UNIVERSAL REGISTRATION DOCUMENT 2021

Including the annual financial report, the management report, the extra-financial performance statement and the corporate governance report

Thermador Groupe

CONTENTS

OUR PEOPLE IN THE SPOTLIGHT

Our employees have always been at the centre of our value chain and we see length of service as a sign of their commitment. The cover of the 2021 issue of this report pays tribute to them by highlighting two people:

Philippe Arthaud, procurement manager, with Jetly for over forty years, illustrating our employees' loyalty; Hinda Talaron, who joined the IT team in November 2021, embodying the onboarding of new generations into our workforce.

Other cover photos:

- *Wild Orchids in front of the Thermador building - June 2020.*
- *View of the virtual home (see page 13).*

AUTORITÉ DES MARCHÉS FINANCIERS
AMF

This English version of Thermador Groupe's universal registration document contains almost the same information as the French version, but it should not be considered as completely accurate as the French version is the official one, approved by AMF.

Mecafer warehouse in Valence

1. EXTRACTS OF THE INTEGRATED ANNUAL REPORT

1.1 Chairman's statement

In July 2021, we thought we would have difficulty improving on the achievements of the second half of 2020. And yet, our people have done exactly that, despite a still very complex situation. Many thanks again to them for their work and loyalty, and congratulations on these results.

Over the past year, the large number of energy renovation projects in France accounted for approximately 30% of the Group's growth, boosting our subsidiary Thermador to more than €76 million in turnover. At the same time, inflation passed on by our subsidiaries to our customers in price rises averaged 4.3%.

Although they grew by a very respectable 11%, our exports struggled to keep up with the pace recorded in France, reducing its share to 16.4% of consolidated turnover. This is partly due to exports' high dependency on industrial activity in Europe which, despite the economic recovery, has been slowed by tensions regarding the supply of certain raw materials or components and by the difficulty of physically visiting our customers.

Finally, our consolidated turnover stood at €486.5 million, well above our expectations. Likewise, our operating profit increased to 15% and net profit to 10.9%.

Our subsidiaries' purchasing teams remained focused on managing price increases, the scarcity of containers shipped from Asia, plant shutdowns and volume increases in product categories boosted by energy renovation programmes for buildings. This is evidenced by our stock level, which has risen to 201 days of purchases consumed, compared with 142 days at the end of June 2021 and 173 at the end of December 2020.

Our rigorous management of trade receivables and payables have resulted in a slightly lower WCR to that of December 31, 2019 when correlated to turnover, and a particularly healthy financial situation. At December 31, 2021, our cash position was €27.4m, our bank debt €28.2m and our equity after earnings distributions €260.2m.

"We have kept to our sustainable development goals of doubling size every 10 years."

We have kept to our sustainable development goals of doubling size every 10 years whilst respecting the environment and our stakeholders (see pages 10 & 11). In the short term, we need to take a long, hard look at the extraordinary results described above before resuming a more sustainable growth cycle. This relative caution is important, given the ups and downs of the pandemic, geopolitical tensions and the threat of a major ecological crisis. In this respect, our objectives and strategies aimed at reducing greenhouse gas emissions are outlined on page 58 of our 2021 universal registration document, which includes our extra-financial performance statement. A summary of our commitments over time to our key indicators appears on page 21.

At December 2021, institutional investors held 48.5% of the capital, individual shareholders 40.9% and current and retired employees 7%. In line with our distribution policy and confident in our ability to meet the challenges ahead, we propose a dividend of €2, i.e. 34.8% of net profit per share.

Unless a new variant of the covid-19 virus forces us to go digital again for our AGM, it will be held on April 4 at 5pm at Hôtel Dieu in Lyon. We are counting on your presence or your votes to once again exceed the 70% participation rate, a ratio that is now part of our extra-financial objectives.

If possible, we will also organise an information meeting at Salons Hoche in Paris on April 7 at 4pm.

Guillaume Robin

1.2 Our markets

Although the 'professions' of our different subsidiaries are fairly similar, our organisation per market ensures good risk distribution. Most of the markets where we are present are not overly exposed to economic-climate type risks. 49% of our turnover is from materials for the building sector of which only 20% are installed in new houses; the remaining 80% serves the maintenance and renovation market.

1. FLUID CIRCUITS IN CONSTRUCTION

49% OF OUR TURNOVER

80% of our sales in maintenance and renovation

37.2 million housing units in France, of which 4.8m are poorly insulated

660,000 *MaprimRénov'* applications approved in principle out of the 764,000 applications submitted in 2021

Source: ADEME (French environmental agency).

We offer the private housing, collective housing and tertiary sector building markets all the accessories and equipment they need for effective water circulation in heating and sanitation facilities. We also offer comprehensive ranges to control inside air quality and temperature. Our subsidiaries respectively serve wholesalers, DIY superstores, web platforms and certain manufacturers.

Changes to the regulations (RE2020) which target water and energy savings, whilst ensuring comfort and security of housing and users, are stimulating innovation and have led us to propose higher value-added solutions.

MaPrimeRenov, financed by the public authorities, and the Energy Saving Certificates, financed by the energy suppliers, could deliver financing of about €6bn for 2022. Recent statements by the French government bode well for the next 5 years.

Most of our business is in maintenance and renovation; these are resilient 'needs' markets on which we are very well placed and highly reactive.

See p. 106-107 · See p. 108 · See p. 111 · See p. 112-113 · See p. 100 · See p. 114 · See p. 117 · See p. 119

2. DOMESTIC PUMPS (WATERING - SWIMMING POOL - LIFTING)

19% OF OUR TURNOVER

17 million gardens in France, one or more pumps per garden

1.4 million inground pools in France

Domestic waste water lifting: **5 million** housing units in non-collective sanitation, 2 million of which to be made compliant

We are a major player on the French market for domestic pumps for professional distribution circuits and in DIY superstores. Whether it be watering, irrigation, water supply to private houses, transfer and lifting of fresh and waste water or swimming pools, the pumps market is, and will remain, important to us. Successive heatwaves and floods over recent years have contributed to increasing needs, although they do remain subservient to the vagaries of the weather.

Our return to the swimming pool market has seen us bring a very wide range of equipment to professionals who build and renovate pools, as well as to private individuals who install and maintain them.

See p. 106-107 · See p. 109 · See p. 110 · See p. 119

For several years, the share of turnover from industrial markets has increased, which makes us less dependent on France's new-build housing market. This progression faltered in 2019 further to the acquisition of Ets Edouard Rousseau at the end of 2018. It is however expected to return to growth over the next ten years, since our market shares in the industry sector are lower.

3. HEAVY TOOLING
FOR PUBLIC, PROFESSIONAL AND INDUSTRIAL CUSTOMERS

9% OF OUR TURNOVER

€100m
The DIY superstore market for compressors, generators and welding units

€85m
The market for high-pressure cleaners in DIY superstores

€100m or 110,000 compressors
The air compressor market via the pro channel

We sell air compressors, generators, welding units, chargers and high-pressure cleaners to major retail and via the Web to well-informed DIYers.

To differentiate the product offering targeting the different actors of the DIY sector, we use our own brands (Mecafer), those of our customers, and also brands used under licence by our suppliers (Michelin, Stanley).

Under the Nuair and Fini brands, we also sell our piston and screw compressor to professionals in the industry, which complete the reservoir and valve ranges already distributed to wholesalers of industrial supplies, compressed air specialists and distributors of supplies for the automotive industry.

See p. 105

See p. 116

4. FLUID CIRCUITS
IN INDUSTRY

23% OF OUR TURNOVER

H_2O GAS STEAM ...

Chemical and petrochemical industry

Food industry

Pharmaceutical industry

Fluids circulate on most industrial sites in liquid or gas form.

Six of our subsidiaries distribute manual and motorised valves, check valves, filters, connectors and regulation and control accessories for maintenance work or new installations.

We are present with almost all the specialised retailers, wholesalers in industrial valves and industrial supplies, and we are progressively building our product range. We also carry out specifier campaigns in factories to raise awareness about our ranges and establish our brands.

Sodeco Valves, based in Belgium, primarily targets major industrial sites.

See p. 115 See p. 116 See p. 117 See p. 118 See p. 119 See p. 120

1.3 Our businesses

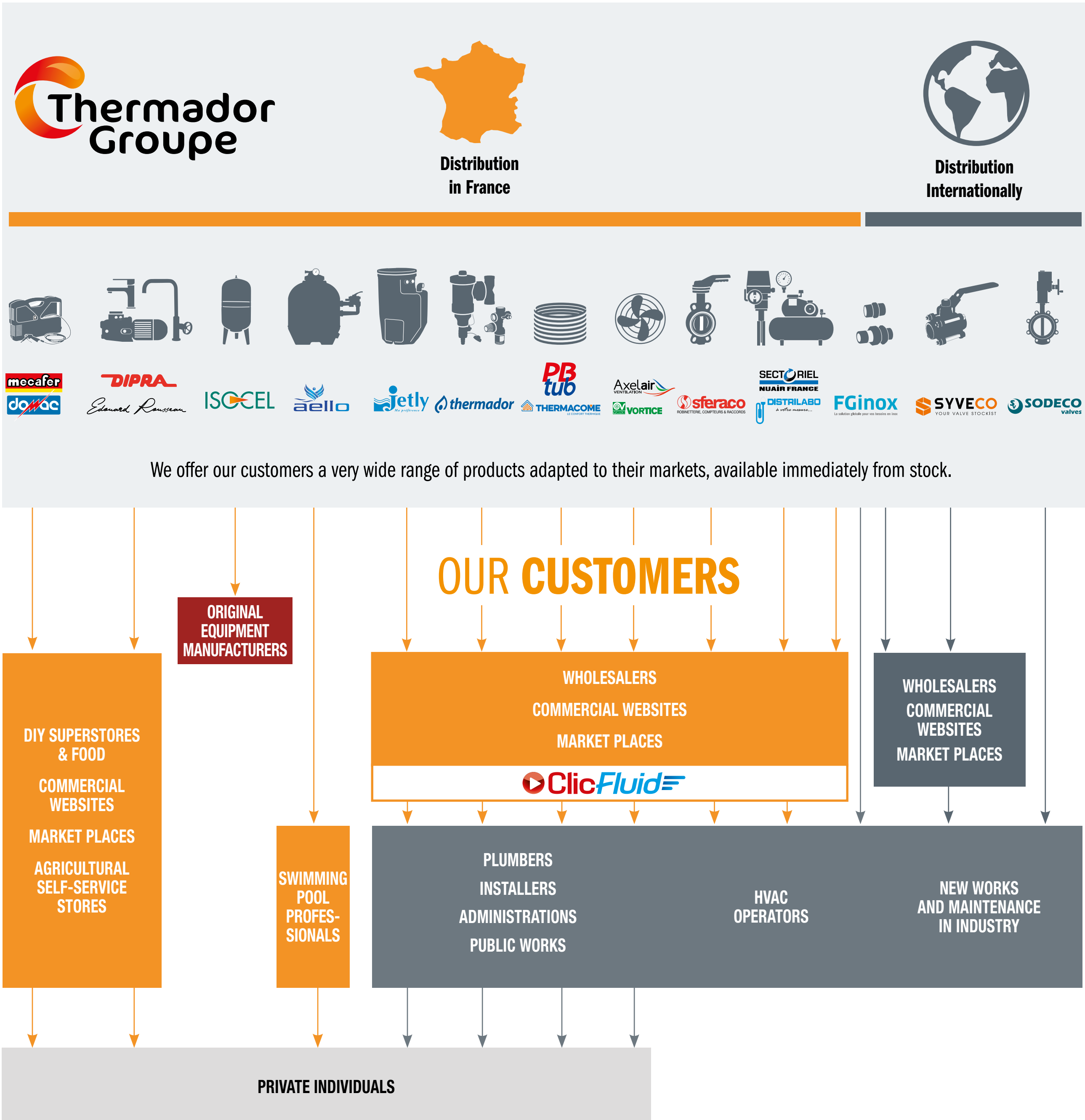
Our subsidiaries are useful and efficient interfaces between a large number of manufacturers scattered throughout the world, and increasingly demanding wholesalers, superstores, factories, swimming pool professionals, commercial websites and market places.

OUR SUPPLIERS

786 manufacturer-partner factories deliver product to us.

We guarantee the distribution of their products in Europe via a highly efficient sales and logistics organisation.

OUR SUBSIDIARIES



EXPECTATIONS OF **OUR SUPPLIERS**

- Market share in our trading areas
- Transparency
- Security of payment
- Regularity and scheduling of orders
- Qualitative feedback on market expectations
- Product co-development
- Brand reputation
- Simplicity in business relationships

OUR **STRENGTHS**

- A wide range of appropriate products
- Very highly-skilled commercial teams who are omnipresent in the field
- Marketing adapted to each market
- Immediately-available stock
- Extremely efficient logistics
- Delivery in 24-72 hours in France, 2-6 days anywhere in Europe
- Strong brands, whether they belong to the manufacturers or to Thermador Groupe

OUR COMPETITION

Each of our commercial subsidiaries can name dozens of competitors, primarily importers or commercial subsidiaries of manufacturers. Some of these competitors are common to several of our subsidiaries, but none covers all our ranges.

Amongst the best known are Watts Industry and Aalberts who both have an industrial activity and supply French wholesalers, and Eriks Econosto internationally. The very large number and great diversity of competitors who compete only with a very small portion of our products reduces our risk.

The e-commerce-only players are potential competitors of our customers. Some of our products are present on their platforms (Leroy Merlin, Amazon, Cdiscount, ManoMano, etc.). It is up to us to act and increase our skills to master and utilise this digital channel with discernment and intelligence.

Furthermore, a lot of our products are niches and sell thanks to the technical expertise of our sales people and after-sales service. The giants of the Web do not have this type of skill and know-how.

CUSTOMER **EXPECTATIONS**

THE BASICS

- A clear commercial policy
- A clear, coherent pricing policy
- Competitive pricing
- High-quality products
- Very broad product ranges
- Innovation
- Short, reliable deadlines
- Complete orders

THE RELATIONSHIP – THE SERVICE

- Stability of commercial teams in the field and in the offices
- Presence in the field and at regional trade shows
- Technical advice: recommendation, installation
- Simple, data-rich websites
- After-sales and spare parts service

AID TO SALES

- Distributor brands
- Recommendation
- Good packaging
- Promotions
- Joint sales actions by phone
- Sales pitch

1.4 Our company history

THE STAGES OF OUR DEVELOPMENT

1968

Thermador founded:

The initial capital was FRF300,000 (€45,735).

Importing and distributing central heating accessories.

Founders: Guy Vincent, Jacques Borde, Hubert Fournier, Geneviève Boreil et Marc de Sereys.

1973

Creation of Thely.

Property company.

1977

Creation of Jetly.

Sale of domestic pumps and pump accessories.

1978

Creation of Sferaco.

Sale of valves to the construction business and industry.

1992

Creation of Isocel.

Sale of parts to boiler manufacturers.

2002

Creation of Opaline

Communications agency.

2006

Creation of Thermador International.

Distribution of the Group's products on international markets.

Name changed to **Syveco** in 2019.

2013

Creation of Axelair

Specialised distribution of ventilation equipment and accessories.

2013

Creation of a Thewa taps business

within the Thermador subsidiary.

2017

Acquisition of FGinox by Thermador Groupe.

Sale of stainless steel connectors, flanges, valves and accessories.

2017

Acquisition by Axelair of the Vortice France business.

2017

Acquisition by Mecafer of Domac.

Sale of air compressors, generators, welding stations and battery chargers.

2017

Acquisition of Groupe Valfit by Sferaco.

Sale to specialised wholesalers of a targeted range of connectors, meters and valves.

1986

Creation of Dipra.

Sale to DIY superstores: pumps, household valves, plumbing.

1986

Creation of Thermador Groupe.

Capital: FRF66,320,000 (€10,110,418).

1987

Thermador Groupe listed on the stock exchange.

1989

Creation of Sectoriel.

Motorised valves.

1989

Creation of PBtub.

Distribution of pipes in synthetic materials, underfloor heating and domestic water distribution.

2015: the beginning of our external growth policy

2015

Creation of Aello.

Specialised distribution of swimming pool equipment and accessories.

2015

Acquisition of Nuair France by Sectoriel.

Distribution of screw and reciprocating compressors for professionals and for industry.

2015

Acquisition of Mecafer by Thermador Groupe.

Sale of air compressors, pneumatic tools, generators, welding stations and chargers to DIY stores.

2017

Acquisition of Sodeco Valves by Thermador Groupe.

Industrial valves in Belgium, Holland, Germany, France and Switzerland.

2018

Acquisition of Ets. Edouard Rousseau by Thermador Groupe.

Sales to DIY superstores and supermarket retail in France and Spain of a range of taps for bathrooms and kitchens.

2019

Acquisition of Distrilabo by Thermador Groupe.

Distribution of technical materials for pressure, temperature, level and flow measurement and control for industrial processes and air-treatment engineering.

2020

Acquisition of Thermacome by Thermador Groupe.

Radiant surface and hydrodistribution systems for housing and buildings.

1.5 Our objectives and our strategy

CHALLENGES 2022-2027

HUMAN RESOURCES	- Attract and retain talent at all levels of the Group. - Promote parity in all governance bodies.
SUSTAINABLE DEVELOPMENT	- Meet our objectives as set out on page 21 of this document. - Encourage and support internal initiatives for the protection of the environment.
BUSINESS	- Better understand and meet the expectations of our customers' customers. - Increase international activity in a proportionate manner. - Continue the integration process of recently-acquired companies. - Increase our sales via digital channels.
DIGITAL TRANSFORMATION	- Develop our skills and digital tools to gain operational efficiency. - Ensure the integrity of our information systems.

THERMADOR GROUPE OWNS, CONTROLS, UNITES, FEDERATES AND SUPPORTS DISTRIBUTORS OF:

- **equipment and accessories for the circulation of fluids in the building and industry,**
- **large tools for the general public and professionals.**

Over 10 years, our objective is to maintain an average annual growth rate of over 7% while respecting our people, shareholders, customers, suppliers, other stakeholders and the environment.

We always prioritise trust, transparency, simplicity, sobriety and conviviality in human relations, whilst remaining demanding and searching for the best possible efficiencies. We ask everyone to work properly and get it right first time, so as not to have to do it again.

We want to provide our people with excellent working conditions and a consistent fixed salary. Profit-sharing exists at subsidiary level, with the Thermador mutual fund (FCPE Thermador) being the Group's motivator.

We expect our leaders to be efficient, exemplary, communicative and primarily driven by the collective interest.

Our choice to open up our capital very widely means we have to satisfy our shareholders through exemplary communication, management and behaviour, the proper allocation of invested capital, regular results and dividends, great transparency and the ability to listen and act appropriately. We have a proactive policy to ensure that our employees and managers hold a significant share of the capital.

Our model implies an efficient information system, high levels of stock and suitable buildings, all of which we can afford thanks to our very solid financial structure. This must be protected going forward.

We aim to increase our commercial and logistics efficiency through:

- continued improvement of our information systems by increasing our level of autonomy and our development capacity,
- the collection, storage, analysis and exploitation of data that serves our businesses by adding appropriate algorithmic models to our information systems,
- the gradual introduction of mechanised storage systems.

This model is based on specialised sales subsidiaries that handle sales, marketing and logistics for the geographical areas, customers and distribution channels agreed with their manufacturing partners. Their purchase prices and cost control ensure that they are profitable and competitive.

They are differentiated by:

- the stability, quality and commitment of their people,
- a permanent concern for customer satisfaction,
- the width, depth and continuous adaptation of product ranges,
- permanent and efficient sourcing,
- product expertise in the pre-sales department,
- efficiency and consistency in after-sales,
- excellence in logistics and operational processes,
- mastery of the digital tools available,
- the relevance of the information communicated to the market to effectively feed the digital channels,
- the capacity to adapt and innovate.

Executives have substantial autonomy as to the conduct of their business activities and man-management.

We can act on several levers to ensure our growth.

Organic growth. Each subsidiary acts on three levers to develop its sales by:

- developing market shares for ranges where they are below 30%,
- increasing price when market conditions allow it,
- extending product ranges without ever competing with another subsidiary of the Group.

International. From France, we focus on markets within reach of our logistics organisation and on product ranges where we have a competitive advantage. Our foreign subsidiaries apply conventional organic growth levers.

Creation of subsidiary(ies). This is possible in any business close to our universe, as long as we find the men and women to lead the project and the industrial partners to deliver the basic product offering.

External growth. We study opportunities, with a preference for companies located in Europe and outside France in order to better balance our domestic and export sales, laying down a few prerequisites: distribution companies close to our business model and market, a proven strategic interest, a reasonable price acceptable to our shareholders, the honesty, professionalism and involvement of the managers and management teams, control over 100% of the capital in the long term, and upholding operational excellence in the medium term.

1.6 Sales activity

> "50% of staff in permanent contact with our customers in the field or on the phone"

CEOs, sales managers, itinerant and office-based technical sales personnel have permanent contact with our customers, both in the field and on the phone. Some of our wholesaler customers can receive representatives from several of the Group's subsidiaries in the same day, without ever complaining that they are wasting their time. Indeed, our colleagues have a duty to gain an in-depth understanding of the ranges they promote and thereby demonstrate their efficiency.

Each week, training actions are led in the field or in our offices with our customers' staff members. They also consult our websites for easy access to technical information.

Our office-based technical sales teams are also contributing by telephone to process all types of requests very quickly: price, availability, after-sales, technical information, etc.

THERMADOR GROUPE IN FIGURES

VISITS to customers	CUSTOMER accounts	CUSTOMERS having visited our group	COMMERCIAL websites
47,059 - 2021	**31,943** - 2021	**174** - 2021	**5** - 2021
38,612 - 2020	**34,324** - 2020	**97** - 2020	**4** - 2020
55,917 - 2019	**30,734** - 2019	**407** - 2019	**3** - 2019

In number of units.

Some of our wholesale customers have developed web-based activities. At the same time, e-commerce-only players and marketplaces have emerged on our fields. We welcome this new distribution channel as an opportunity and are investing so that our technical resources and our teams' knowhow are up to the task. Modern websites, enrichment and dissemination of product data, referencing of our brands, adjustment of our pricing policies, digital marketing, online video, social networks, influencers, etc.

Virtual reality

In 2021, a three-person team consisting of a project manager, a computer scientist and a graphic designer developed a virtual three-dimensional house that our customers can now visit. It features equipment marketed by six of our subsidiaries. And we have many more projects: collective housing, buildings for tertiary activities, industrial valves in exploded view or in operation, production lines of a virtual factory, etc.

We are also thinking about tours of our sites by combining video and computer-generated images. In short, the applications are endless.

A virtual home at your fingertips!

CALLS RECEIVED per year	PAGES CONSULTED on our websites	PAGES VISITED of catalogues and product references	CUSTOMERS REPLYING to a satisfaction survey
508,267 - 2021	**5,246,669** - 2021	**4,331** - 2021	**1,576** - 2021
495,241 - 2020	**5,613,911** - 2020	**4,115** - 2020	**383** - 2020
704,340 - 2019	**5,422,143** - 2019	**3,638** - 2019	**N/A** - 2019

In number of units.

1.7 Our logistics

[73,387 ITEMS IN STOCK]

50,996 tonnes
of product sold

24/72 hrs
for delivery in France,
2 to 6 days everywhere in Europe

102,656 m²
of warehouse space

38.1%
of our orders are paperless

The merchandise we buy is delivered to our warehouses on trucks (36% being delivered by container). The total volume represents the equivalent of 2,072 20-foot containers. We have 102,656 m² of storage area, with a capacity of 110,441 pallets. There are 246 forklift trucks supplied by 3 hand-picked manufacturers. We keep 73,387 items in stock. Our teams of 168 warehousemen and women have prepared and shipped 566,271 orders coming from 3,468,485 product lines. Our customers' purchasing processes are computerised: their orders are integrated into their system and then sent to us primarily by electronic data interchange. 35.9% of our orders are now processed by EDI, character recognition and our commercial websites, thus reducing manual entry.

71 MILLION PRODUCTS WERE SOLD IN 2021!

Average turnover per order is €1,004.
Each of our subsidiaries has a single storage centre from whence they ship their orders to their customers in France, Europe and Africa.
They guarantee customers that their orders will be delivered complete in 98% of cases according to the following delivery deadlines:

- **24/72 hours for France.**
- **2 to 6 days for overseas depending on the destination.**
- **Sodeco Valves, based in Belgium, can deliver in 4 hours in its trading area.**

This implies:
- Stock management ensuring 'zero stock-out', a crucial requirement for our purchasing departments.
- Agreements with reliable transport companies.

SUPPLY CHAIN MANAGEMENT


Anaïs Der Hagopian

In addition to suitable technologies and smaller-scale topics, two structuring projects marked 2021:
- **ThermAppro** - a tailor-made tool for optimising our supplies. It was developed using an agile method and has been deployed in four pilot subsidiaries (Dipra, Jetly, Sectoriel, Sferaco) in April 2021. The objective of this decision-making tool for buyers/suppliers is to secure the right stock at the right time. Supported by an artificial intelligence and data enhancement consultancy, the application is based on engineering technologies using machine learning. It has 5 main modules (product and customer segmentation, forecast management, mass corrections, supply recommendations, reporting) and is currently in a ramp-up phase.
- **A new platform for our subsidiary FGinox.** The objective was to support the subsidiary in its development. This involved responding to specific challenges: densification, gains in efficiency/productivity and traceability, reducing arduousness for employees, plus a shortage of logistics employees, particularly in the Auvergne Rhône Alpes region. The future platform in St Quentin Fallavier will be operational by the end of the first half of 2022 and will incorporate both conventional and mechanised storage solutions.

OUR TRANSPORT COMPANY PARTNERS

Customers also judge us by the quality of the service provided by the carriers who deliver our goods. And even if they are not our drivers or trucks, we would like to satisfy their demands perfectly while controlling costs.

Anaïs Der Hagopian heads the group which handles annual negotiations of operating terms with our transport partners (couriers and express carriers). We provide them with large, regular shipments from our warehouses, and in return expect a high level of service and the best possible commercial conditions.

In 2021, 8 companies handled express deliveries for us, 11 courier deliveries and 28 chartering. Our main service providers have been working for several years to reduce the impact of their activities on the environment. They detail their approaches and progress in their own annual reports: CSR commitments, CO_2 emissions, efficiency ratios, ISO 14001 and accident rates. 9 of them are signatories of the ADEME (French environment and energy management agency) charter. Their performance in terms of corporate social responsibility is assessed by the EcoVadis platform (for 5 of them).

1.8 Our suppliers

[40 YEARS' PARTNERSHIP FOR 22% OF OUR SUPPLIERS]

1

Our biggest supplier: 7.9%
of our merchandise purchases

The top 5 account for 25.6%

The top 10 account for 33.3%

€311m of goods purchased in 2021

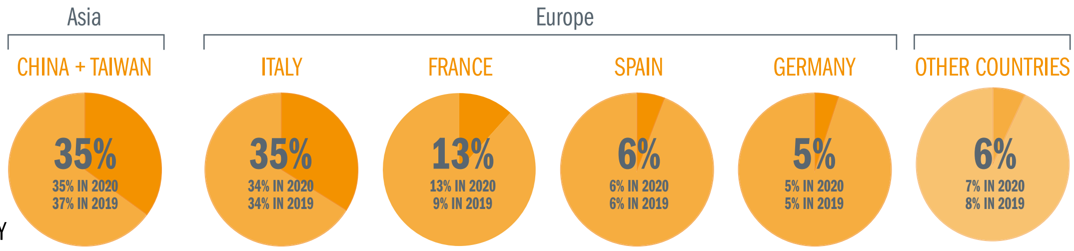
(in 2020: €252m, in 2019: €235m)

+786 manufacturer partners throughout the world

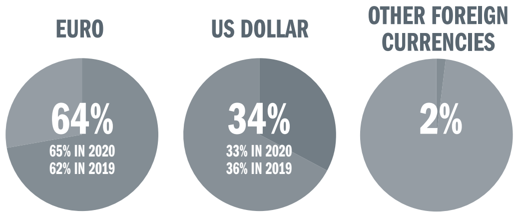
62% of our purchases come from European manufacturers

PURCHASES OF THE GROUP IN 2021

DISTRIBUTION BY COUNTRY



Distribution by CURRENCY in 2021



It is the responsibility of the CEO of each subsidiary to choose his/her suppliers and maintain trusting relationships with them.

Although some suppliers are common to several subsidiaries, we do not feel it is useful to have a centralised purchasing department for the Group.

We prefer to ask each subsidiary to focus on its market priorities and to share information on 'Group' partners.

Our suppliers are manufacturers we have selected from amongst the best in their profession. We work very closely with them over the long term, ensuring that their products meet all our prevailing technical and safety standards.

From the outset the Group's development has been based on Italian industrialists who are very well considered for their know-how in the valve and pump fields. Today, they represent 35% of our supplies. In 2021, Caleffi and DAB consolidated their positions as respectively n°1 and n°2 of our suppliers.

For fifteen years or so, we have also developed relationships with Chinese and Taiwanese manufacturers, having visited more than 786 factories working in our professions. Today, 35% of our purchasing is from China and Taiwan, where we have around a hundred regular high-quality suppliers. If they are not prevented by health constraints such as those we experienced in 2020 and 2021, our teams make 20 to 30 visits to the country each year, often accompanied by a Chinese colleague who lives in France. She is also responsible for assisting and advising the subsidiaries to develop and facilitate relationships with our industrial partners and their managers.

MORE THAN 786 FACTORIES VISITED

Etablissements Edouard Rousseau has for several years had a commercial branch in Shanghai, where a very loyal team performs controls in the factories and in logistics to optimise container filling. Sferaco was inspired by this organisation, recruiting a Chinese engineer based near Shanghai with the following missions: quality control of foundries and finished products, prospecting for new suppliers, audits under our supplier Code of conduct.

In general terms, these are in-depth site visits: we pay particular attention to employees' working conditions and ensure that no children are present in our partners' workshops and factories (see our extra-financial reporting on page 86 of this universal registration document).

1.9 Our French customers

[28,000 CUSTOMERS IN FRANCE]

> Our biggest customer: 6.2% of turnover.
> The 5 biggest account for represent 24.8%, the 10 biggest 37.1%

Our customers are wholesalers in heating and sanitation, pumps, plumbing fittings, industrial supplies, OEMs, swimming pool professionals, industrialists and all DIY players.

Some of our customers have grown through external growth operations. Others opt for organic growth.

In any event, they are very diverse:

- Independent or subsidiaries of listed or family groups.
- International, national or regional in terms of organisation and logistics.
- Grouped or independent for purchasing, marketing and communications.

They include:

Adeo, Pompac Développement, Saint-Gobain Distribution, Les Mousquetaires, Mr Bricolage, Qérys, Richardson, Descours et Cabaud, Rexel, Kingfisher, Fransbonhomme, Leclerc BBJ, members of Algorel and Socoda.

We have very active commercial presence at the national decision-making centres and points of sale (sales activities, training, etc.).

The organisation of our sales force involves small teams of highly professional and responsive salespeople.

Axelair references at a wholesaler.

Sferaco products at industrial supplies wholesaler.

Jetly references at a wholesaler.

Promotion of the Tallas range on a DIY superstore stand.

Aello products in a swimming pool store for professionals.

1.10 Our customers abroad

[52 COUNTRIES VISITED SINCE 2019]

[16% IN EXPORT BUSINESS]

[3,706 CUSTOMERS]

20 LANGUAGES

spoken by our teams

- Algeria
- Austria
- Belgium
- Benin
- Bosnia and Herzegovina
- Bulgaria
- Cameroon
- Congo
- Croatia
- Czech Republic
- Denmark
- Egypt
- Eire
- Estonia
- Ethiopia
- Finland
- Gabon
- Germany
- Ghana
- Greece
- Guinea
- Hungary
- Italy
- Ivory Coast
- Kenya
- Latvia
- Lituania
- Luxembourg
- Mali
- Mauritania
- Moldova
- Montenegro
- Morocco
- Netherlands
- North Macedonia
- Norway
- Poland
- Portugal
- Romania
- Rwanda
- Senegal
- Serbia
- Slovakia
- Slovenia
- Spain
- Sweden
- Switzerland
- Togo
- Tunisia
- Ukraine
- United Arab Emirates
- United Kingdom

In 2021, due to slower growth than in the French market, exports as a percentage of all our business fell from 18.2% to 16.4%. This is due to our high exposure to industrial businesses in Europe, which have been impacted by supply tensions and the difficulty of physically visiting customers.

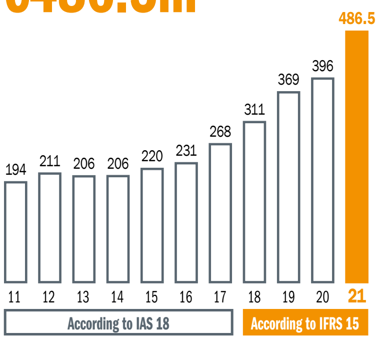
Overseas departments and regions and overseas authorities (DROM-COM) account for 2.2% of the Group's turnover an activity performed by several subsidiaries. **International business now accounts for 14.2% of the Group's turnover.** From the end of the 1960s through to the middle of the 2000s, the group's subsidiaries bought in Europe to sell in France. Today, they buy throughout the world to sell in Europe and Africa via our subsidiaries Syveco, Sodeco Valves, FGinox and Edouard Rousseau. Syveco, set up in 2006, contributed 42.8% of our international turnover in 2021. Sodeco Valves, FGinox and Edouard Rousseau accounted for 49.7% of this business, the remainder coming from our other subsidiaries. Syveco delivers wide ranges of products perfectly suited to market needs to wholesalers from our main stock in Saint-Quentin-Fallavier and to short deadlines. Progress with logistics and shortening in delivery times have simply pushed back our borders, since we are now able to deliver the whole of Europe in 2-6 days. For our African customers, orders are submitted in full and immediately to forwarding agents who ship the merchandise in two or three weeks to the markets concerned. Sodeco Valves, whose head office is in Belgium, delivers in 24-48 hours to its industrial customers, mainly in Belgium, Holland, Germany and Switzerland (there is a commercial branch in each country, with local sales staff). FGinox has an export department and sells its ranges of stainless steel connectors to industrial customers and specialised wholesalers in Europe and Africa. Ets Edouard Rousseau has a sales subsidiary in Spain which stocks and distributes tap ranges for DIY superstores in that country. Our future potential growth margin is immense, judging by the current and future needs of high-development-potential countries and commercial synergies that are gradually emerging between the different subsidiaries concerned.

1.11 Our key financial figures

GROWTH BASED ON ESSENTIAL NEEDS

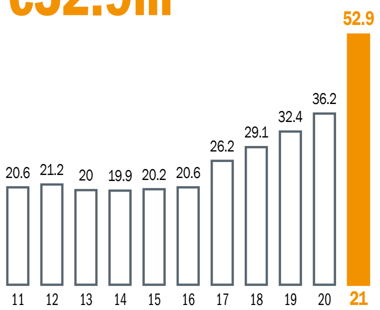
CONSOLIDATED TURNOVER
(in millions of euros)

€486.5m



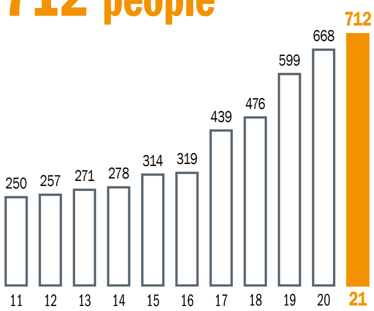
CONSOLIDATED NET PROFIT AS A PORTION OF THE GROUP
(in millions of euros)

€52.9m



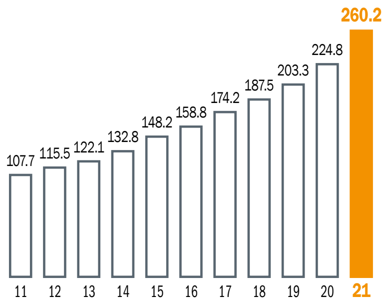
EMPLOYEES

712 people



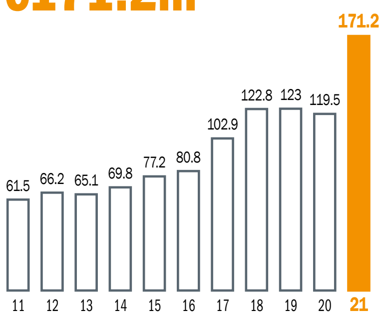
SHAREHOLDERS' EQUITY AFTER DISTRIBUTION OF NET PROFIT
(in millions of euros)

€260.2m



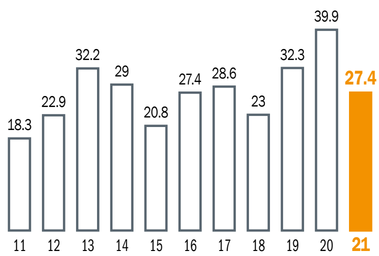
STOCK
(in millions of euros)

€171.2m



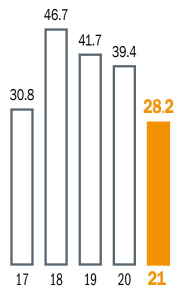
CASH
(in millions of euros)

€27.4m



LOANS AND FINANCIAL DEBT
(in millions of euros)

€28.2m



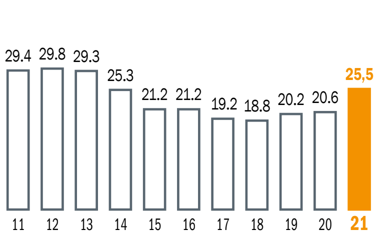
* 2016 and previous years: no loans or debts.

OUR PROFITABILITY RATIOS

Since the key financial figures are for a 10-year period, we worked out the ratios based on a turnover level calculated according to IAS 18 (ie: before reprocessing the IFRS 15 impact).

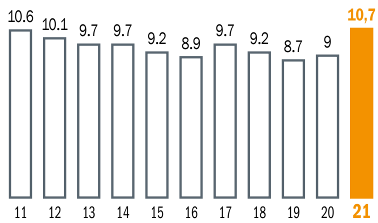
RETURN ON CAPITAL EMPLOYED BEFORE TAXES (ROCE)
(in %)

25.5%



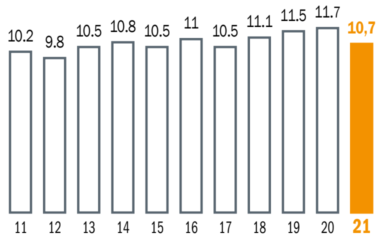
PORTION OF NET PROFIT ALLOCATED TO THE GROUP / TURNOVER
(in %)

10.7%



STAFF COSTS / TURNOVER
(in %)

10.7%



ROCE means Return On Capital Employed, the latter being the aggregate of non-current assets including goodwill and working capital. We have not taken the impact of IFRS 16 restatements into account in these aggregates.

PROFITABILITY RATIOS (IN %)	2021	2020	2019	2018	2017	2016	2015	2014	2013	2012	2011
Operating profit / Turnover	14.8	12.8	12.8	14.0	13.9	13.7	14.1	15.2	15.4	15.7	16.2
Pre-tax return on equity (ROE)	20.3	16.1	15.9	15.5	15.1	13.0	13.6	14.9	16.4	18.4	19.1
Cash flow from operations / Turnover	12.2	10.7	10.2	10.4	11.0	9.9	10.2	11.0	11.1	11.6	11.8

PRODUCTIVITY RATIOS (IN THOUSANDS OF EUROS)	2021	2020	2019	2018	2017	2016	2015	2014	2013	2012	2011
Turnover per employee	693	599	623	662	729	725	727	740	759	819	776

FINANCIAL RATIOS AFTER DISTRIBUTION (IN %)	2021	2020	2019	2018	2017	2016	2015	2014	2013	2012	2011
Cash flow from operations / Equity	23	19	18,7	17	17	14	15	17	19	21	21
Non-current assets + stock / Equity	120	113	121	125	117	96	101	93	92	97	101
Long-term capital / Non-current assets	183	167	165	168	172	219	206	249	261	252	227
Long-term capital / Stocks	152	188	165	153	169	197	192	190	188	175	175

1.12 Our key extra-financial figures

> "We have chosen 19 medium- and long-term priorities"

GOVERNANCE | PEOPLE | ENVIRONMENT | SOCIETAL

Working every day to improve our extra-financial performance, we propose 19 priorities that we are committed to following over the medium-to-long term. They cover four key areas: governance, people, environment and societal.

THE VARIABLE EARNINGS OF OUR CORPORATE OFFICERS AND SUBSIDIARY AND GROUP MANAGERS WILL NOW DEPEND ON THE RESULTS ACHIEVED ON EACH PRIORITY.

Each priority takes the forms of a quantified objective aligned to our consolidated indicators, enabling precise tracking of our extra-financial performance. The 2025 (medium term) and 2030 (long term) milestones reflect the commitment of the current management of Thermador Groupe and shall apply until most of its members retire.

2021 was a year of progress for extra-financial achievements. First of all, we developed our Scope 3 for 2020 and 2021. This scope includes the manufacture of the product, its use, its end of life, upstream and downstream transport and a non-product component. It also presented the opportunity to commit to the Global Compact. Finally, by adopting a Supplier Code of conduct, we are now encouraging our stakeholders to commit to our sustainable development objectives with us.

The Scope 3 target has not yet been determined as current practices diverge and are not based on clear legislation on the elements attributable to Scope 3. We will continue to keep an eye on the regulations and what our peers are doing throughout 2022.

According to Article 19a or Article 29a of Directive 2013/34/EU, *« every non-financial undertaking shall include in its consolidated non-financial statement information on the manner and extent to which the undertaking's activities are associated with economic activities that may be regarded as environmentally sustainable under Articles 3 and 9 of Regulation (EU) 2020/852. »*

Application of this regulation translates for Thermador Groupe as follows:

- Publication of the share of turnover coming from products or services considered as sustainable: our activity as a distributor is not eligible according to the delegated acts on taxonomy that came into force on June 4, 2021, which leads us to consider a share of eligible turnover of 0% for the period.

- Publication of the proportion of our capital expenditure related to assets considered sustainable: our real-estate company SCI Thely has capital expenditure (construction and renovation of buildings) eligible for taxonomy and represents 66.6% of Thermador Groupe's capital expenditure. The Group's other capital expenditure is not eligible for the current version of European taxonomy.

- Publication of the portion of our operating expenses that can be considered sustainable: expenses related to the maintenance and upkeep of the buildings are borne by the tenants, Thermador Groupe subsidiaries, but represent an insignificant amount compared to the other operating expenses. The Group's other expenses are not eligible for the current version of European taxonomy.

2001	2008	2010	2016	2017	2018	2020	2021
Implementation of the **Company savings scheme (PEE)**	JETLY is equipped with an underground **rainwater recovery system**	Thermador Groupe enters the **GAIA index TOP 10**	Appointment of a director **representing employee shareholders**	**1st QLW survey launched.** ADEME support to reduce our **carbon footprint**	**1st extra-financial reporting including sustainable development objectives**	Creation of the **Sustainable Development Committee**	Signatory of the Global Compact Supplier Code of conduct Scope 3 assessment done

Since **2021**, Thermador Groupe has been committed to the UN **Global Compact** responsibility initiative and its 10 principles in the areas of human rights, labour, the environment and anti-corruption.

PRIORITIES & OBJECTIVES

INDICATORS	2020 ACTUAL	2021 ACTUAL	PROGRESS	MEDIUM-TERM OBJECTIVES	LONG-TERM OBJECTIVES
GOVERNANCE					
1 Board of Directors meeting attendance rate	96.9%	100%	● ● ●	≥ 95%	≥ 95%
2 AGM attendance rate	65.8%	71.5%	● ● ○	≥ 68%	≥ 73%
3 Employee shareholding	7.5%	7.0%	● ○ ○	≥ 8.0%	≥ 8.5%
4 Percentage of exposed employees trained in anti-corruption in recent 3 years	73.1%	98.9%	● ● ●	≥ 95%	≥ 95%
HUMAN					
5 Professional equality index (x/100)	87	88	● ○ ○	≥ 90	≥ 90
6 Women in leadership positions	37.5%	39%	● ○ ○	≥ 40%	≥ 40%
7 Average length of service (years)	9.76	9.68	● ● ●	≥ 8	≥ 8
8 Percentage of employees with permanent contracts trained per year (including internal training)	60.6%	72.1%	● ○ ○	≥ 95%	≥ 95%
9 Absenteeism (including long-term sickness)	3.9%	3.4%	● ● ●	< 4%	< 4%
ENVIRONMENT					
10 Scope 1 - Direct emissions - vehicle fleet (eq T CO_2 per vehicle)	2.41	2.81	● ○ ○	< 2.19	< 1.36
11 Scope 1 - Direct emissions - heating and cooling of buildings (eq T CO_2 per km^2)	5.29	6.37	● ○ ○	< 5.70	< 4.44
12 Scope 2 - Indirect emissions from energy consumption of buildings (eq T CO_2 per km^2)	1.91	1.25	● ○ ○	< 0.94	< 0.83
13 Scope 3 - Indirect emissions from products and activities (eq kT CO_2)	207	225	○ ○ ○	Ongoing	Ongoing
14 Waste from our activities (kg/tonnage received)	23.48	20.28	● ● ○	< 20.71	< 18.72
15 Waste recovery	85.2%	90.7%	● ● ●	≥ 90%	≥ 95%
SOCIETAL					
16 Percentage of turnover from rated suppliers	14.2%	17.1%	● ○ ○	≥ 50%	≥ 80%
17 Percentage of turnover achieved with ISO 9001 or 14001 certified suppliers	55.2%	80.4%	● ○ ○	≥ 85%	≥ 90%
18 Percentage of turnover achieved by ISO 9001 or 14001 subsidiaries	27.9%	32.6%	● ○ ○	≥ 70%	≥ 90%
19 Percentage of turnover from suppliers who are signatories to our Supplier Code of conduct or an equivalent charter	N/A	4.8%	● ○ ○	≥ 60%	≥ 80%

● ● ●: beyond medium-term objectives - ● ● ○: hitting medium-term objectives - ● ○ ○: below medium-term objectives

○ ○ ○: ongoing objectives (see p.81) - Eq. T CO_2: tonnes of CO_2 equivalent

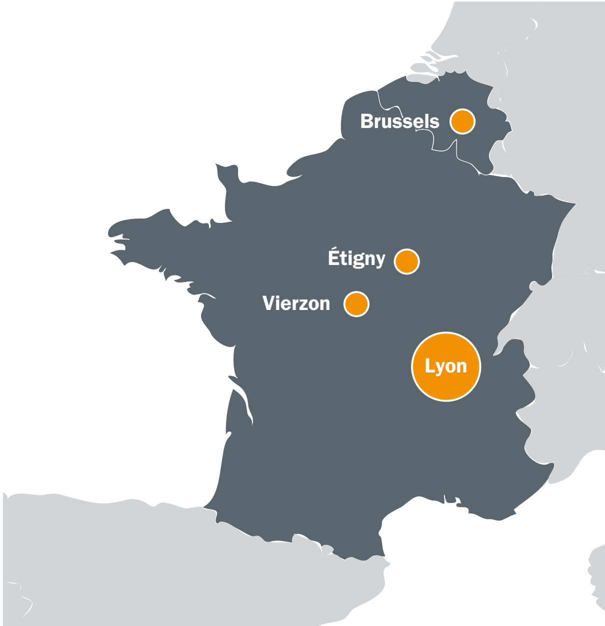
1.13 Our real estate

303,052m² OF LAND

2019	2020	**2021**
296,166m²	303,052m²	**303,052m²**

121,146m² OF BUILDINGS

2019	2020	**2021**
121,452m²	123,074m²	**121,146m²**



> One of our Group's principles is to own its real estate in order to best support the development of our subsidiaries' activities and better control the carbon footprint of our buildings.

Our real estate is the property of S.C.I. Thely which is 100% owned by Thermador Groupe.

One of our Group's principles is to own its real estate in order to best support the development of our subsidiaries' activities and better control the carbon footprint of our buildings. This means that our buildings comply with prevailing regulations. Our office spaces are welcoming and functional and offer a pleasant working environment for our employees.

Our offices are located 25km east of Lyon in the Chesnes Tharabie business park in Saint-Quentin-Fallavier (Isère-38).

This business park is home to the biggest terrestrial logistics platform in France and the third biggest in Europe.

Further to the acquisition of Domac, Sodeco Valves and Etablissements Edouard Rousseau, our real estate has expanded.

Our Domac subsidiary owns a building in Vierzon of 3,857m² on a plot of 9,993m².

Sodeco Valves has a 5,340m² building in Ternat (Brussels) on a plot of 8,450m².

Etablissements Edouard Rousseau owns 9,345m² of buildings located in Etigny (Sens) on a plot of 47,766m².

SCI Thely also acquired a new building (office and warehouse) located in Saint-Quentin-Fallavier for €1,037k, with a surface area of 1,622m² on a 6,886m² plot.

Our property portfolio is healthy. Running it will not give rise to any major charges for operations such as dismantling or decontamination, etc.

Since 2009, our specifications for all new buildings and renovations have taken biodiversity into account, with the choice of local planting and the recovery of rainwater for sanitary purposes. Since 2019, any new constructions for the Group include the installation of photovoltaic panels to cover our own electricity consumption. Our warehouses are built to heights of 14 metres, thus reducing the physical footprint of our buildings.

S.C.I. **THELY** Real estate company created in 1973 to manage the Group's properties.

- Capital of €3,100k owned 100% by Thermador Groupe.
- Total equity at 31/12/2021: €32,893k.
- Loans to Thermador Groupe at 31/12/2021: €21,292k.
- Estimated value of all properties: €66.5m including €58.6m for Thely). (see Note 9 chapter 6.3 Appendix to the annual consolidated accounts, p. 137).
- Net accounting value of all properties: €50,615k.
- **2021 profit: €2,064k (€2,003k in 2020).**

Business park in Saint-Quentin-Fallavier

Preservation of biodiversity

1 Jetly
2 Sectoriel
3 Thermador
4 Thermador Groupe
5 Sferaco
6 Syveco, Isocel
7 PBtub
8 Opaline
9 Dipra
10 Aello and Axelair
11 External tenant
12 Logistics unit FGinox
13 Tertiary building
14 External tenant

LAND RESERVE
A Land on rue du Ruisseau, near Sectoriel
B Land on rue du Ruisseau, opposite Thermador


1 Jetly


2 Sectoriel, Nuair France and Fini


3 4 Thermador Groupe and Thermador


5 Sferaco


6 Syveco and Isocel

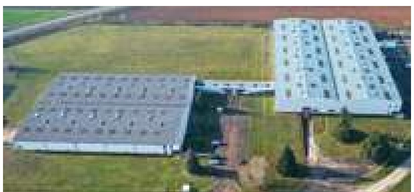

7 PBtub and Axelair


8 Opaline


9 Dipra


10 Axelair - Aello


12 Logistics unit FGinox


Ets Édouard Rousseau (Etigny, France)


Sodeco Valves (Ternat, Bruxelles)

1.14 Our board of directors

Our Board members are chosen for their personalities (straightforward, not self-serving, engaged) and their knowledge of distribution, e-commerce, social networks, innovation triggers and the decision-making processes of institutional and private investors. The diversity of ages, origins and careers guarantees an open-minded approach and protects us from one-track thinking. Of our 11 Board members, 5 are women, 5 are independent and one (female) member represents our employees (see pages 33 to 35).

Guillaume Robin

Chairman & CEO since June 30, 2011.
Board member since April 12, 2010.
End of current mandate: April 2022.

Lionel Monroe

Deputy CEO since April 1, 2021.
Board member since April 6, 2021.
End of current mandate: April 2025.
CEO of Syveco since 2008.

Patricia Mavigner

Deputy CEO since May 1, 2016.
Secretary of the Board since 2016.
Guest of the Sustainable Development Committee.

Lionel Grès

CEO of Axelair since 2015.
Board member since April 6, 2020.
End of current mandate: April 2022.

Yves Ruget

CEO of Thermador since 2014.
Board member since April 6, 2020.
End of current mandate: April 2022.
Guest of the Sustainable Development Committee.

Janis Rentrop

Board member not free of interests since April 10, 2017.
End of current mandate: April 2025.
Independent member of the Earnings Committee.

Olivier de la Clergerie

Independent board member since April 5, 2016.
End of current mandate: April 2023.
Independent Audit Committee member.
Independent member of the Sustainable Development Committee.

Karine Gaudin

Independent board member since April 4, 2011.
End of current mandate: April 2023.
Chairwoman and independent member of the Audit Committee.

Caroline Meignen

Independent board member since April 10, 2017.
End of current mandate: April 2025.
Independent member of the Earnings Committee.

Laurence Paganini

Independent board member since April 10, 2017.
End of current mandate: April 2025.
Chairwoman and independent member of the earnings committee.
Independent member of the Sustainable Development Committee.

Noémie Gonin

Employee board member since April 6, 2020.
End of current mandate: January 2022.
Member of the Earnings Committee.

Mathilde Yagoubi

Independent board member since April 8, 2019.
End of current mandate: April 2023.
Chairwoman and independent member of the Sustainable Development Committee.

1.15 Our executive committee

> 4,3% of the company's capital in all, the members of the executive committee own 396,908 shares

Christophe Arquillière
CEO of Sferaco
since 2016.

Arlette Berliocchi
CEO of Opaline
since 2002.

Philippe Bernardet
CEO of FGinox
since 2009.

Fabienne Bochet
CEO of Isocel
since 2008.

Philippe Bories
CEO of Mecafer
since 2016.
Chairman of Domac
since 2017.

Frank Bourgois
CEO of Jetly
since 2020.

Jérôme Chabaudie
CEO of Aello
since 2016.

Laure Empereur
CEO of Dipra
since 2020.
CEO of Ets Edouard Rousseau
since 2020.

Lionel Grès
CEO of Axelair
since 2015.
Board member.

Xavier Isaac
CEO of Sectoriel
since 2008.
Chairman of Distrilabo
since 2020.

Éric Mantione
CEO of PBtub since 1995.
Chairman of Thermacome
since 2020.

Patricia Mavigner
Deputy CEO of Thermador Groupe
since 2016.
Secretary of the Board of Directors.

Lionel Monroe
Deputy CEO of Thermador Groupe
since 2021.
CEO of Syveco since 2008.
Board member.

Guillaume Robin
Chairman & CEO of Thermador
Groupe since 2011.
Board member.

Yves Ruget
CEO of Thermador
since 2014.
Board member.

Peter Wartel
CEO of Sodeco Valves
since 2019.

1.16 Governance organisation chart

In Thermador Groupe, each and every one of us takes ownership of our rights, duties and responsibilities. Shareholders invest and vote, Board members supervise and challenge, executives create, organise and execute. A key thing about our organisation is that the subsidiary management teams take responsibility for their staff, customers, suppliers, objectives and strategies. This devolved set-up allows space for initiative and gives everyone the chance to grow in their work whilst developing their skills and their expertise.

Sovereign power

Annual General Meeting of shareholders

8,339 individuals and corporate entities

Supervisory power

Board of Directors of Thermador Groupe

11 Board members + Deputy CEO

Executive power

Executive Committee

16 CEOs

16 management teams

17 commercial subsidiaries, 1 communications agency, 1 real estate company

Human capital: 712 employees

2. REPORT ON CORPORATE GOVERNANCE

2.1 Organisation chart

Thermador Groupe

Guillaume Robin Chairman & CEO	**Lionel Monroe** Deputy CEO	**Patricia Mavigner** Deputy CEO
		IT direction

Shares held by Thermador Groupe

HEATING SANITARY PLUMBING VENTILATION

Company	Manager	Shares held
thermador	**Yves Ruget** CEO Page 34	100%
PBtub	**Éric Mantione** Chairman of Thermacome CEO of PBtub Page 31	100%
THERMACOME	**Florent Kieffer** CEO	100%
Axelair Ventilation / Vortice	**Lionel Grès** CEO Page 34	100%

INDUSTRY

Company	Manager	Shares held
sferaco	**Christophe Arquillière** CEO Page 30	100%
Sectoriel / Nuair France	**Xavier Isaac** Chairman of Distrilabo CEO of Sectoriel Page 31	100%
Distrilabo	**Anne-Sophie Bultey** CEO	100%
FGinox	**Philippe Bernardet** CEO Page 30	100%
Syveco	**Lionel Monroe** CEO Page 33	100%
Sodeco valves	**Peter Wartel** CEO Page 31	100%

DIY

Shares held	Company	Manager
100%	Mecafer / Domac	**Philippe Bories** Chairman of Mecafer Chairman of Domac Page 30
98%	Dipra	**Laure Empereur** CEO of Ets Edouard Rousseau and Dipra Page 30
100%	Edouard Rousseau	

MANUFACTURERS

Shares held	Company	Manager
100%	Isocel	**Fabienne Bochet** CEO Page 30

PUMP COLD WATER SWIMMING POOL

Shares held	Company	Manager
100%	aello	**Jérôme Chabaudie** CEO Page 30
100%	Jetly	**Frank Bourgois** CEO Page 30

COMMUNICATION

Shares held	Company	Manager
100%	Opaline	**Arlette Berliocchi** CEO Page 30

REAL ESTATE

Shares held	Company	Manager
100%	Thely	**Patricia Mavigner** Managing partner Page 33

2.2 Executive committee

People sometimes ask us about the suitability of our organisation chart, which depicts as many management teams as subsidiaries. Is this not overly-expensive, they ask?

We believe, on the contrary, that the proven efficiency of small, specialised and highly-motivated groups is a source of productivity and savings.

The 18 CEOs, management teams of subsidiaries indeed do have maximum freedom to develop their companies, benefiting from the support of Thermador Groupe which provides them with the financial, real estate and IT resources they need. They are in very close touch with the market, have numerous years of experience in the Group and in-depth knowledge of their professions.

Day-to-day, Guillaume Robin relies on Lionel Monroe and Patricia Mavigner to manage the Group.

Twice per month, the managers get together during executive Committee lunches to discuss Group news. Twice a year, they spend one or two days together offsite to reflect on and discuss our objectives, strategy, implementation, environment, issues and organisation.

The strategy and possible options are written in collaborative mode so as to obtain total buy-in and heightened operational efficiency when decisions are taken.

We meet with 118 managers and supervisors from the Group in February each year at the 'Objectives, Strategies, Projects and Challenges' presentations made by each subsidiary. The audience – 34.1% women – is then invited to question the subsidiary managers on their visions, analyses, decisions and forecasts. The Board members and auditors are also involved in these events.

Finally, the Comex members run transversal groups per market (construction, industry and DIY) and per function, in which managers and supervisors from all the Group's companies can intervene.
















2.2 Executive committee

Christophe Arquillière

sferaco ROBINETTERIE, COMPTEURS & RACCORDS

- CEO of Sferaco since 2016.
- Joined in 2007.
- Born in 1968.
- French nationality.
- **11,202 shares held.**

Education and professional background:

- 1992: Graduate of EM Lyon business school.
- 1994-2005: Site Director, Darty.
- 2005-2007: Site Director, Lapeyre Saint-Gobain.

Arlette Berliocchi

Opaline agence de communication globale

- CEO of Opaline since 2002.
- Joined in 2002.
- Born in 1970.
- French nationality.
- **9,363 shares held.**

Education and professional background:

- 1993: Graduate of HEC business school.
- 1994-1996: Product Manager at Henkel France.
- 1997-2001: Marketing Manager at Joker Fruit Juices.

Philippe Bernardet

FGinox La solution globale pour vos besoins en inox

- CEO of FGinox since 2009.
- Joined in 2017.
- Born in 1958.
- French nationality.
- **364 shares held.**

Education and professional background:

- 1981: Business School Diploma Clermont-Ferrand.
- 1987-2006: Director of subsidiaries and regions of Kloëckner Distribution Industrial (Kloëckner & Co group).
- 2006-2009: Experience in taking over companies.
- 2009-2011: CEO of FGinox and GMR (Groupe FAREX).

Fabienne Bochet

ISOCEL

- CEO of since 2008.
- Joined in 2001.
- Born in 1974.
- French nationality.
- **85,065* shares held.**

Education and professional background:

- 1996: Graduate of Toulouse Business School.
- 1997-1999: Caritas Lebano.
- 1999-2001: Sales Administration in a distribution SME.

Philippe Bories

mecafer domac

- Chairman of Mecafer since 2016.
- Chairman of Domac since 2017.
- Joined in 2015.
- Born in 1961.
- French nationality.
- **45,792 shares held.**

Education and professional background:

- 1984: Graduate of EM Lyon business school.
- 1985-1989 : Regional Key Accounts Manager for Cogesal (Unilever).
- 1990-1996: Marketing and Key Account Management functions at Black & Decker.
- 1996-2015: Sales Director and M.D of Mecafer.

Frank Bourgois

Jetly Ma préférence

- CEO of Jetly depuis 2020.
- Joined in 2002.
- Born in 1968.
- French nationality.
- **5,469 shares held.**

Education and professional background:

- 1993: Institut Commercial de Nancy graduate.
- 1998-2000: Regional Director for West Paris at Kraft Foods.
- 2000-2019: Sales Director at Jetly.

Jérôme Chabaudie

aello

- CEO of Aello since 2016.
- Joined in 2015.
- Born in 1965.
- French nationality.
- **8,890 shares held.**

Education and professional background:

- 2001: Graduate, ICG business school.
- 1993-2015: Sales and Marketing Director of CEC Piscine.

Laure Empereur

Edouard Rousseau DIPRA

- CEO of Dipra and Ets Edouard Rousseau since 2020.
- Joined in 2019.
- Born in 1981.
- French nationality.
- **50 shares held.**

Education and professional background:

- 2004: Graduate of Grenoble School of business.
- 2005-2011: Various commercial functions at Microsoft France.
- 2011-2014: Procurement and Supply Chain Director at Spigraph.
- 2015-2019: Sales and Operations Director at Addev Materials.

** beneficiaries of the 2010-2020 free share plan.*

Lionel Grès

- CEO of Axelair since 2015.
- Board member.
- Joined in 2013.
- Born in 1967.
- French nationality.
- **6,391 shares held.**

Education and professional background:

- See page 34.

Xavier Isaac

- CEO of Sectoriel since 2008.
- Chairman of Distrilabo since 2020.
- Joined in 2000.
- Born in 1969.
- French nationality.
- **63,612* shares held.**

Education and professional background:

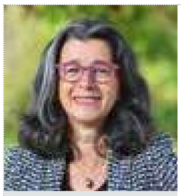
- 1992: Graduate of the National Polytechnic Institute in Grenoble.
- 2006: ICG Diploma.
- 1993-1996: Export Sales Engineer for Heidelberger Zement (HeidelbergCement) in Germany.
- 1996-2000: Valves Product Manager at Spirax Sarco.

