Information Document dated January 16, 2023

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FORWARD-LOOKING STATEMENTS

Certain statements in this document (this "**Document**") are not historical facts and are forward-looking. Forward-looking statements appear in various locations, including, without limitation, in the sections entitled "*Summary*," "*Risk Factors*," "*Management's Discussion and Analysis of Financial Condition and Results of Operations*," "*Industry*" and "*Business*." We may from time to time make written or oral forward-looking statements in reports to shareholders and in other communications. In addition, this Document includes forward-looking information that has been extracted from third-party sources. Forward-looking statements include statements concerning our plans, expectations, projections, objectives, targets, goals, strategies, future events, future operating revenues or performance, capital expenditures, return on capital invested, operating margin, financing needs, plans or intentions relating to acquisitions, our competitive strengths and weaknesses, our business strategy, the growth of the markets we operate in and the trends we anticipate in the industries and the political and legal environments in which we operate and other information that is not historical information.

Words such as "believe," "anticipate," "estimate," "target," "potential," "expect," "intend," "predict," "project," "could," "should," "may," "will," "plan," "aim," "seek" and similar expressions are intended to identify forward-looking statements, but are not the exclusive means of identifying such statements.

The forward-looking statements contained in this Document are largely based on our expectations, which reflect estimates and assumptions made by our management. These estimates and assumptions reflect our best judgment based on currently known market conditions and other factors, some of which are discussed below. In addition, management's assumptions about future events may prove to be inaccurate. We caution all readers that the forward-looking statements contained in this Document are not guarantees of future performance, and we cannot assure any reader that such statements will be realized or that the forward-looking events and circumstances will occur.

Forward-looking statements were not prepared with a view toward compliance with published guidelines of the Securities and Exchange Commission or the guidelines established by the American Institute of Certified Public Accountants for preparation or presentation of prospective financial information.

Forward-looking statements included in this document have been prepared by, and are the responsibility of, Tereos SCA's (the "**Company**") management. PricewaterhouseCoopers Audit and Ernst & Young Audit have not audited, reviewed, examined, compiled nor applied agreed-upon procedures with respect to the accompanying forward-looking statement and, accordingly, PricewaterhouseCoopers Audit or Ernst & Young Audit do not express an opinion or any other form of assurance with respect thereto. The statutory auditors' reports included in this document relates to the Company's previously issued consolidated financial statements. It does not extend to forward-looking statements and should not be read to do so.

By their very nature, forward-looking statements involve inherent risks and uncertainties, both general and specific, many of which are beyond our control. These risks, uncertainties and other factors include, among other things, those listed in the section entitled "*Risk Factors*," as well as those included elsewhere in this Document. You should be aware that a number of important factors could cause actual results to differ materially from the plans, objectives, expectations, estimates and intentions expressed in such forward-looking statements. These factors include:

- the industry and the markets in which we operate being subject to cyclicality;
- adverse and uncertain economic conditions in global markets;
- unfavorable weather conditions, natural disasters and climate change;
- seasonality;
- volatility in the availability and price of the agricultural materials on which we rely;

- regional or global health pandemics, including the ongoing COVID-19 pandemic;
- the competitive environment;
- energy costs;
- fluctuations in currency exchange rates;
- demand for our products being affected by changes in consumer preferences, legislation or corporate actions;
- changes in tariffs or other government trade policies;
- developments in the EU, market perceptions concerning any uncertainties or instability with regard to the future of the UK's relationships with the EU or the future of the euro and the Eurozone;
- the successful implementation of our industrial strategy;
- various macroeconomic and regulatory risks;
- risks associated with operating in Brazil;
- our limited control over some of our joint ventures and other similar business arrangements;
- our ability to integrate and manage the companies we acquire;
- our ability to maintain and expand our production capacity;
- major operational disruptions;
- failure to obtain or renew necessary permits, authorizations or licenses;
- various operational risks related to our use of transportation and logistics services;
- loss resulting from non-payment or non-performance by our customers;
- risks related to our use of transportation and logistics services;
- risks related to our product quality and non-compliance with quality standards;
- our dependence on certain major customers and major suppliers;
- any significant disruption in the relations with our employees;
- information technology systems failures, network disruptions and breaches of cyber security;
- impairment of our intangible assets, including our brand and image;
- risks relating to our cooperative corporate form;
- our dependence on the continued service of certain key personnel;
- environmental, health and safety and other regulations, including regulation specific to the agricultural industry;
- litigation, regulatory investigations and other proceedings;
- our exposure to additional tax liabilities;
- our ability to adequately protect our intellectual property rights;
- risks related to our coverage under insurance policies;

- non-compliance with sanction, anti-bribery and anti-corruption regulations;
- changes to accounting standards;
- non-compliance with requirements regarding the use, retention and security of personal information;
- risks related to taxation and changes to applicable tax regimes; and
- risk related to the Council of the European Union's use of an EU list of non-cooperative jurisdiction for tax purposes in the jurisdictions where we operate.

This list of factors above and the other factors discussed in the section entitled "*Risk Factors*" are not exhaustive. Other sections of this Document describe additional factors that could adversely affect our results of operations, financial condition, liquidity and the development of the industry in which we operate. New risks can emerge from time to time, and it is not possible for us to predict all such risks, nor can we assess the impact of all such risks on our business or the extent to which any risks, or combination of risks and other factors, may cause actual results to differ materially from those contained in any forward-looking statements. Given these risks and uncertainties, you should not rely on forward-looking statements as a prediction of actual results.

Any forward-looking statements are only made as of the date of this Document. Accordingly, we do not intend, and do not undertake any obligation, to update any forward-looking statements set forth in this Document. You should interpret all subsequent written or oral forward-looking statements attributable to us or to persons acting on our behalf as being qualified by the cautionary statements in this Document. As a result, you should not place undue reliance on such forward-looking statements.

CERTAIN DEFINITIONS

Unless indicated otherwise in this Document or the context requires otherwise:

"**2017/2018 crop season**".....................	refers to the crop season during the financial year ended March 31, 2018.
"**2018/2019 crop season**".....................	refers to the crop season during the financial year ended March 31, 2019.
"**2019/2020 crop season**".....................	refers to the crop season during the financial year ended March 31, 2020.
"**2020/2021 crop season**".....................	refers to the crop season during the financial year ending March 31, 2021.
"**2021/2022 crop season**".....................	refers to the crop season during the financial year ending March 31, 2022.
"**2022/2023 crop season**".....................	refers to the crop season during the financial year ending March 31, 2023.
"**Audited Consolidated Financial Statements**"..	refers to the Group's audited consolidated financial statements as of and for the years ended March 31, 2022, 2021 and 2020.
"**B2B**"...	refers to business-to-business.
"**B2C**"...	refers to business-to-consumer.
"**Board of Directors**"	refers to the board of directors (*Conseil d'administration*), the governance body of the Company, in charge of the management of the cooperative since June 23, 2022. See "*Management—Organization of the Governance Bodies of the Company.*"
"**Brazilian real**" or "**BRL**"	refers to the currency of Brazil.
"**CAGR**"	refers to compound annual growth rate.
"**CAP**"	refers to the EU's Common Agricultural Policy.
"**CFE**"...	refers to corporate property tax.
"**CHF**"	refers to the currency of Switzerland.
"**Company**"	refers to Tereos SCA.
"**CONSECANA**"....................................	refers to the Council of Sugarcane, Sugar and Ethanol Producers.
"**Corn MATIF**"	refers to MATIF corn futures.
"**COVID-19**"	refers to the disease caused by the novel SARS-Cov-2 coronavirus.
"**crop season**".......................................	refers to the period from one year's harvest to the next.
"**CSR**"	refers to corporate social responsibility.
"**CZK**"	refers to the currency of the Czech Republic.
"**EEA**"	refers to the European Economic Area.
"**ETEA Transactions**"...........................	refers to transactions described under "*Management's Discussion and Analysis of Financial Condition and Results of*

Operations—Factors Impacting our Results of Operations—Acquisitions, Disposals and Partnerships."

"**ETBE**"	refers to ethyl tertiary butyl ether.
"**EU**"...	refers to the European Union.
"**FIEA**"...	refers to the Financial Instruments and Exchange Law of Japan (Act no. 25 of 1948, as amended).
"**GDPR**"	refers to General Data Protection Regulation 2016/679.
"**GHG**"...	refers to greenhouse gas.
"**GMP**"...	refers to good manufacturing practices.
"**GWh**"	refers to gigawatt hours.
"**IDR**"...	refers to the currency of Indonesia.
"**IFRS**"...	refers to the International Financial Reporting Standards, as adopted by the European Union.
"**INR**"...	refers to the currency of India.
"**Interim Financial Statements**"...........	refers to the Group's unaudited consolidated interim financial statements as of and for the six months ended September 30, 2022.
"**IRS**"...	refers to the U.S. Internal Revenue Service.
"**Member State**"	refers to a member state of the European Economic Area.
"**NY11**"...	refers to Sugar No.11 Futures.
"**Quotas Directive**"	refers to Directive 2003/87/EC of October 13, 2003.
"**R&D**"	refers to research and development.
"**RenovaBio**"	refers to the Brazilian Biofuels National Policy program.
"**Renewable Energy Directive**"............	refers to Directive 2009/28/EC, published on April 23, 2009.
"**Renewable Energy Directive II**".........	refers to the revised Renewable Energy Directive 2018/2001/EU.
"**SDA**"	refers to Sucreries et Distilleries de l'Aisne.
"**Sugar No.11 Futures**".........................	refers to the raw sugar futures contract listed by the ICE and formerly known as the New York Board of Trade Futures Contract No. 11.
"**Supervisory Board**"............................	refers to the supervisory board (*Conseil de Surveillance*) that was responsible for overseeing the management of the Company prior to June 23, 2022. See "*Management—Organization of the Governance Bodies of the Company.*"
"**Tereos**," "**Group**," "**we**," "**us**," or "**our**".	refers to the Company and its consolidated subsidiaries.
"**Tereos France**"	refers to Tereos France, *union de coopératives agricoles*, a wholly-owned subsidiary of the Company.
"**TSSE**"	refers to Tereos Starch & Sweeteners Europe.
"**UK**"..	refers to the United Kingdom.
"**Wheat MATIF**"	refers to MATIF Milling Wheat No. 2 futures.

“**White Sugar Future**”...........................	refers to the white sugar futures contract listed by the ICE and formerly known as the London International Financial Futures and Options Exchange Contract No. 5.
“**ZAR**”	refers to the currency of South Africa.
“**£**,” “**sterling**,” “**GBP**,” or “**pounds sterling**”..	refers to the currency of the United Kingdom.
“**€**,” “**EUR**” or “**euro**”	refers to the currency of the member states of the EU participating in the European Monetary Union.
“**$**,” “**USD**” or “**U.S. dollar**”	refers to the currency of the United States.

PRESENTATION OF FINANCIAL AND OTHER INFORMATION

Historical Financial Information

The Company's financial year commences on April 1 and ends on March 31 of each following year. Unless otherwise indicated, all historical financial information included in this Document is that of the Company and its consolidated subsidiaries (the "**Group**").

This Document contains English-language translations of the Group's audited consolidated financial statements as of and for the years ended March 31, 2022, 2021 and 2020 including the notes thereto (the "**Audited Consolidated Financial Statements**") and of the Group's unaudited consolidated interim financial statements as of and for the six months ended September 30, 2022, including comparative figures for the six months ended September 30, 2021 and the notes thereto (the "**Interim Financial Statements**").

The Audited Consolidated Financial Statements have been audited by Ernst & Young Audit and PricewaterhouseCoopers Audit, independent statutory auditors, as set forth in their audit reports, a free English translation of which is included therein. The Audited Consolidated Financial Statements discussed in this Document have been prepared in accordance with International Financial Reporting Standards ("**IFRS**") as published by the International Accounting Standards Board ("**IASB**") and as adopted by the EU ("**EU**"), as applicable at such dates. The Interim Financial Statements have been subject to a limited review by Ernst & Young Audit and PricewaterhouseCoopers Audit, as stated in their report thereon, a free English translation of which is included therein. The Interim Financial Statements have been prepared in accordance with IAS 34, the international accounting standard relating to the establishment of interim financial statements, as adopted by the European Union and in force on September 30, 2022.

The unaudited financial information for the twelve months ended September 30, 2022 has been calculated by adding together (1) financial information for the financial year ended March 31, 2022 included or derived from the audited consolidated financial statements for the financial year ended March 31, 2022 and (2) financial information for the six months ended September 30, 2022 included or derived from the Interim Financial Statements and then subtracting (3) financial information for the six months ended September 30, 2021 included or derived from the Interim Financial Statements. The results of operations for prior years or interim periods are not necessarily indicative of results to be expected for the full year or any future period. As such, the financial information for the twelve months ended September 30, 2022 should not be used as the basis for, or prediction of, an annualized calculation.

The preparation of consolidated financial statements in accordance with IFRS requires the use of certain critical accounting estimates. Please refer to note 2 "Significant accounting principles" to the Group's consolidated financial statements as of and for the financial year ended March 31, 2022, an English translation of which is included elsewhere in this Document. It also requires management to exercise its judgement in the process of applying our accounting policies. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the consolidated financial information are disclosed in the notes to the financial statements, an English translation of which is included elsewhere in this Document .

Adoption of Certain Accounting Standards and Comparability of Financial Information Presented in this Document

During the periods under review in this Document, we have adopted certain accounting standards that may have an impact on the comparability of the financial information presented herein. For a further description of these accounting standards and the impact of their adoption on our financial statements, see "*Management's Discussion and Analysis of Financial Condition and Results of Operations—Factors Affecting*

Our Comparability of Results of Operations—Changes in Accounting Policies" and the notes to the Audited Consolidated Financial Statements included elsewhere in this Document .

Non-IFRS Financial Measures

In addition to the results reported under IFRS, we use certain non-IFRS financial measures to monitor and measure the performance of our business and operations and the profitability of our segments. In particular, we use Adjusted EBITDA, Adjusted EBITDA margin, net debt, Structural Net Debt and Free Cash Flow. Adjusted EBITDA, Adjusted EBITDA margin, net debt, Structural Net Debt and Free Cash Flow are not recognized measurements of financial performance or liquidity under IFRS and should not be viewed as substitutes for any IFRS measures. We present non-IFRS financial measures in this Document because we believe that they are important supplemental measures of the core operating performance of the Group and its segments. However, they have limitations as analytical tools, and should not be considered in isolation from, or as a substitute for, the Group's financial statements. Other companies may calculate Adjusted EBITDA, Adjusted EBITDA margin, net debt, Structural Net Debt and Free Cash Flow and similar measures differently.

- We define "Adjusted EBITDA" as operating income before amortization, change in fair value of biological assets, change in fair value of financial instruments of inventories and of sale and purchase commitment, except for the portion of these items related to trading activities, any impairment of goodwill and of fixed assets, gains on bargain purchase, seasonality adjustments, non-recurring items and price adjustments. For a reconciliation of Adjusted EBITDA to operating income see "*Summary Consolidated Financial and Other Information*."
- We define "Adjusted EBITDA margin" as Adjusted EBITDA divided by revenue.
- We define "net debt" as long- and short-term borrowings (including lease liabilities), net of cash and cash equivalents.
- We define "net debt as adjusted for readily marketable inventories" as net debt as adjusted for the balance-sheet value of all finished products, raw materials and energy supplies that can be readily convertible into cash through access to widely available markets.
- We define "Structural Net Debt" as net debt minus management working capital (which consists of the difference between trade receivables, inventories and other assets relating to operating activities that are settled in cash and trade payables and other liabilities relating to operating activities that are settled in cash).
- We define "Free Cash Flow" as net debt variation excluding exchange rate and miscellaneous technical effects.
- We define "Cash Capital Expenditure" as acquisitions of intangible and tangible assets including the working capital effect on these line items.

INDUSTRY AND MARKET DATA

In this Document, we refer to information regarding our business and the industry in which we operate and compete. We obtained this information from various third-party sources and our own internal estimates. In certain cases, we have made statements on the basis of information obtained from third-party sources that we believe are reliable, including market studies and databases published by the Organization for Economic Co-operation and Development ("**OECD**") and the Food and Agriculture Organization ("**FAO**"), LMC International ("**LMC**") and UNICA publications, surveys and forecasts generally state that the information contained therein has been obtained from sources believed to be reliable. We have not independently verified these industry publications, surveys and forecasts and cannot guarantee their accuracy or completeness.

In addition, in many cases, we have made statements in this Document regarding our industry and our position in the industry based on our experience and own evaluation of general market conditions as of the date of this Document. However, our internal surveys and estimates have not been verified by independent experts or other independent sources. Furthermore, we cannot guarantee that a third party using different methods to assemble, analyze or compute market data would obtain or generate the same results.

CONSTANT CURRENCY

To enhance the comparability of our financial information between the financial years included in this Document, we present certain information using a constant exchange rate. Measures calculated using constant exchange rates are not IFRS financial measures. Foreign exchange variation at constant rates are calculated using foreign exchanges rate of prior financial year applied to actual financial year. The financial information presented on a constant currency basis included in this Document is unaudited and reflects an adjustment to eliminate the effect of exchange rate movements on our financial results. Management reviews and analyses business results excluding the effect of foreign currency translation to enhance comparability between periods in evaluating our business performance and growth.

ROUNDING

Certain figures included in this Document, including financial data presented in millions or thousands, certain operating data, percentages and other data, have been subject to rounding adjustments; accordingly, figures shown for the same category presented in different tables may vary slightly and figures shown as totals in certain tables may not be an arithmetic aggregation of the figures which precede them. Percentages and amounts reflecting changes over time periods relating to financial and other information set out in "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" are calculated using the tabular presentation of other information (subject to rounding) set out in this Document, as applicable, and not using the numerical information in the narrative description thereof.

CURRENCY

In this Document, references to "£," "sterling," "GBP" or "pounds sterling" are to the currency of the United Kingdom ("**UK**"), references to "€," "EUR" or "euro" are to the currency of the member states of the EU participating in the European Monetary Union, references to the "Brazilian real" or "BRL" are to the currency of Brazil, references to CHF are to the currency of Switzerland, references to IDR are to the currency of Indonesia, references to ZAR are to the currency of South Africa, references to CZK are to the currency of the Czech Republic, references to INR are to the currency of India, and references to "$," "USD" or "U.S. dollar" are to the currency of the United States.

OTHER INFORMATION IN THIS DOCUMENT

Certain information provided in this Document has been sourced from third parties. We confirm that such third-party information has been accurately reproduced and that, so far as we are aware and are able to ascertain from information published by such third parties, no facts have been omitted which would render the third-party information reproduced herein inaccurate or misleading.

SUMMARY

Unless otherwise indicated or implied by the context, references in this section to "we," "our" and "us" are to the Company and its consolidated subsidiaries.

Overview

We are a leading global agro-industrial company specialized in the sourcing and processing of agricultural raw materials into a variety of commodities, natural extracts and ingredients.

We produce sugar, starch & sweeteners, alcohol, bioethanol, plant-based protein, animal nutrition, renewables and electricity in Europe, Brazil, Africa, the Indian Ocean (Réunion Island) and Asia, through the processing of a wide range of agricultural raw materials including sugar beet, sugarcane, corn, wheat, potatoes, cassava and alfalfa, equivalent to approximately 43 million tonnes during the 2021/2022 crop season.

We are a market leader across our product range. We believe we are among the four largest sugar producers in the world, one of the top three sugar producers in Europe and France and the third largest sugar producer in Brazil, in each case, by volume. Sugar products accounted for 36.2% of our total revenues for the six months ended September 30, 2022. We are among the top two European producers of ethanol by capacity and the third largest producer of both starch products and sweeteners products in Europe.

Our product offering is diversified across multiple end markets. We serve a wide range of customers operating in various end-markets including not only food & beverage but also pharmaceutical, retail, energy, transportation, animal nutrition, aquaculture, fermentation, construction, paper, carton and cosmetics industries. Our customers include leading brands such as Coca-Cola, Nestlé, PepsiCo, Ferrero, Sanofi, Johnson & Johnson, Pernod-Ricard, Diageo, Total, BP and Smurfit Kappa. For the twelve months ended September 30, 2022, our ten largest third-party customers accounted for less than 20% of our revenue, and our most significant third-party customer accounted for less than 5% of our revenue.

We serve our customers through our global production and sales network, which consists of 43 operating industrial facilities in 10 countries across Europe, South America, Africa and Asia and supported by our presence in 127 countries worldwide. Our retail brands benefit from strong market recognition, with leading brands such as Béghin Say in France, Whitworths in the UK and TTD in the Czech Republic. Our La Perruche brand is a worldwide luxury brand now available in more than 50 countries and is generally regarded as top-quality sugar that is served in many high-end locations around the world, including hotels, restaurants and cafés.

We are an agricultural cooperative company with approximately 11,200 cooperative members as of September 30, 2022. In France, agricultural cooperatives are a fundamental component of the agricultural system, and a substantial number of French sugar beet farmers currently belong to an agricultural cooperative. Members of our cooperative are both our shareholders and our farmers and act as our largest suppliers for sugar beet in Europe. 181 regional representatives are elected once a year among these cooperative members to represent, assist and vote at the cooperative members' general meeting.

We employed 14,706 employees on average during the twelve months ended September 30, 2022, of which 12,784 employees were employed on a permanent basis across 14 countries as of September 30, 2022. In addition, we employed 1,946 temporary workers for seasonal work linked to harvesting and processing periods during the twelve months ended September 30, 2022.

We generated revenue of €5,086.0 million and Adjusted EBITDA of €682.2 million during the financial year ended March 31, 2022. This represented an increase in revenue of €768.9 million, or 17.8%, from €4,317.2 million for the financial year ended March 31, 2021, as well as an increase in Adjusted EBITDA of €217.4 million, or 46.8%, from €464.8 million for the financial year ended March 31, 2021. During the six months ended September 30, 2022, we generated revenue of €2,974.6 million and Adjusted EBITDA of €464.0 million. This represented an increase in revenue of €775.9 million, or 35.3%, from €2,198.7 million for the six months ended September 30, 2021, as well as an increase in Adjusted EBITDA of €263.6 million, or 131.5%, from €200.4 million for the six months ended September 30, 2021.

Our operations are organized into the following four operating segments:

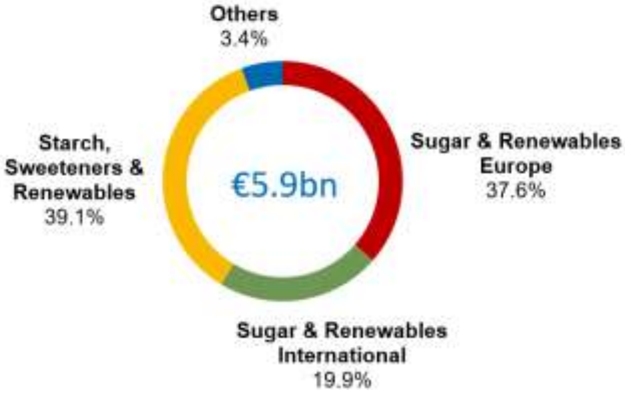
- *Sugar & Renewables Europe*: This operating segment focuses on producing sugar, alcohol and bioethanol by processing sugar beet, as well as producing animal nutrition products by processing sugar beet pulps and alfalfa. Our Sugar & Renewables Europe operating segment mainly operates in France, Czech Republic and Spain and distributes its products throughout Europe. We believe we are one of the top three sugar producers in Europe and France, in each case, by volume. We are among the top two European producers of ethanol by capacity. Our Sugar & Renewables Europe operating segment generated revenues of €1,896.5 million and an Adjusted EBITDA of €251.8 million in the financial year ended March 31, 2022, and revenues of €1,061.7 million and an Adjusted EBITDA of €177.5 million in the six months ended September 30, 2022.

- *Sugar & Renewables International*: This operating segment focuses on cultivating and processing sugarcane as well as producing raw and refined sugar and ethanol. Our Sugar & Renewables International operating segment operates in Africa, Brazil and Réunion Island. We believe we are the third largest sugar producer in Brazil, the world's preeminent market for sugar production and we are among the top 10 ethanol producers in Brazil, in each case, by volume. Our Sugar & Renewables International operating segment generated revenues of €1,004.1 million and an Adjusted EBITDA of €224.5 million in the financial year ended March 31, 2022, and revenues of €583.4 million and an Adjusted EBITDA of €119.0 million in the six months ended September 30, 2022.

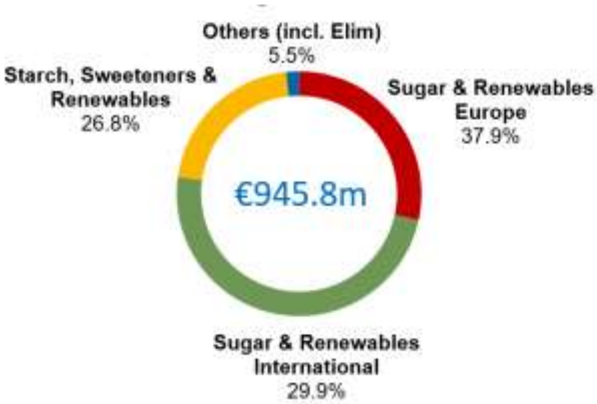
- *Starch, Sweeteners & Renewables*: This operating segment focuses on producing alcohol and ethanol, starches and sweeteners, plant-based proteins and animal nutrition products by processing cereal, corn and tubers. Our Starch, Sweeteners & Renewables operating segment operates in Europe, Brazil and Asia. We believe we are the third largest starch & sweeteners producer in Europe by volume. Additionally, we believe we are the second largest producer of wheat protein in Europe. Our Starch, Sweeteners & Renewables operating segment generated revenues of €1,952.5 million and an Adjusted EBITDA of €152.9 million in the financial year ended March 31, 2022, and revenues of €1,197.5 million and Adjusted EBITDA of €147.7 million in the six months ended September 30, 2022.

- *Others*: This operating segment consists of sugar and ethanol trading through our Tereos Commodities subsidiaries, inter-segment eliminations and corporate activities, and accounted for revenues of €232.9 million and an Adjusted EBITDA of €53.1 million for the financial year ended March 31, 2022, and revenues of €132.0 million and an Adjusted EBITDA of €19.8 million in the six months ended September 30, 2022 and are presented as "Others" in our analysis of Results by Operating Segment.

The chart below shows our revenue by operating segment for the twelve months ended September 30, 2022:



The chart below shows the percentage of our Adjusted EBITDA generated by each of our operating segments for the twelve months ended September 30, 2022:



We are committed to satisfying the global needs for our customers while taking into account new societal and environmental challenges and expectations. We strive to continually strengthen our contribution to sustainable initiatives and further position ourselves as a responsible group while driving business growth and performance over the long term. We are committed to building a truly sustainable model in which the principles of a circular economy are reflected at all steps of our production processes.

Our Strengths

We attribute our strong competitive position to several factors, including:

Global market leader operating across essential, growing, resilient and diversified markets

We are a global market leader operating across essential, growing, resilient and diversified markets, and we benefit from a well-established local presence in each of the countries in which we operate. We believe we are among the four largest producers of sugar in the world one of the top three sugar producers in Europe and France and the third largest producer of sugar in Brazil (which itself is the largest sugar-exporting country in the world), in each case, by volume.

The industries in which we operate continue to grow. According to the OECD and FAO update in June 2022, from 2022 to 2031, global demand for sugar is expected to grow at a compound annual growth rate ("**CAGR**") of 0.9% per year, driven both by higher rates of consumption and a growing worldwide population. We believe that we are well positioned in developing markets, through our leading operations in Brazil.

We are also a significant supplier of alcohol and ethanol, starch, sweeteners, plant-based proteins, electricity and other renewables. Demand for ethanol is expected to increase in selected markets in which we are present, largely driven by legislative and regulatory changes, including in our core markets through new EU regulations and a Brazilian nationwide program to cut carbon emissions. We benefit from leading positions in the sweeteners and starches market and believe that we are the third largest producer of both products in Europe by volume.

Our business model leverages our exposure to a diversified base of resilient and essential markets. We supply clients operating in a variety of end-markets, including the food, pharmaceutical, energy and feed sectors. These sectors each provide goods and services that are generally considered necessities. We expect demand for our products from these sectors to continue to grow in line with or faster than global population growth. Moreover, we were classified by French authorities as a company operating in one of the 12 sectors of activity of vital importance to France, which among other effects, enabled us to continue operating in France during the lockdown imposed by the government in response to the COVID-19 outbreak in 2020.

While the majority of our products are sold business-to-business ("**B2B**"), we have a portfolio of retail brands that benefit from strong consumer market recognition. Our leading sugar brands include Béghin Say in France, Whitworths in the UK and TTD in the Czech Republic. Our La Perruche sugar brand is a worldwide luxury brand now available in more than 50 countries, is considered top-quality sugar and is served by many high-end hotels, restaurants and cafés around the world.

Highly flexible and complementary operations ensuring responsiveness to the evolving needs of the Group's end markets

We are able to dynamically optimize our product offering thanks to our flexible and complementary operations. We are able to efficiently shift our production to higher-margin products or those that are most in demand in response to changing market dynamics with minimal switching costs and without changing our raw material inputs. For example, in Europe we can use sugar beet to produce sugar, alcohol or ethanol. Therefore, depending on market dynamics, as well as plant and logistical capacity, we are able to constantly adjust the allocation of production across these three products to maximize output recovery. As a result, we have the ability to swiftly adjust our mix to obtain the best output from the processed raw material, in addition to the ability to optimize overall margins and increase cash flow. As a result of our investments into our innovative industrial tools, we currently have the flexibility in Europe to produce up to 34% of our mix as ethanol, an increase from 25% of our mix in 2014. Similarly, our sugarcane operations in Brazil are also able to switch production between sugar and ethanol, providing us with a natural hedge against prolonged decreases in the price of either product. We estimate that, currently, the share of sugar in our output mix can vary from an estimated 45% to approximately 65% (compared to approximately 45% for the market according to UNICA) in any given crop in Brazil, depending on the market dynamic. As an illustration, the flexibility of our operations and production capacity allowed us to quickly increase our production of disinfection alcohol and hydro-alcoholic gel in response to the peak in demand for those products resulting from the COVID-19 pandemic.

For the years ended March 31, 2022, 2021 and 2020, the share of sugar in our output mix in Europe was 61%, 62% and 60%, respectively.

Through our Starch, Sweeteners & Renewables operations, we are able to produce a wide range of commodities and other protein-based products. We are continually optimizing the mix of these products to ensure maximum capacity utilization of our mills (push) and serve our large range of customers (pull). Our Starch, Sweeteners & Renewables production is highly flexible as we have the capacity to quickly switch processing of raw materials across multiple end markets and products. Furthermore, our industrial setup offers further opportunities for synergies across our divisions in Europe. For example, during the sugar beet campaign, we are able to process sugar beet molasses in our Lillebonne distillery (in Normandy, France) which usually produces wheat-based ethanol.

We believe that we are the only sugar producer that is fully integrated into the value chain across multiple continents, with 31 facilities in Europe, eight in South America, four in Africa and the Indian Ocean and one in Asia. Moreover, our facilities are located in the most productive agricultural basins for our raw materials and near both our customers and suppliers. See "*—High barriers to entry due to well invested state-of-the-art asset base characterized by efficient cost and performance management*." Our geographic reach and strategically located facilities allow us to timely and effectively serve our end users around the world while benefitting from growing consumption across international markets.

Our diverse client base across multiple end markets enables us to take advantage of favorable developments and capture the growth trends in numerous industries. Our customers operate primarily in the food, beverage, fuel, energy, animal nutrition, aquaculture, fermentation, construction, paper, carton, pharmaceutical, cosmetics and industries and retail. As such, we are well-positioned to benefit from any evolving positive trends in these industries. At the same time, the diversity of our customer base ensures that we are not overly dependent on fluctuations in any specific industry.

High barriers to entry due to well invested state-of-the-art asset base characterized by efficient cost and performance management

There are a number of factors that make it difficult for new entrants to enter the markets in which we operate. First, new entrants must invest significant upfront capital to set up production capabilities. Once established, production facilities must operate at sufficiently high utilization rates in order to achieve sustainable returns. Moreover, new entrants must secure sourcing of raw materials from a fragmented base of suppliers, form relationships with numerous suppliers and overcome the availability of technological expertise if they are to be able to compete effectively on price and provide their customers with a level of product development support comparable to that provided by our team.

We believe that our strong market position is protected, in part, by our well-invested asset base that allows us to outperform our peers. For example, our facilities in France had an average campaign length (i.e. the period of time during which they operate around-the-clock, seven days a week), of 121 days for the 2021/2022 crop season, increasing from 104 days for the 2015/2016 crop season (the 2015/2016 crop season being the last year before the end of the sugar quota system in the EU). Our facilities in France had an average campaign length of 105 days for the 2020/2021 crop season, 125 days for the 2019/2020 crop season and 123 days for the 2018/2019 crop season. We have continued to invest in and focus on efficiency gains, as illustrated by the improving performance of our plants. In addition, five of our Brazilian plants placed in the top ten most productive plants in Brazil for the 2021/2022 crop season.

Our facilities are generally clustered around key supply basins including the north of France, which is rich in sugar beets, and the São Paulo state in Brazil, which is a prime growing area for sugarcane. Our proximity to suppliers and customers reduces our processing and transportation costs and enables us to have direct contact with these parties, which we believe strengthens our relationships with them. In addition, our plants are generally well-connected to large infrastructure facilities, allowing us to be competitive when exporting our products to foreign markets where sugar is in short supply. For example, in November 2018, we opened a new logistics center in France, the Tereos Escaudoeuvres Export Logistics Center, which provides us with the flexibility to export up to approximately 350,000 tonnes of sugar in a crop season. In Brazil, in June 2018, we entered into a strategic partnership with VLI Group, one of the largest railway operators in Brazil that provides logistic solutions to agribusiness, steel and industrial producers in Brazil. The partnership provides for our investment in the construction of two sugar warehouses and allows us to benefit from VLI Group's infrastructure network and transportation services, including an advantageous access to port facilities in Santos, which is the largest sugar export facility in Brazil.

We are constantly improving the cost efficiency and performance of our plants. Our investments in recent years have further reinforced our strong market position. For the twelve months ended September 30, 2022, our cash capital expenditure amounted to €356.8 million. These investments have additionally served to drive performance and optimize costs, improving our operational leverage. For example, from 2015 to 2018 we made investments of over €100 million in order to achieve energy efficiency gains, which resulted in a reduction of approximately 10% in the energy consumed by our French sugar plants. Further, our mills in Brazil are self-sufficient in terms of energy consumption and export energy to the grid.

Long-term commercial partnerships supported by local client-centric approach and global R&D platform

Our global geographic footprint is supported by a strong local presence in each of the markets that we operate in. We have forged long-lasting relationships with our customers and suppliers in each market, and our history of consistent quality and availability of supply gives our brands strong local reputations and high degrees of customer loyalty.

We believe that the strategic location of our plants in proximity to our customers is particularly important, as protecting against supply chain risk is the most critical element of our customers' decision-making processes. Therefore, the reliability and the safety of our supply, measured through local certifications arising from increasing regulatory and compliance requirements, as well as voluntary continuous improvements of our processes and products, are among the key factors that provide us with an advantage over our competitors. The sustainability of our products is also a key driver in many of our customers' decision-making processes. Ensuring consistent, long-term supply therefore justifies additional marginal costs for our customers. As a consequence, price fluctuations in our products are more readily tolerated by our customers as our products are considered vital inputs for their operations even though our products may represent only a small portion of our customers' overall production costs. Price momentum in producing countries is generally driven by local supply and demand dynamics. As an example, the price we receive for our sugar in Europe shows limited correlation against the sugar price set by the ICE Sugar No. 11 Futures. See "*—Demonstrated track record of managing business through commodity price cycles.*"

Our production facilities are either strategically located close to our major customers or are well connected to logistics infrastructures, reducing transportation costs for our customers. We aim to induce customer loyalty and foster closer relationships with our customers through our marketing efforts and research & development initiatives. For example, our sugar beet plant in Lillers is located 34 kilometers from a large Coca-Cola plant in Dunkirk, and supplies 100% of the plant's sugar, ensuring a circular local food supply chain. Also, at our Nesle starch plant, we have a strategic partnership with one of our customers, Nigay, a first-ranking French producer of caramels. Our site is directly connected to their production facility through a pipe for glucose supply, thereby minimizing transportation costs and CO_2 emissions. Furthermore, in Europe, we have a centralized sales support staff, which is divided into specialized teams that cover key segments and customer accounts. This specialization allows our staff to provide customers with a "one-stop shop", through which we are able to market and sell a diversified offering of products and to ensure optimal service and execution for our customers.

In addition, our research & development projects in cooperation with our customers' teams strengthen long-term relationships. Such projects develop our local ties with clients while providing us with the ability to develop solutions that can be deployed for other customers worldwide. One of our concepts, the "Sweet&You" offering, was launched in 2017 focusing on sweetener formulation with a view to help consumers vary their sources of sweeteners. The Sweet&You program has since evolved into a comprehensive nutritional reformulation program, offering our B2B customers solutions to improve the nutritional scoring of their products and increasing their products' fiber and protein contents in line with consumer expectations. This 360-degree nutritional reformulation offering provides tailored support to our B2B customers by leveraging our wide portfolio of sweetening solutions and fiber and protein products. It enables our customers to offer more nutritionally balanced products while preserving their taste, appearance and texture. We believe that we are at the forefront of assisting our clients in their industrial processing and product design, and we have a proven track record of helping to reformulate our clients' end-products.

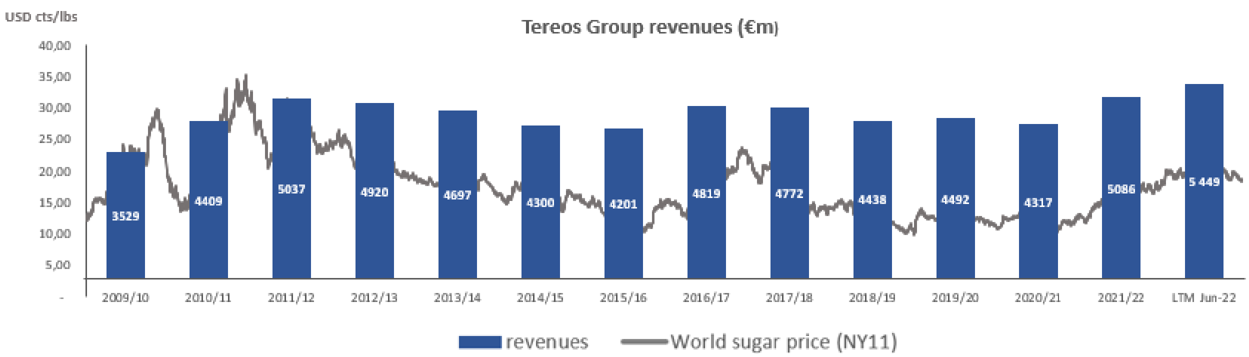
We believe we have strong and long-term customer relationships. Our customer base is widespread and well-balanced across geographies and end markets across food, beverage, fuel, energy, animal nutrition, aquaculture, fermentation, construction, paper, carton, pharmaceutical, cosmetics and retail. As such, we are well-positioned to benefit from any evolving positive trends in these industries. At the same time, the diversity of our customer base ensures that we are not overly dependent on fluctuations in any specific industry. For the twelve months ended September 30, 2022, no single customer represented more than 5% of our revenues while our top ten customers accounted for less than 20% of our revenues. Our customers include such leading brands as Coca-Cola, Nestlé, PepsiCo, Ferrero, Sanofi, Johnson & Johnson, Pernod-Ricard, Diageo, Total, BP and Smurfit Kappa. With our diverse client base across multiple end markets, we are able to take advantage of favorable developments and capture the growth trends in numerous industries.

