impairment policy is contained in the Credit risk measurement section of the Note 5 Financial Risk Management.

The movement in impairment of trade receivables is as follows:

	As at 31 December,	
(in EUR million)	**2024**	**2023**
Balance at 1 January	(258.0)	(174.6)
Purchased credit impaired receivables (1)	–	(39.4)
Net Impairment charges (2)	(124.6)	(70.9)
Receivables written off	53.7	44.6
Transfer of disposal groups to assets held for sale	(3.4)	–
Scope changes (3)	–	(19.5)
Other and currency translation differences	3.8	1.9
Balance at 31 December	**(328.7)**	**(258.0)**

(1) The observable credit loss on credit impaired purchased receivables on acquisition of LeasePlan entities.
(2) Includes reversal of provision due to receivables written off
(3) Includes acquisition of LeasePlan entities, excluding purchased credit impaired receivables.

The maturity analysis is as follows:

(in EUR million)	As at 31 December, 2024	2023
Trade receivables not overdue	1,714.1	2,134.1
Past due up to 90 days	370.9	226.4
Past due between 90-180 days	81.1	27.6
Past due over 180 days	251.8	157.8
TOTAL	**2,417.9**	**2,545.9**

Finance lease contracts

The amounts receivable from customers include finance lease receivables, which can be analysed as follows:

Gross investment in finance leases, with remaining maturities

(in EUR million)	As at 31 December, 2024	2023
Less than one year	599.9	614.8
1 -2 years	460.6	523.2
2 -3 years	302.4	403.0
3 -4 years	191.2	211.1
4 -5 years	70.2	88.6
More than 5 years	32.1	34.4
Gross investment in finance lease payments	**1,656.4**	**1,875.0**
Unguaranteed residual value	566.5	635.3
Unearned finance income	(185.5)	(225.0)
Net investment in finance leases	**2,037.4**	**2,285.3**

Net investment in finance leases, with remaining maturities

(in EUR million)	As at 31 December, 2024	2023
Current	737.9	749.3
Non-current	1,299.5	1,535.9
Net investment in finance leases	**2,037.4**	**2,285.3**

Asset securitisation

A part of the finance lease assets is encumbered (securitised) because of the asset backed securitisation transactions concluded by the Group. The total value of the securitised finance lease assets amounts to EUR 5,179.4 million (2023: EUR 4,256.2 million). For further details on the transactions refer to Note 29 of the consolidated financial statements.

Collateral

In the event of legal proceeding taken against a customer that is in default, the vehicle would be recovered and as such the fair value of that vehicle less costs to recover would be considered collateral and reduce significantly any loss on default.

Note 23 Receivables from credit and other institutions

(in EUR million)	As at 31 December, 2024	2023
Amounts receivable from credit institutions	583.6	545.0
Loans and receivables from related parties	4,811.5	2,504.5
Loans to joint ventures and associates	–	41.6
Other (1)	22.6	12.3
TOTAL	**5,417.7**	**3,103.4**

(1) Mainly accrued interest on loans receivable.

These financial assets are all recorded at amortised cost and only held with financial institutions that have an investment grade credit rating. Receivables from credit institutions include amounts from commercial banks with fixed or determinable payments. Loans and receivables from related parties are those due from Societe Generale and inter-group in nature. As such the low-risk exemption has been applied or out of scope where inter-group in nature and no expected credit loss has been applied to these balances.

For loans to joint ventures and associates refer to Note 18 that provides the movement analysis.

Note 24 Other receivables, prepayments and contract assets

(in EUR million)	As at 31 December, 2024	2023
VAT and other taxes	786.5	852.8
Prepaid motor vehicle tax and insurance premiums	253.0	236.2
Reclaimable damages	23.1	16.3
Prepaid expenses and accrued income	749.3	645.0
Reinsurance contract assets (1)	51.1	52.3
Insurance contract assets (1)	–	0.8
Rebates from dealers and manufacturers	640.6	612.3
Other	658.7	535.3
TOTAL	**3,162.3**	**2,951.0**

(1) See Note 32 for further details.

Balances written-off from other receivables were not significant for the year ending 31 December 2024 and 2023.

The Expected Credit Losses for Rebates and bonuses and commission receivable, Reclaimable damages, Reinsurance assets and Insurance Contract assets amount to EUR 1.3 million (2023: EUR 7.6 million). These credit losses are based on observable events during the period.

Note 25 Cash and cash equivalents

(in EUR million)	As at 31 December, 2024	2023
Cash and balances at central banks	4,335.6	3,535.6
Cash at bank and on hand	640.4	370.8
Short-term bank deposits	47.0	90.6
Cash and cash equivalents excl. bank overdrafts	**5,023.0**	**3,997.0**
Bank overdrafts	(567.6)	(315.3)
Balance as at for the purpose of the statement of cash flows	**4,455.3**	**3,681.6**
Mandatory reserve deposits	122.0	107.3

All cash and balances at central banks are available at call except for the mandatory reserve deposits at the Dutch Central Bank. These reserve cash deposits are the so-called minimum reserves required to be held with respective national banks for successive periods of four to five weeks as part of the monetary policy of the European Central Bank. Thanks to cash reserve requirements, banks depend on the European Central Bank's liquidity-providing mechanism for their liquidity needs. The mandatory reserve deposits form part of "Cash and balances at central banks".

As the Group operates its own insurance and re-insurance program, the cash balance includes funds required for this business.

The average interest rate on the outstanding cash and balances at central banks is 2.8% (2023: 3.8%).

Cash and cash equivalent amounts are only held with financial institutions that have an investment grade credit rating, so the low-risk exemption has been applied and no expected credit loss has been applied to these balances.

The Group has pledged part of its short-term deposits to fulfil collateral requirements. Refer to Note 29 for further details.

Note 26 Financial instruments

For financial assets and liabilities which are traded on an active market, such as listed investments or listed debt instruments, fair value is determined by reference to market value. For non-traded financial assets and liabilities, fair value is calculated using discounted cash flows, considered to be reasonable and consistent with those that would be used by a market participant, and based on observable market data where available (for example forward exchange rate or interest rate), unless carrying value is considered to approximate fair value.

Where discounted cash flow models based on management's assumptions are used, the resulting fair value measurements are considered to be at level 3 in the fair value hierarchy, as defined in IFRS 13 Fair Value Measurement, as they depend to a significant extent on unobservable valuation inputs.

All derivatives that have been designated into hedge relationships have been separately disclosed.

The Company's financial assets and liabilities are categorised as below. Where the financial instrument does not include fair value information, it is due to the carrying amount being a reasonable approximation of fair value.

Financial assets

		Fair Value			
As at 31 December 2024 *(in EUR million)*	**Carrying Value**	**Level 1**	**Level 2**	**Level 3**	**Total**
Financial assets measured at FVTPL					
Derivative financial instruments in hedge	54.3		54.3		54.3
Derivative financial instruments not in hedge	79.2		79.2		79.2
Investment in equity securities	19.4			19.4	19.4
Investment in debt securities					–
Financial assets measured at FVOCI					
Investment in debt securities	309.2	309.2			309.2
Financial assets measured at amortised cost					
Cash and cash equivalents	**5,023.0**				**–**
Investment in debt securities	96.8	97.2			97.2
Other financial instruments	257.7				–
Lease receivables from customers	4,083.6		4,083.6		4,083.6
TOTAL	**9,923.2**	**406.4**	**4,217.1**	**19.4**	**4,642.9**

As at 31 December 2023 *(in EUR million)*	Carrying Value	Fair Value Level 1	Level 2	Level 3	Total
Financial assets measured at FVTPL					
Derivative financial instruments in hedge	26.7		26.7		26.7
Derivative financial instruments not in hedge	356.5		356.5		356.5
Investment in equity securities	35.0	19.6		15.4	35.0
Financial assets measured at FVOCI					
Investment in debt securities	245.5	245.5			245.5
Financial assets measured at amortised cost					
Cash and cash equivalents	3,997.0				–
Investment in debt securities	83.9	83.9			83.9
Other financial instruments	646.8				–
Lease receivables from customers	4,530.7		4,530.7	–	4,530.7
Receivables from credit and other institutions	3,103.4				
Loans to associates and jointly controlled entities	41.5		41.5		41.5
TOTAL	**13,067.0**	**349.0**	**4,955.5**	**15.4**	**5,319.9**

Financial liabilities

As at 31 December 2024 *(in EUR million)*	Carrying Value	Fair Value Level 1	Level 2	Level 3	Total
Financial liabilities measured at FVTPL					
Derivative financial instruments in hedge	30.9		30.9		30.9
Derivative financial instruments not in hedge	228.5		228.5		228.5
Financial liabilities measured at amortised cost					
Trade payables	6,024.5		6,024.5	–	6,024.5
Deposits	13,890.6		13,842.6		13,842.6
Borrowings from financial institutions	23,346.9		23,381.8	–	23,381.8
Bonds issued	17,235.0	15,621.0	1,712.5	–	17,333.5
TOTAL	**60,756.3**	**15,621.0**	**45,220.7**	**–**	**60,841.8**

As at 31 December 2023 *(in EUR million)*	Carrying Value	Fair Value Level 1	Level 2	Level 3	Total
Financial liabilities measured at FVTPL					
Derivative financial instruments in hedge	103.4		103.4		103.4
Derivative financial instruments not in hedge	542.4		542.4		542.4
Financial liabilities measured at amortised cost					
Trade and other payables	6,106.7		6,106.7	–	6,106.7
Deposits	11,784.7		11,822.4		11,822.4
Borrowings from financial institutions	21,488.4		21,488.4	–	21,488.4
Bonds issued	16,138.3	6,902.8	9,246.4		16,149.2
TOTAL	**56,163.9**	**6,902.8**	**49,309.7**	**–**	**56,212.5**

Valuation techniques

Level 1 – for the equity instruments measured at this level the Group has used the current bid price for the equity instrument in a quoted market while for financial asset debt securities the Group has used the quoted government bond price in an active market.

Level 2 – loans to associates and jointly controlled entities have been fair valued using a discounted cashflow model using market observable inputs for the discount rate while the key inputs used in valuing the derivative hedge and hedging instruments are directly observable inputs including forward exchange rates, yield curves and spot rates. For details on lease receivables fair value measurement see Note 22.

Level 3 – the Group has an equity investment in Constellation Automotive Holdings S.a.r.l., where the discounted cashflow valuation model has a significant part of the inputs that are not market observable. Unobservable in this context means that there is little or no current market data available from which to derive a price that an unrelated, informed buyer would be expected to purchase the asset or liability.

For each level there has been no change to the valuation techniques used during the period. For financial instruments that are recognised at fair value on a recurring basis, the Group determines whether transfers have occurred between Levels in the hierarchy by re-assessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting year. There were no transfers between the different levels during the current reporting or prior period.

Other financial assets and liabilities not measured at fair value have a carrying amount which is a reasonable approximation of fair value, due to being short-term in nature.

The movements in the fair value of the level 3 financial assets and liabilities are shown as follows:

Level 3 financial asset *(in EUR million)*	**2024**	**2023**
At 1 January	**15.4**	**–**
Change in scope	–	16.4
Net profit/(loss) recorded in the income statement	4.0	(1.0)
At 31 December	**19.4**	**15.4**

Note 27 Shareholders' equity

Share capital and share premium

The authorised capital as of 31 December 2024 amounted to EUR 1,225.4 million (2023: EUR 1,225.4 million). The authorised capital is divided into 816,960,428 ordinary shares (2023: 816,960,428) with a nominal value of EUR 1.50 each. At 31 December 2024 the share premium amounted to EUR 3,819.4 million (2023: EUR 3,819.4 million).

On 22 May 2023 the Group completed a share issue for 251,215, 332 ordinary shares with a nominal value of EUR 1.50 each. This issue represented 30.75% of the total ordinary shares of the Group at the transaction date. The newly created Group shares were issued to finance the share component of the acquisition of LeasePlan. As required under IFRS 3, the share component is measured based on the fair value of the Group's shares of EUR 11.43 each at the Completion Date. Based on this, the share component of the acquisition amounts to EUR 2,871.4 million. The share premium includes the amount paid in excess of the nominal value of the share capital. All shares issued by the Group have been fully paid.

The holders of the shares are entitled to receive dividend as declared at Annual General Meetings and are entitled to vote at meetings of the Company.

Other equity instruments

Other Equity Instruments in the consolidated balance sheet and statement of changes in equity are split as follows:

(in EUR million)	AT1 Capital	Warrants	Treasury shares	Total
Balance as at 1 January 2023	**–**	**–**	**(16.2)**	**(16.2)**
Issue of warrants	–	128.1	–	128.1
Acquisition of treasury shares	–	–	(4.9)	(4.9)
Issue of treasury shares to employees	–	–	2.8	2.8
Proceeds from AT1 capital	750.0	–	–	750.0
Balance as at 31 December 2023	**750.0**	**128.1**	**(18.2)**	**859.9**
Issue of treasury shares to employees	–	–	2.9	2.9
Balance as at 31 December 2024	**750.0**	**128.1**	**(15.3)**	**862.8**

AT1 capital with Societe Generale

At the closing date of the acquisition of LeasePlan, for regulatory capital purposes, ALD issued EUR 750 million of Additional Tier 1 (AT1) and EUR 1,500 million of Tier 2 debt (see Note 2) which were fully subscribed by Societe Generale.

AT1 capital qualifies as an equity instrument under IFRS. It is a perpetual deeply subordinated loan agreement with no maturity date fixed, for a maximum principal amount of EUR 750 million repayable only once and with an option of an early repayment 5 years after the signing of the contract. The issuer has the ability to cancel interest payments at its sole discretion. The coupon on this loan is calculated on the basis of a fixed rate of 9.642% per annum.

Interest coupon on these AT1 capital securities, in the year ending 31 December 2024, amounts to EUR 73.5 million (2023: 45 million). During 2024 an amount of EUR 73.1 million (2023: EUR 7.8 million) of interest was paid out of the retained earnings. The remaining interest of EUR 37.6 million is payable on 30 June 2025.

Warrants

In the context of the acquisition of LeasePlan, the ordinary share issue on 22 May 2023 mentioned above included the issue of 26,310,039 ordinary shares with one for one warrants attached to them. The Group has undertaken to issue such warrants (ABSA) for the benefit of the former LeasePlan shareholders.

These warrants are defined as equity instruments under IAS 32 as there is a contract between the holder and the issuer which will be settled solely by the delivery of a fixed number of shares in exchange for a fixed amount of cash. These warrants are measured at fair value of EUR 128.1 million as at 22 May 2023 and would become exercisable based on the formula set out in the Framework Agreement (see Note 2 for further details).

Treasury shares

At a General Meeting held in prior years, the Group was authorised to purchase its own shares for the purposes of attributing, covering and paying off any scheme for the allocation of free shares, employee savings scheme and any other form of allocation to employees and executive directors of the Company or of companies related to it under the conditions set out in applicable legislative and regulatory provisions, in particular in terms of sharing in the benefits of the Company's expansion, the allocation of free shares, all schemes for employee shareholding and to carry out all hedging operations relating to the said employee shareholding schemes. Treasury shares held by the Group amount to 998,955 shares at 31 December 2024 (2023: 1,268,887 shares). Treasury shares do not have any voting rights attached to them.

Translation reserve

Translation reserves in 2024 have been positively impacted by:

- the restatement effect on equity, recorded in this reserve, due to the hyperinflation accounting applied in the Turkish subsidiaries from 2022 (2024: +EUR 231 million and 2023: +EUR 71.1 million).

Other reserves

Other reserves in the consolidated balance sheet and statement of changes in equity are split as follows:

(in EUR million)	Hedging reserve (1)	Actuarial gain/(loss) Reserve (1)	Share-based payments	Total
Balance as at 1 January 2023	**30.3**	**1.0**	**5.1**	**36.4**
Changes in cash flow hedges	(64.9)	–	–	(64.9)
Changes in fair value of debt instruments	8.4	–	–	8.4
Remeasurement of post-employment benefit obligations	–	(3.1)	–	(3.1)
Share-Based payments	–	–	3.3	3.3
Issue of treasury shares to employees	–	–	(2.8)	(2.8)
Balance as at 31 December 2023	**(26.2)**	**(2.1)**	**5.5**	**(22.8)**
Changes in cash flow hedges	12.2	–	–	12.2
Changes in fair value of debt instruments	4.4	–	–	4.4
Remeasurement of post-employment benefit obligations	–	(0.4)	–	(0.4)
Share-Based payments	–	–	2.4	2.4
Issue of treasury shares to employees	–	–	(2.9)	(2.9)
Balance as at 31 December 2024	**(9.6)**	**(2.5)**	**5.0**	**(7.2)**

(1) Net of tax.

The change in fair value of the debt instruments is designated as part of the cash flow hedge and as such the fair value movement has been included in equity rather than the income statement.

Non-controlling interests

Non-controlling interests in the consolidated balance sheet and statement of changes in equity are as follows:

(in EUR million)	Total
Balance as at 1 January 2023	**36.8**
Currency translation differences	0.1
Net income (1)	27.9
Dividends	(8.6)
Scope change	506.2
Dividend payment on AT1 capital	(36.9)
Balance as at 31 December 2023	**525.6**
Currency translation differences	(0.1)
Net income (1)	26.6
Dividends	(6.4)
Scope change	0.1
Settlement of AT1 capital	(500.0)
Dividend payment on AT1 capital	(18.4)
Balance as at 31 December 2024	**27.2**

(1) including AT1 interest coupon.

At the acquisition date 22 May 2023, the acquired net assets of LeasePlan include AT1 capital for EUR 513 million recorded in scope change line (including EUR 18.4 million of accrued interest) which was previously issued by LeasePlan Corporation NV in 2019. These capital securities qualified as an equity instrument and were undated, deeply subordinated, resettable and callable until their redemption on 29 May 2024. There was a fixed interest coupon of 7.375% per annum, payable semi-annually. The interest payment for 2024 amounted to EUR 18.4 million.

Note 28 Share-based payments

In 2024, five new equity-settled share-based payment plans were approved by the Ayvens Board of Directors. The plans are designed to provide long-term incentives for selected employees across the Group to deliver long-term shareholder returns. Under the plans, participants are granted free shares in the parent company Ayvens SA which will only vest if certain performance and service conditions are met. Participation in the plan is at the Board's discretion and no individual has a contractual right to participate in the plan or to receive any guaranteed benefits. Shares are granted under the plans for no consideration and carry no dividend or voting rights. Prior to approval of the plans Ayvens SA did not hold any shares bound to be distributed to its own employees, therefore Ayvens SA can either issue new shares or acquire its own shares on the market between the grant date and vesting date in order to settle the obligation to its employees.

Summary of 2024 long-term incentives plans approved by ALD Board of Directors

	Plan 13.A	Plan 13.B	Plan 14.A	Plan 14.B	Plan 14.C
Date of Board Meeting	21 March 2024	21 March 2024	21 March 2024	21 March 2024	21 March 2024
Total number of shares granted	23,841	23,843	8,492	8,492	8,495
Vesting date	31 March 2027	31 March 2028	31 March 2027	31 March 2028	31 March 2029
Holding period end date	31 March 2028	31 March 2029	31 March 2028	31 March 2029	31 March 2030
Fair value *(in EUR)*	4.85	4.80	4.85	4.80	4.58
Number of employees in the plan	11	11	2	2	2

Summary of 2023 long-term incentives plans approved by ALD Board of Directors

	Plan 11	Plan 12.A	Plan 12.B
Date of Board Meeting	23 March 2023	23 March 2023	23 March 2023
Total number of shares granted	395,017	19,123	19,127
Vesting date	31 March 2026	31 March 2026	31 March 2027
Holding period end date	no holding period	30 September 2026	30 September 2027
Fair value *(in EUR)*	8.31	8.31	8.31
Number of employees in the plan	393	6	6

Summary of 2022 long-term incentives plans approved by ALD Board of Directors

	Plan 9	Plan 10.A	Plan 10.B
Date of Board Meeting	29 March 2022	29 March 2022	29 March 2022
Total number of shares granted	409,602	12,720	12,723
Vesting date	31 March 2025	31 March 2025	31 March 2026
Holding period end date	no holding period	30 September 2025	30 September 2026
Fair value *(in EUR)*	9.51	9.51	9.51
Number of employees in the plan	374	6	6

Vesting conditions are based on Ayvens' profitability, as measured by the average Group Net income over the 4, 3 or 2 years of the vesting period. The ALD Group Net income corresponds to the published Ayvens Group Net income.

At 31 December 2024, 564 employees (728 employees as at 31 December 2023) benefit from the long-term incentives plans.

The following table shows the shares granted and outstanding shares at the beginning and end of the reporting period.

	Number of shares
As at 1 January 2023	**1,028,767**
Granted during the year	433,267
Vested during the year	(373,694)
Forfeited during the year	(45,251)
As at 31 December 2023	**1,043,089**
As at 1 January 2024	**1,043,089**
Granted during the year	73,163
Vested during the year	(274,602)
Forfeited during the year	(50,827)
As at 31 December 2024	**790,823**

For equity settled share-based payments, the fair value of these instruments, measured at the grant date, is spread over the vesting period and recorded in shareholders' equity under retained earnings and other reserves. At each accounting date, the number of these instruments is revised in order to take into account vesting conditions and adjust the overall cost of the plan as originally determined. Expenses recognised under Staff expenses from the start of the plan and adjusted accordingly.

Expenses recorded in the income statement

(in EUR Million)	31 December 2024	31 December 2023
Net expenses from free share ALD plans	(2.5)	(3.2)

Cash settled share based payments

In the former LeasePlan entities, there are variable remuneration schemes. The maximum amount is capped at 50% of fixed remuneration for employees and 20% for employees who work for the Dutch operating entity.