Éric Mantione

- Chairman of Thermacome since May 1, 2020.
- CEO of PBtub since 1995.
- Joined in 1990.
- Born in 1959.
- French nationality.
- **148,563* shares held.**

Education and professional background:

- 1982: Graduate, EM Lyon business school.
- 1982-1987: Sales Manager of a subsidiary of the Descours and Cabaud group.
- 1987-1990: Regional IDF Director, Hachette Groupe livre.



Patricia Mavigner

- Deputy CEO of Thermador Groupe since 2016.
- Secretary of Thermador Groupe's Board since 2016.
- Joined in 2000.
- Born in 1968.
- French nationality.
- **18,102 shares held.**

Education and professional background:

- See page 33.

Lionel Monroe

- CEO of Syveco since 2008.
- Joined in 2006.
- Born in 1967.
- French nationality.
- **82,192* shares held.**

Education and professional background:

- See page 33.

Guillaume Robin

- Chairman & CEO of Thermador Groupe since 2011.
- Board member since 2010.
- Joined in 1999.
- Born in 1965.
- French nationality.
- **68,303* shares held.**

Education and professional background:

- See page 33.

Yves Ruget

- CEO of Thermador since 2014.
- Board member.
- Joined in 2012.
- Born in 1971.
- French nationality.
- **5,000 shares held.**

Education and professional background:

- See page 34.

Peter Wartel

- CEO of Sodeco Valves since 2019.
- Joined in 2017.
- Born in 1968.
- Belgium nationality.
- **436 shares held.**

Education and professional background:

- 1989: Bachelor in Marketing, Honim, Brussels.
- 1993: Masters in Industrial Psychology, VUB, Brussels.
- 1993-2012: Career in various sales sectors.
- 2012-2019: Commercial Director at Sodeco Valves.

** beneficiaries of the 2010-2020 free share plan.*

2.3 Board of directors

2.3.1 Principle of governance and constitution

Work session of board of directors.

In writing this report, the Chairman referred to the Middlenext corporate governance code published in December 2009 and updated in September 2021. All Board members are aware of the vigilance points appearing in this code.

It has now been adopted by over 200 listed and unlisted companies and is freely accessible on the Middlenext website, in French and in English.

In-house regulations of the Board of Directors are available on the Group's website.

From the outset, towards the end of the 1960s, the five founders (G. Vincent, J. Borde, H. Fournier, M. de Sereys and G. Boreil) decided that their children would not have positions of responsibility within the company. Thermador Holding was created in 1986 with a view to a listing on the Stock Exchange in 1987 on Lyon's second market. The main objectives going public were:

- to ensure the durability and development of the Group's companies,
- to facilitate the liquidity of the founders' equity for the present and moving forward,
- to satisfy and incentivize a large number of outside shareholders to allow a suitable degree of independence to the minority executive directors.

Today, according to Euronext, our float represents 80% of the Group's capital. The 18 corporate officers own 4.3% of the capital. Excepting unusual circumstances, we expect that this share will continue to fall with the departure of the old guard and the arrival of younger CEOs.

Employees own 4.5% of the capital directly and via the Thermador Groupe FCPE (mutual fund), investors 48.5%, and individual shareholders 40.9%.

This distribution of capital and the rapid development of our professions encouraged us to change our Board of Directors in 2016 and 2017.

The Board members who have arrived during the period have been chosen for their personalities (straightforward, not self-serving, committed) and for their knowledge of the distribution, e-commerce, social media, innovation catalysts and decision processes in institutional and individual investment fields. Their diversity of ages, origins and careers guarantee greater openness and protect us from the dangers of one-track thinking on the Board of Directors. Amongst the 11 Board members, 5 are women and 5 are independent.

Seats on the Board are distributed as follows:

- One Board member, Chairman and CEO of Thermador Groupe.
- One Board member and Deputy CEO of Thermador Groupe.
- One Secretary of the Board and Deputy CEO of Thermador Groupe.
- One Board member not free of interest, proposed by our biggest shareholder and representing institutional investors more generally.
- Two Board members not free of interest, operational managers of two of the Group's trading subsidiaries.
- One Board member not free of interests representing the employees.
- Four independent Board members.
- One independent Board member representing individual shareholders.

This balance will give all shareholders the assurance of permanent surveillance of orientations and strategic decisions proposed by the operational managers and the proper functioning of the Board of Directors.

45% OF WOMEN

So as to maintain permanent contact with the reality of business on the ground, Board members will be involved in the 'Objectives, Strategies, Projects and Challenges' day during February, during which the subsidiary CEOs outline their vision for the year ahead. Each month, they receive reports written by each subsidiary CEO and can question the management of the Group on their content. For the same reason, we organize direct meetings between Board members and members of the executive Committee, concurrent with Board meetings.

Since 2016, every year we have confirmed the succession process for the Chairman and CEO in the event of an accident or sudden unavailability.

To date, Jean-François Bonnefond, Chairman of Jetly and Deputy CEO of Thermador Groupe, has carried that responsibility. Planning ahead for his retirement and the end of his term of office as Board member in April 2021, Thermador Groupe's executive Committee met for the first time in conclave in July 2020 to collectively choose the person among them with the qualities to succeed him and the will to replace him. After three rounds of voting, a majority emerged in favour of Lionel Monroe, currently CEO of Syveco. The Board members, involved in this new process from the outset to define the target profile, approved this decision at the Board meeting held on July 29, 2020.

The rules of procedure of the conclave are available for consultation on our website.

2.3.2 Make-up of our Board of Directors

· Born in 1968
· French nationality
· **Number of shares held: 18,102.**

Patricia Mavigner

· Deputy CEO of Thermador Groupe since May 1, 2016.
· **Secretary of the Board Thermador Groupe since 2016.**
. Joined the Group in 2000 as Sferaco's Administrative Director.
· Managing partner of SCI Thely and Sodalis Investment COMM VA.
· Member of the Supervisory Board of Deco Holding BVBA.
· No other mandate is exercised outside the Group.
· Permanent guest of the Sustainable Development Committee.

Education and professional background:

· 1991: Graduate of EM Lyon Management School.
· 1996: DECF (chartered accountant).
· 1991-2000: Auditor and Senior Manager at PriceWaterhouseCoopers (including 2 years in the United Kingdom).

BOARD MEMBERS NOT FREE OF INTERESTS

· Born in 1965
· French nationality
· **Number of shares held: 68,303.**

Guillaume Robin

· Chairman and CEO of Thermador Groupe since June 30, 2011.
· Board member since April 12, 2010. End of current mandate: April 2022.
· Joined the Group in 1999 as Sales Manager at PBtub.
· CEO of Thermador Groupe from April 13, 2010 to June 30, 2011.
· Permanent representative of Thermador Groupe on the Boards of Aello, Jetly, Sferaco, Thermador, Sectoriel and Axelair.
· Chairman of FGinox, PBtub, Isocel, Syveco, Sferaco, Thermador and Sectoriel.
· Representative of Thermador Groupe, Chairman of Etablissements Edouard Rousseau and Opaline.
· Representative of Thermador Groupe, sole Board member of Rousseau SA (Spain).
· General representative of Etablissements Edouard Rousseau's branch in Shanghai.
· Board member of Middlenext.
· Member of orientation committee of Lyon Place Financière association.
· No other mandate is exercised outside the Group.

Education and professional background:

· 1989: Graduate of the UTC Compiègne Engineering School, specialising in mechanical engineering.
· 1991: CESMA MBA graduate, EM Lyon.
· 1991-1998: Sales Manager for a subsidiary of the Descours and Cabaud group.

· Born in 1967.
· French nationality
· **Number of shares held: 82,192.**

Lionel Monroe

· Deputy CEO since April 1, 2021.
· Board member since April 6, 2021. End of current mandate: April 2025.
· Managing partner of Sodeco Valves BV (NL), Sodeco Armaturen GmbH (DE) and Sodeco Valves AG (CH). Board member of Sodeco Valves NV (BE) and of Sodalis Investment NV (BE). Representative of Thermador Groupe on Deco Holding NV (BE).
· CEO of Syveco since 2008.
·Audit Committee member.
· No other mandate is exercised outside the Group.

Education and professional background:

· 1990: Graduate of Business School of Paris.
· 1992-1996: Sales Manager of Regional on Mars.
· 1996-2006: Director of Zone Export Groupe Deveaux textiles (of which 3 years in U.S.A.).

2.3 Board of Directors

BOARD MEMBERS NOT FREE OF INTERESTS

Yves Ruget

- Board member since April 6, 2020. End of current mandate: April 2022.
- Joined the Group in 2012 as Director of Trade and Development of Thermador.
- CEO of Thermador since 2014.
- Permanent guest member of the Sustainable Development Committee.
- No other mandate is exercised outside the Group.

- Born in 1971
- French nationality
- **Number of shares held: 5,000.**

Education and professional background:

- 1995: UTC Engineering Graduate.
- 1997: MBA Graduate, EM Lyon business school.
- 1998-2005: Development department, Forsym Groupe.
- 2005-2012: Sales management, Group JBT.

Lionel Grès

- Board member since April 6, 2020. End of current mandate: April 2022.
- Joined the Group in 2013 as Project Manager.
- CEO of Axelair since 2015.
- No other mandate is exercised outside the Group.

- Born in 1967
- French nationality
- **Number of shares held: 6,391.**

Education and professional background:

1990: Graduate Engineer Arts & M tiers Paris Tech.
- 2003: Graduated with an MBA from EM Lyon.
- 1991-1995: Applications Engineer at Johnson Controls France - refrigeration components.
- 1995-2001: Product Manager Europe JCI Regelungstechnik (Essen - Germany) - motorised valves and regulation.
- 1998-2001: Product Marketing Director Europe Johnson Controls (Milan - Italy) - HVAC products.
- 2001-2005: Director Rh ne Alpes Johnson Controls - air conditioning, industrial refrigeration, regulation and BMS.
- 2005-2013: Executive Manager: Emat France (Heating for large volumes).

Janis Rentrop

- Board member since April 10, 2017. End of current mandate: April 2025.
- Since 2021: Lawyer at DLA Piper in Cologne.
- 2012-2019: Appointed representative of Investmentaktiengesellschaft für langfristige Investoren TGV at several European companies' AGMs.
- **Independent member of the Earnings Committee.**
- No other mandate is exercised outside the Group.

- Born in 1989
- German nationality
- **Number of shares held: 420.**

Education and professional background:

- 2010-2014: Masters in law from the University of Paris I Panth on-Sorbonne and LL.B from Cologne University.
- 2016: First State Exam for legal professions in Cologne.
- 2018 - 2020: Preparation for the Second State Examination down a diversified career path (including: Permanent Representation of Germany to the EU in Brussels, business law firms Allen & Overy and DLA Piper).
- 2020: Second state examination for the legal profession in Düsseldorf.
- 2020-2021: Lawyer at DLA Piper in Cologne.

SALARIED BOARD MEMBER

Noémie Gonin

- Board member since April 6, 2020. End of current mandate: January 2022.
- Joined the Group in 2017 as Syveco's Sales Executive for the United Kingdom and Ireland.
- Elected as employee representative on the Supervisory Board of Thermador Groupe FCPE (mutual fund) in 2019.
- **Member of the Earnings Committee.**
- No other mandate is exercised outside the Group.

- Born in 1991
- French nationality
- **Number of shares held: 10.**

Education and professional background:

- 2013: Professional Master's Degree: Trilingual Negotiator in International Trade - Stendhal Grenoble 3 University.
- 2014-2016: Manager of Ostria Lefkada Hotel, Greece.

INDEPENDENT BOARD MEMBERS

- Born in 1972
- French nationality
- **Number of shares held: 1,000.**

Olivier de la Clergerie

- Board member since April 5, 2016. End of current mandate: April 2023.
- Since 2001: CEO of Groupe LDLC.
- **Independent Audit Committee member.**
- **independent member of the Sustainable Development Committee.**
- No other mandate is exercised outside the Group.

Education and professional background:

- 1994: Graduate, ECAM engineering school.
- 1996: Graduate, EM Lyon business school.

- Born in 1966
- French nationality
- **Number of shares held: 1,044.**

Karine Gaudin

- Board member since April 4, 2011. End of current mandate: April 2023.
- Since 2020: Founder of 2econde LIGNE
- Since 2021: Co-Manager of Pep's Advisory.
- **Chairwoman and independent member of the Audit Committee.**

Education and professional background:

- Graduate of Audencia, Nantes Business School.
- Qualified chartered accountant.
- 2018-2019: Director Norimagerie.
- 2015-2017: Director of Innovation & Supply Engineering - COVED.
- 2001-2015: Deputy Managing Director, in charge of change management - Lamy Lexel.

- Born in 1961
- French nationality
- **Number of shares held: 374**

Caroline Meignen

- Board member since April 10, 2017. End of current mandate: April 2025.
- Since 2006: active management of a stock exchange portfolio of around 100 lines, including Thermador Groupe and a member of private shareholders' consultative committees at Axa group, Engie and Wavestone. Attendance at thirty or so Annual General Meetings, private shareholder meetings and SFAF meetings.
- **Independent member of the Earnings Committee.**
- No other mandate is exercised outside the Group.

Education and professional background:

- 1983: Master's degree in Economic Sciences, University of Paris II Assas.
- 1983-2006: Banque de France, 24-year career in different departments (stock, accounting, over-indebtedness, etc.). Trainer in economics for the internal accounting secretary competitive exam.

- Born in 1964
- French nationality
- **Number of shares held: 570.**

Laurence Paganini

- Board member since April 10, 2017. End of current mandate: April 2025.
- Since 2013: CEO of Kaporal Groupe, a French clothing brand based to Marseille.
- **Chairwoman and independent member of the Earnings Committee.**
- **Independent member of the Sustainable Development Committee.**
- Mandate held outside the Group: Chairwoman of Procos, a specialist trading federation and elected member of Marseille - Provence Chamber of Commerce and Industry.

Education and professional background:

- 1985: Graduate of University Paris Dauphine, Masters degree in Finance and Strategy.
- 1987: Graduate of ESSEC Business School.
- 1997-2006: Career at Carrefour in different executive director positions, including group Marketing Director.
- 2006-2008: CEO of Marionnaud.
- 2009-2012: CEO of 3 Suisses.
- 2019: 'Woman Executive of the Year' trophy.

- Born in 1987
- French nationality
- **Number of shares held: 101.**

Mathilde Yagoubi

- Board member since April 8, 2019. End of current mandate: April 2023.
- Since 2020 - General Delegate of Game Only, an association of video game companies in Auvergne-Rhône-Alpes.
- Since 2017: Lecturer in market surveys and business plans - Ecole Sup rieure du Digital.
- **Chairwoman and independent member of the Sustainable Development Committee.**
- No other mandate is exercised outside the Group.

Education and professional background:

- 2010: Graduate of Lyon's school of political science - Management of Institutions.
- 2011-2015: Expert consultant in private fund-raising - Aklea law firm.
- 2016-2019: Founder and Chairman of Fundy, a pioneering start-up in phygital sales of innovative products.

2.3 Board of Directors

2.3.3 Work of the Board of Directors in 2021

BOARD MEMBERS' PHYSICAL ATTENDANCE RATE: **100%**

Board of directors, October 14, 2021.

During the financial year, the Board met formally on 6 occasions, in particular to:

- Attend the 'The subsidiaries' objectives, strategies, projects and challenges' day on February 2, 2021 in the presence of the auditors and 118 Group employees.
- Attend 5 Board meetings:
  - To talk about the suitability of certain development projects with a high potential impact on assets (acquisitions, founding of companies, extension to the property portfolio, etc.).
  - Where appropriate, the operational implementation of some of those projects was authorised.
  - To close quarterly turnovers and annual and half-year consolidated financial statements.
  - To authorise the negotiation and signature of bank loans and their conditions.
  - To validate the nomination of members of the ethics committee, introduced further to the Sapin 2 law, and the committee's charter defining its functioning.
  - To emphasise the 18 vigilance points of the 2021 Middlenext governance code and invite the Board members to formulate their remarks on their content.
  - To amend the internal regulations of the Board of Directors rules. These company regulations are available on our website: www.thermador-groupe.fr.
  - To identify and manage possible conflicts of interest between Board members, Thermador Groupe and shareholders. **No conflict of interest was identified** (The only business link identified was a €2,600 purchase from Groupe LDLC).
  - To confirm a **succession process** in case of a sudden accident or unavailability of the Chairman & CEO. The principle of a **conclave** held by the Executive Committee was validated by the Board members, who also drafted its internal regulations, which are now available on the Group's website (see page 32).
  - To extend the powers of **the Earnings Committee to nominations.**
  - To propose new Board members to replace mandates arriving at term.
  - To self-assess the operations of the Board of Directors via a written questionnaire and to produce a summary of answers from its members. In 2021, our independent Board member Olivier Villemonte de la Clergerie has been in charge of this self-assessment.
  - After having taken note of the conclusions of the Earnings Committee, to modify the monthly salaries of Patricia Mavigner and Guillaume Robin, and to decide on the variable part of Patricia Mavigner's and Guillaume Robin's earnings (see page 39).
  - After reviewing the conclusions of the Earnings Committee, defining the re-invoiced amount of Lionel Monroe's remuneration.
  - To authorise the payment of attendance fees to Karine Gaudin, Caroline Meignen, Laurence Paganini, Janis Rentrop, Olivier Villemonte de la Clergerie and Mathilde Yagoubi.

- To increase the payment per Board meeting by 3%, on condition that external Board members attendance fee.
- To authorise the signing of a lease amendment to implement a 3.88% rent increase as of January 1, 2022.

Board members' physical attendance rate at Board meetings was **100%.**

We would warmly like to thank our Board members for their exemplary cooperation and the additional provided work within the committees.

2.4 Audit Committee

In compliance with the Middlenext Code's recommendation n°6, the Board decided to set up an Audit Committee in 2018. It was created on July 25, 2018 at the time of closing the half-year accounts.

The Audit Committee meets 2-4 times per year, upon announcement of its Chairman, or at the request of the Chairman of the Board of Directors, to address procedures for preparing financial information, efficiency of information systems, and periodic controls of accounting and financial information.

In 2021, the committee met three times, with 100% attendance and lasting for 2-3 hours. The Audit Committee is comprised of three members, two of whom are considered independent in the sense of the enterprise governance code, having specific skills in accounting and finance and/or communications, in a listed company.

The Audit Committe's three members are Karine Gaudin (Chairwoman and independent member), Olivier de la Clergerie (independent member) and Lionel Monroe.

The Deputy CEO responsible for finance and information systems in her capacity as financial director, the Financial Controller, and any other Group employee whose functions can contribute to internal control can be heard by the committee. Audit Committee members receive the conclusions of the auditors' work on the interim and end-of-year accounts. To fulfil its mission, it has access to all forms of information and documents and can call upon any manager of the company. The Audit Committee reports on its missions to the Board of Directors.

The committee met on February 15, 2021 to discuss the following topics:

- Review of the 2020 consolidated and annual accounts.
- Presentation by the Statutory Auditors of a summary of their work and their audit process.
- Review of the Independent Third Party's certification of the CSR report.
- Update on the quality of the accounts closing process.

The committee met on July 25, 2021 to discuss the following topics:

- Review of the half-yearly accounts at June 30, 2021.
- Presentation by the Statutory Auditors of a summary of their work.
- The main risk areas and the effectiveness of internal controls.
- Review of anti-corruption system and alerts.
- Subjects of procedure reviews to be carried out by our Statutory Auditors as part of their interim review.

The committee met again on October 8, 2021 to discuss the following topics:

- The situation at September 30, 2021 presented by the deputy CEO in charge of finance.
- Accounting options and closures for the year and regulatory developments.
- Review of the anti-corruption system with monitoring of employee training actions, assessment of third parties and roll-out of our responsible purchasing charter.
- Main risk areas and the internal control system.

The accounts are presented to the Audit Committee. They are drawn up by our accounting departments and supervised by the administrative directors, who often have several years' experience working in auditing or accounting firms.

All the subsidiaries' accounts are audited by an external auditor.

The accounts are then checked and consolidated by the deputy CEO in charge of the finances of Thermador Groupe and the financial controller. The Thermador Groupe accounts are audited by our two auditors: Mazars and Cabinet Royet.

In addition, the financial markets authority (AMF) carries out its own controls.

At this stage, we already have three levels of control, one of which (the auditors) is independent of the company. It is the Board of Directors who must, after the controls, vouch for the General Meeting of Shareholders, which is the legally sovereign body.

67% OF MEMBERS
ARE INDEPENDENT

Audit Committee, October 8, 2021.

2.5 Sustainable Development Committee

2.5.1 Committee members

Mathilde Yagoubi - Chairwoman and independent board member.

Laurence Paganini - Committee member, independent board member and Chairwoman of the Earnings Committee.

Olivier de la Clergerie - Committee member, independent board member and member of the Audit Committee.

Patricia Mavigner - Permanent guest, deputy CEO of Thermador Groupe.

Nicolas Klein - Permanent guest, SQE technician at Sferaco, coordinator of the work of I-Care, the agency which helped us calculate the Group's Scope.

Yves Ruget - Permanent guest, CEO of Thermador.

Nicolas Klein and Patricia Mavigner - Nicolas Klein will become responsible for missions sustainable development within Thermador Groupe, April 1, 2022.

2.5.2 The committee's role and objectives

The general role of the committee is to assist the Board of Directors in monitoring issues relating to corporate social, societal and environmental responsibility (CSR) so that Thermador Groupe can best anticipate the opportunities, risks and challenges associated with it. The work of the committee should facilitate the decisions of the Board with regard to sustainable development.

Decisions and associated responsibilities rest with the board members and executive officers.

Following feedback from the Group's stakeholders, in particular investors, one of the committee's first objectives was to monitor the improvement of the Extra-Financial Performance Statement (EFPS) and so enable the Group to better meet market expectations. Progress was monitored simultaneously by the Earnings Committee, as the requirements for transparency on the earnings of corporate officers are linked to the extra-financial performance indicators, and by extension to Thermador Groupe's CSR roadmap.

2.5.3 Overview of the committee's work in 2021

Meetings and training

Meetings of the Sustainable Development Committee

The committee met three times in 2021: March 30, July 23 and December 1. The attendance rate was 100%.

In addition to the committee meetings, the Chairwoman of the SD Committee and the Chairwoman of the Earnings Committee, also a member of the SD Committee, were mandated by the Group to attend a meeting of investors and voting advisors to better understand investors' expectations regarding extra-financial information.

The Chairwoman of the Committee also participated in a working meeting reviewing the Group's sustainability objectives and the associated numerical targets.

Training of committee members

The Chairwoman attended two training courses in 2021 with the association Middlenext and with Finexfi, for a total of 13 days.

The other members of the committee and Thermador Groupe executives will receive training on the basics of CSR in 2022. The Chairwoman will continue to attend regular training courses to maintain and expand her expertise in this area.

Achievements

In addition to its creation at the beginning of 2021 and the start-up of its operations under the governance of Thermador Groupe, the Sustainable Development Committee has in particular monitored the Group's implementation of short, medium and long-term sustainable development objectives, directly linked to its strategy and activities. In particular, the committee closely followed the work carried out on the measurement of Scope 3 by a specialised consultancy firm. This measurement will generate further work for the committee in 2022, since it will involve ensuring that the objectives to be achieved by the Group within that scope are properly defined in the short, medium and long term.

Also, the committee tracked the work carried out with a view to improving the Group's 2021 EFPS, in particular in meeting the expectations of Thermador Groupe stakeholders and to better understanding the actions carried out within the subsidiaries and how they join up with the Group's objectives, its strategy, its businesses and its values. A review of the sustainable development objectives, their prioritisation and their link with quantified short, medium and long-term objectives formed a large part of the committee's work in 2021.

Finally, the committee was kept regularly informed of regulatory and legislative developments in the field of CSR and their direct or indirect implications for the Group's activities.

2.6 Executives' earnings

2.6.1 The Earnings Committee

In accordance with recommendation no. 6 of the Middlenext code, the Board elected to set up an Earnings Committee. This was completed on November 27, 2020 when the first meeting took place.

The role of the Earnings Committee concerns the determination of the various components of Thermador Groupe executive directors' remuneration. The committee has also attributions concerning the compensation allocated to the external board members: their envelope and their distribution. In addition, it supervises overall earnings practices and ensures that they comply with current regulations and codes of governance. Its mission is to prepare and facilitate the Board's decisions within its scope of competence. Legal decisions are made by the Board of Directors and the General Meeting of Shareholders.

The Earnings Committee meets at least three times per year, in particular prior to any Board meeting deciding on executive directors' earnings or on the allocation of the earnings package for directors. Committee members have full and regularly-updated information.

In 2021, the Earnings Committee met three times for 3 hours, with an attendance rate of 100%. It has four members: Laurence Paganini (committee Chairwoman and independent director), Caroline Meignen (independent director), Noémie Gonin (employee director), and Janis Rentrop (non-interest director).

The Chairwoman and members are proposed by the Chairman of the Board of Directors and appointed by the Board from among its members and in consideration of their independence, experience and skills. The Earnings Committee reports to the Board of Directors on its work.

The Earnings Committee met on January 8, 2021 and addressed the following topics:

- Recommendations for 2021 annual variable earnings criteria
- 2021 earnings policy and drafting of the 2020 URD.

The Earnings Committee met on September 24, 2021 and addressed the following topics:

- 2022 earnings policy based on the Group's historical practices and on a benchmark with comparable companies.
- Recommendations for 2022 annual variable compensation criteria for executive directors Guillaume Robin and Patricia Mavigner.

The Earnings Committee met again on December 8, 2021 and addressed the following topics:

- Finalisation of the proposals concerning the terms and conditions of the variable earnings of executive directors for 2022.
- Review of the 2021 year-end bonus package in the subsidiaries and decisions on 2021 year-end bonuses and salaries of subsidiary executives for 2022.
- Review of the decisions regarding the 2021 year-end bonuses for the executives of Thermador Groupe.
- Discussions around the proposed changes to Thermador Groupe executives' monthly earnings and benefits for 2022.
- Validation of the 2021 earnings allocated for external board members.
- Discussions around earnings allocated to directors per board meeting for 2022 as well as the amounts allocated for the committees (Audit, Earnings and Sustainable Development).
- Proposed committee meeting schedule for 2023.
- Committee members' training in 2022.
- Work on the drafting of the 2021 URD.

From 2022 onwards, the committee's tasks will change. It will be established as a Earnings and nominations Committee. Consequently, the committee will make recommendations to the Board of Directors regarding:

- the appointment or renewal of Board members,
- composition of the Board's committees,
- appointment of the Chief Executive Officer and the Deputy CEOs.

2.6 Executives' earnings

2.6.2 Earnings policy

General points

Once per year, in December, the Board of Directors takes note of the Earnings Committee's conclusions to review the fixed and variable parts of executives' salaries, the final decisions on the subsidiaries' CEOs being the purview of the Boards of Directors of the subsidiaries concerned.

In 2021, the total amount of gross direct or indirect earnings and benefits of any kind for each corporate officer within the Group (including the consolidating company and controlled companies, within the meaning of article L233-3 and L233-16 of commercial code) allocated for the financial year to the members of the Board of Directors by virtue of their office amounted to €1,388,9k, broken down as mentioned on page 44. These directors do not receive any benefits in kind. Like all Group's employees, executives benefit from the contribution when they invest in the Thermador FCPE. The maximum contribution for 2021 was €2,100. Hence, the earnings shown in the table on page 44 is salary alone. Those who meet the conditions set out by their company to benefit from the sustainable mobility package are entitled to €500 per year.

Thus, only external Board members receive earnings for their directorships (see 2.6.5 Earnings).

In accordance with the law, the variable part of the earnings of Guillaume Robin and Patricia Mavigner will only be paid after the approval of the General Meeting (resolutions n°9 and 10).

The earnings policy for executive directors reflects their responsibilities and performance, the Group's results and its future prospects.

It is based on the following principles:

- Maintaining social cohesion.
- Consistency with the objectives, the strategies implemented and the financial and extra-financial results obtained.
- Balance and transparency of earnings criteria.
- Comparability with companies of similar size.

It includes a fixed and a variable component, both of which are linked to the Group's sustainable development. All components of the earnings are structured in such a way that they are reasonable and avoid excessive risk-taking. The variable part, which is very significant, aims to reward the meeting of objectives, or the reduction of costs in the opposite case.

VARIABLE PAY PRINCIPLES

The principles and structure were unanimously adopted by the Board of Directors.

Annual variable earnings:

- are decided once per year, at the end of the year, by the Board of Directors, after consultation with the Earnings Committee. The final decisions for the subsidiary CEOs are taken by the Boards of Directors of the subsidiaries concerned.
- are granted under performance conditions including quantifiable economic criteria and sustainable development (quantifiable from 2022 onwards) as well as precise and objective managerial criteria determined in advance by the Board of Directors, after advice from the Earnings Committee.
- are subject to a target of annual fixed earnings with objectives achieved, no minimum guaranteed.
- any increase cannot exceed the increase in consolidated operating profit on a like-for-like basis (for Guillaume Robin and Patricia Mavigner).
- are capped at 100% of annual fixed earnings.

2.6.2.1. EARNINGS OF EXECUTIVE DIRECTORS FOR FY 2021

The fixed part of Guillaume Robin's earnings was increased by 0.6%, that of Jean-François Bonnefond by 0.7% and that of Patricia Mavigner and Lionel Monroe by 0.9% from January 1, 2021

The target amount for the variable portion for executive directors in 2021 consists of:

- a quantifiable economic portion established in relation to the main financial objective of Thermador Groupe, i.e. the consolidated operating result: 60% of total variable annual earnings.
- a social/environmental/governance portion established by reference to Thermador Groupe objectives (extra-financial objectives): 30% of total variable compensation for Guillaume Robin and 20% for Patricia Mavigner.
- an individual managerial portion, determined according to specific annual objectives (extra-financial objectives): 10% of total variable compensation for Guillaume Robin and 20% for Patricia Mavigner.

Jean-François Bonnefond and Lionel Monroe do not receive any variable earnings for their position as Deputy CEOs of Thermador Groupe. Lionel Monroe, in his capacity as Chairman of Syveco, is assessed against 8 qualitative criteria corresponding to the definition of the position of subsidiary manager (see paragraph 2.6.2.3.). Jean-François Bonnefond left his position at Jetly in March 2021 and did not receive any variable compensation in 2021 in his capacity as Chairman of Jetly.

2021 variable earnings for Chairman and CEO Guillaume Robin:

The fixed part amounts to €201,700 for 2021.

1. Economic criterion: 65% of variable earnings

This is a percentage of the estimated consolidated operating profit, with a target of 60% of the total variable compensation:

0.125% x €73.2m = €91.5k for 2021

2. Social, environmental and governance criteria: 26% of variable earnings

If 100% of results are met, bonus amount = €36.3k

- Gender equality with the progression of the Gender Equality Index as an indicator 88/100 in 2021 (87/100 in 2020).
- Rate of achievement regarding the Group's 'Environmental and Societal' roadmap.
- Rate of achievement of the Group's environmental roadmap: an average rate of 104.7% is assumed for 2021 step with 10, 11, 12, 14, 15, 16, 17, 18 and 19 indicators (see page 21).

Quality of governance: 100% met, i.e. a premium of €12.1k.

- Very strong board leadership.
- Delegation of the Board's self-assessment to an independent director.
- Good results of Board operations self-assessment.
- Intense, direct communication with stakeholders (investors, voting advisory agencies, individual shareholders, employee shareholders, directors) - no controversy.
- No abuse of power to report.

3. Individual managerial criterion: 9% of variable pay

The Board validated 100% success, i.e. €12.1k for 2021.

- Statement, compliance and implementation of the strategy in accordance with pages 10 and 11 of the 2020 URD. A lot of effort went into the corporate strategy's presentation and compliance.
- An exceptional year for Thermador Groupe in every respect. Under the leadership of its CEO Guillaume Robin, the Group is well ahead of its growth projections.

2021 variable earnings for Chairman and CEO Guillaume Robin

Criteria	Performance indicators	Target as % of variable pay	Variation possible depending on weighting and ceiling	Actual	As a % of annual fixed earnings			
					Min	Target	Max	Actual
Economic Quantifiable part, calculated in relation to Thermador Groupe's economic objectives	Consolidated operating profit of the Group	**60%** **€72.6k**	0-100% **Max: €121k**	**€91.5k**	0%	36%	60%	**45.4%**
Social, environmental, governance Reference to the Group's CSR objectives	Progression of the M/F Equality Index	10% **€12.1k**	0-16.7% **Max: €20.2k**	**€12.1k**	0%	6%	10%	**6%**
	Rate of achievement of the Group's environmental roadmap	10% **€12.1k**	0-16.7% **Max: €20.2k**	**€12.1k**	0%	6%	10%	**6%**
	Quality of governance	10% **€12.1k**	0-16.7% **Max: €20.2k**	**€12.1k**	0%	6%	10%	**6%**
Managerial Individual managerial share, determined according to specific annual objectives	Statement, compliance and implementation of the strategy	10% **€12.1k**	0-16.7% **Max: €20.2k**	**€12.1k**	0%	6%	10%	**6%**
Total		100% **€121k**	0-167% **Max: €201.8k**	**€139.9k**	0%	60%	100%	**69.4%**

2021 variable earnings for Deputy CEO Patricia Mavigner

The fixed part amounts to €146.9k for 2021.

1. Economic criterion: 69.2% of variable earnings

This is a percentage of the estimated consolidated operating profit at the end of November 2021, with a target of 60% of the total variable compensation:

0.108% x €73.2m = €79.1k for the year 2021

2. Social, environmental and governance criteria: 15.4% of variable earnings

If 100% results met, bonus amount = €17.6k

- Gender equality with the progression of the Gender Equality Index as an indicator 88/100 in 2021 (87/100 in 2020)
- Rate of achievement of the Group's environmental roadmap: : an average rate of 104.7% is assumed for 2021 step with 10, 11, 12, 14, 15, 16, 17, 18 and 19 indicators (see page 21).

3. Individual managerial criterion: 15.4% of variable earnings

The Board validated 100% success, i.e. €17.6k for 2021.

- Financial communication, dialogue with shareholders
- Internal communication
- Quality of financial reporting
- General level and oversight within the field of competence: employment law, company law, tax law, stock exchange law, IFRS, IT and insurance
- Integrity and efficiency of the IT system

The Board also emphasised the major efforts delivered regarding the management of the real estate portfolio. 2021 was another busy year: Aello project, FGinox project, Axelair project, supporting subsidiaries to find solutions according to their needs (Thermador, Mecafer, etc.), Thermador Groupe project.

2.6 Executives' earnings

2021 variable earnings for deputy CEO Patricia Mavigner

Criteria	Performance indicators	Target as % of variable pay	Variation possible depending on weighting and ceiling	Actual	As a % of annual fixed earnings: Min	Target	Max	Actual
Economic Quantifiable part, calculated in relation to Thermador Groupe's economic objectives	Consolidated operating profit of the Group	**60%** **€52k**	0-100% **€88.1k**	**€79.1k**	0%	36%	60%	**53.8%**
Social, environmental, governance Reference to the Group's CSR objectives	Rate of achievement of the Group's environmental roadmap	10% **€8.8k**	0-16,7% **Max: €14.7k**	**€8.8k**	0%	6%	10%	**6%**
	Rate of achievement of the Group's environmental roadmap	10% **€8.8k**	0-16,7% **Max: €14.7k**	**€8.8k**	0%	6%	10%	**6%**
Managerial Individual managerial share, determined according to specific annual objectives	Statement, compliance and implementation of the strategy	10% **€8.8k**	0-16,7% **Max: €14.7k**	**€8.8k**	0%	6%	10%	**6%**
	Progress on IT projects, continuation of the Group's digital transformation, management of SCI Thely	10% **€8.8k**	0-16,7% **Max: €14.7k**	**€8.8k**	0%	6%	10%	**6%**
Total		100% **€88.1k**	0-16,7% **Max: €146.9k**	**€114.3k**	0%	60%	100%	**77.8%**

2.6.2.2. EARNINGS OF EXECUTIVE DIRECTORS FOR FY 2022

On the proposal of the Earnings Committee, the Board of Directors wishes to change the structure of executive directors' variable compensation in 2022, as follows:

Fixed portion: 3% increase, or €207,870 for Guillaume Robin and €151,320 for Patricia Mavigner.

Variable portion: capped at 100% of annual earnings, any increase cannot exceed growth in consolidated operating profit on a like-for-like basis. The details of its calculation are explained below.

- No change in the weighting of the 3 categories of economic, CSR-governance and managerial criteria.
- The "CSR-Governance» criterion has been renamed "Sustainable Development".
- The «Sustainable Development» criterion becomes quantitative.

Thus, the distribution of criteria for Guillaume Robin and Patricia Mavigner would be as follows:

- Economic, quantifiable part, established in relation to the main financial objectives of Thermador Groupe: 60% of total variable annual earnings.
- Quantifiable sustainable development portion, established by reference to Thermador Groupe objectives (quantitative extra-financial objectives): 20% of total variable earnings.
- Individual managerial portion, determined on the basis of specific detailed annual objectives (qualitative extra-financial objectives): 20% of total variable earnings.

Quantifiable criteria account for 80%.

The Board stresses that it wishes to propose a system that meets the transparency and quantification requirements expressed by the stakeholders. Thus, the expected objectives linked to the indicators can remain confidential ex-ante and will be revealed ex-post. An interpolation grid has been created so that the levels for the various indicators are known and quantified.

1. Economic criteria:

For Guillaume Robin and Patricia Mavigner: 60% of variable earnings. This is a percentage of consolidated operating income (cf: table page 43).

2. "Sustainable Development" criteria (quantitative extra-financial criteria):

The Earnings Committee stresses the importance of cooperation with the Sustainable Development Committee (SDC).

For Guillaume Robin and Patricia Mavigner: 20% of variable.

The committee proposes to change to a single indicator: the degree of achievement of the Thermador Groupe's "Sustainable Development" roadmap.

The roadmap is based on key quantifiable extra-financial criteria relating to governance, people, environment and society (2021 URD page 21).

3. Managerial criteria (qualitative extra-financial criteria):

For Guillaume Robin and Patricia Mavigner: 20% of variable.

For Guillaume Robin:

a. Criterion 1: strategy statement, compliance and implementation with the following indicators: continuation of the Group's digital transformation, the quality of bedding-in of the acquisitions already made, initiatives to promote innovation and the Group's competitive position.

b. Criterion 2: the company's image / reputation of with the following indicators: the quality of dialogue with stakeholders (employees, individual shareholders, investors, rating agencies, suppliers, etc.).

For Patricia Mavigner:

a. Criterion 1: financial communication, quality of dialogue (employees, individual shareholders, investors, rating agencies, etc.), compliance (GDPR, anti-corruption, stock market regulations, etc.).

b. Criterion 2: Efficiency, security of the Group's information systems, continuation of the digital transformation in accordance with the master plan, management of SCI Thely.

2.6.2.3. SUBSIDIARY EXECUTIVES' EARNINGS FOR FY 2022

For the sake of simplicity, the variable part of the earnings of the managers of the Group's commercial companies has always been strongly linked to the operating results of the company under their management. In 2021, we changed their job descriptions to include extra-financial criteria which can be summarised as follows.

- Communication
  - In the company managed
  - Within the Group
- Human resources
- Environmental protection
- Objectives and Strategies
- Customer relations
- Supplier relations
- Compliance
  - Internal
  - External
- Reporting
  - Financial indicators
  - Extra-financial indicators

Interpolation grid for Guillaume Robin's 2022 variable earnings

	Weighting as % of variable compensation	Target amount		Interpolation grid: Min	Target	Max
Financial indicators (quantitative)						
Percentage of operating result	60%	**€87,305**	**In % of fixed remuneration**	0%	**42%**	60%
			Montant	€0	**€87,305**	€124,722
			Indicator value	0%	100%	143%
Sub-total financial indicator	60%	**€87,305**		0%	42%	60%
Sustainable Development Indicators (quantitative)						
Rate of achievement regarding the sustainable development roadmap (calculated on an index relating to extra-financial key figures. page 21)	**20%**	**€29,102**	**In % of fixed remuneration**	0%	**14%**	20%
			Amount	€0	**€29,102**	€41,574
			Indicator value	<80%	100%	150%
Sub-total financial indicator development sustainable (quantitative)	20%	€29,102		0%	14%	20%
Managerial indicators (qualitative)						
Strategy statement, compliance and implementation with the following indicators (digital transformation, innovation / competitive position, integration of companies acquired)	**10%**	**€14,551**	**In % of fixed remuneration**	0%	**7%**	10%
			Amount	€0	**€14,551**	€20,787
Corporate image/reputation/dialogue with stakeholders	**10%**	**€14,551**	**In % of fixed remuneration**	0%	**7%**	10%
			Amount	€0	**€14,551**	€20,787
Sub-total managerial indicators (qualitative)	20%	€29,102		0%	14%	20%
TOTAL	**100%**	**€145,509**	**Total variable in % of fixed remuneration**	**0%**	**70%**	**100%**
			Amount	**€0**	**€145,509**	**€207,870**

Interpolation grid for Patricia Mavigner's 2022 variable earnings

	Weighting as % of variable compensation	Target amount		Interpolation grid: Min	Target	Max
Financial indicators (quantitative)						
Percentage of operating result	**60%**	**€70,818**	**In % of fixed remuneration**	0%	**47%**	60%
			Amount	€0	**€70,818**	€90,792
			Indicator value	0%	100%	128%
Sub-total financial indicator	60%	€70,818		0%	47%	60%
Sustainable Development Indicators (quantitative)						
Rate of achievement regarding the sustainable development roadmap (calculated on an index relating to extra-financial key figures. page 21)	**20%**	**€23,606**	**In % of fixed remuneration**	0%	**16%**	20%
			Amount	€0	**€23,606**	€30,264
			Indicator value	<80%	100%	150%
Sub-total financial indicator development sustainable (quantitative)	20%	€23,606		0%	16%	20%
Managerial indicators (qualitative)						
Financial communication, quality of dialogue (employees, individual shareholders, investors, rating agency...), **compliance** (GDPR, anti-corruption, stock market regulations)	**10%**	**€11,803**	**In % of fixed remuneration**	0%	**8%**	10%
			Montant	€0	**€11,803**	€15,132
Efficiency, security of the Group's information systems, continuation of the digital transformation in accordance with the master plan, **management of SCI Thely.**	**10%**	**€11,803**	**In % of fixed remuneration**	0%	**8%**	10%
			Amount	€ 0	**€11,803**	€15,132
Sub-total managerial indicators (qualitative)	20%	€23,606		0%	16%	20%
TOTAL	**100%**	**€118,030**	**Total variable in % of fixed remuneration**	**0%**	**78%**	**100%**
			Amount	**€0**	**€118,030**	**€151,320**

2.6 Executives' earnings

2.6.3 Table of earnings

Earnings correspond to a corporate mandate.
Values in thousands of euros.

Operational Board members Chairman & CEO and Deputy CEO	Earnings fixed and variable (due and paid and to be paid according to the decision of the AGM of April 4, 2022)								
	Fixed annual share			Variable annual share			Total annual earnings		
	2021	2020	2019	2021	2020	2019	2021	2020	2019
Lionel Monroe, Board member, Audit Committee member and Deputy CEO (2)									
- Earnings as CEO of Syveco	**119.8**	150.8	147.2	**73.0**	61.0	63.5	**192.8**	211.8	210.7
- Earnings as Deputy CEO of Thermador Groupe (2)	**32.3**						**32.3**		
Lionel Grès, Board member (3)	**145.8**	143.8	140.0	**22.0**	22.0	20.0	**167.8**	165.8	160.0
Patricia Mavigner, secretary of the Board of Directors and Deputy CEO since May 1, 2016 permanent guest of the Sustainable Development Committee (1)	**146.9**	145.6	141.0	**114.3**	91.0	91.0	**261.2**	236.6	232.0
Guillaume Robin (1), CEO	**201.8**	200.5	197.0	**139.9**	111.0	111.0	**341.7**	311.5	308.0
Yves Ruget, Board member and permanent guest of the Sustainable Development Committee. (1)	**139.1**	137.8	132.0	**123.0**	86.0	85.0	**262.1**	223.8	217.0
SUBTOTAL	**785.7**	778.5	757.2	**472.2**	371.0	370.5	**1,257.9**	1,149.5	1,127.7
External Board members	**Attendance fees (due and paid)**								
Janis Rentrop, Independent member of the Earnings Committee	**19.3**	20.1	11.4				**19.3**	20.1	11.4
Independent Board members	**Attendance fees (due and paid)**								
Karine Gaudin, Chairwoman and independent member of the Audit Committee	**19.3**	22.7	20.5				**19.3**	22.7	20.5
Caroline Meignen, Independent member of the Earnings Committee	**20.9**	20.1	15.0				**20.9**	20.1	15.0
Laurence Paganini, Chairwoman and independent member of the Earnings Committee, independent member of the Sustainable Development Committee	**25.7**	20.1	13.4				**25.7**	20.1	13v4
Olivier de la Clergerie, independent member of the Audit Committee	**25.7**	20.1	19.7				**25.7**	20.1	19v7
Mathilde Yagoubi, Chairwoman and independent member of the Sustainable Development Committee	**20.1**	15.9	11.4				**20.1**	15.9	11.4
SUBTOTAL	**131.0**	119.0	91.4				**131.0**	119.0	91.0
TOTAL	**916.7**	**897.5**	**848.6**	**472.2**	**371.0**	**370.5**	**1,388.9**	**1,268.5**	**1,219.1**

Earnings of operational Board members, CEO and Deputy CEOs:

(1) The variable earnings of Guillaume Robin and Patricia Mavigner will be subject to the AGM's approval on April 4, 2022. In the event of a favourable vote by the AGM on April 4, 2022, their variable earnings will be paid in April 2022.

(2) Lionel Monroe was appointed to the Board at the AGM of April 6, 2021. Lionel Monroe's variable earnings are based on Syveco's operating profit relating to his position as CEO of Syveco alone. As a result, it will not be subject to approval at the AGM of April 4, 2022. It is due on December 31, 2021 and will be paid in 2021.

(3) Lionel Grès, was appointed to the Board at the 2021 AGM.

(4) Yves Ruget, CEO of Thermador, was appointed to the Board at the AGM of April 6, 2020.

In his role as CEO of Axelair, Lionel Grès qualified for a free share plan in 2021. The AGM of April 6, 2021 authorised the Board of Directors to buy back a maximum of 3,000 shares of the Company with a view to allocating them free of charge to certain members of staff and corporate officers of Axelair and Aello. The Board meeting of July 29, 2021 determined the beneficiaries as well as the period of allocation and retention of said shares. Under this plan, Lionel Grès benefitted from an allocation right of 519 shares. This allocation is subject to a two-year presence condition as from July 29, 2021. The IFRS 2 expense corresponding to the value of the shares allocated has been calculated taking into account this criterion after deduction of the value of the dividends not received. Lionel Grès' allocation was valued at €47,600, i.e. a share value of €91.80.

Corporate officers receive no fringe benefit or stock options based on performance with the exception of the free share plan presented above.

There are no golden handshakes / parachutes for corporate officers, nor do they have special pension schemes or compensation for non-competition or severance clauses. Corporate officers receive top-ups for the Group's savings plan in the same way as any other employee. The gross top-up was €2,100 for 2021 and 2020 and €1,950 for 2019.

2.6.4 Fairness ratio

Article 187 of the Pacte law requires listed companies to publish their 'fairness ratio' in the report on corporate governance presented to the AGM by the Board of Directors. This fairness ratio compares executive earnings to the average earnings of the company's full-time employees, and executive earnings to the median earnings of the company's full-time employees and of corporate officers, and the changes in this ratio over the past five years.

Shown here is the 'fairness ratio' between the earnings of the Chairman and Chief Executive Officer and the two Deputy Chief Executive Officers of Thermador Groupe and the average and median earnings of the employees of Thermador Groupe, the holding company of the Group. The reference earnings used to calculate the ratio are those due for the financial year, as presented on page 44.

Ratio for Thermador Groupe (holding company), compared to average earnings	Earnings 2021 (€k)	2021	2020	2019	2018	2017
AVERAGE EARNINGS RETAINED (IN THOUSANDS OF EUROS)		**74.3**	**71.4**	**69.5**	**70.0**	**71.0**
Guillaume Robin, Chairman & CEO of Thermador Groupe	**341.7**	**4.60**	4.36	4.43	4.31	4.10
Patricia Mavigner, Deputy CEO of Thermador Groupe since May 1, 2016	**261.2**	**3.52**	3.32	3.34	3.24	2.89
Lionel Monroe, Deputy CEO of Thermador Groupe since April 1, 2021	**225.1**	**3.03**				
Jean-François Bonnefond, Deputy CEO of Thermador Groupe from April 1, 2016 to March 31, 2021		-	3.98	4.00	3.83	3.67

Ratio for Thermador Groupe (holding company), compared to median earnings	Earnings 2021 (€k)	2021	2020	2019	2018	2017
MEDIAN EARNINGS RETAINED (IN THOUSANDS OF EUROS)		**63.4**	**66.5**	**65.1**	**63.9**	**61.9**
Guillaume Robin, Chairman & CEO of Thermador Groupe	**341.7**	**5.39**	4.68	4.72	4.72	4.70
Patricia Mavigner, Deputy CEO of Thermador Groupe since May 1, 2016	**261.2**	**4.12**	3.56	3.56	3.55	3.32
Lionel Monroe, Deputy CEO of Thermador Groupe since April 1, 2021	**225.1**	**3.55**				
Jean-François Bonnefond, Deputy CEO of Thermador Groupe from April 1, 2016 to March 31, 2021		-	4.27	4.27	4.20	4.21

Here we present the equity ratio between the Chairman and CEO's earnings and those of the two deputy CEOs of Thermador Groupe and the average and median earnings of the employees of Thermador Groupe, the Group's holding company:

Ratios for the whole of Thermador Groupe	Earnings 2021 (€k)	2021		2020		2019	
		Average earnings	Median earnings	Average earnings	Median earnings	Average earnings	Median earnings
AVERAGE EARNINGS RETAINED (IN THOUSANDS OF EUROS)		**51.1**	**41.2**	**50.3**	**41.1**	**51.5**	**41.2**
Guillaume Robin, Chairman & CEO of Thermador Groupe	**341.7**	**6.68**	**8.30**	6.19	7.57	6.26	7.47
Patricia Mavigner, Deputy CEO of Thermador Groupe since May 1, 2016	**261.2**	**5.11**	**6.35**	4.70	5.75	4.73	5.64
Lionel Monroe, Deputy CEO of Thermador Groupe since April 1, 2021	**225.1**	**4.40**	**5.47**				
Jean-François Bonnefond, Deputy CEO of Thermador Groupe from April 1, 2016 to March 31, 2021		-	-	5.64	6.90	5.67	6.76

We only calculated this fairness ratio for 2019-2021 because salary data for previous years are not available on a comparable basis.

These average and median salaries have been calculated on the basis of the full-time equivalent salaries of all Group's employees, with the exception of those of Rousseau Spain in 2020, and those of Ets Edouard Rousseau France, Rousseau Spain, Distrilabo and Thermacome in 2019.

Fairness ratio between the level of remuneration of the Chairman and Chief Executive Officer, the two Deputy Managing Directors of Thermador Groupe and the average annual minimum wage (12 months at 151.67h, i.e. €18,76k):

Ratio in relation to the average annual minimum wage (SMIC)	Earnings 2021 (€k)	2021	2020	2019	2018	2017
REFERENCE ANNUAL MINIMUM WAGE EARNINGS (IN THOUSANDS OF EUROS)		**18.8**	**18.5**	**18.0**	**18.0**	**17.8**
Guillaume Robin, Chairman & CEO of Thermador Groupe	**341.7**	**18.21**	16.86	16.85	18.0	16.38
Patricia Mavigner, Deputy CEO of Thermador Groupe since May 1, 2016	**261.2**	**13.92**	12.81	12.72	12.63	11,57
Lionel Monroe, Deputy CEO of Thermador Groupe since April 1, 2021	**225.1**	**12.00**				
Jean-François Bonnefond, Deputy CEO of Thermador Groupe from April 1, 2016 to March 31, 2021		-	15.38	15,.24	14.93	14.68

2.6 Executives' earnings

2.6.5 Allocated earnings (formerly attendance fees)

The corporate representative Board members and Executives' earnings do not receive allocated earnings.
In 2021, external Board members received €2,140 per Board meeting on condition that they were present.

The amounts due and paid in allocated earnings are mentioned on page 44. Their attendance rate was 100%.

In addition to the time spent at the Board meetings, they studied detailed reports of all the subsidiaries every month, and attended the annual presentation of projects, so as to keep their fingers on the pulse of what is really going on in our companies.

The Annual General Meeting of April 6, 2021 voted an overall maximum annual amount of €170,000 in attendance fees. The same overall maximum annual amount was maintained for 2021.

The existence of the Earnings and Sustainable Development Committees will mean asking the AGM to increase this amount to €175,000 (see Resolution N. 15).

2.6.6 Shareholders' pacts

THE 2016-2026 SHAREHOLDERS PACT:

Hervé Le Guillerm and Marylène Boyer retired at the end of March and the end of April 2016 respectively. In compliance with the commitments made in 2008, they sold the 37,643 shares that they owned as part of the 2010-2020 shareholders pact, at a 30% discount. These shares were taken up by 19 directors and managers from the Group, accounting for 71% of those shares, and the remaining 29% were put into the company savings scheme. A new 10-year shareholders' pact was drawn up as part of this operation, whereby the 19 signatories undertook to sell their shares at a 30% discount if they were to leave the Group. We will henceforth refer to it as the '2016-2026 shareholders' pact'.

2016-2026 Pact	Subsidiaries	Fonctions	Number of shares on April 5, 2016	Number of shares* on May 9, 2018
Christophe Arquillière	Sferaco	CEO	2,662	5,324
Arlette Berliocchi	Opaline	CEO	532	1,064
Nicolas Billiard	Sferaco	Purchasing manager	887	1,774
Philippe Bories	Mecafer	Chairman	355	710
Delphine Bourdin	Syveco	Administrative manager	532	1,064
Frank Bourgois	Jetly	Deputy CEO	1,420	2,840
Loïc Brossat	Sectoriel	Sales manager	355	710
Jérôme Chabaudie	Aello	Deputy CEO	3,994	7,988
Charlotte Deguerry-Fraisse	Sferaco	Administrative manager	2,662	5,324
Isabelle Giraud	Mecafer	Administrative manager	355	710
Lionel Grès	Axelair	Chairman & CEO	2,183	4,366
Cyrille Javault	Isocel	Sales Engineer	745	1,490
Bertrand Kinche	Dipra	Sales manager	958	1,916
Myriam Mathon	Aello	Administrative manager	532	1,064
Patricia Mavigner	Th. Groupe	Deputy CEO	3,550	7,100
François Nanson	Jetly	Sales manager	355	710
Jean-Philippe Paul	Sferaco	Sales manager	2,662	5,324
Yves Ruget	Thermador	Deputy CEO	1,420	2,840
Fréderic Watine	Axelair	Sales manager	710	1,420
TOTAL			**26,869**	**53,738**

* Taking into account the nominal division of the share by 2.

2.6.7 Valid delegation for a possible increase in capital

One delegation is valid until June 6, 2022. It follows the adoption of the thirteenth resolution at the AGM of April 6, 2020 and has not been used to date.During our 2022 AGM, we will propose a new delegation valid until June 4, 2024 (Resolution N.18).

2.6.8 Share-related operations performed by board members and executive committee members in 2021

Declaring individual	Position	Acquisitions	Disposals	Average purchase price in €	Average sale price in €
Christophe Arquillière	Member of the Comex* and CEO of Sferaco	64	74	€95.50	€96.67
Arlette Berliocchi	Member of the Comex* and CEO of Opaline	338		€84.77	
Philippe Bories	Member of Comex* CEO of Mecafer of Domac		1,500		€93.00
Frank Bourgois	Member of Comex* CEO of Jetly	107		€83.32	
Olivier de la Clergerie	Member of board of directors	764	614	€77.96	€78.00
Xavier Isaac	Member of Comex* CEO of Sectoriel		14,830		€83.92
Eric Mantione	Membre of Comex CEO of PBtub	114		€94.00	
Patricia Mavigner	Member of Comex* CEO deputy of Thermador Groupe	195		€95.00	
Laurence Paganini	Member of board of directors	120		€76.12	
Guillaume Robin	Member of Comex* Chairmain and CEO of Thermador Groupe	869		€95.77	
Yves Ruget	Member of Comex* CEO of Thermador	137		€96.57	
Mathilde Yagoubi	Member of board of directors	36		€81.11	

**Executive Committee*

Guillaume Robin transferred 36,134 shares to a securities account held by his ex-wife in order to definitively settle his matrimonial property regime established in 2013.

2.6.9 Commitments to executives

The retirement commitment concerns the payment of a retirement bonus authorised by the Board meeting of December 19, 2003. This bonus is calculated in the same way as that paid to a manager according to the conventions of article 5 of amendment I of the industry-wide agreement for the wholesale business.

- Article 48: On December 31, 2021, the total of the commitment corresponding to this bonus for Board members and corporate representatives was €306k: €115k for Guillaume Robin, €75k for Patricia Mavigner, €59k for Lionel Monroe, €25k for Lionel Grès and €32k for Yves Ruget.

No pension compensation was paid to executives.
There is no commitment concerning separation compensation ('golden parachute') for executives.

2.6.10 Conditions for AGM attendance

We invite all our shareholders to attend the Annual General Meeting by post, on the basis of the complete TPI (identifiable bearer shares) established annually on November 30. The conditions attached to attendance are described on page 53 of this report.

At the Annual General Meeting of April 4, 2016, we adopted the principle of one share, one vote.

2.6.11 Other information

2.5.11.1. Termination of employment contracts for corporate officers.
The corporate officers whose mandate renewal or appointment is approved by the Board of Directors at the AGM of April 4, 2022 are not bound by employment contracts. The recommendation to terminate the employment contract when the Board member becomes a corporate officer does not apply.

2.5.11.2. Information on operations carried out with the members of the administrative and management bodies.
Conventions subject to authorisations are those described in the special auditors' report on conventions and commitments for the financial year ending December 31, 2021. Existing conventions appear in a list drawn up by the company for the financial year ending December 31, 2021 and sent to the auditors in compliance with the provisions of articles L 225-39 and L 225-87 of the Commercial Code.

2.5.11.3. Loans and guarantees allocated or created in favour of administrative and management bodies.
The company did not allocate any loan or guarantee in favour of members of the Board.

2.5.11.4. Non fiscally deductible charges as per article 39.4 of the French General Tax Code: none.

2.7 Share performance

The Thermador Groupe share appears in the CAC ALL SHARE and ENT PEA PME 150.

We are currently listed on EURONEXT Paris in **compartiment B** and accepted by the **S.R.D.***

* Since 2008, we have been included in the Deferred Settlement Service which allows shareholders to pay for their transactions on Thermador stock at the end of the month. We would remind you that compartment B includes shares in companies whose stock market capitalisation value is between €150m and €1,000m.

The Thermador Groupe share was listed on the stock exchange on June 24, 1987 at **240 French francs I.E., €2.99** according to the €/FF exchange rate and taking into account the different free share allocations made since then.

LISTING

IDENTIFICATION OF THE

THERMADOR GROUPE SHARE:

CODE ISIN FR0013333432

MNEMONIC CODE THEP

NUMBER OF SHARES: 9,200,849

CAPITAL: €36,803,396

LEI : 969500SSIGMAGT008F11

KEY FIGURES

DIVIDENDS

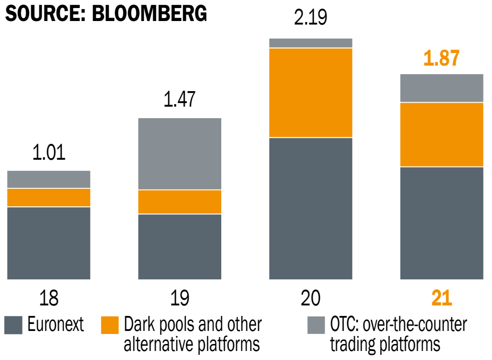
For 2021, we propose a dividend of €2.00 per share. This represents 34.8% of consolidated net profit. On the basis of the average 2021 price (€88.90), the yield is 2.25%.

TRADING VOLUMES

Liquidity: the large number of floating investors (estimed by Euronext at 80%) and the number of shareholders ensure good liquidity.

Trading volumes decreased by 15% in 2021. On a daily average, 7,244 Thermador Groupe shares were traded, with a peak in April.