Demonstrated track record of managing business through commodity price cycles

Over recent years, we have continued to expand our market share and increase revenues. In Europe, due to market liberalization of the sugar industry in 2017 combined with historically high surpluses in the market during the 2017/2018 crop season, prices reached historical lows in 2018. However, since the summer of 2019, the price of sugar has started to trend upwards due in part to depressed prices leading to the closure of certain of our competitors' production facilities and sugar beet farms across the continent, therefore decreasing their available supply. Over the 2020/2021 crop season, sugar prices increased as a consequence of global production deficits and the demand recovery that followed the gradual improvement of the pandemic recovery. We believe we are among the four largest sugar producers in the world, by volume.

Our ability to expand is, in part, an illustration of our capacity to mitigate the downside of fluctuating commodity prices. A key mitigating factor against downturns is our ability to efficiently switch production lines to higher margin or in-demand products, providing a hedge when prices fluctuate. More generally, we are able to protect our profit margins through (i) the continued development and diversification of our business areas; (ii) market-based price mechanisms for purchasing third-party sugarcane in Brazil as well as sugar beet in France following the introduction of a flexible formula which provides a natural hedge against market prices; and (iii) the continuous optimization measures through which we strive for best-in-class operational management.

In addition, there has historically been a limited correlation between our financial performance and that of the global market price for sugar set by the Sugar No. 11 Futures due, in part, to our ability to differentiate our overall offering through quality, reliability and proximity to our customers, as well as through effective hedging strategies. The chart below shows a comparison between the world sugar monthly average price and our revenue since 2009 and demonstrates the resilience in our revenues through price cycles:



Moreover, as a result of our active diversification efforts, only 36.2% of our revenues were derived from the sale of sugar products for the six months ended September 30, 2022.

Key player in a circular economy shaping customers' sustainability agenda

We have a good record of corporate social responsibility ("**CSR**"), and we believe that our past achievements and ongoing commitment to CSR set us apart from other industries and some of our competitors. For example, in 2021, EcoVadis renewed its gold ratings for Tereos, which have been awarded since 2019, placing the Group in the top 4% of over 60,000 participating companies when scored on the basis of policies, processes and performance related to environmental, labor, human rights and supply chain issues. Moreover, given the breadth of our CSR activities and our global reach, we believe that we have the capability to positively impact the entire value chain “from field to table” and to contribute to the emergence of new, more sustainable models and practices at all levels of the value chain.

We strive to maximize the value that can be extracted from the natural resources we use. For example, in Brazil, our plants produce renewable energy as a byproduct of our sugar and ethanol production allowing us to not only be energy self-sufficient, but also to provide up to one million residents in our local communities with renewable and clean energy. Approximately 46% of the energy we use at our plants worldwide is derived from renewable sources. Further, we estimate that we valorize approximately 99.8% of our agricultural raw materials and their coproducts (such as sugar beet and sugar cane), either in the production process itself or through partnerships. Our commitment to efficiently use our raw materials is one of our core focuses. Recently, we have invested in several cogeneration facilities to increase our production of renewable energy in various countries, as well as in new fertigation systems which promote the efficient use of water.

Our commitment to a circular economy goes beyond our production facilities, extending to our upstream and downstream value chain. We have long-standing ties to upstream suppliers across our businesses through our historic roots as a cooperative, and we work with our suppliers to ensure that they are operating in a sustainable fashion. By purchasing from our cooperative farmers, we are able to provide direct economic benefits to those local communities while also securing transparent and traceable channels to source raw materials. For the financial year ended March 31, 2022, approximately 75% of our raw materials were evaluated and certified as sustainable. In addition, approximately 75% of our agricultural products were assessed or certified as sustainable (as compared to 62% in the 2020/2021 period).

We have been progressively including sustainability-linked structures in our financing instruments. For instance, most of our recent bank-related financing over the past months has included ESG related features. Certain provisions of (i) the export pre-financing sustainability-linked loans entered into in June 2020 and June 2022, (ii) the October 2020 Revolving Credit Facility, (iii) the September 2021 Revolving Credit Facility, (iv) the February 2022 Revolving Credit Facility, (v) the November 2022 Revolving Credit Facility and (vi) some credit receivable certificates included in our Brazilian Credit Facilities may be adjusted depending on the performance of Tereos Group, or one of its subsidiaries, on certain sustainability performance indicators.

Experienced management team, aligned to execute on future strategy, supported by a strong cooperative structure

We benefit from a strong and highly skilled management team with significant experience in the sugar industry. Our senior management has an average experience of over 10 years in the industry, a deep understanding of relevant legal and regulatory frameworks, an extensive global network of relationships and a proven ability to execute on our strategy, including through acquisitions, joint ventures and partnerships. In particular, Gwénaël Eliès, our Chief Financial Officer and Deputy Managing Director, in charge of finance and information systems, has had previous experience at Tereos in 2009 as Deputy Director for Global Business with a strong focus on the Company’s operations in Brazil in the context of a capital increase. He then took over the responsibility of Financial Controlling & Investor Relations (Group) to supervise all aspects of the Tereos Internacional IPO in Brazil, while carrying out a new funding strategy and building the controlling activity at Group level.

Together with our global workforce, which included an average of 14,706 employees during the twelve months ended September 30, 2022, our management team has a strong track record of growing our business.

Our strategic plan for 2024 was announced in 2021. The plan focuses on moving from a volume strategy to a margin strategy that capitalizes on our geographic footprint in Europe and Brazil, on our business footprint in Europe and on sugar and starch products to optimize value and generate margin growth in our sugar and starch divisions. We also announced our intention to focus on core assets, and a portfolio review has been conducted to assess disposals, as illustrated for example by the announcements of the disposals of our participations in two joint ventures in China and our plant in Mozambique. Moreover, we announced targets for the fiscal year ending March 31, 2024, including recurrent positive free-cash-flow generation.

We also benefit from strong, long-term relationships with our cooperative members who, in addition to being shareholders, are also our suppliers of agricultural raw materials. Our cooperative members' long-term commitment and inherent interest in our continued performance provides us with stability in both our capital structure and our supply chain. In 2019, management implemented a reconfigured sugar beet pricing mechanism as mandated by the cooperative members through the elected board that links sugar beet purchase prices to the sale prices of sugar and ethanol.

Our Strategy

We intend to consolidate our position as a global leader in nutrition and renewable energy solutions by strengthening our three business pillars to capture demand growth in key developed and emerging markets. We strive to enhance our resilience to market volatility by offering a balanced and diversified product portfolio, rapidly adapting to changes in consumer expectations in a global market and focusing on profitability and cost-competitiveness.

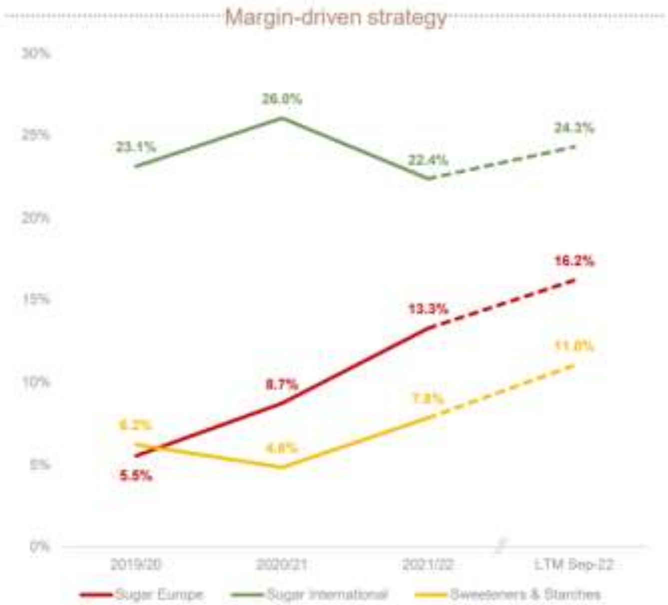
We aim to achieve this through the following:

Continuously increase operational efficiency and improve cost competitiveness to optimize margins across our segments

We consistently seek to control costs, improve our efficiency and grow cash flows while maintaining and improving the quality of our products. Our performance plan, spanning from 2015 to 2018, led to energy efficiency gains through the increase of processed sugar beet volume by approximately 30% from 2015 to 2018 which led to an overall increase of approximately 45% in the volume of sugar produced per plant on average over the period. We also have made investments of over €100 million to achieve improvements in energy efficiency in the same period, which have led to a decrease in energy consumption by our French sugar plants of approximately 10% over the same period. As announced in 2021, we reassessed the scope and phasing of our profitability programs with the goal of providing continuous long-term operational improvements. We have identified three key levers to improve our operational performance over the next three years from 2022 to 2024:

- commercial excellence, moving from a volume strategy to a margin strategy that capitalizes on our geographic footprint in Europe and Brazil, on our business footprint in Europe and on sugar and starch products to optimize value;
- organizational excellence, simplifying our organization, increasing efficiency and developing synergies between business divisions; and
- industrial excellence, optimizing our assets by implementing continuous improvement processes and a more selective capex policy.

To ensure our competitiveness, we are focused on continually improving our operational efficiencies through constant monitoring and adjustments of industrial tools and processes as well as implementing measures to digitalize our industrial and agricultural activities. Advanced data management solutions allow us to optimize farming and industrial techniques. Since 2018, we have launched two pilot Industry 4.0 plants in Cruz Alta, Brazil and Connantre, France, in order to leverage digitalization and big data to optimize every stage of our process and develop preventive maintenance. In addition, we continue to leverage new technologies in furtherance of sustainable agricultural practices across Brazil and Europe. Using drones, captors and satellites, we are able to gather extensive data which is used to optimize our farming operations. For example, we have invested in the Orion Project in Brazil, which uses real-time satellite surveillance to help prevent field fires that cause substantial losses throughout the entire production chain and have major impacts on local communities and the environment. Real-time data and images from satellites and drones also enable us to optimize the treatment and management of each plot of farmland for increased agricultural yield and a decreased environmental footprint. We expect these, and other investments in cost competitiveness and efficiency, to drive an increase in margins across our business segments, foster our continued growth and improve our cash flows over the following years. The chart below shows our margins (defined as the ratio of Adjusted EBITDA to revenue) across our business segments for the financial years ended March 31, 2020, 2021 and 2022 and for the last twelve months ended September 30, 2022:



We also implemented a new organizational structure for our European operations in September 2022. Following the reorganization, our European business units will be overseen by a new European Agricultural and Industrial department, responsible for defining a consistent industrial strategy across all our European facilities, regardless of their activities (sugar and renewables, starch and sweeteners) and a common commercial department, responsible for integrated business planning and margin optimization strategy, among other things.

Additionally, to optimize the efficiency and profitability of our business, we regularly evaluate our portfolio of assets to decide whether some of them should be sold, closed or temporarily suspended in order to optimize our production capabilities, maximize utilization of our industrial equipment and thus reduce fixed costs. For instance, in 2022, we initiated the formalities to permanently terminate the activities of Tereos Sugar Romania. We may decide to temporarily suspend operations at one of our plants to reduce operating expenses if, as a result of lower crop yields during a particular season, we do not need the excess production capacity. For example, in 2022, we temporarily suspended activities of the Severinia sugar and ethanol plant in Brazil in order to optimize overall output following lower crop yields as a result of poor weather conditions during the crop season.

Capitalize on favorable market trends due to our diverse array of products, geographic proximity and commitment to innovation

As consumers become increasingly conscious about the health, safety and sources of the food that they purchase, it is increasingly important that we provide transparency and the information required by consumers to make informed decisions. As a cooperative, we address these concerns mainly by purchasing raw materials produced in the vicinity of our plants and directly from farmers. These direct relationships with our farmers also provide us with greater control over the quality of our products and enable us to proudly develop sustainable agriculture practices. Further, we closely monitor the quality and food safety of our products wherever we operate in accordance with national regulations and internationally recognized standards such as ISO/FSCC 22000 or ISO 9001. Where appropriate, Halal and Kosher certifications are also in place. Moreover, we have diversified our product offering to cater to health-conscious consumers focused on sustainability.

Additionally, we believe we are well-positioned to capitalize on growing demand in developing economies through our leading operations in Brazil. According to the OECD FAO update in 2022, from 2022-2031, global demand for sugar is expected to grow at a CAGR of 0.9% per year. We believe that our strong trading operations and logistics capabilities, including our recent partnership with VLI Group, one of the largest railway operators in Brazil that provides logistic solutions to agribusiness, steel and industrial producers in Brazil, will allow us to export our products into new and growing markets where there are fewer local competitors.

Furthermore, our strong track record in research & development has provided us with distinctive industrial processes and products that improve our production techniques and expand our product offering. We benefit from long-standing cooperative arrangements with public research institutes and hospitals which enable our researchers to acquire and expand their knowledge skills. Our research department had expensed costs of €17.2 million for the financial year ended March 31, 2022. We are committed to continue to invest in R&D to develop our production capabilities and improve agricultural processes, but also to reduce our carbon footprint and energy and water usage. Our R&D capabilities have allowed us to substantially improve the productivity of our sugar extraction process and have also allowed us to develop and improve cutting-edge specialties in our Starch, Sweeteners & Renewables operations that extend our range of consumer products and meet the requirements of the food, pharmaceutical, chemical and fermentation industries.

We continue to actively develop innovative products using plant proteins, including our innovative food products made from plant protein and chickpeas. These products are unique and are made with only five main ingredients (wheat, chickpeas, fiber, sunflower oil and vegetables) utilizing proprietary technology that enables us to produce a wide range of shapes and recipes. In 2022, we launched a new chicken-flavored product that was well received by our customers. We continue to place a strong focus on the development of these products and have created the brand name “Ensemble™” to support their development globally. Furthermore, our R&D center in Singapore is actively working with the R&D functions of certain of our Asian customers to develop plant-based alternatives for popular categories of products in the Asian market, such as noodles, tea beverages, meat and confectionery products.

In addition, we concluded a strategic supply agreement with Avantium, a leading technology company in renewable chemistry, in 2021 to become the exclusive supplier of wheat-based high fructose syrup, the main component of PEF (polyethylene furanoate), for the production of 100% plant-based recyclable plastics.

We have also launched a new B2C range of Sucre&Stevia using our production expertise to provide customers with nutritional alternatives.

Our ability to innovate, our proximity to our core client base and the wide recognition of our brands are key cornerstones of our strategy. We intend to continue developing those strengths to consolidate our market share while renewing our focus on profitability across our product portfolio.

Continue to mitigate volatility and effectively respond to commodity price cycles

Though the sugar and ethanol markets in which we operate are volatile, we continue to seek to grow our revenue through a diversified product offering, expansive global footprint and flexible operational approach.

Commercial opportunities in our markets will continue to help us navigate volatile market conditions. For the financial year ended March 31, 2022, 27% of our sales were generated in emerging markets, mainly in Brazil, where we believe we are the third largest producer of sugar by volume and sixth largest producer of ethanol.

Due to our established presence in Brazil, where we are one of the most efficient producers of sugar and ethanol in terms of operational indicators such as general utilization time and distillery yield, we believe that we are well-positioned to benefit from the expected growth in consumption of sugar and ethanol in the country.

Moreover, we believe that our ongoing product diversification efforts will continue to allow us to mitigate the risk of downside pressure on commodity prices. Although we have historically been focused on sugar production as a group, we now produce a range of products including sugar, starch and sweeteners, alcohol, bioethanol, plant-based protein, animal nutrition, renewables and electricity. For the six months ended September 30, 2022, only 36.2% of our revenue was derived from the sale of sugar. This diversification allows us to potentially mitigate the impact of a sudden decrease in the price of a given commodity. For example, in our Brazilian and European sugar facilities, we are able to produce both sugar and ethanol at the same production site, with the same input raw material and with minimal switching costs, and as a result, we are able to shift production from one product to the other when a fluctuation in the price of one or both commodities prices presents the opportunity to hedge or seek higher margins. This capability provided a buffer against the sudden drop in the price of ethanol recorded in March 2020, which had fallen alongside the price of crude oil, and also helped lessen the impact of the sharp reduction of demand for ethanol due to lockdown measures imposed in response to the COVID-19 pandemic. We intend to continue to strengthen the flexibility of our industrial network and production capacities by regularly adapting our product mix to the dynamics of the markets in which we operate.

In Europe, between 2017 and 2020, sugar prices remained at near decade lows, in large part due to market liberalization of the sugar industry. With production facilities and sugar beet farms closing across the continent due to these depressed prices, the ensuing reduction in supply has been progressively guiding the price of sugar upwards from 2019 to 2022. We focus on margin maximization through our presence in regions that we believe are highly performing from an agricultural standpoint, with a concentration of industrial units in France and nearby countries, complemented by a presence in Eastern Europe – this last region being in a deficit position in terms of sugar production, which may allow us to optimize our margins with local customers.

Moreover, despite the increase in volatility of commodities prices caused by the recent war in Ukraine, our commercial strategy focused on protecting margins and capturing opportunities, while our procurement teams focused on limiting the impact of inflation. The result of these strategies has provided a buffer against sudden swings in the prices of our products or decreased margins. Our hedging and commercial strategy covers not only sugar and energy but also wheat. As a result, we have the ability to negotiate higher selling prices for our Starch & Sweeteners division products during periods of higher wheat costs.

Maintain commitment to our five operational priorities: competitiveness, safety, food safety and quality, sustainability and compliance

We intend to remain at the forefront of our industry as a leader in safety, food safety, competitiveness, sustainability and compliance. As part of our industrial strategy, we have been implementing continuous and long-term operational improvements. See "*Continuously increase operational efficiency and improve cost competitiveness*" above.

First, we are improving *safety* with a comprehensive plan aimed at shifting the behaviors and the management culture of the entire Group. Second, we are increasing our *competitiveness* by establishing over a thousand new initiatives across the Group aimed at boosting our bottom-line financial performance. Third, we are ensuring *food quality and safety* with a defined roadmap including audits of production facilities and the creation of a dedicated quality department within the Group. Fourth, we are taking a cross-functional approach based on our pre-existing extensive CSR framework to identify further opportunities for *sustainability*. Finally, we have reformed our *compliance* program, notably in accordance with the principles of the French Sapin II anti-corruption law. See "*Business—Social and Environmental Responsibility—Sustainable Action and a Commitment Towards our Five Pillars*" for a further description of these operational priorities.

Furthermore, as announced in 2021, we reassessed the scope and phasing of our profitability programs with the goal of providing continuous long-term operational improvements.

In 2022, we introduced a new ten-year CSR roadmap, the “Sustain’2030 Strategy” which features five pillars and 10 key CSR indicators. It covers sustainable agriculture, decarbonization, biodiversity, nutrition/health and societal commitments.

Under this new sustainability plan, the Group is planning to reduce carbon emissions from its European plants by 30% by 2030, as compared to 2015, and to lower its water consumption by 20% by 2030, as compared to 2017.

The Sustain’ 2030 Strategy is focused on two guiding principles: a 360-degree market review and an inclusive approach.

A 360-degree market review.

Extensive research was carried out by the Group to take into consideration internal input and external parameters, such as:

- interviews with more than 20 internal CSR experts to assess Tereos’ sustainability risks;
- an analysis of both the existing and the upcoming regulatory framework to anticipate new standards in ethics, food security, environment, etc;
- expectations from stakeholders (clients, suppliers, cooperative members, employees, etc.); and
- initiatives and best practices of our competitors and other comparable players, including discussions regarding how we can differentiate ourselves from our competitors.

An inclusive approach.

The previous sustainability strategy, launched in 2015, was built on a top-down approach, with limited interaction among the operating segments. Our new aspiration is to work in coordination with these operating segments, namely by extensively involving our employees across such units in an effort to advance the goals we are committed to. The process followed by the Group included extensive consultation rounds with the operating segments to define key goals that are ambitious yet realistic.

The Group followed a four-step consultation process:

- Tereos’ overall sustainability vision, defined at Group level, was broken down into building blocks (key topics);
- the building blocks were quantified by the Group, as well as tentative KPIs and corresponding ambitions for 2030;
- the operating segments were invited to provide feedback on the proposed KPIs and ambitions in a bottom-up approach; and
- 2030 targets were reworked collaboratively in case of a gap between on-going initiatives at the operating segment level and the proposed ambitions at Group level.

The Sustain’2030 Strategy is a final product resulting from the work carried out in cooperation with all the Group’s operating segments, fully integrating the local specificities and challenges of our production facilities and operating segments. The Group, with the contribution of each of our operating segments, has designed our sustainability strategy to address each aspect of its social and environmental footprint.

In adopting a revitalized CSR strategy, we are reaffirming our commitment to meet the expectations of our customers: healthy and safe food, agricultural practices that respect the environment and biodiversity, products from short supply chains, clean and renewable energies, and contribution to a low-carbon industry.

Recent Developments

Working Capital and Debt Structure Optimization Activities

Since late October 2022, we have entered into several new financing arrangements to refinance certain indebtedness of the Group and in furtherance of our ongoing efforts to optimize our working capital and debt structure in the context of a sharp increase in raw materials and energy costs. For a description and analysis of these factors and their impact on our business, see "*Management's Discussion and Analysis of Financial Condition and Results of Operations—Factors Impacting Our Results of Operations—Seasonality, Weather and Agricultural-related Effects*" and "*Risk Factors—Risks Relating to our Business and Industry—We are exposed to volatility in the availability and price of the agricultural materials on which we rely and we may not have the ability to pass along fluctuations in selling prices*."

On October 25, 2022, Tereos Participations entered into an unsecured term loan facility agreement for a total amount of €100,000,000 with a 4-year tenor (the "**October 2022 Term Loan Facility**"). The proceeds of the October 2022 Term Loan Facility were used to refinance certain shorter-dated existing indebtedness of the Group and optimize our debt structure.

On November 17, 2022, Tereos France entered into an amendment to the September 2021 Revolving Credit Facility Agreement to provide for an additional tranche of €228,094,875.51 (the "**November 2022 Revolving Credit Facility**" and, together with the September 2021 Revolving Credit Facility, the "**Tereos France Revolving Credit Facilities**"). This additional tranche has a maximum maturity date of two years from the signing of the amendment (initial maturity date of one year with two six-month extensions).

In November 2022, in connection with the ongoing management of our working capital and liquidity, including an increase in the cost of certain of our raw materials and energy, Tereos France drew the Tereos France Revolving Credit Facilities in full. As of the date of this Document, the Tereos France Revolving Credit Facilities are fully drawn.

Trading Update

For the two-month period ended November 30, 2022, we recorded Adjusted EBITDA of € 238.7 million, compared to Adjusted EBITDA of €173.0 million for the two-month period ended November 30, 2021.

For the eight-month period ended November 30, 2022, we recorded Adjusted EBITDA of €702.6 million, compared to Adjusted EBITDA of €373.4 million for the eight-month period ended November 30, 2021.

Our results for the two-month period ended November 30, 2022 were driven by a significant increase in revenues in all our segments, reflecting the increased selling prices in Europe, as well as higher volumes in the Sugar & Renewables International segment compared to the same period of 2021, which was impacted by low yields during the 2021/2022 crop season in Brazil.

For the two-month period ended November 30, 2022, our revenue was €1,261.5 million, an increase of €360.1 million, or 39.9%, compared to revenue of €901.5 million for the two-month period ended November 30, 2021. At constant exchange rates, revenue increased by 37.0% in the two-month period ended November 30, 2022, compared to the same period of 2021.

As of November 30, 2022, our net debt was €2,801.4 million, an increase of €560.9 million, or 25.0%, compared to €2,240.4 million as of September 30, 2022. Our net debt as of November 30, 2022 increased by €414.7 million compared to our net debt as of March 31, 2022, driven by higher working capital, which was mainly the result of an increase in inventory in the Sugar & Renewables Europe segment, both in terms of volumes (November is in the middle of the sugar beet campaign, and as a result of the seasonality of our business, the volume of our inventory is close to its peak level) and in terms of unit value, which increased due to higher raw materials and energy prices. Also, the cash impact of our commodity hedging positions, mainly on energy and ethanol, was negative during the period.

The unaudited preliminary financial results for the periods presented above are derived from our accounting records and are the responsibility of our management. This information has not been audited, reviewed, examined, compiled, nor have any agreed-upon procedures been applied with respect thereto by PricewaterhouseCoopers Audit and Ernst & Young Audit, our independent auditors. Accordingly, PricewaterhouseCoopers Audit and Ernst & Young Audit do not express an opinion or any other form for assurance with respect thereto. The reports of PricewaterhouseCoopers Audit and Ernst & Young Audit, a free English translation of which is included in this Document, relate to the Company's previously issued consolidated financial statements. It does not extend to the unaudited preliminary financial results for the periods presented above and should not be read to do so. You should not place undue reliance on such unaudited preliminary financial results. Our preliminary unaudited financial results are based upon a number of assumptions and judgments that are subject to inherent uncertainties and are subject to change and are not intended to be a comprehensive statement of our financial or operational results for the periods presented. Although we believe the management estimates and unaudited preliminary financial information and the assumptions on which they are based to be reasonable, our preliminary financial results are subject to change, and are not intended to be a comprehensive statement of our financial or operational results for the periods presented above. Consequently, upon publication of our results for the nine months ending December 31, 2022, we may report results that are materially different from the ones set forth in this section. See "Forward-Looking Statements" and "Risk Factors" elsewhere in this Document for a more complete discussion of certain of the factors that could affect our business, financial position and results of operations.

Objectives

The discussion set forth below includes forward-looking statements that have been prepared by, and are the responsibility of, management and represent, to the best of management's knowledge and opinion as of the date of this Document, the Group's expected course of action. They are based on management's current beliefs, expectations, assumptions and business plan and involve known and unknown risks and uncertainties that could cause actual results, performance or events to differ materially from the trends and objectives described. The Group has constructed the objectives presented in this section consistent with the accounting policies applied in the Company's consolidated Interim Financial Statements as of and for the six months ended September 30, 2022.

These forward-looking statements and objectives, which are the result of the Group's strategic decisions, do not constitute forecasts or estimates of the Group's profits. No assurance can be given that the objectives described below will be achieved. These forward-looking statements involve assessments about matters that are inherently uncertain and actual results may differ for a variety of reasons, including those described in "Forward-Looking Statements" and "Risk Factors".

Furthermore, the objectives presented are based on the Group's strategic goals and action plans, which in turn are based on data, assumptions and estimates that the Group considers to be reasonable. These data, assumptions and estimates may change over time or be modified due to uncertainties related to the economic, financial, competitive and regulatory environment, as well as other factors. Moreover, the achievement by the Group of the objectives presented below implies the success of the Group's strategy. In addition, if any of the risks described under "Risk Factors" were to actually occur, they could have an impact on its business, results of operations, financial position and/or outlook, and could therefore jeopardize its ability to achieve the objectives presented below. The Group cannot give any assurance or guarantee that it will achieve the objectives described in this section.

Our strategic plan for 2024 was announced in 2021. This plan aims at continuous long-term operational improvements and is underpinned by three major levers identified to improve our performance and financial health over the period:

- *Commercial excellence*: Shifting from a volume strategy to a margin strategy that capitalizes on our geographic footprint in Europe and Brazil, on our business footprint in Europe and on sugar and starch products to optimize value.

- *Organizational excellence*: Simplifying our organization, increasing efficiency and developing synergies between business divisions.
- *Industrial excellence*: Optimizing our assets by implementing continuous improvement processes and a more selective capex policy.

Based on this strategic plan, the following objectives have been set for 2024:

- EBIT margin of 5%;
- Recurrent generation of positive free cash flow;
- Net debt below €2 billion; and
- Consolidated net leverage below 3x.

This strategy has already been progressively deployed in the recent months, with an emphasis on commercial and organizational excellence, and is yielding positive results, such as recent improvement in margins in our starch business. Furthermore, as previously communicated, our management is keen to refocus on our core business, as illustrated by the recent disposal of a 49% stake in two joint-ventures in China in the starch business, the disposal of a plant in Mozambique and the initial formalities started to terminate the activities of a plant in Romania. See "*Management's Discussion and Analysis—Factors Impacting Our Results of Operations—Acquisitions, Disposals and Partnerships*".

Tereos Finance Groupe I SA

Tereos Finance Groupe I SA is a *société anonyme* (limited liability corporation) organized under the laws of France. Incorporated in 1998, Tereos Finance Groupe I SA is a finance subsidiary of the Company. As of September 30, 2022, Tereos Finance Groupe I SA issued share capital amounted to €152,500.00 represented by 10,000 ordinary shares of €15.25 nominal value each. The registered office of Tereos Finance Groupe I SA is located at Rue de Senlis, 77230 Moussy-le-Vieux, France and its phone number is +33 1 64 66 55 00.

SUMMARY CONSOLIDATED FINANCIAL AND OTHER INFORMATION

The tables below set forth summary consolidated financial data for the Company as of and for the three financial years ended March 31, 2022, 2021 and 2020, and unaudited summary consolidated interim financial information as of and for the six months ended September 30, 2022, including comparative figures for the six months ended September 30, 2021.

*The summary consolidated financial data as of and for the years ended March 31, 2022, 2021 and 2020 have been derived from the Company's English translation of the Audited Consolidated Financial Statements included elsewhere in this Document. The Audited Consolidated Financial Statements have been audited by Ernst & Young Audit and PricewaterhouseCoopers Audit, independent statutory auditors, as set forth in their audit reports, a free English translation of which is included therein. The Audited Consolidated Financial Statements discussed in this Document have been prepared in accordance with International Financial Reporting Standards ("**IFRS**") as published by the International Accounting Standards Board ("**IASB**") and as adopted by the European Union ("**EU**"), as applicable at such dates.*

The unaudited summary consolidated interim financial information as of and for the six months ended September 30, 2022, including comparative figures for the six months ended September 30, 2021, have been derived from the Company's English translation of the Interim Financial Statements included elsewhere in this Document. The Interim Financial Statements have been subject to a limited review by Ernst & Young Audit and PricewaterhouseCoopers Audit, as stated in their report thereon, a free English translation of which is included therein. The Interim Financial Statements have been prepared in accordance with IAS 34, the international accounting standard relating to the establishment of interim financial statements, as adopted by the European Union and in force on September 30, 2022.

The unaudited financial information for the twelve months ended September 30, 2022 has been calculated by adding together (1) financial information for the financial year ended March 31, 2022 included or derived from the audited consolidated financial statements for the financial year ended March 31, 2022 and (2) financial information for the six months ended September 30, 2022 included or derived from the Interim Financial Statements and then subtracting (3) financial information for the six months ended September 30, 2021 included or derived from the Interim Financial Statements. The results of operations for prior years or interim periods are not necessarily indicative of results to be expected for the full year or any future period. As such, the financial information for the twelve months ended September 30, 2022, should not be used as the basis for, or prediction of, an annualized calculation.

This section includes certain financial measures that are not required by or presented in accordance with IFRS because we believe they provide investors with useful additional information to measure our performance, liquidity or capital expenditures. These non-IFRS financial measures have important limitations as analytical tools. We believe that these non-IFRS measures are a useful indicator of our ability to incur and service our indebtedness and can assist certain investors, security analysts and other interested parties in evaluating us. You should exercise caution in comparing the non-IFRS measures as reported by us to non-IFRS measures of other companies. Non-IFRS measures have limitations as an analytical tool, and you should not consider them in isolation. See "Presentation of Financial and Other Information—Non-IFRS Financial Measures."

The following tables should be read in conjunction with, and are qualified in their entirety by reference to, our financial statements and the accompanying notes included elsewhere in this Document, and should also be read together with the information set forth in "Summary," "Presentation of Financial and Other Information," "Business," and "Management's Discussion and Analysis of Financial Condition and Results of Operations."

Summary Consolidated Income Statement Information

	For the financial year ended March 31,			For the six months ended September 30,		For the twelve months ended September 30,
	2022	2021	2020	2022	2021	2022
	(€ in millions)					
Revenue	5,086.0	4,317.2	4,491.8	2,974.6	2,198.7	5,861.9
Cost of sales	(4,030.7)	(3,451.8)	(3,699.7)	(2,299.5)	(1,820.8)	(4,509.3)
Distribution expenses	(446.1)	(442.1)	(481.3)	(262.2)	(211.3)	(497.0)
General and administrative expenses	(281.9)	(323.5)	(334.5)	(134.5)	(136.2)	(280.2)
Other operating income (expense)	56.0	(90.7)	200.6	(12.6)	1.0	42.3
Operating income (expense)	**383.3**	**9.0**	**176.9**	**265.8**	**31.4**	**617.8**
Financial expenses	(315.1)	(202.1)	(287.5)	(182.6)	(146.1)	(351.6)
Financial income	101.3	73.7	132.5	86.9	58.6	129.6
Net financial income (expense)	**(213.8)**	**(128.4)**	**(155.0)**	**(95.7)**	**(87.5)**	**(222.0)**
Share of profit of associates and joint ventures	17.5	7.7	10.2	0.8	2.3	16.0
Net income (loss) before taxes	**187.0**	**(111.7)**	**32.1**	**171.0**	**(53.8)**	**411.8**
Income taxes	(14.9)	(21.5)	(7.8)	(38.3)	3.6	(56.8)
Net income (loss)	**172.1**	**(133.1)**	**24.3**	**132.7**	**(50.2)**	**355.0**

Summary Consolidated Balance Sheet Information

Assets	As of March 31, 2022	2021	2020	As of September 30, 2022
	(€ in millions)			
Goodwill	1,087.6	1,045.6	1,089.4	1,087.6
Intangible assets	244.5	151.7	159.3	155.9
Property, plant and equipment	2,427.7	2,298.4	2,437.0	2,394.6
Investments in associates and joint ventures	115.9	188.7	195.4	108.7
Non-consolidated investments	35.8	35.4	30.5	37.0
Other non-current financial assets	91.5	71.5	102.4	160.3
Non-current financial assets with related parties	0.5	0.4	0.9	0.4
Deferred tax assets	42.8	71.3	53.5	19.9
Tax assets receivables	0.4	0.7	0.5	0.4
Other non-current assets	7.6	3.1	1.6	7.2
Total non-current assets	**4,054.1**	**3,866.8**	**4,070.6**	**3,972.0**
Biological assets	123.8	83.5	83.7	108.8
Inventories	1,087.8	874.0	973.1	1,115.6
Trade receivables	526.0	382.8	440.9	700.9
Other current financial assets	889.6	437.2	365.2	679.3
Current financial assets with related parties	9.6	31.6	65.8	10.2
Current income tax receivables	34.0	35.6	35.2	36.8
Cash and cash equivalents	615.0	468.1	655.3	443.0
Other current assets	16.2	13.6	12.3	26.4
Total current assets	**3,302.0**	**2,326.6**	**2,631.5**	**3,120.9**
Total assets	**7,356.1**	**6,193.3**	**6,702.1**	**7,092.9**

Liabilities and equity	As of March 31, 2022	2021	2020	As of September 30, 2022
	(€ in millions)			
Additional paid-in capital	39.4	39.4	39.4	39.4
Reserves and retained earnings	1,703.8	1,242.8	1,451.2	1,718.5
Equity attributable to owners of the parent	**1,743.2**	**1,282.1**	**1,490.6**	**1,757.9**
Non-controlling interests	410.8	354.2	348.0	396.9

Liabilities and equity	As of March 31, 2022	2021	2020	As of September 30, 2022
	(€ in millions)			
Total equity	**2,154.0**	**1,636.3**	**1,838.6**	**2,154.7**
Cooperative capital	187.8	194.0	196.0	175.5
Cooperative capital and total equity	**2,341.8**	**1,830.3**	**2,034.6**	**2,330.3**
Long-term borrowings	2,543.4	2,591.6	2,488.1	1,941.4
Provisions for pensions and other post-employment benefits	62.7	72.5	70.9	54.1
Long-term provisions	29.8	27.5	18.3	30.1
Deferred tax liabilities	81.7	22.3	20.4	50.8
Other non-current financial liabilities	26.8	37.3	81.3	36.7
Non-current financial liabilities with related parties	5.5	12.0	13.5	6.1
Other non-current liabilities	29.3	24.9	21.5	32.5
Non-current liabilities	**2,779.3**	**2,788.1**	**2,714.0**	**2,151.7**
Short-term borrowings	458.3	410.0	725.0	741.9
Short-term provisions	18.8	14.6	20.1	20.2
Other current financial liabilities	784.6	438.1	475.7	644.1
Current financial liabilities with related parties	5.8	5.1	8.2	5.6
Trade payables	766.6	619.4	641.3	1,073.4
Current income tax payables	17.9	19.6	10.6	25.3
Other current liabilities	182.9	68.2	72.4	100.4
Current liabilities	**2,235.0**	**1,574.9**	**1,953.4**	**2,610.9**
Total equity and liabilities	**7,356.1**	**6,193.3**	**6,702.1**	**7,092.9**

Summary Cash Flow Information

	For the financial year ended March 31,			For the six months ended September 30,	
	2022	2021	2020	2022	2021
	(€ in millions)				
Net cash provided by (used in) operating activities	803.8	584.0	447.1	479.1	502.0
Net cash provided by (used in) investing activities	(235.0)	(346.5)	(177.9)	(159.6)	(175.7)
Net cash provided by (used in) financing activities	(469.7)	(220.0)	(212.2)	(507.8)	(321.7)
Impact of exchange rate on cash and cash equivalents in foreign currency	77.4	(58.3)	(80.2	1.7	16.6
Net change in cash and cash equivalents, net of bank overdrafts	**176.5**	**(40.8)**	**(23.3)**	**(186.6)**	**21.3**
Cash and cash equivalents, net of bank overdrafts at the beginning of the period	425.3	466.2	489.5	601.8	425.3
Cash and cash equivalents, net of bank overdrafts at period end	601.8	425.3	466.2	415.3	446.6

Certain Other Financial Information

	As of and for the financial year ended March 31,			As of and for the six months ended September 30,		As of and for the twelve months ended September 30,
	2022	2021	2020	2022	2021	2022
	(€ in millions, unless otherwise indicated)					
Adjusted EBITDA(1)	682.2	464.8	419.8	464.0	200.4	945.8
Adjusted EBITDA margin(2)	13.4%	10.8%	9.3%	15.6%	9.1%	16.1%
Net Cash provided by (used in) operating activities	803.8	584.0	447.1	479.1	502.0	780.9
Cash Capital Expenditure(3)	375.1	367.9	436.8	173.8	192.1	356.8
of which maintenance capital expenditure	254.9	242.5	271.5	135.0	125.0	264.9
of which expansionary and productivity capital expenditure	120.2	125.4	165.3	38.8	67.0	92.0
Net debt(4)	2,386.7	2,533.5	2,557.7	2,240.4	2,367.9	2,240.4
Net debt as adjusted *for* readily marketable inventories(5)	1,920.8	2,187.3	2,199.7	1,696.4	1,926.9	1,696.4
Free Cash Flow(6)	332.3	47.3	(22.6)	162.3	211.3	283.4

(1) Adjusted EBITDA is operating income before amortization, change in fair value of biological assets, change in fair value of financial instruments of inventories and of sale and purchase commitment, except for the portion of these items related to trading activities, any impairment of goodwill and of fixed assets, gains on bargain purchase, seasonality adjustments, non-recurring items and price adjustments. Adjusted EBITDA is

	As of and for the financial year ended March 31,			As of and for the six months ended September 30,		As of and for the twelve months ended September 30,
	2022	2021	2020	2022	2021	2022
	(€ in millions, unless otherwise indicated)					

not a measure of financial performance under IFRS and should not be considered as an alternative to operating income as an indicator of our operating performance or any other measures of performance derived in accordance with IFRS. Adjusted EBITDA and net debt as presented here differ from the definitions of "Consolidated EBITDA" and "Consolidated Net Debt".

(2) Adjusted EBITDA margin is Adjusted EBITDA divided by revenue for that period.

(3) Cash Capital Expenditure corresponds to acquisition of intangible and tangible assets including the working capital effect on these line items.

(4) Net debt represents the Group's long- and short-term borrowings (including lease liabilities), net of cash and cash equivalents.

(5) Net debt as adjusted for readily marketable inventories represents net debt as adjusted for the balance-sheet value of all finished products, raw materials and energy supplies that can be readily convertible into cash through access to widely available markets.