Variable remuneration for senior management consists of cash (50%) and non-cash elements (50%), *i.e.* PSUs. 50% of the variable remuneration of senior management is paid upfront and 50% of the variable remuneration is deferred for a period of four years, whereby every year one-fourth vests. The Managing Board has a deferral period of five years and 60% is deferred. PSUs have a retention period of one year after vesting.

The expense during the year ended 31 December 2024 is included in the "Staff expenses" and is not material to the Group.

Note 29 Borrowings from financial institutions, bonds and notes issued

(in EUR million)	As at 31 December, 2024	2023
Bank borrowings	11,996.8	13,123.6
Tier 2 subordinated debt	1,500.0	1,500.0
Non-current borrowings from financial institutions	**13,496.8**	**14,623.6**
Bank overdrafts	567.6	315.3
Bank borrowings	9,271.8	6,537.3
Tier 2 subordinated debt	10.6	12.2
Current borrowings from financial institutions	**9,850.1**	**6,864.9**
Total borrowings from financial institutions	**23,346.9**	**21,488.4**
Bonds and notes-originated from securitisation transactions	2,060.2	2,870.9
Bonds and notes-originated from EMTN and other programmes	9,473.0	10,070.3
Bonds and notes – fair value adjustment	(33.1)	(163.8)
Non-current bonds and notes issued	**11,500.1**	**12,777.3**
Bonds and notes-originated from securitisation transactions	1,491.7	1,385.4
Bonds and notes-originated from EMTN and other programmes	4,325.1	2,053.9
Bonds and notes – fair value adjustment	(81.9)	(78.4)
Current bonds and notes issued	**5,734.9**	**3,360.9**
Total bonds and notes issued	**17,235.0**	**16,138.3**
TOTAL BORROWINGS FROM FINANCIAL INSTITUTIONS AND BONDS	**40,581.8**	**37,626.7**
Non-current deposits	7,906.6	4,041.5
Current deposits	5,984.0	7,743.2
TOTAL DEPOSITS [(1)]	**13,890.6**	**11,784.7**
Total non-current financial debt	32,641.4	31,442.5
Total current financial debt	21,831.0	17,969.0
TOTAL FINANCIAL DEBT	**54,472.4**	**49,411.5**
As percentage of total financial debt		
Total borrowings	42.9%	43.5%
Total deposits [(1)]	25.5%	23.9%
Total bonds	25.1%	24.0%
Total securitisation programme	6.5%	8.6%

(1) Savings deposited by customers with the Group's licensed bank in Netherlands and Germany.

Societe Generale funding

As at 31 December 2024, the net amount of loans granted to the Group entities by Societe Generale and its affiliates minus the deposits placed by the Group entities with Societe Generale Group entities, was EUR 12,511.2 million (2023: EUR 13,330.4 million).

Most of the funding provided by the Societe Generale Group is granted through Societe Generale Paris and Societe Generale Luxembourg. Societe Generale Paris and Societe Generale Luxembourg funds Ayvens Central Treasury which grants loans in different currencies to the Group subsidiaries and holding companies.

Included in Societe Generale funding is Tier 2 subordinated debt which has been issued at a variable rate of (Euribor 3-month +336bps margin) and has a 10 year maturity with a non-cancellable period of 5 years. As the instrument qualifies as a debt instrument measured at amortised cost, interest is accounted for using the effective interest rate method. Debt issue costs were deducted from the initial fair value of the liability. Tier 2 subordinated debt has been partially used to fund the acquisition of LeasePlan (EUR 615.5 million).

Tier 1 subordinated debt (AT1 capital) qualifies as an equity instrument under IFRS. For further information on Tier 1 debt, see Note 27.

External funding

An amount of EUR 5,286.6 million or 9.7% of total funding is provided by external banks (2023: 10.6% at EUR 5,252.0 million).

Included within this amount are loans granted by the European Investment Bank of EUR 300 million in April 2023. This enables the Group to develop its range of hybrid and electric vehicles across the EU, particularly in France, Germany, Italy, Spain, Belgium and the Netherlands.

Maturity of borrowings

	As at 31 December,	
(in EUR million)	**2024**	**2023**
Less than 1 year	9,850.1	6,864.9
1-5 years	11,995.1	12,923.8
Over 5 years	1,501.7	1,699.7
TOTAL BORROWINGS	**23,346.9**	**21,488.4**

Currencies of borrowings

The carrying amounts of the Group's borrowings are denominated in the following currencies:

	As at 31 December,	
(in EUR million)	**2024**	**2023**
Euro	12,363.2	15,616.0
UK Pound	5,056.9	2,389.8
Danish Krone	1,026.4	625.7
Swedish Krona	889.4	440.2
Norwegian Krona	703.5	163.3
Turkish Lira	11.4	0.3
Other currencies	3,296.0	2,253.1
TOTAL BORROWINGS	**23,346.9**	**21,488.4**

Bonds and notes originated from EMTN and other programmes

EMTN programme

Within this programme, the Group has the following outstanding bonds issued as at 31 December 2024:

Issued date	Maturity date	Amount *(in million)*	Rate
ALD			
February 2022	March 2026	700	1.250%
July 2022	July 2027	500	4.000%
October 2022	October 2025	750	4.750%
January 2023	January 2027	750	4.250%
February 2023	February 2025	500	Euribor 3M +0.55
June 2023	February 2025	600	Euribor 3M +0.55
October 2023	October 2025	1000	Euribor 3M +0.65
October 2023	October 2028	1000	4.875%
November 2023	November 2026	500	4.375%
January 2024	January 2031	500	4.000%
January 2024	January 2028	1000	3.875%
February 2024	February 2027	1000	3.875%
March 2024(1)	March 2029	220	2.225%
July 2024	July 2029	750	3.875%
LEASEPLAN (2)			
April 2020	April 2025	500	3.500%
February 2021	February 2026	1000	0.250%
September 2021	September 2026	1000	0.250%
May 2022	May 2025	750	2.130%

(1) Bond issue in Swiss Franc (CHF).
(2) Excluding private placements.

Maturity of bonds – EMTN and other programmes

	As at 31 December,	
(in EUR million)	**2024**	**2023**
Less than 1 year	4,243.2	1,975.6
1-5 years	8,939.9	9,844.0
Over 5 years	500.0	62.5
TOTAL BONDS	**13,683.0**	**11,882.1**

Currencies of bonds – EMTN and other programmes

The carrying amounts of the Group’s bonds are denominated in the following currencies:

	As at 31 December,	
(in EUR million)	**2024**	**2023**
Euro	13,164.0	10,766.9
Norwegian Krona	264.9	317.7
Other currencies	254.1	797.4
TOTAL BONDS	**13,683.0**	**11,882.1**

Bonds and notes-originated from securitisation transactions (Asset-backed borrowing)

The following debt securities are currently issued:

Programme and special purpose company	Deal type	Country	Currency	Amount *(in million)* (1)	Set up/ Renewal date
ALD Funding Limited	Private	UK	GBP	500	February 2023
Axus Finance SPRL	Private	Belgium	EUR	401	June 2022
FCT Red & Black Auto Lease France 2	Public	France	EUR	390	June 2023
Bumper BE NV/SA No. 01	Public	Belgium	EUR	100	October 2021
Bumper FR 2022-1 FCT	Public	France	EUR	197	April 2022
C_NL16 – Bumper NL 2023-1 BV	Public	Netherlands	EUR	453	September 2023
Bumper NL 2024-1 BV	Public	Netherlands	EUR	600	September 2024
C_NL17 – Axus Finance NL BV	Private	Netherlands	EUR	500	June 2023
Bumper DE SA 2023-1	Public	Germany	EUR	305	February 2023

(1) Transaction outstanding amount at 31 December 2024.

The interest outstanding at the balance sheet date was EUR 225.1 million (2023: 135.8 million).

Maturity of bonds and notes-originated from securitisation transactions

The maturity of the asset-backed securitisation programmes is as follows:

(in EUR million)	As at 31 December, 2024	2023
Less than 1 year	1,491.7	1,385.4
1-5 years	2,060.2	2,870.9
TOTAL SECURITISATION PROGRAMME	**3,552.0**	**4,256.2**

Currencies of bonds and notes-originated from securitisation transactions

The carrying amounts of the Group's asset-backed securitisation programmes are denominated in the following currencies:

(in EUR million)	As at 31 December, 2024	2023
Euro	2,949.0	3,730.0
UK Pound	603.0	526.2
TOTAL SECURITISATION PROGRAMME	**3,552.0**	**4,256.2**

Transferred assets and associated liabilities

Securitisation programmes involve the sale of future lease instalment receivables and, in some cases, related residual value receivables originated by various Group subsidiaries to special purpose companies which are included in the consolidated financial statements of the Group. Debt securities were issued by these special purpose companies to finance these transactions. The special purpose companies are responsible for making interest and principal payments to the note holders. The Group continues to retain substantially all of the risks and rewards of the lease receivables as in all asset-backed securitisation programmes they subscribed to the first class of notes which will result in the Group bearing any realised losses. Therefore, the Group continues to recognise the transferred lease assets in their entirety.

(in EUR million)	Receivables from clients (finance and operating leases)	Cash collateral deposited	Total
At 31 December 2024			
Carrying amount of transferred assets	4,648.0	66.7	4,714.7
Carrying amount of associated liabilities (1)			(3,552.0)
Net carrying amount position			**1,162.7**
Fair value of transferred assets	5,006.6	66.7	5,073.3
Fair value of associated liabilities (1)			(3,552.0)
Net fair value position as at 31 December 2024			**1,521.3**
At 31 December 2023			
Carrying amount of transferred assets	6,061.8	69.3	6,131.1
Carrying amount of associated liabilities (1)			(4,256.2)
Net carrying amount position			**1,874.9**
Fair value of transferred assets	6,286.3	69.3	6,355.6
Fair value of associated liabilities (1)			(4,256.2)
Net fair value position as at 31 December 2023			**2,099.4**

(1) Bonds and notes originated from asset-backed securitisation transactions.

Deposits

Saving deposits raised by Ayvens Bank amount to EUR 13.8 billion at 31 December 2024 of which 48.4% is deposited for a fixed term (2023: 31.7% at EUR 11.8 billion). Savings deposits are raised by Ayvens Bank N.V. which holds a banking licence in the Netherlands. Ayvens Bank also operates on the German savings deposit market with a cross border offering from the Netherlands.

The maturity analysis of these deposits is as follows:

	As at 31 December,	
(in EUR million)	2024	2023
Deposits (1)	13,767.4	11,729.2
Payables related to deposits	123.2	55.5
TOTAL	**13,890.6**	**11,784.7**
of which:		
Less than 1 year	5,984.0	7,743.2
1 -5 years	7,906.5	3,925.0
Over 5 years	–	116.6

(1) Including EUR 104.2 million of deposits from self-funded clients.

The average interest rates on the outstanding balances of the fixed term savings deposits in original maturity terms are as follows:

	Year ended 31 December,	
	2024	2023
Three months or less	1.79%	1.60%
Longer than three months, less than a year	3.04%	2.71%
Longer than a year, less than 5 years	3.01%	1.53%

The interest of the on-demand accounts is set monthly. The interest outstanding at the balance sheet date was EUR 122.6 million (2023: EUR 55.5 million).

Undrawn borrowing facilities

Refer to note 5.1 Financial risk factors, section Liquidity risk measurement, for an overview of the undrawn borrowing facilities.

Guarantees given

A guarantee at first demand has been granted to ING Luxembourg for an amount of EUR 50 million on behalf of Axus Luxembourg SA.

A guarantee has been granted to Stellantis SA for an amount of EUR 20 million on behalf of Fleetpool, under the condition negotiated in the frame of the distribution agreement concluded with this financial institution.

The Group has issued guarantees to the total value of EUR 324.4 million of which EUR 322.4 million is related to residual value guarantees issued to clients.

Note 30 Changes in liabilities arising from financing activities

Changes in liabilities arising from financing activities are shown in the table below.

(in EUR million)	Balance as at 1 January 2024	Financing cash flows	Interest accrued	Movement in fair value	Foreign exchange adjustment	Scope changes	Other non-cash movements	Balance as at 31 December 2024
Overdraft	315.3	266.8	–	–	0.4	–	(14.9)	567.6
Borrowings from financial institutions excl. overdraft	21,173.1	752.9	133.9	–	(44.5)	–	763.8	22,779.2
Bonds and notes issued	16,138.3	474.6	91.0	127.2	(9.9)	381.3	32.5	17,235.0
Deposits	11,784.7	2,038.1	67.7	–	–	–	–	13,890.6
Lease liabilities	252.3	(54.9)	(5.9)	–	(1.0)	(0.1)	37.4	227.9

(in EUR million)	Balance as at 1 January 2023	Financing cash flows	Interest accrued	Movement in fair value	Foreign exchange adjustment	Scope changes	Other non-cash movements	Balance as at 31 December 2023
Overdraft	129.5	157.6	–	–	1.5	26.6	–	315.3
Borrowings from financial institutions excl. overdraft	14,441.6	3,868.2	63.9	–	101.0	2,698.5	–	21,173.1
Bonds and notes issued	5,303.4	1,366.3	68.8	68.2	12.2	9,319.3	–	16,138.3
Deposits	–	451.9	31.2	–	–	11,301.7	–	11,784.7
Lease liabilities	117.2	(52.6)	(5.9)	–	0.9	163.6	29.0	252.3

Note 31 Retirement benefit obligations and long-term benefits

Overview

The Group operates a number of defined contribution and defined benefit pension plans with the most significant plans being in France, Belgium, Germany, Italy and Switzerland. It also operates post-employment benefit plans, the majority of which are unfunded, where the Group meets the benefit payment obligation as it falls due. The post-employment benefit plans are for legally required termination indemnities, which are payable at either the retirement date or the date the employee leaves the Group. The amount of the benefit depends on the length of service of the employee at the dismissal or retirement date.

The main defined contribution plans provided to employees of the Group are located in France. They include state pension plans and other national pension plans such as ARRCO and AGIRC, as well as pension schemes put in place by some entities of the Group for which the only commitment is to pay annual contributions (PERCO).

The Group has sponsored defined benefits plans that are final salary pension plans, which provide benefits to members in the form of a guaranteed level of pension payable for life. The level of benefits provided depends on members' length of service and their salary in the final years leading up to retirement. In the plans, pensions generally do not receive inflationary increases once in payment.

Defined contribution plan

The charge for the year for defined contribution pension plans (net of amounts capitalised) was EUR 45.9 million (2023: EUR 39.7 million).

Defined benefit pension plans

Characteristics of plans

The majority of the defined benefit pension plans are unfunded. The assets of these plans are held separately from those of the Group, in independently administered funds, in accordance with statutory requirements or local practice in the relevant jurisdiction. The responsibility for the governance of the funded retirement benefit plans, including investment and funding decisions, lies with the Trustees of each scheme.

Contributions

Employer contributions are made in accordance with the terms of each plan and may vary from year to year. Employer contributions made to funded pension plans in the year ended 31 December 2024 were EUR 3.8 million (2023: EUR 3.5 million). The Group expects to contribute EUR 3.6 million to its pension plans in 2025.

Components of the cost of the defined benefits

(in EUR million)	2024	2023
Current service cost including social security contributions	2.0	2.2
Employee contributions	(0.2)	(0.2)
Past service cost/curtailments	(0.3)	–
Net interest	0.4	0.4
Components recognised in income statement	*1.9*	*2.3*
Actuarial gains and losses due to assets [(1)]	(2.1)	0.4
Actuarial gains and losses due to changes in demographic assumptions	0.1	(0.4)
Actuarial gains and losses due to changes in economical and financial assumptions	1.9	0.7
Actuarial gains and losses due to experience	0.7	3.4
Change in asset ceiling	0.2	–
Components recognised in unrealised or deferred gains and losses	*0.8*	*4.1*
TOTAL COMPONENTS OF THE COST OF THE DEFINED BENEFITS	**2.7**	**6.5**

(1) Actuarial gains and losses due to assets from which the actuarial gains and losses due to assets included in the net interest cost is deducted.

Balance sheet

A summary of the net pension plan assets and retirement benefit obligations on the Consolidated balance sheet is as follows:

	As at 31 December,	
(in EUR million)	**2024**	**2023**
A – Present value of defined benefit obligations	59.5	60
B – Fair value of plan assets	(55.2)	(51.9)
C – Asset ceiling	–	–
D= A – B + C = DEFICIT OF FUNDED PLANS RECORDED IN THE BALANCE SHEET	**4.3**	**8.2**
E – Present value of unfunded defined benefit obligations	8.6	9.8
D + E = TOTAL DEFICIT RECORDED IN THE BALANCE SHEET	**12.9**	**18**

Post-employment benefit plans include annuity payments, end-of-career indemnities as well as mixed plans (cash balance). Annuity payments are added to pension plans paid by state and mandatory benefit plans.

The present values of defined benefit obligations have been valued by independent qualified actuaries on an annual basis.

Movement analysis

Changes in the present value of defined benefit obligations:

	As at 31 December,	
(in EUR million)	**2024**	**2023**
Balance at 1 January	**69.8**	**17.3**
Current service cost including social security contributions	2.4	2.1
Employee contributions	0.3	0.4
Past service cost/curtailments	(0.3)	–
Settlement/Employer contributions to plan assets	(0.1)	–
Net interest	2.0	1.8
Actuarial gains and losses due to assets	–	1
Actuarial gains and losses due to changes in demographic assumptions	0.1	(0.4)
Actuarial gains and losses due to changes in economical and financial assumptions	1.9	0.7
Actuarial gains and losses due to experience	0.7	3.2
Foreign exchange adjustment	(0.1)	–
Benefit payments	(5.4)	(8)
Change in scope	–	51.6
Transfers and others	(3.1)	–
Balance at 31 December	**68.2**	**69.8**

Changes in fair value of plan assets and separate assets:

	As at 31 December,	
(in EUR million)	**2024**	**2023**
Balance at 1 January	**51.9**	**13.8**
Expected return on plan assets	1.5	1.5
Actuarial gains and losses due to assets	2.1	(0.4)
Actuarial gains and losses due to experience	–	(0.2)
Foreign exchange adjustment	(0.1)	0.6
Employee contributions	0.5	0.6
Employer contributions to plan assets	3.7	3.3
Benefit payments	(1.2)	(7.3)
Change in scope	–	40.0
Transfers and others	(3.1)	–
Balance at 31 December	**55.2**	**51.9**

Pension plan assets

Funds only contain quoted investments, the breakdown of the plan assets is as follows:

(in EUR million)	As at 31 December, 2024	2023
Bonds	16.47%	17.60%
Equities	19.11%	17.30%
Money market instruments	3.12%	1.50%
Property	3.86%	4.20%
Other	57.44%	59.40%

The fair value of assets is used to determine the funding level of the plans to enable them to be sufficient to cover the benefits that have accrued to Group members after allowing for expected increases in future earnings and pensions. The actual returns on plan and separate assets were:

(in EUR million)	As at 31 December, 2024	2023
Plan assets	3.7	0.9
Separate assets	–	–

The expected return on plan assets is determined by considering the current level of expected returns on risk free investments (primarily government bonds), the historical level of the risk-free premium associated with the respective asset classes and the expectations for future returns on each asset class. The expected return for each asset class was then weighted based on the target asset allocation to develop the expected long-term rate of return on assets. The expected returns of the individual plans have been weighted based on the fair value of the assets of the plans to determine the average expected return on plan assets.

Actuarial assumptions by geographical area

The principal assumptions used to determine the actuarial present value of benefit obligations and pension charges and credits are detailed below (shown as weighted averages):

(in EUR million)	As at 31 December, 2024	2023
Discount rate		
Europe	2.58%	3.50%
Long-term inflation		
Europe	1.46%	2.30%
Future salary increase		
Europe	0.56%	0.40%
Average remaining working lifetime of employees (in years)		
Europe	6.7	9.4
Duration (in years)		
Europe	7.5	9.5

The assumptions described above have been applied on post-employment benefit plans.

The assumptions by geographical area are averages weighted by the present value of the liabilities (DBO). The yield curves used to discount the liabilities are corporate AA yield curves (source: Merrill Lynch) observed at the end of October for GBP and EUR, and corrected at the end of December if the decrease in discount rates had a significant impact. Inflation rates used are the long-term targets of the central banks of the monetary areas above.

Sensitivity analysis

Significant actuarial assumptions for the determination of pension plan liabilities are the discount rate, inflation rate and salary increase. The sensitivity analysis below has been provided by local actuaries on an approximate basis based on changes in the assumptions occurring at the end of the year, assuming that all other assumptions are held constant, and the effect of interrelationships is excluded. The effect on plan liabilities is as follows:

	As at 31 December,	
(Percentage of item measured)	**2024**	**2023**
Variation of +0.5% in discount rate		
Impact on the present value of defined benefit obligations at 31 December	(3.30)%	(3.90)%
Variation of +0.5% in long-term inflation		
Impact on the present value of defined benefit obligations at 31 December	1.04%	2.50%
Variation of +0.5% in future salary increases		
Impact on the present value of defined benefit obligations at 31 December	2.03%	2.80%

The disclosed sensitivities are averages of the variations weighted by the present value of defined benefit obligations.