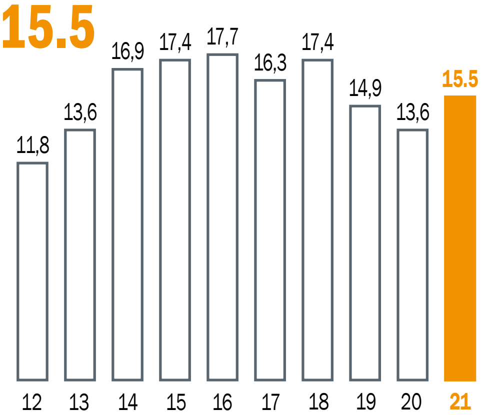
DAILY AVERAGE TRADING VOLUME
SOURCE: BLOOMBERG



PER IN 2021

(PER on the basis of the annual average price)

15.5

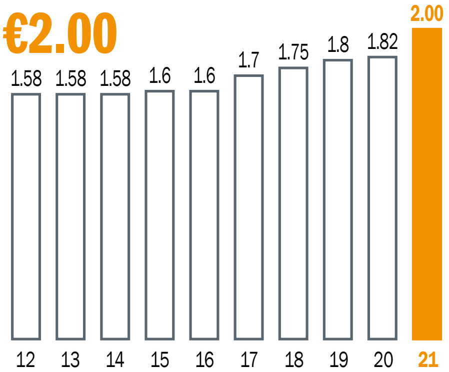


** *Stock exchange data figures are adjusted to take into account allocations of free shares (one four six in November 2011), the nominal division of the share by 2 in May 2012 and the nominal division of the share by 2 in May 2018.*

NET DIVIDEND PER SHARE IN 2021**

(in euros)

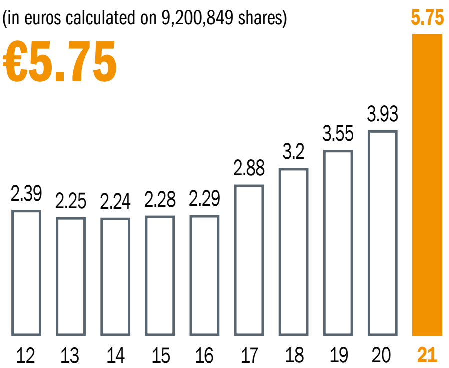
€2.00



CONSOLIDATED NET PROFIT PER SHARE IN 2021**

(in euros calculated on 9,200,849 shares)

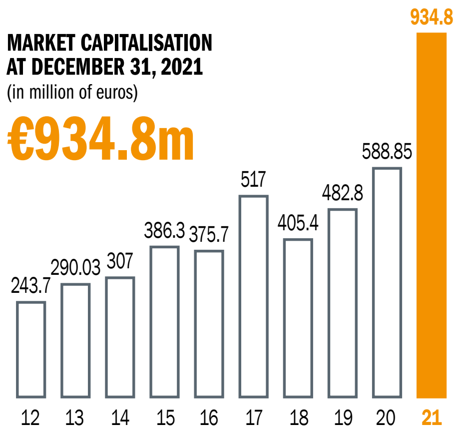
€5.75



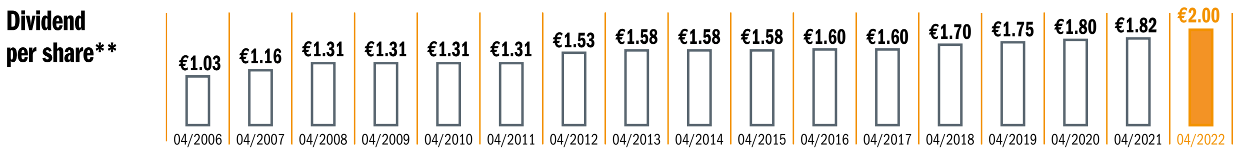
MARKET CAPITALISATION AT DECEMBER 31, 2021

(in million of euros)

€934.8m



THERMADOR GROUPE SHARE PRICE TRENDS



*** Stock exchange data figures are adjusted to take into account allocations of free shares (one four six in November 2011), the nominal division of the share by 2 in May 2012 and the nominal division of the share by 2 in May 2018.*

Share price trend	Trading volume on Euronext	Capital (in thousands of euros) on Euronext	Lowest trading price in euros	Highest trading price in euros	Last trading price in euros
2010	1,226,100	32,608	19.72	26.14	24.24
2011	1,099,652	34,570	24.03	34.18	26.74
2012	1,184,137	34,340	25.16	33.00	28.57
2013	1,058,274	32,255	27.93	34.60	34.00
2014	1,089,080	40,510	32.50	42.16	35.51
2015	841,670	32,982	35.06	44.98	43.50
2016	782,672	31 774	37.79	45.93	41.75
2017	1,123,584	52,000	40.53	57.00	56.75
2018	872,897	48,943	42.50	65.00	44.50
2019	609,324	31,932	43.00	58.20	53.00
JULY 2020	84,393	4,709	51.80	58.20	56.80
AUGUST 2020	32,621	1,809	54.60	57.00	56.60
SEPTEMBER 2020	42,327	2,335	52.60	57.60	54.80
OCTOBER 2020	119,396	6,939	53.60	60,60	58.00
NOVEMBER 2020	108,614	6,750	59.20	64.40	64.20
DECEMBER 2020	40,230	2,630	64.00	66.20	64.00
2020	1,287,872	61,832	35.70	66.22	64.00
JANUARY 2021	**71,475**	**5,048**	**64.80**	**75.00**	**73.20**
FEBRUARY 2021	**89,026**	**6,787**	**72.00**	**81.00**	**75.60**
MARCH 2021	**167,456**	**13,387**	**77.00**	**85.80**	**77.40**
APRIL 2021	**114,399**	**9,759**	**79.70**	**91.90**	**85.20**
MAY 2021	**54,708**	**4,708**	**83.30**	**89.50**	**86.80**
JUNE 2021	**68,518**	**6,040**	**85.50**	**90.60**	**88.50**
JULY 2021	**92,214**	**8,590**	**88.10**	**97.80**	**94.00**
AUGUST 2021	**91,690**	**8,780**	**89.10**	**99.00**	**94.10**
SEPTEMBER 2021	**84,855**	**7,853**	**85.00**	**97.00**	**91.00**
OCTOBER 2021	**73,988**	**7,123**	**90.60**	**102.60**	**98.40**
NOVEMBER 2021	**65,784**	**6,427**	**93.00**	**102.60**	**93.40**
DECEMBER 2021	**63,030**	**6,293**	**92.80**	**105.00**	**101.60**
2021	**1,037,143**	**90,797**	**64.80**	**105.00**	**101.60**

The figures are taken from Euronext.

2.8 Make-up of capital



INVESTIR DAY meeting 2021

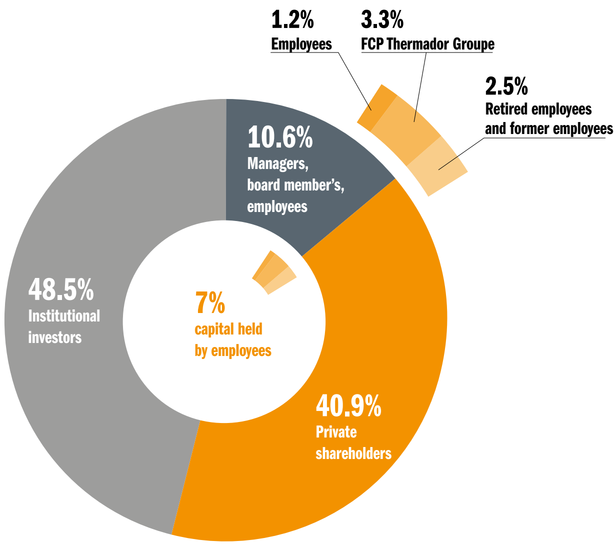
7,795 INDIVIDUAL SHAREHOLDERS

2.8.1 Breakdown of capital

We have an exceptionally high number of private shareholders for a company of our size: nearly 7,795 people who represent 40.9% of capital.

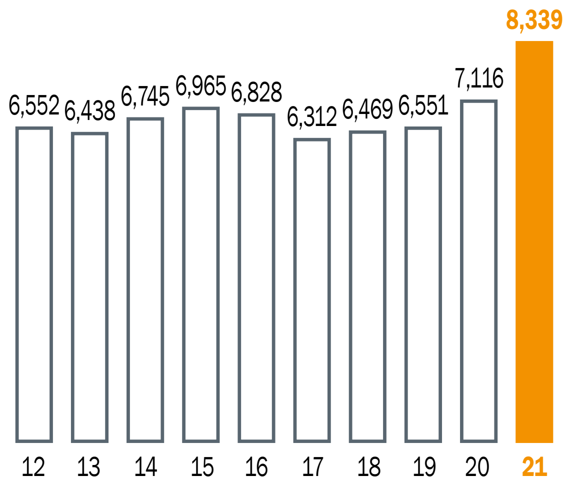
In 2021, 2,841 new shareholders joined us and 1,618 left (temporarily perhaps...).

Following the capital increase reserved for employees (12th resolution of the 2019 Shareholders' Meeting), the proportion of capital held by employees and retired employees reached 7%. We are maintaining our objective of reaching the symbolic milestone of 8% of capital in the hands of employees and retired employees.



Number of shareholders	2019	2020	2021
CEOs	17	17	**17**
Board members	7	7	**7**
Employees	109	126	**109**
Retired employees and former employees	45	40	**48**
Retired CEOs	2	2	**4**
Founders	3	4	**4**
Family of founders	29	29	**25**
French investors	165	130	**193**
Foreign investors	68	66	**103**
Individual shareholders	6,106	6,695	**7,795**
TOTAL	**6,551**	**7,116**	**8,339**

NUMBER OF SHAREHOLDERS IN 2021



2.8.2 Breakdown of shares and voting rights

There is no family link between the founders **(Guy Vincent, Jacques Borde, Geneviève Boreil, Hubert Fournier et Marc de Sereys)** and the current CEOs.

The use of the **TPI** procedure (identifiable bearer share) must be authorised by an Extraordinary General Meeting. The Extraordinary General Meeting of June 27, 1988 gave us this authorisation, and it was incorporated into the company's by-laws. This means that by approaching the centralising body EUROCLEAR we can – at a cost – obtain the name, address and shareholding of every French shareholder.

The number of shares was closed on November 30, 2021.

No substantial variation was observed in terms of registered shares between November 30 and December 31, 2021.

The AGM of April 4, 2016 opted for the principle of one share, one vote.

On December 31, 2019, 2020 and 2021, capital and voting rights percentages were identical.

To the company's knowledge, no other shareholder than those mentioned above has a shareholding greater than 5%.

2021 milestones:

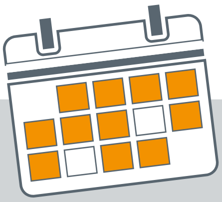
With the departures of Jean-François Bonnefond and Emmanuelle Desecures, we have added a line in the 'Private shareholders' category which we have entitled 'former executives'.

	2019		2020		2021	
	Number of shares held	Capital / Voting rights	Number of shares held	Capital / Voting rights	Number of shares held	Capital / Voting rights
EXECUTIVES, BOARD MEMBERS AND PERSONNEL	**1,732,492**	**19.0%**	**1,285,690**	**14.0%**	**977,345**	**10.6%**
Board member CEOs	224,062	2.5%	227,051	2.5%	161,877	1.8%
Board members not free of interests	630	NS **	430	NS **	430	NS**
Independent Board members	2,482	NS **	2,783	NS **	3,089	NS**
Non-Board member CEOs	612,963	6.7%	621,096	6.8%	397,858	4.3%
Managers and employees	153,667	1.7%	111,130	1.2%	108,591	**1.2%**
FCP Thermador Groupe (mutual fund)	250,000	2.7%	322,000	3.5%	302,500	**3.3%**
Thermador Groupe owning its own shares	1,200	NS **	1,200	NS **	3,000	NS**
INDIVIDUAL SHAREHOLDERS	**3,073,494**	**33.7%**	**3,664,720**	**39.8%**	**3,763,632**	**40.9%**
Including retired employees and former employees	255,023	2.8%	257,424	2.8%	232,398	**2.5%**
Including former executives*	136,547	1.5%	135,307	1.5%	342,222	3.7%
Including Guy Vincent*	487,488	5.4%	490,000	5.3%	490,000	5.3%
Including Marc de Sereys*	353,516	3.9%	353,516	3.8%	358,972	3.9%
Including Geneviève Boreil, Hubert Fournier*	244,120	2.7%	230,266	2.5%	229,796	2.5%
INSTITUTIONAL INVESTORS	**4,303,766**	**47.3%**	**4,250,439**	**46.2%**	**4,459,872**	**48.5%**
Investmentaktiengesellschaft für langfristige Investoren TGV	827,668	9.1%	827,668	9.0%	827,668	9.0%
Crédit Mutuel Equity	518,202	5.7%	629,906	6.9%	629,906	6.8%
Other French investors	1,613,726	17.7%	1,630,487	17.7%	1,587,785	17.3%
Other foreign investors	1,344,170	14.8%	1,162,378	12.6%	1,414,933	15.4%
OVERALL TOTAL	**9,109,752**	**100%**	**9,200,849**	**100%**	**9,200,849**	**100%**

Capital owned by employees. * Not bound by any shareholder pact. Guy Vincent, Marc de Sereys, Geneviève Boreil and Hubert Fournier are four of five Thermador Founders. ** NS: Non Significant.

2.9 Looking forward to 2022

ANNUAL GENERAL MEETING APRIL 4 AT 5PM AT L'INTERCONTINENTAL LYON - HÔTEL DIEU



AGENDA

Annual General Meeting	April 4, 2022 at 5pm at Intercontinental Lyon - Hôtel Dieu or in videoconferencing or 'hybrid' mode, depending on the context and the regulations in force.
Shareholders meeting in Paris	April 7, 2022 at 4pm at Salons Hoche in Paris.
Payment of dividends	The dividend will be detached on April 12, 2022 and made available for payment on April 14, 2022.
Announcement of quarterly turnover	April 15, 2022, July 15, 2022, October 14, 2022, January 13, 2023.
Announcement of mid-term results	July 29, 2022.
Publication of annual results	February 22, 2023.

The publication of annual and half-year results will be preceded by an embargo period of one month; the publication of quarterly turnover will be preceded by an embargo period of 15 days, in compliance with the guide to permanent information and management of inside information (DOC-2016-08) and article 19.11 of MAR.

Dividends not claimed within 5 years as of the date of payment are subject to prescription (civil code art. 2277). They are then paid over to the State.

Our website: www.thermador-groupe.fr
Write us: actionnaires@thermador-groupe.fr

Regularly updated in French and English, it presents the Group's activities, financial information and stock exchange news.

Our financial publications appear in the 'news' section and 'regulated information' section. They are also relayed on stock exchange information sites, in French and in English, on LinkedIn and on Twitter.

A shareholder space is available so that you can update your details and express your wishes as to how you want our documents to be sent (mail and/or email).

STUDIES

We would like to thank the analysts who take an interest in our Group. Studies are carried out regularly on our stock by:

- Portzamparc in Nantes - tel. +33(0)2 40 44 94 09.
- CM-CIC Securities in Paris - tel. +33(0)1 45 96 77 00.
- ODDO BHS in Lyon - tel. +33(0)4 72 68 27 00.
- IDMidCaps in Paris - tel. +33(0)1 80 48 80 12.
- Financial of Uzès in Lyon - tel. +33(0)4 78 42 51 18.

Guillaume Robin is legally responsible for financial information.

2.10 2021 annual general meeting

Replay of the General Assembly of April 6, 2021 available on our YouTube channel.

71.5%

OF VOTING RIGHTS

RUNNING OF OUR AGM

Our Annual General Meeting was held behind closed doors on April 6, 2021. Voting took place up to March 31 by letter and to April 5 on-line. 1,078 voters took part, accounting for 6,580,665 shares, or 71.52% of voting rights.

All the resolutions were adopted with approval rates of between 83.4% and 99.9%. You will find herewith the text of the resolutions on pages 153 to 156 of our 2020 universal registration document as well as on our website.

Thus, a dividend of €1.82 per share was detached on April 13 and released for payment on April 15, 2021.

As in previous years, the whole of the AGM was filmed and is available online on Thermador Groupe's YouTube site:

SHARES CAN BE BEARER DIRECTLY REGISTERED OR ADMINISTERED

1) **Bearer** shareholders entrust management of their shares to their financial representative who receives custody fees. In our case, they are known to our company only through the annual TPI (identifiable bearer share) census.

2) In the case of **registered shareholding**, the holder fulfils the formality of depositing his shares in a share account managed by the issuer or by a financial intermediary authorised by the issuer. In our case the intermediary chosen by us is: **Securities CM-CIC / Middle Office Emetteur - 6, avenue de Provence - 75441 Paris cedex 09 - France.**

To transfer shares to registered format, application must be made by letter to the financial intermediary giving the contact details of the above-mentioned representatives.

Registered shares are permanently identifiable to the issuer. They are not subject to custody fees.

3) You can also opt for administered shares. You keep your shares account – or your PEA (savings plan in shares) – with your financial intermediary who undertakes to keep us permanently informed of your position.

REMOTE VOTING

If you cannot attend the Annual General Meeting, you can entrust powers to the Chairman or any other shareholder of your choice.

You can also vote by mail. In both cases, we invite you to use a single form that is available upon request.

For pure or administered registered shareholders and bearer shareholders whose financial intermediary has signed up to the VOTACCESS system, electronic voting by VOTACCESS has been possible as of the Annual General Meeting of 2017.

2.11 Shareholder relations

20 EVENTS PER YEAR TO MEETING SHAREHOLDERS

2.11.1 Web conferences

Our communication agency Opaline organises four web conferences, open to all our shareholders with simultaneous English translation, a few days after our publication dates. Questions sent in via the chat are answered live by Thermador Groupe managers.

A replay is available for each webinar, so that those who are not present can catch up. Participants are private shareholders, institutional investors and employees, spanning newcomers to stocks and shares and experts alike.

2.11.2 Institutional investors

To meet our investors (48.5% of capital), we attend investor shows each year, with an average of ten interviews per day.

- 2 days at the **Forum Oddo Midcap** in January in Lyon.
- 1 **SFAF** meeting for the publication of the annual results.
- 1 digital roadshow with **Portzamparc** in April.
- 1 digital roadshow with **CM-CIC Market solutions** in May.
- 1 Next Cap forum with **Oddo** in June.


Presentation of SFAF 2021

- 1 SFAF meeting in September for the publication of the half year results.
- 1 road-show with **CM-CIC Market solutions** in September in Paris.
- 2 days at investors forum of **Lyon Pôle Bourse** in September in Lyon.
- 2 days with Midcap Events in October in Paris.
- 1/2 day at the ESG Next'up Ethifinance digital forum in December in Paris.
- Participation to the first day **SFAF** ESG in December.

During the year, we have numerous telephone contacts, in situ, or during road shows organised mostly in Paris. Investors particularly appreciate the simple and direct contact with the CEO and the Deputy CEO in charge of finance.


Forum of Lyon Pôle Bourse

2.11.3 Private shareholders

All shareholders with at least one share receive the annual report, letters to shareholders and our invitation to the Annual General Meeting.

To our knowledge, we are one of the few companies to do so. This practice has resulted in us having a growing number of private shareholders (7,795 at the December 2021 TPI) who represent 40.9% of our capital (the average for companies listed on the Stock Exchange is under 10%).

2.11.3.1. INVESTIR DAY EXHIBITION

We were at Palais Brongniart on November 23, 2021 for the second edition of Investir Day. We met 94 individual shareholders, who took up the chance to meet us in person.

2.11.3.2. OBSERVATOIRE DES ACTIONNAIRES D'AVENIR

We are involved in this 'shareholders of the future' workgroup alongside Air Liquide, Axa, Edenred, Engie, Korian, L'Oréal, Suez and Wavestone. The *Observatoire des Actionnaires d'Avenir* (OAA) works to promote individual and employee shareholding with the long-term idea of redirecting French savings towards the national production system, to help keep decision-making centres in France.

http://www.capitalisme-responsable.com/observatoire-des-actionnaires-davenir/

2.11.3.3. F2IC AND NEXTWISE

In partnership with F2iC (federation of private investors and investment clubs), we organised a webinar in September and provided the replay to the **25,000 individual shareholders** registered with the association.

We visited Grenoble, accompanied by SEB and Tikehau (70 private shareholders present).

We joined the Dauphine - NextWise challenge, an educational course designed with and for students.

Finally, two investment clubs set up by Thermador Groupe employees with the help of F2iC made their first investments in 2021.

F2iC Grenoble, November 2021

2.11.4 Retired employees and former employee shareholders

They hold 7% of our capital, directly or via the Thermador FCPE. As signatories of a stock market charter, they may only trade on the market four times per year during positive three-week windows following the publication of turnover (Q1 and Q3) and results (S1 and annually).

Since 2017 then, we have invited all employees to a pre-AGM meeting to take time to explain the organisation of governance, the role of the independent directors and the proposed resolutions. Also at the meeting, employee representatives on the FCPE's supervisory board (3.3% of capital) have a chance to speak and so they can vote at the AGM according to their beliefs and on the basis of full disclosure.

Traditionally, employee shareholders (1.2% of capital) are well represented at the AGM, and numbered around 60 at the digital edition in 2021.

Retired and former employees often remain shareholders. Many are also present at the AGM. They own 2.5% of capital.

In 2021, we were on the jury of the French federation of employee and former employee shareholder associations (FAS).

OUR SHAREHOLDERS'
MEETING IN PARIS
130 PEOPLE

Shareholders' meeting in Paris, Avril 2019

2.12 Shareholders' emails and CHAT

From JO on 19.10.21

I have before me your "letter to shareholders" n°104. Thank you for keeping shareholders regularly informed of the results of your activities, so rare for publicly-traded companies (apart from Interparfums, Air Liquide, etc.). Congratulations on the results obtained, despite procurement difficulties.

From NR on 26.01.2021

Thank you very much for the call on January 15. We applaud you on the very good performance and congratulate you on your leadership and would like to thank all of Thermador's employees for their extraordinary commitment under exceptional circumstances. The communication towards us shareholders continues to be excellent. We very much appreciated your regular and transparent press releases, your webinars and your excellent AGM. You have been rightfully praised and rewarded for that. Please keep up the good work and please give our thanks to all those in Thermador Groupe. We wish all of you continued success and please do stay healthy!

From RC on 18.03.2021

When I acquired my first Thermador Groupe shares on January 2, 2007, I was attracted by the governance model applied by your company.

There have of course been ups and downs throughout the company's history, but they are always explained in your letter to shareholders, which I particularly appreciate. I have therefore remained loyal to your Group, in which I now own 200 shares.

I have been pleasantly surprised to read articles about your share over the past few weeks in INVESTIR magazine, given that portfolio managers seem to have little interest in it.

In the run-up to your AGM, for which I have cast my vote, I wish you and your staff the continuation and expansion of THERMADOR GROUPE.

From RB on 16.04.2021

I watched your AGM yesterday on my computer and have some questions and remarks. At the end I will also make a suggestion.

1) Remarks and/or questions:

- €119.5 million of stock: this is understandable in order to avoid stock-outs, but it also goes against the theory that we should tend towards zero stock, doesn't it?

- As regards your biggest shareholder, who is German, I did not quite understand what was meant when you said it was 'the head of 240 individual companies'.

- Also, on the subject of transparency, private shareholders were often heard to praise you for it at Salons Hoche!

- I understand that a deputy CEO can replace a defaulting CEO but don't think I heard Patricia Mavigner's name mentioned: is that normal?

2) (minor) suggestion:

By chance, (the press - *Le Monde* to be exact) I was recently put in contact with Institut Mérieux whose founder, Alain Mérieux, decided a few months ago to create '*L'entreprise des possibles*', the management of which was entrusted to its HR Director, Patrick Depagneul. '*L'entreprise des possibles*' has set itself the goal of taking all women and their children off the streets in the Lyon area through:

- housing,
- training.

Several companies in the region are taking part (for an entry fee of, I think, €150k). I thought that Thermador might be interested in participating in this project.

- No separation of the positions of Chairman of the Board and CEO planned? Schneider, St Gobain, l'Oréal are all going down that road.

- On the rising cost of raw materials... will it have a 5-6% impact?

Maybe an impact on selling prices, but a moderate increase (with or without an impact on wages?). I wouldn't have thought so, as employment remains below pre-pandemic levels.

In any case, I think that Thermador has got over the pandemic very well, as the trend on the share price, among other things, illustrates!

Response from the Shareholder Services Department

Thank you for your letter and your questions.

The health crisis has seriously challenged the 'zero stock' theory, which never really appealed to us. Even today, the staggering acceleration in demand works best for companies with stock. We are continually working to improve the quality of our stock, rather than focusing on its value.

The Investmentaktiengesellschaft für langfristige Investoren TGV is a German fund of 240 family entrepreneurs with a very long-term investment vision. It has been a benevolent yet demanding shareholder for over 11 years now.

Text from page 28 of the 2020 URD: "Since 2016, every year we have confirmed the succession process for the Chairman and CEO in the event of an accident or sudden unavailability. To date, Jean-François Bonnefond, Chairman of Jetly and Deputy CEO of Thermador Groupe, has carried that responsibility. Planning ahead for his retirement and the end of his term of office as Board member in April 2021, Thermador Groupe's executive Committee met for the first time in conclave in July 2020 to collectively choose the person among them with the qualities to succeed him and the will to replace him. After three rounds of voting, a majority emerged in favour of Lionel Monroe, currently CEO of Syveco. The Board members, involved in this new process from the outset to define the target profile, approved this decision at the Board meeting held on July 29. As a result, Lionel Monroe candidature as a Board member will be proposed to you at the AGM scheduled for Tuesday April 6, 2021 and appointed Deputy CEO of Thermador Groupe for a period of 4 years at the Board meeting scheduled for April 7, 2021."

The entry ticket to 'L'entreprise des possibles' is not within the range of what is affordable for the companies in our Group. We also prefer our subsidiaries to decide on the actions they wish to take alongside their employees.

In our view, the separation of the mandates of Chairman and CEO is not pertinent to a company of our size, apart from a possible handover period. This was the case between 2010 and 2011 when Guy Vincent left his operational functions.

Wage increases: the inflation experienced by our employees remains moderate to date. We are closely monitoring the situation in order to adjust the fixed component of earnings if necessary. However, we would like to remind you that their package comprises of a fixed component, a variable component and a company top-up in its mutual fund (page 77 of the URD 2021).

From CB on 19.03.21

I have just received the annual report from your Group. It's hard to do better in all areas (but I think you keep doing it...). My compliments go of course to the whole team (and to the stock managers), I am myself an ex-banker!

The choice I made about ten years ago has proved to be a wise one. It's not so much the capital gain (80 shares at a purchase price of €25), advising a friend to buy, and adding it to my 34 year-old son's portfolio at €45-50, but the intellectual side of this choice.

I don't dare tell you the term we used to use when a balance sheet like this came onto my desk; I'm sure you can guess the male qualifier in question!

Hats off to you, Mr Chairman!

Thermavert cross-departmental group - September 2021

From left to right: François Antunès, Adrien Leal Recio,Christophe Arquillière, Arlette Berliocchi, Audrey Meyer, Anne Vella, Patricia Mavigner, Murielle Gentaz, Melanie Meyblum, Cyrille Javault, Eleyna Bicchierini, Jacques Perrin, Catherine Clément, Anne Bardonnet, Thomas Arthaud.

3. EXTRA-FINANCIAL PERFORMANCE STATEMENT

3.1 Our CSR strategy

CHAIRMAN'S STATEMENT

Knowledge enables us to choose and act in the right way. It is with this simple idea that we embarked on a fairly detailed calculation of our CO_2 emissions, taking into account the entire life cycle of the products we sell.

If we were to take full responsibility for the CO_2 emissions of the products distributed by our Group, they would account for 95% of the total. From our point of view, this responsibility should be shared between the different actors: suppliers of extracted or recycled raw materials, manufacturers and their subcontractors, importers, distributors, installers, users, repairers and collection and recycling companies.

Logically, future progress on our most carbon-intensive products will depend on our ability to convince our suppliers upstream, to encourage their initiatives and even to become a force for eco-design. Downstream, we must be a force for proposal to our customers to promote eco-responsible products, continue our efforts to keep the equipment we sell in service for as long as possible and contribute to efficient transfer to recycling channels.

With this in mind, in 2021 we set out our first CO_2 emission reduction targets, both in areas where we can act directly and in areas where we need to engage other stakeholders (cf: page 62). We have also enhanced this Extra-Financial Performance Statement to clarify our achievements, plans and strategy.

To give us the wherewithal to achieve our ambitions, we are opening up the position of sustainable development director to sit on the Executive Committee, extended to all the Group's corporate officers, with the aim of building a team of experts to help our subsidiaries achieve their CSR objectives.

Finally, from 2022 onwards, we will be opening an investment programme to finance the energy renovation of our own buildings for a total investment of €1.6m, eligible for European **taxonomy like all our real estate operations.**

Our turnover is not eligible for this new regulation as distribution is currently one of the activity sectors excluded.

THE EXECUTIVE COMMITTEE INVOLVED AT THE HEART OF OUR CSR STRATEGY

Meeting of our Executive Committee on December 16, 2021 to endorse the Group's priority sustainability objectives.






3.1.1 Our identity and our values

OUR IDENTITY

THERMADOR GROUPE

brings together companies that distribute fluid circulation equipment and accessories for the construction and industrial sectors, as well as heavy tooling for the general public and professionals. Our customers are wholesalers of heating and sanitary equipment, pumps, valves and fittings, industrial supplies, manufacturers and all those involved in DIY. Our suppliers are manufacturers of those products throughout the world.

Since the creation of Thermador Groupe, in 1968, people have always been at the heart of our values.

OUR VALUES

RESPECT

TRUST

HUMILITY

FAIRNESS

SIMPLICITY

EXEMPLARITY

INTEGRITY

FRIENDLINESS

CARE

TRANSPARENCY

Our Group has built its growth with respect for its teams, shareholders, customers, suppliers, other stakeholders and the environment. Our values are trust, transparency, simplicity and good human relations.

" OUR GROWTH IS SUSTAINABLE AND RESPECTS OUR ECOSYSTEM."

Each employee, whatever his or her function, can exchange ideas with his or her peers in inter-subsidiary working groups. This is particularly true in the area of management, where **sharing good practices** is a very effective method for encouraging everyone to progress and ensuring overall cohesion.

However, there is no 'Group HR Director'. Within each of the Group's subsidiaries, the CEO - in close collaboration with the administrative department - and the local managers must assume full responsibility for their teams.

It all starts with recruitment, a tricky art that we practice with humility and simplicity. In the end, we believe that collective decisions are the safest.

Along individual career paths, we strive to allow each person to develop his or her talents, according to his or her merits and abilities.

We cultivate the virtues of exemplarity, transparency, respect and a fair share of the profits of our work.

" THE FUTURE VALUE OF THE GROUP IS IN THE HANDS OF ITS MANAGERS AND STAFF, THIS IS WHY WE STRIVE TO HELP OUR HUMAN RESOURCES GROW. "

Giving meaning to what everyone does.

We attach importance to length of service amongst our employees. Preserving the motivation of our employees is therefore essential, since they stay with us in our subsidiaries for an average of 10 years. This involves thinking about the tasks entrusted to them, their development and the meaning given to each person's contribution.

Choosing to keep close to our employees.

Our management teams are clearly responsible for the quality of the social climate that prevails in the subsidiaries and we encourage benevolence, friendliness, simplicity and calm.

A very short chain of command.

Our compressed hierarchical structure, limited to four levels, favours proximity between the managers and all employees.

Testimony of one of our employees during the Covid crisis.

*"Communication from our management was always very fluid throughout the period, because our organisation chart is pretty flat and we're naturally close to our bosses. The crisis was well-managed, the whole team was committed to customer satisfaction and reacted unfailingly to keep up with demand."**

However, this proximity is no longer sufficient today to collect all the ideas, remarks, suggestions and gripes of the women and men who work in each of our subsidiaries.

Since 2017, we have submitted a quality-of-life-at-work survey questionnaire to our employees every three years.

They have clearly taken to this new means of expression, as 94% of them responded in 2017 and 93% in 2021. The surveys give rise to action plans in the subsidiaries in order to address the remarks made via the anonymous questionnaire.

In this way, we believe we have a committed, competent, efficient and generally loyal workforce.

When a departure seems inevitable, we strive to be fair, dignified and maintain good relations with those who leave us.

The importance of exemplarity and transparency.

All of this allows us – requires us even – to be highly demanding at every level of the company, for the greater benefit of all. Transparency of salaries in our subsidiaries is an effective means of preserving equal pay regardless of gender, religious conviction, political opinion, social or ethnic origin, sexual orientation or identity, disability, family status, nationality, surname or physical appearance.

With the acquisition of 9 companies and one business since 2015, our challenge is to open up to other corporate cultures while gradually spreading our core values. These values must endure and constitute the cement of the Group.

**Quote from the testimony of Jacques Schiele. Sectoriel employee (Letter to shareholders n°100 of January 2021)*

3.1.2 Our commitment to our 11 sustainable development goals and the Global Compact

In 2018, Thermador Groupe took on board the UN's 17 Sustainable Development Goals (SDGs) as part of its CSR strategy. Below is a summary of the 11 SDGs adopted by the company:

SUSTAINABLE DEVELOPMENT GOALS

1 DEVELOP OUR TALENTS

- 3 GOOD HEALTH AND WELL-BEING
- 4 QUALITY EDUCATION
- 5 GENDER EQUALITY
- 8 DECENT WORK AND ECONOMIC GROWTH

Objectives:

Offer rewarding conditions to attract new talent and maintain high levels of length of service within our subsidiaries.

Develop the skills of our teams.

Promote equal opportunities.

Ensure employee health and safety at all times.

2 PURSUE OUR DEVELOPMENT WHILE REDUCING OUR ENVIRONMENTAL IMPACT

- 6 CLEAN WATER AND SANITATION
- 7 AFFORDABLE AND CLEAN ENERGY
- 11 SUSTAINABLE CITIES AND COMMUNITIES
- 12 RESPONSIBLE CONSUMPTION AND PRODUCTION
- 13 CLIMATE ACTION

Objectives:

With our partners, measure and act upon all the elements of our carbon footprint.

Sell more sustainable and eco-responsible products.

Get our teams to adhere to and contribute to our environmental policy.

3 BE A RESPONSIBLE COMMITTED PLAYER

- 12 RESPONSIBLE CONSUMPTION AND PRODUCTION
- 15 LIFE ON LAND
- 16 PEACE, JUSTICE AND STRONG INSTITUTIONS

Objectives:

Respect ethics and compliance with our stakeholders.

Engage in solidarity-based actions in line with our values.

Work with our professional ecosystem in keeping with our business-watch process.

Thermador Groupe has been committed to the United Nations Global Compact social responsibility initiative since 2021, along with the Compact's 10 principles relating to human rights, labour standards, the environment and anti-corruption. Over 14,000 companies from 162 countries are now signed up, organised around 70 local networks throughout the world. This places Thermador Groupe at the heart of a process dedicated to advancement, and in the short term, the next two stages to define progress points and introduce an action plan.

HUMAN RIGHTS

1. Support and respect the protection of internationally proclaimed human rights
2. Ensure that they are not complicit in human rights violations

INTERNATIONAL LABOUR STANDARDS

3. Uphold the freedom of association and the effective recognition of the right to collective bargaining
4. Contribute to the elimination of all forms of forced and compulsory labour
5. Contribute to the effective abolition of child labour
6. Contribute to the elimination of discrimination in respect of employment and occupation

ENVIRONMENT

7. Support a precautionary approach to environmental problems
8. Undertake initiatives to promote greater environmental responsibility
9. Encourage the development and diffusion of environmentally-friendly technologies

FIGHT AGAINST CORRUPTION

10. Act against corruption in all its forms, including extortion and bribery

3.1.3 Our business model

Thermador Groupe is a player in specialised distribution. Our subsidiaries provide the interface between manufacturers and wholesalers, DIY stores, factories and swimming pool professionals, e-commerce sites and marketplaces.

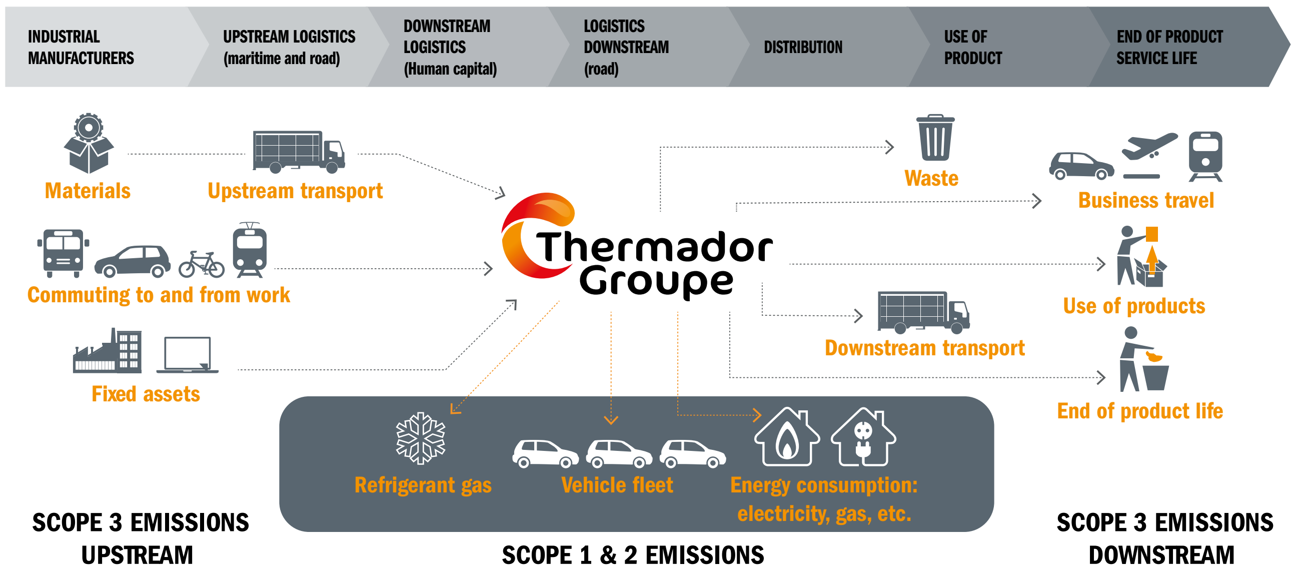
Our subsidiaries go beyond the role of distributor. As responsible actors, they select sustainable products (meeting standards in the areas of safety, health and energy consumption) and develop our ranges towards even more environmentally responsible products. Our businesses and business model are presented on pages 4-17. Thermador Groupe reports turnover of €486.5m. Our vision, strategy and current challenges are presented in the Chairman's statement (page 3) and on pages 10 and 11 of this document.

Our governance is described on pages 28 to 39.

OUR RESOURCES

FINANCIAL	HUMAN	ECOSYSTEM	SUPPLY CHAIN	MATERIALS	INTELLECTUAL
Equity: €279m. Diluted shareholding with 8.339 shareholders institutional investors (48.5%), private investors (40.9 %) and 10.6% held by executives. managers and employees. Cash position: €27m. Debt: €28.2m.	Our teams are made up of of men and women: 712 employees (representing 701 equivalent full-time posts).	Distribution: 32.000 partner-customers.	- 98,052 m² of storage space. - 1,029 finished product suppliers.	- Energy: water, electricity and gas for warehouses and offices, diesel for road and sea transport. - Use of cardboard, wooden pallets and stretch film for shipment packaging.	Innovation: 4 design offices in our subsidiaries.

OUR BUSINESS MODEL



OUR ACHIEVEMENTS

FINANCIAL	HUMAN	ECOSYSTEM	SUPPLY CHAIN	MATERIALS	INTELLECTUAL
Turnover €486.5m, up 23%. Net result. as a portion of the Group: €52.9m up 46.2%. Dividends paid each year, without ever having decreased.	Survey on the quality of life at work: 93% of employees responded. 72% of employees trained within the year. Internal mobility: 2 people in 2021. Staff turnover rate: 12.9%. Average length of service: 9.68 years. Accident frequency rate: 7.95. 39% women in management positions. 25% of our employees benefit from profit-sharing and 86% of all our employees receive a variable component in their earnings. Variable remuneration earnings represent 20% of total.	Factory visits and supplier audits. Longstanding suppliers: 22% of our purchases are from suppliers who have been our partners for over 40 years. 50,396 tonnes shipped.	Tonnage received: 17,993 tonnes. Number of containers received: 2,702 (20-foot equivalent)	CO_2 emissions/tonne of products purchased. CO_2 emissions/tonne of products sold. 69% of electricity consumed on a green contract 91% of waste recycled. Electronic waste contribution: €409k.	5 of our subsidiaries - representing 33% of turnover - are ISO 9001 certified. 3 of our subsidiaries are registered training bodies and deliver training to our customers.

3.1.4 Our ecosystem

Thermador Groupe operates in an environment made up of actors having an influence on its business, strategy, values and ambitions.

In all our economic and social relations, we prioritise exchange and transparency and listening, all inexhaustible sources of inspiration, progress and innovation.

Thermador Groupe identifies **five key stakeholders**:

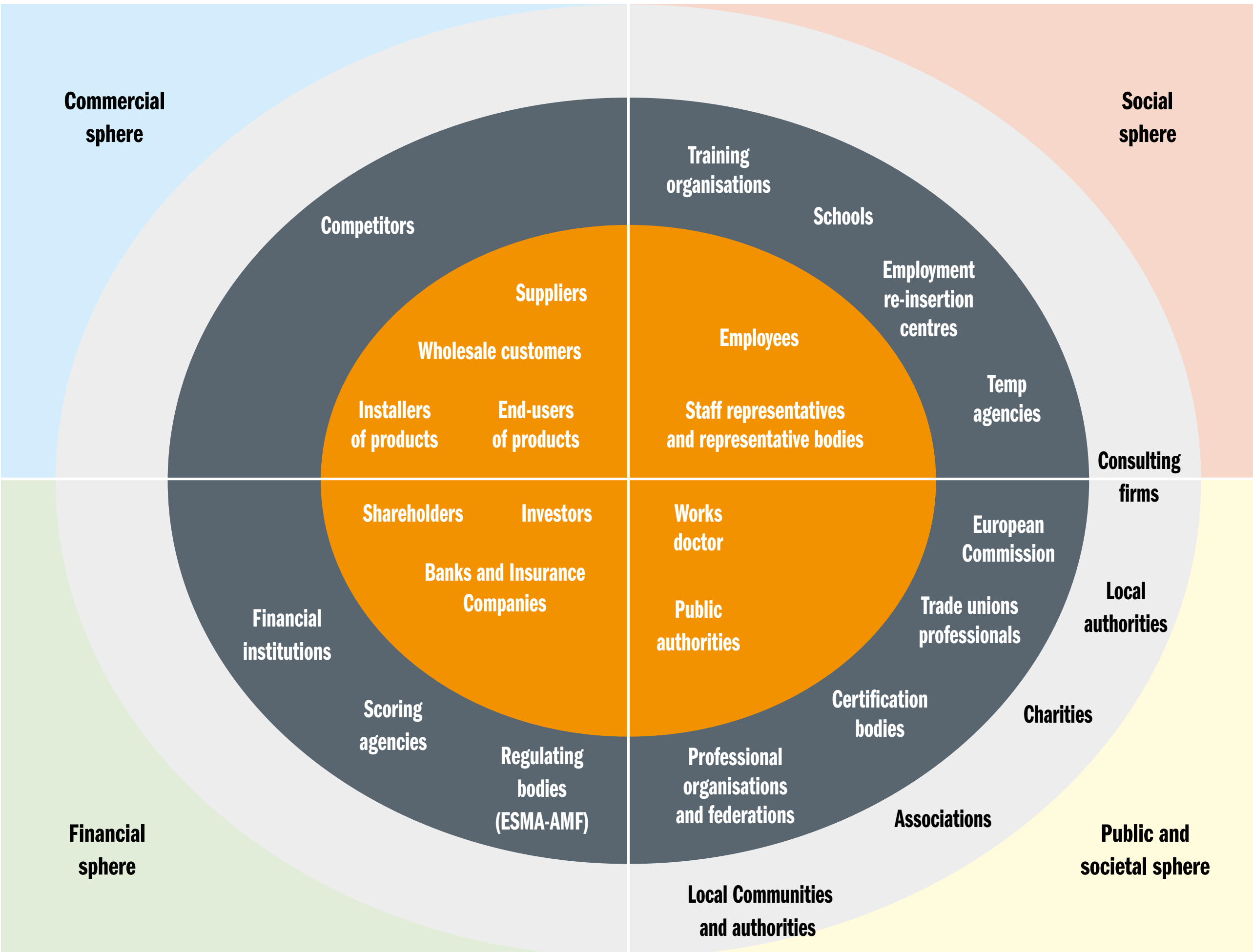
- Customers, whether distributors or consumers. Their purchases allow the Group to survive economically.
- Employees, who contribute hard and soft skills and know-how.
- Investors, shareholders and bankers, who provide the capital we need for investment, stability and growth.
- Suppliers, who provide the goods and services that are crucial to our business.
- Civil society through the public authorities, local authorities, associations and schools with whom we work.

We have many **stakeholders** who influence our activities and our strategy in terms of societal and environmental responsibility, at three levels:

Level 1: They are crucial to the existence of Thermador Groupe.

Level 2: Their influence is significant to major Thermador Groupe projects or activities.

Level 3: Their impacts are limited or occasional, for a one-off project or activity of the Group.



Our role as a **responsible player** in the market sees us interacting with all our stakeholders in order to help them improve their CSR performance.

3.1.5 Major risks and opportunities

OUR METHODOLOGY

From our value chain, we have identified the key risks and challenges faced by Thermador Groupe. We have selected the risks and challenges from analysis of their existing materiality, pertinence and severity further to financial risk analyses.

When our business has a positive impact on the environment, the approach continues and the benefits of the activity are highlighted.

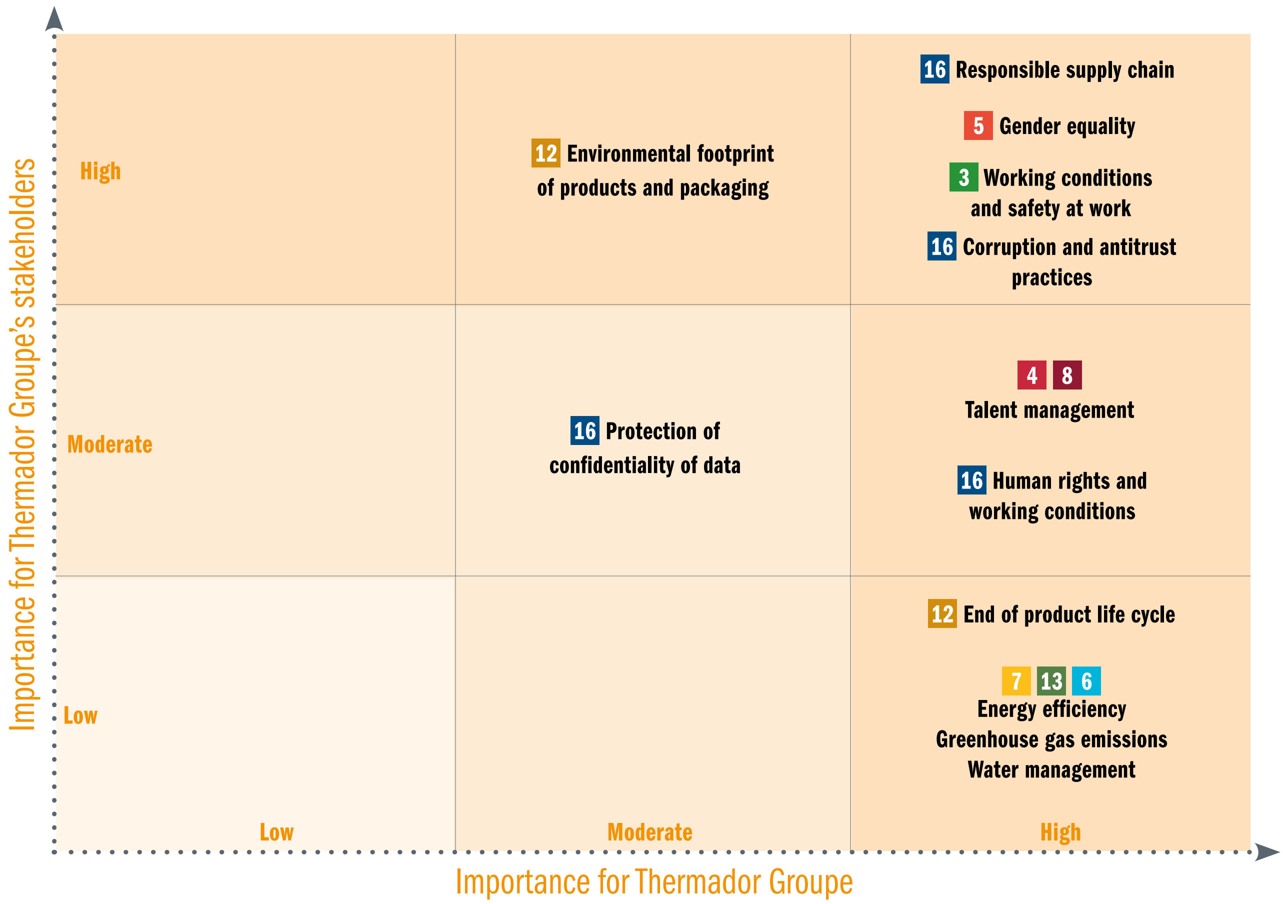
Conversely, when our activity has a negative impact on the environment, we explain how the Group can contribute to reducing it by modifying its practices or minimising the environmental impact through carbon offset initiatives.

The information presented below concerns consolidated Thermador Groupe companies on December 31, 2021, i.e. 100% of perimeter, as in 2020. For 2019, the information presented does not include data from the following companies: Etablissements Edouard Rousseau (acquired on 31/12/2018), Rousseau SA (acquired on 31/12/2018), Distrilabo SA (acquired on 31/12/2019), and Thermacome SA (acquired on 31/12/2020).

MAJOR RISKS AND OPPORTUNITIES

The major risks and opportunities outlined below have been classified by combining their importance for Thermador Groupe and for stakeholders.

MATERIALITY MATRIX FOR THERMADOR GROUPE



3.1.5 Major risks and opportunities

This materiality matrix on the risks and issues that are important to both Thermador Groupe and its stakeholders is reflected in our business model as presented above. They are also reflected in the performance indicators that we monitor, enclosed herewith:

RISKS / OPPORTUNITIES	Definition	Performance indicators monitored
RESPONSIBLE SUPPLY CHAIN		
HUMAN RIGHTS AND WORKING CONDITIONS ENVIRONMENTAL EFFECTS	**Risks:** Thermador Groupe and its subsidiaries could see their legal liability and goodwill tainted by supplier practices in the areas of human rights and environmental standards (child labour, forced labour, health and safety, toxic emissions, etc.). Carbon emissions related to upstream activities (material extraction, product manufacturing and transport) can have a significant impact on the environment and on biodiversity.	- Percentage of turnover from rated suppliers. - Percentage of turnover from suppliers having signed our Supplier code of conductor equivalent. - Percentage of sales from suppliers with ISO 9001 and/or 14001 certification. - Scope 3.
COMPLIANCE		
CORRUPTION AND ANTI-TRUST PRACTICES	**Risks:** Thermador Groupe and its subsidiaries with their presence internationally could fall foul of anti-corruption or other similar laws in the course of their business or down the supply chain. This could damage brand image and open them up to financial sanctions.	- Percentage of sales achieved with rated suppliers. - Percentage of employees trained in anti-corruption measures over the last three years.
DATA PROTECTION	**Risks:** Given the advanced digitalisation of its activities. Thermador Groupe may be in breach of the legal provisions regarding data privacy (GDPR). This could lead to financial sanctions and tarnish Thermador Groupe's image.	- Number of actions monitored by our Data Protection Officer according to GDPR
STAFF DEVELOPMENT AND SAFETY		
TALENT MANAGEMENT	**Risks:** Our specialised distribution businesses are not attractive to the new generations of technicians or engineers who are keen on new technologies and industrial design. Often confused with simple trading, our atypical position between distribution, design and installation makes recruitment more difficult. **Opportunities:** We need to attract and retain talent by giving meaning to our projects and sharing our values. Without this, the risk is greater instability amongst our staff, with negative consequences for operational efficiency, quality of service to customers and financial performance.	- Percentage of employees trained including internal training. - Turnover rate manpower. - Average seniority (in years).

RISKS / OPPORTUNITIES	Definition	Performance indicators monitored
STAFF DEVELOPMENT AND SAFETY		
GENDER EQUALITY	**Risks:** Any inequity in the treatment of women and men within the Group would be immediately noticed because of our proactive policy on earnings transparency. This would immediately demotivate 35.5% of our employees and break the current harmony, with negative consequences on operational efficiency, the quality of service to customers and financial performance.	- Percentage of women in management positions. - Percentage of women on the Board of Directors and on the Executive Committee.
WORKING CONDITIONS AND SAFETY AT WORK	**Risks:** The employees of Thermador Groupe and its subsidiaries could be exposed to work-related accidents, especially as our downstream logistics are internalised. **Opportunities:** The risks are analysed and identified within the framework of the safety policy document [*document unique*], thus enabling prevention and reducing the risk of work-related accidents and musculoskeletal disorders.	- Absenteeism rate. - Frequency rate of work-related accidents. - Severity rate of work-related accidents.
ENVIRONMENTAL IMPACTS OF OUR BUSINESS		
ENERGY EFFICIENCY GHG EMISSIONS WATER MANAGEMENT	**Opportunities:** Many of the products sold by Thermador Groupe's subsidiaries contribute to reducing energy and water consumption. The high degree of specialisation of our sales companies makes them very innovative in this area. Improved energy efficiency in our buildings can generate substantial savings. **Risks:** Compliance with increasingly stringent thermal and sanitary regulations is becoming more and more complicated, while non-compliance is increasingly sanctioned. **Opportunites:** The treatment of grey water in single-family homes is one of our specialities. The regulations have favoured the expansion of the market. Energy renovation is supported by the public authorities with financial aid (energy saving certificates and MaPrimeRenov' grants).	- Water consumption. - Scope 1 audit - Scope 2 audit
ENVIRONMENTAL FOOTPRINT OF PRODUCTS AND PACKAGING		
ENVIRONMENTAL IMPACT OF PRODUCTS AND PACKAGING	**Risks:** The products marketed by Thermador Groupe and its subsidiaries consume packaging. Upstream transport, even if it is by ship, and the distribution of our products via road transport are high carbon intensity activities. A development of our business without these negative impacts being controlled and compensated for would increase our carbon footprint. Our performance in this area depends on our ability to support our suppliers in choosing packaging that has less impact on the climate. Our incoming transport methods must evolve towards lower-carbon means of transport. **Opportunities:** Changes in regulations should encourage us to innovate in terms of packaging and offer our customers a packaging range that is in line with their CSR approach.	- Quantity of CO_2 emissions. - Percentage of waste recycled. - Scope 3.
END OF LIFE OF PRODUCTS	**Risks:** Some of the products sold today are difficult to recycle. They could suffer from this defect. Poor management of our waste would be extremely badly perceived by our teams, who are increasingly sensitive to this issue.	- Scope 3.

3.1.6 CSR organisation and governance

Corporate Social Responsibility (CSR) has always been at the heart of our values. Our management teams and employees have always readily adopted these ideas by taking initiatives and placing such concerns at the heart of our social dialogue.

Our devolved CSR organisation has progressed considerably over the last three years. The challenge is to maintain the dynamics of this devolution by giving a voice to all, employees, managers and directors alike.

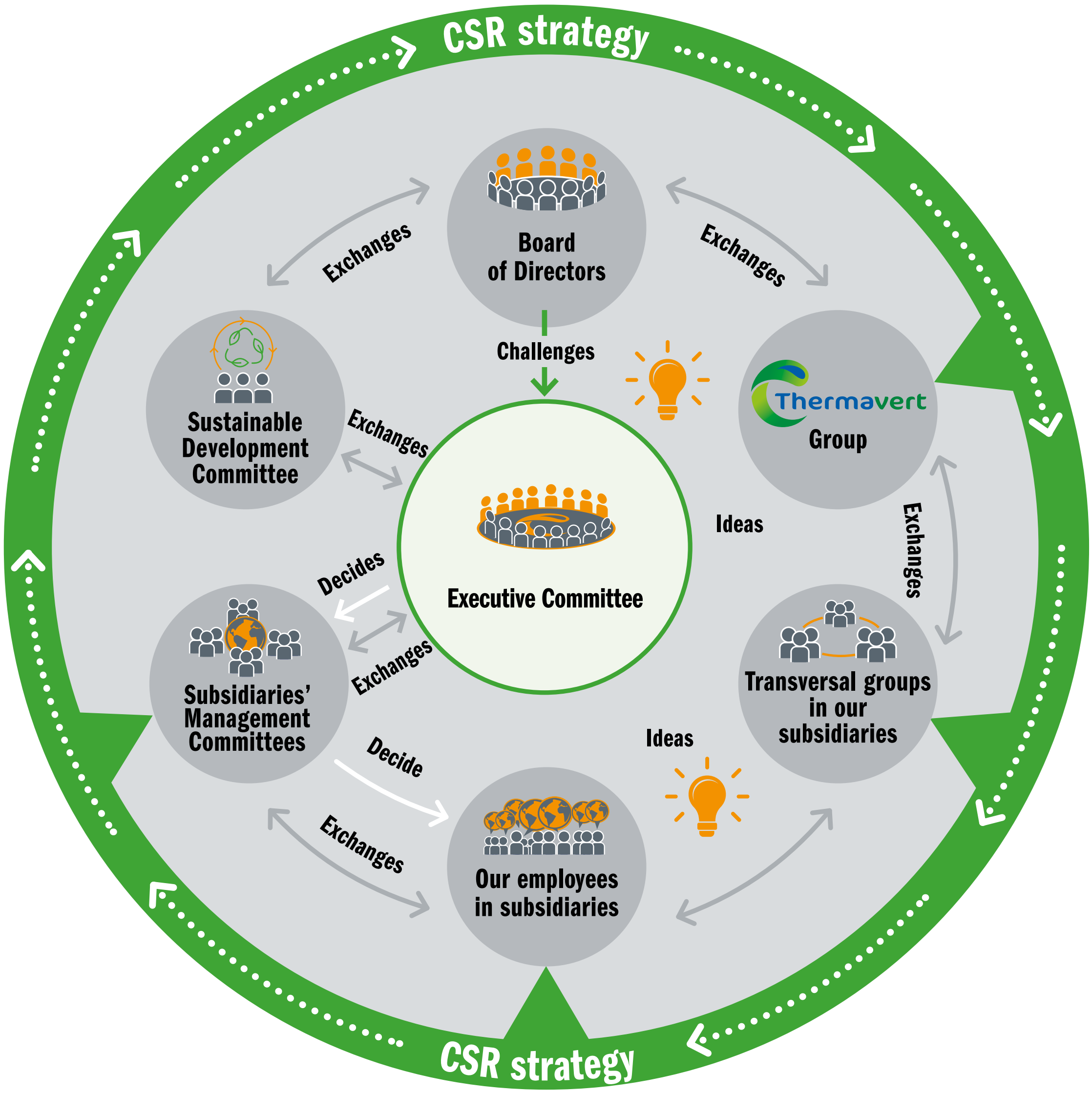
At the beginning, cross-departmental groups were set up in our subsidiaries to respond to the expectations expressed by our employees through our quality-of-life-at-work survey in 2017. In order to better coordinate the initiatives taken in our subsidiaries. we saw the need for the **Thermavert group.** Its role is to exchange information on the initiatives and projects carried out in the subsidiaries and to coordinate the various actions.

CSR is a key topic in our subsidiaries through their management committees. Their role is to lead, motivate and provide staff with the wherewithal to carry out their missions in the social and environmental fields.

In 2020 we created a **Sustainable Development Committee**, Mathilde Yagoubi, independent director, now chairs this committee. Laurence Paganini and Olivier de la Clergerie, independent directors, are members. Three permanent guests attend the meetings. Its general mission is to assist the Board of Directors in monitoring issues relating to Corporate Social Responsibility.

The **Executive Committee** is where decisions are made. We set the sustainable development targets and agree on the action plans to be implemented to achieve them. It is also an information-sharing platform on initiatives taken in the subsidiaries to best utilise the experiences of others.

The **Board of Directors** challenges the Executive Committee on its Corporate Social Responsibility strategy. Board members monitor the progress of the action plans and, at Board level, share the best practices identified through their experiences in the context of their professional responsibility outside our Group.



A DECENTRALIZED GOVERNANCE STRUCTURE

Societal and Environmental Responsibility is everybody's problem within the Group; our strategy is therefore implemented according to the following organisation:

ACTORS	ROLES AND MEANS OF ACTION
BOARD OF DIRECTORS	- 5 independent directors. - 5 Board of Directors meetings in 2021 with each agenda item on the work of the Sustainable Development Committee.
SUSTAINABLE DEVELOPMENT COMMITTEE	- 3 independent directors including the chairwoman, Mathilde Yagoubi. - 3 permanent guests, including two Executive Committee Members (Patricia Mavigner CEO of Thermador Groupe and Yves Ruget, DG of Thermador) and an employee representative (Nicolas Klein, QSE technician at Sferaco). - 3 meetings in 2021.
EXECUTIVE COMMITTEE	- 16 Comex members and 2 leaders. - 2 full-day meetings on our CSR strategy and sustainability goals.
THERMAVERT, OUR CROSS-DEPARTMENTAL GROUP	- 3 meetings in 2021. - 22 employees including two Executive Committee members (Patricia Mavigner and Christophe Arquillière). - Achievement 2021: deployment of the sustainable mobility plan within the Group.
SUBSIDIARIES' MANAGEMENT COMMITTEES	- 16 management committees.
OUR EMPLOYEES IN THE SUBSIDIARIES	- 9 CSR committees within our subsidiaries. - 23 meetings were organised in 2021 to deal with operational issues around the environment.

3.1.7 CSR and earnings

2021 heralded the integration of CSR criteria into the variable earnings system for executive directors.

The variable earnings of Chairman and CEO Guillaume Robin and Deputy CEO Patricia Mavigner are based on social, environmental and governance criteria. In 2021, these criteria will represent 25.9% and 15.4% of their variable compensation respectively.

In 2022, the Earnings Committee proposes to move to a single indicator: the rate of achievement of the Thermador Group's "Sustainable Development" roadmap. The roadmap is based on key quantifiable extra-financial criteria relating to governance, human, environmental and societal issues. They comprise the 19 indicators presented in chapter 3.1.9.

3.1.8 Our 19 medium and long-term priorities

In 2021, the Executive Committee worked to select our 19 key indicators on governance, people, the environment and society. They reflect the Group's desire to be part of a long-term process by structuring its continuous improvement approach around priority issues. It also set the priority sustainable development goals and established the relevant action plans to achieve them.

The Group's medium and long-term milestones are 2025 and 2030 respectively.

The choice of 2030 is reasonable and can be taken on by the Group's management team in place, given the age of the current executive directors.

These objectives were discussed and challenged in the Sustainable Development Committee and then presented to our Board of Directors.

This work has made it possible to map out trajectories and, above all, highlight the need for human resources to implement the action plans. This led to the opening of a sustainable development management position at Executive Committee level at the end of 2021.

3.1.8.1. THE CSR PERFORMANCE OF OUR SUBSIDIARIES

The CSR performance of Thermador Groupe's subsidiaries is the responsibility of the CEOs. The 19 priorities decided by the Executive Committee are the result of the consolidation of the performance of our subsidiaries. Each subsidiary works with its management committee to set its own objectives and determine an action plan specific to it. Some of our subsidiaries are more advanced than others. The sharing of best practices will make it possible to standardise performance in the medium term. The table of these 19 priorities is drawn up subsidiary by subsidiary and thus enables each manager to compare their performance with that of their peers.

The indicators are based on a scope of 100%, with the exception of the professional equality index. The professional equality index covers employees in France (90.2% of the total Group headcount). The employees of our Belgian, Spanish and Chinese entities, respectively Sodeco Valves, Rousseau SA and the Shanghai representative office, do not fall within the scope of this index. The salary classifications and salary review policies are very different and do not allow their data to be integrated.

At Sodeco Valves all employees' salaries were increased twice in the year.

At Rousseau SA and the Shanghai representative office, all salaries were increased.

3.1.8.2. THE CSR PERFORMANCE OF OUR GROUP

This consolidated CSR performance is presented in Chapter 3.1.9. It is subject to an opinion on the conformity and sincerity of the Extra-Financial Performance Statement by an independent third-party organisation (cf: report in chapter 3.4).

For a better reading of these indicators, the following clarifications should help:

The share of capital held by employees and former employees.

The share of capital held by employees and former employees (indicator n°2 - employee shareholding) was 7% in 2021. (directly or via Thermador Groupe FCPE). Shares held by former CEOs or founders are not included in these 7%.

Women in leadership positions.

Indicator 6 – this indicator requires some explanation. In 2020, women in senior management positions referred to management committee members. For 2021, the 39% figure refers to women in senior management positions. According to Article L3111-2 of the Labour Code, there are three conditions to be considered as " management staff ":

1. those entrusted with responsibilities the importance of which implies a high degree of autonomy in organising working time.