(6) Free Cash Flow measures net debt variation excluding exchange rate and miscellaneous technical effects. Free cash flow is not a measure of financial performance under IFRS and is not a measure of financial performance under IFRS and should not be considered as an indicator of our operating performance or any other measures of performance derived in accordance with IFRS. See "*Management's Discussion and Analysis of Financial Condition and Results of Operations—Liquidity and Capital Resources—Free Cash Flow*" for a reconciliation of Adjusted EBITDA to Free Cash Flow. Amounts for the financial year ended March 31, 2020, reflect the one-off impact of the ETEA Transactions recorded during the financial year ended on March 31, 2020.

The following table reconciles operating income to Adjusted EBITDA for the periods indicated:

	For the financial year ended March 31,			For the six months ended September 30,		For the twelve months ended September 30,
	2022	2021	2020	2022	2021	2022
	(€ in millions, unless otherwise indicated)					
Operating income	**383.3**	**9.0**	**176.9**	**265.8**	**31.4**	**617.7**
Amortizations	396.3	380.1	420.1	227.3	220.4	403.2
Impairment of goodwill and fixed assets	—	76.1	3.6	—	—	—
Price adjustments[(a)]	—	7.8	7.4	—	—	—
Change in fair value:						
of biological assets[(b)]	(13.8)	(6.6)	(42.3)	(0.1)	(4.1)	(9.8)
of other items	(1.4)	0.9	5.6	(1.1)	(0.1)	(2.4)

	For the financial year ended March 31,			For the six months ended September 30,		For the twelve months ended September 30,
	2022	2021	2020	2022	2021	2022
	(€ in millions, unless otherwise indicated)					
Non-recurring items[c]	(80.9	1.0	(153.4)	0.5	0.4	(81)
Seasonality adjustments[d]	(1.3)	(3.6)	1.9	(28.5)	(47.6)	17.8
Adjusted EBITDA	**682.2**	**464.8**	**419.8**	**464.0**	**200.4**	**945.8**
Total Revenue	5,086.0	4,317.2	4,491.8	2,974.6	2,198.7	5,861.9
Adjusted EBITDA margin	**13.4%**	**10.8%**	**9.3%**	**15.6%**	**9.1%**	**16.1%**

(a) Price adjustments consist of historical price complements paid under a former regime, under which additional payments were paid to our cooperative members for each financial year, in proportion to the quantities of beet provided during the harvest. As of the 2019/2020 crop season and going forward, we apply a new sugar beet purchase price mechanism using on a "market price formula," which is based on a price equivalent to the estimated average price of the product mix of Tereos France (sugar, alcohol and ethanol) for the upcoming twelve-month harvest, beginning each September. See "*Management's Discussion and Analysis of Financial Condition and Results of Operations—Factors Impacting Our Results of Operations—Payment of Price Adjustments to Our Cooperative Members*" and "*Related Party Transactions*." Due to the change in the calculation of the price paid to our sugar beet farmers, we do not expect price adjustments to have material effects on our financial results going forward.

(b) Changes in fair value of biological assets represent changes in fair value of sugarcane and cassava and related agricultural products, which are initially recognized at fair value less estimated expenses at the point of sale.

(c) Non-recurring items include the impact of our European reorganization announced in 2018 and the net gain on the ETEA Transactions recorded during the financial year ended on March 31, 2020. For the financial year ended March 31, 2022, non-recurring items also included the impact of the divestment of our 49% stakes in our two Chinese starch joint ventures to our joint venture partners, the transaction pursuant to which we sold our 11.7% stake in Copagest to Axereal and the steps taken to wind down our operations in Romania.

(d) Seasonality adjustments include the temporary difference in the recognition of depreciation charges and price adjustment in the Group's financial statements according to IFRS and the Group's management accounts in the course of a crop period. On a full-year basis, this adjustment is not material.

The summary table below sets forth our revenue by operating segment:

	For the financial year ended March 31,			For the six months ended September 30,		For the twelve months ended September 30,
	2022	2021	2020	2022	2021	2022
	(€ in millions)					
Sugar & Renewables Europe	1,896.5	1,704.9	1,727.4	1,061.7	752.4	2,205.8

	For the financial year ended March 31,			For the six months ended September 30,		For the twelve months ended September 30,
	2022	2021	2020	2022	2021	2022
	(€ in millions)					
Sugar & Renewables International.....	1,004.1	943.8	958.7	583.4	422.7	1,164.8
Starch, Sweeteners & Renewables....	1,952.5	1,449.1	1,501.5	1,197.5	856.0	2,294.0
Others..	232.9	219.3	304.3	132.0	167.6	197.3
Revenue...	**5,086.0**	**4,317.2**	**4,491.8**	**2,974.6**	**2,198.7**	**5,861.9**

The summary table below sets forth our Adjusted EBITDA by operating segment:

	For the financial year ended March 31,			For the six months ended September 30,		For the twelve months ended September 30,
	2022	2021	2020	2022	2021	2022
	(€ in millions)					
Sugar & Renewables Europe............	251.8	148.7	95.5	177.5	71.2	358.1
Sugar & Renewables International.....	224.5	245.8	221.6	119.0	60.8	282.7
Starch, Sweeteners & Renewables....	152.9	70.0	93.4	147.7	47.3	253.3
Others (including eliminations)..........	53.1	0.3	9.3	19.8	21.2	51.7
Adjusted EBITDA[(1)]..........................	**682.2**	**464.8**	**419.8**	**464.0**	**200.4**	**945.8**

(1) For the financial year ended March 31, 2022, the impact of IFRS 16 on Adjusted EBITDA was € 5.5 million, €27.1 million, €4.5 million and €2.3 million for the Sugar & Renewables Europe, Sugar & Renewables International, Starch, Sweeteners & Renewables and Other (including eliminations) operating segments, respectively. For the financial year ended March 31, 2021, the impact of IFRS 16 on Adjusted EBITDA was €5.0 million, €22.4 million, €4.7 million and €2.4 million for the Sugar & Renewables Europe, Sugar & Renewables International, Starch, Sweeteners & Renewables and Other (including eliminations) operating segments, respectively. For the six months ended September 30, 2022, the impact of IFRS 16 on Adjusted EBITDA was €2.3 million, €17.4 million, €2.6 million and €0.8 million for the Sugar & Renewables Europe, Sugar & Renewables International, Starch, Sweeteners & Renewables and Other (including eliminations) operating segments, respectively. For the six months ended September 30, 2021, the impact of IFRS 16 on Adjusted EBITDA was €2.7 million, €12.7 million, €2.2 million and €1.2 million for the Sugar & Renewables Europe, Sugar & Renewables International, Starch, Sweeteners & Renewables and Other (including eliminations) operating segments, respectively. Adjusted EBITDA is not a measure of financial performance under IFRS and should not be considered as an alternative to operating income as an indicator of our operating performance or any other measures of performance derived in accordance with IFRS. See "*Presentation of Financial and Other Information—Non-IFRS Financial Measures.*" For a reconciliation of Adjusted EBITDA to operating income, see "*—Certain Other Financial Information*."

Other Operating Data

The summary table below sets forth our own production volume sold by operating segment. We use this data to analyze our business on a consolidated basis for the periods indicated.

	For the financial year ended March 31,			For the six months ended September 30,	
	2022	**2021**	**2020**	**2022**	**2021**
Volumes sold					
Sugar & Renewables Europe					
Sugar (Kilo Tonnes "K.T")........................	2,087.0	2,146.5	2,227.8	1051.0	918.6
Alcohol and ethanol (Kilo Cubic Meter "K.m3")..	497.7	492.7	608.8	243.4	194.4
Sugar & Renewables International					
Sugar (K.T)	1,567.3	2,044.8	1,757.3	842.5	897.0
Alcohol and ethanol (K.m3)	538.1	721.5	647.2	189.5	143.4
Starch, Sweeteners & Renewables					
Starch & Sweeteners (K.T).......................	2,196.3	2,042.3	1,940.0	1023.7	1,094.6
Alcohol and ethanol (K.m3)	344.4	319.2	319.5	148.5	177.8

RISK FACTORS

Risks Relating to our Business and Industry

The industry and the markets in which we operate are subject to cyclicality, which may cause fluctuations and adversely impact our results of operations.

We sell a variety of agricultural products such as sugar, alcohol and ethanol, starch, sweeteners, plant-based proteins, electricity and other renewables in markets that have historically been highly cyclical and sensitive to fluctuations in supply and demand, both at the domestic and international levels. Historically, the international sugar market has been particularly cyclical. Periods of limited supply, during which sugar prices and industry profit margins have increased, are followed by an increase in agricultural or industrial production that in turn results in oversupply, as it occurred, for example, in India and Thailand in 2017 and 2018, respectively.

Our production processes also require us to purchase large quantities of raw materials, such as sugar beet, sugarcane, cereals (such as wheat and corn), alfalfa, tubers (such as potatoes and cassava) and energy (such as gas, electricity and diesel fuel). Market prices for our raw materials and energy have been volatile in recent years, and these fluctuations may adversely affect our business and results of operations.

Various factors contribute to volatility in the price of cereals, sugar beet, sugarcane, tubers and energy we purchase, as well as the price of the end products we sell. These factors include international supply and demand trends, weather conditions and natural disasters, military conflict and terrorist attacks, government policies and regulation and foreign exchange effects. For instance, in October 2017, the end of the quota regime in the European sugar market, led to a 30% increase in European sugar production in the 2017/2018 crop season compared to the prior season. The increased production resulted in a surplus in the European market, which drove prices to historically low levels. Sugar prices remained historically low both in Europe and in the global market throughout the 2020/2021 crop season. Since the beginning of the war in Ukraine on February 24, 2022, the volatility and price increases already observed on the commodities and energy markets have intensified, particularly in fall 2022. There remains considerable uncertainty as to the outcome and length of the war and its impact on the global economy, financial markets and, in particular, the prices and supply of commodities and other products and services globally, as well as any current and possible future sanctions by the UK, the EU, the US and other countries and organizations against officials, individuals, regions and industries in Russia, Ukraine and Belarus. Significant fluctuations in the price of our products due to the cyclicality of the markets and industry in which we operate, as well as major geopolitical and macroeconomic events, may have a material adverse effect on our business, financial position and results of operations.

Adverse and uncertain economic conditions in global markets could negatively impact our business and ability to borrow or raise capital.

Changes in global or regional economic conditions may adversely impact demand for our products or reduce our access to credit, as well as negatively impact our suppliers and customers. General business and economic drivers that could adversely affect our operations and financial condition include short-term and long-term interest rates, unemployment, inflation and fluctuations in debt markets. Moreover, the war in Ukraine is expected to exacerbate inflationary pressures and uncertain economic conditions. A deterioration in any of these drivers or in global economic conditions could result in the insolvency of our suppliers or customers, disruptions in the supply of our raw materials, order delays or cancellations, any of which could adversely impact our business, results of operations, financial condition and cash flows.

Moreover, adverse economic conditions can affect consumer and business spending generally, which could in turn result in decreased demand for our products. In addition, challenging worldwide economic conditions and market instability make it more difficult for us, our customers and our suppliers to accurately forecast future product demand trends, which could cause us to produce a suboptimal quantity of products, thereby increasing inventory carrying costs or reducing potential revenues. The global economy experienced one of its sharpest downturns in history in 2020, followed by fluctuations in economic growth due to the ongoing COVID-19 pandemic. However, increases in inflation and expectations that annual inflation may remain high for a long period of time has forced central banks to accelerate the withdrawal of emergency monetary policies and liquidity support measures put in place during the earlier stages of the COVID-19 pandemic. As some of these measures expire, are withdrawn or are no longer supported by governments, economic growth may be negatively impacted, which in turn may adversely affect our business, operations and financial performance. The pace and extent of the global economic recovery remains uncertain, particularly following further destabilization triggered by the ongoing war in Ukraine, and certain markets, including emerging markets, may not in the future achieve the growth rates that they have historically observed. An extended recession, sustained high inflation rates or other periods of declining economic conditions, either globally or in any of the markets in which we operate, could decrease the demand for our products and adversely affect our business and results of operations.

Finally, adverse conditions in the credit and financial markets could prevent us from obtaining financing or credit at favorable terms, or at all, in order to fulfill our financing needs (including the need to refinance or repay our debt obligations). If we are unable to refinance or repay our debt obligations or access the credit and capital markets, we may not be able to execute our business plan and strategy, which could materially adversely affect our business, financial condition and results of operations.

Our business could be severely impacted by extreme or unfavorable weather conditions, natural aggressors, natural disasters and climate change.

The primary raw materials that we use in our operations are agricultural products, which are inherently subject to weather conditions that can vary unpredictably from period to period. Weather conditions have typically impacted the sugar industry by causing crop failures or reduced harvests. An increased frequency of floods, drought, frost, natural disasters (such as the cyclones in Réunion Island and Mozambique in 2019 and the severe droughts in Brazil in 2018 and 2021) or natural aggressors, may significantly damage the crops used to manufacture our products, which would have a material effect on the commodities that we produce in our business and the price we pay for raw materials. Wheat prices have also historically been volatile, with weather conditions having a strong effect on the size of annual crop yields and, by extension, the price of the wheat we use in our Starch, Sweeteners & Renewables activities. Furthermore, in 2022, the war in Ukraine has led to increased volatility in cereals prices, including wheat.

Climate change may increase the frequency or intensity of extreme weather such as storms, floods, heat waves, droughts and other events that could affect the quality, volume and cost of goods produced for sale, as well as demand and product mix. Climate change may also affect the availability and suitability of arable land and contribute to unpredictable shifts in the average growing season and types of crops produced. Crop seasons may also be affected by the occurrence of natural disasters or an outbreak of crop disease, which may impact our suppliers' ability to provide us with the quantity of raw materials we need in our production processes. The potential impact of climate change is uncertain and may vary by region. These potential effects could include changes in rainfall patterns, water shortages, changing sea levels, changing storm patterns and intensities, the proliferation of pests, such as the beet yellows virus, or crop disease, and changing temperature levels that could adversely impact our ability to source necessary inputs.

In Brazil, severe droughts in 2018 and 2021 had a significant impact on crops harvested in the south-central portion of the country, which is home to the most productive agricultural area in Brazil in which the majority of our operations are based. The droughts led to significant reductions in the volume of sugarcane we processed in Brazil. In particular, the volume of sugarcane declined to approximately 18 million tonnes for the financial year ended March 31, 2019 (from approximately 20 million tonnes in the financial year ended March 31, 2018) and it also declined to approximately 16 million tonnes in the financial year ended March 31, 2022 (from approximately 21 million tonnes in the financial year ended March 31, 2021).

In addition, in Réunion Island, where we source 100% of our agricultural products from third-party suppliers, the volume of sugarcane processed during the financial year ended March 31, 2019 decreased by 24% compared to the previous year due to adverse weather conditions, including tropical storms. Moreover, for the 2020/2021 crop season in Europe, the combined impacts of the severe beet yellows virus and adverse weather conditions have significantly affected sugar beet yields in some regions.

Furthermore, our industrial facilities and own biological assets (typically sugarcane in Brazil) are exposed to risks relating to the occurrence of natural disasters, such as fires, floods, hurricanes, earthquakes or other weather-related events. In selecting new sites for our industrial facilities, we take into account ways to minimize the risk of such events, and such measures could increase the cost of purchasing and developing new properties. The occurrence of any of these natural disasters could lead to the destruction of all or part of our facilities and cause personal injury to or death of our employees or local residents, or otherwise interrupt the production and supply of our products to customers for an indefinite period. Our inability to rapidly resume deliveries following a natural disaster as well as the various costs and constraints related to a repair or associated temporary stop gap measures could have a material adverse effect on our operations, financial position, results of operations and ability to achieve our targets.

Our agricultural business is subject to seasonality.

Our business is subject to seasonal trends based on crop cycles, including those of sugar beet, sugarcane, cereals, alfalfa, potatoes and cassava. For example, the annual sugar beet harvesting period in Europe generally begins in September and ends in January and sugar beet is sown between the end of March and mid-April, although consumption generally remains constant year-round. Such seasonal trends create fluctuations in our inventory of finished products, in particular those of sugar, juices, alcohol or ethanol, which generally peaks in the third quarter of our financial year. In Brazil, the harvesting season generally begins in April and ends in December, while the primary consumption period runs from December to March. As a result, our sugar and ethanol inventories tend to peak in the second quarter of our financial year. Seasonality and any reduction in the volumes of sugar recovered could have a material adverse effect on our business, financial condition and results of operations. For a further discussion of the effect of seasonality on our results of operations, see "*Management's Discussion and Analysis of Financial Condition and Results of Operations—Factors Impacting Our Results of Operations—Seasonality and Weather Effects*."

Seasonal trends affect our financial position, as well as our periodic liquidity and financing needs. In the near term, the sharp increase in raw materials and energy costs in 2022 has led to an increase in our working capital needs. As a result, we expect that net debt as of March 31, 2023, will be higher than it was as of March 31, 2022. Failure to generate or obtain sufficient working capital, especially during the period in our financial year most affected by seasonal trends, may have a material adverse effect on our business, results of operations and financial condition.

In addition, suppliers with whom we maintain commercial relationships may experience a similar degree of seasonality, which may impact our suppliers' ability to provide us with the quantity of raw materials we need in our production processes, which in turn may have a material adverse effect on our financial condition and results of operations.

We are exposed to volatility in the availability and price of the agricultural materials on which we rely and we may not have the ability to pass along fluctuations in selling prices.

Raw materials and consumables used represented 73% of our cost of sales for the financial year ended March 31, 2022. For the year ended March 31, 2022, of our total raw materials and consumables, sugar beet represented 47%, sugarcane bought from third parties represented 21%, cereals and tubers represented 11% and energy represented 18% of our total cost of sales. Over the same period, approximately 36% (by volume) of the raw materials that we processed were provided by third parties (excluding raw materials sourced from cooperative members). Most of the agricultural raw materials that we process are provided by a large number of suppliers, with our largest third-party supplier accounting for approximately 3% of our total annual purchases of agricultural raw materials by volume (excluding cooperative members) for the financial year ended March 31, 2022. However, we cannot guarantee that our supply of agricultural raw materials will not be interrupted or that our supply contracts will not be terminated in the future. Moreover, our ability to obtain our primary raw materials may be hampered by various logistical issues, including failures in transportation systems, labor shortages or work stoppages and natural disasters. In 2022, the war in Ukraine led to increased volatility in cereals prices, including wheat, which is a raw material used in our starch, sweeteners & renewables operations. For the six months ended September 30, 2022, the average price for MATIF wheat was €364 per tonne, up 61% from the same period in the previous year, and reached a historic high of approximately €440 per tonne in May 2022. The increase in prices is in part the result of uncertainties related to the wheat supply and export restrictions from Ukraine, an important producer of wheat, to Europe and is further impacted by logistical issues in the Black Sea region related to the hostilities.

Any disruption, unanticipated expense or operational failure related to these services could negatively affect the availability of the raw materials we need to produce our products and therefore impact our business operations. In the event of an interruption to the supply of agricultural raw materials or termination of major supply contracts, we may be required to pay higher prices for these raw materials, or to process lower quantities.

Furthermore, in addition to fluctuations related to market and macroeconomic conditions, the price of certain agricultural raw materials, including sugar beet and sugarcane, may also depend on decisions taken by public authorities or industry groups, which are responsible for regulating prices of such commodities. In Brazil, for example, the price of sugarcane is based on a price mechanism established by the *Conselho dos Produtores de Cana, Açúcar e Álcool* (Council of Sugarcane, Sugar and Ethanol Producers, or "**CONSECANA**"), which may take measures that rapidly increase or decrease the price of these commodities that we have not planned for. In addition, since the liberalization of the European sugar market in October 2017, sugar beet prices are no longer subject to price control mechanisms in the EU, which has led to increased volatility in European sugar beet prices as such prices are more sensitive to fluctuations in global sugar beet prices and factors affecting the global market. See "*—The industry and the markets in which we operate are subject to cyclicality, which may cause fluctuations and adversely impact our results of operations.*"

We cannot guarantee that we will be able to pass along increased costs related to such fluctuations in selling prices in the future or we may only be able to do so with a significant time delay. As such, any increase or significant volatility in the availability or price of the agricultural raw materials that we process, or any interruption to the supply of these products, may have a material adverse effect on our business activities, results of operations, financial condition and prospects.

A regional or global health pandemic, including the ongoing COVID-19 pandemic, may adversely affect our business and exacerbate other risks discussed within this section.

In December 2019, a novel strain of coronavirus causing a respiratory disease known as COVID-19 surfaced in Wuhan, China. The outbreak of COVID-19 was declared by the World Health Organization to be a pandemic in March 2020. The COVID-19 pandemic has had numerous effects on the global economy, and it and any possible future outbreaks of pandemics could severely affect our business. Since March 2020, the spread of this virus globally has caused significant business disruption, significant volatility in international debt and equity markets and significant disruption to the global economy. There is significant uncertainty around the breadth and duration of business disruptions related to COVID-19, as well as its impact on the global economy and consumer confidence. The extent to which COVID-19 impacts our results will depend on future developments, which are highly uncertain and cannot be predicted, including new information which may emerge concerning the severity of COVID-19 and the actions taken or being continued to contain it or treat its impact. Our operations are currently running without significant disruption related to COVID-19 and none of our plants were subject to governmental closure orders implemented in certain of the countries in which we operate (because we operate in essential sectors such as food, pharmaceuticals, alcohol and feed);

however, the situation remains uncertain and could change quickly. For example, in connection with COVID-19 or any governmental responses to COVID-19, we may experience, among other risks:

- disruptions to logistics due to unavailability of bulk tonnage, containers, road and rail transport or capacity restriction due to quarantines, new regulations regarding border control or capacity restrictions;
- disruptions to sourcing and distribution of raw materials for production due to quarantines, new regulations regarding border control or capacity restrictions;
- delayed execution of ongoing projects due to governmental restrictions and measures put in place to safeguard employees and contractors, which may cause delays in expected future cash-flows;
- increased costs related to compliance with heightened sanitary regulations;
- increased currency exchange rate and interest rate volatility and/or reduced access to external capital; and
- increased cyber security threats as a result of phishing campaigns and targeted attacks.

To the extent the COVID-19 pandemic, or any other regional or global pandemic, adversely affects our business and financial results, it may also have the effect of heightening other risks described in this "*Risk Factors*" section.

We face significant competition.

The competition we face for our products is intense and based largely on quality, customer service, price and reliability. We believe we are able to differentiate certain of our products through our superior know-how, high-quality products, customer service and innovation. However, certain of our end markets are more akin to a commodities market, therefore parts of our market share may not be protected through product differentiation, and instead we must compete on the basis of price alone. We may not be able to price such products sufficiently attractively as our competitors, which may result in a loss of market share.

Competition increases the risk that customers will not renew their contracts with us or that we will not be able to enter into commercial agreements with new customers. We may not be able to maintain our customer base or source new customers and acquire market share, which could have a material adverse effect on our business, financial position or results of operations.

In addition, our competitors may benefit from lower costs or subsidies, including for the supply of agricultural raw materials, or from greater financial, technological or other resources, and may be able to react more rapidly to changes in technology or customer requirements. Moreover, in certain markets, various tariffs, regulatory barriers and existing subsidies make importing sugar and ethanol products more difficult, which may provide an advantage to competitors that benefit from established presence within such markets.

Finally, we are subject to competition from other international and regional sugar producers who may choose to enter the markets where we operate. We may also face competition from players carrying out one-time export transactions at low prices when their domestic markets are experiencing over-capacity or when favored by exchange rates, export subsidies or favorable economic conditions or operational factors, including low freight costs.

Such competitive pressures could result in a decline of demand for our products, which may lead to a reduction in sales prices or require us to make major investments in order to maintain the level of product quality and performance expected by our customers, which could in turn have a material adverse impact on our business, financial position or results of operations.

Our business could be significantly impacted by energy costs.

We use large quantities of energy in our operations, primarily for the production of sugar, alcohol and ethanol, starch, sweeteners, plant-based proteins and other renewables from sugar beet, sugarcane, cereals and tubers. For the financial year ended March 31, 2022, energy consumption in our industrial processes represented 18% of our cost of sales, representing a significant increase compared to 7% recorded during the prior financial year. An increase in energy prices would therefore result in an increase in our production costs, as well as in transportation costs, which could exacerbate our working capital needs. An increase in working capital could lead to higher net debt.

Since 2021, the global economy, particularly in Europe, has witnessed a historical increase in energy prices due to a combination of different factors including, a cold and long winter in the 2020/2021 crop season, low gas stock levels, high energy demand following the economic recovery and severely constrained gas flow coming from Russia.

Since the end of 2021, the tense geopolitical situation in Ukraine has increased uncertainty about Russian gas supplies to several other countries. Risk of supply interruption from Russia to the European Union has increased since the beginning of the war in Ukraine in February 2022 and the application of international sanctions against Russia. Russian gas flows to Europe have been very volatile since the end of March 2022 and strongly decreased in June 2022. Most of our gas consumption is in France, which relied on Russia for around 17% of its gas before the war in Ukraine. Because of the reduced Russian gas flow towards Europe, reliance on Russian gas in France is expected to decline to below 10% in 2022 and be close to zero in the coming years, following efforts by European countries to find alternatives to replace Russian gas on a sustainable basis. There remains uncertainty as to France's ability to find alternative gas supplies to meet its needs, which in turn may have a material adverse impact on our operations and financial performance. We believe that, as an actor in one of the sectors considered to be of "critical importance" by the French government, we may benefit from support from the French government in case of supply shortages or rationing. However, we cannot be certain that this will be the case. As a result, we are exposed to the risk of interruption or shortage of our gas supply and any restriction in our ability to have gas supplied at the levels required by our operations could lead to disruptions to our operations and may impact our results of operations, financial condition, and prospects.

Our hedging policy has in the past enabled us to mitigate the risk of rising energy prices by limiting our exposure to direct energy prices volatility and spikes; however, there can be no assurances that hedging will continue to be available on commercially reasonable terms or that it will be sufficient to address the increased levels of volatility. Hedging itself carries certain risks, including that we may need to pay a significant amount (including costs) to terminate any hedging arrangements. While we have been able to limit the financial impact of the current energy crises, our industrial activities remains linked to energy market fluctuations.

In Europe and Asia, the majority of our factories use large quantities of natural gas as their main source of energy. Energy procurement is generally made through multi-year physical supply contracts with major suppliers in the sector, indexed to market prices. We typically enter into hedging transactions to manage some of the risks related to energy costs. See "*Management's Discussion and Analysis of Financial Condition and Results of Operations—Factors Impacting Our Results of Operations—Changes in Energy Prices*". However, we cannot guarantee that these hedging transactions, which themselves represent a cost, may be able to adequately cover the additional costs generated by potential future increases in energy prices, such as natural gas, electricity or fuel oil prices. Although these hedges offer short-term protection against fluctuations in natural gas and fuel oil prices, they do not attenuate the long-term effects of structural worldwide energy price increases during periods of growth. An increase in energy prices or unforeseen adverse changes in the energy markets may have a material adverse effect on our costs of sales, results of operations, financial condition and prospects.

Fluctuations in currency exchange rates may adversely affect our financial condition and results of operations.

We report our financial results in euro but generate revenue, profits and cash flows in several currencies other than the euro, including the Brazilian real. Our international operations increase our exposure to the risks of fluctuations in foreign currency exchange rates, which may impact currency translation adjustments. In the absence of hedging, currency fluctuations between the euro and the currencies of the various markets in which we operate may affect our results and make it difficult to compare performance levels in those markets from year to year. If the euro fluctuates against another currency, the euro value of the assets, liabilities, income and expenses initially recognized in such currency will decline or increase accordingly. We utilize cash flows arising in a currency to offset expenses arising out in the same currency wherever possible, and partially offset such exposure and we also engage in certain hedging transactions. However, there can be no assurance that these strategies will be sufficient to effectively limit the increased impact of fluctuations in foreign currency exchange rates on our results of operations.

In addition, the world sugar price is denominated in U.S. dollar, and sales in U.S. dollars at global market prices expose us to fluctuations between the U.S. dollar and the currency of certain countries in which we operate, such as the Brazilian real. We seek to hedge such risk by entering into forward contracts or U.S. dollar denominated debt instruments; however, we may not be able to fully protect our results of operations from the effects of exchange rate and interest rate fluctuations. Moreover, our hedging strategy may limit any benefit that we might otherwise receive from favorable movements in exchange rates and subject us to counterparty risks in our derivatives contracts. Furthermore, upon consolidation of the results of our subsidiaries into our consolidated accounts, the exchange rate between a subsidiary's accounting currency (in particular, the Brazilian real, in which we record results from our Brazilian operations) and the euro may have a material impact on the euro amount recorded in our consolidated accounts, which may impact our results of operations. For a further discussion of the impact of currency exchange rates on our results of operations, see "*Management's Discussion and Analysis of Financial Condition and Results of Operations—Factors Impacting Our Results of Operations—Fluctuations in Exchange Rate*".

Demand for our products may be affected by changes in consumer preferences, legislation or corporate actions as well as development of substitute products.

Consumer preferences are changing in a number of countries in which we operate. For example, due to heightened dietary concerns (including with respect to salt, sugar and fat reduction) and an increased focus on nutritional requirements, consumers are increasingly avoiding products that contain sugar, or opting for products with reduced sugar content or low-calorie sweeteners. In addition, initiatives are ongoing at international organizations, such as the World Health Organization, and the EU that aim at issuing guidelines or enacting legislation against excess consumption of sugar, as well as increasing taxes on sugar-rich products or implementing measures restricting advertising of sugar-based products. Examples of such past legislative actions include the tax on sugar content enacted in the UK in 2018 (The Soft Drinks Industry Levy Regulations 2018) and the increase in tax on non-alcoholic beverages containing added sugars enacted in France in 2018 (the social security financing Law No 2017-1836 modifying the Finance Law No. 2011-1977). Any significant decline in demand for sugar and sweeteners as a result of such initiatives may adversely affect our business, financial position and results of operations.

Furthermore, our products are subject to competition from substitute products. Sugar faces competition from sweeteners like high fructose syrups, dextrose, and from low-calorie bulk ingredients, such as polyols, IMOS, Isomaltulose, and aromas or additives (including high intensity sweeteners like aspartame, sucralose or stevia). The increased use of alternative sweeteners, including sweeteners used by soft drink producers, bakeries and confectionery producers, has adversely affected the overall demand for sugar in Europe, Brazil and the rest of the world, and may continue to do so in the future. Although we are already a significant producer of alternative sweeteners, consumer trends favoring alternative sweeteners could nevertheless have a negative effect on our overall business and results of operations.

In the biofuel market, ethanol competes with other established fuels and fuels that are still in development, both directly at the pump and indirectly through customers' choice of engine fuel types. In addition to biodiesel, other examples of these competing products include methanol, hydrogen and butanol. Alternative fuels could erode the market share of ethanol in the biofuels market over the medium or long term, and may also benefit from tax incentives or other incentive measures that do not apply to first-generation ethanol. Furthermore, public support and industry research may be directed towards electricity-based technologies for transportation, which compete with biofuels and traditional fuels.

Our success also depends on our ability to identify new product applications and production methods for our products, as well as on our continuous improvement of our expertise, to ensure that our product range keeps pace with changing technology and remains competitive. We are involved in various initiatives to develop second-generation biofuels; however, the technical and financial viability of these biofuels is still uncertain. Competitors may develop new products or production methods, introduce new products to the market or secure exclusive rights to new technologies, which would increase their competitive advantage if we are unable to quickly identify and adapt to new trends in alternative fuels and new production methods.

More generally, any increase in demand for products that act as substitutes for our products could result in a significant decrease in the demand for our products and therefore have a material adverse effect on our business, financial position and results of operations.

Our business may be materially adversely affected by changes in tariffs or other government trade policies.

For the financial year ended March 31, 2022, exports represented 8.0% of our revenue. Exports are significantly affected by applicable tariff barriers and, therefore, the implementation of tariff barriers or the heightening of existing tariffs and other trade restrictions by certain countries could have an adverse effect on the general global economic environment, as well as on our business and results of operations. For example, the U.S. government has increased tariffs on products from certain sectors and countries, such as China, which led to retaliatory tariff increases by certain of the affected countries. If any of the products that we export are subject to increased tariff barriers or trade restrictions, we may not be able to pass on these increased costs to our customers or demand for these products could decrease, which could have a material adverse effect on our business, financial position and results of operations.

We may not be able to successfully implement our industrial strategy

Our future performance is dependent on our ability to identify, develop and execute our business strategy. Our strategic plan for 2024 was announced in 2021, which notably aims to improve our performance and financial health and includes targets for the fiscal year ending March 31, 2024, including recurrent positive free-cash-flow generation. See "*Business—Our Strategy.*"

We may not be able to fully implement such strategic plan on time or in accordance with the terms initially planned, nor may we derive all of the benefits initially expected from the plan. If we were unable to achieve the objectives set under the plan, we could face difficulties in maintaining our competitive position and effectively managing our production costs. We could also face risks related to the business and operational consequences resulting from the implementation of the plan, such as an unexpected and temporary decline in the performance of our production processes. Given the various risks to which we are exposed and the uncertainties inherent in our business, we cannot guarantee the successful execution of our business strategy. The inability to effectively execute on our strategy, and the risks associated with its implementation, could have a material adverse effect on our business, financial position and results of operations.

Conducting operations and sales in several different countries, and particularly in emerging markets, exposes us and our facilities to various macroeconomic and regulatory risks.

During the financial year ended March 31, 2022, we generated 27% of our revenue outside Europe and the UK. We have a significant presence in Brazil, and also operate certain assets in Africa and Asia. For the financial year ended March 31, 2022, we generated 16% of our revenue in Brazil, 2% in Africa, and 4% in Asia and the Middle East. We also have active manufacturing facilities located in a number of locations, including Brazil, Indonesia, Kenya and Tanzania. We employ sales staff strategically located around the world to serve our global customer base. Our business is therefore subject to risks related to the various legal, political, social and regulatory requirements and economic conditions of many jurisdictions and geographies in which we operate, particularly in emerging markets. These risks include the following:

- unexpected or adverse changes in laws or regulatory requirements in various jurisdictions;
- adverse changes in the general economic, social or political conditions;
- difficulty enforcing intellectual property rights;
- compliance with a variety of laws and regulations in various jurisdictions becoming burdensome;
- increasing transportation and other shipping costs;
- variations in business practices;
- adverse changes in export duties, quotas and tariffs and difficulties in obtaining export licenses; and
- staffing difficulties, national or regional labor strikes or other labor disputes.

Moreover, by operating in multiple tax regimes, we are exposed to risks related to transfer pricing and withholding taxes on remittance and other payments by or to our subsidiaries or joint ventures.

Our presence in emerging markets may also present difficulties in enforcing agreements, as the legal system of certain jurisdictions may be unpredictable, under development or we may face a number of legal challenges. Emerging markets are also generally more prone to additional risks, including greater fluctuations in interest rates and exchange rates, changes in pricing policies, political instability, natural disasters, uncertain and changing climate conditions, foreign exchange controls and other restrictions on the repatriation of funds, import restrictions and corruption or fraud. Our activities, to various extents, are exposed to such risks, which could have a material effect on our financial position and results of operations in certain markets. In particular, global macroeconomic trends, such as fluctuations in interest rates and inflation rates, may be exacerbated in emerging markets. To illustrate the greater fluctuation in interest rates and inflation rates, recently the Brazilian benchmark interest rate, SELIC, rose from 1.9% in March 2021 to 11.7% in March 2022, resulting in an increase in the country's average benchmark interest rate from 2.3% for the financial year ended March 31, 2021, to an average rate of 6.4% for the financial year ended March 31, 2022. For the year ended March 31, 2021, average inflation in Brazil, as measured by the national consumer price index (the "**IPCA**") on a 12-month cumulated basis was 3.6% and increased to 9.6% for the financial year ended March 31, 2022, and in April 2022 the 12-month cumulated IPCA reached 12.1%.

Our strong presence on the Brazilian market exposes us to various risks associated with operating in Brazil.

We have particular exposure to the Brazilian market. For the financial year ended March 31, 2022, we generated 16% of our revenue in Brazil. We also operate seven active manufacturing facilities as well as a number of research & development centers and sales offices in Brazil. We are therefore subject to various risks inherent to our Brazilian operations. Such risks include, among others, any adverse impact on our operations and financial condition due to unforeseen changes in tax, environmental or other regulations, labor relations, foreign exchange considerations, and any adverse changes in the general economic, social or political conditions of the country. We are subject to various social and labor-related disputes in Brazil in the ordinary course of business, in connection with which we set aside provisions equal to €6.0 million as of September 30, 2022.

In the past, the Brazilian government has taken steps to control inflation and foster economic growth, including a broad array of measures related to tax policy, interest rates, price controls, currency devaluations, foreign exchange controls, restrictions on foreign investments and capital outflows, and regulations affecting the energy sector (such as electricity and gasoline prices, fuel taxes or ethanol blending ratios). The implementation of these policies, or any future policies, may be subject to changes and may have a material adverse effect on our business and results of operations. For example, in May 2022, a modification to Brazilian taxation rules had reduced ethanol's competitiveness against gasoline at the pump and put pressure on sugar prices. However, in July 2022 the Brazilian congress approved new legislation that reinstated the tax advantage of biofuels compared to fossil fuels.

Following the election of Luiz Inácio Lula da Silva as the President of Brazil, there is significant uncertainty as to whether the new Brazilian government will apply changes to current policies and regulations affecting our operations. Future regulatory changes affecting the industry in which we operate, or other developments affecting the political, labor or economic situation in Brazil, as well as volatility in the value of the Brazilian real or the liquidity of internal capital and financial markets may affect our business, financial position and results of operations. In addition, political unrest in Brazil following the presidential elections could adversely affect our operations in the country.

We have limited control over some of our joint ventures and other similar business arrangements, which may impede the strategic role of these entities within our operations.

We have made investments and acquisitions and entered into joint ventures and other strategic alliances. For example, we have established joint ventures in Indonesia with the FKS Group for the production of corn starch (Cilegon plant) and in Brazil (one sugar mill operated in partnership with Grupo Humus). We have also entered into a joint venture with Acor, a Spanish sugar beet farmers' cooperative, pursuant to which we established a refining unit with a capacity of 120,000 tonnes of raw sugar per annum. Where these partnerships are established by means of joint entities, some of these entities may be subject to joint control. Our ability to control these joint ventures, take strategic decisions, or receive dividends, royalties and other payments from joint ventures generally depends not only on the joint venture's cash flow and profits, but also upon the terms of the joint venture agreement with our partners. There is a risk that the steps that we have taken to protect our interests in joint ventures, have not been, or will not be, effective. Further, there is a risk that our relationships with our joint venture partners will deteriorate in the future and result in a significant disagreement. Disagreements with our partners or termination of one or more of such partnerships would deprive us of a driving force in our development and could therefore have a material adverse effect on our business, financial position, results of operations or ability to achieve our targets.

The success of joint ventures and other similar arrangements is not always predictable, and we may not realize our anticipated objectives. The bankruptcy, insolvency or severe financial distress of our businesses or those of any of our partners could adversely affect our joint ventures or similar business arrangements. Should these joint ventures not perform as expected, we may be unable to execute on our expansion strategies as anticipated, and may incur losses or other liabilities that could adversely affect our financial condition or results of operations.

We are subject to risks associated with our ability to integrate and manage the companies we acquire, which as a result may not deliver the anticipated benefits.

We have historically expanded through both organic growth and mergers and acquisitions. We regularly explore opportunities to acquire businesses or assets and intend to pursue our external growth strategy going forward in order to supplement or strengthen our existing operations. Any acquisition that we make could be subject to a number of risks, including:

- problems with effective integration of operations and management cultures;
- diversion of management's attention from day-to-day business concerns;

- inability to maintain key pre-acquisition business relationships, including retention of customers;
- increased operating costs;
- costs related to achieving or maintaining compliance with laws, rules or regulations;
- exposure to unanticipated liabilities;
- difficulties in realizing projected efficiencies, synergies and cost savings;
- introducing new products in our portfolio;
- the need for more extensive management coordination; and
- retaining, hiring and training key personnel.