Maturity breakdown of future payments

The expected maturity analysis of undiscounted post-employment benefits is:

	As at 31 December,	
(in EUR million)	**2024**	**2023**
N+1	1.8	3.3
N+2	4.9	4.5
N+3	5.6	3.6
N+4	5.0	5.0
N+5	4.6	5.6
N+6 to N+10	21.8	29.0

Other long-term benefits

Some entities of the Group may award their employees other long-term benefits, like long-term deferred variable remunerations, time saving accounts (French Term) “*comptes épargne temps*” or long service awards. They are different from post-employment benefits and termination benefits, which are not fully due within twelve months following the financial year during which the services are rendered by the employees.

The net balance of other long-term benefits recorded in the balance sheet as at 31 December 2024 is EUR 17.8 million (2023: EUR 16.2 million). The total amount of charges for other long-term benefits in the income statement for the period ending 31 December 2024 is EUR 3.7 million (2023: EUR 1.9 million).

Note 32 Provisions

The Group provisions are split as below for General and Damage risk provisions recognised under IAS 37 and insurance provisions recognised in accordance with IFRS 17.

	As at 31 December,	
(in EUR million)	2024	2023
Damage risk and Legal & other	487.9	404.1
Insurance contracts	706.7	607.1
TOTAL	**1,194.6**	**1,011.2**

(in EUR million)	Damage risk	Legal & Other	Total
At 1 January 2024	**137.5**	**266.7**	**404.1**
Scope changes	(0.0)	0.0	(0.0)
Charge to income statement	29.6	130.3	160.0
Utilised and released	(16.8)	(63.7)	(80.5)
Reclassification	(1.5)	5.2	3.7
Currency translation differences	(0.2)	0.8	0.6
At 31 December 2024	**148.5**	**339.3**	**487.9**
Current	73.5	107.9	181.4
Non-current	75.0	231.4	306.4
At 31 December 2024	**148.5**	**339.3**	**487.9**

(in EUR million)	Damage risk	Legal & Other	Total
At 1 January 2023	**80.5**	**56.4**	**136.9**
Prior period error correction	–	101.7	101.7
Scope changes	48.6	87.2	135.8
Charge to income statement	15.8	26.3	42.1
Utilised and released	(7.7)	(5.2)	(12.9)
Reclassification	0.2	(0.2)	–
Currency translation differences	0.0	0.5	0.5
At 31 December 2023	**137.5**	**266.7**	**404.1**
Current	68.4	83.3	151.7
Non-current	69.0	183.4	252.4
At 31 December 2023	**137.5**	**266.7**	**404.1**

Damage risk

The provision for damage risk is the "best estimate" expected expenditure required to settle the present obligations to repair the damage at the reporting date including IBNR and IBNER provisions (see policy Note 3.4.17). The majority of damage service provisions are expected to be recovered or settled within 12 months.

Legal & Other

Litigation provisions have been set up to cover legal and administrative (including tax) proceedings that arise in the ordinary course of business. These provisions are not employee related. Legal provisions depend on court proceedings.

The prior year error correction in 2023 mainly relates to the provision for motor finance commissions for the amount of EUR 69.3 million, and a provision regarding consumer law breaches relating to certain products (Employee Car Ownership Scheme) for the amount of EUR 24.5 million. For further details refer to the note 3.1 Basis of preparation – section "errors".

Following the ruling by the Court of Appeal in October 2024, the provision for motor finance commissions was increased to EUR 93 million to include car finance agreements involving commission arrangements, other than motor finance commissions, to reflect the potential extension of the scope of liability resulting from the Court of Appeal decision. As at the end of 2024, the provision regarding consumer law breaches relating to certain products (Employee Car Ownership Scheme) amounts to EUR 26.6 million.

The Company has recognised provisions for tax litigation and disputes across Europe and in Brazil. The main provisions are recorded in Italy regarding vehicle registration tax, road tax and VAT, amounting to EUR 66.2 million, and in Spain for VAT, totalling EUR 56.0 million.

For information on contingencies refer to Note 39 Contingencies.

Insurance provisions

The insurance provision breaks down as follows:

	As at 31 December 2024			As at 31 December 2023		
(in EUR million)	**Gross**	**Reinsurance**	**Net**	**Gross**	**Reinsurance**	**Net**
Insurance liabilities	(706.7)	51.1	(655.7)	(606.6)	52.3	(554.3)
Insurance asset	–	–	–	0.8	(0.5)	0.3
Net Insurance provisions	**(706.7)**	**51.1**	**(655.7)**	**(605.9)**	**51.9**	**(554.0)**

6

Reconciliation of the remaining coverage and incurred claims components

The following table provides a reconciliation of the net insurance liability for all insurance products issued by the Group:

	Liabilities for remaining coverage		Liabilities for incurred claims		
(in EUR million)	**Excluding loss component**	**Loss component**	**Estimates of the present value of future cash flows**	**Risk adjustment**	**Total**
Insurance contract liabilities as at 1 January 2024	39.7	(5.7)	(625.1)	(15.6)	(606.6)
Insurance contract assets as at 1 January 2024	2.8	–	(2.0)	(0.0)	0.8
Net insurance contract (net assets/(liabilities) as at 1 January 2024	**42.5**	**(5.7)**	**(627.1)**	**(15.6)**	**(605.9)**
Insurance revenue	541.9	–	–	–	541.9
Insurance expenses	(2.4)	1.2	(396.9)	1.0	(397.0)
Incurred claims and other expenses	–	–	*(530.3)*	*(6.7)*	*(537.0)*
Losses on onerous contracts and reversals of those loses	–	*1.2*	–	–	*1.2*
Insurance acquisition cash flows amortisation	*(2.4)*	–	–	–	*(2.4)*
Changes to liabilities for incurred claims	–	–	*133.4*	*7.7*	*141.1*
Insurance result	**539.6**	**1.2**	**(396.9)**	**1.0**	**144.9**
Insurance finance expenses		(0.2)	(29.6)	(1.0)	(30.8)
Effect of movements in exchange rates	(4.7)	0.3	(1.0)	0.1	(5.3)
TOTAL CHANGES IN THE STATEMENT OF COMPREHENSIVE INCOME	**534.8**	**1.3**	**(427.4)**	**0.2**	**108.9**
Premiums received/paid	(529.5)	–	–	–	(529.5)
Claims and other expenses paid	–	–	311.5	–	311.5
TOTAL CASH FLOWS	**(529.5)**	**–**	**311.5**		**(218.1)**
Other movements	(28.1)	(7.7)	43.2	1.0	8.4
Net insurance contract (net assets/(liabilities) as at 31 December 2024)	**19.7**	**(12.1)**	**(699.9)**	**(14.5)**	**(706.7)**
Insurance contract liabilities as at 31 December 2024	19.7	(12.1)	(699.9)	(14.5)	(706.7)
Insurance contract assets as at 31 December 2024	–	–	–	–	–
NET INSURANCE CONTRACT (NET ASSETS/(LIABILITIES) AS AT 31 DECEMBER 2024)	**19.7**	**(12.1)**	**(699.9)**	**(14.5)**	**(706.7)**

	Liabilities for remaining coverage		Liabilities for incurred claims		
(in EUR million)	**Excluding loss component**	**Loss component**	**Estimates of the present value of future cash flows**	**Risk adjustment**	**Total**
Insurance contract liabilities as at 1 January 2023	21.2	(0.2)	(181.0)	(4.0)	(164.0)
Insurance contract assets as at 1 January 2023	2.3	–	(1.6)	(0.0)	0.7
Net insurance contract (net assets/(liabilities) as at 1 January 2023	**23.6**	**(0.2)**	**(182.6)**	**(4.0)**	**(163.2)**
Insurance contract liabilities	(1.7)	(3.2)	(385.9)	(13.0)	(403.7)
Insurance contract assets	–	–	–	–	–
Net insurance liabilities on acquisition	**(1.7)**	**(3.2)**	**(385.9)**	**(13.0)**	**(403.7)**
Insurance revenue	433.4	–	–	–	433.4
Insurance expenses	(15.9)	(5.5)	(307.2)	(7.1)	(335.6)
Incurred claims and other expenses	–	–	*(425.1)*	*(8.4)*	*(433.5)*
Losses on onerous contracts and reversals of those loses	–	*(5.5)*	–	–	*(5.5)*
Insurance acquisition cash flows amortisation	*(15.9)*	–	–	–	*(15.9)*
Changes to liabilities for incurred claims	–	–	*118.0*	*1.2*	*119.2*
Insurance result	**417.5**	**(5.5)**	**(307.2)**	**(7.1)**	**97.8**
Insurance finance expenses	–	(0.0)	(8.0)	–	(8.0)
Effect of movements in exchange rates	12.0	(0.1)	4.1	(0.0)	16.0
TOTAL CHANGES IN THE STATEMENT OF COMPREHENSIVE INCOME	**429.5**	**(5.6)**	**(311.1)**	**(7.1)**	**105.8**
Premiums received/paid	(408.4)	–	–	–	(408.4)
Claims and other expenses paid	–	–	261.4	–	261.4
Insurance acquisition costs	2.1	–	–	–	2.1
TOTAL CASH FLOWS	**(406.3)**	**–**	**261.4**	**–**	**(144.9)**
Other movements	–	–	0.2	–	0.2
Net insurance contract (net assets/(liabilities) as at 31 December 2023)	**45.1**	**(9.0)**	**(617.9)**	**(24.1)**	**(605.9)**
Insurance contract liabilities as at 31 December 2023	42.3	(9.0)	(615.9)	(24.0)	(606.6)
Insurance contract assets as at 31 December 2023	2.8	–	(2.0)	(0.0)	0.8
NET INSURANCE CONTRACT (NET ASSETS/(LIABILITIES) AS AT 31 DECEMBER 2023)	**45.1**	**(9.0)**	**(617.9)**	**(24.1)**	**(605.9)**

Reinsurance reconciliation of the remaining coverage and incurred claims components

The following table provides a reconciliation of the reinsurance liability for reinsurance contracts issued by the Group:

(in EUR million)	Liabilities for remaining coverage	Liabilities for incurred claims		
	Remaining coverage	**Estimates of the present value of future cash flows**	**Risk adjustment**	**Total**
Reinsurance contract liabilities as at 1 January 2024	(0.5)	–	–	(0.5)
Reinsurance contract assets as at 1 January 2024	16.5	33.2	2.6	52.3
Net reinsurance contract (net assets/(liabilities) as at 1 January 2024	**16.1**	**33.2**	**2.6**	**51.9**
Reinsurance expenses	(10.9)	–	–	(10.9)
Claims recovered	–	12.6	–	12.6
Effect of changes in the risk of reinsurers non-performance	–	–	–	–
Changes that relate to past service – adjustments to insurred claims	–	0.1	(0.0)	0.1
Net income/(Expenses) from Reinsurance contracts held	**(10.9)**	**12.7**	**(0.0)**	**1.8**
Finance income from reinsurance contracts held	–	0.1	–	0.1
TOTAL CHANGES IN THE STATEMENT OF COMPREHENSIVE INCOME	**(10.9)**	**12.8**	**(0.0)**	**1.9**
Premiums paid	0.1	–	–	0.1
Recoveries from reinsurance	–	–	–	–
TOTAL CASH FLOWS	**0.1**	**–**	**–**	**0.1**
Other movements	(2.0)	0.0	(0.9)	(2.8)
Net insurance contract (net assets/(liabilities) as at 31 December 2024)	**3.4**	**46.0**	**1.7**	**51.1**
Reinsurance contract liabilities as at 31 December 2024	–			–
Reinsurance contract assets as at 31 December 2024	3.4	46.0	1.7	51.1
NET REINSURANCE CONTRACT (NET ASSETS/(LIABILITIES) AS AT 31 DECEMBER 2024)	**3.4**	**46.0**	**1.7**	**51.1**

(in EUR million)	Liabilities for remaining coverage Remaining coverage	Liabilities for incurred claims Estimates of the present value of future cash flows	Risk adjustment	Total
Reinsurance contract liabilities as at 1 January 2023	(0.5)	–	–	(0.5)
Reinsurance contract assets as at 1 January 2023	0.4	9.7	0.2	10.3
Net reinsurance contract (net assets/(liabilities) as at 1 January 2023	**(0.1)**	**9.7**	**0.2**	**9.8**
Insurance contract liabilities	–	–	–	–
Insurance contract assets	1.4	32.2	1.2	34.8
Net insurance liabilities on acquisition	**1.4**	**32.2**	**1.2**	**34.8**
Reinsurance expenses	(2.6)	–	–	(2.6)
Claims recovered	14.9	1.4	1.2	17.6
Effect of changes in the risk of reinsurers non-performance	–	0.0	–	0.0
Changes that relate to past service – adjustments to insured claims	–	(9.0)	0.0	(9.0)
Net income/(Expenses) from Reinsurance contracts held	**12.4**	**(7.6)**	**1.2**	**5.9**
Finance income from reinsurance contracts held	–	0.4	–	0.4
TOTAL CHANGES IN THE STATEMENT OF COMPREHENSIVE INCOME	**12.4**	**(7.2)**	**1.2**	**6.3**
Premiums paid	1.0	–	–	1.0
Recoveries from reinsurance	–	(1.4)	–	(1.4)
TOTAL CASH FLOWS	**1.0**	**(1.4)**	**–**	**(0.5)**
Other movements	1.4	(0.0)	0.0	1.4
Net insurance contract (net assets/(liabilities) as at 31 December 2023)	**16.1**	**33.2**	**2.6**	**51.9**
Reinsurance contract liabilities as at 31 December 2023	(0.5)	–	–	(0.5)
Reinsurance contract assets as at 31 December 2023	16.5	33.2	2.6	52.3
NET REINSURANCE CONTRACT (NET ASSETS/(LIABILITIES) AS AT 31 DECEMBER 2023)	**16.1**	**33.2**	**2.6**	**51.9**

Insurance claims development

Underwriting years	< 2019	2020	2021	2022	2023	2024	Total
At end of accident year	1,087.4	95.0	117.7	138.9	252.3	338.5	
• one year later	1,080.8	90.0	113.7	202.5	408.6		
• two years later	1,066.1	98.7	207.3	224.5			
• three years later	1,042.3	141.2	233.8				
• four years later	1,865.8	152.0					
• five years later and more	1,892.6						
Estimate of cumulative claims	1,892.6	152.0	233.8	224.5	408.6	338.5	
Cumulative payments to date	(1,754.0)	(114.1)	(121.8)	(152.1)	(216.5)	(142.3)	
Gross undiscounted outstanding claim liabilities	**138.6**	**37.9**	**112.0**	**72.4**	**192.1**	**196.2**	**749.2**
Effects of discounting	(5.5)	(2.3)	(6.0)	(4.1)	(7.9)	(9.6)	(35.2)
Reinsurance contracts	(18.0)	(9.4)	(3.1)	(3.1)	(13.7)	(3.8)	(51.1)
Gross outstanding claim liabilities net of Reinsurance	**115.1**	**26.2**	**102.9**	**65.2**	**170.5**	**182.8**	**662.9**

The expected maturity analysis of the gross outstanding liabilities is as follows:

	Up to 1 yr	1-2 yrs	2-5 yrs	>5 yrs	Total
Insurance liabilities for incurred claims	429.1	114.0	99.7	71.2	714.0

Reinsurance receivables

Underwriting years	< 2019	2020	2021	2022	2023	2024	Total
At end of accident year	32.8	6.6	6.8	5.7	21.1	4.7	
• one year later	38.3	6.2	5.8	5.7	16.8		
• two years later	36.5	6.1	7.7	4.2			
• three years later	31.9	8.1	7.6				
• four years later	47.1	14.1					
• five years later	51.6						
• more than five years later							
Estimate of cumulative claims	51.6	14.1	7.6	4.2	16.8	4.7	
Cumulative payments to date	(32.3)	(3.2)	(3.9)	(0.5)	-	-	
Gross undiscounted Reinsurance receivable	**19.3**	**10.9**	**3.7**	**3.7**	**16.8**	**4.7**	**59.1**
Effects of discounting	(1.9)	(1.9)	(0.7)	(0.7)	(3.6)	(1.0)	(9.8)
Effect of risk adjustment for non financial risk	0.6	0.4	0.1	0.1	0.5	0.1	1.8
Gross outstanding Reinsurance receivable	**18.0**	**9.4**	**3.1**	**3.1**	**13.7**	**3.8**	**51.1**

The expected maturity analysis of the gross reinsurance receivable is as follows:

	Up to 1 yr	1-2 yrs	2-5 yrs	>5 yrs	Total
Reinsurance receivable	30.6	8.2	7.2	5.1	51.1

Note 33 Trade and other payables

	As at 31 December,	
(in EUR million)	**2024**	**2023**
Trade payables	2,495.3	2,560.4
Deferred leasing income (1)	796.6	732.1
Other accruals and other deferred income (2)	1,144.5	1,132.3
Advance lease instalments received	690.3	808.6
Accruals for contract settlements	476.8	472.8
VAT and other taxes	407.6	332.1
Other	13.5	68.4
TRADE AND OTHER PAYABLES	**6,024.5**	**6,106.7**

(1) Deferred leasing income relates to maintenance and tyre revenue which is profiled in line with historical maintenance expenditure in order to match revenue and costs.
(2) Including EUR 102.9 millions of contingent consideration for the acquisition of LeasePlan.

The majority of the trade and other payables and deferred income, except for deferred leasing income, have a remaining maturity of less than one year.

Other accruals and other deferred amounts contain accruals for different staff expenses, including for the variable remuneration.

Note 34 Dividends

A dividend related to the period ended 31 December 2023 for an amount of EUR 383.5 million (EUR 0.5 per share) was paid to Ayvens shareholders on 4 June 2024 of which the dividend paid to Societe Generale was EUR 201.9 million (2023: a dividend relating to 31 December 2022 of EUR 598.9 million (EUR 1.1 per share) was paid to Ayvens shareholders on 2 June 2023 of which the dividend paid to Societe Generale was EUR 456.9 million). A dividend related to the period ended 31 December 2024 for an amount of EUR 73.1 million was paid to AT1 capital holders (see Note 27 for further details).

Note 35 Earnings per share

The weighted average number of shares outstanding in the computation of diluted earnings per share includes the number of shares to be issued for the warrants at no consideration adjusted for deduction of the ordinary shares that would be purchased in the open market using the expected proceeds.

The Group is authorised to purchase its own shares for the purposes of attributing, covering and paying off any scheme for the allocation of free shares, employee savings scheme and any other form of allocation to employees and executive directors of the Company or of companies related to it under the conditions set out in applicable legislative and regulatory provisions. Rights to free ordinary shares granted to employees will be settled with treasury shares under the long-term incentives employee plans. Treasury shares are included in the calculation of diluted earnings per share assuming all outstanding rights will vest.

Basic earnings per share

	As at 31 December,	
	2024	**2023**
Net income Group share *(in EUR million)*	683.6	760.0
Result after tax from discontinued operations *(in EUR million)*	0.0	77.6
Attributable remuneration to AT1 capital holders *(in EUR million)*	(73.5)	(45.0)
Net income from continuing operations Group share *(in EUR million)*	**610.1**	**792.6**
Weighted average number of ordinary shares with voting rights (in thousands)	815,827	711,058
BASIC EARNINGS PER SHARE FROM CONTINUING OPERATIONS *(in cents)*	**0.75**	**1.11**
Net income Group share *(in EUR million)*	683.6	760.0
Attributable remuneration to AT1 capital holders *(in EUR million)*	(73.5)	(45.0)
Net income Group share *(in EUR million)*	**610.1**	**715.1**
Weighted average number of ordinary shares with voting rights *(in thousands)*	815,827	711,058
Basic earnings per share *(in cents)*	**0.75**	**1.01**

Diluted earnings per share

	As at 31 December,	
	2024	**2023**
Net income from continuing operations Group share *(in EUR million)*	**610.1**	**792.6**
Weighted average number of ordinary shares *(in thousands)*	834,984	722,914
Diluted earnings per share from continuing operations *(in EUR)*	**0.73**	**1.10**
Net income Group share *(in EUR million)*	**610.1**	**715.1**
Weighted average number of ordinary shares *(in thousands)*	834,984	722,914
Diluted earnings per share *(in cents)*	**0.73**	**0.99**

Note 36 Related parties

Identity of related parties

Related party transactions relate mainly to transactions with companies of the Societe Generale Group, the Group majority shareholder, and transactions with companies of TDR Capital as a result of the acquisition of LeasePlan (see Note 2 for further details). There was no material change in the nature of the transactions conducted by the Group with related parties from prior year. All business relations with Societe Generale are handled at normal market conditions.

Key management compensation

Key management includes the following members of the Executive Committee: Chief Executive Officer, three Deputy Chief Executive Officers, Chairman of the Board and the Board directors.

The compensation paid to key management include Share based payments as well, which are reflected in Note 28 Share- based payments.

The compensation paid or payable to key management for employee services is shown below:

	As at 31 December,	
(in EUR million)	**2024**	**2023**
Salaries and other short-term employment benefits	2.9	2.3
Post employment benefits	–	–
Remuneration for the activity of the Board members	0.4	0.4
Other long-term benefits	1.5	0.8
TOTAL	**4.8**	**3.4**

Sales of goods and services

Societe Generale and its subsidiaries are customers of the Group. The Group leases to Societe Generale and its subsidiaries a fleet of 7,371 vehicles across 19 countries (2023: 7,683 vehicles across 20 countries). Rentals have been priced at normal market conditions. More than 64% of the total fleet leased to Societe Generale Group is leased by Ayvens France (2023: 65%). Rental paid by Societe Generale Group to France for the year ending 31 December 2024 amounted to EUR 20.6 million (2023: EUR 19.5 million). The amount outstanding as at 31 December 2024 amounted to 2.5 million (2023: 1.4 million).