2. those empowered to make decisions largely autonomously.

3. those who receive earnings at the highest levels of the earnings scale practised in their company or establishment.

These considerations produce the following classifications for the French subsidiaries according to the applicable industry-wide agreements:

- Wholesale Trade Agreement: minimum IX-1.
- Metallurgy Convention: minimum III-B.

3.1.9 Our 2021 CSR performance

PRIORITIES & OBJECTIVES

INDICATORS	2020 ACTUAL	2021 ACTUAL	PROGRESS	MEDIUM-TERM OBJECTIVES	LONG-TERM OBJECTIVES
GOVERNANCE					
1 Board of Directors meeting attendance rate	96.9%	100%	● ● ●	≥ 95%	≥ 95%
2 AGM attendance rate	65.8%	71.5%	● ● ○	≥ 68%	≥ 73%
3 Employee shareholding	7.5%	7.0%	● ○ ○	≥ 8.0%	≥ 8.5%
4 Percentage of exposed employees trained in anti-corruption in recent 3 years	73.1%	98.9%	● ● ●	≥ 95%	≥ 95%
HUMAN					
5 Professional equality index (x/100)	87	88	● ○ ○	≥ 90	≥ 90
6 Women in leadership positions	37.5%	39%	● ○ ○	≥ 40%	≥ 40%
7 Average length of service (years)	9.76	9.68	● ● ●	≥ 8	≥ 8
8 Percentage of employees with permanent contracts trained per year (including internal training)	60.6%	72.1%	● ○ ○	≥ 95%	≥ 95%
9 Absenteeism (including long-term sickness)	3.9%	3.4%	● ● ●	< 4%	< 4%
ENVIRONMENT					
10 Scope 1 - Direct emissions - vehicle fleet (eq T CO_2 per vehicle)	2.41	2.81	● ○ ○	< 2.19	< 1.36
11 Scope 1 - Direct emissions - heating and cooling of buildings (eq T CO_2 per km^2)	5.29	6.37	● ○ ○	< 5.70	< 4.44
12 Scope 2 - Indirect emissions from energy consumption of buildings (eq T CO_2 per km^2)	1.91	1.25	● ○ ○	< 0.94	< 0.83
13 Scope 3 - Indirect emissions from products and activities (eq kT CO_2)	207	225	○ ○ ○	Ongoing	Ongoing
14 Waste from our activities (kg/tonnage received)	23.48	20.28	● ● ○	< 20.71	< 18.72
15 Waste recovery	85.2%	90.7%	● ● ●	≥ 90%	≥ 95%
SOCIETAL					
16 Percentage of turnover from rated suppliers	14.2%	17.1%	● ○ ○	≥ 50%	≥ 80%
17 Percentage of turnover achieved with ISO 9001 or 14001 certified suppliers	55.2%	80.4%	● ○ ○	≥ 85%	≥ 90%
18 Percentage of turnover achieved by ISO 9001 or 14001 subsidiaries	27.9%	32.6%	● ○ ○	≥ 70%	≥ 90%
19 Percentage of turnover from suppliers who are signatories to our Supplier Code of conduct or an equivalent charter	N/A	4.8%	● ○ ○	≥ 60%	≥ 80%

● ● ●: beyond medium-term objectives - ● ● ○: hitting medium-term objectives - ● ○ ○: below medium-term objectives

○ ○ ○: ongoing objectives (see p.81) - Eq. T CO_2: tonnes of CO_2 equivalent

3.1.10 Acknowledgement of our CSR performance

In 2021, we responded to 6 extra-financial rating questionnaires, some of which came directly from investors:

- Gaia - ESG Index.
- Gaia - Human Capital in Business Index.
- Humpact France, an extra-financial rating agency on employment in France.
- La financière de l'échiquier (LFDE).
- Management 21.

Striving for transparency and openness, particularly towards investors and shareholders, Thermador Groupe also participates in conferences dedicated to ESG issues.

GAIA INDEX

OVERALL RATING OVER 3 YEARS		
Year	Gaïa	ESG Score
2021		78
2020		80
2019		77

The extra-financial achievements of Thermador Groupe are recognised in France by the Gaia-rating index. Since it was brought in, we have been among the leaders of this index, which is produced independently by EthiFinance. The rating agency analyses the ESG practices of French mid-caps.

Environmental, Social, Corporate Governance (ESG) criteria are judged on the basis of a questionnaire of more than 187 questions. This evaluation also includes an exchange with an ESG analyst to clarify our answers with additional qualitative comments.

We have communicated our ranking on this index since 2012 in our Universal Registration Document. In 2021, we were ranked 80th out of 390 and 13th among companies with revenues of €150m-500m. For more than 10 years, data has shown that companies scoring well on extra-financial criteria also produce better financial results.

HUMPACT EMPLOYMENT SCORE

Humpact rates Thermador Groupe 4.5 Stars out of 5 as recognition of its excellent employment performance. The Group ranks 3rd out of 16 companies in our sector and 18th out of 273 companies assessed.

3e OF 16

18e OF 273

HUMPACT Score Emploi

EVALUATION ecovadis

In 2021, our subsidiaries' CSR performances were assessed by the EcoVadis platform, introduced to promote transparency and trust among customers and business partners. Six subsidiaries were assessed in 2021 compared to two in 2020, reflecting their willingness to engage with this assessment process.

	2021		2020	
Axelair	planned in 2022		45/100	Bronze
Distrilabo	planned in 2022			
Jetly	planned in 2022			
PBtub	65/100	Silver		
Sectoriel	65/100	Silver		
Sferaco	65/100	Silver	65/100	Silver
Sodeco	54/100	Silver		
Thermador	62/100	Silver		

The subsidiaries Axelair, Distrilabo and Jetly will respond to the EcoVadis questionnaire during the first half of 2022. Coordination is being carried out within the Group in order to use these performance evaluations as real levers for improvement. Covadis' evaluation criteria are extra-financial and cover four major themes: employment, ethics, environment and responsible purchasing.

Website: https://www.ecovadis.com/

ASSESSMENT Sedex

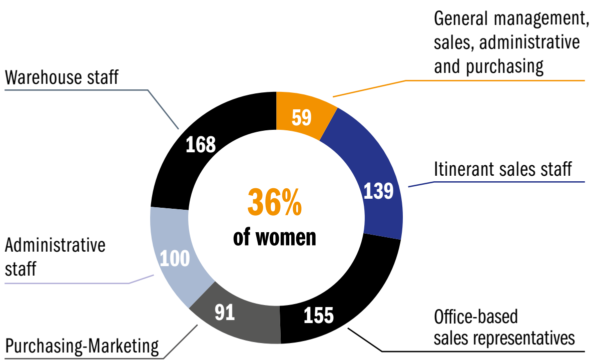
Our subsidiary Dipra responded to the Sedex CSR questionnaire, a self-assessment for European companies (non-EU companies are audited), backed up by documents submitted and checks on CSR commitments throughout the supply chain. The Sedex questionnaire does not give a score but an assessment to trigger an action plan.

3.2 Our challenges

3.2.1 Developing our talents

ACTIONS	2021	MEDIUM-TERM OBJECTIVES	LONG-TERM OBJECTIVES
DEVELOPING OUR EMPLOYEES' SKILLS THROUGH TRAINING: - Percentage of employees trained per year including internal training.	72.1%	≥ 95%	≥ 95%
DIVERSITY AND EQUAL OPPORTUNITIES: - Improve our professional equality index. - Increase the share of women in leadership positions.	88 39%	≥ 90 ≥ 40%	≥ 90 ≥ 40%
IMPROVING THE QUALITY OF LIFE AT WORK: - Reduce absenteeism (including long-term illness). - Maintain average length of service at today's levels.	3.4% 9.68	< 4% ≥ 8	< 4% ≥ 8
ALIGNING INTERESTS: - Develop employee share ownership through our company savings plan and the promotion of direct share ownership.	7.0%	≥ 8%	≥ 8%

On December 31, 2021, the Group had 712 employees, who have always been at the heart of our value chain.
Below is a breakdown of positions held:



Fire training at Dipra

· Training and skills management

Initial and continuous training help people to adapt more quickly to the world in which they live and to the way companies operate and evolve. Indeed, companies are the first to benefit from staff knowledge, know-how and interpersonal skills. Thus, promoting training designed to increase employees' skills is a key factor for long-term success (adaptation, competitiveness, efficiency, etc.). Our major challenge is to prepare the Group's human resources to meet its future needs.

More than 84% of our employees present on December 31 have followed a training course in the last 3 years.

· External training

Seminars for sales teams, training for local managers, personal development courses, language courses, fire safety, health and safety at work... We regularly call on external organisations to maintain and develop the skillsets of our staff.

Training	2021	2020	2019
Training budget as a percentage of wage bill	1.86%	1.63%	2.67%
Hours' training	10,013	8,491	10,407
Number of people trained	489	393	431

3.2.1 Developing our talents

Internal training

Our ‘expert’ employees have a wealth of knowledge about our businesses, which they pass on to newcomers. This transfer of skills takes place through lectures, practical work, coaching and specific written content.

In order to increase product knowledge, our specialists organise inter-subsidiary training sessions, particularly for those working in export markets.

Finally, three of our subsidiaries, **Jetly**, **Sferaco** and **Thermador**, **all accredited training organisations**, have developed modules that are delivered to their customers in dedicated training rooms.

Training at Sferaco

Training room at Thermador

· Performance reviews and professional interviews

The performance review is a privileged meeting between manager and subordinate to discuss training needs and skills development. **72% of employees have had a discussion with their direct supervisor during an annual performance review**.

The professional interview is one of the way to detect employees' wishes in terms of medium to long-term development.

This approach makes it possible to draw up a training plan over several years to enable employees to develop their skills.

DIVERSITY AND EQUAL OPPORTUNITIES

· Recruitment policy

Thermador Groupe and its subsidiaries hired 114 people in 2021 on permanent and fixed-term contracts. 39 positions were created in 2021, 36 of which in France.

Our subsidiaries are committed to onboarding their new employees. Each new recruit benefits from an induction programme lasting several weeks, giving them a grounding in all the departments of the company they are joining. In order to get to know the realities of the market, office-based salespeople and buyers sometimes accompany travelling salespeople when they visit their customers. Similarly, sales representatives spend a few days with the logistics teams in preparing orders. This process allows everyone to become aware of the constraints of the other departments for greater efficiency and mutual respect.

In 2021, we also welcomed **25 people on on sandwhich courses, 30 on internships and 5 on professional training contracts, i.e. a total of 60 students**. Our staff members are committed to training these young people in a caring, professional environment. In December, we brought together 35 sandwich course students and tutors in Lyon, for a much-appreciated, convivial meet-up.

Sandwich-course student event - December 2021

· Professional equality

Companies that pay attention to equal treatment for all their employees are more successful, more efficient and more productive. This is one of the core values of our Group. When hiring or during salary reviews, only skill, experience, interpersonal skills, efficiency, creative ability, judgement, ability to synthesise and commitment are taken into account. On the basis of these data and regardless of gender or any other discriminating criteria, employees are of course paid a similar fixed salary for directly comparable positions within each company. The vast majority of them have the opportunity to check this for themselves, **as salary transparency within each of our subsidiaries has been in place since Thermador was founded in 1968**. This virtuous practice encourages each decision-maker to think carefully before hiring or increasing salaries. Among the companies that have joined us, Mecafer implemented it at the beginning of 2018. By taking the necessary time to convince managers and employees of the benefits of such practices, we intend to gradually spread it to Sodexo, FG Inox, Etablissements Edouard Rousseau, Distrilabo and Thermacome.

· Professional Equality Index 2021

Under the law of September 5, 2018 on people's freedom to choose their professional future, and in accordance with the decree of January 8, 2019 aimed at eliminating pay gaps between women and men, Thermador Groupe and its subsidiaries have calculated their Professional Equality index (for companies based in France, i.e. 90.2% of our total workforce).

This index, out of 100 points, is calculated using five indicators:

1 - The gender pay gap.

2 - The gap in the rate of individual salary increases between women and men.

3 - The gap in promotion rates between women and men.

4 - % of employees who received a raise in the year they returned from maternity leave.

5 - The number of employees in the under-represented gender group among the 10 highest-earners.

	SCORE	MAXIMUM SCORE
INDICATOR 1 - Earnings discrepancy	38	40
INDICATOR 2 - Pay rise rate discrepancy	20	20
INDICATOR 3 - Promotion rate discrepancy	15	15
INDICATOR 4 - Return from maternity leave increase	15	15
INDICATEUR 5 - Under-represented gender amongst higher salaries	0	10
TOTAL	**88**	**100**

The score for the gender pay gap for a comparable occupational category and age range is 38 out of 40, corresponding to an average gap of 1.9% in favour of women. This reflects our earnings policy based on skills and not on gender.

We achieve the highest score on the pay-rise and promotion differences: in 2021, 82.2% of women and 80.5% of men in Thermador Groupe received an increase and 2% of employees, both men and women, were promoted.

The inclusion since 2019 of the index on pay-rises post-maternity leave in our salary policy also sees us scoring the maximum 15 points on this indicator.

We have a score of 0 out of 10 with only one woman among the 10 highest earners in Thermador Groupe, which remains an area for improvement. The arrival of young women in operational management positions on our executive committee will soon see us having 2 women among the 10 highest earners.

A NEAR-MAXIMUM SCORE ON **THE GENDER PAY GAP** **38** TO BECOME VECTORS OF **40**

· **Increasing the % of women in management positions**

Since the beginning, power has been evenly distributed between women and men: women hold 45% of the Group's directorships, 39% of management positions in the subsidiaries, and 34.1% of the audience at the 'objectives, strategies, projects and challenges' presentations, which brought together 118 people in February.

Our three committees within our Board of Directors are chaired by women: Karine Gaudin (Audit Committee), Laurence Paganini (Earnings Committee) and Mathilde Yagoubi (Sustainable Development Committee).

Our extended Executive Committee includes four women, three of whom are operational managers: Fabienne Bochet (Isocel), Anne-Sophie Bultey (Distrilabo) and Laure Empereur (Dipra / Edouard Rousseau). Our management committees in our subsidiaries have been expanded to include several women in purchasing, marketing and administrative management positions.

Three members of our subsidiary management committees (a sales director and two administrative directors) are currently taking a management development course for experienced managers. The aim is to enable them to strengthen their leadership skills to become developers of collective intelligence. The average length of attendance on the course is 3 years.

Management skills training

· **The place of seniors in our organisation**

More than 31% of our Group's employees are over 50 years old. We were asked about the training plans offered to them. Each employee benefits from the same training plan according to their skills and initial training. No distinction is made according to age. In 2021, we recruited 10 people over 50.

· **People with disabilities**

We regularly use ESAT* for simple assembly and packaging work.

The maintenance of our green spaces is entrusted to the Isatis work assistance centre (located in Villefontaine, in Isère), for all our sites located in Saint-Quentin-Fallavier (38).

	2021	2020	2019
Number of disabled workers	**18**	12	5
Amount paid to ESAT* (in € thousand)	**330**	312	279

**Employment re-insertion centres*

11 of our subsidiaries employ disabled workers.

3.2.1 Developing our talent

A disabled worker seconded by Messidor, accompanied by a Jetly employee.

In 2021, Jetly renewed an agreement with an association called Messidor, which manages re-insertion centres in the Auvergne-Rhône-Alpes region, contributing to the rehabilitation of people with mental disabilities. This association seconded 1.5 disabled workers employed by JETLY for the packaging of small spare parts (2 in the first part of the year, 1 in the second half). This partnership already resulted in the hiring of a disabled worker on a permanent contract at Jetly on January 1, 2020.

For more than 6 years, this partnership has not only allowed the company to find stability, efficiency and savings for this operation, but also for the worker to reintegrate through work and to find an environment favourable to his personal development.

IMPROVING THE QUALITY OF LIFE AT WORK

· Social dialogue

Among our subsidiaries, eleven have a Economic and Social Committees with a total of 43 elected representatives. They have been trained to speak for the employees in their respective companies. Thus, 75% of our employees are represented by a staff-representative body.

27 company agreements have been put in place.

In each subsidiary, **a monthly information and dialogue meeting is held with all staff**. The management team presents and comments on the company's situation: turnover, margins, costs, results, update on all the subsidiary's projects. It answers all questions from the employees present.

To make it easier for people to speak out, not always easy in the largest of our subsidiaries, departmental meetings are also organised. Experience has shown that local managers play an essential role in bringing up questions or comments and finding collective answers.

Monthly meeting at Aello in 2022

In April 2016, the AGM appointed an employee as a director on the proposal of the Board of Directors. At the AGM on April 4, 2022, the Board of Directors will propose **the election of two employees, one woman and one man, as directors**. This is a very strong signal to our teams since their representatives could, if the AGM confirms it, occupy two seats out of twelve on the Board.

Our Group has a digital tool for internal communications.

Our collaborative platform Thermalink is available to all employees in Saint-Quentin-Fallavier and to those in more geographically remote sites. It is a proper company social network allowing us to communicate, and share documents and good practices.

· Quality-of-life-at-work survey

In 2017 (2018 for FGinox and Sodeco Valves), each subsidiary took the initiative to submit a quality of life at work survey questionnaire. The Group's employees obviously took advantage of this opportunity for expression, as 94% of them responded. The exercise was carried out by an inter-subsidiary steering committee and a specialised agency (Optim Ressources), guaranteeing participant anonymity.

The results of this employee survey were presented at the AGMs of our subsidiaries wholly transparently. Working groups were set up to better understand the points for improvement raised and to draw up an action plan for each company.

The exercise was repeated in 2020 and 2021 to measure the impact of the decisions taken. The participation rate was 93% across the workforce.

At the request of employees, the subsidiaries have multiplied initiatives to give them a chance to relax during breaks: rest rooms, table football, table tennis, petanque courts, practice of qi gong, pilates, body balance and yoga, picnic areas, loan of deckchairs, etc.

Yoga at Sferaco

Our company JETLY has a gym open to all Saint-Quentin-Fallavier subsidiaries and offers courses given by a professional sports coach.

· Respecting employee privacy

They are asked to respect – and not exceed – working hours. The introduction of the fixed day rate, formalised by company agreements in ten of our subsidiaries, meets employee demand for flexibility in working hours.

For those who benefit from this facility, we check that their legally-required rest periods are respected and that they do not hook-up excessively to work systems remotely.

The pace of our office-based staff's working lives is dictated by the demands of their customers who call and email them during office hours for advice, deadlines, price offers, material determination, after-sales service and orders. Our logistics teams start earlier in the morning to supply the first pick-ups from our transport partners.

Through our quality-of-life-at-work questionnaire, our employees expressed their wish to have more flexibility in their working hours with, in some cases, the use of home-working.

In 2021, 146 employees signed up to a home-working agreement or charter. Other home-working charters are under discussion in other subsidiaries and should be finalised in 2022.

· Employee health and safety

Absenteeism in the Group's subsidiaries is significantly lower than the national average. This undoubtedly reflects the good health and excellent motivation of our employees. The number of days off work due to work-related and commuting accidents decreased in 2021.

Health and absenteeism	2021	2020	2019
Number of days' absence (excl.Covid-19)	6,156	6,615	5,019
of which sick leave	4,084	4,895	3,463
of which therapeutic part-time days off (hours of absence/7 hours per day)	254	N/A	N/A
of which maternity or paternity leave	672	926	803
of which days off for accidents at work and commuting accidents	222	397	703
of which work related accident or illness	924	397	N/A
Sick days Covid-19 (isolation)	603	N/A	N/A
Days out of Covid-19% of time worked	3.4%	N/A	N/A
Absenteeism rate ex-Covid-19[1]	3.4%	3.9%	4.0%
Absenteeism rate France	3.7%		
Absenteeism rates outside France	1.5%		

[1] number of days of absence in working days / 251 X total number of employees, sickness absences are included in the calculation, of which occupational diseases, occupational and commuting accidents, maternity and paternity (excluding covid-19). N/A: Not available.

13 of our subsidiaries will ended the year without any work-related accidents in 2021, compared to 12 in 2020.

In our ISO 9001 certified subsidiaries, each accident is analysed, a corrective action plan drawn up and communication within the department concerned initiated to prevent a recurrence.

Within our logistics teams, we recorded 4 work-related illnesses, which can be explained by the fact that 20% of our employees have been working for more than 25 years. We manage long careers, and this requires continuous improvement of working methods to alleviate arduousness for those working in the warehouses. The adaptation of handling methods, coupled with a reduction in the weight of packages transported, will reduce the number of work-related illnesses in the medium term.

Accidents at work	2021	2020	2019
Number of accidents at work	10	16	16
Number of accidents at work > 200 days a year	0		
Workplace Injury Frequency Rate [2]	7.95	13.66	17.13
Workplace Injury Severity Rate [3]	0.18	0.35	0.77
Number of occupational diseases	4	3	0

[2] number of accidents with stoppage X 1,000,000 / number of hours worked.
[3] number of days lost due to accidents at work or occupational diseases X 1,000 / number of hours worked.

Improvement of working conditions

The well-being and good health of employees naturally leads to their greater commitment to the company and helps to improve its competitiveness. The reduction of psychosocial risks, musculoskeletal disorders and other work-related health risks also contributes to this. These values are reflected throughout the Group.

In our business, the greatest risk of accident undoubtedly lies in our logistics warehouses. We therefore ensure that instructions are strictly followed, that floor quality is optimised to limit vibrations, that the trucks are in good working order and that the buildings are well-lit inside. This is reflected in concrete decisions such as:

· choosing LED lighting in 8 of our warehouses, accounting for 60% of the surface area,

Axelair warehouse lit by leds

· choosing to own all our handling equipment, which is regularly maintained to ensure safe operations for our logistics teams,

· choosing handling equipment with lifting platforms to enable our warehouse staff and order-pickers to access the high shelves safely,

· installing camera equipment on our high-lift machines,

· training all our logistics teams in safe driving skills and gestures and postures. In 2020, we promised to launch a new type of gesture and posture training for our logistics teams. The tailor-made training course, developed with Squarechamps in 2020, culminated in an on-site visit by the entire Squarechamps team in March 2021 to answer individual questions from employees of participating subsidiaries.

3.2.1 Developing our talents

Learning the right postures with Squarechamps

The aim of the course was to provide our employees with solutions to everyday problems via a toolbox of exercises tried and tested by the greatest sportsmen and women, from which each person could pick and choose what they needed. This course was offered to almost 100 warehouse employees, giving them access to 4 interactive packs based on the 11 everyday ailments identified by Anael Aubry (sports scientist) during her audit of our warehouses. These packs contain the routines of top sportsmen and women suffering similar ailments (female rugby players, boxers, paralympic athletes). Employees were also able to follow 2 e-conferences. The first, hosted by the champion Charles Pages, was inspirational: it was about resilience and courage in the face of adversity; the second, hosted by Anael Aubry, highlighted wellbeing tips (sleep, diet, activity). The average rating given by our employees for the whole course was 7/10. We remain convinced that these preventive actions are essential to the wellbeing of our warehouse employees.

We have also started equipping our warehouse workers with ergoskeletons to combat musculoskeletal disorders (MSDs). Sferaco ordered 4 models in 2020, 2 for shoulder support (for order picking) and 2 for back support (for reception).

Noise is a nuisance in offices. Most offices in our subsidiaries are now equipped with acoustic ceilings.

The idea is to combine the benefits of open-plan offices, which promote good communication between people, with noise control that allows everyone to concentrate on their work. A lot of the working space of our office-based sales staff handling our customers' telephone calls is also equipped with acoustic partitions.

Treatment of psychosocial risks

Training in psychosocial risks

In 2021, we strengthened our awareness-raising actions on psychosocial risks. More than 406 people in our teams attended training sessions to encourage people to speak out and to understand risk situations. Each employee has a role to play in improving the social climate.

Open space at Dipra

SALARIES AND PROFIT SHARING

· Earnings policy

Individual earnings and bonuses are devised within the subsidiaries and payrolls are concluded at subsidiary level too. Information and best practice sharing between managers ensures consistency.

Fixed element

In the Group's longstanding subsidiaries, the fixed component of earnings is paid over 13 months (except at FGinox, over 12 months). Salaries are revised annually, taking into account each individual's development in their function and the cost of living. We pay particular attention to the lower salaries, which are much higher than average for our sector.

Variable component

Since the beginning, Thermador Groupe subsidiaries' profits have been shared with employees. Even before statutory profit sharing, we introduced our own brand of profit sharing in Thermador, the first company created in the Group's history. This virtuous practice spread to the other subsidiaries subsequently.

Sharing profits come with the year's results, during which the management teams present the operating accounts of each subsidiary on a monthly basis.

Everybody thereby understands how the annual result is put together, and what mass of profit sharing will be distributed.

The distribution of that mass is decided by the management team, and takes into account each individual's performance as fairly as possible.

In each subsidiary, the variable profit sharing amount therefore depends on profit, which means there are major differences between the companies of the Group. It varies from 3 to 37% overall earnings. The average for the Group is 20% of gross annual salary.

In three of our subsidiaries, Jetly. Sferaco and FGInox, a legal profit-sharing agreement or incentive agreement is in place. These variable earnings are paid in February. For the other subsidiaries, bonuses are paid in December. They are not subject to any holding mechanism and are therefore immediately available.

On our operating accounts, the payroll represents approximately 10.7% of turnover (cf: table on page 19).

As explained on page 72, we have always implemented a policy of salary transparency. In each subsidiary, once per year, we post all monthly and annual salaries, including of course those of the managers. This has the enormous advantages of limiting the spread of misconceptions and encourages us to maintain consistency of salaries.

The range of gross salaries in Thermador Groupe is €22k to €341.7k (annual salaries for 12 months of presence), and the average annual salary of €50.3k.

Company savings scheme (PEE)

In January 2001, we set up a Company savings scheme (PEE), open to all employees of the subsidiaries and 95% invested in Thermador Groupe shares.

Until 2012 the top-up was 100% of the amount put in by the employee, with a cap of €1,000.

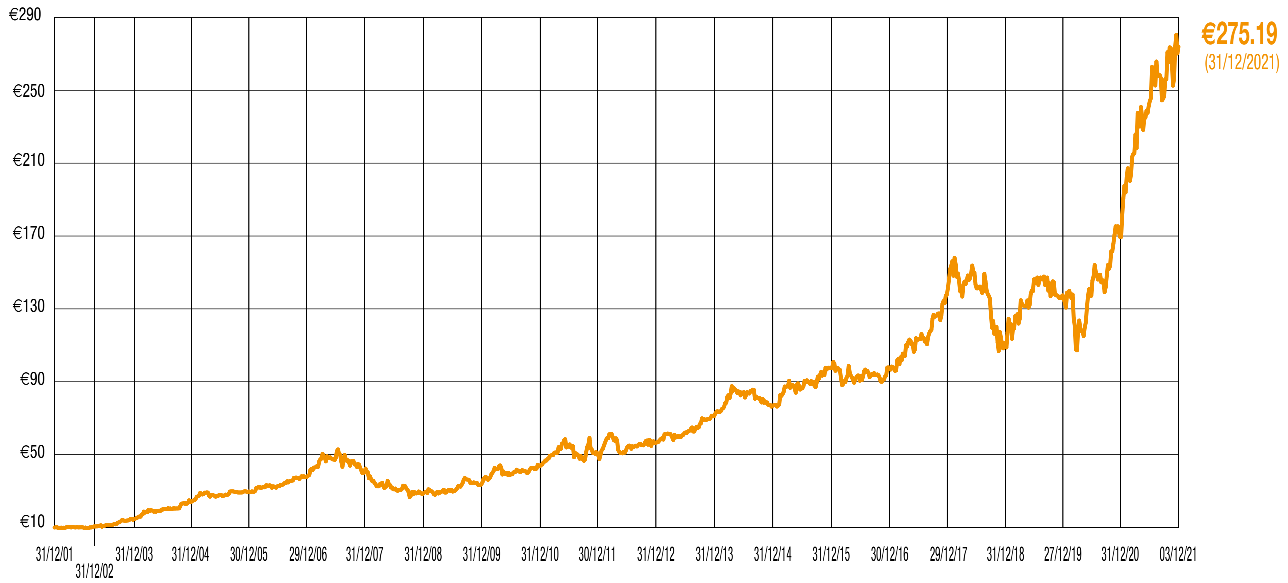
The maximum contribution then changed year-on-year.

In 2020, the contribution was 300% for the first €300 invested, 150% for the €301-1,000 tranche, and 30% for the €1001-1,500 tranche, i.e. a maximum of €2,100. The total amount contributed by the employees was €2,057k and the amount of the employer's contribution was €794k.

453 employees (out of 566) subscribed to a 1% capital increase reserved for them. Taking advantage of the possibilities provided by the PACTE law, employees benefited from a 40% discount on the purchase of shares in exchange for 10-year holding commitment.

In 2021, contribution was unchanged. the amount of the employer's contribution was €1,224k and amount of employer's contribution was €920k. 529 employees (out of 606) subscribed.
At December 31, 2021, the Company savings scheme (PEE) held 302,500 shares, i.e. 3.3% of the capital.

DEVELOPMENT OF ONE PART OF THE THERMADOR GROUPE FCPE (MUTUAL FUND)



3.2 Our challenges

3.2.2 Pursuing our development while reducing our environmental impact

ACTIONS	SHORT-TERM OBJECTIVES	MEDIUM-TERM OBJECTIVES	LONG-TERM OBJECTIVES
DEVELOPMENT OF 'CARBON REFERENT' SKILLS (FTE)	1.6	4.2	5.6
TRAINING OF MANAGEMENT TEAMS ON ENVIRONMENTAL ISSUES	100%	100%	100%
PERCENTAGE OF TURNOVER COMMITTED TO A DETAILED SCOPE 3 ASSESSMENT	40%	80%	100%
WATER CONSUMPTION: EMPLOYEES BENEFITING FROM RAINWATER RECOVERY (FTE)	137	165	-
SCOPE 1: RENEWAL OF OUR VEHICLE FLEET	17%	77%	100%
SCOPE 2: GREEN ELECTRICITY CONSUMPTION	75%	80%	80%
SCOPE 3: NUMBER OF EMPLOYEES BENEFITING FROM A SUSTAINABLE MOBILITY PACKAGE (FTE)	130	260	712
SCOPE 3: NUMBER OF EMPLOYEES COVERED BY A HOME-WORKING AGREEMENT (FTE)	146	253	337
SCOPE 3: REDUCTION OF THE CARBON IMPACT OF OUR BUSINESS AND HOME-TO-WORK TRAVEL	-2%	-5%	- 10%
SCOPE 3: PERCENTAGE OF SALES UNDER CONTRACT WITH A RECYCLER	60%	80%	100%

In accordance with the commitments made last year (references on page 50 of the 2020 Universal Registration Document), we launched the "Low Carbon Challenge" approach, accompanied by the specialist firm I-Care, in order to determine our environmental impact in tonnes of CO_2 equivalent (Teq. CO_2), using the Ademe [French environment agency] carbon assessment method.

Carbon acccounting

Legislation requires us to measure **our Scope 1 & 2, covering our direct and indirect emissions** (gas, fuel and electricity).

Scope 3 covers the other indirect GHG emissions associated with our business. Two categories stand out:

- **Product-related Scope 3**, also known as product life cycle (PLC): material manufacturing, upstream transport, downstream transport, product use and end-of-life.
- **Non-product Scope 3:** fixed assets, commuting, business travel and waste.

Emission category	Emission items
SCOPE 1 - Direct GHG emissions	Direct emissions from stationary combustion sources
	Direct emissions from vehicles owned or leased by Thermador Groupe
	Direct fugitive emissions from air conditioning installations
SCOPE 2 - Indirect energy-related emissions	Indirect emissions from electricity consumption
SCOPE 3 - Other indirect emissions	Energy-related emissions not included in Scope 1 and 2
	Purchases of products or services (excluding products sold)
	Fixed assets
	Waste
	Business travel
	Commuting to work
	Inbound freight transport
	Transport of downstream goods
	use of sold products
	End of life of products sold

Methodology

For this first year, we have chosen to focus **the study on four subsidiaries (Jetly, Pbtub, Sferaco, Thermador) which accounted for 44% of turnover in 2020.**

Firstly, for each of these subsidiaries, 80% of the 2020 turnover was analysed in detail (except for the subsidiary Jetly, for which the analysis focused on 30% of its 2020 turnover), taking into account the weight of the products, the materials they contain and their origin. We then applied emission factors, which are coefficients validated by external organisations (mostly Ademe's carbon base), relating to each activity for the "Materials" and "Upstream Transport" items.

Some of our products are active, i.e. they emit carbon during their use. This would include electrical and electronic products. For the latter, we evaluated service life, rate of use and average consumption, which gave us a result that we multiplied with the emission factor applied to energy consumption in France.

Secondly, product recycling requires certain methods and technologies, which themselves consume energy and therefore generate CO_2 emissions, **which must be taken into account in the product life cycle analysis**, again using the method of applying emission factors.

Finally, downstream transport was extrapolated, assuming that our customers are on average 500 kilometres away. We were unable to obtain detailed data from our carriers for the year under review.

The remaining 20% of turnover for each of the subsidiaries involved in the process, as well as the results of our twelve other subsidiaries, were measured **by extrapolation on the basis of the results obtained** using the methodology described above. An average was calculated per item, which could be applied to the volume of products sold that were not analysed.

The extrapolation was then adjusted, taking care to eliminate intra-group transactions in order to avoid double counting at the various PLC stages. **The other elements of Scope 3 (the 'non-product' items) were also measured theoretically** to arrive at a consolidated result at Thermador Groupe level.

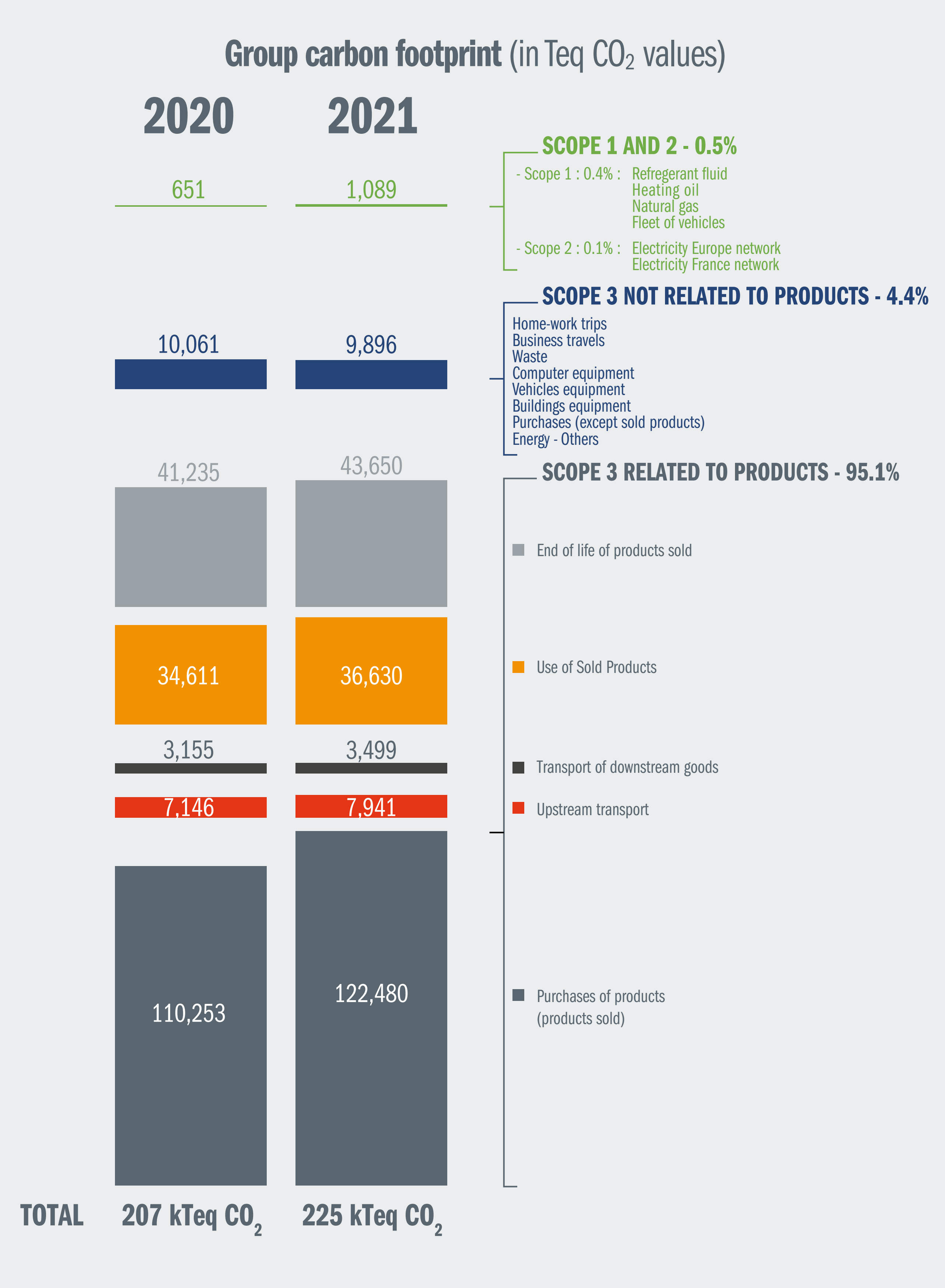
Monitoring and results

This work, begun in March 2021, was monitored every quarter at Sustainable Development Committee meetings, where its members were able to see the progress of the project and the relevance of the actions undertaken, while keeping a critical stance in order to challenge the assessment.

Through its activities, **Thermador Groupe emitted 207 kT of CO_2 equivalent in the reference year 2020 and 225 kT of CO_2 equivalent in 2021.** (these results have an uncertainty measured at 30%), 95% of which related to PLC. The main emission items are the manufacture of products, their use during their lifetime and their recycling.

Vanessa Roy and Nicolas Klein at the presentation of Jetly's carbon accounting.

3.2.2 Pursuing our development while reducing our environmental impact



FUTURE PROSPECTS

The reduction of CO_2 emissions is a global challenge that requires the commitment of Thermador Groupe and its subsidiaries, but also that of all the players in the supply chain, from suppliers to customers, including transporters.

Reducing our carbon impact is one of **our 19 CSR priorities**. For the moment we are considering setting this figure against turnover or sales volume.

Commitments of our subsidiaries

Sferaco will set up a design office as of 2022, whose main tasks will be to improve existing products and provide innovative solutions for the marketing of new ones. Their tasks will include reducing the carbon footprint.

Axelair offers eco-designed products with its range of flexible ducts in which no solvents are used during manufacture, where polyethylene (a recyclable product) has replaced PVC, and polyester wadding for insulation, which is a recycled product and recyclable for life, has replaced glass wool.

Thermador Groupe and its subsidiaries also offer **environmentally friendly** products, i.e. they have a beneficial impact due to their function. We have chosen to offer these products in other formats, in order to make them accessible, whatever the conditions of use. This is the case for the Esybox **(innovative pump booster)**, marketed for several years by Jetly, and which will be offered in 2022 in an Esybox max version, intended for local authorities. The system features a variable speed motor, which allows better electric motor management and, intrinsically, reduced energy consumption. Axelair's **dual-flow** mechanical ventilation system is also available in a single-family-home version, to NF standards. It benefits from the renovation bonuses granted by the State. These systems are already installed in some of our buildings. Aello also offers **variable speed pumps**, allowing energy savings, as well as multi-layer filters, which are more virtuous, since they prevent water consumption during pool maintenance, with economies of up to 10 m^3, depending on the case.

To date, no carbon price has been set by the authorities, nor have they legislated on an obligation for companies to submit to a tax or compensation in view of their carbon accounting. Despite this, we are considering different offset commitments on certain items. We will set our price per tonne and the compensation will be **paid to an organisation with environmental objectives**.

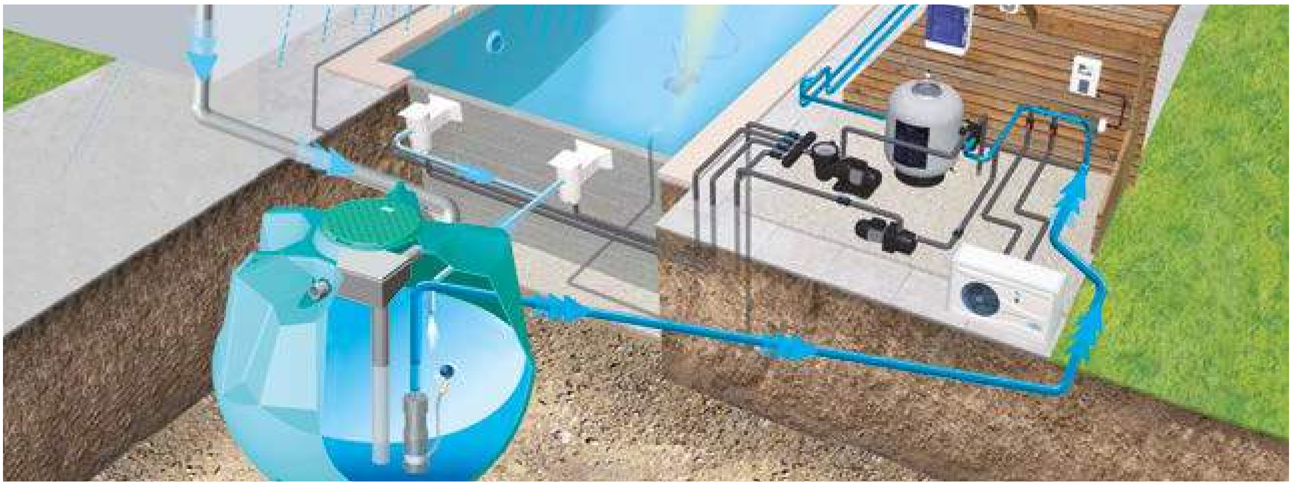
Dual-flow mechanical ventilation system low consommation distributed by Axelair.

On the basis of its 2020 carbon assessment, Sferaco has chosen to compensate for all emissions generated by the 'downstream transport' item. **The Apprentis d'Auteuil association thereby received €30,000** and they have pledged to use the funds to optimise energy efficiency in their buildings.

Our industrial and transport partners will be challenged, and accordingly, we have already opened initial discussions with DAB, one of the Group's main suppliers. Talks have enabled us to observe that the entity is already acting to reduce its impact on the environment through actions on its infrastructures, industrial equipment and processes. **We are working together to identify the positive impact** of these actions on the products marketed by Jetly and Thermador. In addition, we are working to develop a factual argument that will help us promote their eco-design approach, with a view to encouraging them to continue along this path and then to get more partners on board.

For the future: Further product life cycle analyses will be developed. More actions will be devised and discussed in close cooperation with most of our suppliers. For example, we do not currently know the percentage of recycled materials in our products, which could **have a considerable impact on the "Materials" and "End-of-life" items**.

With regard to transporters, we will be getting detailed data on the emissions produced as a result of transporting goods to our customers in order to further detail our carbon accounting.



Rainwater harvesting by Jetly and Aello using Globus.

3.2.2 Pursuing our development while reducing our environmental impact

Improving our Scope 1 and 2 balance

We are carrying out actions on Scopes 1 and 2, **which will represent 1,089 T of CO_2 equivalent in 2021.**

Renovate our buildings

Dual-flow CMVs have been installed in the buildings of our subsidiaries Sferaco, Syveco and Isocel as well as in the new buildings of Dipra, Aello and Axelair. This technology will reduce heating requirements and therefore energy consumption, while improving interior air quality.

Axelair's range of air treatment systems also uses water technology, which avoids the use of refrigerants. This consists of diffusing hot or cold air via a fan convection system and a water circuit fed by an air-water heat pump. This range is used in Axelair's new building.

At Thermacome, in Saint-James, the network was refurbished by replacing the old ceiling tiles with new ones **integrating heating and cooling emitters** as well as a system allowing the circulation of hot or cold water over an area of 600 m², eliminating all the heating and air-conditioning installations in the subsidiary's offices, while using one of the products we sell. This set-up will serve as a "test site". The Mont-Saint-Michel urban area has authorised the use of this system as part of the renovation of this building.

The new Dipra building is equipped with **radiant metal radiant and cooling panels** over the entire surface area of its offices, i.e. 1,091 m². The principle of operation by radiation of these emitters offers the advantage of a very high level of reactivity to variations in ambient conditions, particularly in relation to changes in outdoor conditions. In fact, the desired temperature is reached more quickly with lower fluid temperature levels than in conventional systems. In addition, this technology **reduces energy consumption by eliminating more energy-intensive heating** and cooling systems. Similar technology will be installed during the renovation of the Thermador Groupe building in 2022.

Finally, **the air purifier, distributed by Axelair**, much in demand since the outbreak of the pandemic, meets the health and safety requirements for occupants, and is used by our subsidiaries Jetly, Mecafer, Pbtub, Axelair and Thermador Groupe. The air purifier does not directly save energy, but it does replace room ventilation, which causes fluctuations in room temperature and thus excessive energy consumption.

Reduce our vehicles carbon footprint

The fleet of vehicles owned or leased by us is an integral part of Scope 1 and represents **233 T of CO_2 equivalent** of our total carbon footprint. In this context, we are going to act on this item by choosing less polluting vehicles when renewing them (nb: half of our fleet will be renewed in the next two years). We are studying what's available and remain attentive to developments in hybrid and electric solutions but, as our customers are present throughout the country, we are of course waiting on the ramp-up of recharging facilities. The number of kilometres travelled by our sales teams and the diversity and location of our customers are major factors in the choice of our vehicle fleet, which is adapted to the needs of our different activities. Our Belgian subsidiary, Sodeco, on the other hand, can rely on a more favourable geography and more advanced technological development within its territory and aims for **a fleet of completely electric vehicles by 2026**.

Our current fleet is very diversified because it depends on the sometimes longstanding policies of our subsidiaries. Accordingly, we set up a working group that has produced a common policy for all subsidiaries, which will also make it possible to have a more reliable emissions factor and greater accuracy on our Scope 1 carbon accounting.

Metal radiant panels installation at Dipra.

Electrical terminal and hybrid car at Sodeco

Better managing waste

In compliance with the French legal and regulatory framework concerning electronic waste (WEEE), ten of our subsidiaries are members of the Ecosystem eco-organisation, which deals with the recycling of waste from this type of equipment. We entrust recycling to a professional, as required by law. The cost of membership is variable and regulated according to the category of products sold. The total cost for Thermador Groupe and its subsidiaries in 2021 was €409,000.

We are also making progress in **waste management, which has improved compared to the previous financial year**, due in particular to the fact that actions have been implemented in the subsidiaries, such as the installation of shredders at Sferaco and Thermador, which are useful for transforming our logistics waste into packaging-cushioning products. We have raised awareness amongst operational staff regarding the importance of waste reduction and how they can contribute, by reusing our suppliers' packaging at the order preparation stage, for example.

Because of the nature of our business, we do not have any hazardous industrial waste and 90.7% of our waste is sent to specialised channels for recycling.

Acting on our travel

We are also continuing initiatives taken over recent years to limit our emissions in other areas, such as travel, whether for business or daily use by employees. Indeed, our **business trips** are made by rented vehicle, train, plane or with a personal vehicle, the expenses being reimbursed afterwards (nb: travel expenses for personal vehicle use were previously accounted for in Scope 1) and **represented 481 T of CO_2 equivalent in 2021**. Long-distance travel, which was previously practised, has been prohibited or made more difficult due to the health context. We have therefore adapted by implementing several actions such as the development of videoconference meetings. **We also encourage our travelling sales representatives to choose rail over air travel**. When vehicle rental is necessary, they limit themselves to small models that consume little fuel.

We decided to measure the carbon impact of our employees' commuting to work. This item represented 1,138 T of CO_2 equivalent in 2020 based on an extrapolated calculation. We have carried out more detailed calculations for the year 2021, taking into account the type of vehicle used, which brings our emissions to **948 T of CO_2 equivalent.**

In order to reduce these emissions, six of our subsidiaries have signed a home-working agreement, which can eliminate at least one round trip per week for 146 employees. We have maintained our principle of encouraging employees to **live within 50 km of their place of work.** As Belgian legislation is slightly different, Sodeco does not have a home-working agreement but has included riders in the contracts of each employee concerned, which allows **28 people to work from home two days** per week on average and avoid contributing to carbon emissions in the Brussels area, which is already severely impacted by heavy traffic.

In partnership with the CAPI (Communauté d'Agglomération Porte d'Isère, our local community of communes) and Klaxit, a company specialising in carpooling, we have launched a **mobility plan**, making it easier for employees to carpool. 171 employees are also covered by the Ministry of Ecology's sustainable mobility allowance, which means that those who opt for soft mobility (carpooling, public transport, non-motorised means of transport, etc.) over a certain number of journeys get a bonus. We want to develop this agreement for all our employees in France in the coming year. Sodeco is a partner of the Pelicano association and pays it a sum for each kilometre travelled by its employees for home-to-work commutes. 2,700 kilometres were cycled in 2021 as part of this operation.

Solution overview of car-pooling Klaxit to Saint-Quentin-Fallavier.

3.2.2 Pursuing our development while reducing our environmental impact

Dipra's underground water retention system.

The subsidiary also has three charging stations for electric vehicles and plans to install six more, which will be powered by energy generated by solar panels. Office-based employees in Belgium can also be allocated company cars, where the costs of insurance, maintenance, fuel and electricity are included in return for advantageous financing, provided that the vehicle is a hybrid or electric.

Growing skills

As part of our sustainable development commitments, it is essential to train and raise the awareness of management teams, both of existing and future legal and regulatory frameworks, and of the results achieved. To this end, training courses have been organised:

- **On European taxonomy**, in July 2021.
- **On the carbon challenge**, and a follow-up session in February 2022, for all **management committees**. Internal awareness will also be added to the induction course for anyone joining a management committee.

Internally, **reference personnel** in the subsidiaries will be trained on the basis of the methodology described above. The reference personnel of the four subsidiaries involved in the approach will perfect their skills with the aim of being totally autonomous in the carbon accounting of their respective subsidiaries, and those appointed to that role in other subsidiaries will be made aware of this topic and of how to use the carbon accounting calculation tool.

In order to achieve our first objectives and quickly draw up a precise Scope 3 roadmap for our CO_2 emissions, we have decided to create a sustainable development manager position, directly linked to the Group's top management, with a seat on the Executive Committee.

This person will eventually lead a team of two specialists, a quality specialist and an eco-designer, and will orchestrate support to the subsidiaries with a high degree of autonomy so that each can contribute to the Group's objectives.

That position will also be supported by Lionel Grès (Axelair CEO) to manage concrete eco-design projects.

Our quality specialist is Nicolas Klein and he will join Thermador Groupe in April 2022, having contributed to Sferaco's double ISO9001 and ISO14001 certification, and organised work on Scope 3 for our CO_2 emissions in 2021.

PRESERVING BIODIVERSITY AND NATURAL RESOURCES

We will also **work on avoided impact**, an environmental concept that is different from the carbon footprint but just as important. This will allow us to demonstrate the positive role of our products in environment terms, such as the management of natural resources, like water.

The rainwater recovery system sold by Jetly has been installed in its building since it was founded in 2009. The recovered water is used to supply the sanitation facilities of Jetly's offices. In the new building where Aello, Axelair and Dipra are located, the same technology has been installed. The rainwater harvesting tank, combined with a pumping system and a UV wastewater treatment system, takes priority over the drinking water supply. This allows recycled water to be used instead of clean water when it is not intended for human consumption. The use of this technology in our branches therefore **limits the consumption of drinking water** by reusing the resource in a significant way, since one flush is equivalent to a volume of 6-9 litres.

We have changed the way we top up sprinkler systems, analysing glycol water by sampling rather than draining the tanks completely, thus avoiding the waste of large quantities of drinking water.

Aello, our subsidiary specialising in swimming pool equipment, offers a solution based on rainwater recovery, which can be stored in a tank for be used when pools are in operation. This system offers savings of between 5,000 and 10,000 litres of water, compared to the 160 litres of water per day that evaporates from standard swimming pools. A pool, which will be used from 2022 onwards to carry out tests and put the products into practice, will be fitted with this technology.

The Porte d'Isère Environnement association (APIE) has helped several subsidiaries located in Saint Quentin Fallavier to improve their **actions in favour of biodiversity**. In particular, Thermador was able to carry out an audit to help decision-making and action initiation on its land. Planting was carried out at Jetly to bring in birds and pollinators. With the help of a landscape gardener, Sferaco has set up a plan for its grounds, including an area of rational mowing, insect hotels and outdoor social areas. The association organised two biodiversity awareness days on the Pbtub site this year for employees of the Saint Quentin Fallavier subsidiaries. All new buildings now feature the planting of local species in their specifications. APIE supports each future tenant in making responsible choices in the management of green spaces.

PBtub has a retention pond on its site which has been designed to enhance the development of local fauna with grassy contours, and a natterjack toad was observed here in 2021. Hedges and meadows containing plants that promote biodiversity, areas of

Birdhouse installed by APIE at PBtub.

rational mowing and wildlife corridors have also been installed on the site. A further audit will be carried out in 2022.

At Syveco and Isocel, **the mowing of green areas** has been reduced to preserve green areas, which are useful for the proliferation of fauna and flora. A vegetable garden has also been created, and is regularly maintained by employees. This raises their awareness of how they too can enjoy seasonal fruit and vegetables. The Ouessant sheep, which favour eco-pasture over traditional shearing, are still present at Sectoriel, with a new one born in 2021.

In total, **71,300 m²** are covered by biodiversity actions and **292** species have been inventoried, i.e. **86** more than last year.

Preservation of biodiversity on Thermador Group site of Saint-Quentin-Fallavier.

3.2.3 Being a responsible and committed partner for our stakeholder

ACTIONS	2021	MEDIUM-TERM OBJECTIVES	LONG-TERM OBJECTIVES
SHARE OUR ETHICAL REQUIREMENTS WITH OUR SUPPLIERS: - Percentage of turnover generated from suppliers who are signatories to our Suppliers code of conduct or an equivalent one. - Percentage of turnover generated from rated suppliers.	4.8% 17.1%	≥ 60% ≥ 60%	≥ 80% ≥ 80%
ANTI-CORRUPTION: - Percentage of exposed employees trained on anti-corruption over the last 3 years.	98.9%	≥ 95%	≥ 95%
DEVELOP OUR COMMITMENT TO SOLIDARITY ACTIONS	-	-	-
CONTINUE OUR EFFORTS TO CREATE JOBS IN FRANCE	36	-	-
IMPLEMENT MORE RESPONSIBLE TAXATION - Share of our taxes paid in France.			

SHARE OUR ETHICAL REQUIREMENTS WITH OUR SUPPLIERS:

The Group's management bears responsibility for relationships with our suppliers. Our business conduct is based on these simple principles:

- **Provide a medium to long term vision.**
- **Prioritise transparency with our suppliers.**
- **Pay attention to their sustainability, the quality of the products or services offered, and their ethics.**

In 2021 we drew up our Supplier code of conduct, which covers the following aspects of our relationships with our suppliers:

- **Human rights, labour rights and development of human potential.**
- **Business ethics.**
- **Confidentiality and intellectual property.**
- **Environment, health and safety.**
- **Supply chain.**

As part of our Supplier code of conduct, we have our suppliers assessed or audited by our internal teams and by third party organisations commissioned for the purpose.

Operational subsidiary management teams will work on the roll-out of this charter in line with the objectives set by the Group: by **2025, more than 60% of purchases will be made from suppliers who have signed our Supplier code of conduct or an equivalent one.**

FIGHT AGAINST CORRUPTION

As a Group present in Europe and China with a business model based on buying products and selling them on, we could face **situations of corruption or conflict of interest.**

Examples include: an arrangement during a price negotiation, favouring a supplier during a tender or buying more from a supplier in exchange for a fee.

Not wishing to allow such instances to tarnish its business conduct, the Group has always placed **ethics at the heart of its relationships with its employees,** third parties and stakeholders.

Following the obligation to comply with the Sapin 2 anti-corruption law, Thermador Groupe began formalising its practices almost three years ago. We have put in place a number of actions to bring the company in line with the regulations.

- **Risk mapping**

This was drawn up internally and covers the activities of the Group and all its subsidiaries.

- **Early-warning system**

The Group has developed **its own whistleblowing system.**

Introduced throughout the company in 2017 in the **five languages** used (French, English, Dutch, Spanish and Chinese), it featured in an internal communications campaign via our collaborative platform and our induction booklet.

This system is also available to external suppliers and customers via our website.

- **Code of conduct**

Drafted in five languages and distributed to all subsidiaries, our code of conduct was presented to the Group's various bodies.

· Training

In 2019, the Middlenext association provided two training sessions at the Group's head office for more than 93 employees in so-called 'exposed' functions. In 2021, we continued the process, training **a further 99 people**, including employee representatives and new recruits.

For employees in non-exposed positions, the e-learning solution was chosen. Developed by the Middlenext association, the tool has been adapted to the different functions occupied by our employees, i.e. 5 specific modules in four languages.

SOLIDARITY ACTIONS

A donation and sponsorship policy has been drawn up at Thermador Groupe level. The choice of the Apprentis d'Auteuil is a Group-level choice. Subsidiary managers can also **engage** with different causes in consultation with their employees.

Commitment to the Apprentis d'Auteuil Foundation

Founded in the middle of the 19th century, the Apprentis d'Auteuil foundation is recognised as an association working for the public good, and is committed to helping the most vulnerable young people and families. Its mission is to protect children, provide vocational training, promote social and professional integration and support families.

More than 5,400 employees and 4,700 volunteers support 30,000 young people and families every year in 240 establishments (from nurseries to further education centres).

Our partnership with Apprentis d'Auteuil, begun in 2019, continued in 2021 through various initiatives. First of all, Sferaco organised a **management seminar** at the *Salle à Manger* in Lyon (run by young people in training for the catering industry). In addition, a visit to the warehouses of PBtub, Sectoriel, Sferaco, Isocel and Syveco was organised for three groups of young people from very different backgrounds (men and women, aged between 19 and 29, from the Auvergne-Rhône-Alpes region, Italy, Senegal, the Comoros and Afghanistan). They are being trained as order pickers in the Skola Logistique scheme. Syveco employees gave **English courses** (sales scenarios) at the Skola sales school, which has a shop in Part-Dieu shopping centre in Lyon. Finally, the Thermador Groupe, Sectoriel and Syveco subsidiaries paid all or part of their apprenticeship tax to the Apprentis d'Auteuil vocational school in La Cote Saint André (Isère).

Apprentis d'Auteuil apprentices training as order pickers as part of the Skola Logistique scheme.

Other projects (including discovery of jobs in the Group, training in logistics, helping with the energy renovation of buildings) are being developed with Apprentis d'Auteuil to **go further in 2022** in the commitment of our employees to young people in the region who need support.

Actions against child poverty

The Pelicano Foundation is a fund fighting **child poverty** in Belgium.

In 2021 Sodeco Valves signed a partnership with Pelicano. To raise funds, the subsidiary organises one fixed annual programme and one or more occasional activities. For the fixed programme, Sodeco employees are encouraged to commute to work by bike or on foot, with each kilometre travelled earning Pelicano €0.25.
As a one-off action in 2021, Sodeco commissioned the production of greetings cards, sold to raise funds for the association. These two initiatives brought in **€5,000 for Pelicano.**

Mobilisation around Virades de l'Espoir

The *Virades de l'Espoir* are organised by **VAINCRE LA MUCOVISCIDOSE**, an association helping cystic fibrosis sufferers, recognised as being for the public good, which accompanies patients and their families in every aspect of their lives affected by that disease. The association has 4 priority missions: heal, care, make lives better and raise awareness.

Held throughout France on the last Sunday of September, the 350 'Virades' are races open to all those who wish to pedal, run or walk in a relaxed, family atmosphere, showing their support for children and young people suffering from cystic fibrosis, the most common serious genetic disease in children.

In this spirit, Sferaco and Thermador staff have for several years been getting out and about on the day itself or the days before, contributing to our Group's annual donation of €1,500.

OPTING FOR A MORE RESPONSIBLE TAX STRATEGY

Thermador Groupe considers it the Board's responsibility to establish a responsible tax strategy, whereby its subsidiaries pay their taxes in the jurisdictions where they operate and make their profits.

The following five principles were approved by the Board of Directors on October 14, 2021:

1. Responsibility for the **tax strategy** lies with the Board of Directors.
2. Principles of fiscal responsibility are part of the company's code of conduct.
3. The company pays its taxes where the economic value is generated.
4. Intra-Group transactions are conducted under market conditions.
5. In its Universal Registration Document, the company publishes the amount of taxes paid, country by country.

3.2.3 Being a responsible and committed partner for our stakeholders

BEING A RESPONSIBLE PLAYER IN OUR PROFESSIONAL ORGANISATIONS

Our subsidiary managers and their staff are active in the professional associations governing our fields of activity.

As proof of their commitment, members of our management teams have taken on responsibilities in the governance of these professional associations. They give up their time and share their experience.

Indeed, our subsidiaries are present in five unions: **INOHA, ADFRI, COCHEBAT, FNAS and IFEP.**

Testimony of Laure Empereur

" I was very honoured to have been elected to the Inoha Board of Directors this year, for the Plumbing and Sanitary category. Inoha is a trade organisation representing the DIY and gardening industry. Being a member of this board means contributing to the development of the market, getting to know the manufacturers working that market, and helping achieve a balance between stakeholders. It comes on top of my role as Dipra-Rousseau's CEO and brings me a crash-course in our market.

I bring a fresh eye to the board, participating in several working groups, such as the development of Inoha's CSR roadmap, one of the strategic themes. Our industry needs to get organised quickly and each company has a real responsibility to respond to the environmental and social issues that matter increasingly to our consumers. "

DIRIGEANTS	QUALITY	NAME OF THE UNION	FONCTION
Laure Empereur	Comex* member - CEO of Dipra and Etablissements Edouard Rousseau	INOHA (new housing industrialists)	Board member
Christophe Arquillière	Comex* member - CEO of Sferaco	ADFRI (French association of distributors of industrial valves)	Deputy Secretary
Xavier Isaac	Comex* member - CEO of Sectoriel	ADFRI (French association of distributors of industrial valves)	Member
Xavier Isaac	Comex* member - CEO of Sectoriel	Bureau de Normalisation du Gaz, a standardisation body reporting to AFGAZ (www.afgaz.fr)	Member
Yves Ruget	Comex* member - CEO of Thermador	FNAS (French federation of distributors of sanitation, heating, air conditioning and piping equipment).	Partner
Yves Ruget	Comex* member - CEO of Thermador	SYNASAV (national union of energy efficiency maintenance and services)	Partner
Florent Kieffer	Comex member - CEO of Thermacome	COCHEBAT (national union of manufacturers of integrated components and systems for heating, cooling and sanitation)	Chairman
Eric Mantione	Comex* member - CEO of PBtub Chairman of Thermacome	COCHEBAT (national union of manufacturers of integrated components and systems for heating, cooling and sanitation)	Treasurer
Frank Bourgois	Comex* member - CEO of Jetly	IFEP (French rainwater industrialists)	Member
Frank Bourgois	Comex* member - CEO of Jetly	SYNAA (national automatic watering union)	Member

*Executive Committe

INOHA Board of Directors.