Moreover, we are unable to predict whether such opportunities will present themselves in the future or whether such transactions will occur under favorable terms and conditions. Our ability to continue to expand our business successfully through acquisitions or alliances depends on many factors, and in particular on our ability to identify targets, provide the required financing and negotiate transactions on favorable terms. These potential transactions could result in us having to resort to debt financing and off-balance sheet liabilities, as well as in an increase in goodwill and other intangible assets.

Should any of the above risks materialize, they could have a material adverse effect on our business, financial position and results of operations.

We may be unable to maintain and expand our production capacity through investment in technology and new equipment.

We produce sugar, alcohol and ethanol, starch, sweeteners, co-products, electricity and other renewables derived from sugar beet, sugarcane, alfalfa, cereals, potatoes and cassava. The transformation of these raw materials into finished products requires complex industrial processes, and ongoing investment in technology and sophisticated equipment. For the twelve months ended September 30, 2022, our cash capital expenditure was €356.8 million. As of September 30, 2022, we operated directly or through joint ventures, 43 production plants worldwide and our profitability is partly dependent on our ability to maintain and expand our production capacity. Therefore, we must continue to invest in maintaining and improving our industrial processes, technology and manufacturing equipment. For instance, in 2019, we launched a pilot program named “Plant 4.0” to identify potential for improvements related to new technologies (including advanced process control, automation and digitalization). Such investments may not yield the results that we expect, which could have a material adverse effect on our financial position and results of operations.

In addition, we may not be in a position to foresee exceptional events that require extensive capital expenditure, such as machine or equipment breakdowns at certain of our plants, new regulations, the development of new technologies, or commercial or industrial initiatives taken by our competitors. We may therefore be required to make significant and unexpected investments, which could have a material adverse effect on our financial position and results of operations.

Major operational disruptions may occur at our facilities, including issues with the construction of new facilities.

As part of our strategy to increase our market share and to improve competitiveness by taking advantage of economies of scale, we are currently involved in several projects aimed at expanding or reconverting our existing plants and building new facilities, primarily in Europe and Asia. As of September 30, 2022, we owned 43 production plants worldwide, directly or through joint ventures. We also regularly evaluate our existing portfolio of assets in order to optimize our production capabilities, maximize utilization of our industrial equipment and thus reduce fixed costs. We may decide to temporarily suspend operations at one of our plants to reduce operating expenses if, as a result of lower crop yields during a particular season, we do not need the excess production capacity. For example, in 2022, we temporarily suspended activities of the Severinia sugar and ethanol plant in Brazil in order to optimize overall output following lower crop yields as a result of poor weather conditions during the crop season. We also initiated the formalities to permanently terminate the activities of Tereos Sugar Romania. Despite our successful track record in developing plants for our core operations, as well as undertaking expansion projects, conversions and debottlenecking initiatives, these actions involve substantial risks and we may not be able to successfully execute on the projects. Such projects may be delayed or abandoned due to regulatory or technical obstacles hampering the construction, financing or operation of these facilities, which could significantly increase costs and delay any return on investment. Furthermore, we may face insufficient demand for the additional goods produced by these new facilities, or we may not be able to sell additional production at competitive prices. Moreover, our ability to complete projects on time and within estimated budgets is subject to certain factors beyond our control.

In addition, our operations may be subject to significant disruption due to major accidents or damage by severe weather conditions or other natural disasters. One of these operational hazards may cause personal injury or loss of life. Our activities may also be subject to unscheduled downtime, or to other operational hazards inherent to the industry, such as equipment failures, fires, explosions, short circuits, pipeline ruptures or transportation accidents. Damage to, or destruction of, property and equipment, or environmental damage, may result in the suspension of operations, the modification of the facility's operating license and the imposition of civil or criminal penalties. In addition, some of our ethanol and alcohol production facilities, including the Artenay, Lillebonne, Lillers, Morains, Nesle and Origny plants in France, are classified as "SEVESO" sites under EU and French regulations governing the production, packaging and storage of hazardous products (Directive 2012/18/EU of 4 July 2012). Operators of SEVESO facilities are subject to increased obligations and liabilities. We comply with these regulations; however, accidents or malicious acts could still occur at these sites and cause extensive harm. In the event of an incident at one of our SEVESO classified facilities we may be subject to significant liability, especially in cases of actual or alleged personal injury, damage to property, or damage to the environment. In particular, the production and transportation of ethanol may result in hazardous substances leaks, which may lead to penalties from government authorities or claims from third parties and may have a material adverse effect on our business, financial position and results of operations.

We may fail to obtain or renew necessary permits, authorizations or licenses.

In order to operate some of our industrial facilities, we are required to obtain authorizations, permits and licenses. Obtaining or renewing such authorizations, permits and licenses may be subject to annual examinations or random inspections by the relevant authorities. Any material breach or noncompliance with such authorizations, permits and licenses may result in our failure to obtain or renew such authorizations, permits and licenses. We pay close attention to operating conditions at our existing facilities; however, if we are unable to comply with the provisions of such authorizations or if there are any changes to existing laws and regulations, we may face adverse consequences including the denial of a renewal or retention of the relating operating authorizations.

Moreover, we cannot guarantee that we will obtain the necessary authorizations, permits and licenses for production facilities or units that are currently contemplated or in the development stage. Failure to obtain construction permits or operating authorizations for facilities under development or failure to renew or retain such permits and authorizations for our production facilities could have a material adverse effect on our business, financial position or results of operations, or on our ability to achieve our targets.

We are exposed to various operational risks related to our use of transportation and logistics services.

Our operations are dependent upon the uninterrupted operation of logistics infrastructure, including ports, warehouses, roads, railways and the means of transportation operated by our Group, third-party providers, suppliers and customers. Operations at any of these facilities or access to transportation could be partially or completely shut down, either temporarily or permanently, due to circumstances beyond our control, such as catastrophic events, environmental remediation, strikes, labor difficulties or other events. For instance, some of our sugarcane mills in Brazil had to stop operating for approximately a week due to a truck drivers' strike in 2018. Any significant interruption at these facilities or any inability to efficiently transport products between these facilities, or between our facilities and our suppliers' or customers' facilities, could materially adversely affect our business or results of operations.

We periodically enter into agreements with third parties to provide transportation and logistics services required for our operations, or we enter into strategic alliances for the provision of such services. For example, in June 2018, we entered into a strategic partnership with VLI Group, one of the largest railway operators in Brazil, which provided for our investment for the construction of two sugar warehouses and allows us to benefit from VLI Group's infrastructure network and transportation services at secured long-term conditions. Consequently, termination of any such strategic logistics agreement with third parties or our joint venture partners, or our inability to renew them under favorable terms may have a material adverse effect on our business and results of operations.

In addition, we may choose to internalize some of the logistics activities currently provided by third parties. For example, in November 2018, we inaugurated a new logistics center in France, the Tereos Escaudoeuvres Export Logistics Center, which has the capacity to export up to 350,000 tonnes of sugar in a given crop. The insourcing of logistics activities carries additional risks for us, including potentially significant additional costs, service interruptions, labor disputes and other potential liabilities, which may have a material adverse effect on our business, financial position or results of operations, and ability to achieve our targets.

We are subject to the risk of loss resulting from non-payment or non-performance by our customers.

Our credit procedures and policies may not be adequate to minimize or mitigate customer credit risk. Most of our major customers are well-established agribusiness, food & beverage, pharma, feed, industrial and fuel companies; however, we cannot guarantee that our customers will meet their contractual obligations. Our customers may experience financial difficulties, including bankruptcies, restructurings and liquidations, which may increase our risk in extending trade credit to customers. A significant adverse change in a customer relationship or in a customer's financial position could cause us to limit or discontinue business with that customer, require us to assume more credit risk relating to that customer's receivables or limit our ability to collect accounts receivable from that customer, all of which could have a material adverse effect on our business, results of operations, financial condition and liquidity.

Our customers' failure to meet their contractual payment obligations may have a material adverse effect on our business, financial position or results of operations.

We may incur litigation-related expenses, reputational damage or financial penalties in relation to our product quality and compliance with quality standards.

Most of our products are sold directly to retail consumers or are used as ingredients or components for other products, which are intended for human consumption. Our operations therefore expose us to consumer claims if the quality of our products does not meet the required technical specifications, especially in cases where our products are intended for nutritional purposes. Any such claim could damage our reputation or lead to the payment of substantial damages, which in turn could have a material adverse effect on our business, financial position or results of operations.

Our products, ingredients and raw materials are subject to potential contamination, whether as a result of malfeasance, negligence, accidents or other causes that may be beyond our control. Contamination of one of our products may result in the need for a product recall, which may significantly affect our reputation, and lead to a loss of market share. Any such contamination may also result in legal action from third parties, which may adversely affect our business, financial position and results of operations, as well as our reputation. Our reputation for product quality is one of our principal competitive advantages, and any damage to our reputation as a supplier of high-quality products could have a material adverse effect on our business, financial position or results of operations.

In addition, many of our products must comply with strict national and international standards in terms of hygiene, trace elements and customer expectations, particularly when these products are exported to foreign countries. Our industrial facilities are also subject to regular inspection by the authorities for compliance with hygiene regulations applicable to the manufacturing of food products. Should any non-compliance with these regulations be discovered during an inspection, the relevant facility may experience a temporary shutdown, and we may subject fines or other penalties. Any production loss due to actual or potential shutdown may have a material adverse effect on our business, financial position or results of operations.

We are exposed to risks related to our dependence on certain major customers.

Our client base is diversified and spans across various industries, but we rely on established relationship with certain major customers in a number of jurisdictions. For the twelve months ended September 30, 2022, our ten largest third-party customers accounted for less than 20% of our revenue, and our most significant third-party customer accounted for less than 5% of our revenue. We have a diversified customer base, including major players in the agribusiness, food & beverage, feed, industrial and fuel sectors; however, we may not be able to renew our agreements with customers on a timely basis, on favorable terms or at all.

Failure to renew or extend our sales agreements with customers, for any reason, could have a material adverse effect on our business, financial condition, results of operations and cash flows.

We are exposed to risks related to our dependence on certain major suppliers.

The primary raw materials used in our operations include sugar beet, sugarcane, wheat, corn and, to a lesser extent, potato and cassava. During the financial year ended March 31, 2022, we purchased approximately 50% of our sugarcane requirements by volume from unrelated third-party suppliers, with the remaining 50% being produced on land that we lease. During the same period, we purchased approximately 17% of our sugar beet requirements, by volume, and 70% of our wheat, corn, cassava and potatoes requirements, by volume, from unrelated third-party suppliers. Any shortage or deterioration of the quality of the raw materials or products supplied to us, or significant increase in prices paid to such third-party suppliers, as well as any deterioration of the relations with, or any breach of contract by, such suppliers could have a material adverse effect on our business, financial position or results of operations.

Our business could be adversely affected by any significant disruption in the relations with our employees.

As of September 30, 2022, we employed 12,784 employees on a permanent basis across 14 countries. Moreover, we regularly use seasonal workers, primarily for harvests, employing 1,946 contract employees during the twelve months ended September 30, 2022. We may experience labor disputes and work stoppages at one or more of our facilities as a result of changes to our employees' terms of employment, an adverse reaction by employees to such changes, or for other reasons beyond our control, namely in the context of the ongoing global COVID-19 pandemic or any similar health crisis. See "*—Our strong presence on the Brazilian market exposes us to various risks associated with operating in Brazil.*" In addition, a significant portion of our employees reside in countries in which employment laws provide our employees with significant bargaining power or other rights that may require us to engage in lengthy negotiations and incur significant expenses when negotiating or amending employees' terms of employment or making staff reductions. For example, many of our employees in Europe are represented by unions or works councils. In the past, we have not experienced significant work stoppages; however, we cannot guarantee that a labor disturbance or work stoppage at any of our facilities will not occur, and such incidents could have a material adverse effect our operations, our business and results of operations.

We may be subject to information technology systems failures, network disruptions and breaches of cyber security which could result in information theft, data corruption, operational disruption and/or financial loss.

We utilize a wide range of information technology systems, some of which are dependent on services provided by third parties. These systems provide critical data connectivity, as well as information and services for internal and external users. We use our information technology systems in connection with ordering and managing supplies, converting raw materials to finished products, managing inventory, shipping products to customers, processing transactions, summarizing and reporting our results of operations, complying with regulatory, legal and tax requirements, and conducting other activities necessary to operate our business. In addition, several of our operational and organizational functions, including sales and marketing in Europe, accounting, human resources and informational technology are centralized. Significant disruption to our centralized technology systems could result in increased damage to our operations, which in turn could have a material adverse effect on our business, financial position or results of operations.

As a result of the social distancing measures and regulations enforced by governments in connection with COVID-19, and the resulting work-from-home policies that we have undertaken, there has been additional reliance placed on our IT systems and resources. The resulting reliance on these resources, and the added need to communicate by electronic means, could increase the risk of cybersecurity incidents.

Information technology systems failures, including risks associated with upgrading our systems, network disruptions and breaches of data security, could disrupt our operations by impeding our operational efficiencies, delaying processing of transactions and inhibiting our ability to protect customer or internal information. Our computer systems, including our backup systems, could be damaged or interrupted by power outages, computer and telecommunications failures, computer viruses, internal or external security breaches, events such as fires, earthquakes, floods, tornadoes and hurricanes, and/or errors by our employees. If our information technology systems are damaged, suffer a major failure or interruption or cease to function properly, we may suffer interruptions in our ability to manage our operations, which in turn could have a material adverse effect on our business, financial position and results of operations.

The value of our intangible assets, including our brand and image, could become impaired.

Our continued success depends in part on our ability to maintain our reputation as a serious, trustworthy, sustainable, responsible and independent company and depends on our acceptance by local communities. In the retail segment, we rely on strong brands in each of our production countries, including Béghin Say, La Perruche and Blonvilliers in France, Whitworths in the United Kingdom, Guarani in Brazil and TTD in Czech Republic. We conduct annual impairment tests on goodwill and annual assessments of the carrying values of intangible and tangible assets when impairment indicators exist. As a result, declines in our profitability or the value of comparable companies may impact the fair value of our reporting units and result in an impairment in the value of goodwill, brands or other intangible assets, which could have a material adverse effect on our business, financial condition and results of operation. We pay close attention to the quality of our products and services; however, we cannot guarantee that we will be able to protect ourselves from the adverse consequences that a potential accident, conflict of interest, misuse of product or misappropriation of cargo (including use in the context of criminal or terrorist undertakings), slanderous denunciations, false accusations or public litigation may have on our reputation. See also "*—We may incur litigation-related expenses, reputational damage or financial penalties in relation to our product quality and compliance with quality standards*."

For instance, in December 2017, a French newspaper published an article reporting that sorbitol we produced had been found in Iraq in areas controlled by terrorist groups. Following this publication, eight cooperative members filed a complaint against us for acts of terrorism and complicity, which were later dismissed by the Paris Anti-Terrorist Public Prosecutor's Office. We believe this case is now closed. In parallel to this complaint, Tereos had filed a complaint for slanderous denunciation and false accusations of acts of terrorism against such cooperative members before the Paris Criminal Court (*tribunal correctionnel de Paris*), which, in November 2020, sentenced each of them, to a symbolic penalty of one euro for damages and a suspended fine of €1,500. In order to mitigate the reputational risk going forward, we decided at our own initiative to suspend sorbitol deliveries to countries in or adjacent to conflict zones, even though sorbitol has not been subject to any regulatory restrictions on sales or exports. Moreover, we put in place strengthened export control systems.

As another illustration, in September 2021 a report was filed with the Indonesian police forces regarding alleged criminal acts of fraud and embezzlement and allegations of money laundering in the context of a long and difficult ongoing commercial discussion taking place since 2019 between PT Tereos FKS Indonesia and ISGEC Heavy Engineering Ltd, an Indian construction company. In 2022, the authorities notified the relevant parties that no action would be pursued in the matter, there being no evidence of the alleged criminal acts.

We have implemented screenings and other compliance procedures to verify that our counterparts, including suppliers, do not engage in improper practices, including inappropriate labor or manufacturing practices. However, we cannot guarantee that our systems will identify all instances of improper practices, which could lead to damage to our reputation and negative publicity. We believe we have adopted adequate policies and procedures in connection with entering into business relationships with suppliers and other third parties. However, we cannot guarantee that our suppliers' business operations comply with all applicable laws and regulations relating to working conditions, sustainability, production chain assurance and appropriate safety conditions, or that they will not carry out improper practices relating to such matters to reduce the cost of the products they sell to us. In the event that our suppliers engage in such improper business practices, our customers' perception of our business may be adversely affected, which may have an adverse effect on us and our reputation.

Despite the risk-management measures we have implemented, the adverse consequences arising out of a reputational incident, such as those described above, could impact our ability to retain our customers' trust and attract new customers, and could therefore have a material adverse effect on our business, financial position or results of operations.

We are subject to certain risks relating to our cooperative corporate form.

Tereos is an agricultural cooperative company (*société coopérative agricole*) governed by French law pursuant to the French *Code rural et de la pêche maritime* (Rural and Maritime Code), with capital consisting of partnership shares subscribed in line with the activity of its cooperative members during a commitment period. As of September 30, 2022, the Company's share capital and voting rights were held by approximately 11,200 farmers who act as both cooperative members and our suppliers of raw materials. A deterioration of relations between cooperative members could damage our reputation and our ability to retain our customers' trust and to attract new customers. For instance, in 2018, the *Association de défense des coopérateurs de Tereos* launched a petition, which was ultimately rejected, requesting the convening of a cooperative members' meeting of the Company to dismiss the Supervisory Board and elect a new Supervisory Board. Similar actions, even if unsuccessful, could damage our reputation and could have a material adverse effect on our business.

A cooperative member may ask to cancel its membership at any time. The Board of Directors of the cooperative company is authorized to approve or reject such request. If the member's request to cancel its membership is approved, such member's operations will be withdrawn from the cooperative company immediately, and the amount of its equity capital contribution will be deducted from its share of the equity. See "*Ownership Structure—Certain Key Considerations Relating to the French Cooperative Regime.*"

Our success depends on the continued service of certain key personnel.

A significant part of our continued success is dependent on our ability to retain the services of our management team, directors and senior management. In addition, our future growth and success also depends on our ability to attract, train, retain and motivate skilled managerial, sales, administrative, operating and technical personnel. The loss of one or more of our key management or operating personnel, or the failure to attract and retain additional key staff, could have a material adverse impact on our business, financial condition and results of operations.

We are subject to extensive environmental, health and safety regulations, and to increasing pressure to adhere to internationally recognized standards of social and environmental responsibility, such as on climate change, biodiversity, and supply chain risks, which are likely to result in an increase in our costs and liabilities.

Our operations are subject to numerous national and local environmental, health and safety laws and regulations in most of the countries where we operate, especially regarding the setting-up, operation and closure of sites, air and water emissions (including GHG emissions), disposal of hazardous waste, energy sources, consumption alternatives and related concerns, protecting water, soils and biodiversity and controlling odor and noise. Our properties and their uses often require licenses from various government agencies, including permits related to zoning and land use. Certain licenses from national or local environmental and health and safety regulatory agencies, are usually required to undertake our activities. These licenses often set emissions limits for certain air pollutants.

We have incurred significant investments in the past in order to comply with these laws, regulations and licenses upon their adoption and intend to continue investing the necessary amounts to take appropriate actions required for environmental compliance. Environmental, health and safety laws and regulations and related civil liability risks could expose us to substantial fines, criminal sanctions, the withdrawal of operating licenses, the closure of facilities, and the payment of compensation for environmental, physical, or property damage, including in connection with assets in use and assets that we no longer own and activities that have been discontinued. For example, under various laws relating to the protection of the environment in many jurisdictions, a current or previous owner or operator of real estate may be liable for contamination resulting from the presence or discharge of hazardous or toxic substances at a property, and may be required to investigate and clean up such contamination at or emanating from a property. Such laws often impose liability without regard to whether the owner or operator knew of, or was responsible for, the presence of the contaminants, and the liability may be joint and several. The presence of contamination or the failure to remediate contamination at our properties may expose us to third-party liability. For example, following the rupture of dikes of the Escaudoeuvres basin in April 2020, we implemented measures to restore the Scheldt river (*l'Escaut*), in line with the environmental responsibility procedure. A provision of €1.5 million was made as of March 31, 2021 and was further adjusted to €2.0 million as of March 31, 2022, with no material change as of September 2022. On November 13, 2022, the Walloon region, as a civil party, sought from Tereos France the payment of €16.8 million for the ecological damage suffered by the region. A deferral (*un renvoi*) requested by Tereos France to enable it to assess the merits of the request was rejected by the Criminal Court of Lille (*tribunal correctionnel de Lille*) during the November 17 and 18, 2022 hearings. On January 12, 2023, the court entered a judgement finding Tereos France responsible and ordering it to pay damages totalling €9.2 million. The Company may appeal the court's decision within 10 days. The judgment is not provisionally enforceable and the Company has not recorded any provision.

Sea level rise and more frequent and severe weather events caused or contributed to by climate change pose physical risks to our facilities. Additional risks related to our business and operations as a result of climate change include both physical and transition risks such as higher energy costs (*e.g.*, due to more extreme weather events, extreme temperatures or increased demand for limited resources), increased environmental regulations impacting the cost to develop, or the ability to develop in certain areas, and higher costs of supply chain services, with potential supply chain disruptions related to climate change. For example, due to growing concerns about the impact of GHG on climate change, certain environmental regulations to reduce GHG emissions have been, and may continue to be, adopted in certain countries in which we operated. A number of legislative measures have been taken in several countries and regions, in particular in Europe, both at the EU level and by Member States. Since 2013, certain production sites located in the EU have had to comply with precise requirements under the EU Emissions Trading System, implemented by Directive 2003/87/EC of October 13, 2003 (the "**Quotas Directive**"), which introduced a cap on certain GHG emissions and an allocation trading system for certain significant production sites, including certain of our production sites located in the EU. Under this system, the sites concerned must surrender emission allocations, freely allocated or allocated by auction, equivalent to their annual emissions of the applicable GHGs.

The Quotas Directive was amended by Directive 2009/29/EC, which provides for a gradual reduction in the number of allocations for the 2013-2020 period (Phase III) and revises the system for allocating free quotas by introducing a European-wide system based on benchmarks per product. Directive 2009/29/EC also sets out specific provisions for industrial sectors exposed to carbon leakage, such as sugar manufacturing. For the 2021-2030 period (Phase IV), Directive (EU) 2018/410 of March 14, 2018, provides, in particular, for the acceleration of the annual reduction in the number of outstanding allocations, in order to increase the rate of emission reductions.

Our greenhouse gas emissions (direct and indirect) amounted to 2.79 million tonnes $CO_{2\text{-eq}}$ for the financial year ended March 31, 2020, 2.44 million tonnes $CO_{2\text{-eq}}$ for the financial year ended March 31, 2021, and 2.55 million tonnes $CO_{2\text{-eq}}$ for the financial year ended March 31, 2022.

For Phase IV (2021-2030), the level of GHG emission quotas freely allocated to us will be known at the beginning of 2021 for the 2021-2025 period and at the beginning of 2026 for the 2026-2030 period. In addition, in the event of a significant increase in the production capacity of one or more of our sites during Phase IV, we must request a review by competent authorities regarding the level of quotas allocated to such sites, without any certainty that such a request would be accepted for the level of quotas requested. Therefore, despite our efforts to reduce our GHG emissions, we may have to acquire GHG emission allowances on the market, which, could lead to an increase in our operating costs and could have a material adverse effect on our business, financial position and results of operations. This situation could also force us to make a technological breakthrough, resulting in significant investments in the relevant sites, which could lead to an increase in our capital expenditure and could have a material adverse effect on our business, financial position and results of operations.

The EU regulatory framework aims to promote the use of biofuels. In November 2016, the European Commission adopted a legislative proposal for a recast of directive 2009/28/EC of April 23, 2009 (the "**Renewable Energy Directive**"), which required each Member State to reach a minimum of 10% of renewable energy in transport by 2020. In December 2018, the revised renewable energy directive 2018/2001/EU (the "**Renewable Energy Directive II**") entered into force. In the Renewable Energy Directive II, the Member States must require fuel suppliers to supply a minimum of 14% of the energy consumed in road and rail transport by 2030 as renewable energy. The Renewable Energy Directive II defines a series of sustainability and GHG criteria that bioliquids used in transport must comply with to be counted towards the overall 14% target and to be eligible for financial support by public authorities. At the date of this Document, as a result of the transposition of several European directives, government support for biofuels in the Member States primarily takes the form of tax reductions and biofuel blending obligations imposed on fuel distributors.

In addition, most of the imported ethanol enters the EU market under a reduced or a zero-import duty. For example, in 2019, the European Commission removed anti-dumping duties on U.S. ethanol. As the United States, which is the world's largest ethanol producer, enjoys much lower production costs, mostly as a result of cheaper energy and raw material costs, such removal could lead to downward pressure on the EU market price and, as a consequence, could have a significant adverse effect on our business, financial position and results of operations in Europe.

In Brazil, production of bioethanol is supported through several measures aimed at stimulating ethanol demand and supporting the profitability of the sugar and ethanol industry, including the requirements to include a mandatory percentage of anhydrous ethanol into gasoline, currently set at 27%. A reduction of the current ethanol blend percentage could therefore result in a reduction in demand for ethanol. In addition, our Brazilian ethanol activities benefit from different tax reductions and exemptions, which strengthen the competitiveness of fuel ethanol compared to gasoline, including the Tax for Circulation of Goods and Services (“**ICMS**”) which varies from state to state. ICMS charged on ethanol varies from 12% to 32%, and from 25% to 34% on gasoline, according to National Fuel Sale Agency (FECOMBUSTÍVEIS). As approximately 80% of the car fleet and 85% of the new light vehicle registrations in Brazil are for “flex fuel” vehicles (source: UNICA and Group estimates), this means that vehicles can operate on any proportion of gasoline and hydrous ethanol and consumers can therefore choose between gasoline and ethanol. As such, any tax change on either ethanol or gasoline would result in a substantial shift of consumption from one product to the other, which could have a material adverse effect on our business, financial position and results of operations.

Environmental, health and safety frameworks tend to evolve rapidly and to become more stringent, in both established economies and emerging countries. In addition, customers increasingly scrutinize the social and environmental standards of companies, particularly in emerging markets, which means more stringent social responsibility laws, regulations and practices may also be adopted in the future (particularly in respect of supply chain risks and biodiversity matters). Therefore, costs and timing associated with our investments and/or operational costs required to comply with such may be subject to significant increases, which may limit our ability to finance other investments. In addition, if the cost of complying with environmental, health and safety, and social responsibility laws and regulations continue to increase and if it is not possible for us to integrate these costs into the price of our products, such changes could affect our profitability. The cost of compliance with environmental, health and safety, and social responsibility laws and regulations, as well as changes in environmental, health and safety, and social responsibility laws and regulations could thus have a material adverse effect on our business, financial position and results of operations.

We are subject to extensive regulation applicable to the agricultural industry, and certain changes to rules and regulations governing our products may result in an increase in our costs and liabilities.

Our operations are subject to a wide range of national, regional and local laws and regulations, including environmental, health, safety and labor rights laws and regulations. We invest significant financial and managerial resources in order to comply with these laws and regulation, and with the related authorization requirements. We must comply with a broad range of regulations relating to the testing, manufacturing, labelling and safety analysis of our products and the products of our suppliers. In certain jurisdictions, including the EU, such regulatory controls and restrictions have become, increasingly demanding. Any failure in this respect could expose us to fines or penalties, enforcement actions, claims for personal injury or property damages, as well as to investigation and/or remedy obligations; furthermore, if any changes to the applicable laws and regulations could subject us to additional costs and liabilities, which could have a material adverse effect on our business, financial position and results of operations.

We are also subject to various laws and regulations imposed, among others, by the *Direction Générale des Douanes et Droits Indirects* (General Directorate of Customs and Excise Taxes, or DGDDI) and *FranceAgriMer* (the National Agency for Agricultural Activities) in France, as well as by equivalent administrative bodies in EU countries where we operate and by the *Agência Nacional do Petróleo, Gás Natural e Biocombustível* (National Agency for Oil, Gas and Biofuels or ANP) and the *Agência Nacional de Energia Elétrica* (National Electric Power Agency, or ANEEL) in Brazil. Failure to comply with applicable regulatory requirements could lead to restrictions being imposed on our operations, including measures of suspension or withdrawal of our authorizations and licenses, which may result in the temporary interruption or discontinuity of operations at our production facilities, which in turn could have a material adverse effect on our business, financial position and results of operations.

In addition, agricultural production and trade of agricultural products may be materially affected by changes in public policies and regulations, such as the proposed changes to the Common Agricultural Policy (“**CAP**”), which may affect budget allocation and subsidiarity between Member States and the EU. Certain regulations applicable to various aspects of the agricultural industry, including with regard to taxes, customs duties, subsidies, import and export restrictions on agricultural products, as well as usage of fertilizers and pesticides, have a significant impact on the agricultural industry's profitability. These policies and regulations also affect our strategic and business decision, including whether to develop certain types of crops, the location and size of harvests, the trading in unprocessed and processed commodities, and the volume and types of production, imports and exports, and any significant changes to the applicable policy framework which could have a material impact on our business, financial condition and results of operations.

We may be subject to litigation, regulatory investigations and other proceedings that could have an adverse effect on us.

In our ordinary course of business, we may be involved in legal, administrative, criminal, or arbitration proceedings, especially concerning civil liability, labor (including in relation to the departure of former members of our management), competition, industrial, fiscal, or intellectual property claims, or environmental claims. Our material threatened and ongoing disputes are described in "*Business—Legal Proceedings*" and in note 22 to the audited consolidated financial statements of the Company for the financial year ended March 31, 2022, an English translation of which is included elsewhere in this Document.

As of September 30, 2022, we recognized provisions of €50.3 million for certain legal, customer, labor, tax and environmental claims brought against us. If any such claim or series of claims is successful against us (particularly where the value of such claims is in excess of our insurance coverage, applicable indemnification agreements, or any provision we made), it could have a material adverse effect on our business, financial condition and results of operations.

In addition, our activities may be subject to legal action or investigations resulting from anti-competitive behavior and restrictive commercial practices. We may be held liable for any failure to comply with competition law, which may impact our business and have a material adverse effect on our financial position and results of operations. For example, on November 2, 2021, following a complaint lodged by a distillery based on Réunion Island, the French National Competition Authority (*Autorité de la concurrence*) has recently fined Tereos Océan Indien and its two sugar refineries (SBR and SR) €750,000 collectively for abusing their dominant position through contractual clauses in sales contracts for molasses (a product used to make local rum and of which they are the sole supplier on the island) that rendered breaking the contract financially prohibitive and limited possibilities to resell molasses that were sold to them.

We may have exposure to additional tax liabilities.

Due to the global nature of our business, we are subject to income taxes in multiple jurisdictions. Significant judgment and estimation are required in determining our worldwide provision for income taxes. In the ordinary course of our business, there are various transactions and calculations, including intercompany transactions and cross-jurisdictional transfer pricing, for which the ultimate tax determination is uncertain or otherwise subject to interpretation. In certain jurisdictions, tax regulations may pose a risk because of their vague wording, difficulties in their interpretation or changes in their interpretation by local authorities. In addition, the tax regimes applicable to our operations, including with respect to customs duties and value added tax, vary from one country to another and may be subject to future changes which may be unfavorable to us.

Moreover, we are subject to tax audits by local authorities in the ordinary course of our business. Tax audits may result in additional tax assessments and may lead to legal disputes before the competent courts. We are currently involved in various tax disputes in Brazil relating to (i) ICMS credits related to diesel fuel consumption; (ii) PIS/COFINS credits; (iii) Social Security Tax on export; (iv) PIS/COFINS (non-cumulative) over ethanol; (v) PIS offset with judicial credits; (vi) penalty fee exemption; and (vii) ICMS others, which may have a material adverse impact on our business, financial position or results of operations.

In addition, the Company is incorporated as an agricultural cooperative company (*société cooperative agricole*) governed by French law pursuant to the French *Code rural et de la pêche maritime* (Rural and Maritime Code). As a result, the Company is exempt from corporate tax on the profits generated by the sale of products processed in France from the agricultural raw materials supplied by the cooperative's partners.

In addition, the Company is also exempt from a portion of the French corporate property tax (*Cotisation Foncière des Entreprises*). Any change to, or repeal of, the provisions of the French *Code rural et de la pêche maritime* that results in losing the benefits of such tax regime and increase our tax expense, could have a material adverse effect on our financial position and results of operations.

We may not be able to adequately protect our intellectual property rights.

Our commercial success partly depends on our ability to register our trademarks and patents for certain of our products and technologies, and on successfully defending these trademarks and patents against third-party claims or counterfeiting. Our patents are filed for defined periods and may fall into the public domain once they have been commercialized, therefore affecting their protection and our competitive advantage. We may need to initiate infringement proceedings, to oppose trademarks or patent applications of third parties or challenge the validity of industrial property rights of third parties in order to enforce our rights under our trademarks and patents, protect our trade secrets or know-how. We may also be subject to claims or actions from third parties for alleged infringements of their intellectual property rights or for challenging the registration or validity of our industrial property rights. See "*Business—Intellectual Property*."

We also rely upon unpatented proprietary know-how and continuing technological innovation, along with other trade secrets, to develop and maintain our competitive position. Third parties (including our competitors) may develop such knowledge or technology independently without violating our trade secret rights. While we enter into confidentiality agreements with our employees and third parties to protect our intellectual property, such confidentiality agreements may be breached or adequate remedies may not be available in the event of an unauthorized use or disclosure of these trade secrets and know-how.

While we believe we have adopted adequate policies and procedures, we cannot guarantee that we will be in a position to protect our patents, trademarks and other intellectual property rights against challenges to their validity, violations and abusive use by third parties, in particular in markets in which we have not been active in the past. Any failure to adequately protect our intellectual property rights, and the processes taken to enforce these rights could have a material adverse effect on our business, financial position and results of operations.

Our insurance policies may not cover, or fully cover, us against natural disasters, certain business interruptions, global conflicts or the inherent hazards of our operations and products.

Our operations and production facilities are subject to a number of hazards and risks against which we have obtained insurance to cover typical claims in line with industry practice. However, our insurance may not cover all losses or liabilities that might be incurred in our operations. For example, business interruptions due to labor unrest are not covered by our insurance, and strikes or work stoppages could therefore have a material adverse effect on our operations. An attack or an operational incident leading to an interruption of our business could also have a material adverse effect on our financial position or results of operations (including possible losses of market share resulting from business interruptions), to the extent not covered by our insurance. In the future, we may not be able to obtain coverage at current levels, and/or our premiums and deductibles for certain insurance policies may increase significantly on the coverage that we currently maintain. If insurance is not available at economically acceptable premiums, there is a risk that our insurance coverage does not cover the full scope and extent of claims against us or losses that we incur, including, but not limited to, claims for environmental or industrial accidents, occupational illnesses, pollution and product liability and business interruption. Any significant loss that we may suffer in excess of our insurance coverage or our inability to maintain such coverage may have a material adverse effect on our business, financial position and results of operations.

We are exposed to various risks relating to non-compliance with sanction, anti-bribery and anti-corruption regulations.

We must comply with certain anti-corruption laws or other similar regulations which, in particular, prohibit companies and their intermediaries from making improper payments to foreign officials for the purposes of obtaining or retaining business. For example, the extra-territorial French law No. 2016-1691 of December 9, 2016, relating to transparency, fighting corruption and modernizing economic life (more widely known as the "**Sapin II Law**") is applicable to all the entities of the Group. Other similar extra-territorial anti-corruption laws or local anti-corruption laws may also apply to the Group. Extra-territorial laws are still applicable to us when we operate in certain parts of the world that lack a developed legal system or have experienced widespread corruption.

Further, we must comply with applicable restrictions or sanctions. Trade restrictions or sanctions can change frequently (and often without advance notice) and we cannot guarantee that aspects of our current business will not be subject to trade restrictions or sanctions in the future in certain regions or destinations of the world.

Our employees, suppliers, subcontractors or other business partners may fail to comply with the strict requirements to which they are subject to or with the regulations in force. In addition, although we have implemented policies and trainings to ensure compliance with applicable sanction, anti-bribery and anti-corruption laws, including those related to sanctioned countries and individuals, we cannot exclude that certain of our products may be traded in violation of such legislation and regulations. For example, on March 26, 2019, the Brazilian Federal Court rendered an initial judgment against Tereos Açúcar e Energia Brasil S.A. ("**TAEB**") and one of its former employees, as a result of TAEB's former employee receiving privileged information from a federal public servant of the Brazilian Institute for the Environment and Renewable Resources. TAEB was held jointly liable for this former employee's actions due to joint liability of companies for actions of their employees under Brazilian law. The judgment is currently under appeal pending before the Regional Federal Court of the 3rd Region, and as a result, no amount has been announced or paid to date. A date has not yet been set for the appeal decision and we have no clarity in that regard. The maximum amount, as estimated by Federal Prosecutors at the commencement of the judicial motion and which refers to a reimbursement of damages, would be approximately €553,300. The Group has not provisioned any amount in that regard in its accounts because this process is assessed by its external advisors as a "possible" probability of loss.

Violations of such laws can result in civil penalties, including fines, denial of export privileges, injunctions, asset seizures, debarment from government contracts, termination of existing contracts, revocations or restrictions of licenses, criminal fines or imprisonment. In addition, such violations could also negatively impact our reputation and consequently, our ability to win future business. On the other hand, any such violation by our competitors, if undetected, could give them an unfair competitive advantage. The consequences that we may suffer due to the foregoing could have a material adverse effect on our business, financial condition and results of operations.

Changes to accounting standards may affect our reporting and the comparability of our financial results.

Our consolidated financial statements are prepared and presented in accordance with International Financial Reporting Standards (IFRS). Any changes to these standards could have a material effect on the presentation of our results and financial position. Certain IFRS provisions have recently been revised by the IASB and the IASB could in the future adopt other changes or supplements to IFRS, which we would be required to adopt, and which could have a material effect on the presentation of our results and our financial position.

We are subject to extensive requirements regarding the use, retention and security of personal information, and any breach of such requirements may have a significant impact on our reputation, financial position and results of operations.

Many national and international laws and regulations govern the collection, use, storage, sharing and security of personal data to which we have access in the ordinary course of business. We strive to comply with all applicable laws, regulations and other legal obligations relating to privacy and personal data. However, given the complexity of the legislation, the absence of harmonization, the new features introduced by Regulation (EU) 2016/679 of the European Parliament and of the Council of April 27, 2016 on the protection of natural persons with regard to the processing of personal data and on the free movement of such data ("**GDPR**"), or its Brazilian version, the "*Lei Geral de Proteção de Dados*" ("**LGPD**")**,** and the resulting regulatory and judicial instability, we are at risk of being deemed non-compliant with relevant regulatory and legal obligations in this respect.

Any violation, actual or perceived, of any laws, regulations or recommendations concerning privacy or personal data to which we are subject could have a material adverse effect on our reputation, brand, or on our results of operations. Such a violation could also result in (i) claims or proceedings against us by public authorities or individuals; (ii) the mobilization of significant resources, operational and costs constraints and significant expenses in order to defend or protect against such claims or proceedings; (iii) changes in our commercial and/or internal practices; (iv) negative consequences on our relations with our main partners; and (v) fines, damages or possible criminal sanctions.

In this respect, the GDPR and the LGPD have significantly increased the penalties regarding the protection of personal data. In addition, we may experience failure in our security systems that could lead to the unauthorized or fraudulent use of personal data. Consequently, the occurrence of such events could have a material adverse effect on our business, financial position and results of operations.

We may face risks related to taxation and changes to applicable tax regimes.

We are subject to complex and evolving tax legislation in the countries in which we operate. Changes in tax laws or regulations or in their interpretations could adversely affect our tax position, such as our effective tax rate or tax payments.