TDR Capital has a controlling interest in Constellation Automotive Group, which had a controlling interest in British Car Auction (BCA) and CN Group BV. The Group sells ex-lease vehicles on an arm's length basis under a long-term service agreement. The total sales revenues from transactions during 2024 amounted to EUR 0.4 billion (2023: EUR 0.7 billion). The result of transactions with Constellation Automotive Holdings for the year ending 31 December 2024 and 2023 is not material at the Group level. As at 31 December 2024 a balance is owed from Constellation Automotive Holdings of EUR 11.7 million (2023: EUR 4.3 million).

Purchases of goods and services

Information Technology ("IT") Services

The Group has a contract with Societe Generale Global Services Centre (India), with which the Group subcontracts IT services including development, maintenance and support of international applications. The Group also subcontracts some technical infrastructure services to Societe Generale, mainly in France. The overall amount of IT services subcontracted to Societe Generale and its subsidiaries for the year ending 31 December 2024 amounts to EUR 31.3 million (2023: EUR 29.8 million). The amount outstanding as of 31 December 2024 amount to EUR 9.6 million (2023: EUR 0.5 million).

Premises

Some Group entities share premises with Societe Generale or with Societe Generale business divisions in some countries (mainly France and Denmark which represent around 53% of the total rentals paid to Societe Generale). Rentals have been priced at arm's length and amounted to EUR 0.9 million for the year ending 31 December 2024 (2023: EUR 0.8 million).

Brokerage

Societe Generale retail and corporate banking network sells long term rental contracts to customers on behalf of the Group against a commission for each contract sourced. In the year ending 31 December 2024, around 21,000 contracts have been signed through the Societe Generale distribution network in three different countries (2023: around 20,000 contracts). The rental contract brokerage's commission paid to Societe Generale by Ayvens France represented EUR 4.2 million for the year ended 31 December 2024, (2023: EUR 3.0 million).

Third Party Liabilities (TPL) Insurance policy

Ayvens Italy has subscribed to a TPL insurance policy for part of their fleet through Sogessur, the Car insurance company of Societe Generale. Sogessur acts as a frontier and is reinsured through Ayvens Insurance, the reinsurance company of the Group. Insurance premiums have been fixed at arm's length. The overall amount of insurance premium paid by the Italy subsidiary to Sogessur for the year ending 31 December 2024 amounted to EUR 47.3 million (2023: EUR 47.0 million). There are no outstanding balances at the year end.

Corporate services

Societe Generale Group, as a shareholder, provides Ayvens with the following intercompany corporate services:

- Providing support and advice regarding general secretary, tax or compliance matters at a holding level;
- Performing periodical audits in order to verify the effectiveness of governance, risk management, and permanent control;
- Supervising the Human Resources departments of the subsidiaries.

These Corporate services provided by Societe Generale have been subject to compensation of EUR 7.8 million in the year ending 31 December 2024 (2023: EUR 8.2 million).

In addition, for the year ending 31 December 2024, there were 55 employees seconded from Societe Generale (2023: 78) to the Group. For certain employees, they remained on the payroll of Societe Generale and were re-billed to the Group, which amounted to re-billing for staff seconded of EUR 16.4 million in the year ending 31 December 2024 (2023: 17.0 million). The amount outstanding as at 31 December 2024 amount to 1.1 million (2023: 1.0 million).

Loans with related parties

As at 31 December 2024, the net amount of loans granted to the Group entities by Societe Generale and its affiliates minus the deposits placed by the Group entities with Societe Generale Group entities, was EUR 12,511.2 million (2023: EUR 13,330.4 million).

Most of the funding provided by the Societe Generale Group is granted through Societe Generale Paris and Societe Generale Luxembourg. Societe Generale Paris and Societe Generale Luxembourg funds Ayvens Central Treasury which grants loans in different currencies to the Group subsidiaries and holding companies.

Societe Generale also provides bank guarantees on behalf of the Group and its subsidiaries in relation to external funding. Overall guarantees released by Societe Generale amounted up to EUR 1,685.6 million as of 31 December 2024 (2023: EUR 1,702.8 million).

Societe Generale also provides the Group with derivatives instruments which have a nominal amount of EUR 5,002 million, and are represented on the balance sheet as of 31 December 2024 for a total amount of EUR 16.3 million in assets and EUR 13.5 million in liabilities (2023: nominal of EUR 5,259.28 million, with EUR 65.8 million in assets and EUR 92.0 million in liabilities).

The Group has long-term cash deposits with Societe Generale for a total of EUR 120.2 million as of 31 December 2024 (2023: EUR 180.9 million). These deposits will roll-out in approximately 2 years' time and will not be renewed.

All business relations with investments accounted for using the equity method are in the ordinary course of business and are handled on normal market terms. In 2024 there was a repayment of 41.5 million of loans to investments accounted for using the equity method (2023: EUR 39.0 million) (see Note 18).

Tax consolidation agreement

ALD Automotive Italia SRL has joined Societe Generale tax consolidation group in Italy in 2016. This regime allows the determination of a single IRES taxable base comprised of the taxable income and losses of each of the participating entities.

Note 37 Auditors' fees

(in EUR million)	2024 PWC	Deloitte	KPMG	Other	Total
Issuer	0.7	0.7	0.7	0.1	2.2
Fully consolidated subsidiaries	3.8	1.9	10.4	1.3	17.4
Audit services	**4.5**	**2.6**	**11.1**	**1.4**	**19.6**
Non-audit related services – Issuer	0.1	0.1	0.1	0.1	0.4
Non-audit related services – Fully consolidated subsidiaries	0.1	0.3	0.7	0.3	1.4
Sustainability audit	0.3	–	0.3	–	0.6
TOTAL AUDIT FEES	**5.0**	**3.0**	**12.2**	**1.8**	**22.0**

In 2024, non-audit services mainly consist of missions of provision of expertise and benchmarks, internal control reviews in the context of the compliance with ISAE (International Standard on Assurance Engagements) standards and extended audit procedures (agreed upon procedures and complementary audits).

(in EUR million)	2023 Ernst & Young	Deloitte	KPMG	Other	Total
Issuer	1.3	0.7	–	–	2.0
Fully consolidated subsidiaries	2.7	3.0	6.9	0.1	12.7
Audit services	**4.0**	**3.7**	**6.9**	**0.1**	**14.7**
Non-audit related services (1)	0.2	0.1	0.3	0.3	0.9
TOTAL AUDIT FEES	**4.2**	**3.8**	**7.2**	**0.4**	**15.6**

(1) No non-audit related services are performed for the issuer.

Note 38 Commitments

The Group has entered into commitments relating to the forward purchase of property and equipment under operating lease and rental fleet amounting to EUR 6.4 billion (2023: EUR 9.5 billion) as at the balance sheet date. These commitments are entered into in the ordinary course of business and the majority is back-to-back matched with lease contracts entered into with customers.

In addition, the Group has provided guarantees and counter-guarantees on behalf of its subsidiaries in the event of external financing or property leases of a total amount of EUR 0.8 billion as at 31 December 2024.

Note 39 Contingencies

Investigations in Germany

As part of Ayvens' legal and compliance obligations, investigations in certain past business practices were initiated by Ayvens in Germany. The process is ongoing and no assessment of its outcome can be made before the investigations are further advanced of completed. Therefore, Ayvens is not in the position to assess the financial consequences, but, at this stage, it is not expected that the results of such investigations would have a material financial impact for the Group.

Note 40 Events after the reporting period

No material events occurred after 31 December 2024 that require disclosure in accordance with IFRS, nor events affecting the financial position of the Group as at 31 December 2024 or the result for the period ended 31 December 2024.

Note 41 Scope of consolidation

Ayvens SA (formerly known as ALD International SA) Consolidated companies under global integration	As at 31 December, 2024 Parent company interest %	2023 Parent company interest %
ALD Autoleasing Deutschland GmbH – GERMANY [1]	100.00	100.00
ALD Automotive A/S – DENMARK	100.00	100.00
ALD Automotive AB – SWEDEN	100.00	100.00
ALD Automotive AG – SWITZERLAND	100.00	100.00
ALD Automotive Algerie SPA	100.00	100.00
ALD Automotive DOO BEOGRAD – SERBIA	100.00	100.00
ALD Automotive DOO ZA Operativni i Financijski Leasing – CROATIA [1]	100.00	100.00
ALD Automotive Eesti AS – ESTONIA	75.01	75.01
ALD Automotive EOOD – BULGARIA	100.00	100.00
ALD Automotive Euro Leasing BV	50.10	50.10
ALD Automotive for Cars Rental and Fleet Management SAE – EGYPT	100.00	100.00
ALD Automotive Fuhrparkmanagement und Leasing GmbH – AUSTRIA	100.00	100.00
ALD Automotive Group Limited – UK [1]	100.00	100.00
ALD Automotive Italia s.r.l	100.00	100.00
ALD Automotive Limitada – CHILE	100.00	100.00
ALD Automotive Magyarorszag Autopark – kezelo es Finanszirozo KFT – HUNGARY [1]	100.00	100.00
ALD Automotive Operational Leasing DOO – SLOVENIA	100.00	100.00
ALD Automotive Peru SAC	100.00	100.00
ALD Automotive Polska Sp z o.o. – POLAND	100.00	100.00
ALD Automotive Private Limited – INDIA	100.00	100.00
ALD Automotive SA – BRAZIL	100.00	100.00
ALD Automotive SA de CV – MEXICO	100.00	100.00
ALD Automotive SAS – COLOMBIA	100.00	100.00
ALD Automotive SAU – SPAIN [1]	100.00	100.00
ALD Automotive SIA – LATVIA	75.00	75.00
ALD Automotive Slovakia SRO	100.00	100.00
ALD Automotive SRL – ROMANIA	100.00	100.00
ALD Automotive SRO – CZECH REPUBLIC	100.00	100.00
ALD Automotive Ukraine Limited Liability Company	100.00	100.00
ALD Fleet SA de CV SOFOM ENR	100.00	100.00
ALD International SAS & CO KG [1]	100.00	100.00
ALD Mul Mobility Services Malaysia SND BHD – MALAYSIA	60.00	60.00

Ayvens SA (formerly known as ALD International SA) Consolidated companies under global integration	As at 31 December, 2024 Parent company interest %	2023 Parent company interest %
ALD Re Designated Activity Company – IRELAND	100.00	100.00
Axus Finland OY	100.00	100.00
Axus Luxembourg SA	100.00	100.00
Axus Nederland N.V. (1) (including merged entity Leaseplan Nederland N.V.)	100.00	100.00
Axus SA NV – BELGIUM (1)	100.00	100.00
Ayvens Bank N.V. (formerly know as LeasePlan Corporation N.V.)	100.00	100.00
Ayvens INS (including merged entities ALD Insurance and Euro Insurances DAC trading as LeasePlan Insurance)	100.00	100.00
Ayvens Ireland Limited (formerly know as LeasePlan Fleet Management Services Ireland Ltd.)	100.00	100.00
Ayvens Norge AS (formerly know as LeasePlan Norge A/S)	100.00	100.00
Inula Holding UK Ltd.	100.00	100.00
LeasePlan Brasil Ltda.	100.00	100.00
LeasePlan (Schweiz) AG	100.00	100.00
LeasePlan Arrendamento Mercantil SA	100.00	100.00
LeasePlan Danmark A/S	100.00	100.00
LeasePlan Deutschland GmbH (including merged entity Fleetpool Holding GmbH)	100.00	100.00
LeasePlan Digital B.V.	100.00	100.00
LeasePlan Finance B.V.	100.00	100.00
LeasePlan Fleet Management (Polska) Sp. z.o.o.	100.00	100.00
LeasePlan Fleet Management nv (1)	100.00	100.00
LeasePlan Global B.V.	100.00	100.00
LeasePlan Group B.V.	100.00	100.00
LeasePlan Hellas Commercial SA (including merged entity ALD Automotive SA LEase of Cars - GREECE)	100.00	100.00
LeasePlan Hungária Gépjármupark Kezelo és Finansz	100.00	100.00
LeasePlan India Private Ltd.	100.00	100.00
LeasePlan Information Services Ltd	100.00	100.00
LeasePlan Italia SpA	100.00	100.00
LeasePlan Mexico SA de CV	100.00	100.00
LeasePlan Österreich Fuhrparkmanagement GmbH	100.00	100.00
LeasePlan Otomotiv Servis ve Ticaret AS (including merged entity ALD Automotive Turizm Ticaret Anonim Sirketi – TURKEY)	100.00	100.00
LeasePlan Portugal Comercio e Aluguer de Automov	100.00	100.00
LeasePlan Romania SRL	100.00	100.00
LeasePlan Servicios, SA	100.00	100.00

	As at 31 December,	
	2024	2023
Ayvens SA (formerly known as ALD International SA) **Consolidated companies under global integration**	**Parent company interest %**	**Parent company interest %**
LeasePlan Slovakia, s.r.o.	100.00	100.00
LeasePlan Sverige AB	100.00	100.00
NF Fleet A/S – DENMARK	80.00	80.00
NF fleet AB – SWEDEN	80.00	80.00
NF Fleet AS – NORWAY	80.00	80.00
NF Fleet OY – FINLAND	80.00	80.00
Soluciones De Renting Movilidad SL	100.00	100.00
TEMSYS – France [(1)] (incuding merged entity LeasePlan France SAS)	100.00	100.00
UAB ALD Automotive – LITHUANIA	75.00	75.00
UK FFM	50.10	50.10
LeasePlan Russia LLC	–	100.00
ALD Automotive LLC – BELARUS	–	100.00
Investments accounted for using the equity method [(2)]		
Flottenmanagement GmbH	49.00	49.00
LeasePlan Emirates L.L.C.	49.00	49.00
PLease S.C.S.	99.00	99.00
Maroc ALD Automotive SA	–	35.00

(1) Including subsidiaries.
(2) For further detail refer to note 18 Investments in associates and jointly controlled entities.

6.3 Statutory auditors' report on the consolidated financial statements

For the year ended December 31, 2024

This is a translation into English of the statutory auditors' report on the consolidated financial statements of the Company issued in French and it is provided solely for the convenience of English-speaking users.

This statutory auditors' report includes information required by European regulation and French law, such as information about the appointment of the statutory auditors or verification of the information concerning the Group presented in the management report and other documents provided to shareholders.

This report should be read in conjunction with, and construed in accordance with, French law and professional auditing standards applicable in France.

To the annual general meeting

Opinion

In compliance with the engagement entrusted to us by your annual general meeting, we have audited the accompanying consolidated financial statements of Ayvens SA ("the Group") for the year ended December 31, 2024.

In our opinion, the consolidated financial statements give a true and fair view of the assets and liabilities and of the financial position of the Group as at 31 December 2024 and of the results of its operations for the year then ended in accordance with International Financial Reporting Standards as adopted by the European Union.

The audit opinion expressed above is consistent with our report to the Internal Control and Audit Committee.

Basis for Opinion

Audit Framework

We conducted our audit in accordance with professional standards applicable in France. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Our responsibilities under those standards are further described in the *Statutory Auditors' Responsibilities for the Audit of the Consolidated Financial Statements* section of our report.

Independence

We conducted our audit engagement in compliance with independence requirements of the French Commercial Code (*code de commerce*) and the French Code of Ethics (*code de déontologie*) for statutory auditors, for the period from January 1st, 2024 to the date of our report and specifically we did not provide any prohibited non-audit services referred to in Article 5(1) of Regulation (EU) No 537/2014.

Emphasis of Matter

We draw attention to the change of presentation of the prospective depreciation of the rental fleet in the consolidated income statement. This change is described in the paragraph "Presentation of depreciation of rental fleet in the income statement" and in the table "Consolidated Income Statement Extract" of note 3 to the consolidated financial statements.

Our opinion is not modified in respect of this matter.

Justification of Assessments - Key Audit Matters

In accordance with the requirements of Articles L.821-53 and R.821-180 of the French Commercial Code (code de commerce) relating to the justification of our assessments, we inform you of the key audit matters relating to risks of material misstatement that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period, as well as how we addressed those risks.

These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on specific items of the consolidated financial statements.

Revaluation of the fleet's residual value

(Refer to notes 3.4.3, 4.1 and 13 to the consolidated financial statements)

Risk identified	Audit response
The vehicles leased by the Group under operational leasing activities are depreciated on a straight-line basis over the lease term. The depreciable value of these cars corresponds to their acquisition cost less their residual value. The residual value of a vehicle corresponds to an estimate of the resale value at the end of the lease term. This estimate is based on statistical data and other specific assumptions and is reviewed at least once a year to account for changes in prices in the used car market. The difference between the re-estimated residual value and the initial value constitutes a change in estimates that results in a prospective adjustment to the depreciation plan. As of December 31, 2024, the rental fleet has a net value of €51.6 billion, considering accumulated depreciation of €17.4 billion. We consider the estimation of the residual values of the vehicles to be a key audit matter given the judgment made by management in designing the statistical approach and specific assumptions taken into account and due to the inherent uncertainties in estimating future resale prices of vehicles.	In response to this risk, we gained an understanding of the residual value revaluation process implemented by the Group. Our work mainly consisted in: • Assessing the effectiveness of key controls, including IT controls, particularly those related to the determination of assumptions and parameters used as the basis for this revaluation; • Examining, with the assistance of our modeling experts, the statistical approach defined by management as well as the main parameters taken for the resale price valuation; • Testing the correct transfer of data from fleet management systems to residual value calculation tools; • Assessing the reasonableness of the residual values by comparing them, based on samples, with observed sale prices; • Verifying the correct consideration of the revaluation impacts on the depreciation plan of leased vehicles. We also assessed the appropriateness of the information disclosed in the notes to the consolidated financial statements.

Valuation of deferred revenues related to the fleet repair and maintenance

(Refer to notes 3.4.20 and 33 to the consolidated financial statements)

Risk identified	Audit response
Ayvens accounts for its repair, maintenance and tyres revenue over the term of the lease. In order to record the revenue based on a model reflecting the transfer of control of the services provided, the Group evaluate the repair, maintenance and tyres revenue to be deferred using a mathematical sequence that models the standard cost curve of the services costs. Deferred revenue amounts to €797 million in the Group's accounts as of December 31, 2024. As this estimate is based on historical statistics involving significant judgment from the Group, we considered that deferred revenue related to fleet repair and maintenance is a key audit matter.	Our audit response consisted in assessing the internal control framework sustaining the calculation of deferred repair and maintenance revenues and in performing substantive tests. Our work mainly consisted in: • Assessing the internal control framework ensuring the reliability of main source data used for calculating deferred revenues and retrospective tests; • Analyzing, at the level of the Group's most significant entities, the statistical data supporting the costs curve to assess the relevance of the model; • Verifying the consistency of the calculation model implemented as well as the main parameters used with regard to historical accounting data; • Reperforming the amount of deferred maintenance revenues on a sample of contracts;. We also assessed the appropriateness of the information disclosed in the notes to the consolidated financial statements.

Allocation and depreciation of goodwill

(Refer to note 2.1, to paragraphs « Segmentation » and « Allocation of goodwill » of note 3, to note 6 and to note 16 to the consolidated financial statements.

Risk identified	Audit response
The acquisition of LeasePlan in 2023 by the Group led to the recognition of the fair value of identifiable assets acquired and liabilities assumed, as well as the corresponding goodwill on the consolidated balance sheet. As indicated in "note 2.1 Acquisition of LeasePlan – updates in 2024," Ayvens finalized the fair value measurement of identifiable assets and acquired liabilities, resulting in final goodwill amounting to 1,548 million euros. As indicated in the "Segmentation" and "Goodwill Allocation" paragraphs in note 3.1 "Bases of Preparation" of the consolidated financial statements, the Group modified the monitoring and management structure of its activities to move to a four-region model where each region represents an operational segment and a group of cash-generating units (CGUs). The historical goodwill and the recognized goodwill on LeasePlan were allocated to the new CGUs based on their contribution to the Group's recoverable value. This represents the lowest level at which goodwill must be tested for impairment. As of December 31, 2024, the total amount of goodwill recorded on the balance sheet amounted to 2,128.3 million euros. As described in note 16 to the financial statements, once a year, the Group performs an impairment test for each group of CGUs to which goodwill has been allocated. The recoverable amount is generally calculated based on the discounted future cash flows method. The impairment tests performed by management on the goodwill of each group of CGUs involve a significant degree of judgment and assumptions, particularly regarding: • Future cash flows, • Discount rates and the perpetual growth rate used in the projection of these cash flows. We consider the allocation and the impairment of goodwill as a key audit matter given (i) their material impact on the financial statements, (ii) the high degree of judgment and assumptions required by management to determine the future cash flows supporting the valuation of goodwill, and (iii) the sensitivity of the recoverable amount to certain assumptions.	Regarding the update of the fair value of identifiable assets and liabilities in the context of the acquisition of LeasePlan, we analyzed and challenged, with the support of our valuation experts, the assumptions supporting the adjustments made to the fair value of identifiable assets and liabilities. Regarding the new structure of segments and the allocation of goodwill, our audit response consisted in: • inspecting the documentation provided supporting the new structure of operational segments; • evaluating the appropriateness of the approach and method applied to allocate goodwill to the group of CGUs. Regarding the impairment test of goodwill, we carried out the followings: • Understanding the process implemented by the Group as part of the annual goodwill impairment test; • Analyzing the evaluation methods used to determine the recoverable value of each group of CGUs; • Reviewing discount rates and perpetuity rates, with the support of our valuation specialists, by comparing these rates with the parameters used in the experts' consensus and in market analyses. • Reconciling the underlying business forecasts to cash flow projections with available information, historical performance and the latest management estimates (budgets and strategic plans, if applicable). We assessed the appropriateness of the information provided in the notes to the consolidated financial statements.