DATA CONFIDENTIALITY

Data protection is organised as follows: a Data Protection Officer at Group level to ensure the consistency of our practices and officers within the subsidiaries to keep tabs on the operational side. **The Group DPO is responsible for monitoring regulations**. She drafts internal notes to disseminate good practices and works on updating the processing registers.

The Group DPO followed up 19 requests from our subsidiaries in 2021.

CREATING AND MAINTAINING QUALITY EMPLOYMENT IN FRANCE

Experience has shown us again very recently the strong attachment of our employees to the region they live in.

Our wish is to **encourage the loyalty of our employees** while respecting their regional roots.

This diversity is the result of our recent acquisitions, made socially acceptable by our commitment to respecting employees' attachment to their home regions. In 2021, our businesses created **36 new jobs in France** and 39 in total.

Number of employees by region/country

FRANCE					
Rhône Alpes	Bourgogne Franche Comté	Ile de France	Normandie	Grand Est	Centre Val de Loire
509	38	32	31	21	11
EUROPE EXCLUDING FRANCE				EXCLUDING EUROPE	
Belgium	Netherlands	Hungary	Spain	China	
43	3	1	13	10	

Contribution to local economic activity

We regularly use local companies: Transport, architecture, masonry, public works, finishing works, computer science, mutual insurance and a centre reintegrating people into the employment market (Employment re-insertion centres).

At our original site in Isère, we provide our employees with a collective catering service. In 2021, due to the health crisis, attendance fell sharply. However, we have decided to maintain this facility, by investing in the refurbishment of the building and by focusing on improving the quality of the menus offered (diversity of dishes and use of local products).

3.3 Summary of indicators and tables of concordance

The information presented below concerns consolidated companies of Thermador Groupe on December 31, 2021.

Changes to reporting scope and calculation methods and new indicators in 2021 mean that we cannot always make a pertinent comparison between 2021 data and those of 2020 and 2019. These changes are mentioned and specified in the indicators each time they appear to help understanding.

The reporting approach for 2021 was specified and detailed via a CSR (Reporting Corporate Social Responsibility) memo for the collection of the quantitative and qualitative information required. It allowed us to define calculation methods for each indicator in order to ensure data consistency.

External verification process

The social, environmental and societal information published in this extra-financial performance statement has been verified by an independent third-party organisation, in order to issue an opinion on:

- Compliance of the Declaration with the provisions of Article R.225-105 of the French Commercial Code;
- The sincerity of the information provided pursuant to 3° of I and II of Article R.225-105 of the French Commercial Code, i.e. the results of policies including, key performance indicators and actions relating to key risks.

The nature of the work carried out and the conclusions are set out in the paragraph 'Report from the verification agency' on page 93.

Methodology: Changes to the reporting scope, calculation methodologies and the addition of new indicators in 2021 do not always allow for a meaningful comparison of 2021 data with those of 2020 and 2019. These changes are mentioned and specified for indicators, each time they have occurred, in order to facilitate their correct interpretation.

	2021	2020	2019	Pages
GOVERNANCE DATA				
Corporate governance				
Compliance with a code of governance	**Middlenext**	Middlenext	Middlenext	67
Signatory to the United Nations Global Compact	**YES**	NO	NO	60
Number of Executive Committee members	**16**	18	17	67
Proportion of women on our Board of Directors	**25%**	28%	29%	73
Transparency on the earnings of Thermador Groupe CEOs and deputy CEOs	**YES**	YES	YES	40
Declaration of the earnings of Thermador Groupe CEOs and deputy CEOs	**YES**	YES	YES	41 - 42
Participation rate at the AGM	**71.52%**	**65.80%**	**70.30%**	53
Rate of approval of the CEO's earnings at the last AGM	**90.9%**	99.98%	95.67%	40
Percentage of employee shareholding, excluding former executives	**7.0%**	**7.5%**	**7.2%**	50 - 55
Share of employee shareholders (individual or through the company saving scheme - PEE)	**71.2%**	21.4%	25.0%	50
Board of Directors				
Director representing employees	**5**	5	5	32
Number of independent directors	**45.5%**	45.5%	45.5%	32
Proportion of women on our Board of Directors	**45.5%**	45.5%	45.5%	32
Director representing employees	**1**	1	1	32
Attendance of board members	**100.00%**	**96.90%**	**96.10%**	36
Audit committee	**YES**	YES	YES	37
Earnings Committee	**YES**	YES	NO	39
Sustainable Development Committee	**YES**	YES	NO	38
Number of training courses attended by directors	**6**	3	3	36
Percentage of directors trained during the year	**90.9%**	63.6%	54.5%	36
Publication of the Board's internal rules	**YES**	YES	YES	36
Assessment of the functioning of the Board	**YES**	YES	YES	36
Equity				
Fairness ratio (median salary)	**5.39**	4.68	4.72	45
10% highest vs. 10% lowest	**5.45**	5.08	5.15	45
Ethics and anti-corruption				
Ethics Committee	**YES**	YES	YES	37
Number of reports / alerts	**7**	5	2	86
of which HR alerts	**6**	5	2	86
Formalisation of a business conduct and anti-corruption policy	**YES**	YES	YES	86
Percentage of exposed employees trained in anti-corruption over the last 3 years	**98.9%**	**73.1%**	**73.1%**	86

3 Summary of indicators and tables of concordance

	2021	2020	2019	Pages
HUMAN				
Headcount according to gender				
Percentage of women	**36%**	34%	31%	71
Percentage of men	**64%**	66%	69%	71
TOTAL NUMBER OF EMPLOYEES (EXCLUDING TEMPS)	**712**	**668**	**503**	71
Workforce by geographical area				
France	**90%**	90%	91%	88
Outside France	**10%**	10%	9%	88
Headcount per contract type				
Permanent contract (CDI)	**678**	649	493	71
Temporary contract (CDD)	**34**	19	10	71
% of permanent contracts (CDI)	**95%**	97%	98%	71
Temps				
Number of temp hours	**95,576**	74,642	51,902	71
As a % of the number of hours worked	**7.6%**	6.4%	5.6%	71
Employee loyalty				
Average length of service	**9.68**	**9.76**	**8.88**	74
Staff turnover rate	**12.92%**	11.00%	14.40%	74
Recruitments	**114**	82	86	72
- of which, jobs created in France	**36**	24	22	72
- of which, jobs created outside France	**3**	1	0	72
Departures (excluding end of fixed-term contracts and retirement)	**48**	41	40	72
Remuneration				
Medium salary	**€50,254**	€50,337	€51,503	77
of which variable compensation	**20%**	18%	17%	77
Number of employees benefiting from profit-sharing or incentive agreements	**181**	179	179	77
% of employees receiving variable pay	**86%**	N/A	N/A	77
Health: % of absences not related to the health crisis				-
Linked to sick leave excluding Covid-19 isolation	**66%**	74%	69%	75
Linked to maternity / paternity leave	**11%**	14%	16%	75
Linked to workplace and commuting accidents	**4%**	6%	15%	75
Linked to work-related illness	**15%**	6%	0%	75
AVERAGE GROUP ABSENTEEISM RATE	**3.4%**	**3.9%**	**4.00%**	75
Diversity				
Professional equality index	**88**	**87**	**66**	73
Gender pay gap	**-1.9%**	2.2%	3.2%	73
Percentage of women in management positions (in %)*	**39%**	**37.5%**	**34%**	73
Percentage of employees over 50 years of age in the workforce	**31%**	30%	28%	73
Employees with disabilities (in number)	**18**	12	5	73
Training				
Training budget as % of payroll	**1.86%**	1.63%	2.67%	71
Percentage of permanent employees trained per year (including internal training)	**72.1%**	**60.6%**	**87.4%**	71
Number of employees attending at least one training session during the year	**489**	393	431	71
- of whom, managers (%)	**36%**	40%	N/A	71
- of whom, non-managers (%)	**64%**	60%	N/A	71
Number of hours of training	**10,013**	8,491	10,407	71
Number of sandwich course students, apprentices and trainees present during the year	**60**	25	13	72
Social dialogue and labour relations				
Number of subsidiaries with ESC / staff-representative bodies	**11**	10	10	74
% of employees represented by a staff-representative body	**75%**	76%	74%	74
Number of company agreements in place	**27**	11	7	74
% of employees who responded to the QLW survey over the last 3 years	**93%**	94%	94%	74
% of employees who were able to meet their manager during an annual interview	**72%**	84%	87%	72
Number of labour disputes initiated during the year	**3**	N/A	N/A	74

	2021	2020	2019	Pages
SOCIETAL				
Donation amounts including carbon offsets	**€106,075**	€39,384	€51,740	81 - 87
Board commitment to fiscal reponsibility	**YES**	NO	NO	87
Certifications				
Number of our subsidiaries ISO 9001 or ISO 14001 certified	**5**	4	3	61
Percentage of turnover generated by ISO 9001 or 14001 subsidiaries	**32.6%**	**27.9%**	**16.0%**	61
Supplier relations				
% of turnover from ISO certified suppliers	**80.4%**	**55.2%**	**N/A**	86
% of turnover from rated suppliers in the year	**17.1%**	**14.2%**	**N/A**	86
% of turnover from suppliers who have signed our Supplier Code of conduct or a similar charter	**4.8%**	**N/A**	**N/A**	86
Inc-VAT amount of supplier invoices whose term has expired as a % of ex-VAT purchases for the FY	**0.07%**	0.29%	0.64%	
Customer relations				
Number of customers who responded to a satisfaction survey	**1,576**	383	N/A	15
ENVIRONMENTAL DATA				
CSR governance within the Group				
People belonging to an environment group in the subsidiaries	**38**	39	N/A	66
Number of people in the Thermavert cross-functional group	**22**	21	N/A	67
Being paid as carbon compensation	**€30,000**	€4,365	N/A	81
Biodiversity				
Number of m² of green spaces under FIPA collaboration	**71,300**	32,800	N/A	85
Number of species logged	**292**	206	N/A	85
Energy consumption - gross value				
Water consumption (in m^3)	**7,928**	7,725	5,485	84
Gas consumption (in kWh)	**4,068,452**	2,724,642	2,329,275	82
Electricity consumption (in kWh)	**2,599,795**	2,397,668	2,106,660	82
Energy consumption - relatives value				
Water (in L /m²)	**70.5**	75.5	60.7	84
Gas consumption (in kWh /m²)	**36.2**	26.6	28.5	82
Electricity consumption (in kWh /m²)	**23.1**	23.4	23.3	82
Proportion of LED lighting in our buildings (in % of m²)	**60%**	59%	N/A	82
Share of gas in 'carbon offset' option	**34%**	N/A	N/A	82
Share of electricity consumption in 'renewable energy' option	**69%**	65%	61%	82
TOTAL ENERGY CONSUMPTION (IN KWH /m²)	**59.3**	**50.1**	**51.8**	82
Activity-related waste (as a % of purchased tonnage)				
TOTAL INDUSTRIAL WASTE (in tonnes)	**1031**	**946**	**676**	83
Activity-related waste (in kg/tonne of product received)	**20.28**	**23.48**	**19.21**	83
Share of non-hazardous industrial waste	**100%**	100%	100%	83
Share of hazardous industrial waste	**0%**	0%	0%	83
% of waste sent to a recycling facility	**90.7%**	**85.2%**	**81%**	83
ENVIRONMENTAL DATA - CARBON ACCOUNTING				
Scope 1 direct emissions (in Teq. CO_2)				
Emissions due to company vehicle travel (per vehicle)	**233***	427	359	82
Direct emissions from vehicle fleet / vehicles	**2.81**	**2.41**	**N/A**	82
Emissions from burning natural gas on site	**692**	501	428	82
Emissions from burning domestic fuel on site	**24**	23	25	82
Emissions from refrigerants	**0**	17	0	82
Direct emissions from heating and cooling of buildings (Teq. CO_2 per km²)	**6.37**	**5.29**	**N/A**	82
TOTAL SCOPE 1 (in Teq. CO_2)	**949**	**968**	**812**	82
Scope 2 indirect emissions (in Teq. CO_2)				
Emissions due to the purchase of electricity	**140**	195	158	82
Indirect emissions from electricity purchases (Teq. CO_2 per km²)	**1.25**	**1.91**	**N/A**	82
TOTAL SCOPE 2 (in Teq. CO_2)	**140**	**195**	**158**	82
Scope 3 other indirect emissions (in Teq. CO_2)				
Emissions due to professional travel (rental cars, planes, trains in Teq. CO_2)	**119***	48	217	83
Purchases of products (products sold)	**122**	110	N/A	80
Use products sold	**37**	35	N/A	80
End of life of products sold	**44**	41	N/A	80
TOTAL SCOPE 3 (in Teq. CO_2)	**225**	**207**	**N/A**	**80**

***** Emissions due to business trips made using personal vehicles are now accounted for in Scope 3. In compliance with ADEME's (French environment agency) carbon assessment rules (accounted for in Scope 1 in 2020).

CROSS-REFERENCE TABLE
FOR THE EXTRA-FINANCIAL PERFORMANCE STATEMENT

	Theme	Correlation with the Universal Registration Document 2021	ODD*	Pages
	Presentation of our business model	Our business model.		59 - 61
	Presentation of our major Corporate Social responsibility risks and challenges	· Our ecosystem. · The five risks and opportunities. · Our approach to a societal and environmental responsibility / devolved governance structure.		62 - 65
	Description of our approach to societal and environmental responsibility			66 - 68
Social information	**Employment**	Total headcount and distribution of employees by sex, age and geographic zone.	8 5	71 & 90
Social information	**Employment**	Recruitment and redundancy.	3	72 & 90
Social information	**Employment**	Earnings and earnings growth.	8	77 & 90
Social information	**Work organisation**	Organisation of working time.	3	75
Social information	**Work organisation**	Absenteeism.	3	75
Social information	**Health and safety**	Health and safety conditions at work.	3	75 - 76
Social information	**Health and safety**	Work-related accidents, in particular frequency and seriousness, as well as work-related illnesses.	3	75
Social information	**Labour relations**	Organisation of social dialogue, in particular staff information and consultation procedures and negotiation therewith.	8 4	72 - 74 & 77
Social information	**Labour relations**	Reviews of collective agreements, particular in the field of health and safety at work.	3	75
Social information	**Training**	Policies implemented in terms of training, in particular environmental protection.	4	71-72&84
Social information	**Training**	Total number of training hours.	4	71 & 90
Social information	**Equal treatment**	Measures taken in favour of equality between men and women.	5	72 - 73
Social information	**Equal treatment**	Measures taken in favour of employment and integration of disabled people.	8	73 - 74
Social information	**Equal treatment**	Anti-discrimination policy.	5 3	72 - 75
Environmental information	**General environmental policy**	Organisation of the company to take environmental issues into account, and where applicable, approaches adopted to assess or certify in the environmental field.	13	78 - 85
Environmental information	**General environmental policy**	Resources dedicated to the prevention of environmental risks and pollution.	6 7	81 - 85
Environmental information	**General environmental policy**	Scale of risk provision and guarantee in the environmental field, on condition that this information is not seriously detrimental to the company in a current dispute.	N/A**	N/A
Environmental information	**Pollution**	Prevention, reduction or resolution of measures for rejects in the air, water and ground seriously affecting the environment.	6 13	78 - 85
Environmental information	**Pollution**	Taking into account any other form of pollution that is specific to an activity, and in particular sound and light pollution.	13	71 - 82
Environmental information	**Circular economy**	Waste prevention and management.	12	83
Environmental information	**Circular economy**	Sustainable use of resources.	11 6 7	84 - 85
Environmental information	**Circular economy**	Use of ground.	15	84 - 85
Environmental information	**Climate change**	Items that are substantial greenhouse gas emission generators because of the company's activity, in particular on account of the use of the goods and services it produces.	13	80 - 91
Environmental information	**Climate change**	Measures taken to adapt to the consequences of climate change.	13	81 - 82
Environmental information	**Climate change**	The objectives of voluntarily medium and long term objectives to reduce greenhouse gas emissions and the means used to achieve it.	13	78
Environmental information	**Protection of biodiversity**	Measures taken to protect or develop biodiversity.	15	85
Societal information	**Societal commitments in favour of sustainable development**	The impact of the company in terms of employment and local development.	16	88
Societal information	**Societal commitments in favour of sustainable development**	The impact of the company's business on local or neighbouring populations.	16	87 - 88
Societal information	**Societal commitments in favour of sustainable development**	Relations with stakeholders in society and how dialogue works.	16	86 - 88
Societal information	**Societal commitments in favour of sustainable development**	Partnership or sponsorship actions.	16	87
Societal information	**Societal commitments in favour of sustainable development**	Taking social and environmental challenges into account in the purchasing policy.	12	86
Societal information	**Societal commitments in favour of sustainable development**	Taking relationships with suppliers and subcontractors into account as far as their social and environmental responsibilities are concerned.	16	86
Societal information	**Fairness of practices**	Measures taken in favour of health and safety of consumers.	12	88
Societal information	**Societal commitments against food waste, food shortage and in favour of responsible, fair-trade, sustainable food**		16	88
Societal information	**Societal commitments to respect animal welfare**		15	85
The fight against corruption	**Actions undertaken to prevent corruption**		16	86
Actions in favour of human rights	**A) Promotion and respect of the provisions of the fundamental conventions of the International Employment Organisationrelating to:**	- Respecting the freedom of association and the right to collective bargaining,	16	74
Actions in favour of human rights		- Eliminating discrimination in terms of employment and professions,	5 16	72 - 73
Actions in favour of human rights		- Eliminating forced or compulsory work,	16	86
Actions in favour of human rights		- Effective abolition of child working.	16	86
Actions in favour of human rights	**B) Other actions undertaken in favour of human rights**		16	86

* SDG: Sustainable Development Goals. ** Not applicable. *** Not available.

3.4 Report from the verification agency

CERTIFICATE OF EXTRA-FINANCIAL **PERFORMANCE STATEMENT**

THERMADOR GROUPE SA – REPORT FROM THE VERIFICATION AGENCY – FINANCIAL YEAR ENDED DECEMBER 31, 2021

Dear shareholders,

Further to the request made by THERMADOR GROUPE SA and in our capacity as an independent third party body whose accreditation was accepted by COFRAC under N° 3-1081 (available on the website www.cofrac.fr), we present herewith our report on the consolidated social, environmental and societal information presented in the management report drawn up for the financial year ended December 31, 2021 in application of article L.225-102- 1 of the French Companies Act.

RESPONSIBILITY OF THE ENTITY

It is the Board of Directors' duty to draw up a Declaration in compliance with legal and regulatory provisions, including a presentation of policies introduced in light of these risks, and the results thereof, which should feature key performance indicators.

The Declaration was drawn up in compliance with the reference set used (hereafter referred to as the 'Reference Set') per entity, the key elements of which can be provided upon request by the company's headquarters.

INDEPENDENCE AND QUALITY CONTROL

Our independence is defined by the provisions outlined in article L. 822-11-3 of the commercial code and the ethical code of the profession. Also, we have introduced a quality control system which includes documented policies and procedures to ensure that ethical rules, professional doctrine and applicable legal and regulatory texts are respected.

RESPONSIBILITY OF THE INDEPENDENT THIRD-PARTY BODY

On the basis of our investigations, we have formulated an opinion and explained it, and our conclusion is one of 'moderate assurance' as to:

- the compliance of the Declaration with what article R.225-105 of the commercial code requires;
- the sincerity of the information provided in application of part 3 and I and II of article R. 225-105 of the commercial code, i.e. the results of policies, including key performance indicators, and actions relating to main risks hereafter referred to as 'information'.

However, we are not required to pass any judgment on:

- the entities' respect of other applicable legal and regulatory provisions, in particular in terms of vigilance plans and the fight against corruption and tax evasion;
- the compliance of products and services to applicable regulations.

NATURE AND SCOPE OF WORKS

We have carried out our work according to applicable standards in France determining the conditions under which the independent third-party body carries out its mission, and the international standard ISAE 3000.

Our works were performed between December 1, 2021 and February 21, 2022, taking approximately 6 man days.

We held eight interviews with those responsible for the Declaration.

We carried out our investigation allowing us to assess the compliance of the Declaration to regulatory provisions and the sincerity of the 'information':

- we learned about the business activity of all the companies that are part of the consolidate scope, information about the major social and environment related risks linked to this business, and the effects as to their respect of human rights and the fight against corruption and tax evasion, as well as the resulting policies and their results;
- we assessed the appropriateness of the reference set in respect of its suitability, exhaustive nature, reliability, neutrality and clarity, and where applicable, taking into consideration good practices from the sector;
- we checked that the Declaration covers each category of information as required in point III of article L. 225 102 1 in terms of social and the environment, as well as respect for human rights and the fight against corruption and tax evasion;
- we have checked that the Declaration includes an explanation of the reasons for the absence of the information required by the second paragraph of III of Article L. 225-102-1;
- we checked that the Declaration presents the business model and main risks linked to the business of all the entities included in the consolidation scope, including, when pertinent and proportionate, those risks created by its business relationships, products or services, as well as policies, actions and results including key performance indicators;
- when applicable in respect of the main risks or policies presented, we checked that the Declaration presented the information required in section II of article R. 225-105;
- we assessed the selection and validation process for the main risks;
- we enquired as to the existence of internal control procedures and risk management introduced by the entity;
- we assessed the coherence of the results and key performance indicators chosen in respect of the main risks and policies presented;
- we checked that the Declaration covers the consolidated scope, i.e. all the companies included in the consolidation scope in compliance with article L. 233-16;
- we assessed the collection process introduced by the entity with a view to exhaustiveness and sincerity of information;
- for the key performance indicators and other quantitative outcomes that we considered the most important, we implemented:
- analytical procedures to check the correct consolidation of data collected as well as the coherence of their use;
- detailed tests using sampling, to check the proper use of definitions and procedures and matching up data and documents. This work was carried out with a selection of contributing entities1 and covering between 20 and 100% of the consolidated data of key performance indicators and results selected for those tests[(2)];
- we consulted documentary sources and held interviews to corroborate what we considered the most important qualitative information (actions and results);
- we assessed the overall coherence of the Declaration according to our knowledge of all the companies included in the consolidation scope.

We feel that the work that we carried out in exercising our professional judgment allows us to conclude 'moderate assurance'; a higher level of assurance would require more extensive verification works.

Because of the use of sampling techniques and other constraints inherent to the function of any information system and internal control, the risk of non-detection of a significant anomaly in the Declaration cannot be totally eliminated.

CONCLUSION

On the basis of our investigations, we did not find any significant anomoly anomaly which could call the Declaration of extra-financial performance into question and suggest that it did not comply with applicable regulatory provisions, and that the overall information is presented in a sincere way in compliance with the reference set.

Lyon, on February 21, 2022

FINEXFI
Isabelle Lhoste
Partner

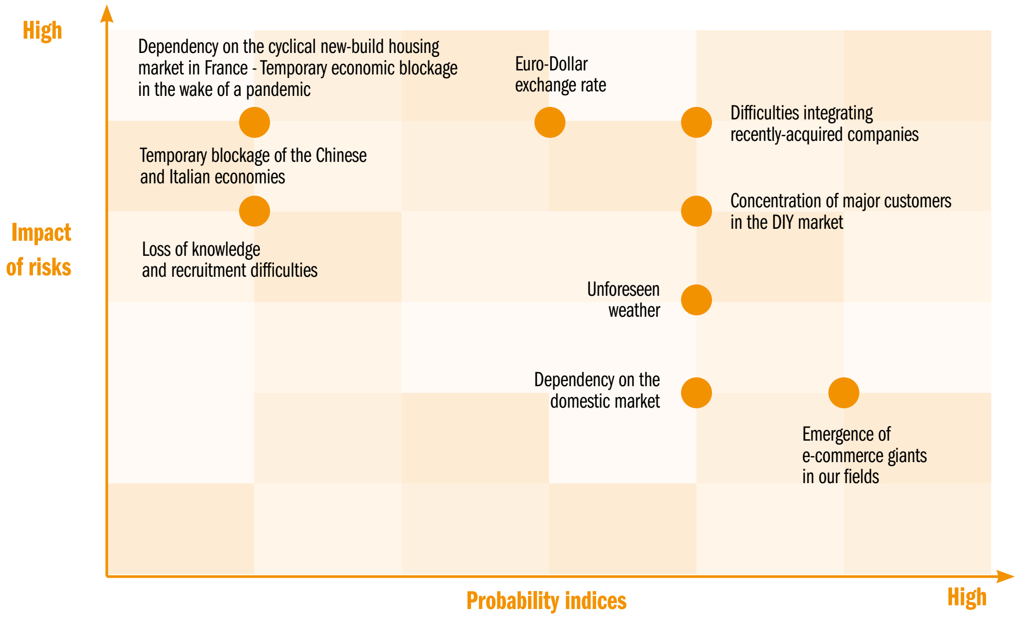
[1] Jetly. Sferaco. Thermador. FGinox. Rousseau

[2] Verified indicators: Developing our talents (Percentage of women in management positions, absenteeism rate, length of service, Breakdown of workforce by type of function, Training), Diversity and equal opportunities (Number of people hired, Number of sandwich course students, Number of trainees), The place of seniors in our organisation, Social dialogue, Employee health and safety (Health and absenteeism, Absenteeism rate in France excluding Covid-19), Workplace accidents, Preserving biodiversity and natural resources (Area covered by actions to promote diversity, Number of species inventoried), Corporate governance, Carbon footprint (Validated process), Human resources (Number of employees by gender, Number of employees in France, Number of employees by type of contract), Number of new hires, Number of departures, Earnings (Number of employees benefiting from profit-sharing or incentive agreements, Percentage of employees receiving variable earnings), Dialogue and social climate (Number of subsidiaries with ESC/staff-representative bodies, Percentage of employees represented by a staff-representative body, Number of company agreements in place), Donation amounts including amounts paid for carbon offsets, Certifications (Number of our subsidiaries 9001 or 14001 certified), CSR governance within our Group, Energy consumption - gross values.

4. RISK MANAGEMENT

4.1 Risk factors

The company performed a review of risks potentially having a substantial unfavourable impact on its business, financial situation and profits. The different risks are classified according to their potential impact and probability of occurrence. This risk mapping reflects Thermador Groupe's exposure and therefore includes control measures introduced so as to limit probability and impact.



RANKING OF RISKS	
4.1.1. RISKS LINKED TO THE BUSINESS	Unforeseen weather
	Dependency on the cyclical new-build housing market in France
	Concentration of major customers in the DIY market
	Dependency on the domestic market
	Emergence of e-commerce giants in our fields
4.1.2 OPERATIONAL RISKS	Difficulties integrating recently acquired companies
4.1.3 EMPLOYMENT RISKS	Knowledge drain and recruitment difficulties
4.1.4 FINANCIAL RISKS	Euro-Dollar exchange rate
4.1.5 GEOPOLITICAL RISKS	Temporary blockage of the Chinese and Italian economies
4.1.6 PANDEMIC RISKS	Temporary economic blockage in the wake of a pandemic

4.1.1 Risks linked to the business

UNFORESEEN WEATHER EVENTS

Risk identification and description

A rainy winter would inevitably cause a drop in watering pumps sales, a market on which we are a significant player in the professional and retail channels.

Potential impact on the Group

Decline in turnover. In 2013, we saw a very rainy spring, we lost approximately €2.5m turnover over the first half year.

Risk control and limitation

Our best sellers are stable products. Unsold products from a very poor season can perfectly well be sold during the following season.
Rainy springs are very often followed by drier summers, and such cycles have always allowed us to catch up some of the sales lost to end-June.
Over the last 10 years, good years have broadly compensated for bad ones. Also, our high stock levels allow us to make the very best of years of high demand.

DEPENDENCY ON THE CYCLICAL NEW-BUILD HOUSING MARKET IN FRANCE

Risk identification and description	Potential impact on the Group
We are exposed to the cyclical building market and, more particularly, the number of new-build housing starts. 49% of our consolidated turnover comes from fluid circuits in buildings. Of that 49%, only 20% is from the new-build sector; the remaining 80% is renovation market turnover.	Our exposure to the new-build market is limited to 10% of our consolidated turnover. For example, in 2009, during the last major crisis in this sector, our consolidated turnover fell 5.5%. In 2019, organic growth was even recorded in the business activity of the subsidiaries concerned, in spite of a documented drop in housing starts.

Risk control and limitation

The share of our turnover from the construction market has fallen from 55% to 49% since 2009. This rebalancing is primarily due to our strong progression in the industrial market, which today concerns 6 of our subsidiaries.

Also, Ets Edouard Rousseau, acquired on December 31, 2018, sells taps from its sanitation range, the vast majority of which are for the renovation market.

CONCENTRATION OF OUR MAJOR CUSTOMERS IN THE DIY MARKET

Risk identification and description	Potential impact on the Group
Like the ADEO group (Leroy Merlin) and Kingfisher (Castorama) group, our major DIY customers today have very large market shares. Thus, they have very strong positions at Ets Edouard Rousseau, Dipra, Mecafer and Domac.	A de-referenced range in the past has been known to result in a loss of €600k of gross margin over a year.

Risk control and limitation

Every year, we win and lose bids. The idea is to win more than we lose.

Rousseau, Dipra, Mecafer and Domac are present in several ranges and in several departments of DIY stores. Any de-referencing is therefore only ever partial.

We regularly launch new products and sometimes take on new markets.

We diversify our customer base and target alternative trading networks which are looking for differentiated, excellent quality retail products.

We also target food retail, auto distribution, garden centres and agricultural distribution.

We relentlessly improve our service and brand recognition to obtain customer and user loyalty through criteria other than price.

We create bespoke products for e-commerce platforms and market places.

DEPENDENCY ON THE DOMESTIC MARKET

Risk identification and description	Potential impact on the Group
We do 83.6% of our business in France. We therefore run the risk of growing at the same pace of the country's economy, i.e. slowly.	Stagnation of turnover, as in 2013 and 2014.

Risk control and limitation

Our market share in France ranges from 0 to 30%, the latter being for certain ranges that we have sold for several decades via our oldest subsidiaries. 0% is for recently launched products where our development focus lies today. Thus, our organic growth in France is often greater than the growth of the market itself.

Numerous ideas on market niches still have to be developed. We even often have to make choices and discard certain projects to avoid becoming dispersed.

Also, we completed 10 acquisitions between 2015 and 2020, which brought in around €165.6m of turnover in 2021, €42.4m of which in export sales.

EMERGENCE OF E-COMMERCE GIANTS IN OUR PROFESSIONS

Risk control and limitation	Potential impact on the Group
The big e-commerce players have very quickly shaken up certain business areas. Are they becoming new competitors to Thermador Groupe subsidiaries, or even making our business model obsolete? These platforms can allow users to short-circuit middlemen.	Greater tension on margins because of the transparency of prices Europe-wide. The emergence of new competition in the form of e-merchants or e-platforms which could see us drifting 'out of the picture'. Web sales account for between 0% and 20% of our business. It is impossible to assess this precisely, because some of our major customers are multi-channel players who do not wish to communicate a break-down of their sales channels.

Risk control and limitation

Many of our products constitute market niches which offer little attraction to the giants of e-commerce. Furthermore, they require a lot of human resources in specifiers and after-sales.

For simpler products, we have been working to develop this new distribution channel for several years. leroymerlin.fr, Amazon and Cdiscount are examples of customers of some of our subsidiaries who are involved in the retail markets.

Also, we accompany our historic customers who wish to sell on the web or to become players on the major e-commerce platforms such as ManoMano.

We supply them with qualified product data and the logistics they need. We train our teams to increase their proficiency in handling data and using digital marketing.

We test new logistics solutions, invest in modern websites and regularly scan the web to control our pricing policies.

We are honing the skills of our after-sales service, a key element for gaining user loyalty and improving brand recognition.

Over the past 5 years, we have measured the progress of our e-commerce and 'marketplace' customers. We choose not to disclose turnover achieved with those customers.

4.1.2 Operational risks

DIFFICULTIES INTEGRATING RECENTLY-ACQUIRED COMPANIES

Risk control and limitation	Potential impact on the Group
Since 2015, we have made ten acquisitions of very different sizes. Experience shows that it is more difficult to onboard companies whose turnover is more than €15m (5 of the 10). We run into difficulties because of divergent views with the management, different cultures, geographical distance, and different IT systems.	Non-achievement of expected synergies, non-completion of business plans, loss of productivity. Operating profits from these 5 companies (€9.1m in 2021) could have a negative impact on the consolidated operating profit and damage the return on invested capital. Goodwill is €39.9m and is an asset on the Group's books. Recurrent poor results could reduce the value of that asset. The relocation of FGinox's logistics planned for early 2022 will require additional real estate investments.

Risk control and limitation

Our Board is balanced: 5 independent Board members, 5 not free of interests, and an employee Board member. None of the 5 major acquisitions made since 2015 have been decided without a majority vote in favour.
The operational managers of the Group are personally implicated in the integration processes.
Two executives of the companies we have acquired have been replaced.
We have strengthened IT and internal audit teams.
Our monthly reporting delivers fast reaction times.
We announced a break in 2020 and 2021 on external growth operations that are time consuming or above €5m so that our resources can be dedicated to implementing synergies and operational efficiencies.

4.1.3 Social risks

LOSS OF KNOWLEDGE DRAIN AND RECRUITMENT DIFFICULTIES

Risk identification and description	Potential impact on the Group
Greater instability amongst staff and difficulties in filling certain posts could be an obstacle to our growth. The average length of service in the group fell from 11 years in 2016 to 9.6 years in 2021.	We believe that a complete and highly experienced team delivers a 3% better performance. The opposite would therefore lead to a loss of performance of the same magnitude. On average, that could represent €1m turnover episodically for one or two of our subsidiaries.

Risk control and limitation

Responsibility for the social relations climate and managing human resources is delegated to executives from the subsidiaries which are themselves human-sized companies. We constantly work to improve quality of life at work by testing with anonymous questionnaires. We implement very practical initiatives to protect the environment, which is very important to the younger generations. We accompany long-term illness employees with a great deal of attention. We promote and practise transparency of salaries within our subsidiaries. We are working on our employment contracts to empower managers and teams in terms of compulsory rest times and effective working times. We are transparent as to financial results and share them within each of our subsidiaries. We have created a collaborative platform designed to be accessible to all Group employees. Job vacancies are published internally on the collaborative platform. We promote and facilitate access to capital. We promote respect, conviviality and simplicity in our labour relations. We encourage and help managers and supervisors to improve their management skills.

We diversify recruitment channels enormously: agencies, social media, APEC (job agency for managers), personal networks, etc.

4.1.4 Financial risks

EURO-DOLLAR EXCHANGE RATE

Risk identification and description	Potential impact on the Group
The Group sells in euros in France and abroad. We buy from all over the world: around 34% of our merchandise is purchased in US dollars. This exposes us to the volatility of the Euro-Dollar exchange rate.	Currency variations against the euro (primarily $US) can increase the price we pay for merchandise and thereby hurt the Group's profits. The actual purchase price is incorporated into our cost price and passed on as much as possible to the customer. Mathematically, a 10% variation in the US dollar rate would have a €12m impact on our commercial margin.

Risk control and limitation

Since January 1, 2018, Thermador Groupe has had centralised dollar cash management to cover the needs of all its subsidiaries. This ability to keep ahead of the exchange rate gives those subsidiaries greater visibility in terms of selling price, and better control over their margins.

4.1.5 Geopolitical risks

TEMPORARY BLOCKAGE OF THE CHINESE AND ITALIAN ECONOMIES

Risk identification and description	Potential impact on the Group
35% of our purchases of finished products come from China and Taiwan, 35% from Italy. A political, social or health crisis could temporarily block one of those country's economies.	In the face of such events, we could be confronted with stock-outs. It is today however impossible to assess this risk since we have not recently experienced this type of situation.

Risk control and limitation

Our stock levels are generally higher than those of our competitors. We have stable and even-handed relationships with our suppliers. This makes decision-making easier in crisis situations and makes us a priority customer for them. Despite supply difficulties, we ended 2021 with an estimated stock level of 201 days of purchases consumed. We are active in seeking and developing suppliers in France, Spain, Germany, Belgium, Turkey, Brazil, Hungary, India, Poland, South Korea, Slovakia, Finland, Portugal, Austria, England and Holland.

4.1.6 Pandemic risks

TEMPORARY ECONOMIC BLOCKAGE IN THE WAKE OF A PANDEMIC

Risk identification and description	Potential impact on the Group
Like the Covid-19 crisis in the first half of 2020, a global pandemic could block the economy.	Large numbers of the Group's employees falling ill, based in France, Belgium, the Netherlands, Spain and China. Loss of productivity due to home-working. Blocking of supplies. Sharp drop in sales. Difficulties controlling stock variations. Weakening of certain customers and suppliers. Longer customer payment periods. Insufficient cash to finance the business. Loss of shareholder confidence and collapse of share value. We believe that in 2020, we lost an opportunity for 4% organic growth, or approximately €15 million in revenue.

Risk control and limitation

Our devolved organisation, consisting of small structures, enables us to take health safety measures extremely quickly.

3/4 of our workforce can work remotely. The remaining quarter, our logistics teams, showed their resilience and commitment in 2020 and 2021.

Our suppliers are spread around the world and our stocks are traditionally high, which protects us from shortages. In addition, our long-standing relationships and regularity of settlement make us a priority customer from the outset.

Each subsidiary monitors its receivables and communicates payment incidents in real time.

Our very solid financial structure is reassuring for our bankers.

Our prompt and effective communication with our shareholders is reassuring for all stakeholders.

4.1.7 Climate change risks

IMPACT OF CLIMATE CHANGE ON CERTAIN ASSETS OR MARKETS

Risk identification and description	Potential impact on the Group
Rising sea levels in coastal areas. Ban on the sale of certain polluting products. Explosion of the cost-per-tonne of CO_2.	Flooded warehouses. Suppliers' factories flooded. Need to finance relocation. Drop in turnover. Rapid drop in the Group's profit to offset CO_2 emissions.

Risk control and mitigation

Rising water levels: our logistics facilities are not at risk. On the other hand, from 2022 onwards, we will begin an exhaustive analysis to map all the production sites of our 712 suppliers and quantify those that could be affected in the medium term.

Our product ranges are highly diversified. On the other hand, none of our strategic ranges is currently threatened by a ban.

On a more positive note, many of our products are useful and necessary in businesses linked to the energy renovation of buildings and water management.

With a degree of uncertainty of 30%, Thermador Groupe emitted 207 kT equivalent CO_2 in 2020 and 225 kT equivalent CO_2 in 2021 (page 80), 95% of which is related to product life cycle (PLC). Thus, if we were to compensate financially for the totality, a hypothetical operating deficit would be recorded on the basis of a per-tonne-of-CO_2 cost of €325 (2021 operating profit = €73.2m). However, we remain sceptical about this simplistic approach, since the responsibility for PLC must be shared between the various stages of the product's life: extraction and transformation of raw materials, manufacturing, assembly, transport, storage, installation, use, repair and recycling.

4.2 Insurance

43.2% OF WAREHOUSE SURFACE AREA EQUIPPED WITH SPRINKLERS. I.E.: 44.366 m²

All the Group's companies are covered by an overarching insurance policy against the following risks: damage and operating losses, civil liability and transport. All subsidiaries use the guarantees set up and negotiated at Group level with the exception of Sodeco. They kept their existing insurance policies in 2021 given their geographical specificities (Belgium, Germany, Netherlands and Switzerland for Sodeco).

Group-negotiated insurance policies provide a high level of cover and seek first and foremost to guard against the biggest possible incidents that could have a substantial negative impact on the Group's financial situation.

Cover for damage and operating losses risks was renegotiated on January 1, 2020. In 2021, all our sites in Saint-Quentin-Fallavier (Isère) were visited by our insurer as part of an audit on preventative maintenance and protection procedures. The outcome was 'highly satisfactory' for the insurer.

Cover for transport risks was also renegotiated on January 1, 2020. Our transport insurance policy covers transport risks for both purchasing and selling. It is €1.5m whatever the means of transport (sea, land, air, etc.).

The civil liability contract was renegotiated on January 1, 2020 for a period of two years on the basis of a flat-rate premium, not linked to turnover as was the case previously. This premium was reduced given the substantial decline in claims.

The guarantees signed up to as part of the product civil liability programme are as follows:

- €10m per claim and per year.
- €2m per claim and per year for recall costs and disassembly / reassembly expenses.

Our operations civil liability guarantees are:

- €10m per claim and per year.
- €6m for inexcusable error.
- €1.5m for sudden accidental impacts on the environment.

The Group has also taken out an employee mission insurance policy to cover all professional travel for our staff, nationally and internationally.

Group insurance policies are updated at least every two years to follow changes to Group scope and to control industrial risks.

The Group's policies are with major insurance companies with a global profile.

Sprinkler system at Sferaco.

4.3 Internal control

Audit committee on October 1, 2021.

73% OF OUR BUSINESS IS MANAGED ON THE SAME IT SYSTEM

4.3.1 Purpose of internal control procedures

The internal control system in place in our Group is designed to ensure that employees comply with prevailing laws and regulations as well as with the standards and principles of our Group so as to avoid any risk of error or fraud.

4.3.2 Organisation of control procedures

4.3.2.1. Within the parent company

Thermador Groupe holds all, or almost all, of the shares of its subsidiaries and is present (as are its main executives) on the subsidiaries' boards and management committees. Thermador Groupe defines and implements the Group's development strategy and coordinates the different businesses.

Thermador Groupe identifies risks and prevention measures by ensuring harmonious rules and procedures are applied on accounting, legal, fiscal and IT matters.

IT system management and security is also piloted at Thermador Groupe level. The long-standing companies of the group use the same IT system (ACE from the company AUREA). Mecafer and Domac use Microsoft's 'Navision', FGinox BG Partners' 'Gold' and Ets Edouard Rousseau INFOR's 'XA Essentials', Thermacome 'SAP' by Design and Distrilabo 'Sigest'. The quest for greater efficiency leads to the harmonisation of ERPs to simplify intra-group flows and data entry into the accounts consolidation software.

Consolidated accounts are drawn up internally. They are facilitated by a simple legal structure, correspondences between the accounting plans, isolated intra-Group flows and common account closing practices.

4.3.2.2. At subsidiary level, the primary concerns are controlling sales, purchasing margins, stock, regulatory compliance and human resources.

Each subsidiary has a general management team, an administrative department, a sales department and a purchasing department: each is autonomous in the definition and implementation of its strategy in line with the regulations defined within the Group. Only the CEO and the administrative manager are signatories.

Cross-subsidiary meetings involving those in the same position in the different subsidiaries allow them to pool experiences, share good practices and validate proper implementation of procedures.

Frequent complete or rotating physical inventories means that discrepancies can be detected and the efficiency of procedures checked.

4.3.2.3. Accounting and financial information

Each subsidiary has an accounts team placed under the responsibility of the administrative director. That team sends the following to Group management every month: provisional cash position report, ageing balance of customer receivables, inventory, cross-referencing between statistical margins and gross accounting margins, and pre-tax P&L result.

Comparative monthly analyses are made according to budgets drawn up at the beginning of the financial period and the previous year's turnover.

Each half year, subsidiaries close their accounts according to the common reference set and closing procedures. These elements are then reviewed by the auditors and sent to Thermador Groupe's consolidation team who ensures the coherence of the reporting before aggregating the consolidation results and accounting entries. The annual and half-yearly financial statements are presented to the audit committee and voted on by the Board of Directors.

4.3.3 Anti-corruption measures

In compliance with the Sapin 2 law, in 2017 we opened two mailboxes for any whistleblowers wishing to contribute, in French or in Dutch.
We named two ethics officers to answer employees' questions and ensure that the general mechanism is rolled out efficiently, respecting the confidentiality of the information gathered.
We also appointed three members to the Ethics Committee, responsible for processing alerts whilst protecting the confidentiality of the parties concerned, and adopted the 'Middlenext' group conduct code, now available on the Thermador Groupe website, as well as the United Nations anti-corruption convention that addresses this subject.
In 2019, we created an anti-corruption workgroup that has implemented the following initiatives:

- Update of our General Terms of Purchase and General Terms of Sale.
- Roll-out of the code of conduct to the subsidiaries (administrative, commercial and purchasing/marketing departments, social and economic committees, memos to suppliers, coverage in the internal newsletter, mention of the policy in the induction booklet).
- Modification to in-house regulations.
- Update of the Thermador Groupe website with our code of conduct on-line in the languages of our suppliers and customers.
- Awareness-raising in a general meeting with employees.
- Training on the anti-corruption mechanism for exposed employees.
- Work on the introduction of an e-learning tool for existing employees and new recruits.
- Drafting of our risk mapping.
- Introduction of a gifts and invitations policy.
- **Implementation of our donations and sponsorship policy.**

4.3.4 GDPR measures

During the financial year, Thermador Groupe continued to implement and roll out its compliance with GDPR (General Data Protection Regulation).
A first audit carried out by an external service provider in 2018 as soon as GDPR came into force helped us to map data processing activities and identify priority actions. Again in 2018, an awareness-raising campaign was run with 2-hour training sessions for around fifty people (members of subsidiary management teams and departmental managers) on GDPR and good personal data management practices. Five other people from Thermador Groupe and those subsidiaries with more independent IT systems also followed a three-day course to become DPO or Deputy DPO.
2019 was dedicated to formalising GDPR conformity: update of General Terms of Sale, putting our data protection policy on line, drawing up information memos and especially writing a register of processing operations currently being deployed in each subsidiary. **The update and adaptation of the 2020 and 2021 register in the subsidiaries was also an opportunity to look at things from a new perspective and optimise existing processes by adopting best practices in terms of collection, conservation and access to data.** In 2021, our DPO continued to support our subsidiaries. 19 requests were submitted, which led to the drafting of internal memos.

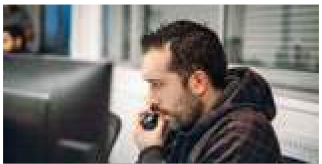
4.3.5 Assessment of internal controls

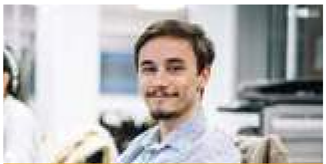
The procedures described above, approved by the Board on February 18, 2021, have proved efficient thus far.

THE INFORMATION TECHNOLOGY TEAM AND THE ACCOUNTING AND FINANCIAL DEPARTMENT OF THERMADOR GROUPE


Anaïs Der Hagopian-Virieux - Supply chain


Thomas Gaume - Information Technology Department


David Bernard - Information Technology


Valentin Boillot-Devallière - Information Technology


Thierry Boyer - Information Technology


Nathalie Chebance - Information Technology


Jeremy Diguet-Disckson - Information Technology


Anne Ferrier - Information Technology


Gaultier Gauchon - Alternating infrastructure


Flavien Gaudillat - Information Technology


Noémie Graignic - Information Technology


Hinda Talaron - Information Technology


Adeline Porcher - Financial Control - Data Protection


Martine Dejour - Accountant

5. OUR SUBSIDIARIES

5.1 General overview

Markets	Subsidiaries		Founded or bought in	Capital in thousands of euros	Company type	Turnover in thousands of euros before Intragroup	Turnover in thousands of euros before Intragroup	Headcount at 31/12/2021	Stock in thousands of euros	Contribution to net pre-tax profit in thousands of euros
DIY	mecafer / domac	Equipment tools	2015/ 2017	549	SAS	38,200	36,349	36	13,550	2,847
DIY	DIPRA	Pumps, technical plumbing accessories and taps	1986	960	SAS	75,976	70,351	142	39,401	3,682
DIY	Edouard Rousseau		2018	2,096	SAS					
MANUFACTURERS	ISOCEL	Supply of components to OEM	1992	160	SAS	8,655	8,630	7	1,769	1,517
PUMP COLD WATER SWIMMING POOL	aello	Equipment for swimming pools	2015	2,000	SAS	19,712	19,367	25	6,487	2,060
PUMP COLD WATER SWIMMING POOL	Jetly	Pumps	1977	3,200	SAS	56,637	55,688	66	14,874	11,787
HEATING SANITARY PLUMBING VENTILATION	thermador	Central heating and domestic water accessories	1968	3,200	SAS	79,280	76,164	53	19,963	17,806
HEATING SANITARY PLUMBING VENTILATION	PB tub	Heating - cooling surfaces and piping systems	1989	960	SAS	28,286	27,013	33	7,686	3,061
HEATING SANITARY PLUMBING VENTILATION	THERMACOME		2020	1,466	SAS	22,175	22,026	31	2,901	1,346
HEATING SANITARY PLUMBING VENTILATION	Axelair Ventilation / Vortice	Ventilation equipment and accessories	2013	1,000	SA	6,287	6,119	18	3,424	-142
HEATING SANITARY PLUMBING VENTILATION / INDUSTRY	sferaco Valves, meters & fittings	Valves, meters and connectors	1978	3,200	SAS	82,521	66,836	72	40,252	12,882
INDUSTRY	Sectoriel / Nuair France	Motorised valves and air compressors	1989	780	SAS	30,090	26,401	47	7,597	4,678
INDUSTRY	DISTRILABO	Measure and control	2019	500	SAS	6,157	6,068	21	1,719	815
INDUSTRY	FGinox The global solution for your need in stainless steel	Stainless steel connectors, flanges, valves and accessories	2017	490	SAS	16,527	16,212	45	6,581	2,061
INDUSTRY	SYVECO Your valve stockist	International	2006	1,000	SAS	29,523	29,520	43	344	4,852
INDUSTRY	SODECO valves	Industrial valves	2017	2,703	NV*	19,727	19,427	46	4,670	1,058
COMMUNI-CATION	Opaline	Communications agency	2002	80	SAS	1,768	44	11	-	126
REAL ESTATE	THELY	Real estate company	1973	3,100	SCI	5,781	285	-		2,064

(*) A private limited company.

Lionel Franquin, Philippe Bories, François Delattre, Isabelle Giraud.

Patrice Le Ponner, Sonia Carvalho.

COMPRESSORS, COMPRESSED AIR TOOLS, WELDING STATIONS, GENERATORS, BATTERY CHARGERS AND HEATING FOR DIY STORES

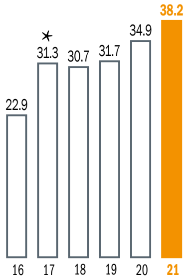
In spite of the countless problems caused by the difficulties in transporting goods from Italian and Chinese manufacturers, the Mecafer Domac team succeeded in setting a new turnover record thanks to the exceptional efforts of its staff. However, any increase in pre-tax net profit was saddled by the soaring costs of container transport.

For the past two years, we have been gaining market share in our leading product ranges (air compressors, generators, welding units, high-pressure cleaners, heating equipment and workshop trolleys) in large DIY stores and via the digital channel. On the other hand, our customers significantly reduced their promotional activities on these large items of equipment, probably believing that it wasn't worth it in the current inflationary context. Nevertheless, the French continue to invest in improving their homes, while visibly orienting their choices towards small equipment. These trends have been particularly marked since November 2021.

We will therefore approach 2022 with very measured ambitions in the ranges where our market share is high and a strong spirit of conquest in those where we believe we can still make progress.

TURNOVER IN 2021

€38.2m

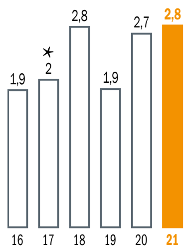


in millions of euros

** Figures consolidated since March 1, 2017.*

PROFIT BEFORE TAX IN 2021

€2.8m



in millions of euros

DOMESTIC PUMPS AND PLUMBING FITMENTS
FOR DIY SUPERSTORES

TAPS AND HYDROTHERAPY
FOR DIY SUPERSTORES AND FOOD RETAIL OUTLETS

Frédéric Babilotte, Mercedes Banegas, Franck Beyssac, Valérie Bressaud-Coupat, Laure Empereur, Bertrand Kinche, Alexandra Stratulat, Éric Beaumont, David Dufour.

51 year-old Valérie Bressaud-Coupat, with 27 years' experience in consumer product marketing in food retail and DIY superstores for well-known brands, joined the Dipra Rousseau team in March 2021. Her mission is to create a marketing team able to keep in touch with end-users, notably through brand awareness.

With 10 years' experience as a food retail store manager and 5 years spent at Dipra as a travelling salesman, 50 year-old Frédéric Babilotte was promoted to the role of Customer Relations Manager in September 2021. This new department brings together the office-based sales teams, sales administration and the after-sales technical department.

The joint management team of Dipra and Edouard Rousseau is at the head of a multi-site and international group of 142 people.

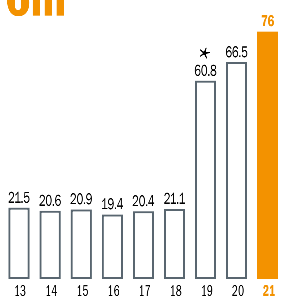
Like all members of staff, the management team was very busy in 2021, a record year in terms of turnover, for the three areas of activity: sanitary fittings, gardening and plumbing-heating. Nevertheless, the erosion of sales margins in a high-inflation context and the explosion in freight costs have restricted growth in operating profit, which can be improved in the medium term.

As an essential step in merging the two legal entities and optimising our organisations, we are working intensively to prepare for the deployment of our ERP in the new company, the name of which will be announced in 2022.

At the same time, we are considering the construction of a new building in Burgundy, on the Etigny site, for sanitary fittings logistics and the assembly lines for products in this range bearing the «NF» and «Made in France» labels. The renewed interest of consumers and our customers in these home-made products is already reflected in our figures.

TURNOVER IN 2021

€76m

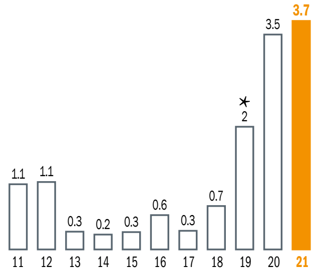


in millions of euros

* *Figures consolidated since January 1, 2019.*

PROFIT BEFORE TAX IN 2021

€3.7m



in millions of euros

ISOCEL

Fabienne Bochet, Cyrille Javault, Alicia Chamfray.

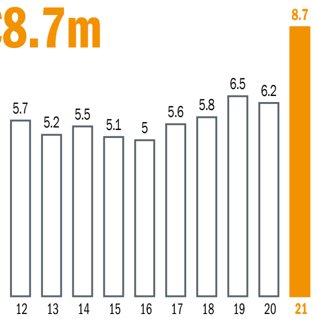
SUPPLY OF COMPONENTS TO ORIGINAL EQUIPMENT MANUFACTURERS

The decision in 2020 to strengthen the management team to cross a turnover threshold combined with to favourable market conditions. This bold play paid off and the small Isocel team reached new heights in turnover and results. It has undoubtedly scored points with its customers by distinguishing itself by its service and its stock in a very tense supply context. Its reason to be comes out stronger, with an increasingly wide range of customer-manufacturers.

After such a growth, we anticipate a slow down that will be used to consolidate the market shares gained and to prepare the next stage of development.

TURNOVER IN 2021

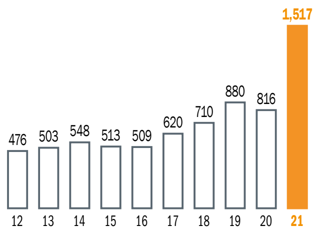
€8.7m



in millions of euros

PROFIT BEFORE TAX IN 2021

€1.5m



in thousands of euros

Thibault Bonenfant, Myriam Mathon, Jérôme Chabaudie.

EQUIPMENT AND ACCESSORIES FOR SWIMMING POOL CONSTRUCTION AND MAINTENANCE

It was another exceptional year for Aello, with 54.7% growth in spite of moving premises at the heart of the season.

Pascal Pézerat, the long-standing technical director, retired at the end of December. He was one of the pioneers of Aello after a very long career in the pool industry. He has been replaced by 41-year-old Raphaël Canavese who has more than 20 years' experience in the pool industry.

We wish Pascal a happy and peaceful retirement and thank him for sharing his encyclopaedic knowledge with us and Aello's customers.

To support this development dynamic, Thibault Bonenfant, 35, joined the management team as Sales Director after gaining solid experience selling services to major retail players.

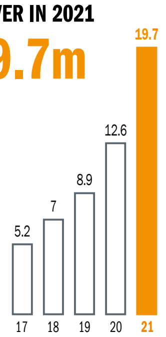
The upcoming arrival of a young administrative director will complete the new organisational chart, and will allow Myriam Mathon to take over the management of purchasing and logistics.

These organisational and structuring moves will enable Aello to pass the symbolic €20m threshold, probably as soon as 2022, before picking out some new challenges.

Superlatives are no longer enough to describe the work of this team led by Jérôme Chabaudie. Simply speaking, they have achieved the impossible.

TURNOVER IN 2021

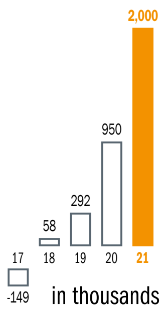
€19.7m



in millions of euros

PROFIT BEFORE TAX IN 2021

€2m



in thousands of euros

Philippe Arthaud, Frank Bourgois, Vanessa Roy, Christiane Perrot, François Nanson, Éric Garot.

PUMPS, TANKS, ACCESSORIES, LIFTING STATIONS

The handover from Jean-François Bonnefond to Frank Bourgois ended in April 2021, in a buoyant market. Jetly's four business areas – watering/adduction/treatment, lifting, swimming pools and rainwater recovery – have grown to reach a record total turnover of €56.6m.

The latter activity is growing fastest, driven by users and public authorities seeking to save water.

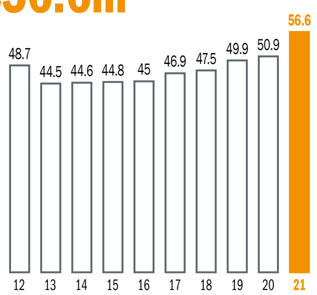
With the help of its suppliers, almost all of whom are European, Jetly will continue its development in 2022, relying in particular on equipment intended for the multi-family housing market and rainwater recovery, the deployment of the e-commerce website for its customers and a more active prescription approach.

At the same time, we plan to achieve ISO 9001 certification and launch an innovative digital platform to assist our customers in identifying spare parts for our pumps. Sustainability is also about keeping products in operation as long as possible, which means continuously improve our after-sales service.

More generally, the products marketed by Jetly contribute to the achievement of the UN's 6th sustainable development target: "*ensuring access to sustainably-managed water supply and sanitation services for all*".

TURNOVER IN 2021

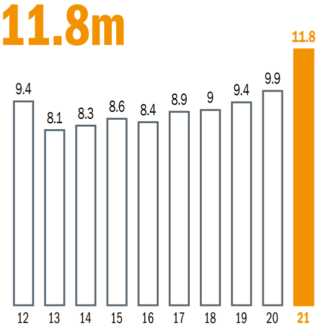
€56.6m



in millions of euros

PROFIT BEFORE TAX IN 2021

€11.8m



in millions of euros

thermador

Pierre-Jean Hervé, Daniel Sempéré, Ingrid Brabender, Yves Ruget, Fabrice Marand.

ACCESSORIES AND CONNECTORS FOR CENTRAL HEATING AND HOT & COLD AND WATER NETWORKS, BATHROOM AND KITCHEN TAPS

Thermador's turnover jumped to over €28m in 2021. Its range of accessories for heat pumps, solid fuel boilers and hydraulic solar panels is perfectly in line with the fundamental movement to improve the energy efficiency of buildings. The market has been substantially boosted by MaPrimeRénov, financed by the public authorities, and the Energy Savings Certificates, financed by energy suppliers.

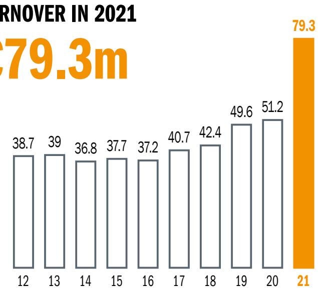
The favourable context is not enough to explain this outstanding performance, which is down to a combination of several success factors: Thermador's stocks backed up by the production capacities set up by the manufacturers and customer loyalty and support. Finally, the commitment and professionalism of our staff made the difference and enabled us to achieve the unthinkable.

After such a huge leap, the short-term objective of the management team is to optimise flows, consolidate its successes and dream up the future. Amongst other things, this will involve an in-depth study of logistical challenges in order to properly direct the necessary investments and obtain ISO 9001 and 14001 certification by 2023.

We believe that the market will remain favourable for the next five years, as suggested by recent statements from the French government and the greenhouse gas emission reduction trajectory set out by the European Commission.

TURNOVER IN 2021

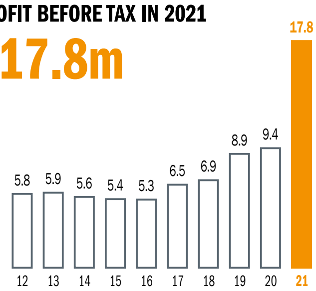
€79.3m



in millions of euros

PROFIT BEFORE TAX IN 2021

€17.8m



in millions of euros

Éric Mantione, Ève Resweber, Stéphane Ben Amou.

PBtub

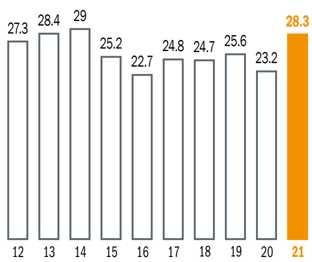
PIPEWORK
FOR THE **DISTRIBUTION**
OF **BUILDING FLUIDS**

THERMACOME

RADIANT SURFACE
AND **HYDRODISTRIBUTION**
SYSTEMS FOR **HOUSING**
AND **BUILDINGS**

PBTUB: TURNOVER IN 2021

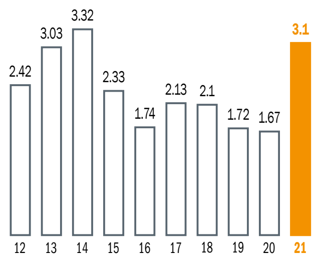
€28.3m



in millions of euros

PBTUB: PROFIT BEFORE TAX IN 2021

€3.1m



in millions of euros

Florent Kieffer, Carlos Miranda, Thierry Estienne, Laurent Tansorier.

Contrary to our fears at the end of last year, the new-build housing market in France has picked up again. This has helped PBtub and Thermacome, with combined sales of €50m. This very good performance makes us a major player in pipe systems for the building industry and in radiant surfaces for heating and cooling.

In this respect, we believe that this technique perfectly meets consumer expectations in terms of comfort and those of the public authorities: "*Reducing the carbon impact of buildings, continuing to improve their energy performance and guaranteeing cooling during scorching summers: these are the major objectives of the RE2020*, which will apply to new buildings from January 1, 2022*".