In particular, European and French tax laws and regulations are complex and subject to varying interpretations. For example, the current implementation into French tax law of the OECD principles related to base erosions and profit shifting ("**BEPS**") included in the final reports released by the OECD as well as the Multilateral Convention to Implement Tax Treaty Related Measures to Prevent BEPS signed in Paris on June 7, 2017, may increase the administrative efforts within our business and impact existing structures.

Furthermore, the European Union continues to harmonize the tax legislation of the Member States. In this respect, the Council of the European Union (the "**Council of the European Union**") adopted a directive "laying down rules against tax avoidance practices that directly affect the functioning of the internal market" on July 12, 2016 (Council Directive 2016/1164) (the "**ATAD**"). The ATAD was later amended on May 29, 2017, by the Council Directive (EU) 2017/952 (the "**ATAD II**"), which, *inter alia*, extends the scope of the ATAD to hybrid mismatches involving third countries and provides that its provisions apply (subject to certain exceptions), as from January 1, 2020. The ATAD provides, in particular, for a general interest limitation rule pursuant to which the tax deduction of net financial expenses is limited to 30% of the taxpayer's earnings before interest, tax, depreciation and amortization (EBITDA) or to a maximum amount of €3 million, whichever is higher (subject to several exceptions). Such rules apply since January 1, 2019, following their transposition into French tax law by the French Finance Law for 2019 (Law 2018-1317 of December 28, 2018) (the "**French Finance Law for 2019**"). The French Finance Law for 2020 (Law 2019-1479 of December 28, 2019) (the "**French Finance Law for 2020**") also introduced under French tax law the provisions of the ATAD II and thus repealed the former French anti-hybrid rules, as set forth in Article 212-I-b of the French tax code (*code général des impôts*) (the "**FTC**").

In addition, the French Finance Law for 2019 introduced under French tax law, the anti-abuse provision provided for by the ATAD with respect to French corporate income tax, which aims to address abusive tax practices that are not dealt with by specifically targeted provisions. Pursuant to this provision, the French tax authorities may ignore an arrangement, or a series of arrangements, which, having been put into place for the main purpose or one of the main purposes of obtaining a tax advantage that defeats the object or purpose of the applicable tax law, are not genuinely taking into account all relevant facts and circumstances.

The European Commission also published a corporate reform package proposal on October 25, 2016, including three new proposals that aim at (i) relaunching the Common Consolidated Corporate Tax Base

("**CCCTB**") which is a single set of rules to compute companies' taxable profits in the European Union, (ii) avoiding loopholes associated with profit-shifting for tax between European Union countries and non-European Union countries, and (iii) providing new dispute resolution rules to relieve problems with double taxation for businesses. On May 18, 2021, the European Commission communicated a new plan called Business in Europe: Framework for Income Taxation ("**BEFIT**") which aims to replace the CCCTB in the European tax policy proposals. BEFIT is based mainly on the framework of the OECD's international tax reform project, and would involve the consolidation of the profits of the EU members of a multinational group into a single tax base, which will then be allocated to Member States using a formula, to be taxed at national corporate income tax rates. The preparation for this new proposal will be carried out by the European Commission alongside the Member States and the European Parliament and will give rise to consultations with the business sector and civil society groups. The Commission's aim is to introduce BEFIT into EU legislation by 2023. Alongside BEFIT, the European Commission also announced, among other things, that it would (i) table a legislative proposal setting out union rules to neutralize the misuse of shell entities for tax purposes, (ii) adopt a recommendation on the domestic treatment of losses and (iii) make a legislative proposal creating a Debt Equity Bias Reduction Allowance. These new regulations could impact our tax position in the future.

On October 8, 2021, members of the OECD/G20 Inclusive Framework on BEPS (the Inclusive Framework) agreed to the Statement on the Two-Pillar Solution to Address the Tax Challenges Arising from the Digitalisation of the Economy reflecting the agreement reached by 136 out of the 140 Inclusive Framework members. The Two-Pillar Solution is comprised of Pillar One and Pillar Two.

Pillar One aims at ensuring a distribution of profits and taxing rights among countries with respect to the largest multinational enterprises ("**MNEs**") through the re-allocation of taxing rights over 25% of the residual profit of the largest and most profitable MNEs to the jurisdictions where the customers and users of those MNEs are located.

Pillar Two puts a floor on tax competition on corporate income tax through the introduction of a global minimum corporate tax at a rate of 15% that countries can use to protect their tax bases (the GloBE rules). On December 20, 2021, the OECD published the pillar two model rules (the "**Model Rules**") for the domestic implementation of the 15% global minimum tax rate agreed upon in October 2021. The new Model Rules aim to assist countries to bring the GloBE rules into domestic legislation. They provide for a coordinated system of interlocking rules that (i) define the MNEs within the scope of the minimum tax; (ii) set out a mechanism for calculating an MNE's effective tax rate on a jurisdictional basis, and for determining the amount of top-up tax payable under the rules; and (iii) determine the member of the MNE group which will be required to pay the top-up tax.

On December 22, 2021, the European Commission published a legislative proposal for a Directive setting forth rules to ensure a global minimum level of taxation for multinational groups. The draft Directive aims at consistently implementing among all 27 member states the Model Rules that include an Income Inclusion rule ("**IIR**") and an Under Taxed Payment Rule ("**UTPR**"). However, it also extends its scope to large-scale purely domestic groups, in order to ensure compliance with the European Union fundamental freedoms. In addition, the draft Directive makes use of an option contemplated by the Inclusive Framework whereby the member state of a low-taxed income entity (referred as constituent entity) applying the IIR is required to ensure effective taxation at the minimum agreed level not only for foreign subsidiaries but also for all constituent entities' residents in that member State. The proposal will move to the negotiation phase among the Member States with the aim of reaching a final agreement; the European Commission proposes that the member states shall transpose the Directive into their national laws by December 21, 2022 for the rules to come into effect as of January 1, 2023 (with the exception of the UTPR, for which the application will be deferred to January 1, 2024).

The development of model legislation, a Multilateral Convention and a multilateral instrument for the implementation of the Two-Pillar Solution are expected to be finalized on 2022 in order the Two-Pillar Solution to be effective on 2023.

We often rely on generally available interpretations of tax laws and regulations in the jurisdictions in which we operate. We cannot be certain that the relevant tax authorities are in agreement with our interpretation of these laws. If our tax positions are challenged by relevant tax authorities, the imposition of additional taxes could require us to pay taxes that we currently do not collect or pay or increase the costs of our products or services to track and collect such taxes, which could increase our costs of operations and have a negative effect on our business, results of operations and financial condition.

The adoption by the Council of the European Union of an EU list of non-cooperative jurisdiction for tax purposes and the use of this list in the jurisdictions where we operate may impact our financial results.

The Council of the European Union adopted on December 5, 2017, its conclusions on the EU list of non-cooperative jurisdictions for tax purposes (the "**Council Conclusions**"), which is composed of two sub-lists (respectively, the "**Black List**" and the "**Grey List**," together referred to as the "**EU List**"). The EU List was established following a screening and a dialogue conducted by a code of conduct working group appointed by the Council during 2017 with a large number of third-country jurisdictions. The Black List, which shall be updated at least once a year, is currently (according to the list as of October 4, 2022) composed of twelve jurisdictions (American Samoa, Anguilla, Bahamas, Fiji, Guam, Palau, Panama, Samoa, Trinidad and Tobago, Turks and Caicos, the United States Virgin Islands and Vanuatu). Furthermore, the Council published a Grey List of screened jurisdictions that committed to introduce changes in their tax legislation in order to comply with the European Union screening criteria. Though there is no applicable sanction yet, Member States are encouraged by the Council Conclusions to agree on coordinated sanctions to apply at national level against these listed jurisdictions, such as increased monitoring and audits, withholding taxes, special documentation requirements and anti-abuse provisions.

The French law of October 23, 2018 that aims at fighting against tax fraud expands under certain conditions the French tax regime regarding non-cooperative states or territories (*États ou territoires non coopératifs*) as defined under Article 238-0 A of the FTC ("**Non-Cooperative States**") to certain States and jurisdictions included in the Black List. As a result, interest paid or accrued to persons domiciled or established in certain States and jurisdictions included in the Black List or paid on an account opened in a financial institution located in such states and jurisdictions may be subject to withholding tax in France and not be deductible for purposes of the computation of the debtor's corporate income tax liability. The French list of Non-Cooperative States which is, in principle, updated each year, has been updated on March 16, 2022 and notably includes the States and jurisdictions contained in the former version of the Black List (*i.e.*, it includes the above mentioned States and jurisdictions save for Anguilla, Bahamas and Turks and Caicos) (*Ministerial Order dated March 2, 2022 published on March 16, 2022 and amending ministerial order dated February 12, 2010*). Such list of Non-Cooperative States currently includes the following states and territories: American Samoa, Anguilla, the British Virgin Islands, Fiji, Guam, Palau, Panama, Samoa, Seychelles, Trinidad and Tobago, the United States Virgin Islands and Vanuatu. These provisions apply to such States and jurisdictions as from the first day of the third month following the publication of the order (*arrêté*) including such States and jurisdictions on the list of Non-Cooperative States.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

Overview

We are a leading global agro-industrial company specialized in the sourcing and processing of agricultural raw materials into a variety of commodities, natural extracts and ingredients.

We produce sugar, starch & sweeteners, alcohol, bioethanol, plant-based protein, animal nutrition, renewables and electricity in Europe, Brazil, Africa, the Indian Ocean (Réunion Island) and Asia, through the processing of a wide range of agricultural raw materials including sugar beet, sugarcane, corn, wheat, potatoes, cassava and alfalfa, equivalent to approximately 43 million tonnes during the 2021/2022 crop season.

We are a market leader across our product range. We believe we are among the four largest sugar producers in the world, one of the top three sugar producers in Europe and France and the third largest sugar producer in Brazil, in each case, by volume. Sugar products accounted for 36.2% of our total revenues for the six months ended September 30, 2022. We are among the top two European producers of ethanol by capacity and the third largest producer of both starch products and sweeteners products in Europe.

Our product offering is diversified across multiple end markets. We serve a wide range of customers operating in various end-markets including not only food & beverage but also pharmaceutical, retail, energy, transportation, animal nutrition, aquaculture, fermentation, construction, paper, carton and cosmetics industries. Our customers include leading brands such as Coca-Cola, Nestlé, PepsiCo, Ferrero, Sanofi, Johnson & Johnson, Pernod-Ricard, Diageo, Total, BP and Smurfit Kappa. For the twelve months ended September 30, 2022, our ten largest third-party customers accounted for less than 20% of our revenue, and our most significant third-party customer accounted for less than 5% of our revenue.

We serve our customers through our global production and sales network, which consists of 43 operating industrial facilities in 10 countries across Europe, South America, Africa and Asia and supported by our presence in 127 countries worldwide. Our retail brands benefit from strong market recognition, with leading brands such as Béghin Say in France, Whitworths in the UK and TTD in the Czech Republic. Our La Perruche brand is a worldwide luxury brand now available in more than 50 countries and is generally regarded as top-quality sugar that is served in many high-end locations around the world, including hotels, restaurants and cafés.

We are an agricultural cooperative company with approximately 11,200 cooperative members as of September 30, 2022. In France, agricultural cooperatives are a fundamental component of the agricultural system, and a substantial number of French sugar beet farmers currently belong to an agricultural cooperative. Members of our cooperative are both our shareholders and our farmers and act as our largest suppliers for sugar beet in Europe. 181 regional representatives are elected once a year among these cooperative members to represent, assist and vote at the cooperative members' general meeting.

We employed 14,706 employees on average during the twelve months ended September 30, 2022, of which 12,784 employees were employed on a permanent basis across 14 countries as of September 30, 2022. In addition, we employed 1,946 temporary workers for seasonal work linked to harvesting and processing periods during the twelve months ended September 30, 2022.

We generated revenue of €5,086.0 million and Adjusted EBITDA of €682.2 million during the financial year ended March 31, 2022. This represented an increase in revenue of €768.9 million, or 17.8%, from €4,317.2 million for the financial year ended March 31, 2021, as well as an increase in Adjusted EBITDA of €217.4 million, or 46.8%, from €464.8 million for the financial year ended March 31, 2021. During the six months ended September 30, 2022, we generated revenue of €2,974.6 million and Adjusted EBITDA of €464.0 million. This represented an increase in revenue of €775.9 million, or 35.3%, from €2,198.7 million for the six months ended September 30, 2021, as well as an increase in Adjusted EBITDA of €263.6 million, or 131.5%, from €200.4 million for the six months ended September 30, 2021.

Our operations are organized into the following four operating segments:

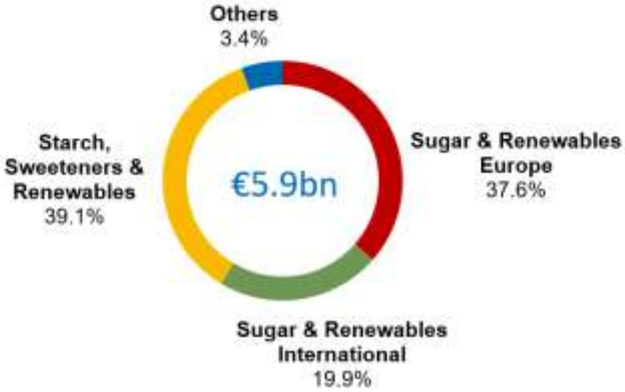
- *Sugar & Renewables Europe*: This operating segment focuses on producing sugar, alcohol and bioethanol by processing sugar beet, as well as producing animal nutrition products by processing sugar beet pulps and alfalfa. Our Sugar & Renewables Europe operating segment mainly operates in France, Czech Republic and Spain and distributes its products throughout Europe. We believe we are one of the top three sugar producers in Europe and France, in each case, by volume. We are among the top two European producers of ethanol by capacity. Our Sugar & Renewables Europe operating segment generated revenues of €1,896.5 million and an Adjusted EBITDA of €251.8 million in the financial year ended March 31, 2022, and revenues of €1,061.7 million and an Adjusted EBITDA of €177.5 million in the six months ended September 30, 2022.

- *Sugar & Renewables International*: This operating segment focuses on cultivating and processing sugarcane as well as producing raw and refined sugar and ethanol. Our Sugar & Renewables International operating segment operates in Africa, Brazil and Réunion Island. We believe we are the third largest sugar producer in Brazil, the world's preeminent market for sugar production and we are among the top 10 ethanol producers in Brazil, in each case, by volume. Our Sugar & Renewables International operating segment generated revenues of €1,004.1 million and an Adjusted EBITDA of €224.5 million in the financial year ended March 31, 2022, and revenues of €583.4 million and an Adjusted EBITDA of €119.0 million in the six months ended September 30, 2022.

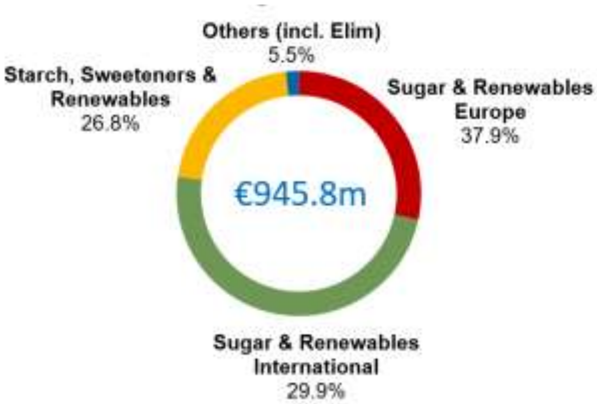
- *Starch, Sweeteners & Renewables*: This operating segment focuses on producing alcohol and ethanol, starches and sweeteners, plant-based proteins and animal nutrition products by processing cereal, corn and tubers. Our Starch, Sweeteners & Renewables operating segment operates in Europe, Brazil and Asia. We believe we are the third largest starch & sweeteners producer in Europe by volume. Additionally, we believe we are the second largest producer of wheat protein in Europe. Our Starch, Sweeteners & Renewables operating segment generated revenues of €1,952.5 million and an Adjusted EBITDA of €152.9 million in the financial year ended March 31, 2022, and revenues of €1,197.5 million and Adjusted EBITDA of €147.7 million in the six months ended September 30, 2022.

- *Others*: This operating segment consists of sugar and ethanol trading through our Tereos Commodities subsidiaries, inter-segment eliminations and corporate activities, and accounted for revenues of €232.9 million and an Adjusted EBITDA of €53.1 million for the financial year ended March 31, 2022, and revenues of €132.0 million and an Adjusted EBITDA of €19.8 million in the six months ended September 30, 2022 and are presented as "Others" in our analysis of Results by Operating Segment.

The chart below shows our revenue by operating segment for the twelve months ended September 30, 2022:



The chart below shows the percentage of our Adjusted EBITDA generated by each of our operating segments for the twelve months ended September 30, 2022:



We are committed to satisfying the global needs for our customers while taking into account new societal and environmental challenges and expectations. We strive to continually strengthen our contribution to sustainable initiatives and further position ourselves as a responsible group while driving business growth and performance over the long term. We are committed to building a truly sustainable model in which the principles of a circular economy are reflected at all steps of our production processes.

Factors Impacting Our Results of Operations

Our operations and results have been impacted and may continue to be impacted by various key factors, as well as past events and transactions. These factors include (i) fluctuations in prices of our end products; (ii) changes in regulation; (iii) changes in prices of agricultural raw materials; (iv) changes in energy prices; (v) fluctuations in exchange rates; (vi) investments; (vii) acquisitions, dispositions and partnerships; (viii) seasonality and weather effects; (ix) payment of price adjustments to our cooperative members; and (x) changes in accounting policies.

Fluctuations in prices of our end products

The world benchmark contract for raw sugar trading is Sugar No. 11 Futures, which is traded on ICE futures and provides the NY11 reference rate. However, the price we receive for our sugar in certain countries where we have production facilities has shown limited correlation with changes in the sugar price set by NY11, in large part due to the importance of regulation and local dynamics in the trading of sugar.

In addition, while sugar typically represents a small proportion of our customers' overall production costs, it is often an essential component of their end product and of their processes. Therefore, our customers are generally willing to pay to secure reliable quality inputs and avoid supply disruption. In countries where we produce sugar, we are able to meet these needs through our facilities that are in close proximity to our customers, reducing logistics costs and delays. Additionally, the products we supply are consistently of high quality, as is often demonstrated by local certifications that have become necessary due to increasing regulatory and compliance requirements.

Nevertheless, our results are considerably influenced by fluctuations in the price of certain of our end products, in particular sugar and ethanol, which are in turn affected by a variety of underlying factors such as crop size for sugarcane or sugar beet due to weather conditions impacting our production volumes, changes in regulation and general economic conditions. These underlying factors can also influence our strategic decisions, in particular, regarding whether and when to adjust the mix of products being produced, as well as whether to sell in the current market or store our products for future sale.

Historically, EU sugar prices have been strongly influenced by regulation and production quotas and have as a result historically shown a very limited correlation to the NY11 reference rate. However, following the European market liberalization in October 2017, an increase in production led to an oversupply of sugar in the European market which, in turn, resulted in a significant decrease in the price of sugar. From October 2017 to October 2018, sugar production in the EU increased by approximately 30%, leading to a decrease in the price of sugar in the EU which hit a historically low level of €300 per tonne in January 2019, on an estimated ex-works level, reflecting the prices fixed pursuant to contracts entered into during the summer of 2018. This has severely impacted the sugar industry as a whole and led to several plant closures by a number of our competitors. See *"—Changes in Regulation*" below. Subsequently, the European sugar market experienced a process of rationalization of production volumes with yields returning to their historical average and the amount of land used to grow sugar beet falling by 6% across Europe for the 2019/2020 crop season and falling by 2% for the 2020/2021 crop season. Sugar prices have recovered and are currently averaging at an estimated ex-works price in excess of €400 per tonne for white sugar in the European market. During the financial years ended March 31, 2022, 2021 and 2020, we sold 92%, 97% and 97%, respectively, of our European sugar production in the domestic European market.

European ethanol prices are determined based on the T2 Free on Board Rotterdam market. Ethanol consumption in the EU is primarily driven by regulations and tax incentives that promote consumption of biofuels. Under the revised Renewable Energy Directive 2018/2001/EU, which entered into force in December 2018, Member States are required to ensure that at least 32% of their transport fuels are derived from renewable sources by 2030. See *"—Changes in Regulation*." In a context of limited supply and structurally increasing demand, ethanol prices in Europe have experienced a long-term upward trend.

In 2020, the COVID-19 pandemic led to a temporary reversal of the upward trend in ethanol prices that lasted for several months due to a drop in demand that created an accumulation of product in tanks across Europe. The situation eased when European countries lifted restrictions on mobility in the second half of 2021. A UK government fuel mandate, which aims to replace E5 fuel (5% ethanol blend) with the more sustainable E10 fuel (10% ethanol blend), came into effect in September 2021 and together with the rapid growth in the use of E85 fuel in France, has favored an increase in demand and prices. Although demand for ethanol continued to increase in early 2022, the conflict in Ukraine brought new challenges to the industry. Besides disrupting the grain supply chain, the conflict has significantly impacted the energy market. The slump in gas supplies from Russia, has triggered a rally in energy prices, directly impacting the margins of grains-based ethanol producers. Without any improvement in T2 prices or a decrease in energy prices, we believe that the situation may become unsustainable for European industrials, which may lead to increased imports of ethanol from other suppliers. During the financial years ended March 31, 2022, 2021 and 2020, we sold 100%, 100% and 98% of our European ethanol production in the domestic European market, respectively.

In Brazil, where a material fraction of raw sugar production is exported internationally, domestic sugar prices are largely influenced by the price of raw sugar on the international market, which is set in U.S. dollars and determined according to the listed price of the Sugar No.11 Futures contract. Brazilian domestic sugar prices are therefore affected by exchange rate fluctuations, and are partially influenced by the price of ethanol, as most sugar producers in Brazil also produce ethanol and benefit from potential arbitrage activities between the two products. During the financial years ended March 31, 2022, 2021 and 2020, we sold 41%, 32% and 51%, respectively, of our Brazilian sugar production in the domestic Brazilian market, which represented 1.7%, 1.4% and 3.7% of our revenue for the corresponding periods.

In Brazil, as gasoline and ethanol can function as substitute products, the price of ethanol is closely linked to the price of gasoline. Ethanol prices in Brazil are also affected by the seasonality of production, consumption patterns and the impact of regulation, and have increasingly started to reflect the volatility of global gasoline prices and fluctuations in the BRL/USD exchange rate. During each of the financial years ended March 31, 2022, 2021 and 2020, we sold 98% of our Brazilian ethanol production in the domestic Brazilian market.

Our ability to minimize the effect of fluctuations in the price of our products is supported by the flexibility of our operations. At our sugar facilities located in Brazil and Europe, we are able to rapidly shift between production of sugar, alcohol, and ethanol, and at our starch plants, shift production of starch, sweeteners & renewables, to take advantage of fluctuations in the price of our raw materials or finished products. For example, during the lockdown measures implemented in response to the COVID-19 pandemic, which resulted in a decrease in the price of ethanol as described above, most of our plants rapidly reduced the share of ethanol in their production mix in order to adjust to the significant drop in the demand.

Changes in Regulation

Our operations are subject to various laws and regulations at the national and local levels. The prices of certain agricultural raw materials used in our production processes (such as sugar beet and sugarcane) and certain of our end products (such as sugar and ethanol) have been, and will continue to be subject to regulatory measures implemented by public authorities or industry associations.

Until 2017, the activities of our Sugar & Renewables Europe operating segment, which are mostly carried out in EU Member States (including France, Spain, the Czech Republic and Romania), as well as our sugarcane processing business in Réunion Island, were subject to sugar quota system introduced by CAP, which historically established a common organization of agricultural markets. This system set out production quota volumes, export quota volumes, a minimum price for beets, provisions for sugar price sharing with beet growers and a reference sugar price for the period 2006-2017. EU Council Regulation 1308/2013 entered into force in October 2017, abolishing the minimum price for beets, the sugar price sharing provisions and the sugar production and export quota regimes. Since then, production and sales of sugar in the domestic market, as well as global sugar exports, are no longer limited in volume provided that such exports are not subsidized.

Additionally, the biofuel market, which is a significant end market for the ethanol we produce, is largely dependent upon favorable regulatory frameworks. For example, in the EU, government support for biofuels primarily consist of tax incentives and biofuel blending obligations imposed on fuel distributors. The original Renewable Energy Directive 2009/28/EC established an overall policy for the production and promotion of energy from renewable source within the EU and required Member States to fulfill at least 10% of their transport fuel needs from renewable sources by 2020. In December 2018, the Directive 2018/2001/EU came into force, establishing a new binding renewable energy target of at least 32%, of renewable sources by 2030 (including a requirement on Member States for fuel suppliers to supply a minimum of 14% of the energy consumed in road and rail transport by 2030 as renewable energy).

In Brazil, the ethanol market is expected to continue to benefit from the Biofuels National Policy program (“**RenovaBio**”), officially launched on December 24, 2019, which aims at creating a market-based mechanism that provides incentives for ethanol production and distribution to accelerate carbon footprint reduction.

Moreover, in July 2022, the Brazilian congress approved new legislation that now explicitly guarantees that renewable fuels should enjoy lower taxes than fossil fuels for a period of at least 20 years.

Finally, we are subject to strict legislative and regulatory frameworks relating to environmental protection (including concerning climate change), public health and safety and social responsibility (including supply chain risks). As such, we have incurred, and will continue to incur, significant costs to meet legal and regulatory requirements. For example, food traceability regulations require us to carry out regular investments, expenses and audits on our production lines.

Changes in Prices of Agricultural Raw Materials

Expenses associated with the purchase of raw materials are largely variable. We use a large amount of agricultural raw materials in our production processes. For the years ended March 31, 2022, 2021 and 2020, overall raw materials expenses represented €2,955.6 million (or 73.3% of our cost of sales), €2,391.1 million (or 69.3% of our cost of sales) and €2,578.1 million (or 69.7% of our cost of sales), respectively. For the six months ended September 30, 2022, overall raw materials (which included sugar beet, sugarcane, cereals and tubers) represented €1,696.4 million (or 73.8% of our cost of sales).

In France, where we source approximately 83% of the sugar beet we use in our production processes in Europe, our Supervisory Board validated a new sugar beet purchase price mechanism in 2018 based on a "market price formula." This market price formula began to apply as of the 2019/2020 crop season and provides us with a natural hedge against fluctuations in market prices, replacing our historical approach of setting the price and potential price adjustments every year with representatives of our cooperative members. The formula is based on a price equivalent to the estimated average price of the product mix of Tereos France (sugar, alcohol and ethanol) for the upcoming twelve-month harvest, beginning each September. See "—*Payment of Price Adjustments to Our Cooperative Members*" and "*Related Party Transactions*." Due to the change in the calculation of the price paid to our sugar beet farmers, we do not expect price adjustments to have material effects on our financial results going forward.

In Brazil, sugarcane prices are determined based on the price mechanism established by CONSECANA. This price mechanism directly links the price of the sugarcane we purchase from third parties, which is approximately 48% of the total volume of sugarcane we process, to the average price of our end products, as determined by the industry's average mix of production. This mechanism provides a natural hedge against fluctuations in the prices of our end products.

Moreover, the war in Ukraine has and is expected to continue to contribute to an increase in the costs of certain agricultural raw materials (in particular, the costs of cereals, including wheat which is a raw material used in our Starch, Sweeteners & Renewables operations) and is expected to exacerbate inflationary pressures throughout the global economy. See "*Risk Factors—Risks Relating to our Business and Industry—We are exposed to volatility in the availability and price of the agricultural materials on which we rely and we may not have the ability to pass along fluctuations in selling prices".*

Changes in Energy Prices

Our activities are energy-intensive, particularly with respect to natural gas, electricity, and diesel for transportation purposes. Energy consumption costs represented 18% of our cost of sales for the six months ended September 30, 2022. The price of energy that we purchase depends on market prices and may vary significantly depending on market fluctuations and regulatory arbitrage. In Europe, where we purchase significant quantities of gas, we have long-term supply contracts with indexed prices hedged on over-the-counter markets.

The global economy, particularly in Europe, is witnessing a historical increase in energy prices due to a combination of different factors including, a cold and long winter in the 2020/2021 crop season, low gas stock levels, high energy demand following the economic recovery and severely constrained gas flow coming from Russia. The war in Ukraine beginning in February 2022 and the related application of international sanctions against Russia has intensified the uncertainty around Russian gas supplies to several other countries, particularly European Union members, which has led to upside pressure on gas prices. Russian gas flows to Europe have been exceptionally volatile since the end of March 2022 and reached historically high levels in

June 2022. Most of our gas consumption is in France, which relied on Russia for around 17% of its gas before the war in Ukraine. Although Norway is the largest exporter of natural gas to France, its export capacity was already close to its maximum before the outbreak of the war, and it is therefore not expected to be able to make up the shortfall for reductions in Russian supply. Other sources, such as liquefied natural gas from the United States and Qatar, are being sought by France and other European countries as well, in anticipation of increased demand during the 2022/2023 winter season in Europe. See "*Risk Factors—Risks Relating to our Business and Industry—Our business could be significantly impacted by energy costs*".

In addition, since the beginning of the war in Ukraine in February 2022, the volatility and price increases already observed in energy markets have intensified. As a result, we have decided to undertake a review of our supplier portfolio and have recently changed our energy supplier with a view to securing and strengthening our energy position, while limiting the negative impact on energy prices caused by the conflict.

Our hedging policy has enabled us to mitigate the risk of rising energy prices by limiting our exposure to direct energy prices volatility and spikes. We define and update a risk mandate on a regular basis, framing our hedging policy and updating it to market evolutions. Our energy team meticulously follows global energy markets in order to identify and benefit from hedging opportunities while respecting the framework defined by our risk mandate. While we have been able to limit the financial impact of the current energy crises, our industrial activities remain linked to energy market fluctuations. On the other hand, we believe that our decarbonization and energy efficiency strategy will play an increasingly important role in protecting our business from energy market fluctuations and regulatory obligations.

We have been able to partially contain energy costs and absorb fluctuations in energy prices by implementing initiatives aimed at promoting energy self-sufficiency and by recovering a percentage of the energy used in our production processes. For example, the process of cogeneration, which consists of producing renewable energy from bagasse (sugarcane residue), allows our sugar factories in Réunion Island and Brazil to be energy self-sufficient, with excess energy being produced during our growing seasons. The excess power is then sold to the grid, providing an additional source of revenue.

Fluctuations in Exchange Rates

We combine a global presence with local industrial operations. Although our consolidated revenue is denominated in euros, we make investments, sell products and engage in transactions in countries whose functional currency is not the euro, mainly the Brazilian real and the U.S. dollar. Consequently, our results are affected by fluctuations in exchange rates.

We are therefore required to translate results recorded in a non-euro currency into euros at market-based average exchange rates during the period. When comparing our results between periods, certain changes in our revenue and/or expenses may be attributed to fluctuations in the reported exchange rates between these periods. For example, while historically the value of the Brazilian real has depreciated against the Euro, the Brazilian real has on average appreciated during the six months ended September 30, 2022 (with an average exchange rate of 5.26 Brazilian real per euro), compared to the six months ended September 30, 2021 (with an average exchange rate of 6.27 Brazilian real per euro).

Although the majority of our sales and costs are generally denominated in local currency, we are also exposed to fluctuations in exchange rates arising out when an entity in our Group enters into transactions recorded in a currency other than its functional currency. For example, revenue relating to our sugar exports from Brazil are recorded in U.S. dollars. We seek to mitigate transaction risk by using U.S. dollar revenue to reimburse U.S. dollar-denominated debt that is regularly incurred by our Brazilian subsidiaries or by entering into standard foreign exchange contracts, primarily outright forward contracts maturing in less than twelve months, and USD borrowings, to hedge foreign exchange risks on our sugar sales.

Investments

We operate in a capital-intensive industry that requires ongoing investment in order to maintain and/or increase production capacity, update assets and technology, and comply with regulations. Our cash capital expenditure comprises both expansion and productivity capital expenditure and maintenance capital expenditure. Our cash capital expenditure for the six months ended September 30, 2022, and 2021 amounted to €173.8 million and €192.1 million, respectively, and for the financial years ended March 31, 2022, 2021 and 2020 amounted to €375.1 million, €367.9 million and €436.8 million, respectively. See "—*Liquidity and Capital Resources—Capital Expenditure*" for more details.

Our investments typically include the acquisition of property, plant and equipment, biological assets (which includes standing sugarcane and cassava) and intangible assets (such as computer software). We categorize our capital expenditures into maintenance capital expenditure and expansionary and productivity capital expenditure.

Maintenance capital expenditure aims to extend the useful life of our assets and amounted to €135.0 million and to €125.0 million of our overall capital expenditure for the six months ended September 30, 2022 and 2021, respectively, and to €254.9 million, €242.5 million and €271.5 million for the years ended March 31, 2022, 2021 and 2020, respectively. Maintenance capital expenditure includes regular investments that are classified as planting investments. Our planting capital expenditure for sugarcane was €56.2 million for the financial year ended March 31, 2022, and €47.4 million for the financial year ended March 31, 2021. Maintenance capital expenditure also includes the investments incurred during the regular major maintenance activities in our industrial facilities on an annual basis, including inspecting and replacing equipment. Major recurring maintenance costs include labor, materials, external services, general and other overhead expenses incurred during the inter-crop period.

Our expansionary and productivity capital expenditure amounted to €38.8 million and to €67.0 million of our overall capital expenditure for the six months ended September 30, 2022 and 2021, respectively, and to €120.2 million, €125.4 million and €165.3 million for the years ended March 31, 2022, 2021 and 2020, respectively. Examples of recent expansionary and productivity investments include our "Plant 4.0" pilot program, which aims at identifying potential improvements relating to new technologies (including advanced process control, automation and digitalization) and the replacement of two boilers in our French sugar beet processing plants. In November 2018, we also inaugurated a new export logistics center in Escaudoeuvres, France, which provides us with the flexibility to export up to 350,000 tonnes of sugar produced in France in a given crop season. This investment is key in enabling us to sell surplus sugar to new export destinations and arbitrate efficiently our product mix between domestic sugar, export sugar, alcohol and ethanol. In addition, in June 2018, we announced a strategic partnership with Brazilian operator VLI Group, one of the largest railway operators in Brazil that provides logistic solutions to agribusiness, steel and industrial producers in Brazil. This agreement provides for the construction of sugar warehouses in the state of São Paulo that are connected to the VLI rail network which leads to the port of Santos. The partnership also contains a long-term agreement to transport one million tonnes of raw sugar per year.

In addition, we operate in a strict legislative and regulatory environment as it relates to environmental protection, public health and safety. As such, we have had to incur, and will continue to incur, certain costs (including both capital expenditure and operating expenditure) to meet our legal and regulatory requirements.

Acquisitions, Disposals and Partnerships

We have historically acquired companies in the industry and market segments in which we operate to support our organic growth, and we have recently consolidated our market position in our existing geographic and end markets, notably by way of capital increases in our partnerships.

In March 2021, we announced our strategic plan for 2024 aimed at continuous long-term operational improvements and growth, and identified three major levers to improve our performance and financial health over the period:

- *Commercial excellence*: Shifting from a volume strategy to a margin strategy that capitalizes on our geographic footprint in Europe and Brazil, on our business footprint in Europe and on sugar and starch products to optimize value;

- *Organizational excellence*: Simplifying our organization, increasing efficiency and developing synergies between business divisions;

- *Industrial excellence*: Optimizing our assets by implementing continuous improvement processes and a more selective capex policy.

At the same time, we also aim to refocus on the core businesses of Tereos composed of (i) the Sugar & Renewables Europe division, (ii) the Sugar & Renewables International division (Brazil) and (iii) the Starch, Sweeteners & Renewables division. We named this plan "Back to Basics."

In support of our strategy, and in order to help contribute to the deleveraging of the Group, we have undertaken a comprehensive portfolio review. In the future, we may decide to dispose of some operations and exit partnerships which we deem non-strategic.

During the financial years ended March 31, 2022, 2021 and 2020 and the six months ended September 30, 2022, we carried out, among others, the following transactions:

- In July 2019, we entered into an agreement with ETEA, a subsidiary of the Frandino Group, pursuant to which we purchased 50% of the Sedalcol France shares previously held by ETEA for a total amount of €52.0 million and sold our stakes in Sedalcol UK, Sedamyl and their respective subsidiaries for a total amount of €266.6 million (the "**ETEA Transactions**"). We now own 100% of the Nesle distillery in France (Tereos Grain Alcohols France) as a result of the ETEA Transactions, which is our largest European plant for the production of wheat-based starches and proteins and represents a strategic site in our European production setup.

- In August 2021, we entered into an agreement with Axereal, France's leading grain collector, pursuant to which we intend to sell our 11.7% stake in Copagest shares and to buy Axereal's 2.8% stake in Tereos Agro-Industries. The closing of the transaction took place on February 28, 2022, following which we terminated our partnership with Axereal and fully exited the malt business.

- In September 2021, we announced the divestment of our 49% stakes in our two Chinese starch joint ventures to our joint venture partners, both members of the YKA Group, an agro-industrial group headquartered in China, which is a subsidiary of Wilmar Group. This transaction was completed on November 1 and 2, 2021, for Liaoning Yihai Kerry Tereos Starch Technology Co Ltd., and Dongguan Yihai Kerry Syral Starch Techology Co Ltd., respectively, and the related proceeds were received on November 25, 2021. The dates of the ownership transfer and the funds transfer are disconnected because the Chinese government establishes currency exchange controls and must give its approval, via the SAFE authority, for the settlement of the transaction.

- In March 2022, we sold our subsidiaries Sena Holding Limited, Companhia de Sena and Sena Lines in Mozambique for an amount of €4.6 million.

- Finally, during the last quarter of the financial year ended March 31, 2022, we decided to wind down our Romanian sugar activities in the context of a pessimistic outlook. In 2022, we announced the closure of our business in Romania and initiated the formalities to terminate the activities of Tereos Sugar Romania, our sugar operations in Romania. Since its acquisition by Tereos in 2013, the Ludus sugar plant in Romania has been facing difficulties mainly due to constant reduction in sugar beet surfaces despite several mitigating actions and has accumulated substantial losses.

Seasonality, Weather and Agricultural-related Effects

Our operations are affected by seasonal fluctuations, particularly relating to our sugar operations in Europe and in Brazil. In Europe, sugar beet is sown between the end of March and mid-April, and sugar is produced between September and January. Sugarcane is a seasonal crop, with the growing season in Brazil generally beginning in April and ending between October and December, while in Africa and the Indian Ocean, the season generally spans from June or early July to November of each year.

Due to the seasonality of European sugar production and the associated expenses, we face greater liquidity needs in January of each year, at a time where inventories stand at their highest level following the end of the crop season. Net debt tends to decrease from January through late September, driven by our revenue inflow which is, by contrast, generally stable throughout the year. Given the seasonal nature of our sugar businesses, we are subject to fluctuations in our level of borrowings.

In the same way, our Brazilian sugar and ethanol production activities are subject to seasonality, which leads to volatility in our inventory, typically higher between November and December in order to cover sales in the gaps between harvesting seasons which run from December to April of each year, and to higher revenue recorded in the second half of our financial year.

In addition, our operations are impacted by the volume and sucrose content of sugarcane and sugar beet that we are able to source from our suppliers or directly from our land. Volume and sucrose content of sugarcane and sugar beet are primarily linked to weather conditions, such as rainfall and temperature. Weather conditions have historically caused volatility in the ethanol and sugar industries by impacting harvest yields. For example, in the period from April 1, 2021 to October 1, 2021, the sugar cane processing plants located in the Brazilian state of Sao Paulo, the country's main sugar cane processing region, processed 271 million tonnes of sugarcane whereas in the same period of the previous year the volume was 301 million tonne, a 10% decrease due to the severe drought in Brazil in 2021. Moreover, in France, yields in the 2022/2023 crop season are expected to fall below the average for the past five years mainly due to recent droughts. Nevertheless, the drought impact is expected to be partially offset by a higher sugar content per beet. In addition, sown acreage is expected to decrease for the 2023/2024 crop season, as a result of a deliberate shift in agronomic strategy by our cooperative members aimed at optimizing the mix between agricultural raw materials and the overall performance.