Valuation of regulatory, legal and tax risks

(Refer to notes 3.4.17, 4.10, et 32 to the consolidated financial statements)

Identified Risk	Audit response
The Group is involved in certain litigation and legal, regulatory, or tax proceedings and thus records provisions to cover these various risks. These provisions are reviewed periodically to assess their sufficiency and relevance. These provisions amount to €339.3 million as of December 31, 2024, and are detailed in the note "32- Provisions" to the consolidated accounts. Given the complexity of certain procedures, the significant part of judgment exercised by management in assessing risks and financial consequences for your Group, we consider that the accounting treatment of regulatory, legal, and tax risks constitutes a key audit matter.	Our audit approach mainly consisted of: • Understanding the process implemented by the Group to support the valuation of the provisions for litigations; • Conducting interviews with your Group's legal and tax departments and the functions involved in ongoing procedures to monitor the status of major legal actions and ongoing investigations by judicial authorities, tax administrations, and regulators; • Analyzing with the support of our experts the available documentation such as management's position and legal and tax advisors' notes; • Obtaining confirmations from external lawyers and advisors in charge of the most significant procedures ; • Assessing the reasonableness of the assumptions used to determine the necessity and the amount of provisions; Additionally, we assessed the appropriateness of the disclosures made in the notes to the financial statements.

Specific Verifications

We have also performed, in accordance with professional standards applicable in France, the specific verifications required by laws and regulations of the Group's information given in the management report of the Board of Directors.

We have no matters to report as to their fair presentation and their consistency with the consolidated financial statements.

Report on Other Legal and Regulatory Requirements

Format of presentation of the of the English translation of the consolidated financial statements intended to be included in the annual financial report

We have also verified, in accordance with the professional standard applicable in France relating to the procedures performed by statutory auditors regarding the annual and consolidated financial statements prepared in the European single electronic format, that the presentation of the English translation, examined by the Board of Directors, of the consolidated financial statements intended to be included in the annual financial report mentioned in Article L. 451-1-2, I of the French Monetary and Financial Code (*Code monétaire et financier*), prepared under the Chief Executive Officer's responsibility, complies with the single electronic format defined in European Delegated Regulation (EU) No. 2019/815 of 17 December 2018. As it relates to consolidated financial statements, our work includes verifying that the tagging of the English translation of the consolidated financial statements complies with the format defined in the above-mentioned delegated regulation.

Based on the work we have performed, we conclude that the presentation of the English translation of the consolidated financial statements intended to be included in the annual financial report complies, in all material respects, with the European single electronic format.

We have no responsibility to verify that the English translation of the consolidated financial statements that will ultimately be included by your company in the annual financial report filed with the AMF are in agreement with those on which we have performed our work.

Appointment of the Statutory Auditors

We were appointed as statutory auditors of Ayvens SA by the annual general meetings held on May 14, 2024 for PricewaterhouseCoopers and KPMG SA firms and on June 3, 2013 for Deloitte et Associés.

As at December 31, 2024, PricewaterhouseCoopers and KPMG SA were in the first year of their engagement and Deloitte et Associés was in the 12th year of total uninterrupted engagement, which is the 12th year since securities of the Company were admitted to trading on a regulated market.

Responsibilities of Management and Those Charged with Governance for the Consolidated Financial Statements

Management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with International Financial Reporting Standards as adopted by the European Union and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless it is expected to liquidate the Company or to cease operations.

The Internal Control and Audit Committee is responsible for monitoring the financial reporting process and the effectiveness of internal control and risks management systems and where applicable, its internal audit, regarding the accounting and financial reporting procedures.

The consolidated financial statements were approved by the Board of Directors.

Statutory Auditors' Responsibilities for the Audit of the Consolidated Financial Statements

Objectives and audit approach

Our role is to issue a report on the consolidated financial statements. Our objective is to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with professional standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As specified in Article L.821-55 of the French Commercial Code (code de commerce), our statutory audit does not include assurance on the viability of the Company or the quality of management of the affairs of the Company.

As part of an audit conducted in accordance with professional standards applicable in France, the statutory auditor exercises professional judgment throughout the audit.

And furthermore:

- Identifies and assesses the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, designs and performs audit procedures responsive to those risks, and obtains audit evidence considered to be sufficient and appropriate to provide a basis for his opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtains an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the internal control.
- Evaluates the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management in the consolidated financial statements.
- Assesses the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. This assessment is based on the audit evidence obtained up to the date of his audit report. However, future events or conditions may cause the Company to cease to continue as a going concern. If the statutory auditor concludes that a material uncertainty exists, there is a requirement to draw attention in the audit report to the related disclosures in the consolidated financial statements or, if such disclosures are not provided or inadequate, to modify the opinion expressed therein.
- Evaluates the overall presentation of the consolidated financial statements and assesses whether these statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtains sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. The statutory auditor is responsible for the direction, supervision and performance of the audit of the consolidated financial statements and for the opinion expressed on these consolidated financial statements.

Report to the Internal Control and Audit Committee

We submit a report to the Internal Control and Audit Committee which includes in particular a description of the scope of the audit and the audit program implemented, as well as the results of our audit. We also report, if any, significant deficiencies in internal control regarding the accounting and financial reporting procedures that we have identified.

Our report to the Internal Control and Audit Committee includes the risks of material misstatement that, in our professional judgment, were of most significance in the audit of the consolidated financial statements of the current period and which are therefore the key audit matters that we are required to describe in this report.

We also provide the Internal Control and Audit Committee with the declaration provided for in Article 6 of Regulation (EU) N° 537/2014, confirming our independence within the meaning of the rules applicable in France such as they are set in particular by Articles L.821-27 to L.821-34 of the French Commercial Code (code de commerce) and in the French Code of Ethics (code de déontologie) for statutory auditors. Where appropriate, we discuss with the Internal Control and Audit Committee the risks that may reasonably be thought to bear on our independence, and the related safeguards.

6

Neuilly-sur-Seine and Paris-La Défense, April 11, 2025

The statutory auditors

French original signed by

PricewaterhouseCoopers Audit		KPMG S.A.	Deloitte & Associés
Amel Hardy-Ben Bdira	Ridha Ben Chamek	Guillaume Mabille	Pascal Colin

6.4 Information on the individual financial statements of Ayvens SA

6.4.1 Development of activity in 2024 for Ayvens SA

The year 2023 marked a decisive turning point for Ayvens with the acquisition of LeasePlan, a successfully executed operation that paved the way for profound changes in 2024. This integration process not only led to a change in the Company's legal name but also allowed the Company to reassess and optimize its activities to enhance its competitiveness in the market.

Ayvens took an additional step by changing its legal name to better align with its new vision and post-acquisition strategy. This change symbolizes a desire for renewal and adaptation to contemporary challenges. At the same time, the Company consolidated its operations by directly integrating several subsidiaries that were previously under the management of LeasePlan Group, allowing for increased control over its activities.

As part of this restructuring, Ayvens also merged some of its subsidiaries, particularly those located in Greece, Ireland, Turkey, Romania, and the Netherlands. This merger strategy brought several advantages: The integration of various operations allowed for the harmonization of internal processes, thus promoting greater cohesion in the Company's operations. By bringing teams together, Ayvens strengthened information exchanges. These mergers also enabled Ayvens to solidify its presence in strategic markets by creating more robust entities better positioned to face competition.

As part of its €15 billion bond issuance program, Ayvens SA issued a total of €3,475,410 thousand for the fiscal year 2024, including a CHF 220,000 thousand loan, and a €500,000 thousand repayment, thus renewing a matured bond and bringing the bond stock to €9,775,410 thousand at the end of 2024 compared to €6,800,000 thousand at the end of 2023, an increase of 44%.

6.4.2 Presentation of the annual financial statements of Ayvens SA

The annual financial statements for the financial year ended 31 December 2024 were prepared in accordance with the presentation rules and evaluation methods specified by the regulations in force. Ayvens SA is consolidated within Société Générale Group with an percentage of interest of 52.59%.

No notable change in the evaluation method and presentation method occurred during the financial year.

6.4.3 Payment terms

6.4.3.1 Suppliers

6.4.3.1.1 Invoices due, received and not settled at the reporting date of the financial year

(in EUR thousand)	**0 day (for information)**	**1 to 30 days**	**31 to 60 days**	**61 to 90 days**	**91 days or more**	**Total (from 1 day)**
Number of invoices concerned	235	52	15	1	6	74
Net total amount including VAT of invoices concerned	11,203	6,758	221	(11)	359	7,327
Percentage of total number of purchases including VAT for the financial year	5%	3%	0%	0%	0%	3%

6.4.3.1.2 Invoices excluded from 6.4.3.1.1 relating to debt and disputed receivables not recognised

Number of invoices excluded	**None**
Total amount including VAT of invoices excluded	None

6.4.3.1.3 Reference payment terms used

Statutory payment delays used for calculating late payment	Date of invoice end of month +45 days/ Date of invoice end of month +45 days/60 days date of invoice
Contractual payment delays used for calculating late payment	Upon receipt of invoice/Invoice date +15, 30, 45 end of month/Invoice date +5, 7, 8, 10, 12, 14, 15, 20, 30, 40, 45, 50, 60 days

6.4.3.2 Customers

6.4.3.2.1 Invoices issued and not settled at the reporting date of the financial year

(in EUR thousand)	0 day (for information)	1 to 30 days	31 to 60 days	61 to 90 days	91 days or more	Total (from 1 day)
Number of invoices concerned	209	33	22	4	158	217
Net total amount including VAT of invoices concerned	6,981	593	381	48	3,512	4,534
Percentage of total number of sales including VAT for the financial year	6%	0%	0%	0%	3%	4%

6.4.3.2.2 Invoices excluded from 6.4.3.2.1 relating to debt and disputed receivables not recognised

Number of invoices excluded	None
Total amount including VAT of invoices excluded	None

6.4.3.2.3 Reference payment terms used

Statutory payment delays used for calculating late payment	Date of invoice +30 days
Contractual payment delays used for calculating late payment	Date of invoice +30 days

6.4.4 Table of financial results for Ayvens SA

The table below, specified by Article R. 225-102 subparagraph 2 of the French Commercial Code (*Code de commerce*), shows the financial results for the Company over the last five financial years.

Type of information *Established in EUR*	**Financial year 2024**	**Financial year 2023**	**Financial year 2022**	**Financial year 2021**	**Financial year 2020**
I. Capital at year-end					
a) Share capital *(in EUR thousand)*	1,225,441	1,225,441	848,618	606,155	606,155
b) Number of existing ordinary shares	816,960	816,960	565,745	404,410	404,410
c) Number of priority dividend shares (without voting rights) outstanding					
d) Maximum number of future shares to be created					
d-1) by conversion of bonds					
d-2) by exercise of subscription rights					
II. Profit (loss) for the period *(in EUR thousand)*					
a) Revenue excluding taxes	167,735	140,256	120,990	108,430	101,213
b) Profit before tax and expenses calculated	1,827,140	1,474,321	280,144	401,297	401,253
c) Income tax expense	(36,003)	(17,612)	(25,471)	(16,027)	18,487
d) Employee profit sharing due for the financial year					
e) Depreciation, amortisation and provisions	(45,518)	81,857	11,781	9,518	7,100
f) Earnings after tax and expenses calculated	1,908,661	1,410,076	293,833	407,806	375,667
g) Net income distributed in respect of the financial year	302,275	383,971	601,593	436,432	254,585
III. Earnings per share *(in EUR)*					
a) Earnings after tax but before expenses calculated	2.28	1.83	0.54	1.03	0.95
g) Earnings after tax and expenses calculated	2.34	1.73	0.52	1.01	0.93
c) Net ordinary dividend assigned to each share	0.37	0.47	1.06	1.08	0.63
IV. Personnel					
a) Average salaried workforce	240	195	187	137	124
b) Payroll expenditure for the financial year	25,158	20,620	22,212	12,720	11,299
c) Amounts paid in respect of social benefits for the financial year (social security, pensions, etc.) *(in EUR thousand)*	14,009	10,215	8,355	7,196	5,990

6.4.5 Proposed allocation of earnings of Ayvens SA

At the Shareholders' Meeting of 19 May 2025, the Board of Directors will propose an appropriation of Net income for the financial year ended 31 December 2024 of EUR 1,908,661 thousand as follows:

- a profit balance for the financial year: EUR 1,908,661 thousand;
- to which is added retained earnings of: EUR 1,221,882 thousand;
- forming a distributable profit of: EUR 3,130,543 thousand;
- dividend deducted from the distributable profit: EUR 302,275 thousand (representing EUR 0.37 per share);
- balance of retained earnings: EUR 2,828,267 thousand.

Total amount proposed for distribution, based on capital of 816,960,428 shares as at 31 December 2024: EUR 302,275 thousand.

Regarding taxation, for individual shareholders resident for tax purposes in France, it should be noted that this dividend of EUR 0.37 per share is subject to income tax at a flat rate of 12.8% but may be taxed, according to the overall option specified in item 2 of Article 200 A of the French General Tax Code relating to shareholders, at the gradual income tax scale; in this case, the dividend is eligible for the deduction of 40% pursuant to Article 158-3-2° of the French General Tax Code.

The ex-dividend date will be 26 May 2025 with payment on 28 May 2025.

6.4.6 Sumptuary expenses and non-tax-deductible expenses of Ayvens SA

In accordance with the provisions of Articles 223 *quater* and 223 *quinquies* of the French General Tax Code, we inform you that the accounts for the past financial year include non-deductible sumptuary expenses of EUR 347 thousand relating to the non-deductible depreciation of the fleet held by Ayvens SA for its employees.

6.5 Individual financial statements

6.5.1 Assets

Assets *(in EUR thousand)*	**2024 financial year** Gross	Depreciation	Net	**2023 financial year** Net
Capital subscribed not called (I)				
Start-up expenses				
Development expenses				
Concessions, patents and similar rights	112,099	55,331	56,768	33,600
Goodwill				
Other intangible assets				
Advances on intangible assets				
TOTAL INTANGIBLE ASSETS	**112,099**	**55,331**	**56,768**	**33,600**
Land				
Buildings				
Technical installations, equipment				
Other property, plant and equipment	5,051	3,596	1,455	1,833
Capital assets under construction	45,223		45,223	42,080
Advances and down-payments				
TOTAL PROPERTY, PLANT AND EQUIPMENT	**50,274**	**3,596**	**46,678**	**43,914**
Equity investments	13,561,184	41	13,561,143	8,049,337
Receivables related to equity investments	13,982,641		13,982,641	10,351,390
Other capitalised securities				6,185
Loans				
Other non-current financial assets	1,446		1,446	1,217
TOTAL NON-CURRENT FINANCIAL ASSETS	**27,545,271**	**41**	**27,545,230**	**18,408,129**
Total non-current assets (II)	**27,707,644**	**58,968**	**27,648,676**	**18,485,643**
Raw materials, supplies				
In the course of producing goods				
In the process of producing services				
Intermediate and finished products				
Goods				
TOTAL STOCK				
Advances and down payments made on orders				
Accounts receivable	67,293		67,293	60,500
Other receivables	92,655		92,655	17,241
Capital subscribed and called, not paid				
TOTAL RECEIVABLES	**159,948**		**159,948**	**77,741**
Investment securities	10,049		10,049	8,193
of which treasury shares:				
Cash at bank and on hand	5,535		5,535	6,519
TOTAL CASH AT BANK AND ON HAND	**15,584**		**15,584**	**14,713**
Prepaid expenses	32,827		32,827	22,528
Total current assets (III)	**208,359**		**208,359**	**114,982**
Loan issue costs to be spread (IV)				
Bond redemption premium (V)				
Translation and evaluation differences – Assets (VI)				
GRAND TOTAL (I TO VI)	**27,916,003**	**58,968**	**27,857,035**	**18,600,625**

6.5.2 Liabilities

Liabilities *(in EUR thousand)*	**2024 financial year**	**2023 financial year**
Share or individual capital	1,225,441	1,225,441
of which paid: 1,225,441		
Share, merger, contribution premiums	3,668,001	3,668,001
Revaluation differences		
of which equity difference: 0		
Legal reserve	122,544	75,307
Statutory or contractual reserves		
Regulated reserves		
of which reserve for price fluctuations: 0		
Other reserves	56	56
of which reserve for the purchase of original works by artists: 0		
Total reserves	**122,600**	**75,363**
Retained earnings	1,221,882	242,553
Result of the financial year (profit or loss)	1,908,661	1,410,076
Investment subsidies		
Regulated provisions		
Total equity (I)	**8,146,585**	**6,621,434**
Proceeds from issues of equity securities	750,000	750,000
Conditional advances		
Total other equity (II)	**750,000**	**750,000**
Provisions for risks	3,724	318
Provisions for liabilities	7,427	7,243
Total provisions for risks and liabilities (III)	**11,151**	**7,561**
Convertible bond loans		
Other bond loans	9,965,519	6,886,251
Loans and debts with lending institutions	8,735,599	4,175,361
Miscellaneous financial debts and loans		
of which participating loans: 0		
TOTAL FINANCIAL DEBT	**18,701,118**	**11,061,612**
Advances and down payments received on current orders		
Accounts payable	106,065	91,776
Tax and social-security debts	8,273	10,346
Debts on capital assets and related accounts payable		
Other debts	107,109	40,203
TOTAL OPERATING DEBTS	**221,447**	**142,325**
Prepaid income	26,733	17,692
Total debts (IV)	**18,949,298**	**11,221,630**
Translation differences – Liabilities (V)		
GENERAL TOTAL – LIABILITIES (I TO V)	**27,857,035**	**18,600,625**

6.5.3 Income statement

Income statement *(in EUR thousand)*	**2024 financial year** France	Export	Total	**2023 financial year**
Sales of goods				
Production sold goods				
Production sold services	39,536	128,199	167,735	140,256
Net revenue	**39,536**	**128,199**	**167,735**	**140,256**
Stocked production				
Capitalised production				
Operating income				
Reversals of impairment and provisions, transfer of expenses			21,334	15,671
Other income			48	13
Total operating income (I)			**189,117**	**155,940**
Purchases of goods (including customs duties)				
Change in inventory (goods)				
Purchases of raw materials and other supplies (including customs duties)				
Change in inventories (raw materials and supplies)				
Other purchases and external expenses			228,719	260,726
Taxes, duties and similar payments			352	154
Wages and salaries			25,158	20,620
Social security charges			14,009	10,215
Operating allocations				
Allocations to amortisation			13,506	8,355
Allocations to provisions			8,546	5,933
Other expenses			2,475	1,984
Total Operating Expenses (II)			**292,765**	**307,987**
Operating result			**(103,648)**	**(152,047)**
Profit allocated or loss transferred (III)				
Loss incurred or profit transferred (IV)				
Financial income from equity investments			2,230,650	1,669,238
Income from other securities and receivables from non-current assets			572,778	233,450
Other interest and similar income			930	283
Reversals of provisions and transfers of expenses			67,569	
Positive exchange-rate differences			8	44
Net income on sales of investment securities				
Total financial income (V)			**2,871,935**	**1,903,014**
Financial allocations to impairment and provisions				67,569
Interest and similar expenses			801,237	268,065
Negative exchange-rate differences			289	241
Net expenditure on sales of investment securities				
Total financial expenses (VI)			**801,526**	**335,874**
Financial profit/loss			**2,070,409**	**1,567,139**
Current result before tax (I – II + III – IV + V – VI)			**1,966,762**	**1,415,092**
Exceptional income on management transactions				
Exceptional income on capital transactions				102,039
Reversals of provisions and transfers of expenses				
Total exceptional income (VII)			**0**	**102,039**

Income statement *(in EUR thousand)*	2024 financial year France	Export	Total	2023 financial year
Exceptional expenses on management transactions			1,090	988
Exceptional expenses on capital transactions			93,015	123,679
Exceptional allocations to impairment and provisions				
Total exceptional expenses (VIII)			**94,105**	**124,667**
Exceptional result (VII – VIII)			(94,105)	(22,628)
Employee profit sharing (IX)				
Tax on profit (X)			(36,003)	(17,612)
Total income (I + III + V + VII)			**3,061,052**	**2,160,993**
Total expenses (II + IV + VI + VIII + IX + X)			**1,152,390**	**750,916**
PROFIT OR LOSS (TOTAL INCOME – TOTAL EXPENSES)			**1,908,661**	**1,410,076**

6.5.4 Explanation of the economic and financial results of Ayvens SA

Pursuant to the financial year ended 31 December 2024.

6.5.4.1 Income statement

Turnover increased by EUR 27,479 thousand on the previous year. This increase can largely be attributed to the rise in revenues, which in turn is due to the increase in the delivery and production of IT projects. Thanks to these new projects, the Company was able to generate additional sales and increase its revenues.

Operating expenses for the year amounted to EUR 292,764 thousand compared to 307,987 thousand euros in 2023. This decrease is explained by cost control as well as the end of expenses related to IMO department.

Financial profit at EUR 2,070,409 thousand compared to EUR 1,567,139 thousand in 2023. This change is explained by a higher level of dividends from subsidiaries and sub-subsidiaries than in the previous year, given the direct ownership of subsidiaries.

Non-recurring items amounted to a loss of EUR 94,105 thousand, compared with a loss of EUR 22,628 thousand in 2023, due to the sale of Fleetpool subsidiary to Ayvens Germany, the loss being due to the net book value being higher than the sale price.