We are therefore continuing our efforts to develop a complete range of radiant ceilings for single-family homes and multi-family housing and for buildings used by tertiary sector companies.

At the same time, PBtub is stepping up its efforts to sell crimped electro-galvanised steel pipes for HVAC installations (heating and air conditioning). In the short term, this activity will require dedicated logistics in the renovated building that will also house the holding company's offices.

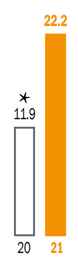
In terms of logistics, we have introduced a number of synergies, the first steps towards a more integrated organisation between the two companies.

Finally, we have embarked on preparations for the deployment of our ERP at Thermacome with the ambition of completion during 2023. Murielle Gentaz, who joined the group in 1984, has agreed to accompany us in this project, having facilitated the recruitment of Eve Resweber, the new administrative director of PBtub. She is 32 years old and has a solid background in finance and accounting, combined with valuable experience in a large auditing firm.

** New environmental regulations applicable in France: https://www.ecologie.gouv.fr/reglementation-environnementale-re2020*

THERMACOME: TURNOVER IN 2021

€22.2m

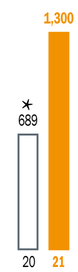


in millions of euros

** Figures consolidated since May 1, 2020.*

THERMACOME: PROFIT BEFORE TAX IN 2021

€1.3m



in thousands of euros

Frédéric Watine, Lionel Grès, Stéphanie Wernert.

SPECIALISED DISTRIBUTION OF VENTILATION EQUIPMENT AND ACCESSORIES

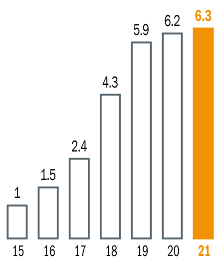
Axelair's 2021 results were highly impacted by the lack of intense summer heat and the resulting collapse of its mobile air conditioner sales. Fortunately, the range diversification decided at the end of 2020 compensated for this heavy loss of turnover and succeeded in keeping the business afloat.

The second half of the year saw growing interest from our customers for dual-flow ventilation systems in general and those marketed by Axelair in particular. This is a direct result of the application of RE2020 (environmental regulation) requiring design offices to prescribe this equipment for the ventilation of highly-insulated new houses and the public authorities to promote these solutions which reduce the environmental impact of the appliances performing this function. Our Italian partner Vortice has taken stock of the situation and is redoubling its efforts to satisfy our orders.

This opportunity, the groundwork laid since 2014 and a more normal summer should allow Axelair to break even by the end of 2022. For our staff, this would be just rewards for their perseverance in a very competitive market, which is very promising and highly complementary to that of PBtub and Thermacome.

TURNOVER IN 2021

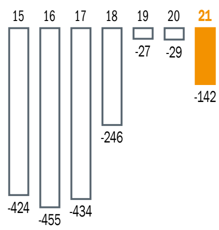
€6.3m



in millions of euros

PROFIT BEFORE TAX IN 2021

€(142k)



in thousands of euros

VALVES, METERS & FITTINGS

Samuel Belbachir, Charlotte Deguerry-Fraisse, Christophe Arquillière, Jean-Philippe Paul, Nicolas Billiard.

VALVES, METERS AND FITTINGS FOR THE BUILDINGS, INDUSTRY AND WATER SUPPLY

Sferaco's business has rebounded strongly from the dip in 2020. Excluding export-oriented intra-group business, turnover is up 18.7% on 2019 while market shares on the historical ranges are already quite high.

Even more remarkable is the fact that all three areas of activity are growing significantly:

Building - HVAC: we are enjoying a very favourable market context, a recognised level of service and a very long-standing position in the market. Our prescription approach is already producing results.

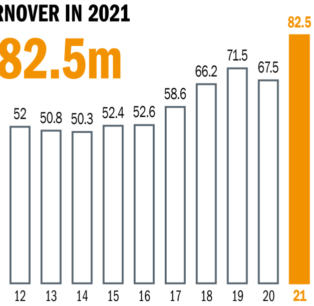
Industry: our specialised team and our ranges are strengthened every year in a fairly fragmented market where our market share can still grow. The signing of framework contracts with a few industrial customers has brought us additional sales on targeted technical ranges, in full transparency with our valve manufacturer partners who should benefit in the medium term from these listings.

Drinking water supply: our task force is at work to give us some clarity on this market, whose particularities are the nature of its customers (water companies, municipal water syndicates, pipeline companies) and its size in France and abroad.

In terms of sustainable development, the Sferaco team continues to be the Group's driving force among its subsidiaries: ISO 14001 certification confirmed, sustainable mobility package, preservation of biodiversity, and Scope 3 carbon footprint with some courageous opening decisions. For example, we will invest what is needed in France to compensate for each tonne of CO_2 emitted by transport to our customers and will create our own design office to actively contribute to the eco-design of products with our industrial partners.

TURNOVER IN 2021

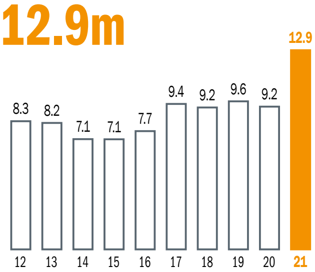
€82.5m



in millions of euros

PROFIT BEFORE TAX IN 2021

€12.9m



in millions of euros

SECTORIEL
NUAIR FRANCE

Loïc Brossat, Julie Douai, Xavier Isaac, Laurence Vigneau.

MOTORISED VALVES, SPECIALTY PRODUCTS FOR INDUSTRY AND AIR COMPRESSORS

Since its creation in 1989, Sectoriel has grown steadily and consistently. 2021 will be remembered as the year that «wiped out» the Covid crisis, saw the company cross the €30 million turnover threshold and set a new operating profit record. The growth of all customer segments (valve makers, industrial supplies, compressor manufacturers, engineering offices, automotive, HVAC and sanitary heating suppliers) shows the solidity of this progression based on the high degree of stability and technicality of its personnel, its product and service offer and its organisation.

As a pioneer in the deployment of new e-commerce sites developed for our group's subsidiaries, Sectoriel is also seeing a progressive increase in online orders from its customers.

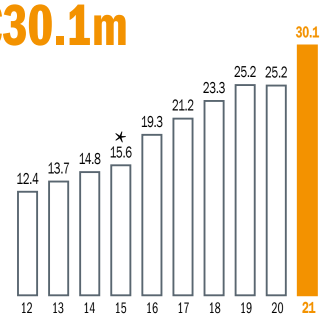
Every year, the management team methodically lists a set of projects, decides on priorities and organises their execution.

For example, two new test benches for motorised valves will be commissioned in March 2022, enabling us to further expand the range of services associated with their sale: design, assembly, hydraulic testing, diagnosis and repair.

Another initiative that is perfectly in line with our sustainable development objectives is to display a reparability index for certain products, ahead of regulatory requirements.

TURNOVER IN 2021

€30.1m

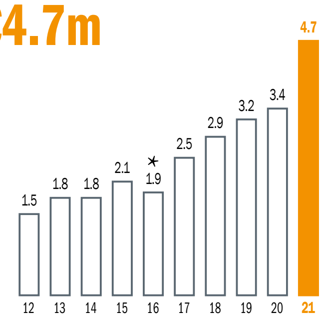


in millions of euros

** Acquisition of Nuair France July 1, 2015.*

PROFIT BEFORE TAX IN 2021

€4.7m



in millions of euros

Hélène Zimmermann, Florian Allain, Anne-Sophie Bultey.

TECHNICAL EQUIPMENT FOR PRESSURE, LEVEL AND FLOW MEASUREMENT AND CONTROL

This is Distrilabo's second year as a part of Thermador Groupe and the first year at the helm for the young management team. It has been an unqualified success, as our Alsace-based employees set a new turnover record and improved profitability, which bodes well for the years ahead.

We continued to develop synergies with other group subsidiaries by optimising our sources of supply and coordinating our sales actions targeting customers.

The fundamental work of expanding the product range will take shape at the beginning of 2022 with the publication of a new catalogue featuring 200 new references.

In the short term, our focus is on the travelling sales team, which lost two members in 2021. In the medium term, we will act to increase employee loyalty by improving the quality of life at work, accountability and transparency. This will obviously help the company to grow in what is currently a very fragmented market.

TURNOVER IN 2021

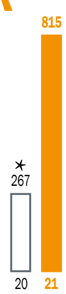
€6.2m

in millions of euros

** Figures consolidated since January 1, 2020.*

PROFIT BEFORE TAX IN 2021

€815k



in thousands of euros

FGinox

The global solution for your need in stainless steel

Philippe Bernardet, Laurence Ravet, Franck Sourisseau, Franck Locatelli, Cédric Dolbeau, Cédric Gayaud, Anne-Claire Rivoire.

STAINLESS STEEL FITTINGS, FLANGES, VALVES AND ACCESSORIES

Along with PBtub, FGinox was the subsidiary most affected by the health crisis in 2020. Fortunately, in 2021 it managed to claw back its 2019 business levels, thanks in particular to positive moves in the export market.

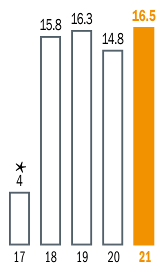
The migration to the Group's information system and the roll-out of the new e-commerce platform were completed as planned in 2021.

The relocation of the logistics platform from Corbas to Saint-Quentin-Fallavier is planned for 2022, in a new, purpose-built facility. It will also be equipped with an automated warehouse manufactured by the French company Savoye.

By the end of 2022, we will have invested €8,3m over 24 months with the ambition to grow the company's ranges in France, France's overseas territories, Europe, and Africa: stainless steel fittings, valves, flanges, accessories, screws and bolts.

TURNOVER IN 2021

€16.5m

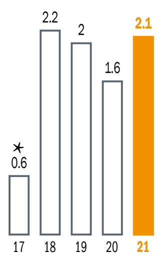


in millions of euros

** Figures consolidated since October 1, 2017.*

PROFIT BEFORE TAX IN 2021

€2.1m



in millions of euros

SYVECO
YOUR VALVE STOCKIST

Pascal Coudrais, Suzanne Abela, Lionel Monroe.

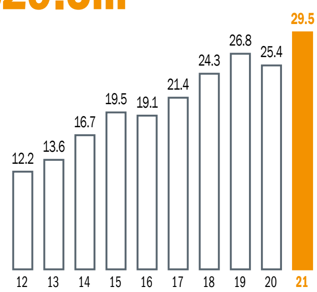
DISTRIBUTION OF THE GROUP'S PRODUCTS ON INTERNATIONAL MARKETS

Syveco is back on a growth trajectory! Our customers have remained loyal despite our difficulties visiting them in most of the countries we cover. They were particularly impressed by the diversity and extent of the stock on offer and the efforts made by all employees to ensure the best possible level of service, despite unusual sourcing difficulties. Thanks to our ability to contain costs, profitability reached a record high.

The long-term work of winning over new customers and new markets should be able to resume with the objective of establishing a strong presence in the field and the arrival of new sales, marketing and logistics people within our teams.

TURNOVER IN 2021

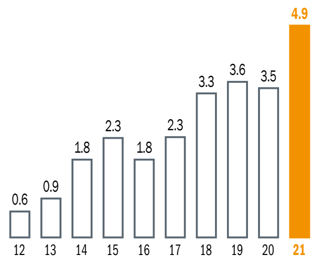
€29.5m



in millions of euros

PROFIT BEFORE TAX IN 2021

€4.9m



in millions of euros

Wim Van de Vondel, Claudia Servellon, Dieter De Cock, Peter Gombeer, Enrico Suttels, Peter Wartel.

INDUSTRIAL VALVES IN BELGIUM, IN THE NETHERLANDS, IN GERMANY AND IN SWITZERLAND

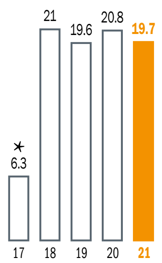
Most of the industrial sites could not be physically visited by our sales teams. In addition, the postponement of investments related to preventive maintenance and new production lines led to a slight drop in turnover. Nevertheless, the consolidation of recurrent curative maintenance business saw stability in our operating result for the previous year.

The arrival of Claudia Servellon as Purchasing and Sustainable Development Director, after a major career in the industrial sector, will enable the company to structure relations with suppliers while fully supporting them on the path to responsible purchasing and reducing our carbon footprint.

Finally, the expected recovery in investments by major customers hints at positive prospects of a return to growth for Sodeco.

TURNOVER IN 2021

€19.7m

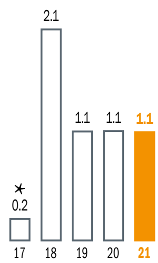


in millions of euros

** Figures consolidated since September 1, 2017.*

PROFIT BEFORE TAX IN 2021

€1.1m



in millions of euros

Camille Sellès, Ronan Le Sausse, Arlette Berliocchi, Aurore Rodrigues.

COMMUNICATIONS AGENCY

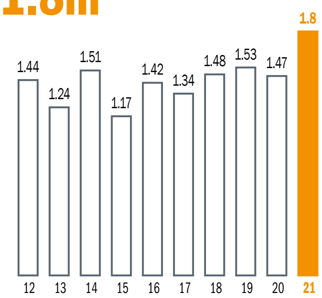
Our communication agency will celebrate its 20th anniversary in 2022. Initially set up to produce catalogues and printed material for all the subsidiaries and some external clients, Opaline has developed its digital communication offering over the last few years: social networks, digital content, mailshots, videos, live webconferences, etc.
Its skillset was further enhanced in 2021, as the agency now creates and designs three-dimensional digital features, to promote our technical solutions in the construction and industry sectors and to provide training content.
The first project was a virtual one-family home, using materials from Axelair, Jetly, PBtub, Sferaco, Thermacome and Thermador.

There are many projects in the following areas: multi-family housing, buildings for tertiary activities, industrial valves in exploded view or in operation, virtual production lines.

42-year-old Camille Sellès, joined us in 2021, bringing more than a decade of experience in brand management, digital marketing, 3D imaging, and handling customer data. She joins a multi-faceted management team ready to seize the digital communication opportunities as they emerge.

TURNOVER IN 2021

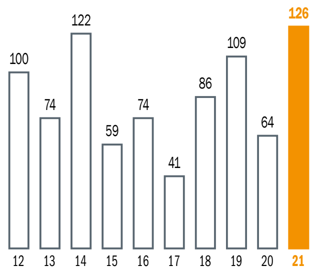
€1.8m



in millions of euros

PROFIT BEFORE TAX IN 2021

€126k



in thousands of euros

6. ANNUAL CONSOLIDATED FIGURES

6.1 Main financial indicators

FINANCIAL HIGHLIGHTS

In thousands of euros	2021	2020	2019	2018	2017	2016	2015	2014	2013	2012
NET TURNOVER ACCORDING TO FINANCIAL STATEMENTS										
Mecafer et Domac	38,200	34,939	31,674	30,733	31,322	22,943	11,273			
Dipra / Rousseau	75,976	66,543	59,474	21,082	20,365	19,379	20,938	20,573	21,519	23,751
Isocel	8,655	6,248	6,467	5,788	5,562	5,045	5,148	5,491	5,219	5,680
Aello	19,712	12,638	8,948	7,085	5,160	1,721				
Jetly	56,637	50,854	49,903	47,549	46,874	44,976	44,823	44,647	44,454	48,725
Thermador	79,280	51,171	49,554	42,374	40,677	37,163	37,718	6,807	39,041	38,675
PBtub	28,286	23,194	25,559	24,723	24,847	22,704	25,201	29,045	28,406	27,327
Thermacome	22,175	11,901								
Axelair	6,287	6,152	5,883	4,314	2,391	1,531	988	541		
Sferaco	82,521	67,491	71,482	66,218	58,639	52,614	52,391	50,324	50,762	52,049
Sectoriel	30,090	25,183	25,243	23,334	21,212	19,266	17,543	14,792	13,658	12,431
Distrilabo	6,157	5,086								
FGinox	16,527	14,772	16,280	15,819	3,950					
Syveco	29,523	25,382	26,835	24,348	21,365	19,133	19,532	16,695	13,630	12,158
Sodeco valves	19,727	20,837	19,891	21,009	6,355					
Group's other subsidiaries	1,768	1,471	1,534	1,483	1,341	1,421	1,174	1,512	1,240	1,441
Eliminations of intra-group turnover	(27,442)	(22,929)	(24,766)	(20,068)	(17,981)	(16,040)	(16,002)	(17,150)	(14,373)	(13,899)
Other eliminations	(618)	(692)	(618)	(558)	(508)	(460)	(482)	2,310	2,095	2,170
TOTAL TURNOVER ACCORDING TO IAS 18	**493,461**	**400,241**	**373,343**	**315,233**	**271,571**	**231,396**	**220,245**	**205,588**	**205,652**	**210,509**
IFRS 15 impact	(6,961)	(4,741)	(4,507)	(4,043)	(3,847)	N/A	N/A	N/A	N/A	N/A
TOTAL TURNOVER CONSOLIDATED	**486,500**	**395,500**	**368,836**	**311,190**	**267,724**					
PROFIT BEFORE TAX*										
Mecafer et Domac	2,847	2,687	1,919	2,782	2,049	1,902	741			
Dipra / Rousseau	3,682	3,480	1,987	703	302	556	281	241	288	1,092
Isocel	1,517	816	880	710	620	509	513	548	503	476
Aello	2,060	950	292	58	(149)	(566)	(1)			
Jetly	11,787	9,880	9,356	9,003	8,922	8,440	8,610	8,282	8,075	9,403
Thermador	17,806	9,388	8,940	6,874	6,520	5,350	5,396	5,562	5,891	5,783
PBtub	3,061	1,671	1,722	2,103	2,128	1,739	2,326	3,320	3,030	2,419
Thermacome	1,346	689								
Axelair	(142)	(29)	(27)	(246)	(434)	(455)	(424)	(516)	(71)	
Sferaco	12,882	9,245	9,588	9,197	9,425	7658	7,131	7,148	8,189	8,301
Sectoriel	4,678	3,449	3,249	2,928	2,545	1,940	2,060	1,746	1,750	1,493
Distrilabo	815	267								
FGinox	2,061	1,627	2,032	2,166	621					
Syveco	4,852	3,453	3,599	3,332	2,326	1,781	2,293	1,816	949	635
Sodeco valves	1,058	1,111	1,107	2,144	218					
Opaline	126	64	109	86	41	74	59	122	74	100
Thely	2,064	2,003	1,957	1,778	1,487	1,402	1,196	1,356	1,442	1,309
Tagest		8	7	8	7	6	6	6	7	7
Groupe	26,757	23,264	20,757	18,618	16,388	16,676	15,444	15,708	15,907	18,329
SUBTOTAL	**99,257**	**74,023**	**67,474**	**62,244**	**53,016**	**47,012**	**45,631**	**45,339**	**46,034**	**49,347**
CONSOLIDATION ADJUSTMENTS										
Dividends from subsidiaries paid to the group	(25,454)	(22,542)	(19,856)	(18,281)	(15,288)	(15,494)	(14,140)	(14,127)	(14,229)	(16,193)
Amortisation of goodwill allocated to fixed assets	(134)	(134)	(134)	(15)	(5)					
Depreciation charge on customer relations	(485)	(452)	(250)							
Depreciation charge on business			(6)							
Elimination of losses from sales of treasury shares						15				
Elimination of the capital loss on shares held			(9)	9						
Elimination of the pension supplement accounted for as a 'social' item in year 'N'				12						
Elimination of goodwill on disposals of shares		9								
Elimination of capital gains on intra-group business disposals		(131)								
Securities provision										
Net impact of IFRS 16	(50)	17	(14)							
Impact of free share allocations (IFRS2)	(217)									
Employee contributions to defined benefit plans - changing in accounting method according to IAS 19										
Elimination of the currency differential liability in year N compared to N-1	234	2	(22)							
Impact of the valuation of financial instruments (IFRS39)						(358)	,902			
IFRIC 21	127	(3)	54	22	33	(4)	(221)			
Actuarial discrepancies recorded in equity	(296)	230	346	(66)	3	196	(219)	79	(48)	
Consolidated profit before tax	72,982	51,015	47,583	43,925	37,759	31,367	31,953	31,291	31,757	33,154
Current tax charge	(20,082)	(14,835)	(15,205)	(14,771)	(11,513)	(10,741)	(11,763)	(11,430)	(11,773)	(11,917)
PORTION OF NET PROFIT ALLOCATED TO THE GROUP	**52,899**	**36,180**	**32,373**	**29,142**	**26,240**	**20,616**	**20,186**	**19,855**	**19,978**	**21,221**
Portion of net profit allocated to minority interests	1	4	5	12	6	10	4	6	6	16

With Mecafer's acquisition of Domac on March 1, 2017, which has been consolidated since March 1, 2017, Thermador Groupe's acquisition of Sodeco Valves on August 31, 2017, which has been consolidated since September 1, 2017 and Thermador Groupe's acquisition of FGinox on September 30, 2017, which has been consolidated since October 1, 2017 and Thermador Groupe's acquisition of Sanidom / Ets E. Rousseau on December 31, 2018 consolidated since January 1, 2019, the acquisition of Distrilabo on December 31, 2019 consolidated since January 1, 2020 and the acquisition of Thermacome on April 30, 2020 consolidated since May 1, 2020. * Detail per subsidiary in chapter 5.

CONSOLIDATED FIGURES OVER THE PAST TEN FINANCIAL YEARS

In thousands of euros	2021	2020	2019	2018	2017	2016	2015	2014	2013	2012
TURNOVER ACCORDING TO IAS 18	**493,461**	**400,241**	**373,343**	**315,233**	**271,571**	**231,396**	**220,245**	**205,588**	**205,652**	**210,509**
IFRS 15 impact	(6,961)	(4,741)	(4,507)	(4,043)	(3,847)	Not available				
Turnover according to IFRS 15	486,500	395,500	368,836	311,190	267,724					
Gross profit (on turnover according to IAS 18)	182,224	148,090	138,750	118,646	100,921	85,069	81,874	78,450	77,583	78,542
Employees	712	668	599	476	439	319	314	278	271	257
Wages and salaries	52,657	46,686	42,867	35,048	28,426	25,489	23,112	22,197	21,536	20,702
OPERATING PROFIT	**73,201**	**51,411**	**47,821**	**44,052**	**37,652**	**31,709**	**30,988**	**31,170**	**31,665**	**32,990**
Profit before tax	72,982	51,019	47,583	43,925	37,759	31,367	31,953	31,291	31,757	33,154
Current tax charge	20,082	14,835	15,205	14,771	11,513	10,741	11,763	11,430	11,773	11,917
Profit after tax	52,900	36,184	32,378	29,154	26,246	20,626	20,190	19,861	19,984	21,237
PORTION OF NET PROFIT ALLOCATED TO THE GROUP	**52,899**	**36,180**	**32,373**	**29,142**	**26,240**	**20,616**	**20,186**	**19,855**	**19,978**	**21,221**
PORTION OF NET PROFIT ALLOCATED TO THE GROUP RESTATED	**52,899**	**36,180**	**32,373**	**29,142**	**26,240**	**20,616**	**20,186**	**19,855**	**19,978**	**21,221**
CASH FLOW FROM OPERATIONS	**60,092**	**42,666**	**37,979**	**32,660**	**29,910**	**22,864**	**22,565**	**22,521**	**22,894**	**24,485**
FREE CASH FLOW	**16,407**	**24,895**	**31,505**	**(5,871)**	**(18,305)**	**16,237**	**2,891**	**5,708**	**22,746**	**17,613**
Investments (acquisitions of fixed assets)	(12,221)	(10,610)	(8,589)	(5,462)	(2,477)	(4,145)	(4,611)	(9,037)	(3,871)	(987)
SHAREHOLDERS' EQUITY AT 31/12										
Before allocation of profit	278,636	241,583	219,663	203 469	189 708	173 233	162 428	146 462	135 527	128 947
Profit to be distributed	18,402	16,746	16,397	15 942	15 487	14 398	14 209	13 620	13 435	13 435
AFTER ALLOCATION	**260,234**	**224,837**	**203,266**	**187 527**	**174 221**	**158 835**	**148 219**	**132 842**	**122 092**	**115 512**
LONG-TERM CAPITAL AT 31/12	**260,234**	**224,837**	**203,266**	**187 527**	**174 221**	**158 835**	**148 219**	**132 842**	**122 092**	**115 512**
Non-current liabilities	23,555	35,932	38,768	42 347	28 633	3 934	4 450	5 021	4 859	4 661
Non-current assets	142,086	134,351	123,291	111 925	101 016	72 441	71 876	53 265	46 841	45 759
WORKING CAPITAL (AFTER DISTRIBUTION)	**141,703**	**126,418**	**118,743**	**117 949**	**101 838**	**90 328**	**80 793**	**84 598**	**80 110**	**74 414**
WORKING CAPITAL REQUIREMENT	**152,744**	**121,155**	**117,621**	**122 006**	**95 080**	**76 833**	**74 541**	**70 148**	**61 384**	**64 993**
Net stock at 31/12	171,218	119,541	123,046	122 782	102 962	80 819	77 191	69 824	65 062	66 194
Cash*	24,989	39,931	32,305	23 040	28 604	27 385	20 839	29 049	32 214	22 904

*The closing cash position is the difference between the positive cash position and bank overdrafts. At December 31, 2021, the positive cash position was €27,379k and the short-term cash facilities €2,390k.

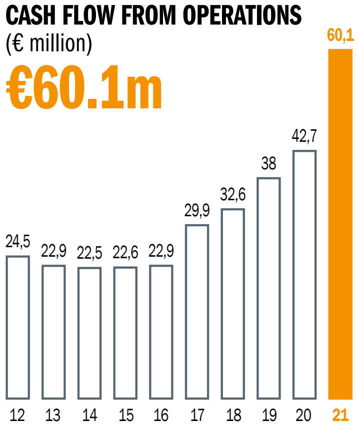
We present our turnover over 10 years. And so, to use a comparable base, we worked with the turnover according to IAS 18.
For 2017-2021, we also used the turnover figure according to IFRS 15: that included in primary financial statements and communicated in our publications.
The trading margin presented above is the result of the following calculation: turnover according to IAS 18 from which we subtract purchases consumed.
'Headcount' refers to the number of employees present in the group on December 31.

Movements of investments (in € thousands)	2021	2020	2019	2018	2017	2016	2015	2014	2013	2012
Investments (acquisitions of fixed assets)	12,221	10,610	8,589	5,462	2,477	4,145	4,611	9,037	3,871	987
In % of turnover according to IAS 18	2.5%	2.7%	2.3%	1.7%	0.9%	1.80%	2.1%	4.4%	1.9%	0.5%
Of which, THELY investments	8,136	7,313	6,099	3,066	218	2,772	3,425	6,871	2,598	(45)

SCI Thely's capital expenditure is eligible for taxonomy under Commission Regulation (EU) 2020/852, under real estate assets (construction and renovation of buildings) which represent €8,136k or 66.6% of our total capital expenditure throughout 2021.
The operating expenses that may be related to these real estate assets (costs related to the maintenance and upkeep of the buildings) are borne by the tenants, subsidiaries of Thermador Groupe. They represented an insignificant amount in 2021.

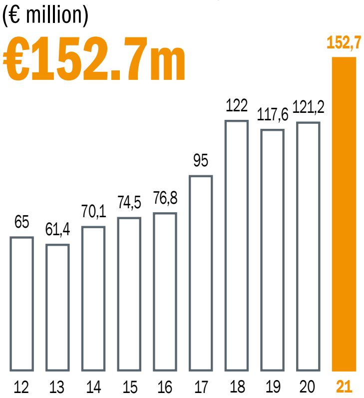
CASH FLOW FROM OPERATIONS
(€ million)

€60.1m



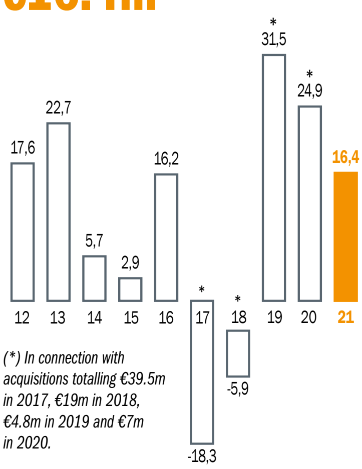
WORKING CAPITAL REQUIREMENT
(€ million)

€152.7m



FREE CASH FLOW
(€ million)

€16.4m



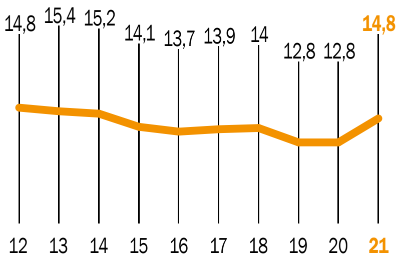
(*) In connection with acquisitions totalling €39.5m in 2017, €19m in 2018, €4.8m in 2019 and €7m in 2020.

CONSOLIDATED RATIOS TEN YEAR HIGHLIGHTS

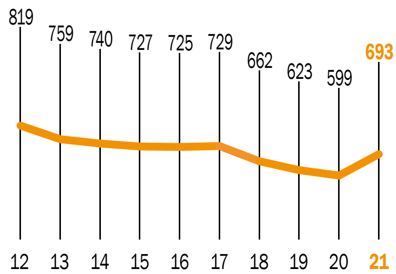
	2021	2020	2019	2018	2017	2016	2015	2014	2013	2012	2011
PROFITABILITY RATIOS (%)											
Staff costs / Turnover	10.7	11.7	11.5	11.1	10.5	11.0	10.5	10.8	10.5	9.8	10.2
Operating profit / Turnover	14.8	12.8	12.8	14.0	13.9	13.7	14.1	15.2	15.4	15.7	16.2
PORTION OF NET PROFIT ALLOCATED TO THE GROUP / TURNOVER	**10.7**	**9.0**	**8.7**	**9.2**	**9.7**	**8.9**	**9.2**	**9.7**	**9.7**	**10.1**	**10.6**
Pre-tax return on equity (ROE)	20.3	16.1	15.9	15.5	15.1	13.0	13.6	14.9	16.4	18.4	19.1
Cash flow from operations / Turnover	12.2	10.7	10.2	10.4	11.0	9.9	10.2	11.0	11.1	11.6	11.8
RETURN ON CAPITAL EMPLOYED BEFORE TAXES (ROCE)	**25.5**	**20.6**	**20.2**	**18.8**	**19.2**	**21.2**	**21.2**	**25.3**	**29.3**	**29.8**	**29.4**
PRODUCTIVITY RATIOS (IN THOUSANDS OF EUROS)											
Turnover per employee	693	599	623	662	729	725	727	740	759	819	776
FINANCIAL RATIOS AFTER DISTRIBUTION (%)											
Cash flow from operations / Equity	23	19	18,7	17	17	14	15	17	19	21	21
Non-current assets + stock/ Equity	120	113	121	125	117	96	101	93	92	97	101
Long-term capital / Non-current assets	183	167	165	168	172	219	206	249	261	252	227
Long-term capital / Stock	152	188	165	153	169	197	192	190	188	175	175

Since the key financial figures are for a 10-year period, we worked out the ratios based on a turnover level calculated according to IAS 18 (ie: before reprocessing the IFRS 15 impact).
ROCE means Return on Capital Employed, the latter being the aggregate of non-current assets including goodwill and working capital. We have not taken the impact of IFRS 16 restatements into account in these aggregates.

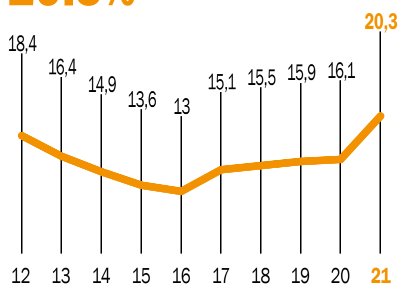
OPERATING PROFIT / TURNOVER
(in %)
14.8%



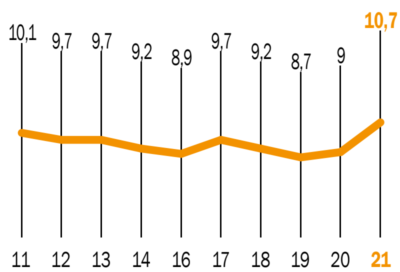
TURNOVER PER EMPLOYEE
(In thousands of euros)
€693k



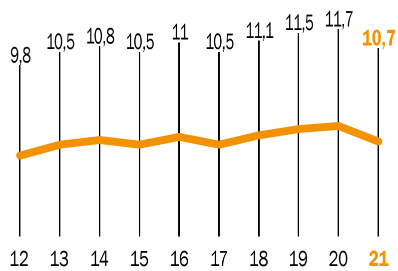
PRE-TAX RETURN ON EQUITY (ROE)
(in %)
20.3%



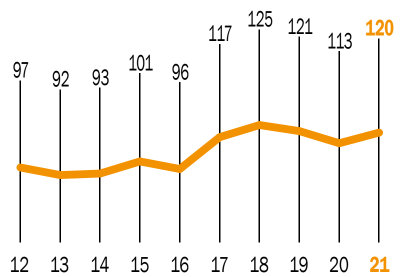
PORTION OF NET PROFIT ALLOCATED TO THE GROUP / TURNOVER
(in %)
10.7%



STAFF COSTS / TURNOVER
(in %)
10.7%



NON-CURRENT ASSETS + STOCK / EQUITY
(in %)
120%



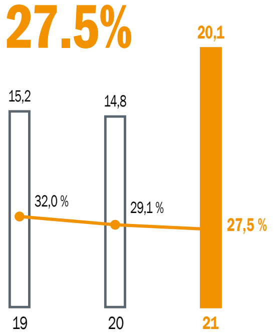
GLOBAL CONSOLIDATED PROFIT STATEMENT 2021

TAX

€20.1m

% OF PRE-TAX PROFIT

27.5%

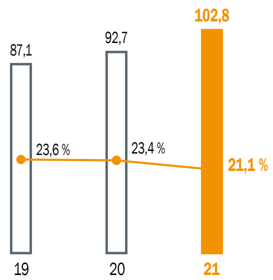


TOTAL COSTS, EXCLUDING TAX

€102.8m

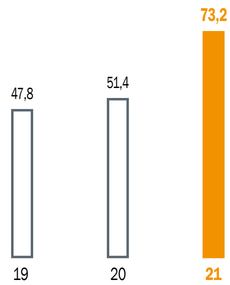
% OF TURNOVER

21.1%



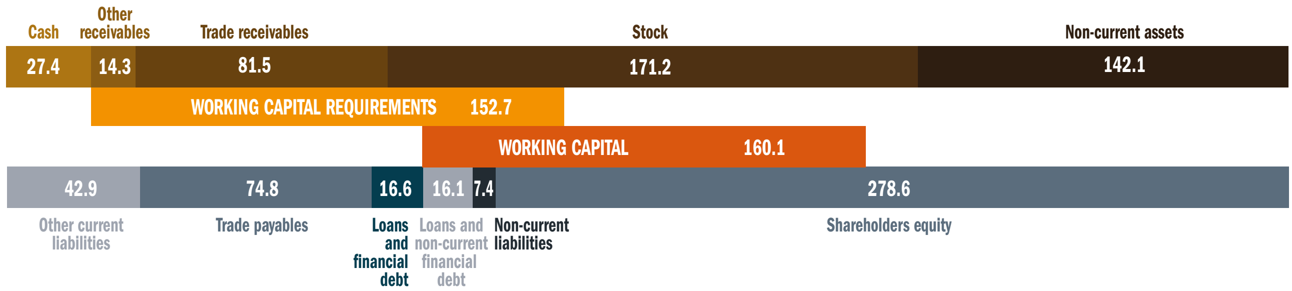
OPERATING PROFIT
(€ million)

€73.2m

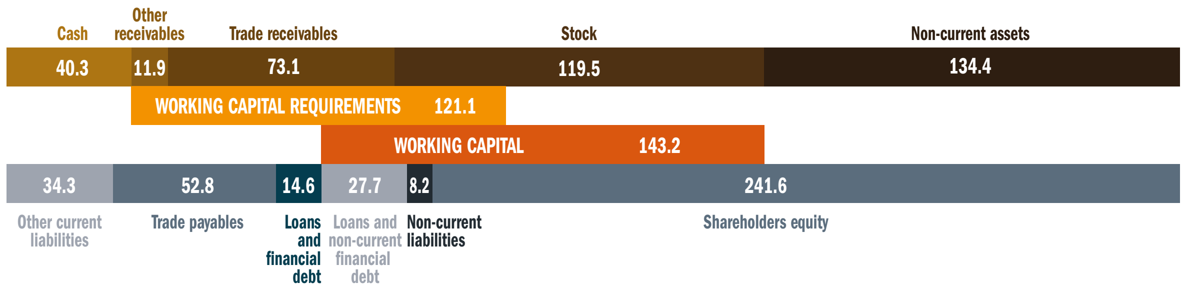


COMPARATIVE FINANCIAL STRUCTURE
BEFORE ALLOCATION OF PROFIT

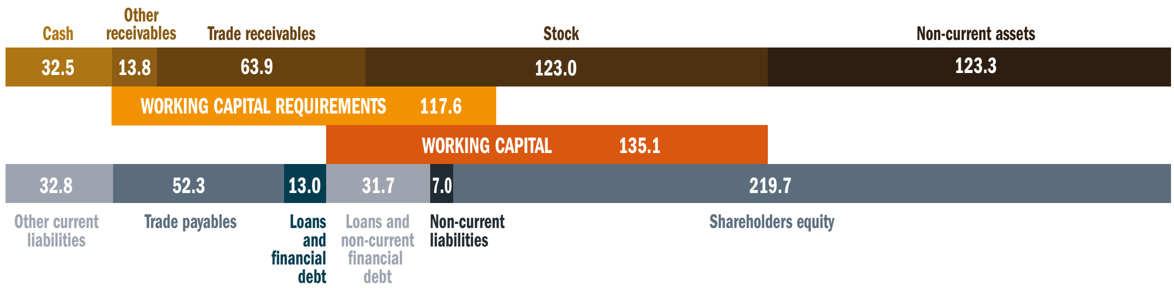
2021



2020



2019



GLOBAL CONSOLIDATED PROFIT STATEMENT 2021

In thousands of euros.

Consolidated profit and loss account	Notes	2021	2020	2019
NET TURNOVER	**20-24**	**486,500**	395,500	368,836
Other income from activity		**752**	784	718
Purchases consumed		**(311,237)**	(252,151)	(234,593)
Personnel charges	**5 - 22**	**(52,657)**	(46,686)	(42,867)
External costs	**9 - 23**	**(38,224)**	(33,689)	(33,380)
Taxes		**(4,002)**	(4,697)	(4,586)
Depreciation and amortisation	**1 - 10 - 24**	**(5,796)**	(5,432)	(4,663)
Depreciation and amortisation - IFRS 16 impacts	**10**	**(1,303)**	(1,071)	(854)
Increase in provisions	**6 - 12 -24**	**(214)**	(664)	(464)
Other earnings, other operating expenditure		**(618)**	(483)	(326)
OPERATING PROFIT	**21**	**73,201**	**51,411**	**47,821**
Changes in the fair value of financial instruments				
Cash earnings and equivalent		**2**		
Other financial income and expenses			(139)	(25)
Gross cost of debt	**9**	**(189)**	(199)	(182)
Financial charges - IFRS 16 impacts	**10**	**(32)**	(54)	(31)
Taxes	**3**	**(20,082)**	(14,835)	(15,205)
NET PROFIT		**52,900**	**36,184**	**32,378**
NET PROFIT AS A PORTION OF THE GROUP	**21**	**52,899**	**36,180**	**32,373**
NET PROFIT ATTRIBUTABLE TO MINORITY INTERESTS		**1**	**4**	**5**
NET PROFIT PER SHARE IN EUROS (1)		**5,75**	**3.93**	**3.55**
NET PROFIT PER SHARE AFTER DILUTION IN EUROS (2)		**5,45**	**3.73**	**3.37**

NET PROFIT PER SHARE				
Total number of shares		**9,200,849**	9,200,849	9,109,752
Number of treasury shares held		**3,000**	1,200	1,200
(1) Number of shares taken into account to calculate net profit per share		**9,197,849**	**9,199,649**	**9,108,552**
NET PROFIT PER SHARE AFTER DILUTION				
Total number of shares		**9,200,849**	9,200,849	9,109,752
Number of treasury shares held		**3,000**	1,200	1,200
Number of shares representing authorized, unissued capital of €2,000,000		**500,000**	500,000	500,000
(2) Number of shares taken into account to calculate net profit per share		**9,697,849**	**9,699,649**	**9,608,552**

Statement of other elements of net overall consolidated profit	Notes	2021	2020	2019
NET PROFIT		**52,900**	**36,184**	**32,378**
Other elements of overall profit:				
Actuarial discrepancy on end-of-career commitment provision	**5 - 12**	**222**	(172)	(260)
Operations on treasury shares	**11**	**(158)**		
The fair value of financial instruments	**8**	**493**	(538)	32
TOTAL OVERALL PROFIT		**53,457**	**35,474**	**32,150**
TOTAL OVERALL PROFIT - PORTION OF GROUP		**53,456**	**35,470**	**32,145**
TOTAL OF OVERALL PROFIT ALLOCATED TO MINORITY INTERESTS		**1**	**4**	**5**

6.2 Financial statement

In thousands of euros, December 31, 2021

Assets	Notes	31/12/2021	31/12/2020	31/12/2019
NON-CURRENT ASSETS:				
Goodwill	**2 - 24**	**56,317**	56,317	53,286
Intangible assets	**9 - 10**	**9,129**	9,238	6,818
Tangible assets:	**9 - 10**	**75,003**	67,122	61,619
- Land	**1 - 9**	**10,869**	10,870	10,834
- Buildings	**1 - 9 - 10**	**46,310**	42,227	35,795
- Other tangible assets	**9 - 10**	**6,185**	6,376	5,770
- Tangible assets in progress	**9 - 10**	**7,128**	4,653	6,265
- Rights of use in rental contracts	**9 - 10**	**4,511**	2,996	2,955
Financial investments	**9**	**356**	313	298
Deferred tax assets	**3 - 13**	**1,281**	1,361	1,270
TOTAL NON-CURRENT ASSETS		**142,086**	**134,351**	**123,291**
CURRENT ASSETS:				
Stock (goods)	**4 - 24**	**171,218**	119,541	123,046
Trade notes and accounts receivables	**6 - 13 - 24**	**81,502**	73,141	63,931
Current tax assets	**3 - 13**	**87**	639	685
Deferred tax assets	**3 - 13**	**469**	420	487
Other receivables	**13**	**13,766**	10,808	12,597
Cash and cash equivalents	**7**	**27,379**	40,325	32,494
TOTAL CURRENT ASSETS		**294,421**	**244,874**	**233,240**
TOTAL ASSETS		**436,507**	**379,225**	**356,531**

Liabilities	Notes	31/12/2021	31/12/2020	31/12/2019
EQUITY:				
Share capital and reserves		**94,305**	88,908	82,897
Consolidated reserves		**131,262**	116,326	104,216
Portion of net profit allocated to the group		**52,899**	36,180	32,373
Minority interests		**170**	169	177
TOTAL SHAREHOLDERS' EQUITY		**278,636**	**241,583**	**219,663**
NON-CURRENT LIABILITIES:				
Loans and long-term financial debt	**7**	**12,659**	25,811	29,764
Rental obligations over one year	**7 - 9**	**3,452**	1,936	1,951
Deferred tax liabilities	**3 - 14**	**3,514**	3,694	3,329
Provisions for end-of-career commitment	**5 - 12 -16**	**3,930**	4,491	3,724
TOTAL NON-CURRENT LIABILITIES		**23,555**	**35,932**	**38,768**
CURRENT LIABILITIES:				
Current provisions	**12**	**602**	539	606
Rental obligations under one year	**7 - 9**	**1,065**	1,036	1,018
Short-term loans	**7**	**2,390**	394	189
Current portion of loans and financial long-term debt	**7**	**13,180**	13,188	11,760
Accounts payables	**14 - 15 - 24**	**74,781**	52,760	52,254
Equipment supply accounts payables	**14**	**2,651**	2,623	1,510
Current tax liabilities	**3 - 14**	**5,806**	1,336	1,983
Tax and social charges debt	**14 - 15**	**16,410**	14,081	13,927
Other liabilities	**14 - 15**	**17,431**	15,753	14,853
TOTAL CURRENT LIABILITIES		**134,316**	**101,710**	**98,100**
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY		**436,507**	**379,225**	**356,531**

CASH FLOW **STATEMENT**

In thousands of euros, December 31, 2021

	31/12/2021	31/12/2020	31/12/2019
CONSOLIDATED NET PROFIT	**52,900**	**36,184**	**32,378**
Plus or minus latent gains due to fair value variations		-	-
Purchase of own shares - Impact IFRS 2	58		
Plus or minus net depreciation expense and provisions	5,965	5,609	4,712
Plus or minus depreciation allowance - IFRS 16 impacts	1,303	1,071	854
Plus financial charges – IFRS 16 impacts	32	54	31
Capital gains or losses from disposals	14	(93)	68
CASH FLOW FROM OPERATIONS AFTER NET FINANCIAL COST AND TAXES	**60,272**	**42,825**	**38,043**
Taxes	20,082	14,835	15,205
Cash flow from operations before net financial cost and taxes	80,354	57,660	53,248
Taxes paid	(20,262)	(14,994)	(15,269)
CASH FLOW FROM OPERATIONS BEFORE NET FINANCIAL COST AND AFTER TAXES	**60,092**	**42,666**	**37,979**
Change in operating working capital	(31,589)	(3,426)	5,206
Of which, trade receivables variations	(8,361)	(7,019)	(4,874)
Of which, stock variations	(51,677)	5,098	936
Of which, accounts payables variations	22,021	(1,132)	7,226
Of which, other receivables variations	(2,406)	2,339	(2,862)
Of which, other debt variations	8,834	(2,712)	4,780
NET CASH FLOW FROM OPERATING ACTIVITIES	**28,503**	**39,240**	**43,185**
Net cash flow from operations of change in scope	-	(4,967)	(4,779)
Disbursements related to acquisitions of tangible and intangible fixed assets	(12,221)	(10,610)	(8,589)
Proceeds from disposal and redemption of non-derivative financial assets	6		
Proceeds from disposal of property, plant and equipment	91	119	595
Owing to assets suppliers (variation)	28	1,113	1,093
NET CASH FLOWS FROM INVESTMENTS	**(12,096)**	**(14,345)**	**(11,680)**
FREE CASH FLOW	**16,407**	**24,895**	**31,505**
Dividends paid to shareholders of the parent company	(16,743)	(16,397)	(15,940)
Loan subscriptions		7,000	5,200
Increase in capital		2,851	-
Flows on operations on treasury shares	(158)		
IFRS 16 financing flows	(1,291)	(1,147)	(871)
Loan repayments	(13,157)	(9,576)	(10,629)
Net cash flows from financing activities	(31,349)	(17,269)	(22,240)
NET CASH FLOW VARIATION	**(14,942)**	**7,626**	**9,265**
OPENING CASH	**39,931**	**32,305**	**23,040**
CLOSING CASH	**24,989**	**39,931**	**32,305**

Opening and closing cash position' reflects the difference between a positive cash position and bank overdrafts. On December 31, 2021, the positive cash position was €27,379k and shortterm liquidity facilities €2,390k.

STATEMENT **OF CHANGES IN EQUITY**

In thousands of euros, December 31, 2021

Equity variation statements	Capital	Reserves linked to capital	Shares held internally	Retained earnings	Profits recorded directly as shareholders' equity	Total group share	Minority shareholders	Total shareholders equity
SITUATION ON 31/12/2019	**36,439**	**46,458**	**(62)**	**136,882**	**(231)**	**219,486**	**177**	**219,663**
Dividends paid*				(16,395)		(16,395)		(16,395)
Allocation of profits the reserves		3,160		(3,160)		0		0
Increase in capital	364	2,487				2,851		2,851
Fair value of financial instruments					(538)	(538)		(538)
Translation gains					2	2		2
Actuarial gains					(172)	(172)		(172)
Other variations						0	(12)	(12)
Profit of the period				36,180		36,180	4	36,184
SITUATION ON 31/12/2020	**36,803**	**52,105**	**(62)**	**153,507**	**(939)**	**241,414**	**169**	**241,583**
Dividends paid**				(16,743)		(16,743)		(16,743)
Allocation of profits the reserves		5,397		(5,397)		-		-
Fair value of financial instruments					493	493		493
Employee contributions to defined benefit plans – changing in accounting method according to IAS 19				277		277		277
Purchase of own shares IFRS 2 - impacts				59		59		59
Translation gains					3	3		3
Actuarial gains					222	222		222
Treasury share transactions			(158)			(158)		(158)
Profit of the period				52,899		52,899	1	52,900
SITUATION ON 31/12/2021	**36,803**	**57,502**	**(220)**	**184,602**	**(221)**	**278,466**	**170**	**278,636**

* 2019 dividend: €1.80 on 9,108,552 shares; treasury shares owned on the day of detachment of dividend rights (i.e. 1,200 shares) did not result in dividends being paid.

** 2020 dividend: €1.82 on 9,199,649 shares, treasury shares owned on the day of detachment of dividend rights (i.e. 1,200 shares) did not result in dividends being paid.

6.3 Notes to the annual consolidated accounts

NOTES TO THE BALANCE SHEET AND THE CONSOLIDATED PROFIT AND LOSS ACCOUNT

In thousands of euros, December 31, 2021

The consolidated accounts were closed by the Board meeting of February 18, 2022 and will be submitted to the Annual General Meeting of April 4, 2022.

1 MAIN EVENTS OF THE FINANCIAL YEAR

Business:

In 2021, the energy renovation of buildings was strongly stimulated by the government's MaPrime Renov' scheme and by Energy Savings Certificates. Confirmation of the government's support for the Ma Prime Renov' scheme to the tune of €2bn gives us good prospects for the construction sector, especially renovation. At the same time, energy suppliers will continue to finance energy renovation via energy saving certificates, all of which represents a financial windfall that will undoubtedly be difficult to use in full, due to a lack of human resources among installers and perhaps even of equipment. This largely explains the very impressive growth of the oldest of our subsidiaries (Thermador), which has become the largest contributor to operating income.

COVID-19 crisis:

The health crisis linked to the spread of the Covid-19 virus continued throughout 2021 with government measures continually adjusted to follow the course of the epidemic.

In fact, Thermador Groupe has made very limited use of the government's business support and aid schemes, resorting to:

- Partial activity in the subsidiaries Dipra, FGinox, Mecafer, PBtub and Syveco to a very limited extent, for a total of €3,700.
- Sick leave for self-isolation in Covid infection and contact cases, accounting for 602 days in 2021 for the whole of the Group.
- Government-financed FNE training and other types of subsidy.

Thermador Groupe did not apply for the state-guaranteed loan.

Several of our subsidiaries signed home-working agreements or charters in 2021, covering office-based functions. It allows employees to work from home for a pre-defined number of days per week. 146 are on board with this new form of work organisation.

The COVID 19 pandemic did not have a significant impact on the company's assets, financial situation or results. As it was still ongoing when the annual accounts were being prepared, the company is unable to assess the precise consequences for future financial years.

The sudden recovery of the global economy following the health crisis provoked unprecedented increases in container and raw material prices in 2021. Our subsidiaries have passed on these increases, causing some customers to make precautionary purchases at the end of the first half of 2021. Tensions on container and raw material prices will continue into 2022.

Cash pooling agreement

Thermador Groupe has concluded an agreement with its subsidiaries domiciled in France allowing the implementation of a centralised management system for their respective cash positions ('cash pooling' agreements). This agreement places cash transactions on a centralising account. This centralisation, achieved automatically every day by balancing the subsidiaries' own accounts on the centralising account, i.e. the Thermador Groupe account, brings optimal management of both the use of credit and the investment of cash surpluses.

The funds received from the Centralised Companies bear interest at the rate of the Euro Overnight Index Average (EONIA) + 0.5% (EONIA replaced by the €STR rate) less bank charges. Interest is calculated daily, on an annual basis of 360 days, on the credit balance of the Centralised Companies' Current Account.

Advances granted by the Centralising Company bear interest at the rate of EONIA + 0.50% (eventually replaced by the €STR rate), minus bank charges. Interest is calculated on an annual basis of 360 days on the debit balance of the Companies' current accounts.

This centralised management system has been set up for bank accounts managed by CIC as of December 1, 2021. The subsidiaries concerned are Axelair, Aello, Dipra, Domac, Etablissements Edouard Rousseau, FGinox, Isocel, Jetly, Mecafer, Opaline, PBtub, Sectoriel, Sferaco, Syveco, Thermador and SCI Thely.

Free share plan:

On July 29, 2021, the Board of Directors implemented the free share allocation plan mentioned in the fourteenth resolution of the General Meeting of April 6, 2021, for a maximum of 3,000 shares. The beneficiaries are the employees of Axelair and Aello and the subsidiary's two eligible corporate officers.

These allocations are subject to a 2-year length of service condition as of July 29, 2021.

2 ACCOUNTING REFERENCE SET, SIGNIFICANT ACCOUNTING POLICIES

In application of European regulation 1606/2002 of July 19, 2002, the consolidated financial statements of Thermador Groupe are prepared according to international financial information standards (IAS/IFRS compliant with IFRS and IASB) as adopted by the European Union on December 31, 2020. With the exception of the points mentioned below, the accounting principles used are identical to those adopted for the financial statements of December 31, 2019.

In the financial statements presented below, all compulsory application standards and interpretations of January 1, 2021 have been applied.

No standard is applied in advance.

The new standards applicable in 2021:

IAS 19

In its April 2021 decision, the IFRS Interpretations Committee (IFRIC) clarified to which service period an entity should allocate certain employee benefits under defined benefit plans (IAS 19 - Employee Benefits). The impact of this decision is not very significant for the Group and has been booked as equity (see Note 5) for €277k net of deferred tax.

Accounting of software configuration or customisation costs in SaaS mode

In its March 2021 decision, the IFRS Interpretations Committee (IFRIC) clarified the accounting treatment of the costs of configuration or customisation of application software used in SaaS (Software as a Service) mode. Given the complexity of the analyses to be carried out and the inventory still in progress, this decision has not been applied in the December 31, 2021 consolidated financial statements. Within the Group, the portion of our software in SaaS mode is very low.

The following accounting policies have continued to be applied for the December 31, 2021 financial statements:

IFRIC 23

The IFRIC 23 'uncertainty relating to fiscal processing' interpretation became compulsory as of January 1, 2019. On December 31, 2021, application of this interpretation had no impact on the accounts or the presentation of financial statements.

3 CONSOLIDATED SUBSIDIARIES

III - Scope and method of consolidation:

Consolidated subsidiaries are all companies in which Thermador Groupe held directly or indirectly at least 20% of the voting rights on December 31, 2021:

Name	Location	Ownership interest (%)	Consolidation method
Sferaco	France	100.0000%	Fully consolidated subsidiaries
Thermador	France	100.0000%	Fully consolidated subsidiaries
Jetly	France	100.0000%	Fully consolidated subsidiaries
Dipra	France	97.9950%	Fully consolidated subsidiaries
PBtub	France	100.0000%	Fully consolidated subsidiaries
Isocel	France	100.0000%	Fully consolidated subsidiaries
Sectoriel	France	100.0000%	Fully consolidated subsidiaries
Syveco (formerly called Thermador International)*	France	100.0000%	Fully consolidated subsidiaries
Axelair	France	99.9970%	Fully consolidated subsidiaries
Mecafer	France	100.0000%	Fully consolidated subsidiaries
Domac	France	100.0000%	Fully consolidated subsidiaries
Aello	France	100.0000%	Fully consolidated subsidiaries
Thely	France	100.0000%	Fully consolidated subsidiaries
Opaline	France	100.0000%	Fully consolidated subsidiaries
Deco holding (Sodeco Valves)*	Belgique	100.0000%	Fully consolidated subsidiaries
FGinox	France	100.0000%	Fully consolidated subsidiaries
Ets. Edouard Rousseau (formerly called Sanidom)	France	100.0000%	Fully consolidated subsidiaries
Rousseau SA	Espagne	100.0000%	Fully consolidated subsidiaries
Distrilabo	France	100.0000%	Fully consolidated subsidiaries
Thermacome	France	100.0000%	Fully consolidated subsidiaries

The consolidation scope concerns all companies of the Group. It was modified in 2021:
- March 15, 2021 with purchase by Thermador Groupe of the Aello' shares held by Jean-François Bonnefond.
- dissolution without liquidation of Tagest 100% subsidiary according to the staturory regime (Article 1844-5 of the Civil Code) on the common system of taxation applicable to mergers on November 10, 2021.

(*) Deco holding (Sodeco Valves) is the sub-perimeter made of Sodeco Distribution (Belgium), Sodalis Investment (Belgium), Sodeco Valves BV (Netherlands), Sodeco Valves AG (Switzerland), Sodeco Armaturen GMBH (Germany) and Sodeco Sedin (France).

4 NOTES ON THE BALANCE SHEET

Note 1 GOODWILL

Goodwill arising from the acquisition of S.C.I Thely shares by Thermador Groupe in 1987 and 1990 was allocated to Land and Buildings: this adjustment was not applied to minority interests.

This goodwill is amortised through income statement in accordance with the accounting principles applying to the related fixed assets. Thus, the spread attributed to land was not amortised and the spread allocated to constructions was amortised according to the forecast residual service life of the constructions.

Thely	Land	Buildings	Total
Gross purchase discrepancy value	39	468	507
Start-of-period depreciations		-468	-468
End-of-period depreciations		-468	-468
GOODWILL IN NET VALUE	**39**	**0**	**39**

With Thermador Groupe's purchase of Sodeco Valves shares on August 31, 2017, a purchase discrepancy of €300k was allocated to the construction item. Via the income statement, this purchase discrepancy was depreciated in compliance with rules applying to the asset concerned. Thus the purchase discrepancy for constructions was written down over 20 years.

Sodeco Valves	Land	Buildings	Total
Gross purchase discrepancy value		300	300
Start-of-period depreciations		-50	-50
End-of-period depreciations		-65	-65
GOODWILL IN NET VALUE	**0**	**235**	**235**

At the time of purchase of Sanidom (now called Ets Edouard Rousseau) shares by Thermador Groupe on December 31, 2018, a purchase discrepancy of €3,536 was allocated to the land & buildings item.

Ets E. Rousseau	Land	Buildings	Total
Gross purchase discrepancy value	952	2,584	3,536
Start-of-period depreciations		-238	-238
End-of-period depreciations		-357	-357
GOODWILL IN NET VALUE	**952**	**2,227**	**3,179**

The purchase discrepancy allocated to buildings is amortised using write-down periods according to components.

Components	Depreciation period (in years)
Primary works	40
Wall frames and roof frames	25
Electricity	20
Heating and plumbing	15
Paintwork and partitions	10
Roof	20

A purchase discrepancy of €3,700k was attributed to the brand for a total of €1,200k and customer relations for €2,500k. The latter is written down over a period of 10 years starting on January 1, 2019. Therefore, a depreciation charge is accounted €250k on December 31, 2021.

Ets E. Rousseau	Brand	Customer relations	Total
Goodwill in gross value	1,200	2,500	3,700
Start-of-period depreciations		-500	-500
End-of-period depreciations		-750	-750
GOODWILL IN NET VALUE	**1,200**	**1,750**	**2,950**

At the time of Thermador Groupe's purchase of Distrilabo's shares on December 31, 2019, goodwill of €1,900k was attributed to the brand for a total of €550k and customer relations for €1,350k. The customer relations item will be written down over a period of 10 years starting on January 1, 2020. Therefore, a depreciation charge is accounted €135k on December 31, 2021.

Distrilabo	Brand	Customer relations	Total
Goodwill in gross value	550	1,350	1,900
Start-of-period depreciations		-135	-135
End-of-period depreciations		-270	-270
GOODWILL IN NET VALUE	**550**	**1,080**	**1,630**

At the time of Thermador Groupe's purchase of Thermacome's shares on April 30, 2020, goodwill of €2,600k was attributed to the brand for a total of €1,600k and customer relations for €1,000k. The customer relations item will be written down over a period of 10 years starting on May 1, 2020. Therefore, a depreciation charge is accounted €100k on December 31, 2021.

Thermacome	Brand	Customer relations	Total
Goodwill in gross value	1,600	1,000	2,600
Start-of-period depreciations		-67	-67
End-of-period depreciations		-167	-167
GOODWILL IN NET VALUE	**1,600**	**833**	**2,433**

Note 2 GOODWILL

The balance sheet includes a 'goodwill' item for €56,317k.

In thousands of euros	Book value, pre-harmonisation purchase	Adjustments	Book value purchased	Acquisition cost	Goodwill
Pbtub, Isocel, Dipra, Thermador, Jetly & Sferaco				6,136	6,136
Mecafer	8,940	-298	8,642	24,300	15,658
Nuair	741		741	2,700	1,959
Sodeco Valves	5,922	170	6,092	10,000	3,908
FGinox	6,930	21	6,951	22,881	15,930
Groupe Valfit	2,653	-13	2,640	7,600	4,960
Vortice France				850	850
Sanidom / Rousseau	15,184	5,388	20,572	22,000	1,428
Sale of the Sodeco Sedin business				-31	-31
Distrilabo	1,293	1,419	2,712	5,200	2,488
Thermacome	2,402	1,947	4,349	7,000	2,651
Contribution of the Thermacome business				380	380
TOTAL at December 31, 2021	**44,065**	**8,634**	**52,699**	**109,016**	**56,317**

No movements were recorded during the period.

When new societies were included in the scope, in application of the revised version of IFRS 3, goodwill was recorded. This accounts for synergies we would expect from the inclusion of new activities of the new businesses acquired, as well as economies of scale generated by sharing resources. It is attributed to groups of cash generating units (CGU), represented by each company acquired.

The acquisition price of the companies corresponds to the fair value on the date of acquisition of the elements of earnings given to the seller in exchange for the control of the acquired assets, excluding any element which remunerates any transaction separate from the takeover.

Detail of amounts and adjustments:

2015 - Mecafer / Nuair :

Reprocessing pertained to:

- fair value of Mecafer's financial instruments as of June 30, 2015, i.e. charge of €544k.
- deferred tax on financial instruments i.e. €181k and on provision for retirement benefits i.e. €60k.
- impact of IFRIC 21, i.e. €5k..

The whole of this difference will be allocated to goodwill.

2017 - Sodeco Valves :

Reprocessing pertained to:

- Allocation of the part of the goodwill to the fair value of Sodeco Valves' building on August 31, 2017 for a total of €300k, minus a deferred tax liability of €102k.
- Deferred tax on the pension provision, i.e. €3k.
- The business value of €31k of Sodeco Sedin, the French subsidiary of Sodeco Valves.

2017 - FGinox :

Reprocessing pertained to:

- Deferred taxation on the pension provision, i.e. €21k

2017 - Groupe Valfit :

Reprocessing pertained to:

- Harmonisation of the method used for pension provision, i.e. an additional charge of €29k and deferred taxation on the pension provision, i.e. €16k.