In Brazil, severe droughts in 2018 and 2021 had a significant impact on crops harvested in the south-central portion of the country, which is home to the most productive agricultural area in Brazil in which the majority of our operations are based. The droughts led to significant reductions in the volume of sugarcane we processed in Brazil:

- during the financial year ended March 31, 2019, declining from approximately 20 million tonnes for the financial year ended March 31, 2018 to approximately 18 million tonnes for the financial year ended March 31, 2019.
- during the financial year ended March 31, 2022, declining from approximately 21 million tonnes for the financial year ended March 31, 2021 to approximately 16 million tonnes for the financial year ended March 31, 2022.

Additionally, our operations are exposed to natural aggressors such as viruses that may reduce the yields of our suppliers and consequently affect the raw material volumes supplied to our plants. In the nine-month period ended December 31, 2020, the combined impacts of severe beet yellows virus and adverse weather conditions have significantly affected sugar beet yields in some regions. Tereos cooperative members experienced yield losses of 26% on average compared to the average for the last five years. The losses were marked by strong regional disparities.

Payment of Price Adjustments to Our Cooperative Members

In addition to purchasing sugar beet from our cooperative member beet growers, we may pay price adjustments based on the amount of beets they provide on an annual basis. The amounts of these price adjustments have traditionally been negotiated with representatives of our cooperative members and have been paid to our cooperative member for each financial year, in proportion to the quantities of beet provided during the harvest. Following the end of a transition period that began with the liberalization of the European sugar market in October 2017, as of the 2019/2020 crop season and going forward, we have applied a new sugar beet purchase price mechanism that is calculated on the basis of a "market price formula" based on a price equivalent to the estimated average price of the product mix of Tereos France (sugar, alcohol and ethanol) for the upcoming twelve-month harvest, beginning each September. See "*—Changes in Prices of Agricultural Raw Materials*" and "*Related Party Transactions*."

For the financial years ended March 31, 2022, 2021 and 2020, price adjustments paid amounted to nil, €7.8 million and €7.4 million, respectively. For the six months ended September 30, 2022 and 2021, price adjustments paid amounted to nil. Due to the change in the calculation of the price paid to our sugar beet farmers, we do not expect price adjustments to have material effects on our financial results going forward.

Factors Affecting Our Comparability of Results of Operations

Changes in Accounting Policies

During the periods under review in this Document, we have adopted certain accounting standards that may have an impact on the comparability of the financial information presented herein. The audited consolidated financial statements as of and for the financial year ended March 31, 2022 have been prepared in accordance with International Financial Reporting Standards (IFRS) as adopted by the EU as of March 31, 2022. The accounting policies for the financial year ended March 31, 2022 are consistent with those applied by us for the financial years ended March 31, 2021 and 2020.

For a detailed discussion of significant accounting policies affecting us, see "*—Significant Accounting Policies"* as well as the notes to our Audited Consolidated Financial Statements, an English translation of which is included elsewhere in this Document.

IAS 19

In May 2021, the IFRS Interpretation Committee published an interpretation on IAS19 Revised (Employee benefits) with immediate and retrospective application, which modified how benefits for certain defined benefit plans are measured. Obligations are now recognized only for years of service prior to the retirement age.

The impact of this decision resulted in a decrease of €5.2 million in the provision for pensions and other post employment benefits at April 1, 2020 and of €5.6 million at March 31, 2021. The Group recognized the impact of this decision through its equity as of March 31, 2021 (retained earnings and actuarial gains/losses).

Key Income Statement Items

Revenue

Our revenue mainly comprises sales of goods. Revenue is recognized in the income statement when the control of goods is transferred.

Revenue is stated net of trade discount and customer rebates, as well as net of costs relating to trade support and sales taxes (VAT, ICMS, PIS and COFINS). These amounts are estimated when net revenue is recognized, on the basis of agreements and engagements with the customers concerned.

Cost of Sales

Cost of sales includes all costs directly or indirectly related to the products sold. The main components are the cost of raw materials, energy, wages, and the depreciation of production equipment.

Distribution Expenses

Distribution expenses include all expenses necessary for the distribution and sale of our products. It includes expenses related to the management of the stock of finished products, transport, and ancillary expenses directly related to the distribution of the product.

General and Administrative Expenses

General and administrative expenses include all expenses related to general management, marketing, finance and accounting, IT, legal, human resources, technical, and research and development activities.

Other Operating Income (expense)

Other operating income (expense) includes taxes (other than income taxes), change in fair value of derivatives, provisions, depreciation and subsidies. It also includes contractual indemnities, restructuring expenses, the impairment of goodwill on assets.

Net Financial Income (Expense)

Net financial expense mainly includes interest expense on borrowings, lease contracts, accretion of financial assets and provisions, financial expense related to pension plans and other post-employment benefits, bank charges, changes in the fair value of derivative instruments not designated as hedging instruments, and unrealized and realized foreign exchange gains and losses.

Net financial income mainly comprises income from cash and cash equivalents.

Share of Profit of Associates and Joint Ventures

Share of profit of associates and joint ventures represents our share of profit or loss after tax of our joint ventures and minority interests.

Income Taxes

Income taxes include current taxes, calculated based on taxable income for the year and deferred taxes, which, pursuant to IAS 12, result from temporary differences between the carrying amounts of assets and liabilities and their tax base.

Results of Operations

Adjusted EBITDA

Adjusted EBITDA corresponds to operating income before amortization, change in fair value of biological assets, change in fair value of financial instruments of inventories and of sale and purchase commitment, except for the portion of these items related to trading activities, any impairment of goodwill and of fixed assets, gains on bargain purchase, seasonality adjustments, non-recurring items and price adjustments.

The following table shows our Adjusted EBITDA for the financial years ended March 31, 2022, 2021 and 2020 and for the six months ended September 30, 2022 and 2021.

	For the financial year ended March 31,			For the six months ended September 30,	
	2022	**2021**	**2020**	**2022**	**2021**
	(€ in millions, unless otherwise indicated)				
Operating income	**383.3**	**9.0**	**176.9**	**265.8**	**31.4**
Amortizations	396.3	380.1	420.1	227.3	220.4
Impairment of goodwill and fixed assets	—	76.1	3.6	—	—
Price adjustments[1]	—	7.8	7.4	—	—
Change in fair value:					

	For the financial year ended March 31,			For the six months ended September 30,	
	2022	2021	2020	2022	2021
	(€ in millions, unless otherwise indicated)				
—of biological assets[(2)]	(13.8)	(6.6)	(42.3)	(0.1)	(4.1)
—of other items	(1.4)	0.9	5.6	(1.1)	(0.1)
Non-recurring items[(3)]	(80.9)	1.0	(153.4)	0.5	0.4
Seasonality adjustments[(4)]	(1.3)	(3.6)	1.9	(28.5)	(47.6)
Adjusted EBITDA	**682.2**	**464.8**	**419.8**	**464.0**	**200.4**
Total Revenue	5,086.0	4,317.2	4,491.8	2,974.6	2,198.7
Adjusted EBITDA margin (in %)	**13.4%**	**10.8%**	**9.3%**	**15.6%**	**9.1%**

(1) Price adjustments consist of historical price complements paid under a former regime, under which additional payments were paid to our cooperative members for each financial year, in proportion to the quantities of beet provided during the harvest. As of the 2019/2020 crop season and going forward, we apply a new sugar beet purchase price mechanism using on a "market price formula", which is based on a price equivalent to the estimated average price of the product mix of Tereos France (sugar, alcohol and ethanol) for the upcoming twelve-month harvest, beginning each September. See "*—Factors Impacting Our Results of Operations—Payment of Price Adjustments to Our Cooperative Members*" and "*Related Party Transactions*." Due to the change in the calculation of the price paid to our sugar beet farmers, we do not expect price adjustments to have material effects on our financial results going forward.

(2) Changes in fair value of biological assets represent changes in fair value of sugarcane and cassava and related agricultural products, which are initially recognized at fair value less estimated expenses at the point of sale.

(3) Non-recurring items include the impact of our European reorganization announced in 2018 and the net gain on the ETEA Transactions recorded during the financial year ended on March 31, 2020. For the financial year ended March 31, 2022, non-recurring items also included (i) the impact of the divestment of our 49% stakes in our two Chinese starch joint ventures to our joint venture partners, (ii) the transaction pursuant to which we sold our 11.7% stake in Copagest to Axereal and (iii) the steps taken to wind down our operations in Romania.

(4) Seasonality adjustments include the temporary difference in the recognition of depreciation charges and price adjustments in the Group's financial statements according to IFRS and the Group's management accounts in the course of a crop period. On a full-year basis, this adjustment is not material.

Six months ended September 30, 2022 compared to the six months ended September 30, 2021

The table below presents our consolidated statement of operations for the six months ended September 30, 2022 and 2021.

	For the six months ended September 30,	
	2022	2021
	(€ in millions)	
Revenue	2,974.6	2,198.7
Cost of sales	(2,299.5)	(1,820.8)
Distribution expenses	(262.2)	(211.3)
General and administrative expenses	(134.5)	(136.2)

	For the six months ended September 30,	
	2022	**2021**
	(€ in millions)	
Other operating income (expense)	(12.6)	1.0
Operating income (expense)	**265.8**	**31.4**
Financial expenses	(182.6)	(146.1)
Financial income	86.9	58.6
Net financial income (expense)	**(95.7)**	**(87.5)**
Share of profit of associates and joint ventures	0.8	2.3
Net income (loss) before taxes	**171.0**	**(53.8)**
Income taxes	(38.3)	3.6
Net income (loss)	**132.7**	**(50.2)**

Revenue

Our consolidated revenue increased by €775.9 million, or 35.3%, to €2,974.6 million for the six months ended September 30, 2022 from €2,198.7 million for the six months ended September 30, 2021, due primarily to an increase in prices across all operating segments compared to the prior period.

<u>Revenue by operating segment</u>

The summary table below sets forth our revenue by operating segment for the six months ended September 30, 2022 and 2021:

	For the six months ended September 30,	
	2022	**2021**
	(€ in millions)	
Sugar & Renewables Europe	1,061.7	752.4
Sugar & Renewables International	583.4	422.7
Starch, Sweeteners & Renewables	1,197.5	856.0
Others (including eliminations)	132.0	167.6
Total	**2,974.6**	**2,198.7**

- *Sugar & Renewables Europe*

  Revenue from the Sugar & Renewables Europe operating segment increased by €309.3 million, or 41.1%, to €1,061.7 million for the six months ended September 30, 2022 from €752.4 million for the six months ended September 30, 2021. This increase was primarily due to the increase in prices for sugar, ethanol and alcohol. During the six months ended September 30, 2022, sugar sales volumes increased by 7.7% in the Sugar & Renewables Europe division compared to the six months ended September 30, 2021, while ethanol sales volumes increased by 24.2%. This reflects higher sugar beet crop yields for the period compared to the previous period, which was severely impacted by the yellows virus.

- *Sugar & Renewables International*

  Revenue from the Sugar & Renewables International operating segment increased by €160.7 million, or 38.0%, to €583.4 million for the six months ended September 30, 2022, from €422.7 million for the six months ended September 30, 2021. The increase was primarily due to higher prices for sugar and ethanol, which partially offset the decrease in volume caused by the temporary closure of one of our industrial facilities in Brazil. At a constant exchange rate, revenue for the six months ended September 30, 2022 increased by €87.8 million, or 20.8% compared to the six months ended September 30, 2021.

- *Starch, Sweeteners & Renewables*

  Revenue from the Starch, Sweeteners & Renewables operating segment increased by €341.6 million, or 39.9%, to €1,197.5 million for the six months ended September 30, 2022 from €856.0 million for the six months ended September 30, 2021. This increase was primarily due to an increase in prices across all segments compared to the prior period

- *Others (including international trading and inter-segment eliminations)*

  Revenue from the Others operating segment decreased by €35.6 million, or 21.2%, to €132.0 million for the six months ended September 30, 2022 from €167.6 million for the six months ended September 30, 2021, primarily as a result of lower sugar sales from external trading.

Adjusted EBITDA

Adjusted EBITDA increased by €263.6 million, or 131.5%, to €464.0 million for the six months ended September 30, 2022 from €200.4 million for the six months ended September 30, 2021. This increase was primarily due to the increase in prices across all operating segments resulting both from a general increase in global commodities prices and our implementation of an improved pricing strategy, including a flexible pricing mechanism, undertaken in the context of our strategic plan for 2024. Other positive contributions to Adjusted EBITDA resulting from the implementation of our strategic plan include production efficiency and cost-control initiatives, such as the closure or temporary suspension of non-strategic or underutilized assets. These cost savings were partially offset by an increase in production costs as a result of inflation, mainly on raw materials and energy prices.

Adjusted EBITDA by operating segment

The summary table below sets forth our Adjusted EBITDA by operating segment for the six months ended September 30, 2022 and 2021:

	For the six months ended September 30,	
	2022	**2021**
	(€ in millions)	
Sugar & Renewables Europe	177.5	71.2
Sugar & Renewables International	119.0	60.8
Starch, Sweeteners & Renewables	147.7	47.3
Others (including eliminations)	19.8	21.2
Total	**464.0**	**200.4**

- *Sugar & Renewables Europe*

  Adjusted EBITDA from the Sugar & Renewables Europe operating segment increased by €106.3 million, to €177.5 million for the six months ended September 30, 2022 from €71.2 million for the six months ended September 30, 2021, primarily due to an increase in prices, which, combined with our hedging strategy, offset an increase in costs due to inflation.

- *Sugar & Renewables International*

  Adjusted EBITDA from the Sugar & Renewables International operating segment increased by €58.3 million, or 95.9%, to €119.0 million for the six months ended September 30, 2022 from €60.8 million for the six months ended September 30, 2021, primarily due to the increase in prices for sugar and ethanol.

- *Starch, Sweeteners & Renewables*

  Adjusted EBITDA from the Starch, Sweeteners & Renewables operating segment increased by €100.4 million, or 212.0%, to €147.7 million for the six months ended September 30, 2022 from €47.3 million for the six months ended September 30, 2021. This increase was primarily due to the increase in prices across all operating segments driven by the implementation of our commercial strategy as detailed above and favorable market conditions.

- *Others (international trading, holdings and eliminations)*

  Adjusted EBITDA for the Other (international trading, holdings and eliminations) segment decreased by €1.4 million, to €19.8 million for the six months ended September 30, 2022, from €21.2 million for the six months ended September 30, 2021, primarily as a result of lower sugar sales from external trading.

Expenses by function

Cost of sales

Cost of sales recorded an increase of €478.7 million, or 26.3%, to €2,299.5 million for the six months ended September 30, 2022 from €1,820.8 million for the six months ended September 30, 2021. This increase was primarily due to increased production costs as a result of high inflation.

As a percentage of revenue, cost of sales decreased to 77.3% for the six months ended September 30, 2022 from 82.8% for the six months ended September 30, 2021.

Distribution expenses

Distribution expenses increased by €50.9 million, or 24.1%, to €262.2 million for the six months ended September 30, 2022 from €211.3 million for the six months ended September 30, 2021. The increase was primarily due to global inflation resulting in higher logistics costs, as well as higher volumes sold in the Sugar & Renewables Europe operating segment during the six months ended September 30, 2022.

General and administrative expenses

General and administrative expenses decreased by €1.7 million, or 1.2%, to €134.5 million for the six months ended September 30, 2022, from €136.2 million for the six months ended September 30, 2021.

Other operating income (expense)

Other operating expense increased by €13.6 million, to an expense of €12.6 million for the six months ended September 30, 2022 from an income of €1.0 million for the six months ended September 30, 2021.

Operating income (expense)

Operating income increased by €234.4 million, or 746.8%, to an income of €265.8 million for the six months ended September 30, 2022 from an income of €31.4 million for the six months ended September 30, 2021. This increase was primarily due to an increase in prices, which, combined with our hedging strategy, offset an increase in costs due to inflation.

Net financial income (expense)

Net financial expense increased by €8.2 million, or 9.4%, to an expense of €95.7 million for the six months ended September 30, 2022 from an expense of €87.5 million for the six months ended September 30, 2021. This increase was primarily due to the strong increase in interest rates applicable to our BRL- and USD-denominated debt, partially offset by a significant decrease in gross debt at constant exchange rate.

Share of profit of associates and joint ventures

Share of profit of associates and joint ventures decreased by €1.4 million to an income of €0.8 million for the six months ended September 30, 2022 from an income of €2.3 million for the six months ended September 30, 2021. This decrease was primarily due to the disposal of our participations in two joint ventures in China.

Income taxes

Income tax expenses increased by €41.9 million to an expense of €38.3 million for the six months ended September 30, 2022 from an income of €3.6 million for the six months ended September 30, 2021. This increase was primarily due to the improvement in operational results.

Net income (loss)

Net income increased by €182.9 million to a net income of €132.7 million for the six months ended September 30, 2022 from a net loss of €50.2 million for the six months ended September 30, 2021, primarily due to the factors described above.

Financial Year Ended March 31, 2022 Compared to the Financial Year Ended March 31, 2021

The table below presents our consolidated statement of operations for each of the financial years ended March 31, 2022 and 2021.

	For the financial year ended March 31,	
	2022	**2021**
	(€ in millions)	
Revenue	5,086.0	4,317.2
Cost of sales	(4,030.7)	(3,451.8)
Distribution expenses	(446.1)	(442.1)
General and administrative expenses	(281.9)	(323.5)
Other operating income (expense)	56.0	(90.7)
Operating income (expense)	**383.3**	**9.0**
Financial expenses	(315.1)	(202.1)
Financial income	101.3	73.7
Net financial income (expense)	**(213.8)**	**(128.4)**
Share of profit of associates and joint ventures	17.5	7.7
Net income (loss) before taxes	**187.0**	**(111.7)**

	For the financial year ended March 31,	
	2022	2021
	(€ in millions)	
Income taxes	(14.9)	(21.5)
Net income (loss)	**172.1**	**(133.1)**

Revenue

Our consolidated revenue increased by €768.9 million, or 17.8%, to €5,086.0 million for the financial year ended March 31, 2022 from €4,317.2 million for the financial year ended March 31, 2021. This increase was primarily due to our commercial strategy, supported by higher ethanol and sugar prices and stronger performance in our Starch, Sweeteners & Renewables segment.

Revenue by operating segment

The summary table below sets forth our revenue by operating segment for the financial years ended March 31, 2022 and 2021:

	For the financial year ended March 31,	
	2022	2021
	(€ in millions)	
Sugar & Renewables Europe	1,896.5	1,704.9
Sugar & Renewables International	1,004.1	943.8
Starch, Sweeteners & Renewables	1,952.5	1,449.1
Others (including eliminations)	232.9	219.3
Total	**5,086.0**	**4,317.2**

- *Sugar & Renewables Europe*

  Revenue from the Sugar & Renewables Europe operating segment increased by €191.5 million, or 11.2%, to €1,896.5 million for the financial year ended March 31, 2022 from €1,704.9 million for the financial year ended March 31, 2021. This increase was primarily due to the increase in ethanol and sugar prices, which was partially offset by lower volumes in the first half of the financial year ended March 31, 2022 due to lower levels of the sugar beet crop caused by the beet yellows virus.

- *Sugar & Renewables International*

  Revenue from the Sugar & Renewables International operating segment remained relatively stable, increasing €60.3 million, or 6.4%, from €943.8 million for the financial year ended March 31, 2021 to €1,004.1 million for the financial year ended March 31, 2022. This was due to higher ethanol prices and, to a lesser extent, sugar prices, which were partially offset by lower volumes due to the low yields of the Brazilian sugar cane crops during the 2021/2022 crop season.

- *Starch, Sweeteners & Renewables*

  Revenue from the Starch, Sweeteners & Renewables operating segment increased by €503.4 million, or 34.7%, to €1,952.5 million for the financial year ended March 31, 2022 from €1,449.1 million for the financial year ended March 31, 2021. This increase was primarily driven by the increase in volumes and prices across all product categories.

- *Others (including international trading and inter-segment eliminations)*

  Revenue from the Others operating segment increased by €13.6 million, or 6.2%, to €232.9 million for the financial year ended March 31, 2022 from €219.3 million for the financial year ended March 31, 2021. This increase was primarily due to the increase in ethanol prices for our trading segment.

Adjusted EBITDA

Adjusted EBITDA increased by €217.4 million, or 46.8%, to €682.2 million for the financial year ended March 31, 2022 from €464.8 million for the financial year ended March 31, 2021. The increase in Adjusted EBITDA was primarily due to a strong commercial and operational performance, as detailed below, which was partially offset by increasing raw material and energy costs.

Adjusted EBITDA by operating segment

The summary table below sets forth our Adjusted EBITDA by operating segment for the financial years ended March 31, 2022 and 2021:

	For the financial year ended March 31,	
	2022	**2021**
	(€ in millions)	
Sugar & Renewables Europe	251.8	148.7
Sugar & Renewables International	224.5	245.8
Starch, Sweeteners & Renewables	152.9	70.0
Others (including eliminations)	53.1	0.3
Total	**682.2**	**464.8**

- *Sugar & Renewables Europe*

  Adjusted EBITDA from the Sugar & Renewables Europe operating segment increased by €103.1 million, or 69.3%, to €251.8 million for the financial year ended March 31, 2022 from €148.7 million for the financial year ended March 31, 2021. The segment's Adjusted EBITDA increase was due to revenue growth, linked to our successful commercial and industrial performance as well as an increase in selling prices, which was partially offset by rising energy costs. Moreover, the Adjusted EBITDA from the Sugar & Renewables Europe operating segment was negatively impacted by lower volumes in the first half of the financial year due to the impact of the beet yellows virus on the 2020/2021 sugar beet crop.

- *Sugar & Renewables International*

  Adjusted EBITDA from the Sugar & Renewables International operating segment decreased by €21.3 million, or 8.7%, to €224.5 million for the financial year ended March 31, 2022 from €245.8 million for the financial year ended March 31, 2021. This decrease was primarily due to lower volumes as a result of low yields of Brazilian sugar cane crops during the 2021/2022 crop season, as well as the impact of higher inflation in Brazil compared to the previous year.

- *Starch, Sweeteners & Renewables*

  Adjusted EBITDA from the Starch, Sweeteners & Renewables operating segment increased by €82.9 million, or 118.4%, to €152.9 million for the financial year ended March 31, 2022 from €70.0 million for the financial year ended March 31, 2021. This increase was primarily due to strong operational and commercial performance with higher selling prices that contributed to offset the strong impact of increased raw materials and energy prices.

- *Others (international trading, holdings and eliminations)*

  Adjusted EBITDA increased by €52.8 million, to €53.1 million for the financial year ended March 31, 2022 from €0.3 million for the financial year ended March 31, 2021. This increase was primarily due to the increase in ethanol selling prices for our trading segment, as well as the impact of our corporate cost reduction program on general and administrative expenses of our holdings.

Expenses by function

Cost of sales

Cost of sales increased by €578.9 million, or 16.8%, to €4,030.7 million for the financial year ended March 31, 2022 from €3,451.8 million for the financial year ended March 31, 2021. This increase was primarily due to higher raw material costs, mainly corn and wheat, as well as higher energy prices in Europe. The sugarcane shortage and the general high inflation in Brazil as well as the increased cost of sugarcane from third-party suppliers in the state of São Paulo also drove up agricultural costs.

As a percentage of revenue, cost of sales slightly decreased to 79.3% for the financial year ended March 31, 2022 from 80.0% for the financial year ended March 31, 2021.

Distribution expenses

Distribution expenses increased by €4.0 million, or 0.9%, to €446.1 million for the financial year ended March 31, 2022 from €442.1 million for the financial year ended March 31, 2021.

General and administrative expenses

General and administrative expenses recorded a decrease of €41.6 million, or 12.9%, to €281.9 million for the financial year ended March 31, 2022 from €323.5 million for the financial year ended March 31, 2021. This decrease was primarily due to our corporate cost reduction program.

Other operating income (expense)

Other operating income increased by €146.7 million, to an income of €56.0 million for the financial year ended March 31, 2022 from an expense of €90.7 million for the financial year ended March 31, 2021. This significant increase was primarily due to capital gains from the disposal of minority stakes in certain Chinese, Belgian and Mozambican entities active in the starch, malt and sugar business, partially offset by a loss of €14.3 million due to the closure of Tereos Romania. See "*Factors Impacting Our Results of Operations – Acquisitions, Disposals and Partnerships.*"

Operating income (expense)

Operating income increased by €374.3 million, to an income of €383.3 million for the financial year ended March 31, 2022 from an income of €9.0 million for the financial year ended March 31, 2021. This increase was primarily due to the factors described above.

Net financial income (expense)

Net financial expense increased by €85.4 million, or 66.5%, to an expense of €213.8 million for the financial year ended March 31, 2022 from an expense of €128.4 million for the financial year ended March 31, 2021. This increase was primarily due to the increase in financial costs linked to higher interest rates in Brazil and to adverse exchange rate effects.

Share of profit of associates and joint ventures

Share of profit of associates and joint ventures increased by €9.8 million, or 127.4%, to €17.5 million for the financial year ended March 31, 2022 from €7.7 million for the financial year ended March 31, 2021. This increase was primarily due to improved results from sugar activities of Sucrière des Mascareignes and the energy production activities of the Albioma group.

Income taxes

Income tax expenses decreased by €6.6 million to an expense of €14.9 million for the financial year ended March 31, 2022 from an expense of €21.5 million for the financial year ended March 31, 2021. This increase was primarily due to the improvement of our results as well as the recording of a €7.0 million deferred tax asset mainly linked to our Starch, Sweeteners & Renewables segment activities.

Net income (loss)

Net income increased by €305.2 million, to a net income of €172.1 million for the financial year ended March 31, 2022 from a net loss of €133.1 million for the financial year ended March 31, 2021, primarily due to our strong operational performance and the proceeds from asset disposals.

Financial Year Ended March 31, 2021 Compared to the Financial Year Ended March 31, 2020

The table below presents our consolidated statement of operations for each of the financial years ended March 31, 2021 and 2020.

	For the financial year ended March 31,	
	2021	**2020**
	(€ in millions)	
Revenue	4,317.2	4,491.8
Cost of sales	(3,451.8)	(3,699.7)
Distribution expenses	(442.1)	(481.3)
General and administrative expenses	(323.5)	(334.5)
Other operating income (expense)	(90.7)	200.6
Operating income (expense)	**9.0**	**176.9**
Financial expenses	(202.1)	(287.5)
Financial income	73.7	132.5
Net financial income (expense)	**(128.4)**	**(155.0)**
Share of profit of associates and joint ventures	7.7	10.2
Net income (loss) before taxes	**(111.7)**	**32.1**
Income taxes	(21.5)	(7.8)
Net income (loss)	**(133.1)**	**24.3**

Revenue

Our consolidated revenue decreased by €174.6 million, or 3.9%, to €4,317.2 million for the financial year ended March 31, 2021 from €4,491.8 million for the financial year ended March 31, 2020. This decrease was primarily due to the depreciation of the Brazilian real against the Euro over the financial year, the drop in volumes caused by the poor sugar beet crop in Europe and lower trading of sugar and ethanol, partly offset by rising global and European sugar prices, rising alcohol and ethanol prices, profits from the record crop in Brazil and rising volumes of starch products.

Revenue by operating segment

The summary table below sets forth our revenue by operating segment for the financial years ended March 31, 2021 and 2020:

	For the financial year ended March 31,	
	2021	**2020**
	(€ in millions)	
Sugar & Renewables Europe	1,704.9	1,727.4
Sugar & Renewables International	943.8	958.7
Starch, Sweeteners & Renewables	1,449.1	1,501.5
Others (including eliminations)	219.3	304.3
Total	**4,317.2**	**4,491.8**

- *Sugar & Renewables Europe*

  Revenue from the Sugar & Renewables Europe operating segment decreased by €22.4 million, or 1.3%, to €1,704.9 million for the financial year ended March 31, 2021 from €1,727.4 million for the financial year ended March 31, 2020. This decrease was primarily due to the impact of the drop in volume due to the poor yields of the 2020 sugar beet crop, which was particularly pronounced in the last quarter of the financial year, despite the turnaround in sugar prices and alcohol prices which was bolstered by strong demand.

- *Sugar & Renewables International*

  Revenue from the Sugar & Renewables International operating segment decreased by €14.8 million, or 1.5%, to €943.8 million for the financial year ended March 31, 2021 from €958.7 million for the financial year ended March 31, 2020. This decrease was due to the depreciation of the Brazilian real against the Euro over the financial year, partly offset by the increase in volumes sold, bolstered by the exceptional yields of the Brazilian crop and by rising sugar and ethanol prices.

- *Starch, Sweeteners & Renewables*

  Revenue from the Starch, Sweeteners & Renewables operating segment decreased by €52.4 million, or 3.5%, to €1,449.1 million for the financial year ended March 31, 2021 from €1,501.5 million for the financial year ended March 31, 2020. This decrease was primarily due to the fall in the prices of starch products and proteins and the impact of the depreciation of the Brazilian real against the Euro, partly offset by the increase in volumes sold for starch and sweeteners and the increase in ethanol prices.

- *Others (including international trading and inter-segment eliminations)*

Revenue from the Others operating segment decreased by €85.0 million, or 27.9%, to €219.3 million for the financial year ended March 31, 2021 from €304.3 million for the financial year ended March 31, 2020. This decrease was primarily due to the decrease in revenue both from trading (lower ethanol volumes sold) and from Holdings.

Adjusted EBITDA

Adjusted EBITDA increased by €45.0 million, or 10.7%, to €464.8 million for the financial year ended March 31, 2021 from €419.8 million for the financial year ended March 31, 2020. Adjusted EBITDA increased in our three primary operating segments and was favorably impacted by the turnaround in European sugar prices, the improvement in world sugar prices and alcohol/ethanol prices, a record crop in Brazil, lower energy costs in Europe and by the operational progress made across all our divisions. Nonetheless, the Group's Adjusted EBITDA reflects the effects of the depreciation of the Brazilian real over the entire financial year. In Europe, the Group's Adjusted EBITDA was impacted, particularly in the fourth quarter, by the decrease in volumes sold due to the poor sugar beet crop and by the decline in margins for starch products in Europe. Moreover, the Group's Adjusted EBITDA in the first quarter of 2021 was impacted by one-off items for approximately €65 million. These one-off items included, among others items, exceptional charges of approximately €40 million, including increased overhead costs related to the COVID-19 sanitary crisis, and the negative impact of the valuation of non-cash inventories related to lower capacity utilization as result of the beet yellows virus in our Sugar & Renewables Europe division in the three months ended March 31, 2021.

Adjusted EBITDA by operating segment

The summary table below sets forth our Adjusted EBITDA by operating segment for the financial years ended March 31, 2021 and 2020:

	For the financial year ended March 31,	
	2021	**2020**
	(€ in millions)	
Sugar & Renewables Europe	148.7	95.5
Sugar & Renewables International	245.8	221.6
Starch, Sweeteners & Renewables	70.0	93.4
Others (including eliminations)	0.3	9.3
Total	**464.8**	**419.8**

- *Sugar & Renewables Europe*

  Adjusted EBITDA from the Sugar & Renewables Europe operating segment increased by €53.2 million, or 55.7%, to €148.7 million for the financial year ended March 31, 2021 from €95.5 million for the financial year ended March 31, 2020. The segment's Adjusted EBITDA benefited from higher sugar and alcohol prices as well as improved operating performance and lower energy costs despite combined offsetting factors such as the exceptionally low yields which undermined the last quarter of the financial year and the impact of the COVID-19 sanitary crisis on both operating costs and volumes sold.

- *Sugar & Renewables International*

  Adjusted EBITDA from the Sugar & Renewables International operating segment increased by €24.2 million, or 10.9%, to €245.8 million for the financial year ended March 31, 2021 from €221.6 million for the financial year ended March 31, 2020. This increase was primarily due to higher volumes sold, higher sugar and ethanol prices and optimization of operating costs in Brazil despite the depreciation of the Brazilian real against the Euro.

- *Starch, Sweeteners & Renewables*

  Adjusted EBITDA from the Starch, Sweeteners & Renewables operating segment decreased by €23.4 million, or 25.1%, to €70.0 million for the financial year ended March 31, 2021 from €93.4 million for the financial year ended March 31, 2020. This decrease was primarily due to strong pressure on margins in the context of a very slight decline in demand in Europe in addition to pressure on cereal prices, which increased in the final quarter of the financial year. Internationally, both volumes sold and margins rose.

- *Others (international trading, holdings and eliminations)*

  Adjusted EBITDA decreased by €9.0 million, to €0.3 million for the financial year ended March 31, 2021 from €9.3 million for the financial year ended March 31, 2020.

Expenses by function

Cost of sales

Cost of sales decreased by €247.9 million, or 6.7%, to €3,451.8 million for the financial year ended March 31, 2021 from €3,699.7 million for the financial year ended March 31, 2020.

As a percentage of revenue, cost of sales decreased to 80.0% for the financial year ended March 31, 2021 from 82.4% for the financial year ended March 31, 2020.

Distribution expenses

Distribution expenses decreased by €39.2 million, or 8.1%, to €442.1 million for the financial year ended March 31, 2021 from €481.3 million for the financial year ended March 31, 2020.

General and administrative expenses

General and administrative expenses recorded a decrease of €11.0 million, or 3.3%, to €323.5 million for the financial year ended March 31, 2021 from €334.5 million for the financial year ended March 31, 2020.

Other operating income (expense)

Other operating income decreased by €291.3 million, to an expense of €90.7 million for the financial year ended March 31, 2021 from an income of €200.6 million for the financial year ended March 31, 2020. This significant decrease was primarily due to non-recurring items in both the current year and the previous year. Following the Group's asset portfolio review, a €76.0 million asset depreciation was recorded in the financial year ended March 31, 2021. In the previous year, the Group had recorded a €165.9 million positive impact from the ETEA Transactions and a €10.0 million expense related to the restructuring plan initiated in 2017.

Operating income (expense)

Operating income decreased by €167.9 million, to an income of €9.0 million for the financial year ended March 31, 2021 from an income of €176.9 million for the financial year ended March 31, 2020. This decrease was primarily due to the factors described above.

Net financial income (expense)

Net financial expense decreased by €26.6 million, or 17.2%, to an expense of €128.4 million for the financial year ended March 31, 2021 from an expense of €155.0 million for the financial year ended March 31, 2020. This decrease was primarily due to the positive impact resulting from the depreciation of the Brazilian Real against the Euro.

<u>Share of profit of associates and joint ventures</u>

Share of profit of associates and joint ventures decreased by €2.5 million, or 24.5%, to €7.7 million for the financial year ended March 31, 2021 from €10.2 million for the financial year ended March 31, 2020. This decrease was primarily due to the ETEA Transactions in 2019-20 and Copagest's lower results during the financial year ended March 31, 2021, partially offset by favorable results related to our joint ventures in China.

<u>Income taxes</u>

Income tax expenses increased by €13.6 million to an expense of €21.5 million for the financial year ended March 31, 2021 from an expense of €7.8 million for the financial year ended March 31, 2020. This increase was primarily due to the evolution of the results of the Group's subsidiaries and the tax treatment pertaining to the recording of a €16 million deferred tax income related to the intercompany financial receivable TAEB held in its Mozambican subsidiary which was transferred to SHL Maurician holding.

<u>Net income (loss)</u>

Net income (loss) decreased by €157.4 million, to a net loss of €133.1 million for the financial year ended March 31, 2021 from a net income of €24.3 million for the financial year ended March 31, 2020, primarily due to the €76.0 million non-recurring asset depreciation and other non-recurring items as described above.

Liquidity and Capital Resources

Historically, our principal sources of liquidity have been our existing cash and cash equivalents, cash generated from operating activities and borrowings under our financing arrangements. Our liquidity needs consist primarily of working capital requirements, cash capital expenditure and interest payments and other liquidity requirements that may arise from time to time.

Due to the seasonality of European sugar production and the associated expenses, we usually face greater liquidity needs in January of each year, at a time where inventories historically stand at their highest level following the end of the crop season. Therefore, the net debt of the European sugar division tends to decrease from the first quarter of the fiscal year through late September, driven by our revenue inflow which is, by contrast, generally stable throughout the year. Given the seasonal nature of our sugar businesses, we are subject to fluctuations in our level of borrowings. Similarly, our Brazilian sugar and ethanol production activities are also subject to seasonality, leading to volatility in our inventory, our inventory is typically higher in November and December in order to cover sales in the gaps between harvesting seasons (which run from December to April of each year), thus leading to higher revenue recorded in the second half of our financial year. We anticipate that our working capital requirements will be funded through a combination of cash flow from our operations, existing available liquidity, new facilities, loans and further issuances of debt securities.

Moreover, the recent volatility and widespread increases in raw materials and energy costs are also expected to result in a temporary increase in the cost of production of our inventory, leading to working capital requirements swings which may result in an increase of the Group's net debt at March 31, 2023, compared to March 31, 2022.

We evaluate our working capital requirements on a regular basis, and we have proactively undertaken a series of initiatives (such as optimization of payment terms and a change in energy suppliers) to enhance our working capital management. We may contemplate additional working capital financings should they be needed to maintain our operational flexibility and financial headroom. See *"Management's Discussion and Analysis of Financial Condition and Results of Operations—Factors Impacting Our Results of Operations—Seasonality, Weather and Agricultural-related Effects", "Risk Factors—Risks Relating to our Business and Industry—We are exposed to volatility in the availability and price of the agricultural materials on which we rely and we may not have the ability to pass along fluctuations in selling prices"* and "*Summary—Recent Developments—Working Capital and Debt Structure Optimization Activities*."

In 2020, we set up an automatic cross-entity zero balance account (ZBA) cash pool structure for all our European wholly-owned subsidiaries. Through this structure, we ensure an efficient flow of liquidity across the Group, optimizing our funds allocation by matching the cash placement to those of the funding needs. This additional flexibility also allows the Group to arbitrate between the sources of liquidity in a cost effective manner.

We regularly review performance against budgets and forecasts to ensure sufficient funds are available to meet our contractual obligations and liquidity requirements.

As of September 30, 2022, our main sources of funding were as follows:

- a senior revolving credit facility for a total amount of €190.0 million entered into in February 2022, fully undrawn;
- a senior revolving credit facility for a total amount of €200.0 million entered into in October 2020, fully undrawn;
- a loan facility agreement guaranteed by the French State (*Prêt Garanti par l'Etat*) for a total amount of €230.0 million entered into in July 2020, with €207.0 million outstanding;
- multiple CRA notes issuances and an infrastructure debenture issuance, for a total aggregate outstanding amount of BRL 1,653.3 million;
- two export prepayment finance facilities for an aggregate outstanding amount of $196.9 million (one of these export prepayment finance facilities was renewed in June 2022 for a total amount of $143.0 million);
- senior notes of aggregate outstanding principal amount of €312.6 million issued by the Tereos Finance Groupe I SA in 2016;
- senior notes of aggregate outstanding principal amount of €425.0 million issued by the Tereos Finance Groupe I SA in 2020;
- senior notes of aggregate outstanding principal amount of €350.0 million issued by the Tereos Finance Groupe I SA in 2022; and
- equity contributions from our cooperative members, which amounted to €187.8 million for the financial year ended March 31, 2022, €194.0 million for the financial year ended March 31, 2021 and €196.0 million for the financial year ended March 31, 2020.

In November 2022, we entered into an amendment to the September 2021 Revolving Credit Facility Agreement to provide for an additional tranche of €228.1 million, in addition to the existing €390.0 million tranche provided thereunder. As of the date of this Document, these revolving facilities are fully drawn. In addition, in October 2022, we entered into a new €100.0 million unsecured term loan facility used to refinance certain shorter-dated existing indebtedness of the Group and optimize our debt structure. See "*Summary—Recent Developments—Working Capital and Debt Structure Optimization Activities*."