Profit tax for the year amounted to EUR -36,003 thousand (tax income) compared to EUR -17,612 thousand in 2023. This tax income corresponds only to the corporate income tax contributions due by the beneficiary entities of the tax consolidation group in France. In 2024, the tax group's tax expense is zero. Entity contributions increased following the integration of the new subsidiaries of LeasePlan France into the tax group.

Net profit after tax for the 2024 financial year stood at a of EUR 1,908,661 thousand compared with EUR 1,410,076 thousand for the previous financial year. This increase in income was impacted by the strong increase in dividends.

6.5.4.2 Assets

As at 31 December 2024, the balance sheet total stood at EUR 27,857,035 thousand compared with EUR 18,600,625 thousand at 31 December 2023.

Non-current assets amounted to EUR 27,648,676 thousand compared to EUR 18,495,643 thousand at the end of the previous financial year. This increase reflects the acquisition of subsidiaries and the increase in financial loans to finance the new business.

Current assets stood at EUR 208,359 thousand at 31 December 2024 compared to EUR 114,982 thousand at the end of the previous financial year.

6.5.4.3 Liabilities

The amount of equity rose from EUR 6,621,434 thousand at 31 December 2023 to EUR 8,146,585 thousand at 31 December 2024.

Financial debts increased to EUR 18,701,118 thousand from EUR 11,061,612 thousand at the end of 2023. Ayvens SA secured loans in foreign currencies, one in JPY (Japanese Yen) and the other in CHF (Swiss Franc).

Operating liabilities amounted to EUR 221,447 thousand as at 31 December 2024, compared to EUR 142,325 thousand as at 31 December 2023.

6.5.4.4 Off-balance sheet

Given commitments : Ayvens SA has provided guarantees and counter-guarantees on behalf of its subsidiaries in the event of external financing or property leases of a total amount of EUR 780,100 thousand as at 31 December 2024.

6.5.5 Appendix

General information

The following information constitutes the notes to the balance sheet before distribution for the financial year ended 31 December 2024 which totalled EUR 27,857,035 thousand with a profit of EUR 1,908,661 thousand.

The financial year has a duration of 12 months covering the period from 1 January 2024 to 31 December 2024.

The notes or tables below form an integral part of the annual financial statements.

Ayvens SA is a French limited company (*société anonyme*). Its registered office is located at 1-3, rue Eugène et Armand Peugeot, Le Corosa, 92500 Rueil-Malmaison, France.

The Company is a subsidiary of Societe Generale (52.6% ownership) whose head office is located at 29 Bd Haussmann in the 9th arrondissement and which it is registered with the Paris Trade and Companies Registry under number 552 120 222 RCS PARIS.

The individual financial statements are presented in thousands of euros and values are rounded to the nearest thousand, unless otherwise indicated. In certain cases, rounding may cause non-material discrepancies in the lines and columns showing totals.

Accounting policies

The annual financial statements were closed in accordance with the provisions of the French Commercial Code (*Code de commerce*) and general chart of accounts ANC number 2014-03.

The general accounting conventions have been applied in compliance with the principle of prudence, in accordance with the basic assumptions:

- continuity of operations;
- permanence of the accounting policies from one financial year to another;
- independence of the financial years.

Additional information

Property, plant and equipment

Tangible items are valued at:

- their acquisition cost, which corresponds to the purchase price increased by ancillary expenses (goods acquired in return for payment);
- their production cost (goods produced);
- their market value (goods acquired free of charge).

Amortization is calculated according to the straight-line or diminishing-balance methods, according to their periods of use.

Technical installations	Straight-line	5 years
Installations, fixtures and fittings	Straight-line	5 years
Office and IT equipment	Straight-line	3 years
Office furniture	Straight-line	10 years
Servers	Straight-line	5 years

Intangible assets - work in progress

Intangible assets - work in progress are related to various internal softwares developped by Ayvens SA at the benefit of the group entities.

A project is declared live in accordance to the conditions established by the French rule 2023-05.

All our softwares internally developed are subject to an amortization from the go-live date.

Intangible assets

Intangible assets are valued at their acquisition cost or at their production cost.

Amortization is calculated according to the straight-line or diminishing-balance methods, according to their periods of use which vary depending on the nature of the project (mainly between 5 and 8 years).

Software are amortized over 3 years on a straight-line basis.

Impairment is booked when the current value of an asset is below the net carrying amount or when a project is stopped.

Equity investments and other capitalised securities

Equity securities and other capitalised securities were valued at the price for which they were acquired, excluding acquisition costs.

In the case of disposals involving a group of securities of the same type conferring the same rights, the value of the securities sold has been estimated using the weighted average unit cost method.

At year-end, equity investments are valued at their value in use, namely the price Ayvens would accept to pay to obtain the said securities it it had to acquire them in view of investment objective. This value is estimated and depends on the activity of the entity. It is determined on the basis of various criteria, such as net accounting asset value, profitability (based on the business plans defined by entities including the distribution capacity) or by an independant expert. Unrealised capital gains are not recognized in the accounts but an impairment is recorded on portfolio securities to cover unrealised capital losses.

Investment securities

The investment securities were valued at their acquisition cost, excluding acquisition expenses.

In the event of a sale of a set of securities of the same type conferring the same rights, the value of the securities sold has been estimated using the FIFO (first-in, first-out) method.

The securities were depreciated through a provision to take into account:

- listed securities, the average price during the last month of the financial year;
- unlisted securities, their probable trading value at the close of the financial year.

Receivables

Receivables are valued at their nominal value. An impairment loss is recognised when the inventory value is lower than the carrying amount.

Receivables are depreciated by means of a provision to consider the difficulties of collection which they are likely to give rise to.

Treasury shares

As at the date of this Universal Registration Document, the Company directly held 1,002,205 Ayvens shares, either for allocation to employees or as part of its liquidity contract (details available at www.ayvens.com, in the Investors section). None of these shares are held by its subsidiaries or by a third-party in its name.

Year	2022	2023	2024
Type of plan	Shares granted	Shares granted	Shares granted
Total number of shares granted	435,045	433,267	73,163
Fair value *(in EUR)*	9.51	8.31	4,79
Conditions of shares	Yes	Yes	Yes
Condition of presence	Yes	Yes	Yes

Compensation of Board of Directors and management bodies

The amount of directors' fees paid to directors of the Company during the 2024 financial year was EUR 394 thousand.

The compensation paid in 2024 to the corporate officers (Chairman of the Board, Chief Executive Officer and Deputy CEO) amounted to EUR 2.4 million.

Defined contribution plans

The defined contribution pension plans provided to employees of Ayvens SA are based in France. They include, in particular, the basic state pension scheme and the national employee pension plan, AGIRC-ARRCO.

The Company finances pension rights from its cash flow. The average age of Ayvens SA's active employees at 31 December 2024 was 41,3. No retirement occurred during the financial year. The provision for pension commitments at 31 December 2024 stood at EUR 1,1 million (provision 2024 : EUR 776 thousand), including 47.8% of employer contributions and is determined using a prospective methodology called to the "projected credit unit method". The main assumptions retained are: discount rate 3.37% (3.23% as at 31/12/2023), long term salary increase 0.85% (same as 31/12/2023), long-term inflation 2.14% (2.32% as at 31/12/2023).

Significant events of the year

Subsidiaries and equity interests

There were several significant events for Ayvens SA in 2024, including:

- Direct acquisition of LP Group subsidiaries (for an amount of EUR 4,547 million) and of some entities owned by ALD International GmbH (for EUR 985 million) in order to prepare the merger of operational entities in the countries.
- Merger of subsidiaries: following the acquisition of the two subsidiaries formerly known as ALD and LeasePlan, a strategy to streamline operations was implemented. The primary objective of this initiative is to create synergy between the two entities to maximize efficiency, converge process and rationalise costs. These mergers have no impact on the book value of the subsidiaries.
- Internal transfer of Fleetpool: to minimize costs in Germany, Ayvens SA directly transferred the company Fleetpool to Ayvens Germany. The result of this disposal is a loss of EUR 21 million for 2024 (including a reversal of impairment on shares booked in 2023 for EUR 67.5 million).
- Earn-out consideration for LeasePlan acquisition: as at 31 December 2024, the estimated amount of the earn-out consideration at closing date of the transaction is EUR 141.7 of which EUR 106 million unpaid, recorded in the liablity side of the balance sheet in "other debts". The earn-out amount to be paid is dependent on the achievements of the pre-agreed regulatory optimisation targets.

Dividends

All dividends received pursuant to the 2024 financial year came to EUR 2,230,650 thousand, corresponding to the payment of dividends on 2023 subsidiaries' results, as well as the payment of an dividend from part of the sale price of subsidiaries of internal holding companies. The dividend paid to shareholders in respect of profit for financial year 2023 was EUR 383,971 thousand corresponding to 50% of the 2023 group consolidated results.

Changes of methodology

During the financial year, there were no changes in methodology. Consequently, the financial years are comparable without any restatement.

Subsequents Events

None

6.5.6 Information on balance sheet and profit/loss

Capital assets

Frame A	Gross value at the beginning of the financial year	Increases: Revaluation	Increases: Acquisitions and contributions
Start-up and development expenses (I)			
Other intangible asset items (II)	76,813		37,158
Land			
Buildings			
Technical installations, equipment and industrial tools			
Other property, plant and equipment	2,772		27
	2,139		112
Capital assets under construction	42,080		39,952
Advances and down-payments			
Total (III)	**46,993**		**40,092**
Equity investments valued by the equity method			
Other equity investments	8,116,947		5,682,018
Other capitalised securities			
Loans and other non-current financial assets	10,358,792		3,625,295
Total (IV)	**18,475,739**		**9,307,313**
GRAND TOTAL (I + II + III + IV)	**18,599,544**		**9,384,565**

Frame B	Reductions: Transfer	Reductions: Disposals	Gross value at the end of the financial year	Revaluation: Original value
Start-up and development expenses (I)				
Other intangible asset items (II)		1,873	112,099	
Land				
Buildings				
• On clean soil				
• On other people's land				
• General installations, fixtures and fittings of buildings				
Technical installations, equipment and industrial tools				
Other property, plant and equipment				
• General installations, fixtures, miscellaneous fittings			2,800	
• Transport equipment				
• Office and IT equipment			2,251	
• Recoverable packaging and miscellaneous				
Capital assets under construction	36,810		45,223	
Advances and down-payments				
Total (III)	**36,810**		**50,274**	
Equity investments valued by the equity method				
Other equity investments	237,780		13,561,185	
Other capitalised securities				
Loans and other non-current financial assets			13,984,087	
Total (IV)	**237,780**		**27,545,272**	
GRAND TOTAL (I + II + III + IV)	**274,590**	**1,873**	**27,707,644**	

Amortization charge

Situation and movements concerning amortization for the financial year

Capital assets subject to impairment Frame A	Start of financial year	Allocations	Reversal	End of financial year
Start-up and development expenses (I)				
Other intangible asset items (II)	43,213	12,118		55,331
Land				
Buildings				
• On own soil				
• On other land				
• General installations, fixtures				
Technical installations, equipment and tools				
Other property, plant and equipment				
• General installations, miscellaneous fixtures				
• Transport equipment	1,432	279		1,711
• Office equipment, IT and movables	1,646	239		1,885
• Recoverable packaging and miscellaneous				
Total property, plant and equipment (III)	**3,079**	**518**		**3,596**
GRAND TOTAL (I + II + III)	**46,292**	**12,636**		**58,927**

Frame B — **Breakdown of movements affecting the provision for accelerated depreciation**

	Allocations			Reversal			
Real estate	**Duration differential**	**Degressive mode**	**Exceptional tax depreciation**	**Duration differential**	**Degressive mode**	**Exceptional tax depreciation**	**End of financial year**
Established costs							
Other							
Land							
Buildings:							
own soil							
other soil							
Install.							
Other fixed assets:							
Technical inst.							
General inst.							
Transport equipment							
Office mat.							
Packaging							
Corpo.							
Acquired securities							
TOTAL	**0**		**0**	**0**	**0**	**0**	**0**

Provisions and depreciation

Category of provisions	Start of financial year	Allocations	Reversal	End of financial year
Provisions for mining and oil deposits				
Investment provisions				
Provisions for price increases				
Accelerated tax depreciation				
• Of which exceptional increases of 30%				
Provisions foreign establishment before 01/01/92				
Provisions foreign establishment after 01/01/92				
Provisions for installation loans				
Other regulated provisions				
Total (I)				
Provisions for litigation	318	3,406		3,724
Development expenses				
Provisions for losses on forward markets				
Provisions for fines and penalties				
Provisions for foreign exchange losses				
Provisions for pensions	353	776		1,129
Provisions for tax				
Provisions for renewal of capital assets				
Provisions for major maintenance				
Provisions for social-security and tax expenses on leave to be paid	6,889		592	6,297
Other provisions for risks and liabilities				
Total (II)	**7,561**	**4,182**	**592**	**11,150**
Provisions on intangible assets				
Provisions on property and equipment				
Provisions on securities by the equity method				
Provisions on equity investment securities	67,610		67,569	41
Provisions on other non-current financial assets				
Inventory provisions				
Provisions on accounts receivable				
Other provisions for depreciation				
Total (III)	**67,610**		**67,569**	**41**
GRAND TOTAL (I + II + III)	**75,171**	**4,182**	**68,161**	**11,191**
Of which operational allocations and reversals		3,590		
Of which financial allocations and reversals			67,569	
Of which exceptional allocations and reversals				
impairment of investments in associates				

Statements of due dates of receivables and debts

A – Statement of receivables

Frame A	Gross amount	At a maximum of one year	Later than one year
Receivables related to equity investments	13,982,641	2,949,665	11,032,976
Loans			
Other long-term financial assets	1,446	1,446	
Total receivables related to fixed assets	**13,984,087**	**2,951,112**	**11,032,976**
Doubtful or disputed accounts receivable			
Other receivables	67,293	67,293	
Receivables representative of loaned securities			
Personnel and related accounts	49	49	
Social security and other social organisations	308	308	
State and other public authorities			
• Tax on profit	584	584	
• Value added tax	16,942	16,942	
• Other taxes			
• State – miscellaneous			
Groups and associates	74,614	74,614	
Miscellaneous debtors	159	159	
Total receivables related to current assets	**159,949**	**159,949**	
Prepaid expenses	32,827	23,444	9,383
TOTAL RECEIVABLES	**14,176,863**	**3,134,504**	**11,042,359**
Loans granted during the financial year	6,936,415		
Repayments obtained during the financial year	3,768,315		
Loans and advances granted to associates			

B – Statement of liabilities

Frame B Statement of debts	Gross amount	At a maximum of one year	At more than one year and less than five years	At more than five years
Convertible bonds				
Other bonds	9,965,519	3,040,109	6,425,410	500,000
Borrowings from financial institutions originally less than 1 year				
Borrowings from financial institutions originally more than 1 year	8,732,043	4,424,843	2,740,400	1,566,800
Miscellaneous financial debts and borrowings				
Accounts payable	106,065	106,065		
Personnel and related accounts	6	6		
Social security and other social organisations	8,095	8,095		
State and other public authorities				
• Tax on profit				
• Value added tax	3	3		
• Guaranteed bonds				
• Other taxes	135	135		
Debts on capital assets and related accounts payable				
Groups and associates	106,456	106,456		
Other debts	654	654		
Debt representative of borrowed securities				
Prepaid income	26,733	4,688	22,046	
TOTAL DEBTS	**18,945,709**	**7,691,054**	**9,187,856**	**2,066,800**
Borrowings subscribed during the financial year	10,732,821			
Borrowings repaid during the financial year	3,259,217			

Bonds

Issued date	Maturity date	Amount *(in million)*	Rate
February 2022	March 2026	700	1.250%
July 2022	July 2027	500	4.000%
October 2022	October 2025	750	4.750%
January 2023	January 2027	750	4.250%
February 2023	February 2025	500	Euribor 3M +0.55
June 2023	February 2025	600	Euribor 3M +0.55
October 2023	October 2025	1000	Euribor 3M +0.65
October 2023	October 2028	1000	4.875%
November 2023	November 2026	500	4.375%
January 2024	January 2031	500	4.000%
January 2024	January 2028	1000	3.875%
February 2024	February 2027	1000	3.875%
March 2024	March 2029	220	2.225%
July 2024	July 2029	750	3.875%

Details of accrued expenses

Accrued expenses	Amount
Convertible bond loans	
Other bond loans	190,109
Loans and debts with financial institutions	84,474
Miscellaneous financial debts and loans	
Advances and down payments received on current orders	
Accounts payable	87,534
Tax and social-security debts	8,273
Debts on capital assets and related accounts payable	
Other debts	
TOTAL	**370,390**

Details of accrued income

	Amount
Receivables related to equity investments	207,566
Other non-current financial assets	
Trade receivables	55,779
Personnel and related accounts	
Social security and other social organisations	356
State and other public authorities	17,526
Other receivables	
Cash at bank and on hand	
TOTAL	**281,227**

Proposed allocation of earnings

Proposed allocation of earnings	31/12/24
Retained earnings shown on the balance sheet for the financial year	1,221,882
Profit/loss for the financial year	1,908,661
Deductions from reserves	
TOTAL DISTRIBUTABLE AMOUNTS	**3,130,543**
Assignment to reserves:	
• legal	
• other	
Dividends	302,275
Other distributions	
Retained earnings	2,828,268
TOTAL ALLOCATIONS	**3,130,543**

Prepaid expenses

Prepaid expenses	Operations	Financial	Exceptional
IT rental	2,160		
Software licence fees	507		
Financial data	5		
IT maintenance	3,511		
Rental expenses	477		
Maintenance of premises	86		
Professional fees	416		
Personnel other expenditure	8		
Events	132		
Discount on customer volume			
Interest on bond loans		25,524	
	7,303	**25,524**	

Prepaid income

Prepaid income	Operations	Financial	Exceptional
Prepaid income 2019	425		
Prepaid income 2022	2,131		
Prepaid income 2023	12,320		
Prepaid income 2024	11,857		
	26,733		

Number and nominal value of components of the share capital

	Number at the start of the financial year	Created during the financial year	Redeemed during the financial year	Number as at 31 December 2024	Par value
Ordinary shares	816,960,428			816,960,428	1.5
Amortised shares					
Priority dividend shares (without voting rights)					
Preferential shares					
Share capital					
Investment certificates					
TOTAL					

Changes in equity

Shareholders' equity	Opening	2023 income allocation	Reserves allocation	Dividends paid	Net income of the period	Contributions and mergers	Closing
Share or individual capital	1,225,441						1,225,441
Share, merger, contribution premiums	3,668,001						3,668,001
Revaluation differences							
Legal reserve	75,307		47,237				122,544
Statutory or contractual reserves							
Regulated reserves							
Other reserves	56						56
Retained earnings	242,553	1,410,076	(47,237)	(383,510)			1,221,882
Profit/loss for the financial year	1,410,076	(1,410,076)			1,908,661		1,908,661
Investment subsidies							
Regulated provisions							
TOTAL EQUITY	**6,621,434**	**-**	**-**	**(383,510)**	**1,908,661**		**8,146,585**

Subsidiaries and equity interests

I - INFORMATION ON INVESTMENTS WITH A BOOK VALUE IN EXCESS OF 1% OF AYVENS SA'S SHARE CAPITAL

(in EUR thousand) Company Name	Country	Capital held *(%)*	Share value in Ayvens SA books	Loans & advances given to the entities by Ayvens SA (as of 31/12/2024)	Guarantees provided by Ayvens SA (as of 31/12/2024)	Dividend received by the company during the period
Subsidiaries (50 % and more of capital owned by Ayvens SA)						
ALD International GmbH	Germany	100	1 072 387			1 623 853
Temsys SA	France	100	282 000		6 000	111 361
ALD Automotive Magyarorszag KFT	Hungary	100	92 958			11 233
LeasePlan Hungaria ZRT.	Hungary	100	69 850			
BanSabadell SA	Spain	100	70 635			22 400
ALD Automotive DOO	Serbia	99	36 044			8 947
ALD Automotive S.A. (Brazil)	Brazil	50	53 881		39 000	
Ayvens Spain Mobility Solution S.A	Spain	100	322 894		126 000	56 700
ALD Automotive s.r.o.	Czech Republic	100	184 017			42 752
ALD Automotive Fuhrparkmanagement U	Austria	100	69 674			8 750
ALD Automotive ITALIA s.r.l	Italy	100	559 345			130 000
ALD Automotive A/S	Denmark	100	193 289			
AXUS SA/NV	Belgium	100	237 708		3 000	30 000
ALD Automotive AB	Sweden	100	148 761			25 984
ALD Automotive AG	Switzerland	100	34 317			
ALD Automotive SRL	Romania	100	33 918		1 000	
LeasePlan Hellas Single Member SA	Greece	100	230 232			
ALD Automotive Slovakia s.r.o.	Slovakia	100	24 275			4 000
LeasePlan	The Netherlands	100	4 637 387	1 250 000		
LP DIGITAL BV	The Netherlands	100	30 332			

(in EUR thousand) Company Name	Country	Capital held *(%)*	Share value in Ayvens SA books	Loans & advances given to the entities by Ayvens SA (as of 31/12/2024)	Guarantees provided by Ayvens SA (as of 31/12/2024)	Dividend received by the company during the period
LP GLOBAL BV	The Netherlands	100	39 658			
LeasePlan Österreich Fuhrparkmanage GmbH	Austria	100	42 031			
LeasePlan CN Holding BV	The Netherlands	100	15 405			
LeasePlan Fleet Management NV	Belgium	100	519 773			
LeasePlan FRANCE SAS (SIREN 313606477)	France	100	541 400			
LeasePlan Fleet Management Services LTD	Ireland	100	123 831			
LeasePlan Norway A/S	Norway	100	156 944		1 000	
LeasePlan Fleet Management (Polska) SP	Poland	100	62 726			
LeasePlan Slovakia SRO	Slovakia	100	38 354			
LeasePlan Servicios SAU	Spain	100	351 925		32 000	
LeasePlan Sverige AB	Sweden	100	63 445			
LeasePlan Italia SPA	Italy	100	704 569			
LeasePlan Portugal LDA	Portugal	99	115 962			
Inula Holding UK LTD	United Kingdom	100	318 182			
Ayvens Insurance LTD	Ireland	100	1 043 434		24 000	95 000
LeasePlan Otomotiv Servis VE Ticaret AS	Turkey	100	550 627		10 100	
Axus Nederland BV	The Netherlands	100	202 222		3 000	
Affiliates (10 % to 49 % of capital owned by Ayvens SA)						
LeasePlan Emirates LLC	United Arab Emirates	49	32 624			
Axus Luxembourg SA	Luxembourg	25	203 600	12 519 410	50 000	16 484
TOTAL *(K€)*			**13 510 615**	**13 769 410**	**295 100**	**2 187 465**

II - INFORMATION CONCERNING OTHER SUBSIDIARIES AND AFFILIATES

(in EUR thousand) Company Name	Share value in Ayvens SA books	Loans & advances given to the entities by Ayvens SA (as of 31/12/2024)	Guarantees provided by Ayvens SA (as of 31/12/2024)	Dividend received by the company during the period
Foreign subsidiaries	50 526	282	218 000	43 185
TOTAL *(K€)*	**50 526**	**282**	**218 000**	**43 185**

6.6 Statutory auditors' report on the financial statements

For the year ended December 31, 2024

This is a translation into English of the statutory auditors' report on the financial statements of the Company issued in French and it is provided solely for the convenience of English-speaking users.