2017 - Vortice France :

Via its subsidiary Axelair, Thermador Groupe acquired Vortice France on December 31, 2017 for €850k.

The portion attributable to African customers, valued at €30k was transferred to Syveco on December 31, 2018

2018 - Sodeco Valves :

On October 30, 2018, Sodeco Sedin sold 80% of its business for €550k. The net accounting value of this asset was €25,000 on October 30, 2018. The €525k gain was booked as 'other operating incomes' in Sodeco Valves' CGU. The purchase price of €10m for Sodeco Valves was not reduced as a result because no portion of this price was attributable to Sodeco Sedin's business capital. We should remind you that Sodeco Sedin was in competition with distributor customers of our subsidiaries Sferaco and Sectoriel, and continued operation of this business could have been unfavourable to those two subsidiaries. Furthermore, Sodeco Sedin recorded operating losses for 2017, 2016 and 2015.

2018 - Ets E. Rousseau (formerly called Sanidom):

The €1,428k goodwill was wholly allocated 'goodwill' item.

Reprocessing pertained to:

- Allocation of a part of the fair value acquisition of the Sanidom/Rousseau land on December 31, 2018 of €952k minus a deferred taxation liability of €238k,
- Allocation of a part of the fair value acquisition of the Ets Edouard Rousseau building on December 31, 2018 for a total of €2,584k minus a deferred tax liability of €659k,
- Allocation of a part of the fair value acquisition of the 'Edouard Rousseau' brand on December 31, 2018 for a total of €1,200k minus a deferred taxation liability of €300k,
- Allocation of a part of the fair value acquisition of the customer base on December 31, 2018 for a total of €2,500k minus a deferred taxation liability of €651k.

2019 - Distrilabo :

The €2,488,000 goodwill was wholly allocated 'goodwill' item.

Reprocessing pertained to:

- Allocation of a part of the acquisition of the 'Distrilabo' brand on December 31, 2019 of €550k minus a deferred taxation liability of €137.5k,
- Allocation of a part of the acquisition of the customer base on December 31, 2019 for a total of €1,350k minus a deferred tax liability of €343.5k.

2020 - Thermacome

This purchase discrepancy amounts to €2,651k and is wholly allocated to oodwill. The restatements concerned:

- the allocation of part of the acquisition to the 'Thermacome' brand at December 31, 2020 for €1,600k less a deferred tax liability of €400k,
- the allocation of a portion of the acquisition to customer relations at December 31, 2020 for €1,000k less a deferred tax liability of €253.5k.

Impairment tests on goodwill

Impairment tests (IAS 36) are performed once a year at least for units generating cash having acquired goodwill in compliance with IAS 8 as per the presentation of sector-based information. These cash generating units were defined according to business sector criteria. Given the group's organisation and the distribution of the different business fields, the cash generating units chosen by the group comprise of the legal entities Jetly, Sferaco, Thermador, Dipra, Isocel, PBtub, Sectoriel, Syveco, Axelair, Mecafer/Domac, Aello, Sodeco Valves, FGinox, Ets Edouard Rousseau, Distrilabo, Thermacome and a separate grouping comprising Thely, Opaline, and Thermador Groupe (cf. note 24).

The results of impairment tests on this 'goodwill', based in particular on future forecast net cash flows over a period of five years and a subsequent growth rate of 1%, discounted at 7.7%, explain the absence of provisions.

The discount rate was calculated according to the 30-year treasury bond rate TEC (Constant Maturity Treasuries), French market risk, and sector risk, i.e. 1.75% and a specific risk premium.

A reasonable variation of the discount rate of +/– 0.5% was applied in our depreciation tests and this has no impact on the value test.

The key assumptions, which are sales, profitability, working capital requirements and the level of cash flow, have been revised to take into account the level of business clawed back at December 31, 2021 following the Covid-19 crisis. These assumptions are based on the annual forecasts and on the five year period forecasts prepared by the operating divisions of our subsidiaries.

The profitability assumptions made take account of inflation and our ability to pass on price increases to our customers.
The working capital requirement has been estimated on the basis of inventory forecasts made by our operational management for 2022.
A reasonnable variation of the key assumptions including this discount rate variation does not show any particular sensitivity in any of the CGUs assessed.

Note 3 DEFERRED TAXES

Deferred taxes were calculated on all items of the balance sheet and profit and loss account and there are no non-activated deferred taxes.

En milliers d'euros

NET PRE-TAX PROFIT (ACCOUNTING PROFIT)	**72,982**
Tax rate on ordinary activities (1)	26.50%
Theoretical tax burden	19,340
Social contribution	348
Non-deductible costs and charges on subsidiaries' dividends (2)	445
Variation in deferred tax rate (3)	36
Non-deductible charges and impact of non-French rate	(70)
TAXES	**20,082**
Actual tax rate	27.52%

PROFITS FROM ORDINARY ACTIVITIES (1)	**26.50%**
Social contribution	0.48%
Non-deductible costs and charges on subsidiaries' dividends (2)	0.61%
Variation in deferred tax rat (3)	0.05%
Non-deductible charges and impact of non-French rate	(0.10%)
RATE OF CORPORATION TAX ON PROFIT FROM ORDINARY BUSINESS	**27.52%**

(1) The finance law introduced a sliding scale element in the tax rate applicable as of January 1, 2018. Profits are subject to 26.5% in 2021. The tax rate is 25% in Belgium, as it is in Spain.

(2) The finance law fixed the percentage of non-deductible fees and charges on subsidiaries' dividends at 5%. Thermador Group and its subsidiaries are not subject to tax consolidation, this represents a corporation tax charge on dividends of €1,679k which will be paid to Thermador Groupe in 2022.

(3) The tax rate of 25% for 2022, 2023 and 2024 were observed for December 31, 2021 to take into account the programmed changes to the tax rate according to the size of the company in the 2018 finance law (article 84). The impact of the variation in deferred tax rates is a €36k charge. This quantum concerns legal participation, losses carried forward, pension provisions and non-deductible provisions on stock.

Assets and liabilities of deferred taxes are not discounted and are offset when they relate to the same entity and when they have the same pay-back schedules. On December 31, 2021 deferred tax on assets and liabilities were divided between current and non-current deferred taxes as follows:

Non-current deferred tax assets	December 31, 2021	December 31, 2020	December 31, 2019
Provision for end-of-career commitment	692	835	718
Axelair and Aello deficit	627	527	549
Land and building value	(55)		
Capital gain on building	(63)		
Goodwill	33		
Building depreciation	35		
IFRS 16 impact	12	(1)	3
TOTAL	**1,281**	**1,361**	**1,270**

Current deferred tax assets	December 31, 2021	December 31, 2020	December 31, 2019
Axelair and Aello deficit		6	76
Temporary differences	469	414	411
TOTAL	**469**	**420**	**487**

Non-current deferred tax assets	December 31, 2021	December 31, 2020	December 31, 2019
Goodwill*	1 429	1 396	1 429
Goodwill of land and construction	774	863	898
Provision for end-of-career commitment	(289)	(291)	(221)
Sodeco valves deficit carried over		(63)	(69)
Temporary offset	(32)		
Gain on building		71	79
Brand and customer relations	1 632	1 753	1 248
Depreciation on building		(35)	(35)
TOTAL	**3 514**	**3 694**	**3 329**

(*) Cf. Note 10 page 138.

Current deferred tax assets	December 31, 2021	December 31, 2020	December 31, 2019
Tax on subsidiaries dividends	420	337	315
Fair value of financial instruments	(18)	(197)	(3)
Goodwill of land and construction	33	35	36
Gain on building	8	8	8
Brand and customer relations	121	129	108
Temporary differences	(28)	(89)	(80)
TOTAL	**536**	**223**	**384**

Note 4 STOCKS

Stocks were assessed according to the weighted average cost method. The gross value of merchandise and supplies includes the purchase price and incidental costs. A provision for depreciation is made when the inventory value is lower than the accounting value defined above. The inventory value is established reference by reference according to rotation, based on quantities in stock and sales completed, probability of stock movement and, where applicable, the rates used by metal dealers. The depreciation rates chosen are adapted to each situation.

	Provision for stocks losses
Amount at 31/12/2019	**3,638**
Included in the scope *	37
Increases in the period	1,118
Decreases	568
Amount at 31/12/2020	**4,225**
Increases in the period	893
Decreases	703
Amount at 31/12/2021	**4,415**

(*) Included in the scope: Thermacome on April 30, 2020.

Note 5 EMPLOYEE BENEFITS

No post-employment benefit was attributed to group staff.

5.1 End-of-career commitments.

The group only uses mandatory contribution regimes.

End-of-career commitments was calculated at €3,927k (including Board Members and Company Managers, €306k) according to age, length of service, salary and the industry-wide agreement for wholesalers and that of the metallurgy sector (for our subsidiary FGinox, Ets Edouard Rousseau and Thermacome). No end-of-career commitment was accounted for on December 31, 2021 for three of our subsidiaries: Sodeco Valves, Rousseau SA (Spain) and Distrilabo. Distrilabo and Sodeco Valves signed up to an insurance contract covering compensation to be paid at the time of retirement.

For the other subsidiaries, the retirement compensation was calculated on the basis of a departure upon the employee's initiative. The calculation takes into account the following hypotheses:

- Reference retirement age: 64.5 to take the retirement age law and the average retirement age within Thermador Groupe into account.

- Rate of staff turnover: calculated by age group (under 35, 35-50 and over 50) and according to average age observed in each company over the past 5 years. In 2021 the average rates observed were: under 35 - 5.43% (5.22% in 2020), 35-50 y.o. 3.36% (3.09% in 2020) and over 50 - 0.52% (0.50% in 2020).
- Growth in salaries depends on the salary policy of each company: the average 2020 rate was 2.66% (2.60% in 2020).
- Probability of survival to retirement age.
- The discount rate, based on the IBOXX rate for AA10+ companies is 0.98% (0.34% in 2020).

According to the industry-wide agreement for the wholesale trade, the end-of-career pay-off is capped at three months' wages corresponding to 30 years' service for employees, six months' wages corresponding to 30 years' service for managers and six months' wages corresponding to 43.33 years' service for supervisors.

According to the industry-wide agreements for the metal industry, the end-of-career pay-off is not capped. The benefit is conferred on the employee from the first year of service.

In its April 2021 decision, the IFRS Interpretations Committee (IFRIC) clarified to which period of service an entity should allocate certain employee benefits under defined benefit plans (IAS 19 - Employee Benefits). In the case of a cap on the retirement pay-off, the first few years of service do not confer any benefit on the employee. The impact of this decision is not significant for the Group and has been booked as equity for €369k and €277k net of deferred tax.

The provision entered in the accounts therefore concerns all employees and Corporate Officers. Any actuarial discrepancies are registered as equity. At December 31, 2021 this concerned the variation of an actualisation rate, the reassessment of salaries rate and the employee turnover rate. They represented a gross amount of €296k and €222k net of corporation tax.

Commitments in respect of long-service awards have been quantified in our subsidiary Thermacome for employees covered by the industry-wide metallurgy agreement. These employees are entitled to receive a longservice medal as soon as they meet the following conditions:

Medals	General terms and conditions	Thermacome Conditions	Medal bonus
Silver	20 years	10 years	172.00
Vermilion	30 years	20 years	229.0
Gold	35 years	28 years	343.50
Grand-Gold	40 years	33 years	457.50

The calculation takes into account these conditions and the following assumptions:

- retirement age of 64.5 years,
- staff turnover rate: calculated by age group (under 35, 35-50 and over 50) and based on the average observed in the subsidiary over the last four years. In 2020, the average rates per age group were: under 35: 0%, 35-50: 8.33% and over 50: 0%,
- the probability of surviving to retirement age,
- the discount rate, based on the IBOXX rate for AA10+ companies, is equal to 0.98%.

They represent an amount of €3k at December 31, 2021.

5.2 Share-based payments

5.2.1 Group savings plan (PEG)

Each year, the Group savings plan (PEG) is open to all French employees as well as most of those working in countries where the Group operates. A minimum of three months' service in the Group is required to be eligible for the PEG. Employees invest in Thermador shares. These shares are held through the PEG's mutual fund and cannot be sold for a fixed period of five years, barring exceptional events. The employee contribution results in a top-up contribution from the employer.

In 2020, the Group introduced the savings plan and included a capital increase reserved for employees. The subscription price corresponded to the average opening price of Thermador shares on Euronext Paris during the twenty trading days preceding the decision, with the application of a 40% discount, in accordance with legal provisions, the resolutions of the AGM and the deliberations of the Board.

	2020
Date of the Chairman and CEO's decision on the subscription price	March 9, 2020
Maturity of plans (in years)	10 years
Reference price (in euros)	45
Subscription price (in euros)	31.30
Discount (in %)	40%
Amount subscribed by employees (in thousands of euros)	2,058
Amount contributed by the Group and subsidiaries (in thousands of euros) booked as an expense	794
Total number of shares subscribed to	91,097

The IFRS 2 expense, measuring the benefit to employees, is estimated by reference to the fair value of a non-transferable share.

The face-value benefit granted to employees is €13.70 per share, i.e. before the non-transferability discount, a benefit worth €1,248k.

Given the conditions of non-transferability for 10 years, the cost of which could not be reliably estimated, the Group considered that the IFRS 2 charge was not material.

In 2021, the terms of the Group savings plan were defined as follows: any employee payment of €1,500 qualifies for a €2,100 top-up with an incompressible ownership period of five years.

	2021
Maturity of plans (in years)	5 years
Amount subscribed to by employees (in thousands of euros)	1,224
Amount contributed by the Group and subsidiaries (in thousands of euros)	920

The expense booked for 2021 was €920k.

5.2.2 Share allocations

In 2021, a free share allocation plan reserved for certain categories of employee was implemented. These allocations are subject to a two-year presence condition. The IFRS 2 expense has been calculated taking into account this criterion, the non-transferability of the shares, and after deducting the present value of the dividends not received. It has been spread over the rights acquisition period of up to two years. The allocation rights corresponding to 3,000 shares were granted to employees and corporate officers of our subsidiaries Aello and Axelair by decision of the Board of Directors on July 29, 2021.

The share price applied was €94.40 minus the value of dividends not received. The number of shares was reduced to take employee turnover into account. The expense booked for 2021 was €58k on a pro rata basis.

Note 6 RECEIVABLES

Receivables are recorded at their face value. A provision for bad debt is recorded when their balance sheet value is less than the book value. The inventory value is calculated on the basis of the probability of debt recovery, i.e. essentially in case of receivership (10%) and court-supervised liquidation (0%).

IFRS 9

The IFRS 9 standard requires application of the depreciation model on the basis of expected losses for all financial assets, including commercial debt, as of January 1, 2018. On the basis of the five last financial years, irretrievable debts have represented an average of 0.06% of consolidated turnover. This insignificant impact has meant that no provision was made at the start of the financial period against equity on June 30, 2018 or against profit on December 31, 2018. For subsequent years and for the year ending December 31, 2021, the impact was not considered significant.

· Credit risk:

This is primarily the risk of not recovering customer receivables. A control is carried out monthly using accounting statements drawn up according to due dates.

Accounts receivables (excluding bad debts) at 31/12/2021 (in thousands of euros)	Total amount	Total for due dates after 31/12/2021	Amounts with expired due dates			
			Under 30 days late	Over 30 days and under 60 days late	Over 60 days and under 90 days late	Over 90 days late
Customer receivables December 31, 2021	81,132	68,353	7,841	1,686	821	2,430
Payments cashed in January 2022			4,779	784	132	911
Receivables not cashed by end January 2022			**3,062**	**902**	**689**	**1,519**

Accounts receivables (excluding bad debts) at 31/12/2020 (in thousands of euros)	Total amount	Total for due dates after 31/12/2020	Amounts with expired due dates			
			Under 30 days late	Over 30 days and under 60 days late	Over 60 days and under 90 days late	Over 90 days late
Customer receivables December 31, 2020	72,779	62,859	6,506	1,688	927	799
Payments cashed in January 2021			4,399	680	184	(14)
Receivables not cashed by end January 2021			**2,107**	**1 008**	**744**	**813**

Accounts receivables (excluding bad debts) at 31/12/2019 (in thousands of euros)	Total amount	Total for due dates after 31/12/2019	Amounts with expired due dates			
			Under 30 days late	Over 30 days and under 60 days late	Over 60 days and under 90 days late	Over 90 days late
Customer receivables on December 31, 2019	63,468	53,568	6,835	1,109	697	1,257
Payments cashed in January 2020			3,782	559	171	194
Receivables not cashed by end January 2020			**3,054**	**550**	**526**	**1,063**

Total customer losses represent less than 1% of turnover. We have no credit insurance. Invoices raised and not paid upon closing of the financial year and whose due date has passed (table required under section 1 of article D. 441-4), in thousands of euros:

	0 day	1 to 30 days	31 to 60 days	61 to 90 days	91 days and more	Total (1 day and more)
Number of invoices concerned						**16,849**
Total value of invoices concerned (inc-VAT)		7,841	1,686	821	2,430	**12,779**
Turnover for the financial year (ex-VAT)	486,500					
Percentage of the financial year's T/O (ex-VAT)		2%	0%	0%	0%	**3%**

Details of trade receivable write-downs:

	Trade receivable write-downs
Amount at 31/12/2019	**1,216**
Included in the scope *	6
Allowances in the period	177
Reversals	327
Amount at 31/12/2020	**1,072**
Allowances in the period	227
Reversals	278
Amount at 31/12/2021	**1,021**

(*) Included in the scope: Thermacome on April 30, 2020.

Note 7 BANK LOANS AND DEBTS

At 31/12/2021 in thousands of euros	Current	Non-current	Total	Under one year late	Over one year and under five years late	Over five years
Bank loans	13,180	12,659	25,839	13,180	12,659	
Bank overdrafts	2,390		2,390	2,390		
Rental debt (IFRS 16)	1,065	3,452	4,517	1,065	2,284	1,168
Cash and equivalent	27,379		27,379	27,379		
NET CASH	**10,744**	**(16,111)**	**(5,367)**	**10,744**	**(14,943)**	**(1,168)**

The cash and cash equivalent item of €27,379,000, is a combination of current accounts for €25,558,000 and deposit accounts for €1,821,000 with due dates shorter than a month. All of our bank loans are fixed-rate loans to limit any rate variation impact.

Note 8 OPERATIONS IN FOREIGN CURRENCIES, FINANCIAL INSTRUMENTS AND DERIVATIVES

Operations in foreign currencies are registered for their value at the date of the operation.

Debt and credit in foreign currency appear on the balance sheet for their for value in the course of the financial year or for the financial commitments made.

The difference resulting from the reassessment of debt and credit in foreign currency at the most recent rate is included in the P&L account.

Amount of accounts payables at December 31, 2021 in the main foreign currency (US Dollars): €9,375,000.

Amount of payables in foreign currencies corresponding to advance payments made to our suppliers at December 31, 2021 in the main currency (US dollar): €2,108,000.

Thermador Groupe uses no financial derivatives for speculative purposes. The derivatives used serve only to cover exchange rate fluctuations corresponding to purchase of merchandise in foreign currencies.

Thermador Groupe decided to introduce centralised management of cash in dollars as of January 1, 2018 to cover the requirements of all the Group subsidiaries. In this respect, Thermador Groupe subscribed to USD forward currency purchases for $25m US with instalments in the first half of 2021 and in the second half of 2022.

The IFR9 criteria are respected, allowing the Group to book this hedging according to hedging accounting methods. An effectiveness test was carried out on December 31, 2021. As a result, the fair value of these financial instruments was booked for a total of €70,000 in equity.

Financial assets and liabilities appearing on the balance sheet: ventilation per category of instruments.

There is no difference between the fair value and the carrying amount of financial assets and liabilities. Long-term borrowings are at fixed rates close to market rates.

Assets at 31/12/2021	Balance sheet value	Fair value	Fair value per result	Receivables	Hedging instruments
Business customers	81,502	81,502		81,502	
Other debtors	14,322	14,322		14,322	
Cash	27,379	27,379			
Total assets	**123,203**	**123,203**	**0**	**95,824**	**0**

Liabilities at 31/12/2021	Balance sheet value	Fair value	Fair value per result	Payables	Hedging instruments
Loans and long-term financial debt	12,659	12,659		12,659	
Rental obligations of more than one year	3,452	3,452		3,452	
Non-current liabilities	7,444	7,444		7,444	
Short-term loans and financial debt	15,570	15,570		15,570	
Rental obligations of less than one year	1,065	1,065		1,065	
Suppliers	74,791	74,791		74,791	
Supplier fixed assets	2,651	2,651		2,651	
Financial instruments	70	70			70
Other creditors	40,179	40,179		40,179	
Total liabilities	**157,871**	**157,871**	**0**	**157,801**	**70**

Note 9 FIXED ASSETS (IN THOUSANDS OF EUROS)

Fixed assets	Goodwill on consolidation	Other intangible assets	Total intangible assets	Land	Buildings on own property	Machinery and equipment	General equipment, fixtures and fitments	Transport materials	Other equipment and furniture	Other tangible assets in progress	Rights-of-use in rental contracts	Total tangible assets	Other long term investments	Total investments	Grand total
Gross value 31/12/2019	**53,286**	**10,768**	**64,054**	**10,834**	**65,666**	**10,917**	**5,551**	**305**	**4,674**	**6,265**	**3,772**	**107,984**	**298**	**298**	**172,336**
Included in the scope *	3,031	2,705	**5,736**			237			7		75	**319**	19	**19**	**6,074**
Increases		715	**715**	406	641	914	880	29	527	6,491	1,070	**10,958**	7	**7**	**11,680**
Decreases		4	**4**	370	(8,429)	296	20	53	148	8,102	37	**597**	12	**12**	**613**
Gross value 31/12/2020	**56,317**	**14,184**	**70,501**	**10,870**	**74,736**	**11,772**	**6,411**	**281**	**5,060**	**4,654**	**4,880**	**118,664**	**312**	**312**	**189,477**
Included in the scope *	0	0	**0**			0	0	0	0		(159)	**(159)**	0	**0**	**(159)**
Increases	0	741	**741**	(1)	6,917	671	865	36	401	2,532	2,853	**14,274**	56	**56**	**15,071**
Decreases	0	205	**205**		6	282	118	78	258	58	1,225	**2,025**	12	**12**	**2,242**
Gross value 31/12/2021	**56,317**	**14,720**	**71,037**	**10,869**	**81,647**	**12,161**	**7,158**	**239**	**5,203**	**7,128**	**6,349**	**130,754**	**356**	**356**	**202,147**

(*) Included in the scope: Thermacome on April 30, 2020.

Property, plant and equipment and intangible assets are valued at acquisition cost (purchase price plus incidental expenses)
Since 2018, most intangible assets relate to brands (€3,350k) and businesses (€4,850k) acquired, and software.
In 2019 we started work to refurbish the building used by Dipra. The renovation has two objectives: to improve the working conditions of the teams in the warehouse and to optimise the occupation of the building. The first phase of the work was completed on July 1, 2020 with the delivery of a new building (office and warehouse) for Dipra. The second phase continues with the construction of two units (warehouse and office) for Aello and Axelair. The Aello unit was delivered in April 2021. The Axelair logistics unit was delivered in September 2021. The offices will be delivered in the first quarter of 2022.
Total real estate includes 303,052 m² of land and 121,146 m² of buildings (warehouses and offices).

Real estate value was reassessed in December 2016 and in 2021 for buildings in Saint-Quentin-Fallavier, in April 2017 for our subsidiary Domac's building, in August 2018 for our subsidiary Sodeco Valves' building and in 2021 for our subsidiary Ets Edouard Rousseau's building at around €66.5m (valuations made by Expertise Galtier, Chemin Moulin Carron-69 Ecully and CBRE in Brussels), which includes built and unbuilt land.

IFRS 16

The IFRS 16 standard entitled 'rental contracts' came into force for financial periods starting as of January 1, 2019.
We opted for the simplified retrospective method.
Application of IFRS 16 standard concerns the presentation and accounting of rental contracts. Rental contracts, as defined by IFRS 16 standard, appear on the balance sheet, which recognises:
- An asset in respect of a right of use of the asset rented, throughout the period of the contract,
- A liability in respect of the payment obligation.

Assessment of the right of use of assets

Upon the date a rental contract comes into force, the right of use is assessed at cost (i.e. the total of rental payments discounted over the lifetime of the contract) and includes the initial amount of the debt. For rental contracts with a start date prior to January 1, 2019, the enforcement date was fixed at January 1, 2019.
The right of use is written down over the period of use of the subjacent assets (duration of the rental contract for the rental element).

Assessment of rental debt

When the contract comes into force, the rental debt is accounted for by an amount which is equal to the discounted value of rental payments over the lifetime of the contract. The amounts taken into account as rent in assessing the debt are as follows:
- Fixed rents (including fixed rents in substance, i.e. even if they contain variability in terms of content, they are substantially inevitable),
- Payments made by the lessee in triggering a purchase option.

Assessment of debt linked to the rental contract is as follows:
- It is increased by the amount of interest charges determined in application of the rate used to discount the debt, at the beginning of the financial period,
- And reduced by the total of payments already made.

Also, the debt can be reassessed in the following circumstances:
- Revision of the rental period,
- Modification linked to the assessment of the reasonably assured nature (or not) of exercising an option,
- Revision of rates or indices upon which the rents are based at the time of rent adjustment.

Typology of capitalised rental contracts

- Rental contracts on 'real estate'

The Group has identified rental contracts in accordance with the standard for buildings rented by the subsidiaries Mecafer, FGinox, Rousseau (Ets Edouard Rousseau and Rousseau SA), Distrilabo and Thermacome. In 2021, SCI Thely leased two logistics units to meet the storage needs of Thermador Groupe subsidiaries.

These are 3-6-9 type commercial leases without renewal options at the end of the lease period. The period chosen for calculation is 9 years.

The discount rate used to calculate the rental debt is determined for each property according to the marginal indebtedness rate at the date the contract comes into force. The same rate was used for the Group, given that property investments are always in the name of the real estate company SCI Thely which is 100% owned by Thermador Groupe. The rate used is the interest rate the lessee would get at the beginning of the rental period to borrow the funds to purchase the asset for a similar period, similar guarantees and a comparable economic environment. This rate is obtained by adding the 'lead 10-year borrowing rate' and the spread which is specific to Thermador Groupe (the spread between the marginal borrowing rate of Thermador Groupe and the 'lead 10-year borrowing rate').

· Rental contracts on 'Other assets'

The main lease contracts identified are for vehicles and photocopiers. The capitalisation period for rents corresponds to the compulsory engagement period of the contract, with the majority of contracts not including renewal options. The discount rate used to calculate the rental debt is determined for each asset according to the marginal indebtedness rate at the date the contract comes into force (cf. paragraph 'real estate' to understand how the marginal indebtedness rate is determined). This discount rate is different from the discount rate used for 'real estate' rental contracts.

· Typology of non-capitalised rental contracts

The Group uses two exemptions allowed for by the IFRS 16 standard which excludes the elements from the balance sheet: short-term contracts and contracts concerning low-value assets.

- Short-term contracts of twelve months or less.
- Rental contracts concerning low-value assets: these contracts concern rentals for which the new value of the asset is $5,000 US or less.

Amendments to IFRS 16 - Leases: rent relief related to the COVID crisis beyond June 30, 2021 have no impact on the Group's consolidated financial statements as no rent relief has been granted to us under the current leases.

Impact on financial statements (in thousands of euros)

At December 31, 2021	Impacts IFRS 16
Balance sheet	
Non-current asset IFRS 16	137,575
Rights of use relating to rental contracts	4,511
Non-current asset after IFRS 16	**142,086**
Current liability before IFRS 16	20,103
Rental obligations of more than one year	3,452
Current liability after IFRS 16	**23,555**
Non-current liability before IFRS 16	133,251
Rental obligations of less than one year	1,065
Non-current liability after IFRS 16	**134,316**
Profit and loss statement	
External charges before IFRS 16	(39,515)
Cancellation of rents	1,291
External charges after IFRS 16	**(38,224)**
Depreciation allowances before IFRS 16	(5,796)
Depreciation allowances - IFRS 16 impacts	(1,303)
Depreciation allowances after IFRS 16	**(7,099)**
Other income, other operating expenses before IFRS 16	**(611)**
Gain or loss on disposal - IFRS 16 impact	**(7)**
Other income, other operating expenses post IFRS 16	**(618)**
Gross financial debt cost before IFRS 16	(189)
Financial charges - IFRS 16 impacts	(32)
Gross financial indebtedness cost after IFRS 16	**(221)**
Tax cost before IFRS 16	(20,095)
Deferred taxes - IFRS 16 impacts	13
Tax cost after IFRS 16	**(20,082)**
Total impact on result	**(38)**

Note 10 DEPRECIATION (IN THOUSAND OF EUROS)

Fixed assets	Goodwill on consolidation	Other intangible assets	Total intangible assets	Land	Buildings on own property	Machinery and equipment	General equipment, fixtures and fitments	Transport materials	Office equipment and furniture	Rights-of-use in rental contracts	Total tangible assets	Grand total
Write-down 31/12/2019		**3,949**	**3,949**		**29,871**	**8,224**	**3,608**	**211**	**3,636**	**817**	**46,367**	**50,316**
Included in the scope*		79	**79**			116			2		**118**	**197**
Allowances in the period		920	**920**		2,637	814	551	63	447	1,071	**5,583**	**6,503**
Reversals and write-offs		4	**4**			287	68	48	120	4	**527**	**531**
Write-down 31/12/2020		**4,944**	**4,944**		**32,508**	**8,867**	**4,091**	**226**	**3,965**	**1,884**	**51 541**	**56 485**
Included in the scope*										(159)	**(159)**	**(159)**
Allowances in the period		1,038	**1,038**		2,835	860	568	27	469	1,303	**6,062**	**7,100**
Reversals and write-offs		391	**391**		6	142	71	30	254	1,190	**1,693**	**2,084**
Write-down 31/12/2021		**5,591**	**5,591**		**35,337**	**9,585**	**4,588**	**223**	**4,180**	**1,838**	**55,751**	**61,342**

(*) Included in the scope: Thermacome on April 30, 2020.

Note 10 DEPRECIATION (IN THOUSANDS OF EUROS)

Depreciation periods are calculated in linear fashion, depending on expected service life.

Brands	**Not depreciated**
Customer relations	**10 years**
Software	**3,4,5 years**
Primary works	**40 years**
Wall frames and roof frames	**25 years**
Roof	**20 years**
Electricity	**20 years**

Heating and plumbing	**15 years**
Partitions and paintwork	**10 years**
Building improvements and fixtures	**3, 4, 5, 7 and 10 years**
Installations and fixtures	**2, 3, 4, 5 and 10 years**
Office and computer equipment	**2, 3, 4, 5, 6 and 10 years**
Furniture	**2, 3, 5, 8 and 10 years**

Note 11 EQUITY

The capital was set at €36,803,396 at the beginning of the financial year, divided up into 9,200,849 shares with a nominal value of €4 each.
There are no stock options. Thermador Groupe purchased 1,200 of its own shares during 2018 for a value of €62,000. On April 2021, Thermador Groupe bought 1,800 of its own shares, representing a value of €158k.

Note 12 PROVISIONS INCLUDED IN LIABILITIES (IN THOUSANDS OF EUROS)

	PROVISIONS INCLUDED IN LIABILITIES (IN THOUSANDS OF EUROS)				
	Provisions for end-of-career commitments	Total non-current provision	Current provision	Total current provision	Of which, uses
Amount at 31/12/2019	**3 724**	**3 724**	**605**	**605**	
Entries for the consolidation scope	264	**264**	22	**22**	
Allowances	573	**573**	107	**107**	
Actuarial gains	230	**230**		**0**	
Reversals	300	**300**	195	**195**	195
Amount at 31/12/2020	**4 491**	**4 491**	**539**	**539**	
IAS 19 impact at beginning of the FY	(370)	**(370)**	0	**0**	
Allowances	419	**419**	141	**141**	
Actuarial gains	(296)	**(296)**	0	**0**	
Reversals	314	**314**	78	**78**	79
Amount at 31/12/2021	**3 930**	**3 930**	**602**	**602**	

(*) Included in the scope: Thermacome on April 30, 2020.

Note 13 RECEIVABLES (IN THOUSANDS OF EUROS)

	31/12/2021	31/12/2020	31/12/2019
Trade receivables	**81,132**	72,779	63,468
Bab debt	**370**	362	463
Corporate tax	**87**	639	685
Deferred corporate tax assets	**469**	420	487
OTHER DEBT			
VAT receivables	**7,157**	4,783	5,434
Other debtors	**5,698**	5,158	6,450
Prepaid expenses	**911**	867	713
TOTAL OTHER CREDITORS	**13,766**	**10,808**	**12,597**
TOTAL RECEIVABLES	**95,824**	**85,008**	**77,700**

Note 14 DEBT (IN THOUSANDS OF EUROS)

	31/12/2021	31/12/2020	31/12/20219
Current provisions	**602**	539	606
Rental obligations of less than one year	**1,065**	1,036	1,018
Short-term loans	**2,390**	394	189
The current component of loans and debts	**13,180**	13,188	11,760
Accounts payables	**74,781**	52,760	52,254
Tax payables	**5,806**	1,336	1,983
Supplier fixed assets	**2,651**	2,623	1,510
TAX AND SOCIAL LIABILITIES			
Social liabilities	**13,060**	10,988	10,419
Deferred corporation tax on liabilities	**536**	223	384
VAT payables	**1,915**	2,114	2,392
Other tax liabilities	**899**	756	732
TOTAL FISCAL AND SOCIAL DEBT	**16,410**	**14,081**	**13,927**
Other debtors	**17,431**	15,753	14,853
TOTAL DEBT	**134,316**	**101,710**	**98,100**

Supplier debt maturity in 2021 was comparable to that of 2020.

Information on late supplier payments: Invoices received but not paid on the closing date of the financial year and whose due date has passed (table required under section 1 of article D. 441-4) in thousands of euros:

	0 day	1 to 30 days	31 to 60 days	61 to 90 days	91 days and more	Total (1 day and more)
Number of invoices						**447**
Total value of invoices concerned (inc-VAT)		681	(69)	(189)	(191)	**232**
Purchases over the financial year (ex-VAT)*	349,461					
Percentage of the financial year's T/O (ex-VAT)		0.2%	0.0%	(0.1%)	(0.1%)	**0.1%**

(*) External costs and purchases consumed.

Note 15 CHARGES PAYABLE AND ACCRUALS (IN THOUSANDS OF EUROS)

Charges payable	31/12/2021	31/12/2020	31/12/2019
Trade notes and accounts payables	29,859	18,111	19,831
Tax and social liabilities	8,659	7,117	7,421
Liabilities on customer contracts	6,275	5,727	4,401
Other liabilities	87	23	86
TOTAL	**44,880**	**30,978**	**31,739**

Accruals	30/06/2021	31/12/2020	31/12/2019
Trade receivables	101	104	511
Other receivables	1,983	1,736	1,427
TOTAL	**2,084**	**1,840**	**1,938**

Note 16 COMMITMENTS OR OPERATIONS WITH ASSOCIATED PARTIES

Associated parties concern all Board members of Thermador Groupe who are usually directors of the Group's main subsidiaries.
There is no commitment or operation with associated parties besides elements of earnings and pension commitments for 2021. The Group uses no assets belonging directly or indirectly to directors or members of their families.
Total gross earnings and benefits of all types, both direct or indirect, for each corporate representative of the Group (consolidating company and controlled companies included, according to article L233-3 L233-16 of the law on commercial companies) allocated for the financial year to members of the Board on account of their function was €1,389,000 including allocated earnings.

Commitments to executives:
The pension commitment concerns the payment of a retirement bonus authorised by the Board meeting of December 19, 2003. This bonus is calculated in the same way as that paid to a manager according to the conventions of article 5 of amendment I of the industry-wide agreement for the wholesale business. At December 31, 2021 the total of the commitment corresponding to this bonus for Board members and corporate officers was €306,000. No pension compensation was paid to executives.
There is no commitment to separation compensation for executives.

Note 17 LEGAL RISKS

To the company's knowledge, there are no other exceptional items or legal proceedings that may have or may have recently had an impact on the business, the results, the financial situation or on the company's or the Group's assets.

Note 18 SIGNIFICANT EVENTS OCCURRING AFTER THE CLOSURE OF THE ACCOUNTS

The health crisis continues relatively unchanged compared at 2021. We have no plans to change our strategy in 2022.
On the other hand, the exceptional rise in the cost of containers from China and the very substantial price increases announced by some of our suppliers will continue in 2022. We will therefore keep a close eye on sales prices. Substantial inflation in 2021 will continue into 2022. Our payroll will increase as a result of salary increases and growth in headcount.

Note 19 RISK ASSESSMENT (SEE CHAPTER 4)

The company performed a review of risks that could have an unfavourable effect on its business, financial position and results, and considers that there are no other significant risks apart from those presented below. The nature of the main risks did not change in 2021, with the exception of a legal risk. The management and assessment methods put in place within the group have proved to be effective to date.

· Interest rate risk:
Between 2017 and 2020, we took out eight 5-year fixed-rate loans with CM CIC and Société Générale banks. Early repayment is possible without penalty. We are therefore not exposed to a rate risk.

· Liquidity risk:
The company carried out a specific review of its liquidity risks. It believes that it can meet its future commitments. The situation on December 31, 20201 was positive (cash-flow statement, page 129). The Group benefits from unused short-term cash facilities. None of the outstanding bank loans contain covenants or guarantees. The Group has not benefited from any state-guaranteed loans as part of the government measures addressing the pandemic. We are not exposed to any risk of early repayment or interest rate revisions.

· Investment risk:
Any spare cash is placed on long-term accounts, at zero risk.

· Foreign exchange rate risk:
The Group's sales are denominated in euros in France and abroad. Around 34% of our purchasing – primarily from China – is paid for in US dollars.

This exposes us to the volatility of the Euro/Dollar exchange rate.

Currency fluctuations against the Euro (mainly the US dollar) can increase the purchase price of our goods and thus deteriorate the Group's results. The effective purchase price is incorporated into our cost prices and is reflected in our selling prices as far as possible.

Mathematically, a 10% variation in the US dollar rate would have a €12m impact on our commercial margin.

Since January 1, 2018, Thermador Groupe has had centralised dollar cash management to cover the needs of all its subsidiaries. This ability to keep ahead of the exchange rate gives those subsidiaries greater visibility in terms of selling price, and better control over their margins.

· Raw material price fluctuations:
It is our manufacturer-suppliers who manage the raw material purchase costs in their products. In case of major price variations of certain raw materials (copper, steel, etc.) there may be a purchase price impact for us, which we seek to pass on as far as possible in our sale price. There are many different scenarios depending on the supplier and the product, which make any precise calculation impossible; making it more to do with our management of cost prices and margins.

This has been a day-to-day practice within our business from the outset, and we feel that we manage these problems with minimum risk for our shareholders. Our results are proof of that...

· Brexit risk:
We insist on the fact that our Group's business in the United Kingdom is non-significant. There were no incidents or risks associated with the introduction of Brexit on January 1, 2021.

· Legal risks:
Over the past twelve months, there has been no governmental, judicial, arbitration or administrative procedure (including any procedure of which we may have knowledge, any that may be subject to suspension or any that represents a potential threat) which could have or would recently have had significant effects on the Group's financial situation or profitability. On April 3,

2017, Thermador Groupe and its subsidiaries Aello and Jetly were taken before the commercial tribunal of Rennes by the companies Diffusion Equipements Loisirs – D.E.L. and Multifija on the grounds of unfair competition and parasitism on the market for swimming pool equipment and accessories. We deplore this legal action and reject these charges in their entirety.
On June 26, 2018 our lawyer presented our plea before the Court of Appeal against the decision of the Rennes commercial tribunal handed down on March 20, 2018 rejecting our application for lack of jurisdiction raised in the Court of Arbitration. The deliberation of the Court of Appeal dated October 2, 2018 ended with our application being rejected. Following our appeal to the Supreme Court, we obtained a favourable ruling which overturned this decision of the Court of Appeal in December 2019. In February 2020, we represented our conclusions of lack of jurisdiction before the Court of Appeal and our lawyer pleaded in July 2020.

Following the October 2019 hearing before the Commercial Court of Rennes in the unfair competition lawsuit, the latter ordered the case to be struck off the register for lack of diligence on the part of the plaintiffs, D.E.L. and Multifija. This case was reinstated at the initiative of DEL and Multifija on May 21, 2021. At the hearing of June 22, 2021, a stay of proceedings was requested pending the forthcoming ruling of the Court of Cassation, which the Commercial Court of Rennes granted on September 23, 2021. On January 26, 2022 the Court of Cassation handed down its decision: the unfair competition case will be dealt with before the Arbitral Tribunal. It is now left to the initiative of the claimants to refer the case to the Arbitral Tribunal.

We remain confident as to the results of these procedures. No provision was entered on December 31, 20201 because to date we have no obligation to do so, and it cannot be estimated in any reliable way.

· Pandemic risk:

Thermador Groupe has stood up very well to Covid-19 pandemic.
Our devolved organisation, consisting of small structures, enables us to take health safety measures extremely quickly and to react close to the realities on the ground.
3/4 of our workforce can work remotely. The remaining 1/4, our logistics teams, showed their resilience and commitment in 2020 and 2021.
Our suppliers are spread around the world and our stocks are traditionally high, which protects us from shortages. In addition, our long-standing relationships and regularity of settlement make us a priority customer from the outset.
Each subsidiary monitors its receivables and communicates payment incidents in real time.
Our very solid financial structure is reassuring for our bankers.
Our prompt and effective communication with our shareholders is reassuring for all stakeholders.

5 NOTES ON THE PROFIT AND LOSS ACCOUNT

Note 20 EXPLANATION CONCERNING 2021 TURNOVER

Turnover is made up primarily of sales of merchandise which are accounted for upon delivery. Note 24 gives a breakdown of turnover per subsidiary. Distribution of turnover by geographical area: France €406,968,000 - Export: €79,532,000 of which Syveco for €29,520,000 - Sodeco Valves for €19,427,000 and Rousseau SA (Spain) €10,376,000.

In thousands of euros	2021	2021 constant scope	2020	Change 2021/2020	Change 2021 at constant consolidation scope / Change 2020
Turnover (IFRS 15)	486,500	478,957	395,500	23.0%	21.1%

To constant scope 2021 turnover was €478,957,000 compared to constant scope 2020 turnover of €395,500,000. 2021 turnover includes that of Thermacome, acquired on April 30,2020.

IFRS 15

The IFRS 15 standard, applied for the first time on January 1, 2018, only concerns the reclassification of advertising spending.

· Revenue recognition

The Group's turnover is primarily made up of sales of finished products. It is recorded net of discounts and rebates granted to customers, costs incurred through commercial agreements, costs of referencing or occasional promotional activities invoiced by distributors. Recognition of turnover pertains to the moment of delivery. Our Group is not subject to other performance obligations linked to additional services (installation and/or maintenance of merchandise, etc.).

Concerning warrantees, our Group only complies with legal warrantees. The impacts of these warrantees in respect of IFRS 15 are insignificant and therefore are not reprocessed.

· Advertising spending

Advertising spends having given rise to reclassification according to IFRS 15 reflect discounts or payments for separate services to our distributor customers, the amount of which is calculated as a percentage of turnover. These advertising spends were accounted for as external charges. This reclassification has no impact on the result. In the absence of an impact on equity at the start of the financial period, Thermador Groupe applied the so-called 'simplified' retrospective transition method on January 1, 2018. The table below details financial aggregates as they would have been if IAS 11 and IAS 18 had been applied for that financial year:

In thousands of euros	31/12/2021	31/12/2020	31/12/2019
Turnover according to IAS 11 & IAS 18	493,461	400,241	373,343
IFRS 15 impact	(6,961)	(4,741)	(4,507)
Net turnover after IFRS 15	**486,500**	**395,500**	**368,836**
External charges before IFRS 15	(45,185)	(38,430)	(37,887)
IFRS 15 impact	6,961	4,741	4,507
External charges after IFRS 15	**(38,224)**	**(33,689)**	**(33,380)**

Note 21 EXPLANATION OF OPERATING PROFIT AND NET RESULT FOR FY 2021

In thousands of euros	2021	2021 constant scope	2020	Variation 2021/2020	Variation 2021 constant scope / Variation 2020
Operating profit from ordinary business	73,201	72,621	51,411	42.4%	41.3%
Portion of net profit allocated to the group	52,899	52,482	36,180	46.2%	45.1%

To constant scope 2021 operating profit was €72,621,000 compared to an operating profit to constant scope for 2020 of €51,411,000. Again to constant scope net profit for 2021 is €52,482,000 compared to €36,180,000 for 2020. The operating profit and profit as a net portion of the Group at December 31, 2021 includes the profit generated by Thermacome, a company purchased on April 30, 2020.

Note 22 PERSONNEL CHARGES

Personnel charges include the total salary cost of employees of the Group. These charges evolve in particular according to the number of employees, the average level of earnings and the operating result performance of our subsidiaries, which determines the level of variable earnings.

In thousands of euros	31/12/2021	31/12/2020	31/12/2019*
Staff earnings	37,126	33,264	31,039
Social security charges	15,531	13,422	11,828
Social security charges	**52,657**	**46,686**	**42,867**

*Excluding Distrilabo in 2019.

DISTRIBUTION BY FUNCTION	31/12/2021			31/12/2020			31/12/2019*		
	Total	Women	Men	Total	Women	Men	Total	Women	Men
General management, sales, administrative and purchasing	59	23	36	64	22	42	54	19	35
Itinerant sales staff	139	9	130	135	8	127	119	7	112
Office-based technical sales representative	155	81	74	156	84	72	130	76	54
Purchasing-Marketing	91	46	45	59	31	28	49	24	25
Administrative personnel	100	77	23	88	63	25	87	65	22
Warehouses staff	168	17	151	166	22	144	160	20	140
TOTAL	**712**	**253**	**459**	**668**	**230**	**438**	**599**	**211**	**388**

*Excluding Distrilabo in 2019.

DISTRIBUTION BY STATUS	31/12/2021			31/12/2020	31/12/2019*
	Total	Women	Men	Total	Total
Manager	221	50	171	213	184
Supervisor	53	14	39	64	48
Employee / shopfloor worker	438	189	249	391	367
TOTAL	**712**	**253**	**459**	**668**	**599**

*Excluding Distrilabo in 2019.

Note 23 STATUTORY AUDITORS' FEES

	MAZARS			CABINET ROYET			OTHER CABINETS			TOTAL		
	In thousands of euros			In thousands of euros			In thousands of euros			In thousands of euros		
	2021	2020	2019	2021	2020	2019	2021	2020	2019	2021	2020	2019
FEES FOR CERTIFICATION OF ACCOUNTS												
Issuer	34	33	32	34	33	32	None	None	None	68	66	64
Globally integrated subsidiaries	40	40	48	66	58	48	131	142	115	237	240	211
NON-AUDIT SERVICE (NAS*)												
NAS required by the legal texts - Issuer	5	5	4	5	5	4	None	None	None	10	10	8
NAS required by the legal texts - Globally integrated subsidiaries	5	8	3	5	5	2		2	20	10	15	25
Other NASs - Issuer	None	None	None	None	None	None	None	None	None	None	None	None
Other NASs - Globally integrated subsidiaries	None	None	None	None	None	None	None	None	None	None	None	None
Total Statutory Auditors fees	84	86	87	110	101	86	131	144	135	325	331	308

NAS = Non-Audit Services: examination of regulated conventions, management report review, annual financial report review.

6 SECTOR-BASED INFORMATION (IN THOUSANDS OF EUROS)

Note 24 CASH GENERATING UNITS ARE DEFINED ACCORDING TO BUSINESS SECTOR CRITERIA.

Given the Group's organisation and the distribution of their different professions, Cash Generating Units appointed by the Group are made up of the legal entities Jetly, Sferaco including Groupe Valfit (since December 31, 2017), Thermador, Dipra and Edouard Rousseau (since December 31, 2018), Isocel, PBtub, Sectoriel including Nuair France since July 1, 2015, Syveco, Axelair, Mecafer (since July 1, 2015) including Domac since March 1, 2017, Aello, Sodeco Valves, FGinox, Distrilabo (acquired on December 31, 2019), Thermacome (acquired on April 31, 2020) and a separate business unit made up of Thely, Opaline and Thermador Groupe.

Profit and loss account:		2021				2020			
		Sales according to IFRS 15	Profit before tax	Depreciation and amortisation	Allocation net of provision reversals	Sales according to IFRS 15	Profit before tax	Depreciation and amortisation	Allocation net of provision reversals
MECAFER DOMAC [1]	Heavy tooling for DIY stores	36,349	2,816	(138)	(62)	34,211	2,702	(138)	(194)
DIPRA / ROUSSEAU [5]	Pumps, technical plumbing accessories and taps	70,351	3,318	(766)	44	62,316	3,158	(737)	(299)
ISOCEL	Supply of components to OEM	8,630	1,486	(24)	5	6,230	825	(21)	(40)
AELLO	Equipment for swimming pools	19,367	2,056	(77)	(18)	12,519	954	(27)	(19)
JETLY	Pumps	55,688	13,129	(176)	107	49,996	11,156	(170)	(15)
THERMADOR	Central heating and domestic water accessories	76,164	19,391	(172)	74	49,003	10,431	(179)	22
PBTUB	Heating - cooling surfaces and piping systems	27,013	3,033	(151)	18	22,158	1,683	(160)	(52)
THERMACOME [7]		22,026	1,235	(130)	(28)	11,905	632	(92)	64
AXELAIR	Ventilation equipment and accessories	6,119	(152)	(26)	(36)	5,978	(24)	(11)	(7)
SFERACO [4]	Valves, meters and connectors	66,836	13,887	(347)	(197)	53,431	10,096	(330)	(113)
SECTORIEL	Motorised valves and air compressors	26,401	4,625	(195)	(26)	21,924	3,469	(220)	17
DISTRILABO [6]	Measure and control	6,068	679	(199)	25	5,052	137	(210)	8
FGINOX [3]	Stainless steel connectors, flanges, valves and accessories	16,212	2,035	(92)	(18)	14,491	1,649	(90)	24
SYVECO	International	29,520	4,831	(66)	27	25,378	3,460	(63)	34
SODECO VALVES [2]	Industrial valves	19,427	1,043	(191)	(102)	20,607	965	(205)	(38)
OTHER STRUCTURES		329	25,024	(3,048)	(27)	301	22,268	(2,780)	(56)
ELIMINATIONS			(25,454)				(22,542)		
TOTAL		486,500	72,982	(5 798)	(214)	395,500	51,019	(5,433)	(664)

Bilan :		2021									2020								
		Assets	Goodwill on consolidation	Including tangible investments	Including stock	Including accounts receivables	Debt and provisions	Including accounts payables	Incl. equipment supply accounts payables	Investments	Assets	Goodwill on consolidation	Including tangible investments	Including stock	Including accounts receivables	Debt and provisions	Including accounts payables	Incl. equipment supply accounts payables	Investments
MECAFER / DOMAC [1]	Heavy tooling for DIY stores	27,821	15,658	1,790	13,550	7,585	11,188	5,440		181	24,664	15,658	2,122	7,090	6,907	9,578	4,215		68
DIPRA / ROUSSEAU [5]	Pumps, technical plumbing accessories and taps	64,410	1,459	5,737	39,401	18,346	35,715	15,502		280	45,927	1,459	5,358	19,399	16,709	17,904	10,074		885
ISOCEL	Supply of components to OEM	5,484	76	89	1,769	1,549	2,286	1,702		47	3,866	76	65	1,231	1,101	1,247	936		19
AELLO	Equipment for swimming pools	8,214		759	6,487	822	4,286	1,143		748	4,273		265	3,401	535	1,858	981		175
JETLY	Pumps	33,396	1,646	489	14,874	8,000	11,522	6,844		31	30,422	1,646	516	13,561	8,072	10,575	6,140		115
THERMADOR	Central heating and domestic water accessories	49,831	2,546	397	19,963	13,799	23,907	15,156	3	80	32,210	2,546	498	14,821	9,043	12,857	8,282	14	67
PBTUB	Heating - cooling surfaces and piping systems	16,647	313	816	7 686	3,274	5,208	2,491		183	15,163	313	855	7,854	3,255	4,995	2,749		389
THERMACOME [7]		8,311	3,031	124	2,901	2,933	4,691	2,021		16	7,761	3,031	163	1,784	2,910	4,914	2,224		2
AXELAIR	Ventilation equipment and accessories	5,807	819	342	3,424	1,031	5,150	1,179	18	290	4,005	819	48	2,246	775	3,208	893	2	32
SFERACO [4]	Valves, meters and connectors	60,795	6,484	1,106	40,252	12,159	22,998	15,870		204	50,843	6,484	1,247	30,920	11,193	18,669	10,408		237
SECTORIEL	Motorised valves and air compressors	18,985	1,974	626	7,597	6,103	5,132	2,978	16	179	16,638	1,974	646	5,996	5,336	4,230	2,682		246
FGINOX [3]	Stainless steel connectors, flanges, valves and accessories	14,268	15,930	1,821	6,581	2,751	4,273	2,665	401	853	11,348	15,930	413	4,623	2,799	2,365	1,450		128
SYVECO	International	14,051	31	192	344	3,501	5,201	3,902	10	26	11,811	31	231	269	3,150	4,102	3,232		80
SODECO VALVES [2]	Industrial valves	14,087	3,862	2,957	4,670	3,896	4,236	1,948		136	13,490	3,862	3,028	5,225	4,513	4,494	1,675		125
DISTRILABO [6]	Measure and control	3,802	2,488	373	1,719	1,116	1,725	904		38	2,738	2,488	492	1,121	1,119	1,259	517		32
OTHER STRUCTURES		174,981		57,385		837	71,163	776	2,203	8,929	176,185		51,175		634	45,738	628	2,610	8,145
ELIMINATIONS		(84,383)				(6,200)	(60,810)	(5,740)			(72,119)				(4,910)	(10,351)	(4,326)	(3)	(135)
TOTAL		436,507	56,317	75,003	171,218	81,502	157,871	74,781	2,651	12,221	379,225	56,317	67,122	119,541	73,141	137,642	52,760	2,623	10,610

(1) With the acquisition of Domac on March 1, 2017. (2) With the acquisition of Sodeco Valves on September 1, 2017. (3) With the acquisition of FGinox on October 1, 2017.
(4) With the acquisition of Groupe Valfit on December 31, 2017. (5) With the acquisition of Ets Edouard Rousseau (formerly called Sanidom) on December 31, 2018.
(6) With the acquisition of Distrilabo on December 31, 2019. (7) With the acquisition of Thermacome on April 31, 2020.

6.4 Statutory auditors' report on the consolidated financial statements

For the year ended December 31, 2021
To the Annual General Meeting of THERMADOR GROUPE.

OPINION

In compliance with the task entrusted to us by your Annual General Meeting, we have audited the accompanying consolidated financial statements of Thermador Groupe for the year ended December 31, 2021.

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 December 31, 2021 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 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 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 mission in compliance with independence rules provided for in the French Commercial Code (code de commerce) and in the French Code of Ethics (code de déontologie) for statutory auditors for the period from January 1, 2021 to the date of issue of our report, and specifically we did not provide any prohibited non-audit services referred to in Article 5(1) of Regulation (EU) N° 537/2014.

OBSERVATION

Without putting the opinion expressed above in question, we draw your attention to the following point set out in Note II to the consolidated financial statement annex, which addresses the impact on the consolidated financial statements of the change in accounting policy related to the application of the IFRS Interpretations Committee's decision on the allocation of profit to periods of service (IAS19) published in the IFRIC, applicable from January 1, 2021.

JUSTIFICATION OF ASSESSMENTS - KEY AUDIT MATTERS

Due to the global crisis related to the Covid-19 pandemic, the financial statements of this period have been prepared and audited under specific conditions. Indeed, this crisis and the exceptional measures taken in the context of the state of sanitary emergency have had numerous consequences for companies, particularly on their operations and their financing, and have led to greater uncertainties on their future prospects. Those measures, such as travel restrictions and remote working, have also had an impact on the companies' internal organisation and the performance of the audits.

It is this complex and evolving context that, in accordance with the requirements of Articles L.823-9 and R.823-7 of the French Commercial Code (code de commerce) relating to the justification of our assessments, we 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.

Assessment of goodwill

Identified risk

During its development, the Group made several acquisitions and recognized significant amounts of goodwill.

These goodwill correspond to the difference between the price paid and the fair value of the assets and liabilities acquired in the context of external growth operations. They are described in notes 1 and 2 as the synergies expected from the integration of new activities and the economies of scale generated by the pooling of resources. The goodwill has been allocated to cash-generating units (CGU) representing by each acquired company.

The allocation of the price paid given the identified assets and liabilities was made by the management.

The management shall ensure at each closing, or more frequently in the case of a loss of value index, that the net book value of goodwill is not greater than the recoverable amount. Any unfavorable evolution of the expected returns from activities linked to the allocated goodwill, because of internal or external factors, has a significant impact on the recoverable amount of goodwill which needs to be impaired. Such an evolution implies a new estimation of the assumptions made for the determination of the goodwill.

The terms of the impairment test implemented and the details of the assumptions selected are described in Note 2 of the consolidated financial statements.

The recoverable amount of goodwill is the highest value between its fair value and its utility value. The determination of this utility value incorporates a significant portion of management's estimation and assumptions as it is based on the foreseeable future net cash flows of each CGU over a five-year period and the discount rate applied. A variation of these assumptions may change the recoverable amount of goodwill.

So we considered the valuation and the allocation of goodwill as a key audit matter because of the necessary level of management judgement to conduct these value-loss tests.

Audit procedures implemented in the face of identified risks

We examined the conformity of the methodology applied by the company to the current accounting standards.

We also carried out a critical review of how to implement this methodology. As such, our work has consisted in:

- assessing the appropriateness of the hypotheses and terms retained to evaluate assets and liabilities acquired in view of the accounting standards concerned;

- analysing the completeness of the elements composing the carrying value of CGUs;
- examining the modalities to calculate the utility value obtained from the projections of cash flows, in particular:
    - assessing the reasonableness of these projections in relation to the economic and financial context of the businesses and the reliability of the estimation process means examining the causes of the differences between the forecasts and the achievements;
    - assessing the coherence of these cash-flow projections with the latest management estimates as presented in the context of the budget processes;
- assessing the coherence of the growth rate selected for the projected flows with market analyses and the consensus of the main actors;
- verifying the calculation of the discount rate applied to the estimated cash-flow of the activities by ensuring that the different discount parameters composing the weighted average cost of the capital of the CGU allow to approach the rate of the CGU are close to the rates currently required by market players;
- checking the arithmetic accuracy of the utility value sensitivity analysis performed by management concerning variations to the key assumptions.

Inventory assessment

Identified risks

The inventory of goods appears on the consolidated balance sheet as at December 31, 2021 for a net amount of €171.2m and represents one of the most important items of the consolidated balance sheet.

As indicated in note 4 to the consolidated accounts, they are recorded using the weighted average cost method and a provision for depreciation is applied when the inventory value is less than the carrying value.

The inventory value is determined, reference by reference, depending on the turnover, based on the quantities in stock and the past sales, the probability of flow, and, where applicable, the current going price for scrap metal. The depreciation rates retained are tailored to suit each situation.

In this context, we have considered this subject to be a key audit matter because any provisions resulting therefrom are inherently dependent on assumptions, estimates or appraisals made by the Group's management.

Audit procedures implemented in the face of identified risks

Our work has been to assess the data and assumptions retained by management to determine the inventory value and identify the items that must be accounted for at this value.

We have in particular:

- taken stock of the internal control procedures established to identify the items to be depreciated;
- tested the effectiveness of key controls related to these procedures;
- compared the cost of items in stock with the net selling price used, by sampling, to confirm the amount of depreciation found in the consolidated accounts;
- identified, from a computer query, the slow-rotating items and verified their correct valuation to the inventory value when it is less than their weighted average unit cost, or validated the consistency of the absence of depreciation by interviews with the management.

SPECIFIC VERIFICATION

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.

We attest that the consolidated non-financial statement required by Article L. 225-102-1 of the French Commercial Code (Code de commerce) is included in the group's management report, it being specified that, in accordance with article L. 823-10 of this Code, we have verified neither the fair presentation nor the consistency with the consolidated financial statements of the information contained therein. This information should be reported on by an independent third party.

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 the statutory auditor relating to the annual and consolidated financial statements presented in the European single electronic format, that the presentation of the consolidated financial statements intended to be included in the annual financial report mentioned in article L451-1-2, 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 the European Delegated Regulation No 2019/815 of 17 December 2018. As it relates to consolidated financial statements, our work includes verifying that the tagging of these consolidated financial statements complies with the format defined in the above delegated regulation.

Based on the work we have performed, we conclude that the presentation 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 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 Thermador Groupe by:

- the Annual General Meeting held on October 2, 1986 for Mazars;
- the Annual General Meeting held on April 4, 2005, and took up the role of deputy auditor to Royet, who took up their role as lead auditor on April 17, 2015 further to SSEC standing down.

As at December 31, 2021, Mazars is in the 35th year of total uninterrupted engagement, which is the 34rd year since securities of the Company were admitted to trading on a regulated market. Cabinet Royet is in the 17th year of engagement, and the 7th as lead auditor.

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, information required of it as a 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 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 and obtain reasonable assurance as to 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.823-10-1 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 internal control.
- Assesses 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 are inadequate, to modify the opinion expressed therein.
- Assesses 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 businesses 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 AUDIT COMMITTEE

We submit a report to the Audit Committee which includes in particular a description of the scope of the audit and the audit schedule 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 judgement, 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 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.822-10 to L.822-14 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 Audit Committee the risks that may reasonably be thought to bear on our independence, and the related safeguards.

Lyon and Saint-Etienne, February 21, 2022.

CABINET ROYET	MAZARS
Serge Guillot	Frédéric Maurel

7. COMPANY ACCOUNTS AND LEGAL INFORMATION REGARDING THE PARENT COMPANY

7.1 Company accounts

7.1.1 Business report Thermador Groupe

Thermador Group's, managed by Guillaume Robin, defines and implements the group's development strategy and, in collaboration with the managers of the different subsidiaries, ensures coordination of business activities. Furthermore, Thermador Groupe provides centralised management of the Group's cash, shared IT services and ensures harmonised rules are applied throughout subsidiaries on accounting, legal and fiscal issues.

In 2021 Thermador Groupe's resources totalled €51,426,000 broken down as follows:

1 Profits paid into Thermador Groupe by the subsidiaries €25,454,000.

For a number of years now, we have practised the policy of allocating equity capital to the subsidiaries to a degree that is compatible with their funding requirements.

Thus, a portion of each subsidiary's results is put into reserve.

Also, we would remind you that the dividends paid to Thermador Groupe in 2021 were those taken from the subsidiaries' 2020 results.