Cash Flow Analysis

The following table summarizes our consolidated cash flow statements for the periods indicated:

	For the financial year ended March 31,			For the six months ended September 30,	
	2022	**2021**	**2020**	**2022**	**2021**
			(€ in millions)		
Net cash provided by (used in) operating activities	803.8	584.0	447.1	479.1	502.0

	For the financial year ended March 31,			For the six months ended September 30,	
	2022	2021	2020	2022	2021
			(€ in millions)		
Net cash provided by (used in) investing activities	(235.0)	(346.5)	(177.9)	(159.6)	(175.7)
Net cash provided by (used in) financing activities	(469.7)	(220.0)	(212.2)	(507.8)	(321.7)
Impact of exchange rate on cash and cash equivalents in foreign currency	77.4	(58.3)	(80.2)	1.7	16.6
Net change in cash and cash equivalents, net of bank overdrafts	**176.5**	**(40.8)**	**(23.3)**	**(186.6)**	**21.3**
Cash and cash equivalents at the beginning of the period	425.3	466.2	489.5	601.8	425.3
Cash and cash equivalents at period end	601.8	425.3	466.2	415.3	446.6

Net cash provided by (used in) operating activities

The following table shows our net cash provided by (used in) operating activities for the periods indicated:

	For the financial year ended March 31,			For the six months ended September 30,	
	2022	2021	2020	2022	2021
			(€ in millions)		
Net income (loss)	**172.1**	**(133.1)**	**24.3**	**132.7**	**(50.2)**
Share of profit of associates and joint ventures	(17.5)	(7.7)	(10.2)	(0.8)	(2.3)
Amortizations	396.3	380.1	420.1	227.3	220.4
Fair value adjustments on biological assets	(13.8)	(6.6)	(42.3)	(0.1)	(4.1)
Other fair value adjustments through the statement of operations	(12.9)	7.9	(4.8)	9.7	(7.8)
Gain (loss) on disposals of assets	(86.3)	4.1	(166.7)	(0.7)	(3.0)
Income tax expense (income)	14.9	21.5	7.8	38.3	(3.6)
Net financial expenses	196.4	131.0	161.1	99.4	82.4
Impact of the changes in working capital	34.8	94.2	86.8	(27.4)	258.4
Change in other accounts with no cash impact	141.3	111.0	(27.2)	18.5	21.3
Income taxes paid	(21.4)	(18.4)	(1.8)	(17.8)	(9.4)
Net cash provided by (used in) operating activities	**803.8**	**584.0**	**447.1**	**479.1**	**502.0**

Net cash provided by operating activities amounted to €479.1 million for the six months ended September 30, 2022, compared to net cash provided by operating activities of €502.0 million for the six months ended September 30, 2021, a decrease of €22.9 million. This decrease was primarily due to the impact of the changes in working capital.

Net cash provided by operating activities amounted to €803.8 million for the financial year ended March 31, 2022, compared to net cash provided by operating activities of €584.0 million for the financial year ended March 31, 2021, an increase of €219.8 million, or 37.6%. This increase was primarily due to improved operational performance.

Net cash provided by operating activities amounted to €584.0 million for the financial year ended March 31, 2021, compared to net cash provided by operating activities of €447.1 million for the financial year ended March 31, 2020, an increase of €136.9 million, or 30.6%. This increase was primarily due to the disposal of assets in the previous year through the ETEA Transactions.

Net cash provided by (used in) investing activities

The following table shows our net cash provided by (used in) investing activities for the periods indicated:

	For the financial year ended March 31,			For the six months ended September 30,	
	2022	**2021**	**2020**	**2022**	**2021**
			(€ in millions)		
Cash paid for the acquisitions, net of cash acquired	—	—	(52.0)	(0.6)	—
—of which Sedalcol France	—	—	(52.0))	—	—
—of which Doutreloux	—	—	—	(0.6)	
Increase in associates and joint ventures	—	—	(4.6)	—	—
—of which Albioma St Pierre	—	—	(4.5)	—	—
Purchases of property, plant and equipment and intangible assets	(375.1)	(367.9)	(436.8)	(173.8)	(192.1)
Acquisition of financial assets	(3.2)	(8.0)	(1.6)	(2.3)	0.4
Change in loans and advances granted	(6.2)	(0.4)	(4.3)	(4.6)	(2.9)
Grants received related to assets	4.6	5.5	3.3	1.5	1.9
Financing interest received	9.1	9.1	18.7	8.7	3.2
Proceeds from the disposal of property, plant and equipment and intangible assets	9.1	3.7	18.1	1.1	4.4
Proceeds from the disposal of investments, net of treasury sold	(0.9)	—	—	—	—
Proceeds from the disposal of investments in associates and joint ventures	115.3	—	—	—	—
Proceeds from the disposal of financial assets	—	0.3	267.2	0.0	0.1
—of which the ETEA Transactions	—	—	266.6	—	—
Dividends received	12.2	11.1	14.2	10.4	9.3
Net cash provided by (used in) investing activities	**(235.0)**	**(346.5)**	**(177.9)**	**(159.6)**	**(175.7)**

Net cash used in investing activities primarily consists of our agricultural and industrial capital expenditure (excluding financial investments in other companies) and is defined as the acquisition of property, plant and equipment, biological assets (together, defined as plantation costs) and intangible assets.

Net cash used in investing activities amounted to €159.6 million for the six months ended September 30, 2022, compared to €175.7 million for the six months ended September 30, 2021, a decrease of €16.1 million.

Net cash used in investing activities amounted to €235.0 million for the financial year ended March 31, 2022, compared to €346.5 million for the financial year ended March 31, 2021, a decrease of €111.5 million, or 32.2%. This decrease was primarily due to the proceeds from asset disposals of minority stakes in certain Chinese, Belgian and Mozambican entities active in the starch, malt and sugar business.

Net cash used in investing activities amounted to €346.5 million for the financial year ended March 31, 2021, compared to €177.9 million for the financial year ended March 31, 2020, an increase of €168.6 million, or 94.8%. This increase was primarily due to the impact of the ETEA Transactions.

Net cash provided by (used in) financing activities

The following table shows our net cash provided by (used in) financing activities for the periods indicated:

	For the financial year ended March 31,			For the six months ended September 30,	
	2022	**2021**	**2020**	**2022**	**2021**
			(€ in millions)		
Capital and Cooperative Capital decrease and increase	(0.5)	3.6	1.5	(12.3)	(5.8)
—of which Tereos SCA	*(0.5)*	2.4	1.4	*(12.3)*	(5.8)
—of which PT Tereos FKS Indonesia	—	1.2	—	—	—
Borrowings issues	929.3	879.7	1,423.2	242.0	483.5
Borrowings repayments	(1,183.9)	(952.2)	(1,417.8)	(630.0)	(703.9)
Financing interest paid	(173.1)	(113.1)	(165.1)	(88.1)	(74.0)
Transactions with non-controlling interests	(26.7)	—	—	(10.5)	0.0
—of which shares of Tereos Internacional held by Agrial				*(10.5)*	0.0
Change in financial assets with related parties	29.3	25.4	(41.4)	(0.5)	18.9
Change in financial liabilities with related parties	(2.7)	3.2	12.1	(1.3)	0.3
Dividends paid to equity holders of the parent	(37.7)	(65.1)	(24.3)	(3.8)	(37.7)
Dividends paid to non-controlling interests	(3.7)	(1.4)	(0.4)	(3.3)	(3.0)
Net cash provided by (used in) financing activities	**(469.7)**	**(220.0)**	**(212.2)**	**(507.8)**	**(321.7)**

Net cash used in financing activities amounted to €507.8 million for the six months ended September 30, 2022, compared to net cash used in financing activities of €321.7 million for the six months ended September 30, 2021, an increase of €186.1 million. This increase was primarily due to the repayment of debt.

Net cash used in financing activities amounted to €469.7 million for the financial year ended March 31, 2022, compared to net cash used in financing activities of €220.0 million for the financial year ended March 31, 2021, an increase of €249.7 million. This increase was primarily due to debt repayments and an increase in interest rates.

Net cash used in financing activities remained relatively stable, and amounted to €220.0 million for the financial year ended March 31, 2021, compared to net cash used in financing activities of €212.2 million for the financial year ended March 31, 2020, an increase of €7.8 million.

Capital Expenditure

Our cash capital expenditure is comprised of both expansionary and productivity capital expenditure and maintenance capital expenditure, and consists principally of investments in fixed assets, including the acquisition of property, plant and equipment, bearer plants and intangible assets (such as computer software) and planting costs. We determine and allocate our budget for capital expenditure on an annual basis. Decisions about investments in new equipment are primarily based on our views of future demand. We also perform significant maintenance, inspection and replacement activities in our industrial facilities on an annual basis, particularly during the inter-crop period in our sugar beet and sugarcane processing facilities. Significant recurring maintenance costs include labor, materials, external services, general and other overhead expenses incurred during the inter-crop period.

Our total cash capital expenditure amounted to €173.8 million for the six months ended September 30, 2022, compared to €192.1 million for the six months ended September 30, 2021, and amounted to €375.1 million for the financial year ended March 31, 2022, compared to €367.9 million for the financial year ended March 31, 2021 and €436.8 million for the financial year ended March 31, 2020, as shown in the table below.

	As of March 31,			As of September 30,	
	2022	**2021**	**2020**	**2022**	**2021**
			(€ in millions)		
Maintenance capital expenditure..................	254.9	242.5	271.5	135.0	125.0
Expansionary and productivity capital expenditure..	120.2	125.4	165.3	38.8	67.0
Total Cash Capital Expenditure	**375.1**	**367.9**	**436.8**	**(173.8)**	**(192.1)**

Our most significant cash capital expenditure for the six months ended September 30, 2022 and the financial years ended March 31, 2022, 2021 and 2020 included the following projects:

- €74.5 million related to the Maxi-Sugar program expansion for the six months ended September 30, 2022 and for the financial years ended March 31, 2022, 2021 and 2020 in aggregate;
- €78.3 million related to improvements in operational performance in Tereos France for the six months ended September 30, 2022 and for the financial years ended March 31, 2022, 2021 and 2020 in aggregate;
- €23.9 million related to the expansion and improvement of our cogeneration project in Marckolsheim for the six months ended September 30, 2022 and for the financial years ended March 31, 2022, 2021 and 2020 in aggregate;
- €136.3 million related to maximizing grind reliability and debottlenecking capacities, efficiencies and product mix in our Starch, Sweeteners & Renewables Europe operating segment for the six months ended September 30, 2022 and for the financial years ended March 31, 2022, 2021 and 2020 in aggregate;
- €24.3 million related to our cogeneration project in Indonesia for the six months ended September 30, 2022 and for the financial years ended March 31, 2022, 2021 and 2020 in aggregate;
- €40.7 million related to the expansion of a cogeneration project in Cruz Alta for the six months ended September 30, 2022 and for the financial years ended March 31, 2022, 2021 and 2020 in aggregate; and

- €31.1 million incurred by Tereos Sugar & Energy Brazil related to our VLI expansion project for the six months ended September 30, 2022 and for the financial years ended March 31, 2022, 2021 and 2020 in aggregate.

Free Cash Flow

We define free cash flow as net debt variation excluding exchange rate and miscellaneous technical effects. However, other companies may present free cash flow differently than we do. Free cash flow is not a measure of financial performance under IFRS and should not be considered as an alternative to operating income as an indicator of our operating performance or any other measures of performance derived in accordance with IFRS.

We recorded positive free cash flow of €162.3 million for the six months ended September 30, 2022, a decrease of €49.0 million, from positive free cash flow of €211.3 million for the six months ended September 30, 2021.

We recorded positive free cash flow of €332.3 million for the financial year ended March 31, 2022, an increase of €285.0 million, from positive free cash flow of €47.3 million for the financial year ended March 31, 2021.

The following table reconciles Adjusted EBITDA to Free Cash Flow for the periods indicated:

	For the financial year ended March 31,			For the six months ended September 30,		For the twelve months ended September 30,
	2022	2021	2020	2022	2021	2022
			(€ in millions)			
Adjusted EBITDA	**682.2**	**464.8**	**419.8**	**464.0**	**200.4**	**945.8**
Lease payments	(39.5)	(34.5)	(33.5)	(23.1)	(18.8)	(43.8)
Seasonality adjustment	1.3	3.6	(1.9)	28.5	47.6	(17.8)
Fair Value adjustment over trading activities	(7.4)	0.5	(16.4)	(1.9)	(7.3)	(1.9)
Non recurring items	(2.5)	(9.1)	(20.6)	(0.3)	(0.9)	(2.0)
Net financial charges	(163.9)	(104.0)	(152.1)	(79.1)	(70.8)	(172.2)
Income tax paid	(21.4)	(18.4)	(1.8)	(17.8)	(9.4)	(29.8)
Change in working capital	176.6	140.5	67.2	(8.3)	279.0	(110.7)
Cash Capital Expenditures	(375.1)	(367.9)	(436.8)	(173.8)	(192.1)	(356.8)
Financial investments	(36.1)	(8.4)	(60.8)	(18.0)	(2.5)	(51.6)
Disposal of fixed and financial assets	129.1	4.1	285.3	1.1	4.5	125.7
Dividends received	12.2	11.1	14.2	10.4	9.3	13.2
Dividends paid & price adjustments	(22.7)	(38.7)	(86.6)	(7.0)	(22.0)	(7.7)
Capital increases and other capital movements	(0.5)	3.6	1.5	(12.3)	(5.8)	(7.1)
Free Cash Flow	**332.3**	**47.3**	**(22.6)**	**162.3**	**211.3**	**283.4**

Net Debt

We define net debt as long and short term borrowings (including lease liabilities), net of cash and cash equivalents. Net debt is not a measure of financial performance under IFRS and should not be considered as an alternative to any other measures of performance derived in accordance with IFRS.

Our net debt amounted to €2,240.4 million as of September 30, 2022 including IFRS 16 effects compared to a net debt of €2,386.7 million as of March 31, 2022, a decrease of €146.3 million or 6.1%. Excluding IFRS 16 effects of €139.6 million, our net debt amounted to €2,100.8 million as of September 30, 2022, compared to a net debt of €2,236.1 million excluding IFRS 16 effects as of March 31, 2022, a decrease of €135.3 million or 6.0%. The decrease was primarily due to an improvement in operational results that more than covered our operational investments.

Our net debt amounted to €2,386.7 million as of March 31, 2022 including IFRS 16 effects compared to a net debt of €2,533.5 million as of March 31, 2021, a decrease of €146.8 million. Excluding IFRS 16 effects of €150.6 million, our net debt amounted to €2,236.1 million as of March 31, 2022, compared to a net debt of €2,421.0 million excluding IFRS 16 effects as of March 31, 2021, a decrease of €185.0 million or 7.6%. The decrease was primarily due to the strong operational results and the impact of asset disposals.

Our net debt decreased by €24.3 million, or 0.9%, to €2,533.5 million as of March 31, 2021 from €2,557.7 million as of March 31, 2020.

In addition, management also uses Structural Net Debt, which is a non-IFRS measure, as an indicator of our ability to incur and service our indebtedness. Our Structural Net Debt, which we define as net debt minus management working capital (which consists of the difference between trade receivables, inventories and other assets relating to operating activities that are settled in cash and trade payables and other liabilities relating to operating activities that are settled in cash), amounted to €1,508.0 million as of September 30, 2022, €1,678.0 million as of March 31, 2022 and €1,891.5 million as of September 30, 2021. Our management also believes that this information, along with comparable IFRS measures, is useful to investors because it provides additional information regarding our debt position.

Readily Marketable Inventories

Readily marketable inventories represent the balance-sheet value of all finished products, raw materials and energy supplies that can be readily convertible into cash through access to widely available markets, including sugar, ethanol, wheat, corn and coal. For example, if we produce sugar in our plants, this would be considered as a cost of production value that would be included in the readily marketable inventories.

Our readily marketable inventories amounted to €544.0 million as of September 30, 2022, an increase of €103.0 million, or 23.3%, from €441.0 million as of September 30, 2021.

Our readily marketable inventories amounted to €465.9 million as of March 31, 2022, an increase of €119.7 million, or 34.6%, from €346.2 million as of March 31, 2021.

Our readily marketable inventories amounted to €346.2 million as of March 31, 2021, a decrease of €11.7 million, or 3.3%, from €358.0 million as of March 31, 2020.

Off-Balance Sheet Arrangements

We are a party to various customary off-balance sheet arrangements, including guarantees given to third parties such governmental authorities and financial institutions for payment of raw materials, real estate and machinery rentals. The chart below shows our off balance sheet arrangements as of March 31, 2022:

	As of March 31, 2022
	(€ in millions)
Guarantees given to third parties	106.6
Assets covered by commitments	21.6
Commitments	938.5

Guarantees

Assets Covered by Commitments

As of March 31, 2022, we had pledged properties, facilities, machinery, equipment and vehicles for an amount of €21.6 million as collateral, including €11.6 million related to a securitization program or BPI term loans for the sites in Lillers and Escaudoeuvres and €7.0 million as collateral for Brazilian tax claims.

Commitments

We have entered into contracts for the purchase of sugarcane produced in third parties' rural properties, amounting to approximately 5 million tonnes per crop to be delivered between 2022 and 2027. As of March 31, 2022, our annual commitment was estimated at €914.0 million, based on a Euro-equivalent average price, as of March 31, 2022, of €31.7 per tonne of sugarcane.

Quantitative and Qualitative Disclosure on Market Risk

In the normal course of our business, we are exposed to a variety of financial risks, including market risks arising from fluctuations in interest rates and exchange rates. To manage these risks effectively, we enter into hedging transactions and use derivative financial instruments to mitigate the adverse effects of these risks.

Market Risk

We manage our financial risks centrally or at the level of each subsidiary, depending on the type of transaction. Market risks are managed through the use of derivative instruments in accordance with our policies.

Interest Rate Risk

Our exposure to interest rate risk is generated primarily by our borrowings at floating rates, which impact future financial results.

We use derivative instruments in the form of vanilla swaps, options and, to a lesser extent, structured products to minimize the exposure of our subsidiaries to the interest rate risk.

The interest rate hedging policy is defined centrally at Group level. Transactions are negotiated and approved centrally for Europe and locally for Brazil, according to our procedures.

As of September 30, 2022, 63% of our borrowings were on a fixed rate basis and 37 % on a floating rate basis (based on drawn amounts and taking into account interest rate hedges).

Foreign Exchange Risk

We use derivative instruments, primarily outright forward contracts maturing in less than twelve months, and USD borrowings, to hedge foreign exchange risks on our sugar sales. These instruments are qualified as cash flow hedges.

The following table presents the notional amounts and fair values of foreign exchange derivatives by maturity breakdown as of March 31, 2022:

	Less than 1 year	1 to 5 years	More than 5 years	Total	Fair Value
			(€ in millions)		
Forwards / Non-Deliverable Forwards	403.4	117.9	—	521.3	30.0
—In cash-flow hedge	345.9	69.9	—	415.8	28.5
—At fair value through profit or loss	57.4	48.0	—	105.4	1.6
USD Borrowings qualified as Cash Flow Hedge	117.9	79.1	—	197.1	(24.3)
Total FX	521.3	197.0	—	718.3	5.7
Of which USD/BRL derivatives	266.4	120.5	—	387.0	7.4
Of which EUR/USD derivatives	198.5	48.0	—	246.5	(3.2)
Of which EUR/GBP derivatives	20.5	—	—	20.5	(0.1)
Of which USD/IDR derivatives	16.2	—	—	16.2	(0.0)
Of which EUR/CZK derivatives	19.5	28.5	—	48.0	1.6
Of which USD/INR derivatives	0.2	—	—	0.2	0.0

Commodities and Energy risk

Several of our subsidiaries buy and sell commodities future and forward contracts to hedge against fluctuations in the price of certain commodities. The commodities negotiated are mainly raw and white sugar, ethanol, and wheat and corn. Transactions are executed at the subsidiary level and reviewed by the Market Risk Committees of Tereos Açúcar e Energia Brasil, Tereos France, and the Company, depending on the type of transactions and defined thresholds.

In addition, certain of our subsidiaries enter into contract energy derivatives in order to hedge their exposure to energy risk, such as gas. As of September 30, 2022, we held derivatives (gas, diesel, electricity and coal) for a notional amount of €607.8 million.

Liquidity Risk

Liquidity management and financing are performed by the group treasury department supporting the operating subsidiaries.

The main focus of our liquidity risk management policy is to diversify our financing instruments, in terms of their types, tenors and sources of funding. As a result, we finance our activity using bank financings, public bonds and other specialized forms of financings. Furthermore, our policy aims to ensure that we may repay all of our future obligations from available cash and existing credit lines, for at least the next twelve months.

Our liquidity optimization relies on (i) external financings (short and medium terms) whose set up is generally negotiated centrally by our treasury department, allowing the optimization of financing costs and to match with our underlying needs, and (ii) intercompany loans used primarily for midterm financing needs, when permitted by local regulation. The major part of the short-term debt amortization is composed of (i) overdraft lines, (ii) trade financing amounts, some of them related to utilizations of long-term trade finance agreements; and (iii) renewable working-capital short-term lines in Brazil.

Credit lines and short-term lines not used and available as of September 30, 2022 amounted to €914.6 million, of which €154.6 million had a short-term maturity.

Significant Accounting Policies

The preparation of financial statements in conformity with IFRS requires management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income, expenses and disclosures of contingent assets and liabilities at the date of these financial statements and the reported amounts of revenues and expenses for the financial years presented. Actual results may differ from these estimates. Estimates and underlying assumptions are reviewed on an ongoing basis and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under current circumstances.

Estimates and assumptions are continually evaluated and are based on historic data and other factors, including expectations for future events that are considered to be reasonable under the circumstances. Certain accounting estimates are considered to be significant if the amount of the estimates and assumptions is material and if the impact of the estimates and assumptions on the financial position or operating results is material. Accounting estimates will, by definition, seldom equal the related actual results. Estimates and assumptions that involve important risk of causing future material adjustments to the carrying amounts of assets and liabilities are discussed below. For a more comprehensive explanation of the accounting policies used in the preparation of our financial statements see note 2 of our audited consolidated financial statements as of and for the financial year ended March 31, 2022, an English translation of which is included elsewhere in this Document.

Basis of presentation

The Group's consolidated financial statements as at and for the financial year ended March 31, 2022 have been prepared in accordance with IFRS as adopted by the European Union as at March 31, 2022. During the periods under review in this Document, the standards and interpretations adopted by the European Union have been similar to the standards and interpretations issued by the IASB whose application was mandatory, with the exception of texts in the process of adoption, which has no effect on Group accounts. The Group's consolidated financial statements as at and for the six months ended September 30, 2022 and 2021 have been prepared in accordance with IAS 34, the international accounting standard relating to the establishment of interim financial statements, as adopted by the European Union and in force on September 30, 2022.

International accounting standards include IFRS, IAS, and the interpretations issued by the Standing Interpretations Committee ("**SIC**") and the IFRS Interpretations Committee ("**IFRS IC**").

The accounting policies are described in the notes to our Audited Consolidated Financial Statements and are consistent with those applied by the Group for the previous year, with the exception of those described in the notes to our Audited Consolidated Financial Statements resulting from the first application of new standards and new IFRS rules adopted by the IASB during the period under review.

The consolidated financial statements have been prepared on a historical cost basis, with the exception of biological assets, derivatives and non-consolidated investments which are measured at fair value. The Group presents assets and liabilities in the statement of financial position based on a current/non-current classification as defined in the notes to our Audited Consolidated Financial Statements.

Main Accounting Practices

Fixed assets are recorded at their acquisition or production cost. When such assets are acquired in a business combination, purchase accounting requires judgment to determine the estimated fair value of the assets at the date of the acquisition.

Property, plant and equipment are measured at cost. When certain components of property, plant and equipment acquired have different useful lives, the components approach is applied, and these components are depreciated over their respective useful lives.

The Group performs major maintenance activities in its industrial facilities on an annual basis, with the purpose of inspecting and replacing components of property, plant and equipment. The annual major maintenance costs include labor, materials, external services, general and other overhead expenses incurred during the inter-crop period. The Group uses the built-in overhaul method to account for the annual costs of major maintenance activities. Expenses corresponding to the replacement or refurbishment of components of property, plant and equipment are recorded as a new asset, and the carrying amount of the components replaced is eliminated.

Considering the types of our properties, plants and equipment and the nature of our activities, most of our properties, plants and equipment do not generate independent cash flow. Therefore, assessing the need of an impairment is determined specifically by an impairment test at the level of the smallest identifiable group of assets that generates cash inflows that are largely independent of the cash inflows from other assets or groups of assets ("**CGU**"). See "—*Business Combinations and Goodwill Assessment*" below.

Fixed assets also include right-of-use recorded in compliance with IFRS 16 – Leases. The right-of-use is valued at cost and corresponds to the initial amount of the lease liability, adjusted, if necessary, for the amount of any prepaid or accrued lease payments recognized in the balance sheet. The right-of-use asset is amortized over the useful life of the underlying assets.

For its sugar business in Brazil, the Group has entered into various agricultural partnership agreements. These agreements are within the scope of IFRS 16 and have variable consideration. Consequently, there is no recognition of a right-of-use asset or a financial liability.

Business Combinations and Goodwill Assessment

Business combinations are accounted for using the acquisition method. Goodwill is initially measured at cost, being the excess of the consideration transferred and the amount of any non-controlling interest in the acquiree and the fair value of the acquirer's previously held equity interest in the acquiree (if any) over the net of the acquisition-date amounts of the identifiable assets acquired and liabilities assumed, measured at fair value. If, after reassessment, the Group's interest in the fair value of the acquiree's identifiable net assets exceeds the sum of the consideration transferred, the amount of any non-controlling interests in the acquiree and the fair value of the acquirer's previously held equity interest in the acquiree (if any), the excess (also called badwill) is recognized immediately in income as a gain on bargain purchase.

Impairment tests are performed annually during the last quarter of the financial year, or each time the Group identifies a triggering event. An impairment of goodwill test involves the use of judgment and includes, without limitation, the time and amount of the impairment of goodwill. Therefore, assessment of the impairment of goodwill represents an area requiring significant assumptions and judgment.

Impairment of goodwill is the highest fair value less sales cost and use value:

- the fair value less the costs to sell is the best estimate of the amount obtainable from the sale of a CGU in an arm's length transaction between knowledgeable, willing parties, less the costs of disposal. Because the fair value of our CGUs is rarely directly observable, we determine it on the basis of available market information, such as revenue and Adjusted EBITDA multiples for comparable companies or transactions, or discounted cash flows including market participant assumptions on weighted average cost of capital or long-term growth rates;
- we determine the value in use based on the discounted cash flows derived from the applicable business plan.

When cash flow projections are used, they are based on economic and regulatory assumptions and forecast trading conditions, including:

- the values assigned to each of these parameters reflect past experience and anticipated changes over the period of the business plans;
- the discount rate used to calculate discounted cash flow which includes a specific risk premium, to take into account contingencies in the execution of certain business plans or for country risk; and
- the perpetual growth rates used to continue with the cash flow.

Changes in the economic and financial environment, legal and regulatory decisions, or changes in competitors' behavior in response to this economic environment will affect the estimate of recoverable amounts. They may also be affected by unforeseen changes in the political, economic or legal systems of certain countries.

The methodology used and the related estimates have a material impact on the recoverable value and ultimately the amount of any asset impairment. If the assumptions do not materialize as expected, this may result in decreased revenue, Adjusted EBITDA or cash flows and can significantly change the potential impairment. A sensitivity analysis of the recoverable amount in relation to the perpetual growth rate or discount rate and to cash flows is provided in note 19.3 to our audited consolidated financial statements as of and for the year ended March 31, 2022.

The recoverable amount is determined by reference to value in use, using the discounted future cash flows model based on CGU management's budget estimates, reviewed by the Group's management, which take into consideration assumptions related to each business, using available market data as well as past performance.

The main assumptions and estimates involved are: (i) for the sugar and ethanol activities: expected sugar and ethanol sales prices, energy as well as raw materials costs and other macroeconomic factors; and (ii) for the starch activities: sales forecast of starch, sweeteners and ethanol as well as cereal and energy (gas) costs and other macroeconomic factors.

Provisions

Provisions are recognized when there is an obligation (legal, contractual or constructive) to a third party provided that it may be estimated reliably and is likely to result in an outflow of resources, with no at-least-equivalent consideration expected in return.

If the amount or maturity cannot be estimated reliably or where it is not likely that a current obligation exists, it is considered a contingent liability. Where the effect of the time value of money is material, the provision is discounted to present value. The discount rate used to determine the present value reflects the time value of money and the specific risks related to the liability being measured. The effect of discounting is recognized in financial expenses.

A restructuring provision is recognized when a detailed formal plan has been announced or when implementation of a restructuring plan has already begun.

Management continuously evaluates the estimates and assumptions used to establish the provision based on relevant facts as well as circumstances that may have a material effect on the results of operations and shareholders' equity. Although management believes that the provisions are presently adequate, the establishment of provisions for judicial proceedings involves estimates that can result in the final amount being different than the provisions as a result of uncertainties that are inherent to the establishment of the provision.

Income tax, Deferred taxes

Deferred income taxes are calculated based on the tax rate expected to apply during the financial year in which the asset will be realized or the liability settled and are recognized as non-current assets and liabilities. Unused tax losses can be carried forward indefinitely and are not subject to inflation adjustment. The expected recovery of all deferred tax assets is supported by the taxable income projections, which have been approved by the Company's management.

Projections of future taxable income include several estimates related to the performance of the international economy and more specifically the economies in which the Group acts, interest rate fluctuations, sales volumes, sales prices and tax rates which may differ from actual data and amounts.

Deferred tax assets resulting from temporary differences, tax losses and both tax loss or tax credit carry forwards are limited to the estimated recoverable tax amount. This is measured at the reporting date based on the income outlook for the relevant entities.

Significant judgment is required from management in determining current and deferred income taxes. This results from the inherent necessity of interpreting tax laws or assessing the respective technical merits of the Company and tax administration positions following a tax audit as well as assessing the availability of future taxable income that can be offset against tax loss carry forwards within the appropriate timeframe, as estimated by management. We also review the realization of deferred tax assets using each entity's tax forecast based on budgets and strategic plans.

Fair value of financial instruments

The Group uses derivative instruments to manage and reduce its exposure to risks of changes in interest rates, exchange rates, commodity prices and energy prices. Derivative instruments are measured at fair value in the statement of financial position, whether or not they qualify for hedge accounting under IFRS 9, on the financial assets and liabilities caption. Where derivative instruments qualify for hedge accounting under IFRS 9, they are accounted for in accordance with the cash flow hedge or the fair value hedge accounting. Fair value of financial assets and liabilities correspond to the value of the relevant instrument which could be exchanged for in a voluntary agreement between parties, except in case of liquidation or imposed sale.

The following methods and assumptions were used to estimate fair value:

- Cash and cash equivalents, trade receivables and payables and other short-term borrowings mature in the near term, approximates their carrying amount.
- With the exception of financial liabilities at fair value and derivatives comprising liabilities measured and recognized at fair value, borrowings and other financial liabilities are measured and recognized initially at fair value and then at amortized cost, calculated using the effective interest rate. When a financial liability is eligible to be recognized at fair value in its entirety – as in the case of a liability with an embedded derivative – the Group recognizes the liability at fair value and changes in fair value are recognized in financial income and expenses.
- Investments are recorded at fair value at the closing date. Securities that have no quoted market price in an active market and for which fair value cannot be reliably measured are carried at cost less impairment losses generally calculated on the proportion of capital held. The Group has chosen to recognize the change in fair value of its investments under other comprehensive income as they meet the definition of equity instruments and are not held for trading with the exception of shares held in investment funds with changes in fair value recognized in financial income and expense.
- The Group enters into derivative transactions with counterparties and financial institutions with investment grade ratings. Derivatives are measured using valuation techniques based on observable market inputs. The relevant instruments are mainly interest rate swaps, foreign exchange rate forwards, and commodity and energy options, futures and swaps. The most frequently applied valuation techniques include forward pricing and swap models, which use present value calculations.

To hedge its commodities price risk, several Group entities, depending on their activities, may buy and sell commodities future/forward contracts. The negotiated commodities are mainly: raw and white sugar for Tereos Açúcar e Energia Brasil, Tereos France and Tereos Commodities Suisse and ethanol for Tereos Starch & Sweeteners Europe, representing their finished products, and wheat and corn for Tereos Starch & Sweeteners Europe, representing the raw material base for the production of its finished products. Most of these derivatives are qualified as cash flow hedges.

INDUSTRY

Certain of the information set forth in this section has been derived from external sources. Industry publications generally state that the information contained therein has been obtained from sources believed to be reliable, but some of the information may have been derived from estimates or subjective judgments or may have been subject to limited audit or validation. While we believe this market data and other information to be accurate and correct, we have not independently verified it. Further, such estimates or judgments, particularly as they relate to expectations about our market and industry, involve risks and uncertainties and are subject to change based on various factors, including those discussed under "Risk Factors" and "Forward-Looking Statements" elsewhere in this Document. The projections and other forward-looking statements in this section are not guarantees of future performance and actual events and circumstances could differ materially from current expectations. Numerous factors could cause or contribute to such differences. See "Risk Factors" and "Forward-Looking Statements."

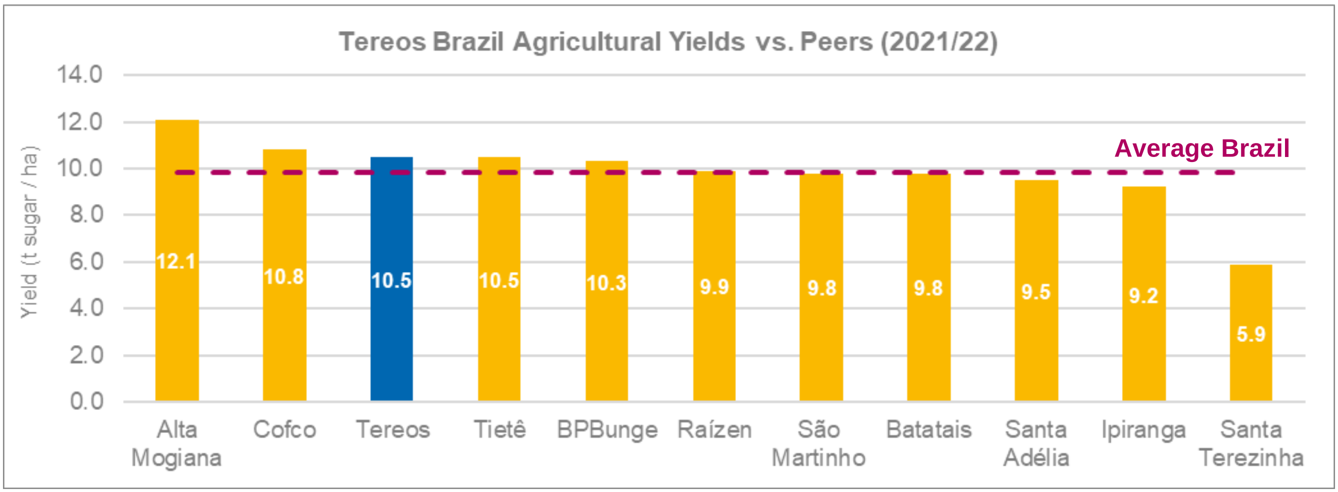
Description of Our Main Markets

Our primary business is the production and transformation of a variety of agricultural products into sugar, starch, sweeteners, alcohol, bioethanol and plant-based protein. In addition, we manufacture numerous secondary products derived from our main business including plant-based protein, animal nutrition, renewable energy and electricity. With strong local operations across Europe, Brazil, Africa, Asia and the Indian Ocean (Reunion Island), we are a global competitor within each of our product categories. Our products are commodities, largely produced and consumed locally, yet also exported around the world. Therefore, the main drivers in our industry are the supply/demand equilibrium in each local region and the related equilibrium in the global market.

In this section, unless otherwise indicated, the term "crop season" refers to the year running from October 1 to September 30 of the years indicated for sugar from sugar beets and from May 1 to April 30 of the years indicated for sugar from sugarcane.

Sugar and Ethanol

According to the OECD and FAO update of June 2022, it is estimated that approximately 86% of the global production of sugar comes from sugarcane and the balance from sugar beet. Sugar extraction from sugarcane and sugar beet is a complicated process that begins with crushing the harvested feedstock to gather the liquid in the plants and ends with the highly-refined raw product that consumers readily purchase. One crop cycle of sugarcane yields from one or two to up to six harvests before the sugarcane must be replanted, depending on the quality of the plant and the agronomic activity performed during the life of the sugarcane. Yields can vary widely across harvests due to numerous factors including the age of the sugarcane, damage caused by machinery during the harvest period, the strain of sugarcane being grown and the local climate. In Brazil, for example, the average for the 2021/2022 crop season was 70.4 tonnes of sugarcane per hectare. The table below shows the Company's yields of tonnes of sugar per hectare compared to its peers.



Source: CTC Group (2021/22 crop) - Groups with 10Mt or more of crushing volume

Once the juice has been extracted from crushed sugarcane, it is thickened through a boiling process and then crystalized. The resulting crystals are centrifuged to remove remaining liquid and create raw sugar that can be easily transported to refineries to remove further impurities. Our processing facilities are strategically located near our major customers to reduce transportation expenses. When the raw sugar arrives at our refineries, it is melted to a syrup, filtered, crystalized once again and dried, resulting in the familiar product that is packaged and sold. Production of sugar from sliced sugar beet is similar, except that it is naturally white and does not require refining.

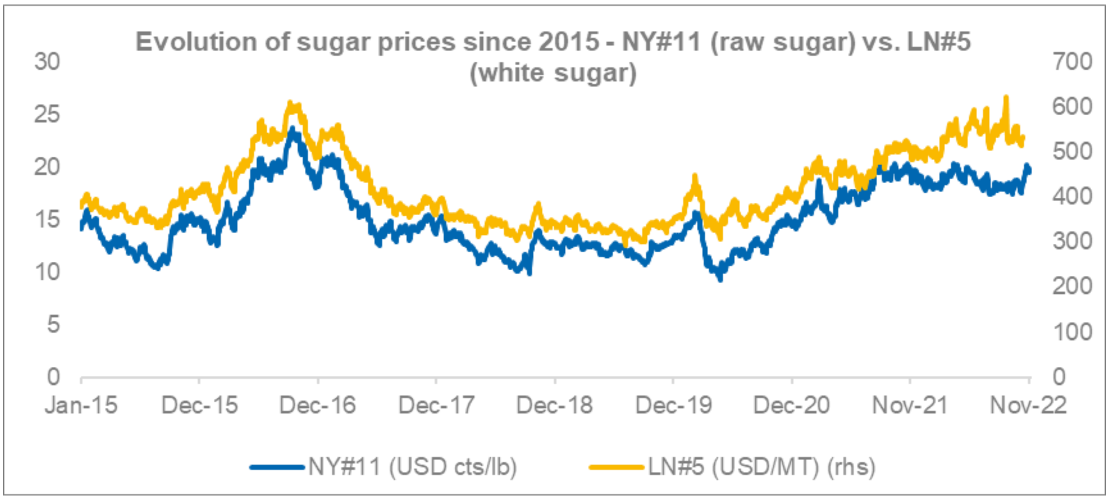
Ethanol is a colorless, transparent and volatile liquid that improves gasoline octane and is the only liquid fuel currently available as a partial substitute for petrol. Ethanol is commonly produced through the processing of sugarcane, corn, wheat and sugar beet. At our sugar facilities, production of ethanol begins by mixing pressed sugarcane or sugar beet juice, also called molasses, with yeast, water and "thin" or "clear" juice. The mixture ferments in purpose-built tanks for up to 12 hours to create yeasted wine with an ethanol content of 7-10%. The yeasted wine is centrifuged and distilled in our distilleries resulting in hydrous ethanol, water and a byproduct called vinasse, which can be repurposed as fertilizer or as a source of methane to generate electricity. Ethanol processing is also performed in our starch plants, with similar distillation, dehydration or rectification processes but using by products from wheat or corn processing.