This statutory auditors' report includes information required by European regulation and French law, such as information about the appointment of the statutory auditors or verification of the management report and other documents provided to shareholders.

This report should be read in conjunction with, and construed in accordance with, French law and professional auditing standards applicable in France.

To the Annual General Meeting

Opinion

In compliance with the engagement entrusted to us by your shareholders meeting, we have audited the accompanying financial statements of Ayvens S.A. for the year ended December 31, 2024.

In our opinion, the financial statements give a true and fair view of the assets and liabilities and of the financial position of the Company as of December 31, 2024, and of the results of its operations for the year then ended in accordance with French accounting principles.

The audit opinion expressed above is consistent with our report to the Internal Control and Audit Committee.

Basis for opinion

Audit Framework

We conducted our audit in accordance with professional standards applicable in France. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Our responsibilities under those standards are further described in the Statutory Auditors' responsibilities for the Audit of the Financial Statements section of our report.

Independance

We conducted our audit engagement in compliance with the independence requirements of the French Commercial Code (*code de commerce*) and the French Code of Ethics for Statutory Auditors (*code de déontologie*), for the period from January 1, 2024 to the date of our report and specifically we did not provide any prohibited non-audit services referred to in Article 5(1) of Regulation (EU) No 537/2014.

Justification of assessments – Key Audit Matters

In accordance with the requirements of Articles L.821-53 et R.821-180 of the French Commercial Code (*code de commerce*) relating to the justification of our assessments, we inform you of the key audit matters relating to risks of material misstatement that, in our professional judgment, were of most significance in our audit of the financial statements of the current period, as well as how we addressed those risks.

These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on specific items of the financial statements.

Equity investments valuation

(Refer to the paragraph "Equity Investments and Other Non-current Securities" and the note "Subsidiaries and Investments" in the notes to the annual accounts)

Identified Risk	Audit Response
As at 31 December 2024, equity investments are recorded in the balance sheet for a net value amounting to M€ 13 561. At the end of the year, equity investments are assessed at their utility value. This value is determined for each investment based on a valuation method that references available elements such as equity capital and business plans established by the entities. Impairment is recognized if the utility value is lower than the book value. Estimating the value in use of these investments requires management's judgment in determining future cash flow projections and in the key assumptions used. Given the materiality of the equity investments and the underlying assumptions for their valuation, we considered the valuation of equity investments as a key audit matter.	Our work mainly consisted of: • Understanding the control procedures related to the impairment tests of equity investments; • Assessing, on a sample basis, the justification of the evaluation methods and quantifiable elements used by management to determine utility values; • Evaluating the consistency of the business plans established by the financial management of the entities with our understanding of the activities; • Assessing the key assumptions and parameters used with regards to available internal and external information; • Testing, on a sample basis, the arithmetic accuracy of the calculations of the utility values determined by the company. Finally, we evaluated the appropriateness of the information disclosed in the notes to the annual accounts.

Specific verifications

We have also performed, in accordance with professional standards applicable in France, the specific verifications required by laws and regulations.

Information given in the management report and in the other documents with respect to the financial position and the financial statements provided to the shareholders

We have no matters to report as to the fair presentation and the consistency with the financial statements of the information given in the management report of the Board of Directors and in the other documents with respect to the financial position and the financial statements provided to the shareholders.

We attest the fair presentation and the consistency with the financial statements of the information relating to payment deadlines undermentioned in Article D. 441-6 of the French Commercial Code (*Code de commerce*).

Report on corporate governance

We attest that the Board of Directors' report on corporate governance sets out the information required by Articles L.225-37-4, L.22-10-10 and L.22-10-9 of the French Commercial Code (*Code de Commerce*).

Concerning the information given in accordance with the requirements of Article L.22-10-9 of the French Commercial Code (Code de Commerce) relating to the remuneration and benefits received by or awarded to the directors and any other commitments made in their favor, we have verified its consistency with the financial statements, or with the underlying information used to prepare these financial statements and, where applicable, with the information obtained by your Company from companies controlled thereby, included in the consolidation scope. Based on these procedures, we attest the accuracy and fair presentation of this information.

Other information

In accordance with the law, we ensured that various information regarding equity investments, control, and the identity of holders of capital or voting rights were communicated to you in the management report.

Report on Other Legal and Regulatory Requirements

Format of presentation of the financial statements intended to be included in the annual financial report

We have also verified, in accordance with the professional standard applicable in France relating to the procedures performed by statutory auditors regarding to the annual and consolidated financial statements presented in the European single electronic format, that the presentation of the English translation, reviewed by the Board of Directors, of the consolidated financial statements intended to be included in the annual financial report mentioned in Article L.451-1-2, I of the French Monetary and Financial Code (*Code monétaire et financier*), prepared under the responsibility of the Chief Executive Officer, complies with the single electronic format defined in Commission Delegated Regulation (EU) No 2019/815 of December 17, 2018. Regarding consolidated financial statements, our work includes verifying that the tagging of the English translation thereof complies with the format defined in the above delegated regulation.

Based on the work we have performed, we conclude that the presentation of the English translation of the consolidated financial statements intended to be included in the annual financial report complies, in all material respects, with the European single electronic format.

It is not our responsibility to verify that the English translation of the annual accounts that will be included by your company in the annual financial report submitted to the AMF corresponds to the one on which we performed our work.

Appointment of the Statutory Auditors

We were appointed as statutory auditors of Ayvens by your shareholders meetings of May 14, 2024 for PricewaterhouseCoopers Audit and KPMG S.A and of June 3, 2013 for Deloitte et Associés.

As at December 31, 2024, PricewaterhouseCoopers Audit and KPMG S.A were in the first year of total uninterrupted engagement and Deloitte et Associés in the twelfth year (which is the 12th year since securities of the Company have been admitted to trading on a regulated market).

Responsibilities of management and those charged with governance for the financial statements

Management is responsible for the preparation and fair presentation of the financial statements in accordance with French accounting principles and for such internal control as Management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, Management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless it is expected to liquidate the Company or to cease operations.

The Audit Committee is responsible for monitoring the financial reporting process and the effectiveness of internal control and risks management systems and where applicable, its internal audit, regarding the accounting and financial reporting procedures.

The financial statements were approved by the Board of Directors.

Statutory auditors' responsibilities for the audit of the financial statements

Objective and audit approach

Our role is to issue a report on the financial statements. Our objective is to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with professional standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users made on the basis of these financial statements.

As specified in Article L.821-55 of the French Commercial Code (*code de commerce*), our statutory audit does not include assurance on the viability of the Company or the quality of management of the affairs of the Company.

As part of an audit conducted in accordance with professional standards applicable in France, the statutory auditor exercises professional judgment throughout the audit and furthermore:

- Identifies and assesses the risks of material misstatement of the financial statements, whether due to fraud or error, designs and performs audit procedures responsive to those risks, and obtains audit evidence considered to be sufficient and appropriate to provide a basis for his opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtains an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the internal control.
- Evaluates the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by Management in the financial statements.
- Assesses the appropriateness of Management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. This assessment is based on the audit evidence obtained up to the date of his audit report. However, future events or conditions may cause the Company to cease to continue as a going concern. If the statutory auditor concludes that a material uncertainty exists, there is a requirement to draw attention in the audit report to the related disclosures in the financial statements or, if such disclosures are not provided or inadequate, to modify the opinion expressed therein.
- Evaluates the overall presentation of the financial statements and assesses whether these statements represent the underlying transactions and events in a manner that achieves fair presentation.

Report to the audit committee and internal control

We submit to the Audit Committee a report which includes in particular a description of the scope of the audit and the audit program implemented, as well as the results of our audit. We also report, if any, significant deficiencies in internal control regarding the accounting and financial reporting procedures that we have identified.

Our report to the Audit Committee includes the risks of material misstatement that, in our professional judgment, were of most significance in the audit of the financial statements of the current period and which are therefore the key audit matters that we are required to describe in this report.

We also provide the Audit Committee with the declaration provided for in Article 6 of Regulation (EU) N° 537/2014, confirming our independence within the meaning of the rules applicable in France such as set in particular by Articles L.821-27 to L.821-34 of the French Commercial Code (*code de commerce*) and in the French Code of Ethics for statutory auditors (*code de déontologie*). Where appropriate, we discuss with the Audit Committee the risks that may reasonably be thought to bear on our independence, and the related safeguards.

Neuilly-sur-Seine and Paris-La Défense, April 11, 2025

The Statutory Auditors

French original signed by

PricewaterhouseCoopers Audit		**KPMG S.A.**	**Deloitte & Associés**
Amel Hardy-Ben Bdira	Ridha Ben Chamek	Guillaume Mabille	Pascal Colin

7

Share capital and legal information

7.1 Share capital

7.1.1 Share capital amount

As at the date of this Universal Registration Document, the Company's share capital amounts to EUR 1,225,440,642 divided into 816,960,428 fully subscribed and paid-up shares with a par value of EUR 1.50 each.

The table below presents the financial resolutions for share capital increases, approved by the Combined General Meeting on 22 May 2023, 24 May 2023 and 14 May 2024.

It being specified that the twentieth resolution approved at the Combined General Meeting of 19 May 2021 authorising the Board of Directors to allocate free performance shares (existing or newly issued shares) to some or all of the Group's employees and corporate officers was used by the Board of Directors on 23 March 2023 (0.08%, *i.e.* an allocation of 433,267 shares subject to conditions). The nineteenth resolution of the Combined General Meeting of 24 May 2023 (see below) terminated this resolution in the amount of the unused balance.

Shareholders' Meeting (resolution no.)	**Purpose of the resolution**	**Maximum amount** *(in EUR)*	**Duration of authorisation**	**Use of existing authorisations during financial year ended 31/12/2024**
	Authorisations and delegations			
24 May 2023 (Resolution twenty)	Delegation of authority granted to the Board of Directors to increase the share capital through the issuance of shares or equity securities providing access to other equity securities of the Company or providing rights to the allocation of debt securities and the issuance of securities providing access to equity securities of the Company to be issued, with preferential subscription rights.	600,000,000	26 months	None
24 May 2023 (Resolution twenty-one)	Delegation of authority granted to the Board of Directors to increase the share capital through the issuance of shares or equity securities providing access to other equity securities of the Company or providing rights to the allocation of debt securities and the issuance of securities providing access to equity securities of the Company to be issued, without preferential subscription rights and through a public offering other than that referred to in Article L. 411-2 1° of the French Monetary and Financial Code.	120,000,000	26 months	None
24 May 2023 (Resolution twenty-two)	Delegation of authority granted to the Board of Directors to increase the share capital through the issuance of shares or equity securities providing access to other equity securities of the Company or providing rights to the allocation of debt securities and the issuance of securities providing access to equity securities of the Company to be issued, without preferential subscription rights and through a public offering such as that referred to in Article L. 411-2 1° of the French Monetary and Financial Code.	120,000,000	26 months	None
24 May 2023 (Resolution twenty-three)	Delegation of authority granted to the Board of Directors to increase the number of shares to be issued in the event of a capital increase with or without shareholders' preferential subscription rights in accordance with Article L. 225-135-1 of the French Commercial Code (*Code de commerce*).	15% of the initial issuance	26 months	None
24 May 2023 (Resolution twenty-four)	Delegation of authority granted to the Board of Directors to increase the share capital by incorporation of reserves, profits, premiums or other amounts whose capitalisation would be permitted in accordance with Articles L. 225-130 and L. 22-10-50 of the French Commercial Code (*Code de commerce*).	600,000,000	26 months	None

Shareholders' Meeting (resolution no.)	Purpose of the resolution	Maximum amount *(in EUR)*	Duration of authorisation	Use of existing authorisations during financial year ended 31/12/2024
	Authorisations and delegations			
24 May 2023 (Resolution twenty-five)	Delegation of powers granted to the Board of Directors to increase the share capital *via* the issue of equities or equity securities giving access to other equity securities or providing rights to the allocation of debt securities and to issue securities giving access to equity capital to be issued in order to remunerate contributions in kind in accordance with Articles L. 225-147 and L. 22-10-53 of the French Commercial Code (*Code de commerce*).	10% of share capital	26 months	None
22 May 2023 (Resolution five)	Share capital increase for a total nominal amount of EUR 376,822,998 through the issue of 224,905,293 new shares and 26,310,039 ABSAs (shares with equity warrants), with a nominal value of EUR 1.50 each, in accordance with Article L. 225-147 of the French Commercial Code (*Code de commerce*), as compensation for the contribution in kind by Lincoln Financing Holdings PTE. Limited from the remaining portion of the shares of LP Group BV not acquired in cash.	376,822,998		Capital increase effective 22 May 2023
22 May 2023 (Resolution five)	Delegation of authority granted to the Board of Directors, with the option of subdelegation, to the Chief Executive Officer, in order to carry out the capital increase resulting from the exercise of the share subscription warrants.	39,465,058.50 (excluding issue premium)	Between 1 and 3 years from the date of issue	None
	Authorisations and delegations for employees and/or executive corporate officers			
24 May 2023 (Resolution nineteen)	Authorisation granted to the Board of Directors to allocate free performance shares (existing or newly issued shares) to some or all of the Group's employees and corporate officers in accordance with Articles L. 225-197-1 *et seq.* and Articles L. 22-10-59 II and III and L. 22-10-60 of the French Commercial Code (*Code de commerce*).	0.41% of share capital	38 months	None
24 May 2023 (Resolution twenty-six)	Delegation of authority to the Board of Directors to carry out capital increases reserved for participants in Company savings plans without preferential subscription rights for shareholders.	0.3% of share capital	26 months	None
	Share buyback authorisations			
14 May 2024 (Resolution eighteen)	Authorisation granted to the Board of Directors to purchase Company shares up to a limit of 5% of the total number of shares comprising the share capital on the date of these purchases, it being specified that the maximum number of shares held after these purchases cannot exceed 10% of the share capital in accordance with Articles L. 22-10-62 *et seq.* of the French Commercial Code (*Code de commerce*).	5% of share capital at the time of purchase	18 months	See Section 2.7.2 "Shares held by or on behalf of the Company"

7.1.2 Non-equity securities

As at the date of this Universal Registration Document, the Company has not issued any non-equity securities other than bonds in connection with public bond issues and private placements for EUR 3.97 billion in 2024, including EUR 500 million pre-funding issuance made in November 2023.

7.1.3 Other securities giving access to the share capital

As compensation for the contribution in kind by Lincoln Financing Holdings PTE. Limited of the remaining portion of LP Group BV shares not vested in cash at the acquisition date, the Company issued 26,310,039 share subscription warrants (“BSAs” or “warrants”), securities giving access to the share capital within the meaning of Article L. 228-91 *et seq.* of the French Commercial Code (*Code de commerce*), granting selling shareholders of LeasePlan the right to subscribe up to 3.12% of the Company’s share capital. One warrant will give the right to subscribe to one ordinary share in the Company at a EUR 2.00 strike price. The share subscription warrants are not transferable but may be exercised over a period of one to three years from their date of issue, subject to the exercise conditions provided for in the Terms and Conditions of the warrants. In the event of the exercise of all of the warrants, the former shareholders of LeasePlan would hold approximately 31.1% of the Company’s share capital.

7.1.4 Terms of any vesting rights and/or any obligation over authorised but unissued capital

None.

7.1.5 Share capital of any member of the Group that is the subject of an option or of an agreement to put it under option

The Group signed put and call agreements on its stake in ALD Morocco. The signing of these agreements led the Group to derecognise investment in this associate as at 31 December 2024.

7.2 Other information

7.2.1 Equity

Information on the Group’s equity is provided in Chapter 2 of this Universal Registration Document.

7.2.2 Restrictions on the use of capital

Not applicable.

7.2.3 Anticipated sources of funds needed to fulfil planned acquisitions and commitments

As of the date of the Universal Registration Document, the Group has no planned acquisitions or commitments that would require additional sources of financing.

7.2.4 Summary Statement of Transactions referred to in article L. 621-18-2 of the Monetary and Financial Code

Summary statement published in compliance with Article 223-26 of the AMF General Regulation. For each person whose first and last names are given below, the transactions described include, where applicable, those reported by persons closely assoaciated with that person.

	Type of transaction	Date	Amount *(In EUR)*
John Saffret Deputy Chief Executive Officer	Acquisition of 4,000 Ayvens shares	27 February 2024	EUR 22,560
Philippos Zagorianakos Group Regional Director	Sale of 81,566 Ayvens shares	23 May 2024	EUR 582,944
Xavier Durand Independent member of the Board of Directors	Acquisition of 1,500 Ayvens shares	3 June 2024	EUR 10,440
Philippos Zagorianakos Group Regional Director	Dividend issuance converted into 10,244 Ayvens shares	4 June 2024	EUR 69,659
Roderick Jorna Chief People Officer	Acquisition of 1,550 Ayvens shares	4 June 2024	EUR 10,540
Liza Hoesbergen Chief Legal and Corporate Affairs Officer	Acquisition as a result of automatic dividend conversion into 5,768 Ayvens shares	4 June 2024	EUR 39,222
Miel Horten Chief Operating Officer	Acquisition of 1,500 Ayvens shares	20 June 2024	EUR 7,980
Roderick Jorna Chief People Officer	Sale of 15,000 Ayvens shares	2 August 2024	EUR 99,303
Tim Albertsen Chief Executive Officer	Acquisition of 5,000 Ayvens shares	5 August 2024	EUR 29,400
Berno Kleinherenbrink Deputy Chief Executive Officer	Sale of 25,000 Ayvens shares	7 August 2024	EUR 155,000
Berno Kleinherenbrink Deputy Chief Executive Officer	Sale of 175,000 Ayvens shares	20 August 2024	EUR 1,085,000
Miel Horsten Chief Operating Officer	Sale of 8,650 Ayvens shares	5 September 2024	EUR 54,149
Philippos Zagorianakos Group Regional Director	Sale of 30,000 Ayvens shares	8 November 2024	EUR 214,185
Miel Horsten Chief Operating Officer	Sale of 8,800 Ayvens shares	12 November 2024	EUR 60,611
Roderick Jorna Chief People Officer	Sale of 12,000 Ayvens shares	12 November 2024	EUR 83,760

7.3 Information about the Company and the Group

7.3.1 Company name

The corporate name of the Company is Ayvens. On 14 May 2024 the General Meeting of Shareholder's approved the corporate name change from ALD to Ayvens.

7.3.2 Place of registration and registration number

The Company is registered with the Nanterre Trade and Companies Register under number 417 689 395.

Legal entity identifier (LEI): 969500E7V019H9NP7427

7.3.3 Date of incorporation and duration

7.3.3.1 Date of incorporation

The Company was incorporated on 19 February 1998.

7.3.3.2 Duration

The Company's duration is 99 years from the date of its registration with the Trade and Companies Register subject to early dissolution or extension.

7.3.4 Registered office, legal form and applicable legislation

7.3.4.1 Registered office

Registered office: 1-3, rue Eugène-et-Armand-Peugeot, 92500 Rueil-Malmaison – France

Telephone: +33 (0)1 58 98 79 31

Website: www.ayvens.com. The information on the website is not part of the Universal Registration Document unless it is incorporated by reference.

7.3.4.2 Legal form and applicable legislation

As of the date of this Universal Registration Document, the Company is a limited company with a Board of Directors (*société anonyme à conseil d'administration*) governed by French law, including, in particular, Book II of the French Commercial Code (*Code de commerce*).

Upon the acquisition of LeasePlan, with effect from 22 May 2023, the Company became a "*Compagnie Financière Holding*", supervised by the European Central Bank.

7.3.4.3 Financial year

The Company has a financial year of 12 months, beginning on 1 January, and ending on 31 December of each year.