2 Financial earnings from loans to the subsidiaries for reasons of cash balance and current account advances €4,000.

3 Investment earnings from the Group's superfluous cash €2,000.

4 Lease management rents €6,631,000.

Reminder: Thermador Groupe, the parent company, was created in 1986 in preparation for it being floated on the stock exchange in 1987. The legal restructuring of the Group at the time transferred the business of the existing subsidiaries (Jetly, Sferaco and Thermador) to Thermador Groupe which, through a lease management contract, leases these businesses to the same three subsidiaries. However, all the other subsidiaries own their businesses and do not make such payments to Thermador Groupe.

The rents paid in 2021 by Jetly, Sferaco and Thermador, were as follows:

- **€3,995,000** for the intangible component of the funds, which is a percentage of turnover (1.7% for Sferaco, 2.3% for Thermador and 2.5% for Jetly).
- **€1,000** for equipment rented, equal to 10% of the net value of the equipment concerned.
- **€2,636,000** of rent for the offices and warehouses, with 8,800m² for Thermador, 14,550m² for Sferaco and 11,419m² for Jetly.

5 Detachment of personnel or service-providers €116,000.

Each subsidiary is invoiced at cost, calculated according to the estimated amount of time spent.

6 Roll-out of shared IT system €1,103,000.

In 2001, we introduced an ERP tool within the Group for commercial management and accounting and finance.

Thermador Groupe bought the necessary hardware and software and wrote the purchases down. Each subsidiary is invoiced at cost for use of the system, based on the number of users.

7 Centralised management of insurance €563,000.

Each subsidiary is invoiced at cost, calculated according to each company's capital and risk.

8 One-off payment for assistance and consulting to subsidiaries €1,220,000.

Fees range from €6,000-€173,000 depending on the size of the subsidiary, to cover the cost of assistance and consulting on legal, accounting, fiscal and IT issues.

In 2021 the main items of expenditure for Thermador Groupe were as follows:

1 Rent of €2,636,000 of which €25,000 for Thermador Groupe's own offices and €2,611,000 invoiced to Jetly, Sferaco and Thermador as part of the lease management arrangement.

2 Wages and salary cost €2,065,000.

3 Depreciation expenses €484,000.
(mainly for IT hardware and software).

4 Net exchange rate variation for €176,000.
Resulting from the introduction of centralised cash management in dollars as of January 1, 2018

5 Other costs totalling €2,784,000.

6 Extraordinary charges of €275,000 corresponds to the payment in shares for Aello and Axelair employees.

7 Current tax charge of €1,264,000 calculated according to Thermador Groupe's result and the relevant proportion of SCI Thely's results.

8 Significant post-closing events.
No significant change has occurred since the end of the financial year.

In 2021 Thermador Groupe, the listed parent company, reported net profit of €25,494,000.
We propose a dividend of €2 per share, i.e. €18,402,000, with €7,092,000 being put into our reserves.

7.1.2 Profit and loss account of Thermador Groupe from January 1, 2021 to December 31, 2021

Values in thousands of euros.

	2021	2020	2019
OPERATING PROFITS			
Business lease payments	**2,636**	2,671	2,576
Other business lease payments	**3,995**	3,086	3,077
Payment for services	**2,440**	1,908	1,650
Reversals of provisions and expense transfers	**733**	618	508
Other revenues			
TOTAL OPERATING PROFITS	**9,804**	**8,283**	**7,811**
OPERATING EXPENSES			
Business lease payments recharged	**2,636**	2,671	2,576
Other purchases and external charges excluding business lease payments	**2,528**	2,191	2,036
Taxes other than corporation tax	**124**	138	198
Wages and salaries	**1,448**	1,161	1,042
Social security charges	**617**	510	420
Depreciation and amortisation	**484**	420	305
Increase of provisions	**0**	72	29
Other operating expenses	**132**	119	108
TOTAL OPERATING EXPENSES	**7,969**	**7,282**	**6,714**
OPERATING PROFIT	**1,835**	**1,001**	**1,097**
FINANCIAL PROFITS			
Dividends from investments (1)	**25,454**	22,534	19,848
Interests on intercompany loans	**4**	12	29
Net earnings from sales of investment securities			0
Financial income from investments	**73**	2	12
Reversals of provisions and expense transfers			9
Positive exchange rate variations	**16,092**	3,422	3,020
TOTAL FINANCIAL PROFITS	**41,623**	**25,970**	**22,918**
FINANCIAL EXPENSES			
Amortisation and provisions for financial assets			
Net interest payable (2)	**154**	203	200
Negative exchange rate variations	**16,268**	3,505	3,056
TOTAL FINANCIAL EXPENSES	**16,422**	**3,708**	**3,256**
NET INTEREST (PAYABLE)	**25,201**	**22,262**	**19,662**
PROFIT ON ORDINARY ACTIVITIES BEFORE TAX	**27,036**	**23,263**	**20,759**
TOTAL EXTRAORDINARY INCOME	**(278)**		**(2)**
CURRENT TAX CHARGE	**1,264**	**1,122**	**1,203**
NET PROFIT	**25,494**	**22,141**	**19,554**
(1) Of which income from associated companies.	**25,458**	22,546	19,885
(2) Of which interest from associated companies.	**8**	13	32

7.1.3 Balance sheet at December 31, 2021

Values in thousands of euros.

Assets	31/12/2021			31/12/2020	31/12/2019
	Gross	Depreciations provisions	Net	Net	Net
FIXED ASSETS					
Intangible assets:					
- Business goodwill	5,717		5,717	5,717	5,717
- Other intangible assets	4,590	3,031	1,559	1,373	1,151
Tangible assets:					
- Technical facilities, industrial equipment and tooling				0	0
- Other tangible assets	1,300	938	362	468	406
Financial assets:					
- Investments	122,028		122,028	122,037	115,031
- Intercompany receivables	21,292		21,292	17,770	16,723
- Other financial assets	1		1	1	1
TOTAL FIXED ASSETS	**154,928**	**3,969**	**150,959**	**147,366**	**139,029**
CURRENT ASSETS					
Receivables:					
- Trade notes and accounts receivables	1		1	5	
- Other receivables	18,405		18,405	2,685	5,369
Investment securities	221		221	62	62
Cash and cash equivalent	18,273		18,273	3,335	1,941
Accrual accounts:			0		
- Prepaid expenses	134		134	124	106
TOTAL CURRENT ASSETS	**37,034**	**0**	**37,034**	**6,211**	**7,478**
OVERALL TOTAL	**191,962**	**3,969**	**187,993**	**153,577**	**146,507**

Liabilities	31/12/2021 Net	31/12/2020 Net	31/12/2019 Net
SHAREHOLDERS' EQUITY			
Capital	36,803	36,803	36,439
Issue premium	23,028	23,028	20,541
Reserves:			
- Legal reserve	3,680	3,644	3,644
- Other	30,793	25,432	22,273
Result for the financial year (profit)	25,494	22,141	19,554
TOTAL SHAREHOLDERS' EQUITY	**119,798**	**111,048**	**102,451**
PROVISIONS FOR LIABILITES AND CHARGES			
Provisions for charges	522	280	208
TOTAL PROVISIONS FOR CHARGES	**522**	**280**	**208**
LIABILITIES			
Bank borrowings	33,995	40,689	42,144
Trade notes and accounts payables	361	298	398
Tax and social liabilities	1,307	960	1,102
Debt on fixed assets and related accounts	9	120	43
Other liabilities	32,001	182	161
TOTAL LIABILITIES	**67,673**	**42,249**	**43,848**
OVERALL TOTAL None	**187,993**	**153,577**	**146,507**

LIST OF SUBSIDIARIES (IN THOUSANDS OF EUROS)	SFERACO S.A.S.	THERMADOR S.A.S.	JETLY S.A.S.	DIPRA S.A.S.	PBTUB S.A.S.	THERMACOME S.A.S.	ISOCEL S.A.S.	SECTORIEL S.A.S.	THELY S.C.I.	SYVECO S.A.S.	OPALINE S.A.S.	AXELAIR S.A.	MECAFER S.A.S.	AELLO S.A.S	FGINOX S.A.S.	DECO HOLDING S.P.R.L.	ETS E. ROUSSEAU S.A.S.	DISTRILABO S.A.S.
Share capital at 31/12/2021	3,200	3,200	3,200	960	960	1,466	160	780	3,100	1,000	80	1,000	540	2,000	490	2,703	2,096	500
Premium, reserves and retained earnings	25,124	9,753	10,037	7,452	8,223	1,172	1,919	9,629	27,729	4,271	228	-203	12,172	414	7,995	5,492	10,271	979
Percentage of share capital held at 31/12/2021	100	100	100	97,99	100	100	100	100	100	100	100	100	100	100	100	100	100	100
Book value of holdings: gross	3,049.0	3,049.0	3,049.0	2,445.2	896.3	7,000.0	152.4	3,254.9	8,670.1	1,000.0	80.0	2,999.9	24,300.0	2,000.0	22,881.5	10,000	22,000	5,200
net	3,049.0	3,049.0	3,049.0	2,445.2	896.3	7,000.0	152.4	3,254.9	8,670.1	1,000.0	80.0	2,999.9	24,300.0	2,000.0	22,881.5	10,000	22,000	5,200
Outstanding loans and advances granted by the company	None	None	None	6,469	None	None	None	None	22,108	None	None	316	None	2,102	None	None	5,576	None
Guarantees and endorsements granted by the company	None	None	None	None	None	None	None	None	None	None	None	None	None	None	None	None	None	None
Turnover ex-VAT of the last year ended	82,521	79,280	56,637	26,443	28,285	22,175	8,655	30,090	5,781	29,523	1,768	6,287	29,130	19,712	16,527	1,078	39,082	6,157
Profit of the last year ended	9,375	12,948	8,637	33	2,244	982	1,117	3,434	2,064	3,579	97	-142	1,704	1,513	1,503	734	2,171	598
2019 profit received by the parent company in 2020	3,850.0	6,400.0	6,700.0	None	990.0	209.4	540.0	1,998.8	None	2,437.5	40.0	None	540.0	None	490.0	None	1,257.9	None
Year end	31/12	31/12	31/12	31/12	31/12	31/12	31/12	31/12	31/12	31/12	31/12	31/12	31/12	31/12	31/12	31/12	31/12	31/12

7.1.4 Thermador Groupe corporate accounts

Values in thousands of euros at December 31, 2021.

Table of past five financial years	31/12/2021 12 months	31/12/2020 12 months	31/12/2019 12 months	31/12/2018 12 months	31/12/2017 12 months
SHARE CAPITAL AT YEAR-END					
Share capital (in thousands of euros)	36,803	36,803	36,439	36,439	36,439
Number of ordinary shares	9,200,849	9,200,849	9,109,752	9,109,752	4,554,876
INCOME AT YEAR END (IN THOUSANDS OF EUROS)					
Profits excluding tax (operating and financing)	50,693	33,635	30,221	27,407	21,548
Income before tax, depreciation, amortisation and provisions and reversals of provisions	27,483	23,755	21,081	18,919	16,618
Current tax charge	1,264	1,122	1,202	1,027	547
Profit after tax, depreciation and amortisation	25,494	22,141	19,554	17,591	15,841
Dividends	18,402	16,746	16,398	15,942	15,487
NET EARNINGS PER SHARE (IN EUROS)					
Profit after tax and before depreciation and provisions	2.85	2.46	2.18	1.96	3.53
Profit after tax, depreciation and provisions	2.77	2.41	2.15	1.93	3.48
Net dividends payable per share	2.00*	1.82	1.80	1.75	3.40
EMPLOYEES					
Average number of employees during the year	15	10	9	7	5
Wages and salaries of the year (in thousands of euros)	1,448	1,161	1,042	927	712
Social charges paid during the year (in thousands of euros)	617	510	420	380	300

* Dividend proposed at the AGM of 04/04/2022

Statement of changes in financial position (in thousands of euros)	31/12/2021	31/12/2020	31/12/2019
RESOURCES			
Profit of the year	25,494	22,141	19,554
Depreciation and amortisation	484	417	305
Allowances and reversals of provisions	241	72	29
Net merger surplus	(71)		
Eliminations of gain or losses on disposal	2		
CASH FLOW FROM OPERATIONS	**26,150**	**22,630**	**19,888**
Net book value of fixed assets sold	200		
Sales of investments and reimbursement of intercompany receivables	-	-	-
Cash flow from complete transfer of assets and liabilities of Tagest	81		
Subscriptions to bank loans	-	7,000	5,200
Increase in capital	-	2,851	
TOTAL SOURCES OF LONG-TERM FUNDS	**26,431**	**32,481**	**25,088**
USES			
Dividends	16,743	16,395	15,940
Long-term investments	3,523	8,053	5,218
Other non-current assets	766	701	574
Reimbursement of loans	12,836	9,329	10,348
TOTAL USES OF FUNDS	**33,868**	**34,478**	**32,080**
NET CHANGE IN WORKING CAPITAL	**7,437**	**1,997**	**6,992**
CHANGE IN LONG-TERM CAPITAL	**8,992**	**8,669**	**3,644**
Change in shareholders' equity	8,750	8,597	3,615
Change in the provision for liabilities and charges	242	72	29
Subscription to bank loans minus reimbursements	(12,836)	(2,329)	(5,148)
CHANGE IN NET FIXED ASSETS	**3,593**	8,337	5,488

7.1.5 Notes to the annual Thermador Groupe accounts

Thermador Groupe is the lead company of the Thermador Groupe consolidation.

MAIN EVENTS OF THE FINANCIAL YEAR

COVID crisis-19:

The health crisis linked to the spread of the Covid-19 virus continued throughout 2021 with government measures continually adjusted to follow the course of the epidemic. In fact, Thermador Groupe has made very limited use of the government's business support and aid schemes, resorting to sick leave for self-isolation in Covid infection and contact cases, accounting for 9 days in 2021.

Thermador Groupe did not apply for the state-guaranteed loan.

The COVID 19 pandemic did not have a significant impact on the company's assets, financial situation or results. As it was still ongoing when the annual accounts were being prepared, the company is unable to assess the precise consequences for future financial years.

Cash pooling agreement

Thermador Groupe has concluded an agreement with its subsidiaries domiciled in France allowing the implementation of a centralised management system for their respective cash positions ('cash pooling' agreements). This agreement places cash transactions on a centralising account. This centralisation, achieved automatically every day by balancing the subsidiaries' own accounts on the centralising account, i.e. the Thermador Groupe account, brings optimal management of both the use of credit and the investment of cash surpluses.

The funds received from the Centralised Companies bear interest at the rate of the Euro Overnight Index Average (EONIA) + 0.5% (EONIA replaced by the €STR rate) less bank charges. Interest is calculated daily, on an annual basis of 360 days, on the credit balance of the Centralised Companies' Current Account.

Advances granted by the Centralising Company bear interest at the EONIA rate +0.5% (eventually replaced by the €STR rate), minus bank charges. Interest is calculated on an annual basis of 360 days on the debit balance of the Companies' current accounts.

This centralised management system has been set up for bank accounts managed by CIC as of December 1, 2021. The subsidiaries concerned are Axelair, Aello, Dipra, Domac, Etablissements Edouard Rousseau, FGinox, Isocel, Jetly, Mecafer, Opaline, PBtub, Sectoriel, Sferaco, Syveco, Thermador and SCI Thely.

At 31/12/2021:

Cash flow of €18,273k includes received amounts net of advanced amounts. Amounts received from subsidiaries are presented in 'other debts' for €31,912k. Advances granted for subsidiaries under 'other receivables' amount for €17,606k.

Free share plan:

On July 29, 2021, the Board of Directors implemented the free share allocation plan for a maximum of 3,000 shares. The beneficiaries are the employees of Axelair and Aello and the subsidiary's two eligible corporate officers.

These allocations are subject to a 2-year length of service condition as of July 29, 2021.

ACCOUNTING RULES AND METHODS

The financial statements for the year ended were prepared and presented in accordance with the accounting rules and principles set out in Articles 121-1 to 121-5 et seq. of the General Accounting Plan.

General accounting conventions have been applied in compliance with the precautionary principle, in accordance with some basic assumptions: continuity of operations, consistency of accounting methods from one financial year to the next, independence of financial years, in accordance with the general rules for the preparation and presentation of annual accounts.

The basic method used for the valuation of items recorded in the accounts is the historical cost method.

Accounting conventions were applied in accordance with the provisions of the French Commercial Code, the accounting decree of 29/11/83 and ANC regulation 2014-03 and other accounting standards authority (ANC) publications relating to the rewriting of the general accounting plan applicable at the end of the financial year.

The write-down periods applied are in line with the precepts of useful service life.

NOTE 1 FIXED AND INTANGIBLE ASSETS

Fixed and intangible assets were assessed at their acquisition cost (purchase price plus accessory cost).

Amortisations for depreciation are calculated on a straight-line basis according to expected service life:

Software	3 and 5 years
Renovation and installation	3, 6 and 10 years
Office and IT equipment	2, 3, 4, 5 and 6 years
Furniture	2, 4, 5, 6 and 10 years

Intangible assets concern software in particular. The balance sheet includes a 'goodwill' item valued at €5,717k representing the three businesses acquired by Thermador Groupe through the merger/absorption in 1987 with three former private limited companies: Thermador, Sferaco and Jetly. This 'goodwill' item has not been amortised since amortisation is not legally compulsory in France.

They were not written down because their values - assessed either according to market values or to the method based in particular on future forecastable net cash flows over a period of 5 years and a post factum growth rate of 1%, updated to 7.7% - exceed their accounting values.

NOTE 2 INVESTMENTS AND OTHER ASSET STOCK

The gross value of investments and other asset stock is calculated according to the acquisition cost of the stock. A list of subsidiaries and participations appear on p. 150

Method of valuation: Equity securities appear on the balance sheet at their acquisition value, or their current value if it is lower. The current value is assessed either in relation to the market value or via an analysis of the most recent accounts closed by the companies whose shares we own. The analysis above concerns the equity position, profit level and development prospects of the companies concerned. When the current value of shares is lower than the acquisition cost of those shares, a provision for depreciation is entered.

NOTE 3 RECEIVABLES

Receivables are assessed at their nominal value. A provision for depreciation is applied when the inventory value is lower than the accounting value.

NOTE 4 TREASURY SHARES

Thermador Groupe had purchased 1,200 of its own shares during 2018 representing a value of €62,000. In April 2021 Thermador Groupe purchased 1,800 of its own shares with a purchase value of €158,000.

These treasury shares were valued at the closing price, making them worth €221,000 for an unrealised gain of €83,700.

NOTE 5 RETIREMENT COMPENSATION

Pension compensation was calculated at €246,400 including charges (of which Board members and corporate officers €189,800) according to age, length of service, salary and the collective agreement for wholesalers. They are calculated on the basis of departure at the employee's initiative. The calculation takes into account the following hypotheses:

- Reference retirement age: 64.5 to take the retirement age law and the average retirement age within Thermador Groupe into account.
- Rate of staff turnover: calculated by age group (under 35, 35-50 and over 50).
- Growth in salaries according to salary policy.
- Probability of survival to retirement age and an adjustment coefficient of 0.98%.

The provision entered in the accounts of €246,400 therefore concerns all employees and company managers. The 2021 allocation is €26,000.

In 2021, the company decided to apply the recommendation of the accounting standards authority (ANC), n° 2013-02. The method for valuating pension commitments is henceforth the one according to which each year of service is taken into account for the acquisition of pension rights. According to the industry-wide agreement for the wholesale trade, the end-of-career pay-off is capped at three months' salary, which is the case for 30 years' service for employees, six months' salary which is the case for 30 years' service for managers, and six months' salary which is the case for 43.33 years' service for supervisors.

The impact was calculated at €44,300 and booked to the Profit and Loss statement at December 31, 2021.

NOTE 6 EXPLANATION OF BALANCE SHEET AND PROFIT AND LOSS ACCOUNT ITEMS: FIXED ASSETS AND AMORTISATIONS (IN THOUSANDS OF EUROS)

Fixed assets	Gross value at the opening of the period	Increases	Decreases	Gross value at the end
Business goodwill	5,717			5 717
Other intangible assets	4,119	1,186	715	4,590
TOTAL INTANGIBLE ASSETS	**9,836**	**1,186**	**715**	**10,307**
Machinery and equipment	1		1	0
General installations, fixtures and improvements	566	2		568
Office equipment and furniture	680	33		713
Tangible assets in progress	0	19		19
TOTAL TANGIBLE ASSETS	**1,247**	**54**	**1**	**1,300**
Long-term investments [1]	122,037	3	12	122,028
Intercompany receivables [2]	17,770	3,522		21,292
Other financial assets	1			1
TOTAL FINANCIAL ASSETS	**139,808**	**3,525**	**12**	**143,321**
OVERALL TOTAL	**150,891**	**4,765**	**728**	**154,928**

[1] This relates to affiliated companies. [2] Loan to S.C.I. Thely.

Depreciation and amortisation	Gross value at the opening of the period	Increases in amortisation	Decreases in amortisation of removed items	Gross value at the end of the period
Business goodwill				
Other intangible assets	2,746	325	40	3,031
TOTAL INTANGIBLE ASSETS	**2,746**	**325**	**40**	**3,031**
Machinery and equipment	2		2	0
General installations, fixtures and improvements	369	40		409
Office equipment and furniture	408	121		529
TOTAL INTANGIBLE ASSETS	**779**	**161**	**2**	**938**
OVERALL TOTAL	**3,525**	**486**	**42**	**3,969**

NOTE 7 PROVISIONS (IN THOUSANDS OF EUROS)

	Amount at the beginning of the period	Allocations for the year	Reversals for the year	Amount at the end of the period
Provisions for retirement indemnities	273		27	246
Provision for share-based payments		275		275
Autres provisions	7		7	0
TOTAL PROVISIONS FOR LIABILITIES AND CHARGES	**280**	**275**	**34**	**521**
Provision for company-owned share depreciation				0
GRAND TOTAL	**280**	**275**	**34**	**521**
Including: - operating items				
- financial				
Including uses			7	

NOTE 8 BREAKDOWN OF RECEIVABLES (IN THOUSANDS OF EUROS)

Breakdown of receivables	Gross	Affiliated companies	Within one year	More than one year
Receivables from equity interests	21,292	21,292		21,292
Other financial assets	1			1
Customers	0		0	
Other debtors	65		65	
Group	18,221	18,221	18,221	
Prepaid expenses	134		134	
TOTAL	**39,713**	**39,513**	**18,420**	**21,293**

The Group aggregate includes in particular the advances granted to the subsidiaries for €17,606,000 under the cash management agreement set up in 2021. These current account advances are subject to the EONA rate +0.5%.

NOTE 9 DEBT STATEMENT (IN THOUSANDS OF EUROS)

The state of the debts	Gross	Affiliated companies	Under one year	More than one year
Loans and debt from credit establishments	33,994		21,901	12,093
Loans and miscellaneous financial debt	1		1	
Suppliers	361		361	
Supplier fixed assets	9		9	
Corporation tax	203		203	
Personnel and social bodies	681		681	
VAT	322		322	
Other taxes and duties	101		101	
Group	32,001	32,001	32,001	
Other parties			0	
Total	**67,673**	**32,001**	**55,580**	**12,093**

The Group aggregate includes funds advanced by subsidiaries for €31,912,000 under the cash management agreement set up in 2021.
These current account advances are subject to the EONIA rate +0.5%.

NOTE 10 OFF BALANCE-SHEET COMMITMENT

Thermador Groupe decided to introduce centralised management of cash in dollars as of January 1, 2018 to cover the requirements of all the Group subsidiaries. Accordingly, Thermador Groupe subscribed to USD forward currency purchases for 25,000,000 USD with a maturity date in the first quarter of 2021. The fair value of these financial instruments was assessed at €70,000 on December 31, 2021.

NOTE 11 INFORMATION LINKED TO SIGNIFICANT TRANSACTIONS CONCLUDED WITH THE PARTIES BOUND BY ARTICLE R-123-197-1 OF THE FRENCH COMPANIES ACT

- Rent invoiced by SCI Thely €2,636,000 of which €25,000 for Thermador Groupe's own offices.

Lease with Jetly, Sferaco and Thermador:

- Rent invoiced on to the 3 companies for the following amounts respectively: Jetly €922,000, Sferaco €1,156,000 and Thermador €558,000.
- Levy on the 3 companies' turnover: Jetly €1,398,000, Sferaco €1,005,000 and Thermador €1,592,000.

NOTE 12 OTHER INFORMATION

Accrued income: Group: €527,000 in fees, €3,000 in bank charges and expenses.

Charges payable: Suppliers and related accounts: €265,000, tax and employment debt: €541,000 of which €254,000 for the variable earnings of corporate representatives (Guillaume Robin and Patricia Mavigner) subject to a vote of the AGM on April 4, 2022, provision for paid leave: €86,000, Group: €11,000, accrued interest €7,000, accrued interest on loans: €10,000.

Pre-paid expense: €134,000.

Average headcount: managers 13 and non-manager 2.

Make-up of capital: The capital was set at €36,803,396 at the beginning of the financial year, divided up into 9,200,849 shares with a nominal value of €4 each.

There are no stock options.

Executives' earnings: The gross earnings and all direct and indirect fringe benefits for each corporate representative in the Group (including consolidating and controlled officer companies, according to article L233-3 L233-16 of French Companies' Code) allocated for the financial year to members of the Board of Directors on account of their functions totalled €1,257,900.

Tax on profit: Taxes due.

Total taxes plus social security contributions of 3.3% came to €1,273,000 on the financial year's profit with no tax on the exceptional profit. The tax burden is therefore €1,273,000 of net profit. For the planned distribution of €18,402,000, duties and contributions will be €6,820,000.

Tax deductions: Provisions for payments in shares €275,400, pension provision €246,400, acquisition fees €226,000, total relief €1,094,000.

NOTE 13 AUDITORS FEES

	MAZARS		CABINET ROYET		TOTAL	
	In thousands of euros		In thousands of euros		In thousands of euros	
	2021	2020	2021	2020	2021	2020
FEES FOR CERTIFICATION OF ACCOUNTS						
Fees for certification of accounts	34	33	34	33	68	66
NON-AUDIT SERVICE						
NAS required by the texts	5	5	5	5	10	10
Other NASs	0	0				
TOTAL STATUTORY AUDITORS FEES	39	38	39	38	78	76

NAS = Non-Audit Services: examination of regulated conventions, management report review, annual financial report review.

7.1.6 General legal information

INFORMATION

- Company name: Thermador Groupe..
- Head office: Parc d'Activités de Chesnes, CS 10710 -
  80, rue du Ruisseau, 38297 Saint-Quentin-Fallavier Cedex France
  Tel. +33 (0)4 74 95 63 28
- Companies Register number: 339 159 402 RCS Vienne.
- APE Code: 7420Z.
- Legal form: Société Anonyme (plc) with Board of Directors governed by the French Companies Act of July 24, 1966 (French law).
- Date of incorporation and term: the company was founded on October 2, 1986 and for a period of 99 years as from the date of incorporation in the Companies Register, i.e. October 31, 1986.
- Fiscal period: January 1 to December 31.
- Consultation of corporate documents: at the company's head office.

During the period of validity of this Reference Document, the company by-laws, the auditors' reports and the financial statements of the previous 3 financial years, along with all reports, correspondence and other documents, historical financial information about Thermador Groupe and its subsidiaries over the past three financial years, valuations and declarations drawn up by experts at the request of the issuer, and any other document required by law are available for consultation at the issuer's head office.

Company business (article 2 of the by-laws)

The company's business includes:

- acquisition of all interests through whatever means, contributions, purchase of stocks, bonds and ownership interests, in all companies, businesses or commercial, industrial, financial, real estate companies, as well as management and promotion of these interests,
- ownership, management or leasing of all businesses,
- providing of consulting and all other services,
- and more generally, any transactions, of whatever nature, whether in France or abroad, directly or indirectly connected to this business purpose, and liable to contribute to the business or facilitate its development.

Form of the shares
Identification of bearer shares (article 11 of the by-laws)

Shareholders may choose whether fully paid-up shares are in registered form or bearer form. Shares are registered in the name of the owner in accordance with applicable regulations.

To enable identification of holders of bearer shares, the company can at any time request that the central clearing organisation disclose the name or, in the case of a legal entity, the company name, nationality and address of the holders that confer or will confer voting rights during the shareholders' general meetings, along with the number of shares held by each and any restrictions that may apply to those shares.

Share transfer (article 12 of the by-laws)

Shares may be freely traded. Transfer of shares is by transfer from one account to another in accordance with applicable regulations.

Conditions required in order to acquire voting rights
(article 22 of the by-laws, § right of vote)

Each shareholder has as many votes as he owns or represents shares, without limitation. In application of the provisions of article L225-123, paragraph 3, of the Commercial Code, the ability to benefit from dual voting rights for shareholders whose shares have been registered for more than two years, or any other period defined by law, in the name of that same shareholder, is expressly excluded from the terms and conditions of these company bylaws.

Votes are cast either with a show of hands or by roll-call. Secret ballots can only be held at the request of members representing the majority required for the vote of the resolution in question, in person or by proxy.

As soon as current regulations are applied, any shareholder may vote by correspondence using a form that complies with legal requirements and which is only taken into account if it is received by the company two days at least before the date of the AGM. Forms giving no indication of vote or expressing abstention will be considered as negative votes.

Participation in General Meetings
(article 22 of the by-laws, § Participation in meetings)

All shareholders have the right to attend the General Meetings or to be represented at such meetings, regardless of the number of shares held, on condition that the shares have been fully paid up.

However, shareholders must have registered their shares in a holder account in their name and holders of bearer shares must obtain a certificate, issued by the accredited financial intermediary, stating the number of shares owned by the holder and certifying that the said shares are not transferable prior to the date at which the meeting is to be held.

These formalities must be carried out at least five days prior to the date set for the meeting. The Board of Directors may reduce this delay by means of a general provision that would apply to all shareholders.

Distribution of profits (article 27 of the by-laws)

The AGM decides, in accordance with current laws and regulations, the allocation of the profits from the financial period and the amount of dividends distributed. The AGM allows each shareholder the choice, for all or part of the dividends, to receive payment or instalments in the form of shares in the company. Payment of dividends or instalments on company shares will be performed out in compliance with current laws and regulations.

Statutory limits of change in ownership requiring registration:

Article 13 of the Articles of Association requires the Company, within five trading days, to declare any direct, indirect or joint holding of securities representing at least 2% of the share capital or voting rights, or any multiple thereof.

Change in capital structure and voting rights

The share capital is €36,803,396 divided into €9,200,849 fully paid up shares of €4.

Change in capital and rights attached to shares

The company's capital can be increased, decreased or amortized by any means authorised by law. Any modification to voting rights attached to the shares representing the company's capital is subject to prevailing legal and regulatory provisions, as the by-laws contain no specific contingency in this case.

Powers of the CEO

The Board or company by-laws imposed no specific limitation on the powers of the CEO who operates according to the powers given to him by law.

Authorised capital not issued: €2,000,000 until June 6, 2022.

Potential capital: none.

Trading in its own shares: see note 11 - chapter 6.

Company's or subsidiaries' pledged shares or assets: none.

Other information

The company respects the conditions concerning members' terms imposed by the NRE law. There are no family ties between the members of the Board of Directors. No loan or guarantee has been extended by the company or a company of the Group to Corporate Officers. No conflict of interests exists between the Board members' duties to Thermador Groupe and their private interests.

To our knowledge, over the past five years, no Board member:

- exercises or has exercised mandates or functions outside Thermador Groupe, except as independent Board members;
- has been found guilty of fraud;
- has been involved in a bankruptcy, receivership or liquidation;
- has been incriminated or penalised publicly and officially by the statutory or regulatory authorities;
- has ever been forbidden by a court to act as a member of a body dedicated to the administration, management and supervision of a company, or involved in the management or running of such a company's affairs;
- is subject to any arrangement or agreement struck with the main shareholders, customers, suppliers or others by way of which a member of the Board of Directors may have been chosen as a member of a body dedicated to the administration, management and supervision of a company or as a member of the management team.

Evolution of share capital over the last five years

Year	Transaction	Nominal value in Euros	Capital increase	Number of shares issued	Total number of shares	Successive amounts of capital in Euros
12/05/2015	Payment of the dividend in shares	€8	€262,008	32,751	4,356,484	€34,851,872
07/08/2015	Increase in capital in exchange for the contribution of Mecafer shares	€8	€670,608	83,826	4,440,310	€35,522,480
09/05/2016	Payment of the dividend in shares	€8	€471,656	58,957	4,499,267	€35,994,136
17/05/2017	Payment of the dividend in shares	€8	€444,872	55,609	4,554,876	€36,439,008
09/05/2018	Division of the nominal share	€4			9,109,752	€36,439,008
28/04/2020	Capital increase in cash reserved for employees	€4	€364,388	91,097	9,200,849	€36,803,396

7.2 Statutory auditors' report on the financial statements

For the year ended December 31, 2021
To the annual general meeting of THERMADOR GROUPE.

OPINION

In compliance with the engagement entrusted to us by your annual general meeting, we have audited the accompanying consolidated financial statements of Thermador Groupe for the year ended December 31, 2021.

In our opinion, the financial statements give a true and fair view of the assets and liabilities and of the financial position of the Group as at December 31, 2021 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 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.

Independence

We conducted our audit engagement in compliance with independence rules provided in the French Commercial Code (code de commerce) and the French Code of ethics (code de déontologie) for statutory auditors for the period from January 1, 2021 to date of our report, and specifically we did not provide any prohibited non-audit services referred to in Article 5(1) of Regulation (EU) N° 537/2014.

JUSTIFICATION OF ASSESSMENTS - KEY AUDIT MATTERS

Due to the global crisis related to the Covid-19 pandemic, the financial statements of this period have been prepared and audited under unusual conditions. Indeed, this crisis and the exceptional measures taken by the State to address the health emergency have had numerous consequences for companies, particularly on their operations and their financing, and have led to greater uncertainties on their future prospects. Those measures, such as travel restrictions and remote working, have also had an impact on companies' internal organisation and the performance of the audits.

It is this complex and evolving context that, in accordance with the requirements of Articles L.823-9 and R.823-7 of the French Commercial Code (code de commerce) relating to the justification of our assessments, we 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.

Assessment of equity securities

Identified risks

The equity securities and related receivables, shown in the balance sheet as at December 31, 2021 for a net amount of €143.3m, represent 76% of the total balance sheet. They are accounted for on their acquisition date and depreciated on the basis of their utility value representing what the company would agree to disburse to obtain them if they had to acquire them. The receivables related to equity securities are assessed at their nominal value and a provision for depreciation is applied when the inventory value is lower than the accounting value.

As indicated in note 2 to the financial statements, the utility value is assessed either in relation to the market value or by the analysis of the last annual accounts closed by the companies whose securities are held. The analysis deals with the situation of equity, the level of results and the prospects for the evolution of the companies concerned.

The estimation of the useful value of these securities requires the exercise of the management's judgement in its choice of the elements to be considered according to the interests concerned, elements which may correspond according to the case to historical elements, or to forecasting elements.

In this context, and because of the uncertainties inherent in certain elements and in particular the likelihood of the forecasts being made, we considered that the correct assessment of the equity and related receivables was a key audit matter.

Audit procedures implemented in the face of identified risks

In order to assess the reasonableness of the estimation of the usefulness values of equity securities, based on the information provided to us, our work consisted mainly in verifying that the estimation of these values determined by the management is based on an appropriate justification of the valuation method and the quantified elements used and, according to the securities concerned, to:

For valuations based on historical elements:

- Obtain the cash flow forecasts of the activities of the entities concerned established by their operational managements and to assess their consistency with the forecast data from the latest strategic plans, established under the control of their general management for each of these activities;
- Verify the consistency of the assumptions selected with the economic environment at the closing date and at the date the preparation of the accounts.

In addition to appreciating the values of equity securities, our work has also consisted in assessing the recoverability of receivables related to the analysis of equity securities.

SPECIFIC VERIFICATIONS

We have also performed, in accordance with professional standards applicable in France, the specific verifications required by French law 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 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.

In accordance with French law, we report to you that the information relating to payment times referred to in Article D. 441-6 of the French Commercial Code (Code de commerce) is fairly presented and consistent with the financial statements.

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 et 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 remunerations and benefits received or allocated by the directors and any other commitments made in their favour, 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 controlled companies that are included in the scope of consolidation. Based on this work, we attest the accuracy and fair presentation of this information.

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 the statutory auditor relating to the annual and consolidated financial statements presented in the European single electronic format, that the presentation 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 the European Delegated Regulation No 2019/815 of December 17, 2018.

Based on the work we have performed, we conclude that the presentation of the 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 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 Thermador Groupe by:

- the annual general meeting held on October 2, 1986 for Mazars;
- the annual general meeting held on April 4, 2005, and took office following the resignation of the cabinet SSEC dated April 17, 2015 for the cabinet Royet.

As at December 31, 2021, Mazars is in the 35th year of total uninterrupted engagement, which is the 34rd year since securities of the Company were admitted to trading on a regulated market. Cabinet Royet is in the 17th year of engagement which is the 7th as lead statutory auditor.

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 Board of Directors acting as 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

Audit objective and approach

It is up to us to prepare a report on the annual accounts. Our objective is to obtain reasonable assurance that the annual accounts taken as a whole do not have significant anomalies. Reasonable insurance corresponds to a high level of insurance, but does not guarantee that an audit carried out in accordance with professional practice standards can systematically detect any significant anomalies. Anomalies may originate from fraud or result from errors and are considered significant when it can reasonably be expected that they may, individually or cumulatively, influence economic decisions that Account users take based on these.

As specified in Article L.823-10-1 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 BOARD OF DIRECTORS ACTING AS THE AUDIT COMMITTEE

We submit a report to the Board of Directors acting as the Audit Committee which includes in particular a description of the scope of the audit and the audit schedule 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 Board of Directors acting as 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 Board of Directors acting as 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 they are set in particular by Articles L.822-10 to L.822-14 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 Board of Directors acting as the Audit Committee the risks that may reasonably be thought to bear on our independence, and the related safeguards.

Lyon and Saint-Etienne, February 21, 2022

The statutory Auditors.

CABINET ROYET	MAZARS
Serge Guillot	Frédéric Maurel

7.3 Statutory auditors' special report on regulated conventions

The annual meeting on results for the year ended December 31, 2021.

To the Annual General Meeting of Thermador Groupe.

As statutory auditors of your company, we hereby present to you our report on the regulated agreements.

We are required to inform you, on the basis of the information provided to us, of the terms and conditions of the agreements notified to us or which we might have discovered when we performed our assignment. It is not our role to determine whether they are useful or appropriate or to investigate whether any other agreements exist. It is your responsibility, under the terms of article R 225-31 of the French Commercial Code, to evaluate the benefits arising from these agreements prior to their approval.

Moreover, in accordance with article R. 225-31 of the French Companies Act, we are required to inform you of the execution of the agreements during the year ended already authorised by your AGM.

We have completed the due diligence that we felt necessary in relation to the professional doctrine of the national auditors' body (CNCC) in relation to this mission. That due diligence involves verifying the concordance between the information given to us and the basic documents it came from.

AGREEMENTS SUBMITTED TO THE APPROVAL OF THE AGM

We inform you that we were informed of no agreement or commitment approved during the financial year ended to be submitted to the AGM in accordance with article L.225-38 of the French Companies Act.

AGREEMENTS ALREADY APPROVED BY THE AGM

Of which, execution continued during the financial year ended

In accordance with article R. 225-30 of the French Companies Act, we have been advised of the execution of the following conventions, which have already been approved during previous years and have been carried over into the current year.

- **Business lease payments and leases for warehouse and administrative premises with some companies of the Group.**

In application of that agreement, your company has recorded the following earnings for the financial year ended on December 31, 2021 (in thousands of euros):

	Leases (1)	Fees on turnover (2)	Fees on equipment (3)
THERMADOR	558	1,591	-
SFERACO	1,156	1,004	-
JETLY	922	1,398	1
TOTAL	2,636	3,995	1

(1) Earnings depending upon the surface area occupied by each subsidiary (i.e. offices, workshops and warehouses): 8,800, 14,950 and 11,419m² respectively during FY 2021.

(2) Rents depending upon application of the rate appearing in the contract, i.e. 2.3%, 1.7% and 2.5% respectively of turnover linked to the business.

(3) Rents linked to equipment hired out, i.e. 10% of the net value of the equipment concerned.

Your Board of Directors has specified that, given the Group's organisation, the continuation of regulated lease-management and rental agreements is necessary for the business.

- **Commitments on corporate officers' earnings.**

The company has committed to pay compensation to its corporate officers should they retire. This retirement compensation is calculated in the same way as for that paid to a salaried manager, according to provisions of the industry-wide agreement to which your company is subject.

This convention was not used during FY 2021.

Your legal counsel has informed us that this convention will be continued.

Lyon and Saint-Etienne, February 21, 2022

The statutory Auditors.

CABINET ROYET
Serge Guillot

MAZARS
Frédéric Maurel

7.4 Statutory Auditors

LEAD AUDITORS:

Cabinet Royet

9, place Jean Moulin BP 30 005 - 42001 Saint-Etienne (Loire), appointed on April 4, 2016, and renewed on April 10, 2017, represented by Serge Guillot since 2021 and previously by Stéphane Guichard, change made with the advent of the financial security law.

Mazars

131, bd Stalingrad in Villeurbanne (Rhône), appointed on October 2, 1986, and renewed on April 10, 2017 for a last mandate of six years, following a tender process in 2017, represented by Frédéric Maurel since 2017 and previously by Pierre Beluze, change made with the advent of the financial security law.

8. ADDITIONAL INFORMATION FROM THE UNIVERSAL REGISTRATION DOCUMENT

8.1 Cross-reference table

According to the sections appearing in annexes 1 and 2 of the Delegated Regulation (EU) 2019/980 of March 14, 2019:		Section of the Universal Registration Document
1	**PERSONS RESPONSIBLE, INFORMATION FROM THIRD PARTIES, EXPERT REPORTS AND APPROVAL BY THE COMPETENT AUTHORITY**	
1.1.	Identity of the persons responsible	**8.3**
1.2.	Declaration of the persons responsible	**8.3**
1.3.	Name, address, qualifications and potential interests of persons acting as experts	**N/A**
1.4.	Certificate relating to information from a third party	**N/A**
1.5.	Declaration without prior approval from the competent authority	**Summary**
2	**STATUTORY AUDITORS**	
2.1.	Identity of the Statutory Auditors	**7.4**
2.2.	Possible changes	**7.4**
3	**RISK FACTORS**	**Chapter 4**
4	**INFORMATION ABOUT THE ISSUER**	
4.1.	Company name and trade name of the issuer	**7.1.6**
4.2.	Place, registration number and LEI of the issuer	**2.7**
4.3.	Date of incorporation and term of the issuer	**7.1.6**
4.4.	Registered office and legal form of the issuer, legislation governing the activities, country of origin, address and telephone number of the registered office, website with warning	**2.9 / 7.1.6**
5	**OVERVIEW OF BUSINESS ACTIVITIES**	
5.1.	Main activities	
5.1.1.	Nature of the operations	**1.2 / 1.3** **Chapter 5**
5.1.2.	Important new products and services	**N/A**
5.2.	Main markets	**1.3 / 6.3 - Notes to the annual consolidated accounts - Note 24** **Chapter 5**
5.3.	Important events	**6.3 - Notes to the annual consolidated accounts - Point 1**
5.4.	Strategy and objectives	**1.5**
5.5.	Dependence of the issuer on patents, licenses, contracts and manufacturing processes	**N/A**
5.6.	Statement on the competitive position	**1.2 / 1.3 / Chapter 5**
5.7.	Investments	
5.7.1.	Significant investments made	**6.1** **6.3 - Notes to the annual consolidated accounts - Note 24**
5.7.2.	Main ongoing or future investments of the issuer for which its management bodies have already made firm commitments and financing methods	**6.3 - Notes to the annual consolidated accounts - Note 8**
5.7.3.	Joint ventures and commitments in which the issuer holds a significant share of the capital	**N/A**
5.7.4.	Environmental issues	**Chapter 3**
6	**ORGANISATIONAL STRUCTURE**	
6.1.	Brief description of the Group	**2.1**
6.2.	List of significant subsidiaries	**6.3 - Notes to the annual consolidated accounts - Point 3**
7	**REVIEW OF THE FINANCIAL POSITION AND PROFIT OR LOSS**	
7.1.	Financial position	
7.1.1.	Results and financial position trends, including key performance indicators of a financial and, where applicable, non-financial nature	**1.11 / 1.12** **Chapter 5, 6 and 7**
7.1.2.	Future development forecasts and research and development activities	**N/A**
7.2.	Operating results	
7.2.1.	Significant factors, unusual, infrequent events or new developments	**1.1 /6.3 - Notes to the annual consolidated accounts - Point 1**
7.2.2.	Reasons for significant changes in turnover sales or net profit	**N/A**

		Section of the Universal Registration Document
8	**CASH AND CAPITAL RESOURCES**	
8.1.	Information on equity	6.1
8.2.	Cash flow	6.2
8.3.	Financing needs and financing structure	6.1 / 6.2
8.4.	Restrictions on the use of capital	N/A
8.5.	Expected sources of funding	N/A
9	**REGULATORY ENVIRONMENT**	4.1
10	**INFORMATION ON TRENDS**	
10.1.	Description of the main trends and any significant changes in the Group's financial performance since the end of the last financial year	Chapters 1, 4, 5 and 6
10.2.	Events likely to have a material impact on the outlook	1.1
11	**PROFIT FORECASTS OR ESTIMATES**	
11.1.	Published profit forecasts or estimates	N/A
11.2.	Statement setting out the main assumptions for the forecasts	N/A
11.3.	Statement of comparability with historical financial information and compliance with accounting policies	N/A
12	**EXECUTIVE, MANAGEMENT AND SUPERVISORY BODIES AND GENERAL MANAGEMENT**	
12.1.	Information concerning members: name, business address and position, nature of any existing family relationship, expertise and experience, statement of non-conviction	1.14 / 1.15 / 2.2 / 2.3 / 7.1.6
12.2.	Conflicts of interest	2.3.3 / 2.6.9 / 7.1.6
13	**COMPENSATION AND BENEFITS**	
13.1.	Compensation paid and benefits in kind	2.6
13.2.	Provisions for pensions and retirement benefits	2.6 6.3 - Notes to the annual consolidated accounts - Note 5
14	**OPERATION OF THE ADMINISTRATIVE AND MANAGEMENT BODIES**	
14.1.	Expiry date of terms of office	1.14
14.2.	Service contracts between members of the administrative, management or supervisory bodies and the issuer	2.3 / 7.1.6
14.3.	Information on the audit committee and the earnings committee	2.4 / 2.6
14.4.	Declaration of compliance with the corporate governance regime in force	2.3
14.5.	Potential significant impacts on corporate governance	N/A
15	**EMPLOYEES**	
15.1.	Number of employees	3.2.1 / 5.1 6.3 - Notes to the annual consolidated accounts - Note 22
15.2.	Shareholdings and stock options	2.6 / 9 6.3 - Notes to the annual consolidated accounts - Note 5
15.3.	Agreement providing for employee holdings in the capital	2.8.1 6.3 - Notes to the annual consolidated accounts - Note 5
16	**MAIN SHAREHOLDERS**	
16.1.	Shareholders holding more than 5% of the share capital on the date of the registration document	2.8
16.2.	Existence of various voting rights	2.8 / 7.1.6
16.3.	Direct or indirect control	N/A
16.4.	Agreements whose implementation could result in a change of control	N/A
17	**TRANSACTIONS WITH RELATED PARTIES**	2.3 / 2.4 / 2.6 6.3 - Notes to the annual consolidated accounts - Note 16 7.3

		Section of the Universal Registration Document
18	**FINANCIAL INFORMATION CONCERNING THE ASSETS AND LIABILITIES, FINANCIAL POSITION AND RESULTS OF THE ISSUER**	
18.1.	Past financial information	
18.1.1.	Audited past financial information for the last three financial years and the audit report	**Chapters 6 and 7 / 6.4 / 7.2 / 7.3**
18.1.2.	Change in the accounting reference date	**N/A**
18.1.3.	Accounting standards	**6.3 - Notes to the annual consolidated accounts Point 2, 4 and 5**
18.1.4.	Change in accounting standards	**N/A**
18.1.5.	Financial information under French accounting standards	**Chapter 7**
18.1.6.	Consolidated financial statements	**Chapter 6**
18.1.7.	Date of the latest financial information	**N/A**
18.2.	Interim and other financial information	**N/A**
18.2.1.	Quarterly or half-yearly financial information	**N/A**
18.3.	Audit of past yearly financial information	
18.3.1.	Independent audit of past annual financial information	**6.4 / 7.2 / 7.3**
18.3.2.	Other audited information	**N/A**
18.3.3.	Sources and reasons why information was not audited	**N/A**
18.4.	Pro forma financial information	**N/A**
18.5.	Dividend distribution policy	
18.5.1.	Description of the dividend distribution policy and any applicable restrictions	**1.1 / 2.7**
18.5.2.	Dividend amount per share	**1.1 / 2.7**
18.6.	Administrative, judicial and arbitration proceedings	**6.3 - Notes to the annual consolidated accounts - Note 18**
18.7.	Significant change in financial position	**6.3 - Notes to the annual consolidated accounts - Note 20**

19	**ADDITIONAL INFORMATION**	
19.1.	Share capital	
19.1.1.	Amount of subscribed capital, number of shares issued and fully paid up and nominal value per share, number of shares authorised	**7.1.6**
19.1.2.	Information relating to non-equity shares	**N/A**
19.1.3.	Number, book value and nominal value of shares held by the issuer	**7.1 Notes to the annual accounts - Note 4**
19.1.4.	Information relating to convertible, exchangeable securities or those with share warrants attached	**N/A**
19.1.5.	Information on the conditions governing any acquisition right and/or obligation attached to the subscribed but not paid-up capital, or on any company seeking to increase the capital	**N/A**
19.1.6.	Information on the share capital of any member of the Group who is the subject of options or of a conditional or unconditional agreement to be issued options and the details of such options	**N/A**
19.1.7.	History of the share capital	**7.1.6**
19.2.	Memorandum and Articles of Association	
19.2.1.	Register and Company purpose	**7.1.6**
19.2.2.	Rights, preferences and restrictions attached to each class of shares	**7.1.6**
19.2.3.	Provision delaying, deferring or preventing a change of control	**2.8**

20	**SIGNIFICANT CONTRACTS**	**N/A**

21	**AVAILABLE DOCUMENTS**	**2.9**

8.2 Component elements of annual financial report, management report and report on the governance of the company

Elements	Pages of the document
Management report including declaration of extra-financial performance	**1.1 to 1.3 - 2.6 - 2.8 - Chapter 3 - Chapter 4 - Chapter 5 - 6.1 - 6.2 - 7.1 - Chapter 9**
Report on corporate governance	**Chapter 2**
Annual accounts	**Chapter 6 and Chapter 7**
Auditors' reports	**6.4 - 7.2 - 7.3**
Statement	**8.3**

8.3 Statement of the person responsible for the universal registration document

I can certify that, to my knowledge, the information contained in this reference document reflects reality and contains no omissions which may alter its scope.

To my knowledge, I certify that the accounts have been drawn up in compliance with applicable accounting standards and give a faithful reflection of the assets, financial situation and profits of the company and of all the companies included in the consolidation, and that the management report, which appears in this universal registration document, offers a reliable representation of trends in business and results and the financial situation of the company and all companies included in the consolidation as well as a description of the main risks and uncertainties which they face.

From the statutory auditors of the accounts I obtained a letter of consent in which they state they have checked the information concerning the financial situation and accounts given in this document and have read the document in full.

The historical financial information presented in this document has been reviewed by legal auditors whose none observation.

Saint-Quentin-Fallavier, February 21, 2022

Guillaume Robin
Chairman & CEO
Tel. +33 04 74 95 63 28

9. DRAFT RESOLUTIONS

9. Draft resolutions

To the AGM of April 4, 2022

ORDINARY RESOLUTIONS

First resolution

The General Meeting, having heard the reports of the Board of Directors and the Statutory Auditors, approves the annual financial statements for the year ended December 31, 2021 as presented, as well as the transactions reflected in the statements or summarised in those reports.

Second resolution

The General Meeting, having heard the report on the management of the Group and the Statutory Auditors' report, approves the consolidated financial statements for the year ended December 31, 2021 as presented, as well as the transactions reflected in the statements or summarised in those reports.

Third resolution

The General Meeting decides to allocate the profit for the financial year of €25,493,678.03 as follows:

- distribution of a dividend of €2 per share, i.e. a total of €18,401,698 for 9,200,849 shares,
- allocation of the balance to "other reserves", i.e. €7,091,980,03.

The General Meeting notes that this dividend package is based on the total number of shares in existence on the day of publication of the text of the resolutions potentially giving rise to those dividends, it being further specified that treasury shares held on the day of detachment of the dividend right will not give right to dividends; consequently the total amount of dividends is likely to vary downwards according to the number of shares actually qualifying for dividends on the day of detachment of the said right, and that the possible difference will be automatically allocated to the "other reserves" account.

The entire amount thus distributed qualifies for the single flat-rate withholding tax (PFU) of 30% for individuals domiciled in France for tax purposes, or, if more advantageous, for the 40% allowance mentioned in Article 158-3-2° of the General Tax Code.

The dividends to be distributed will be detached on April 12 and paid on April 14, 2022.

The General Meeting further acknowledges that it has been reminded, in order to comply with legal requirements of Article 243b of the General Tax Code, that the company has distributed the following dividends for the last three financial years:

Financial year	Income eligible for the allowance		Income not eligible for the allowance
	Dividends	Other distributed income	
2020	€16,743,361	-	-
2019	€16,395,394	-	-
2018	€15,939,966	-	-

Fourth resolution

On the proposal of the Board of Directors, the General Meeting renews the directorship Mr Guillaume Robin, residing at 18 bis chemin de Fontville in Ecully (Rhône-Alpes), for a term of four years, i.e. until the end of the AGM held in 2026 to approve the financial statements for 2025.

The mandates of Lionel Grès and Yves Ruget are coming to an end. Having adopted and implemented the rules of governance that govern our Board of Directors, they are vacating their seats so that two other members of the Executive Committee can experience the role. The candidates we put forward are Philippe Bories, Chairman of Mecafer and Domac (large tools for DIY stores) and Jérôme Chabaudie, CEO of Aello (equipment and accessories for swimming pool construction and maintenance). Their biographies appear on page 30.

Fifth resolution

On the proposal of the Board of Directors, the General Meeting appoints as Director Mr Philippe Bories, residing at 142 bis avenue Foch in Sainte Foy-lès-Lyons (Rhône-Alpes), for a term of two years, i.e. until the end of the AGM held in 2024 to approve the financial statements for 2023.

Sixth resolution

On the proposal of the Board of Directors, the General Meeting appoints as Director Mr Jérôme Chabaudie, residing at 661, le Grand Ruinais in Eyzin Pinet (Isère), for a period of two years, i.e. until the end of the AGM held in 2024 to approve the financial statements for 2023.

Noémie Gonin, an employee-director since April 6, 2020, has left the Group, resigning her role on the Thermador Groupe Board on January 13, 2022.

We therefore organised elections to appoint staff representatives to the supervisory board of the FCPE, resulting in four people being elected by their peers: one woman as a permanent member, one woman as a substitute, one man as a permanent member and one man as a substitute.

Of these four, three presented their candidatures to be members of the Board to Laurence Paganini, Chair of the Earnings and Appointments Committee.

At an ad hoc working meeting, the Board deemed them all excellent candidates and perfectly admissible. Under these conditions, we gave priority to the two incumbents, Marion Granger and Bertrand Chevalier. Their biographies are available on our website.

This is a very strong signal sent to our teams, given that if the AGM approves these appointments, employee representatives will occupy two of the twelve seats on the Board of Directors.

Seventh resolution

On the proposal of the Board of Directors, the General Meeting appoints as Director Mrs. Marion Granger residing at 111 route de Lyon - Le domaine du Parc - 38080 Saint-Alban-de-Roche (Isère) for a term of four years, i.e. until the end of the AGM held in 2026 to approve the financial statements for 2025.

Eighth resolution

On the proposal of the Board of Directors, the General Meeting appoints as Director Mr Bertrand Chevalier residing at 70 ruelle des Bergers - 38290 Satolas et Bonce (Isère) for a term of four years, i.e. until the end of the AGM held in 2026 to approve the financial statements for 2025.

- Approval of the elements of executive directors' earnings

The law institutes an a posteriori (ex post) shareholder control procedure, applicable as of the end of the financial year following the first financial year ending after December 9, 2016, the date the law was passed (Law Art. 161, II). The General Meeting of April 6, 2021 decided on the principles and criteria governing directors' earnings. At the AGM held to vote on the accounts for the following financial year, i.e. that of April 4, 2022, shareholders must vote on fixed, variable and exceptional elements making up the total earnings and benefits of any kind paid or allocated in respect of the previous financial year to the Chairman and CEO, to the Deputy CEOs or to the other executives (C. com. art. L 225-100, II).

Ninth resolution

The General Meeting, withing the meaning of Article 22-10-34 II of the French Commercial Code, approves the fixed and variable components of the total earnings and the compensation and all types of benefits paid or attributed during the previous financial year, withing the meaning of the earnings policy approved by the AGM of April 6, 2021, for **Mr Guillaume Robin**, Chairman & CEO (see pages 40 to 41 and page 44 of our universal registration document).

Tenth resolution

The General Meeting, withing the meaning of Article 22-10-34 II of the French Commercial Code, approves the fixed and variable components of the total earnings and the compensation and all types of benefits paid or attributed during the previous financial year, withing the meaning of the earnings policy approved by the AGM of April 6, 2021, for **Mrs. Patricia Mavigner**, Deputy CEO (see pages 41 to 42 and page 44 of our universal registration document).

- Executives' earnings - Approval of elements of the policy on executive directors' earning.

According to the Sapin 2 law on transparency, the fight against corruption and the modernisation of economic life, shareholders are, during the OGM, called upon to vote on "the principles and criteria for determining, distributing and allocating the fixed, variable and exceptional components of the total earning and benefits of any kind, attributable" to executives.

Eleventh resolution

The General Meeting, withing the meaning of Article L.22-10-8 of the French Commercial Code approves the earnings policy of Thermador Groupe's directors presented in the report on corporate governance (see pages 40 to 46 of our universal registration document).

Twelfth resolution

The General Meeting, withing the meaning of Article 22-10-34 I of the French Commercial Code, approves the information described in chapter I of Article L.22-10-9 of the French Commercial Code presented in the report on corporate governance (see pages 40 to 46 of our universal registration document).

Thirteenth resolution

The General Meeting, ruling under the quorum and majority voting conditions required for OGMs, having taken note of the report of the Board of Directors on the earnings of **Mr Guillaume Robin,** Chairman & CEO of Thermador Groupe, approves the application of the earnings policy for the financial year 2022 as presented in this report (see pages 42 to 44 of our universal registration document).

Fourteenth resolution

The General Meeting, ruling under the quorum and majority voting conditions required for OGMs, having taken note of the report of the Board of Directors on the earnings of **Mrs Patricia Mavigner**, Deputy CEO of Thermador Groupe, approves the application of the earnings policy for the financial year 2022 as presented in this report (see pages 42 to 44 of our universal registration document).

Fifteenth resolution

The General Meeting raises the maximum annual global amount of earnings allocated to board members to one hundred and seventy-five thousand euros (€175,000). This amount, which applies to the current financial year, shall be maintained until a further decision of the General Meeting has been taken.

Approval of regulated conventions

Sixteenth resolution

The General Meeting, having heard the Auditors' special report stating that there are no new agreements, duly takes note (see pages 158 and 159). The General Meeting approves the transactions that took place during the past financial year, as they result from the Statutory Auditors' special report on the regulated agreements and commitments referred to in Article L. 225-38 of the Commercial Code. It should be noted that the agreements that applied during the financial year concern management leases signed with wholly-owned subsidiaries. The agreement concerning compensation commitments to corporate officers in the event of retirement continued and was not applied in 2021.

Purchase of shares by Thermador Groupe

Seventeenth resolution

The General Meeting, on the proposal of the Board of Directors in accordance with the provisions of Articles L.225-209 et seq. of the Commercial Code, authorises the Board of Directors to have the Company purchase its own shares. The maximum purchase price per share is set at €140, excluding acquisition costs. However, this maximum purchase price may be adjusted in the event of changes in the nominal value of the share, capital increases by capitalisation of reserves or other assets and any other transactions affecting shareholders' equity, to take account of such transactions on the value of the share.

The Company may purchase its own shares or use treasury shares for the following purposes:
- encourage trading on the market,
- meet obligations arising from any stock option or other share allocation programmes for employees or members of the administrative or management bodies of the Company or its affiliate companies; or
- retain the shares and subsequently remit them in payment or exchange in the context of any external growth, merger, split or contribution transactions in accordance with the market practices permitted by the French financial market authority (AMF); or
- more generally, carry out any transactions not expressly prohibited by law, in particular if they are part of a market practice that may be accepted by the French financial market authority (AMF).

Such shares may be acquired by any means, on one or more occasions, on the market or by mutual agreement, including by acquisition of blocks of shares. Transactions may be carried out at any time, in compliance with the regulations in force on the date of the transactions in question, excluding periods of public offers on the Company's capital.

The General Meeting decides that this authorisation shall expire at the end of a period of 18 months from the date of this Meeting.

EXTRAORDINARY RESOLUTIONS

Eighteenth resolution

The General Meeting, having considered the Board of Directors' report:
1) Authorises the Board to increase the share capital on one or more occasions by a nominal total amount of €2m within a maximum period of 26 months by incorporating reserves, profits or share or merger premiums into the capital by creating and distributing free shares or by increasing the nominal value of existing shares.
2) Grants the Board of Directors the broadest powers provided for by law to determine all the characteristics, terms and conditions for the completion of these operations, to take all necessary measures and to complete all necessary formalities.
The General Meeting, authorises the Board, in the event of the allocation of new shares to shareholders following the incorporation of reserves, profits or share or merger premiums into the capital, to decide, by way of derogation from the provisions of Article L225-149 of the French Commercial Code, that the rights forming fractional shares shall not be negotiable and that the corresponding shares shall be sold under the conditions provided for by law.

Nineteenth resolution

All powers are given to the bearer of the original, an extract or a copy of these minutes to carry out all publicity, filing and other formalities as well as all necessary amendments to the company's by-laws.

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www.thermador-groupe.fr

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- encourage trading on the market,
- meet obligations arising from any stock option or other share allocation programmes for employees or members of the administrative or management bodies of the Company or its affiliate companies; or
- retain the shares and subsequently remit them in payment or exchange in the context of any external growth, merger, split or contribution transactions in accordance with the market practices permitted by the French financial market authority (AMF); or
- more generally, carry out any transactions not expressly prohibited by law, in particular if they are part of a market practice that may be accepted by the French financial market authority (AMF).

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Nineteenth resolution

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