7.4 Bylaws

The Bylaws were prepared in accordance with the laws and regulations applicable to French limited liability companies with a Board of Directors (*société anonyme à Conseil d'administration*). An overview of the main provisions are described below are taken from the Bylaws as adopted by the Combined General Meeting of 14 May 2024. These amendments to the Company's Bylaws concern the change of the Company's name from ALD to Ayvens (Article 3 – Name) and certain procedures for deliberations by the Board of Directors (Article 16 – Operations of the Board).

7.4.1 Corporate purpose

Pursuant to Article 2 of the Bylaws, the Company's purpose is, in France and abroad, directly or indirectly:

- the acquisition, management and operation, in particular under a lease, with or without an option to purchase, and incidentally the sale, of any equipment, fixed, mobile or rolling stock, machinery and tooling, as well as all land, sea or air vehicles;
- the study, creation, development, operation, management of any business or commercial, industrial, real estate or financial companies;
- the purchase, lease, rental, with or without promise to sell, the building and operation of any plants, workshops, offices and premises;
- any direct or indirect equity investment, management and sale thereof under any terms, in any companies, institutions or groups having a real estate, commercial, industrial or financial nature (including in credit institutions and corporate entities), established or to be constituted, French or foreign;
- the management of a portfolio of investments and securities as well as related transactions;
- the ownership and management of all buildings;
- generally, all industrial, commercial, financial, movable or immovable transactions, directly or indirectly relating to this purpose or any similar or related purpose, or that may be useful or likely to facilitate the successful accomplishment of this purpose.

7.4.2 Board of Directors and directors

7.4.2.1 Appointment of directors (Article 13)

The Company is administered by a Board of Directors.

The number of directors is at least nine (9) members and no more than twelve (12) members, subject to the exemptions provided for by the legal and regulatory provisions in force.

During the lifetime of the Company, directors are appointed, co-opted, reappointed or dismissed in accordance with legal and regulatory provisions in force and the present Bylaws.

The term of office of directors is four (4) years. Exceptionally, the Shareholders' Meeting may be asked to appoint or renew the term of office of one or more directors for a period of two (2) or three (3) years, in order to allow for staggered renewal of the directors' terms of office.

In accordance with the legal and regulatory provisions in force, directors who are appointed to replace another director only serve for the remaining term of office of their predecessor.

The duties of a director end at the close of the Ordinary Shareholders' Meeting called to approve the financial statements for the year preceding that in which his/her term of office expires.

7.4.2.2 Chairman of the Board (Article 15)

The Board of Directors elects a Chairperson from among the members of the Board of Directors who are natural persons and determines the term of his/her office, the term of which may not exceed his/her director's term.

The Chairperson organises and manages the work of the Board of Directors and reports on such work to the Shareholders' Meeting. The Chairperson oversees the proper functioning of the Company's governing bodies and ensures that the directors are able to carry out their duties.

7.4.2.3 General Management (Article 17)

The Company may be managed either by the Chairman of the Board of Directors or a natural person appointed by the Board of Directors with the title of Chief Executive Officer (the "CEO").

The Board of Directors chooses which one of the two General Management methods to adopt. Shareholders and third parties are informed of this choice in the conditions defined by legal and regulatory provisions in force.

The Board of Directors determines the term of the Chief Executive Officer.

If the Chairman of the Board of Directors is in charge of the Company's General Management, the following provisions concerning the Chief Executive Officer apply to the Chairman.

The Chief Executive Officer is vested with the most extensive powers to act in all circumstances on behalf of the Company. He exercises these powers within the limits of the corporate purpose and in accordance with those which the legal and regulatory provisions in force expressly granted to Shareholders' Meetings and to the Board of Directors.

The Chief Executive Officer represents the Company in its relations with third parties. The Company is bound even by acts of the Chief Executive Officer 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 Bylaws not being sufficient to constitute such proof.

On the proposal of the Chief Executive Officer, the Board of Directors may appoint up to five (5) natural persons to assist the Chief Executive Officer with the title of Deputy Chief Executive Officer.

The Deputy Chief Executive Officer(s) may be removed at any time by the Board of Directors only and on the recommendation of the CEO.

If the Chief Executive Officer ceases to, or cannot exercise his duties, the Deputy Chief Executive Officers continue to exercise their functions and powers until a new Chief Executive Officer is appointed, unless there is a decision to the contrary by the Board.

The Board of Directors determines with the Chief Executive Officer the scope and duration of the powers granted to the Deputy Chief Executive Officers. The Deputy Chief Executive Officers have the same powers with regard to third parties as the Chief Executive Officer.

7.4.2.4 Operation of the Board (Article 16)

The Board of Directors meets as often as necessary in the Company's interest upon convocation by its Chairperson or, in the event of his/her incapacity, by at least one-third (1/3) of its members, or, if he/she is a director, by the CEO.

If the members of the Board of Directors have not met for more than two (2) months, at least one-third (1/3) of the members of the Board of Directors may require the Chairperson to convene the Board of Directors on a specific agenda.

The Chief Executive Officer may also require the Chairperson to convene the Board of Directors on a specific agenda.

The Chairperson is bound by the requests addressed to him by virtue of the two preceding paragraphs.

The notice of meeting may be made by any means, including verbally.

Meetings are held either at the registered office or at any other location indicated in the notice of meeting.

The meetings of the Board of Directors are chaired by the Chairperson of the Board of Directors. Failing this, the meeting is chaired by a director appointed for this purpose at the beginning of the meeting.

Any director may be represented by another director at a meeting of the Board of Directors. However, a director may hold only one proxy thus given for a given meeting.

At the initiative of the Chairperson of the Board of Directors, any person, even external to the Company, may be called upon, due to their particular expertise and in a purely advisory capacity, to attend all or part of a meeting of the Board.

The Chief Executive Officer attends Board Meetings.

Decisions are made under the conditions of quorum and majority set forth by the applicable legal and regulatory provisions. In the event of a tie, the Chairperson has the casting vote.

In compliance with legal and regulatory provisions, the internal regulations of the Board of Directors may stipulate that the directors who participate in the meeting of the Board of Directors by means of videoconference or telecommunications equipment meeting the technical specifications required by the applicable legal and regulatory provisions are deemed to be present for the calculation of the quorum and the majority.

Under the conditions provided for by the laws and regulations in force, decisions falling within the remit of the Board of Directors as well as decisions to transfer the registered office within the same department may be taken by written consultation of the directors.

A secretary may be appointed by the Chairperson to provide secretarial services to the Board under the conditions and in accordance with the terms and conditions set out in the Board of Directors' internal regulations.

An attendance register is kept in accordance with the legal and regulatory provisions in force.

The minutes are drawn up and the copies or extracts are certified in accordance with the legal and regulatory provisions in force.

The Board of Directors sets its operating procedures in the internal regulations in accordance with the law and regulatory provisions and the Bylaws of the Company. It can decide to create committees to look at matters that the Board of Directors or its Chairperson submit to their review. The composition and powers of each of these committees, which carry out their activities under its responsibility, are set by the Board of Directors in its internal regulations.

7.4.3 Shareholders' Meetings (Article 18 of the Bylaws)

Duly constituted Shareholders' Meetings represent the shareholders as a whole. They are convened and held in accordance with the applicable laws and regulations.

Any shareholder has the right to attend Shareholders' Meetings and participate in the deliberations personally or through a proxy, under the conditions defined by the applicable laws and regulations, with proof of his/her identity and the ownership of his/her shares.

At all Shareholders' Meetings, voting rights attached to shares include a right of usufruct, which shall be exercised by the usufructuary.

The proxy appointed on behalf of shareholders may take part in meetings under the conditions set by the applicable legal and regulatory provisions.

On decision of the Board of Directors published in the notice of meeting to use such telecommunications methods, shareholders who attend the meeting *via* videoconference or other telecommunication or electronic transmission methods, including Internet, which allow identification under the conditions required by the applicable legal and regulatory provisions, are deemed present for the calculation of *quorum* and majority.

On decision of the Board of Directors, any shareholder may vote remotely or give his/her proxy pursuant to the applicable laws and regulations using a form prepared by the Company and sent to the Company under the conditions defined by the applicable laws and regulations, including electronic or broadcast transmission methods. Voting forms must be received by the Company at least two (2) days prior to the Shareholders' Meeting, unless a shorter period is mentioned within the notice of meeting or any legal or regulatory provisions state otherwise.

Public broadcasting of the Meeting *via* electronic communications is authorised by the Board of Directors in accordance with conditions that it shall define. Notice thereof is given in the notice of meeting and/or call to meeting.

Meetings are chaired by the Chairman of the Board of Directors, or in his/her absence, by a member of the Board specifically delegated in this purpose by the Board of Directors. If not, the meeting elects its own Chairman.

7.4.4 Annual financial statements – Allocation of profits (Articles 20 and 21 of the Bylaws)

7.4.4.1 Financial year (Article 20)

The Company has a financial year of twelve months, beginning on 1 January and ending on 31 December of each year.

7.4.4.2 Annual financial statements (Article 20)

At the end of each financial year, the Board of Directors prepares the inventory and the annual financial statements as well as a written management report. In addition, all other documents required by the applicable laws and regulations shall be drawn up.

7.4.4.3 Allocation of profits (Article 21)

The annual results are determined in accordance with applicable laws and regulations.

On the profit of a financial year, less any prior losses if any, it is first collected at least 5% for the constitution of a reserve fund as required by applicable laws and regulations. This collection ceases to be mandatory when the reserve fund reaches one-tenth of the share capital.

The Shareholders' Meeting may freely dispose of the surplus, and on proposal of the Board of Directors, may either decide to allocate it to the retained earnings account in whole or in part, or to the reserves in whole or in part. It may also decide the distribution in whole or in part.

The Shareholders' Meeting will have the right to grant to each shareholder, for all or part of the dividends distributed or of the interim dividends, an option between payment in cash and payment in shares.

7.4.5 Control of the Company

There are no provisions in the Bylaws or in the internal regulations that could have the effect of delaying, deferring or preventing a change of control of the Company.

7.5 Other legal points

7.5.1 Rights and obligations attached to shares (Article 8 of the Bylaws)

Each share gives entitlement to a share in the ownership of the Company, a share in the profits and in the liquidation surplus, in proportion to the number of existing shares, taking into account, if applicable, amortised and non-amortised capital, paid-up or otherwise, the nominal amount of shares and rights attached to the different classes of shares. Furthermore, it gives entitlement to vote at and be represented in Shareholders' Meetings, under the legal and statutory conditions.

Each share entitles its holder to one vote at Shareholders' Meetings.

As an exception to the foregoing, double voting rights, relative to the fraction of the capital stock the shares represent, are granted to all fully paid-up shares for which proof is provided of registration in the name of the same shareholder for at least two years.

In addition, in the event of a capital increase by capitalisation of reserves, profits or issue premiums, a double voting right is allocated, as soon as they are issued, to the registered shares allocated free of charge to a shareholder owning shares conferring this right.

Any share converted to bearer form or for which ownership is transferred loses its double voting rights. Nevertheless, the transfer as a result of inheritance, liquidation of community of property between spouses and donation *inter vivos* to a spouse or a relative in line of succession does not cause the loss of the acquired right and does not interrupt the two (2) year period above. The merger of the Company has no effect on the double voting rights that may be exercised within the acquiring company, if the latter benefits from them.

Whenever it is necessary to possess several shares to exercise a right, the shares of a lower number than that required do not entitle their holder to any right against the Company, with the shareholders being responsible, in this case, for grouping together the necessary number of shares.

7.5.2 Shareholders' agreement

Following the acquisition of LeasePlan on 22 May 2023, Societe Generale, TDR, ATP and Lincoln entered into a shareholders' agreement.

Refer to Section 2.7.5.3 "Shareholders' agreement between Societe Generale, TDR, Lincoln and ATP".

7.5.3 Agreements likely to lead to a change in control

To the Company's knowledge, there is no agreement as of the date of this Universal Registration Document the operation of which may at a subsequent date result in a change in control of the Company. Notwithstanding the exercise of the share subscription warrants, Societe Generale will continue to exercise exclusive control over the Company within the meaning of Article L. 233-3 of the French Commercial Code (*Code de commerce*).

7.5.4 Elements liable to have an incidence in the event of a public offering (Article L. 22-10-11 of the French Commercial Code (*Code de commerce*))

Legislative or regulatory reference	Elements liable to have an incidence in the event of a public tender or exchange offer	Chapters/sections of the Universal Registration Document
L. 22-10-11 of the French Commercial Code (*Code de commerce*)	The structure of the Company's capital.	2.7.5 "Shareholders".
	Restrictions in the Bylaws on the exercise of voting rights and transfers of shares, or clauses in agreements brought to the attention of the Company pursuant to Article L. 233-11 of the French Commercial Code (*Code de commerce*).	2.7.5 "Shareholders". 2.7.5 "Rights, privileges and restrictions attached to shares" (Articles 8, 11 and 12 of the Bylaws).
	Direct and indirect holdings in the Company's capital of which it is aware, pursuant to Articles L. 233-7 and L. 233-12 of the French Commercial Code (*Code de commerce*).	2.7.5 "Shareholders".
	A list of holders of any securities comprising special rights of control and description of these securities.	N/A
	The control mechanisms provided for any employees shareholding system when the control rights are not exercised by employees.	2.7.5 "Rights, privileges and restrictions attached to shares" (Articles 8, 11 and 12 of the Bylaws).
	Shareholders' agreements of which the Company is aware and that could restrict share transfers and the exercise of voting rights.	Section 2.7.5.3 "Shareholders' agreement between Societe Generale, TDR, Lincoln and ATP".
	The rules applicable to the appointment and replacement of members of the Board of Directors and to the amendment of the Company's Bylaws.	7.4.2 "Board of Directors and Board members". 7.4.3 "Shareholders' Meetings" (Article 18 of the Bylaws).
	The powers of the Board of Directors, in particular, share issues or buybacks.	7.1.1 "Amount of share capital".
	The agreements concluded by the Company that would be amended or terminated in the event of a change of control of the Company, unless this disclosure would, except in cases where disclosure is a legal obligation, seriously undermine its interests.	The Company is party to a number of agreements containing change of control provisions, including customer agreements (International Commitment Agreement), a licensing agreement with Societe Generale covering the ALD Automotive trademark associated with the red and black SG logo, partnership agreements and joint venture agreements.
	Agreements providing for compensation for members of the Board of Directors or employees if they resign or are dismissed without real and serious grounds, or if their employment is terminated due to a public tender or exchange offer.	3.7 "Compensation and benefits". 3.7.2 "Employment contracts, supplementary pension schemes and severance pay of executive corporate officers".

8

Person responsible

8.1 Person responsible for the Universal Registration Document

Mr. Tim ALBERTSEN, Chief Executive Officer of Ayvens

Immeuble “Corosa” 1-3, rue Eugène-et-Armand-Peugeot – 92500 Rueil-Malmaison

8.2 Statement of the person responsible for the Universal Registration Document and the Annual financial report

I hereby certify that the information contained in this Universal Registration Document is, to my knowledge, in accordance with the facts and contains no omission likely to affect its meaning.

I certify, to the best of my knowledge, that the Company accounts and the consolidated accounts have been prepared in accordance with applicable set of accounting standards, give a true and fair view of the assets, liabilities, financial position and profits or losses of the issuer and all the undertakings included in the consolidation scope, and that the management report (the cross-reference table of the annual financial report, in Chapter 9, indicates the contents of said report) presents a fair view of the development, results and financial position of the Company and all the undertakings included in the consolidation scope, as well as a description of the main risks and uncertainties to which they are exposed and that it has been prepared in accordance with the applicable reporting and sustainability standards.

I have received a completion letter from the statutory auditors, stating that they have audited the information contained in this Universal Registration Document about the financial position and financial statements contained herein, and that they have read this Universal Registration Document in its entirety.

11 April 2025

Mr. Tim ALBERTSEN

Chief Executive Officer of Ayvens

8.3 Persons responsible for auditing the financial statements

DELOITTE & ASSOCIÉS

6, place de la Pyramide
92908 Paris La Défense CEDEX, France

Represented by Mr Pascal COLIN

DELOITTE & ASSOCIÉS is a member of the *Compagnie Régionale des Commissaires aux Comptes de Versailles et du Centre* (the Regional Association of Auditors of Versailles and Centre).

DELOITTE & ASSOCIÉS was appointed by decision of the Shareholders' Meeting of the Company of 3 June 2013 and renewed by decision of the Shareholders' Meeting of the Company of 22 May 2019 for a period of six financial years,, *i.e.* until the end of the Shareholders' Meeting to be convened in 2025 to approve the financial statements for the year ending 31 December 2024.

PRICEWATERHOUSECOOPERS AUDIT

63, rue de Villiers
92200 Neuilly-sur-Seine, France

Represented by Mr Ridha BEN CHAMEK and Mrs Amel HARDY-BEN DIRA

PricewaterhouseCoopers Audit is a member of the *Compagnie Régionale des Commissaires aux Comptes de Versailles et du Centre* (the Regional Association of Auditors of Versailles and Centre).

PricewaterhouseCoopers Audit was appointed as Statutory Auditor by decision of the Shareholders' Meeting of the Company of 14 May 2024 for a period of six financial years, *i.e.* until the end of the Shareholders' Meeting to be convened in 2030 to approve the financial statements for the financial year ending 31 December 2029.

PricewaterhouseCoopers Audit was furthermore appointed as Statutory Auditor responsible for certifying the consolidated sustainability information provided for by Directive (EU) No. 2022/2464 of 14 December 2022, transposed into French law by Order No. 2023-1142 of 6 December 2023 as well as the information required by Article 8 of Regulation (EU) No. 2020/852 of 18 June 2020. This term of office, for a period of three (3) financial years, will expire at the end of the Shareholder's Meeting to be convened in 2027 to approve the financial statements for the financial year ended 31 December 2026.

KPMG SA

Tour Eqho
2, avenue Gambetta,
92066 Paris La Défense CEDEX, France

Represented by Mr Guillaume MABILLE

KPMG SA is a member of the *Compagnie Régionale des Commissaires aux Comptes de Versailles et du Centre* (the Regional Association of Auditors of Versailles and Centre).

KPMG SA was appointed as Statutory Auditor by decision of the Shareholder's Meeting of the Company of 14 May 2024, for the remainder of Ernst & Young et Autres's term of office, *i.e.* until the end of the Shareholders' Meeting to be convened in 2028 to approve the financial statements for the financial year ending 31 December 2027.

KPMG was furthermore appointed as Statutory Auditor responsible for certifying the consolidated sustainability information provided for by Directive (EU) No. 2022/2464 of 14 December 2022, transposed into French law by Order No. 2023-1142 of 6 December 2023 as well as the information required by Article 8 of Regulation (EU) No. 2020/852 of 18 June 2020. This term of office, for a period of three (3) financial years, will expire at the end of the Shareholder's Meeting to be convened in 2027 to approve the financial statements for the financial year ended 31 December 2026.

8.4 Publicly available documents

Copies of this Universal Registration Document are available free of charge from the Company and on the Company's website (https://www.Ayvens.com) and on the website of the *Autorité des marchés financiers* (AMF), at www.amf-france.org.

While this Universal Registration Document is valid, the following documents (or a copy of such documents) may be viewed:

- the Bylaws;
- all reports, correspondence and other documents, historic financial information, valuations and statements drawn up by an expert at the Company's request, part of which is included or referred to in this Universal Registration Document; and
- the historical financial information included in this Universal Registration Document.

All such legal and financial documents relating to the Company and made available to shareholders in accordance with applicable regulations may be viewed at the Company's registered office.

The regulated information (within the meaning of Articles 221-1 *et seq.* of the AMF's General Regulation) will also be available on the Company's website.

9

Cross-reference tables

9.1 Cross-reference table for the Universal Registration Document

This cross-reference table contains the headings provided for in Annex 1 (as referred to in Annex 2) of the Commission Delegated Regulation (EU) 2019/980 supplementing Regulation (EU) 2017/1129 of the European Parliament and of the Council and repealing Commission Regulation (EC) no. 809/2004, and refers to the pages of this Universal Registration Document where the information relating to each of these headings is mentioned.

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In accordance with EC Regulation No. 2019/890 dated 14 March 2019, complementary to (EU) Regulation No. 2017/1129 of the European Parliament and of the Council, the following information is included by reference in this Universal Registration Document:

- the parent company and consolidated accounts for the year ended 31 December 2022, the related Statutory Auditors' reports and the Group Management Report are presented respectively on pages 260-274, 190-254, 275-278, 255-259 and 31-56, of the Universal Registration Document D.23-0261 filed with the AMF on 12 April 2023;
- the parent company and consolidated accounts for the year ended 31 December 2023, the related Statutory Auditors' reports and the Group Management Report are presented respectively on pages 240-329, 335-350, 152-225, 64-119, and 34-61, of the Universal Registration Document D.24-0278 filed with the AMF on 12 April 2024;

The chapters of the Universal Registration Documents D.23-0261 and D.24-0278 not mentioned above do not apply to investors or are covered in another part of this Universal Registration Document.

Both of the aforementioned Registration Documents are available on the Company's website www.ayvens.com and on the AMF's (French Financial Markets Authority) website https://www.amf-france.org/en.

9.2 Cross-reference table for the Annual financial report

Pursuant to Article 222-3 of the French Financial Markets Authority's General Regulation, the annual financial report referred to in section I of Article L. 451-1-2 of the French Monetary and Financial Code includes the items described in the following pages of the Universal Registration Document:

9.3 Cross-reference table for the Management report

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