Sugar markets are more mature than ethanol markets, although opportunities exist in both. The leading regions for the production of sugar are Brazil, which represented a 20% share of global production in 2020/2021, as well as India, while Thailand and the European Union also account for a large portion of global production. Sugar beets, meanwhile, are grown mainly in the EU and the US while other producing regions largely rely on sugarcane. From October 2020 to September 2021, total worldwide sugar consumption was approximately 185.3 million tonnes. At this point in the development of sugar markets, volume growth is pegged to global population growth, though GDP trends will influence future market dynamics.

For ethanol, Brazil and the US are simultaneously both the largest producers and the largest consumers, though this alternative fuel source and biofuels generally are gaining traction around the world.

Because production mills, especially those in Brazil, are able to comfortably switch between processing raw materials into sugar or ethanol, the production mix has significant influence over the prices of both products. In Brazil, where ethanol represents a significant output of the sugarcane processors, the production mix, in turn, is heavily driven by oil prices. When oil prices are high, consumers tend to substitute ethanol for gasoline, driving ethanol prices up and incentivize an increase in the production of ethanol relative to sugar. As the available supply of sugar decreases, the price of sugar trends upward to the point where the price of sugar is more favorable than the price of ethanol and the production mix shifts back. Apart from oil prices, market sentiment over sugar as a commodity can affect prices because investors take certain positions on the New York Board of Trade Futures Contract No. 11 Sugar Futures ("**NY11**"), the world benchmark contract for raw sugar trading. Additionally, for ethanol, seasonality of production is an important factor as producers stockpile large inventories during the production season hoping to sell at higher prices during the offseason.

The chart below tracks the historical prices from January 2015 to November 2022 for NY11 and the London International Financial Futures and Options Exchange Contract No. 5, which is the world benchmark contract for white sugar.

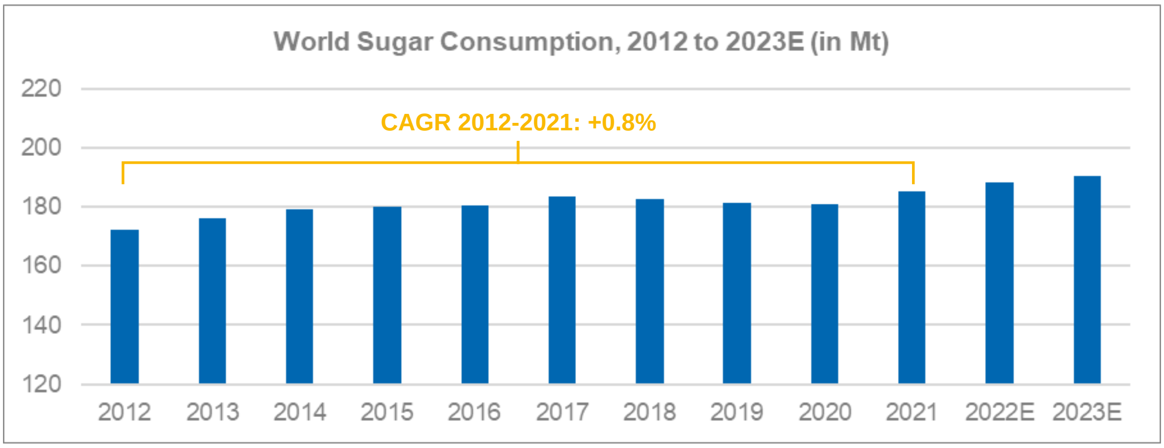


Source: Bloomberg, November 30, 2022

Global Sugar Demand

Through economic cycles, sugar has demonstrated its resilience with yearly growth of approximately 0.8% over the past 9 years. This growth has been primarily driven by growing demand in emerging markets, mainly India and China. In countries with low GDP per capita, marginal gains in household income result in increased consumption of industrialized food that was previously too expensive for poorer consumers. Well-positioned companies are able to sell more sugar to businesses that use sugar as an ingredient, such as beverage companies and candy makers, before selling their own products to end consumers. However, in developed countries, overall sugar consumption is likely to decrease with the adoption of healthier behaviors by the average consumer. Over the next decade, global sugar consumption is expected to continue to grow at a CAGR of approximately 0.9% per year from 2022 to 2031, driven primarily by the increased demand in emerging markets according to the baseline projection released by the OECD and FAO.

The chart below illustrates the historic and projected growth of global sugar demand between 2012 and 2023.



Source: 2012 to 2021 from IHS Markit, International Sugar & Sweetener Report (2021), Vol. 153, N°27, p.4; forecast 2022 and 2023 from LMC International, LMC Sugar Price View, November 2022, p.17

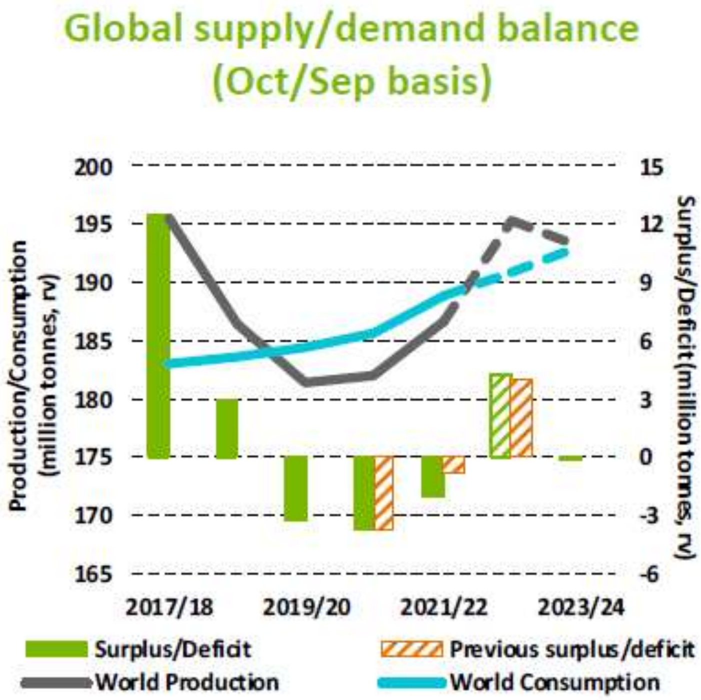
Global Sugar Supply

Global sugar production has increased over the past ten years but has fluctuated significantly from year to year. This volatility is attributable to inconsistent climate conditions, arbitrage opportunities between sugar and ethanol production as market prices for each change (particularly in Brazil), varying levels of industrial investment to meet growing demand and government regulations.

Approximately 63% of the sugar consumed worldwide is produced locally, with the international market for sugar amounting to approximately 68 million tonnes in the 2020/21 crop season. Sugar trade among countries is robust and is shaped by trade regulations in individual countries. Brazil is the world's leading exporter of sugar accounting for 48% of global exports in the 2020/21 crop season. In many cases, import and export figures are drastically impacted by trade policy and companies heavily reliant on exports may be forced to rapidly adjust their strategies. For example, in 2017, China imposed high tariffs on its major suppliers including Brazil. As a result, Brazilian sugar shipments to China fell by nearly 90%. In 2020, China withdrew tariffs, resulting in a 66% increase of sugar imports for the year ending in September 2021 compared to the previous year.

For commodities like sugar, the stock-to-use ratio measures the carryover stock from the previous year's crop as a percentage of the current year's consumption. Taking the low point of each country's stocks, the stocks-to-use ratio has been above average levels in recent years, but we expect it to fall to around average levels by 2022/23.(*source: LMC International, Sugar & Sweeteners Market Report, October 2021*).

The world sugar market has been in balance in terms of supply and demand for the previous two years and is expected to remain as such for 2020/21. The chart below shows the relationship between the yearly supply and demand since 2017/18.



Source: LMC International, LMC World Sugar Price View dated November 2022

Furthermore, the global production from some key sugar producers is expected to increase, as is demonstrated in the chart below.

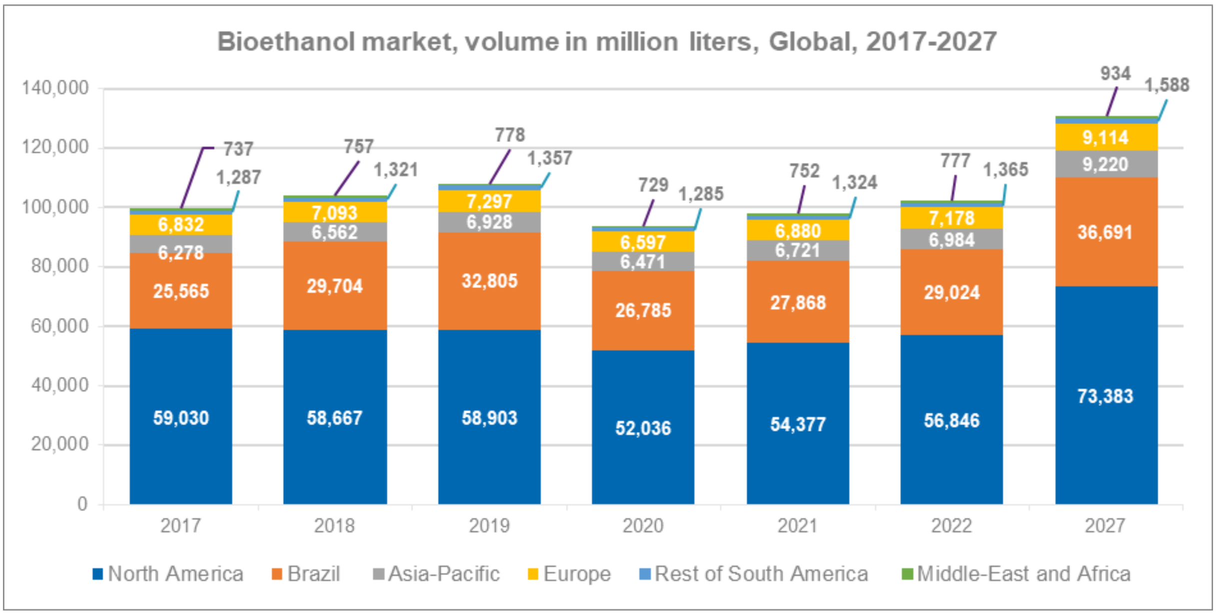
Country	Unit	2020/21	2021/22	2022/23E
Australia	Mt, raw value	4.4	4.1	4.1
CS Brazil	Mt, tel quel	38.4	32.1	32.7
C America	Mt, raw value	5.4	5.8	5.8
China	Mt, white value	10.7	9.6	9.8
EU	Mt, white value	14.8	16.8	15.7
India	Mt, white value	31.2	35.8	35.8
NAFTA	Mt, raw value	14.4	14.8	14.6
Pakistan	Mt, tel quel	5.6	7.8	7
Russia	Mt, white value	5.2	5.5	6.3
Thailand	Mt, tel quel	7.4	10	11.9

Source: LMC International, LMC World Sugar Price View dated November 2022

Ethanol

Global production and consumption of ethanol is widely projected to rise independently of the ethanol/sugar equilibrium described above in the coming years with increasing opportunities for growth in both established markets and new economies. Multinational companies continue to make investments in the U.S. and Brazil where support for biofuels has been historically strong. Investments in ethanol will likely continue to increase as companies respond to consumers who are more conscious of the environmental benefits of biofuel and novel uses for ethanol other than fuel continue to be developed.

The chart below shows the growth in global bioethanol production since 2017 and its growth forecast through 2027.



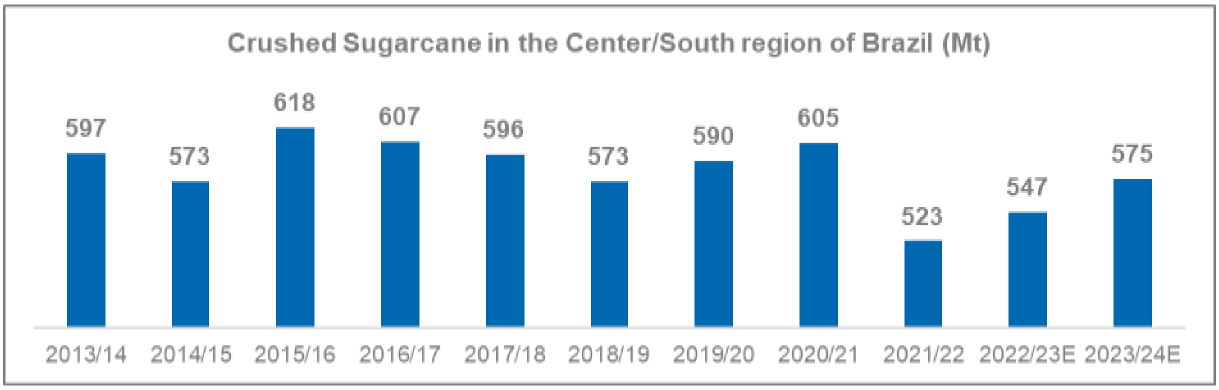
Source: A leading market research firm

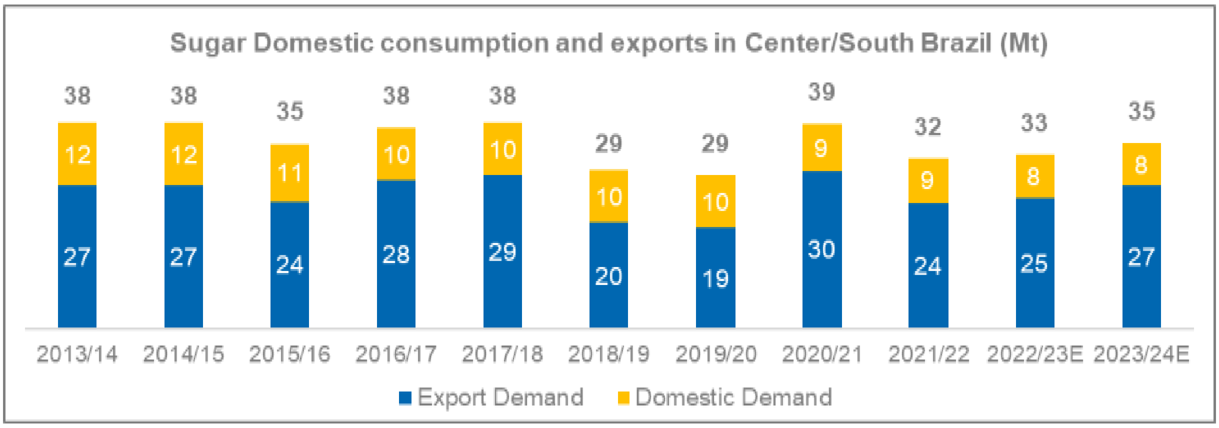
Major Market Focus: Brazil

In the 2020/2021 crop season, Brazil has been one of the world's preeminent markets for sugar production with 38.4 million tonnes of sugar produced. Our primary competitors in Brazil in the production of sugar and ethanol include Raizen, Cosan Limited, Sao Martinho S.A and Biosev.

Since 2013/2014, sugar production in Brazil has experienced stable growth. The majority of this production has continued to go towards exports, with only approximately one-third used for domestic consumption in the

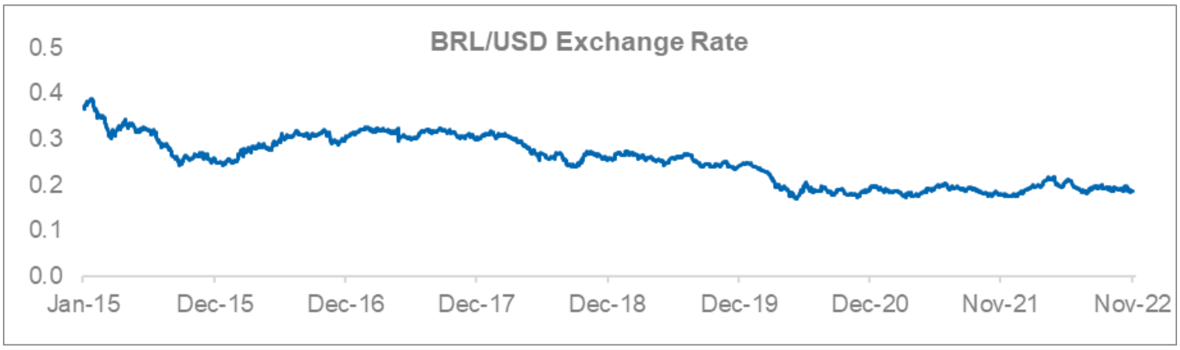
2020/2021 crop season. The charts below illustrate trends over time for both sugar production growth and domestic consumption versus exports.



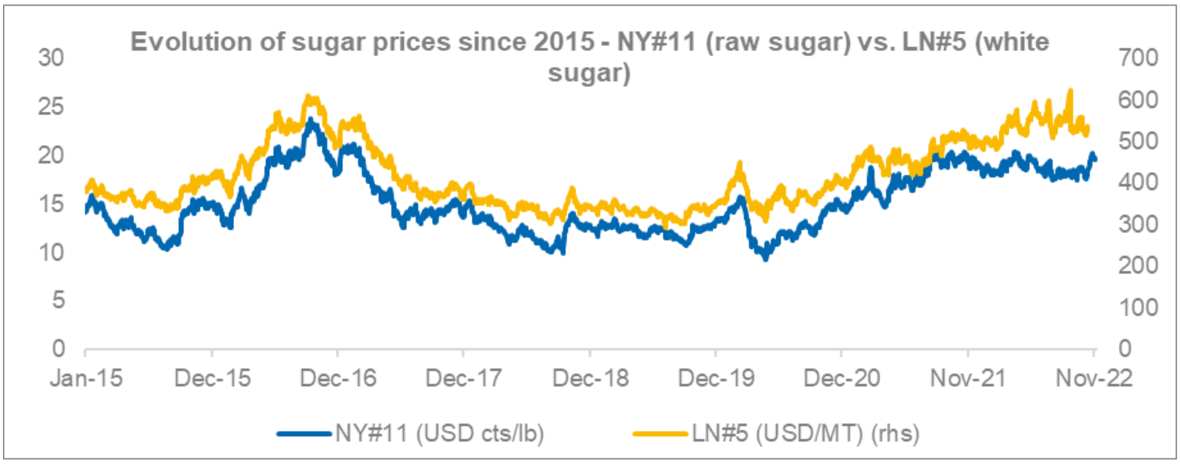


Source: LMC International, LMC World Sugar Price View, Brazil Balance, November 2022

The first chart below illustrates the evolution of the BRL/USD rate since January 2015. The second chart illustrates the evolution of world sugar prices in USD since January 2015. The combination of these two data points shows that recently, sugar prices (in BRL terms) have been favored by the increase of prices in USD and the depreciation of the BRL against the USD.

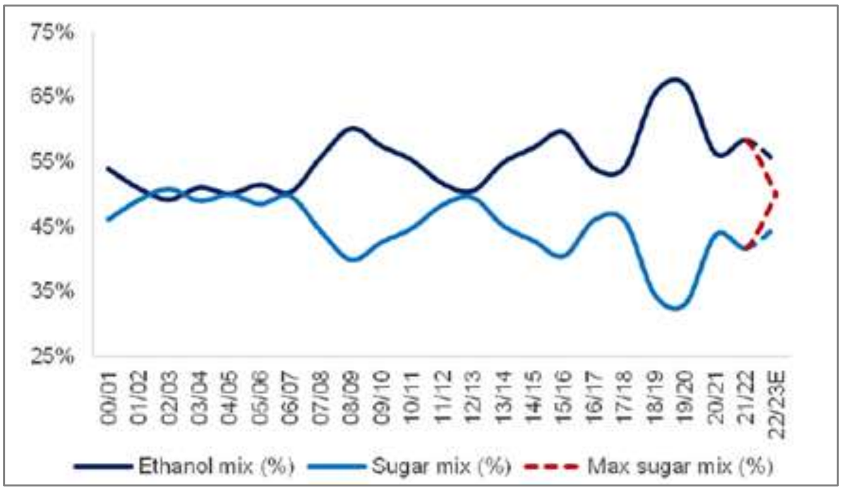


Source: Bloomberg, November 30, 2022



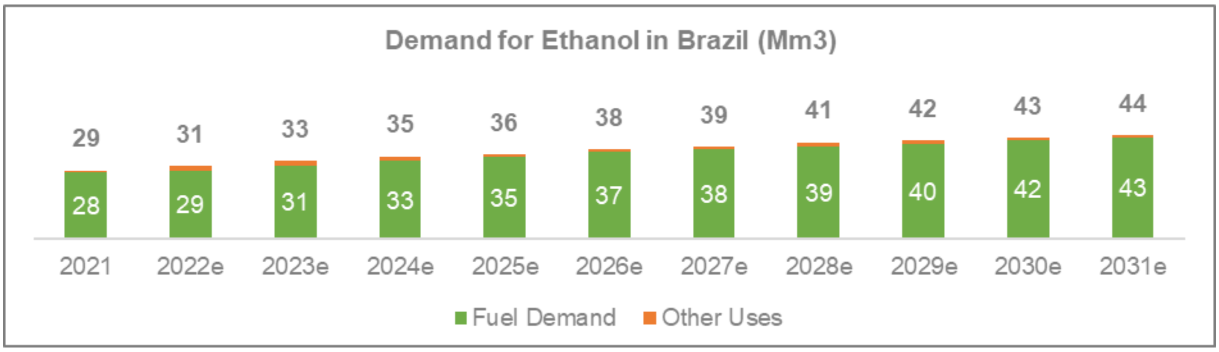
Source: Bloomberg, November 30, 2022

Production mills in Brazil have unparalleled flexibility to switch production lines between sugar and ethanol allowing both large and small producers to benefit from dynamic arbitrage opportunities. Furthermore, the Brazilian government has strongly supported ethanol production through subsidies, R&D support, mandatory ethanol blending in gasoline and a ban on diesel cars and, more recently, with the introduction of the RenovaBio program.



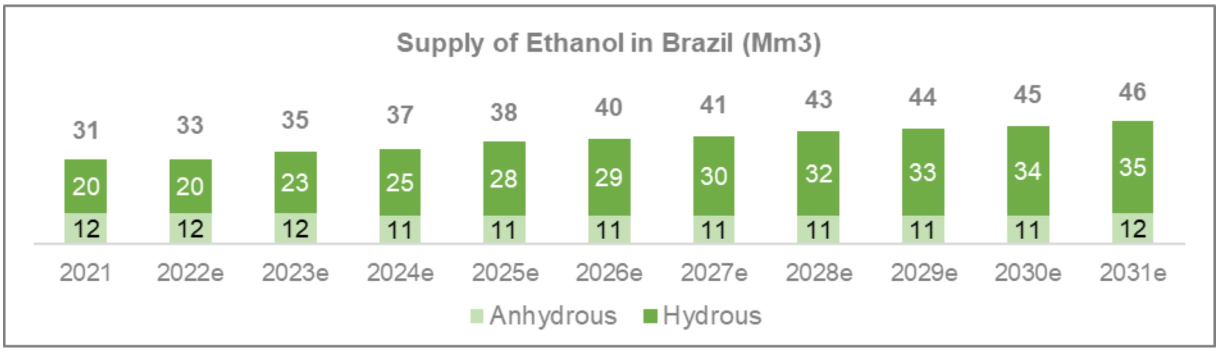
Source: BTG Pactual – Brazilian Sugar & Ethanol – 10 June 2022

Brazil remains one of the most promising markets for ethanol. Demand for ethanol in Brazil is expected to grow by approximately 52% by 2031 (Brazilian Ministry of Mining and Energy (*Ministério de Minas e Energia*), *Plano Decenal de Expansão de Energia 2031*), as shown in the chart below.



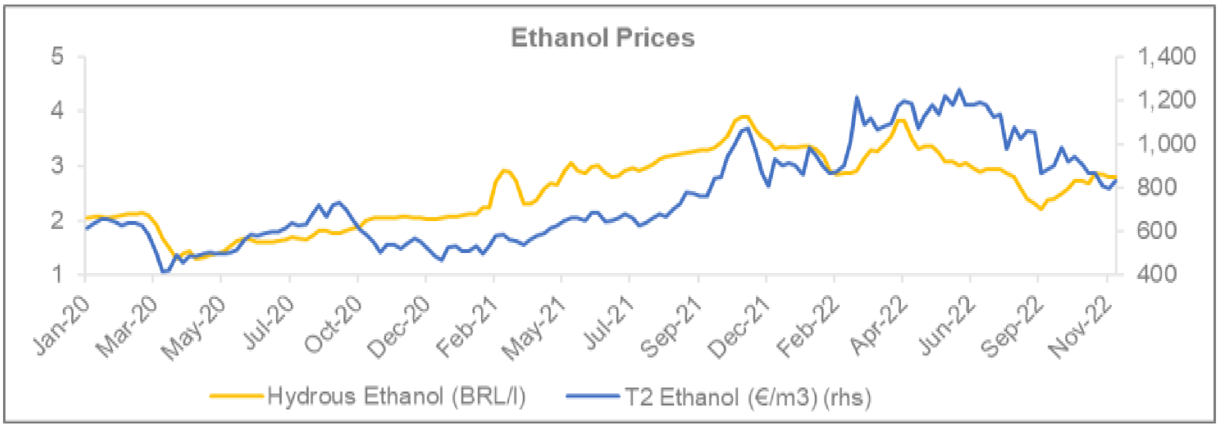
Source: Brazilian Ministry of Mining and Energy (Ministério de Minas e Energia), Plano Decenal de Expansão de Energia 2031

The anticipated growth in demand is to be driven largely by the development of local consumption of ethanol, bolstered by the implementation of RenovaBio. According to the Brazilian Ministry of Mining and Energy, this demand is anticipated to be met with an expected step up in supply, as shown in the chart below.



Source: Brazilian Ministry of Mining and Energy (Ministério de Minas e Energia), Plano Decenal de Expansão de Energia 2031

We believe that the evolution of ethanol prices in Brazil are also supported by the evolution of global crude oil prices. The graphic below demonstrates the changes in the prices of Hydrous Ethanol in Brazil and T2 Ethanol globally from January 2020 through November 2022.



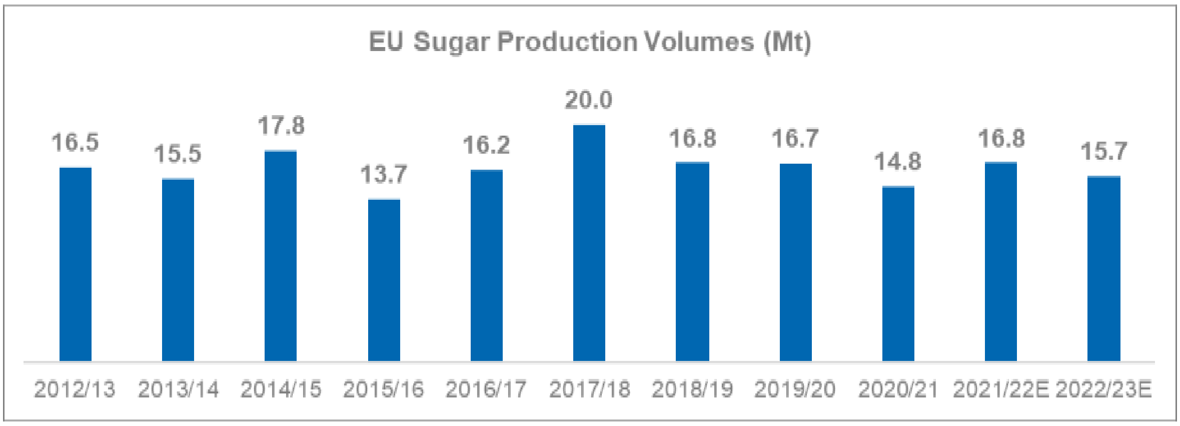
Source: Bloomberg, November 30, 2022

Favorable government policies, a strong market for flex-fuel vehicles and a diverse array of end consumers will each account for a part of the demand growth. The RenovaBio program, which aims at creating a market-based mechanism that provides incentives for ethanol production and distribution to accelerate carbon footprint reduction, will be particularly influential in coming years as biofuel producers will need to be certified by the national government and must invest heavily in reducing their carbon footprint. We believe we are well-positioned to benefit from the RenovaBio program due to our significant investments in CSR and sustainable production which have allowed us to obtain the certification for our seven plants to participate in the program with high levels of performance. In addition, efficient sugarcane processors, with Tereos at the forefront, have developed an additional process called cogeneration through which they are able to generate renewable electricity. This process occurs when dry, pulpy residue left behind after the juice is extracted from sugarcane, the bagasse, is burned in a furnace to generate steam at a boiler in production mills. With Tereos' advanced technological capabilities, the energy output can be increased to create self-sufficient mills and excess electricity can be sold to local power grids.

Major Market Focus: Europe

In contrast to the Brazilian market, sugar and ethanol in the EU are primarily produced from sugar beets. The EU has remained the second largest consumer of sugar in the world even as production levels have fluctuated widely due to climate conditions and the removal of production quotas. Demand for sugar in the EU and UK combined is expected to remain stable between the 2021/2022 season and the 2022/2023 season at 18.0 million tonnes. When production quotas were removed in 2017, sugar beet production increased under a combination of increased acreage dedicated to sugar beet and favorable weather conditions, which resulted in excess production and a sharp price decline. While production has since stabilized, end consumers have been the ultimate beneficiaries as they have been able to procure sugar from EU producers at much lower prices than in previous years. Coca-Cola, for example, realized substantial savings following the removal of production quotas. Our primary competitors in Europe in the production of sugar include Südzucker, Nordzucker, Cristal Union and Cosun.

The chart below shows sugar production volumes in the EU since 2012/2013.



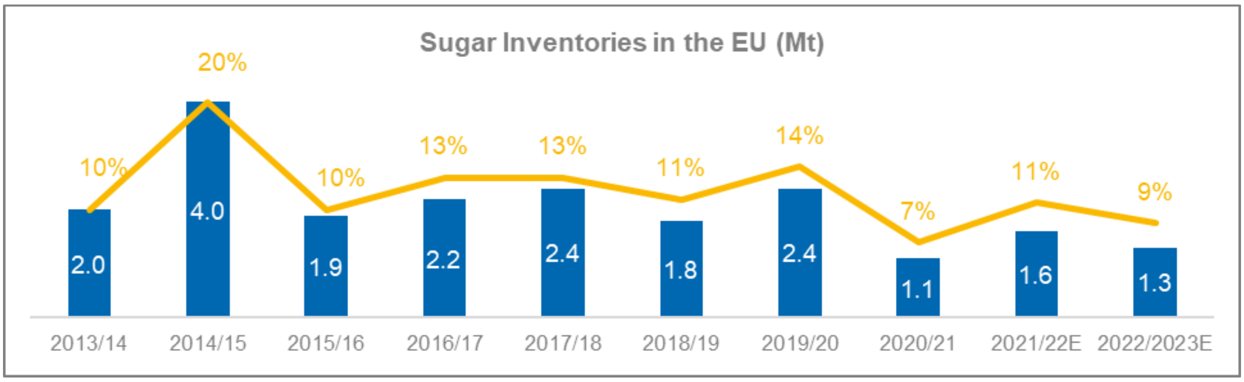
Source: LMC International, LMC EU Sugar Market Monitor (April 2022) from 2012/13 to 2020/21 and LMC World Sugar Price View, EU and UK, November 2022 (p.14) for 2021/22 and 2022/23

After the 2017/18 record season in terms of production, the market, following a reduction in growing area and a reduction in production capacity due to plant closures, returned to a more balanced supply and demand dynamic since the 2018/19 season and is expected to remain balanced or in deficit in the 2022/23 season, as shown in the chart below.

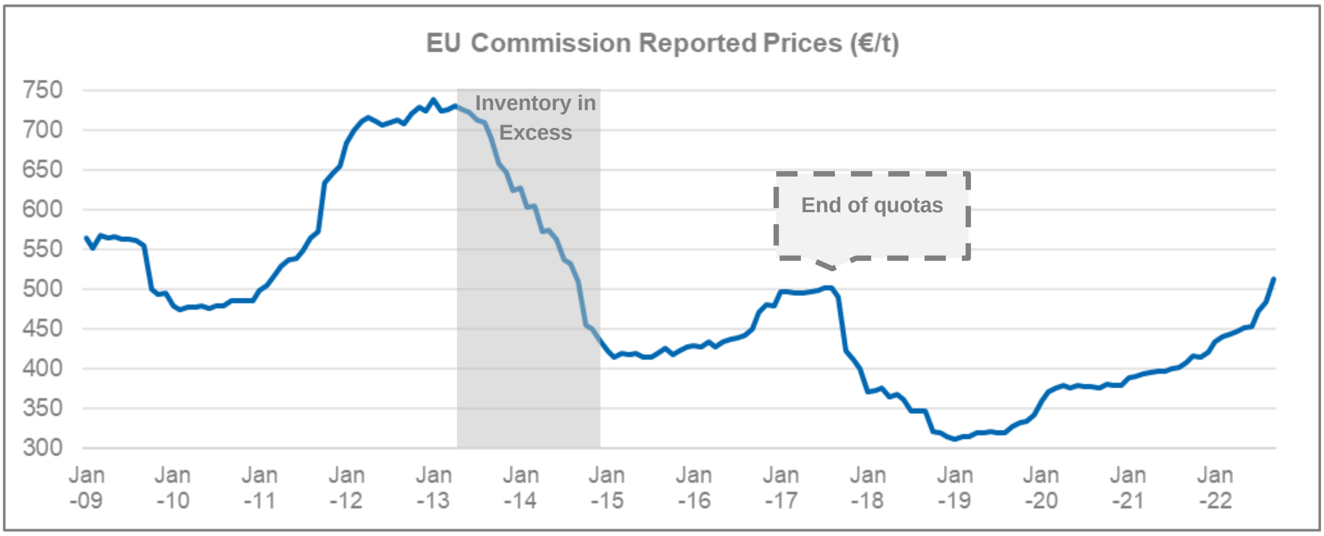
(Mt, white value)	2020/21	2021/22	2022/23E
Production	14.8	16.8	15.7
Imports	2.2	2.4	3
Consumption	17	18.0	18.0
Exports	1.0	1.0	0.7

Source: LMC International, LMC World Sugar Price View, November 2022

Moreover, since the end of the quota regime, sugar inventories in Europe have significantly decreased and are expected to remain below 2Mt and there has simultaneously been a normalizing trend in prices, both of which are demonstrated in the following charts. The chart showing the EU Commission reported prices shows invoiced prices rather than negotiated spot prices, so there is a lag between the prices reported in the chart and ongoing price negotiations in the market.

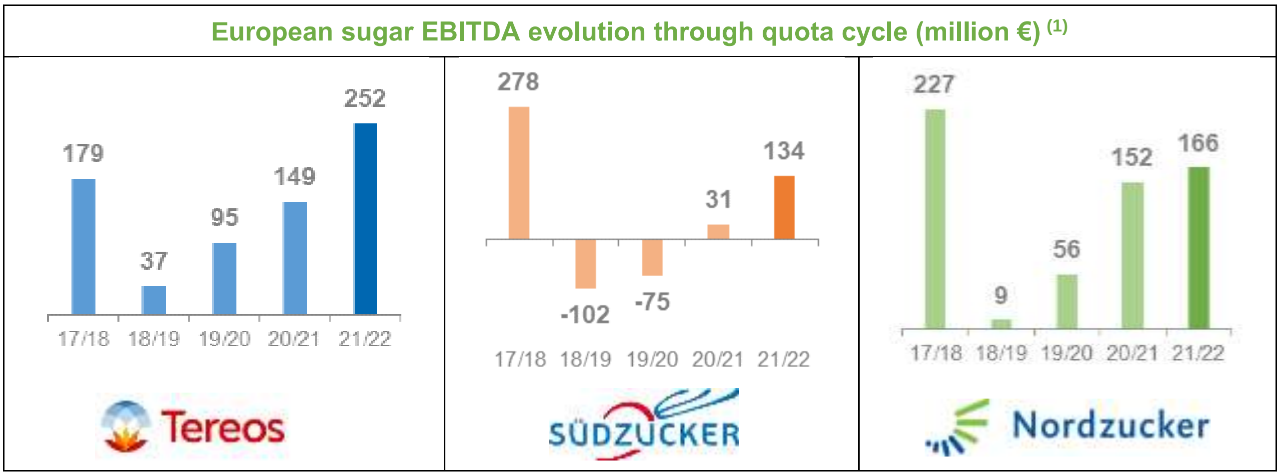


Source: EU Commission DG AGRI Dashboard Sugar - September 2022



Source: EU Commission Price Observatory, Monthly Average price for white sugar within the *Community, 2009-2022YTD (September 2022)*

Through the quota regime cycle, some of the largest European sugar players have experienced decreases in EBITDA followed by slowly recovering EBITDA levels, which are shown in the chart below.

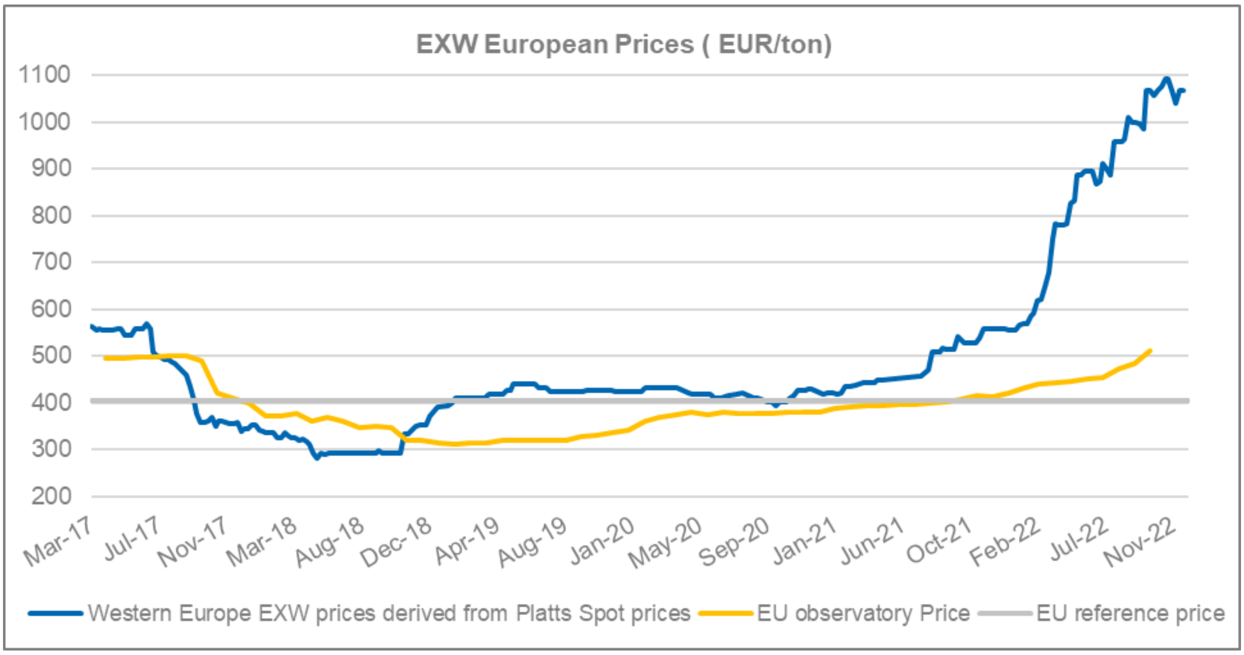


Sources: Sudzucker annual report; Nordzucker annual report

(5) Tereos - European sugar segment ; Südzucker – Sugar segment (company's entire production capacity is located in Europe) ; Nordzucker – European sugar segment (excluding Australian sugarcane operations).

For the crop 2020/21, the prohibition of neonicotinoids and the return of jaundice in several European countries limited the production of sugar, driving spot prices up above 550€/t. As per usual, the increase in price of the EU Commission reported price followed with a time lag, exceeding the EU reference price of 404€/t in October 2021 for the first time since December 2017, right after the end of the quotas.

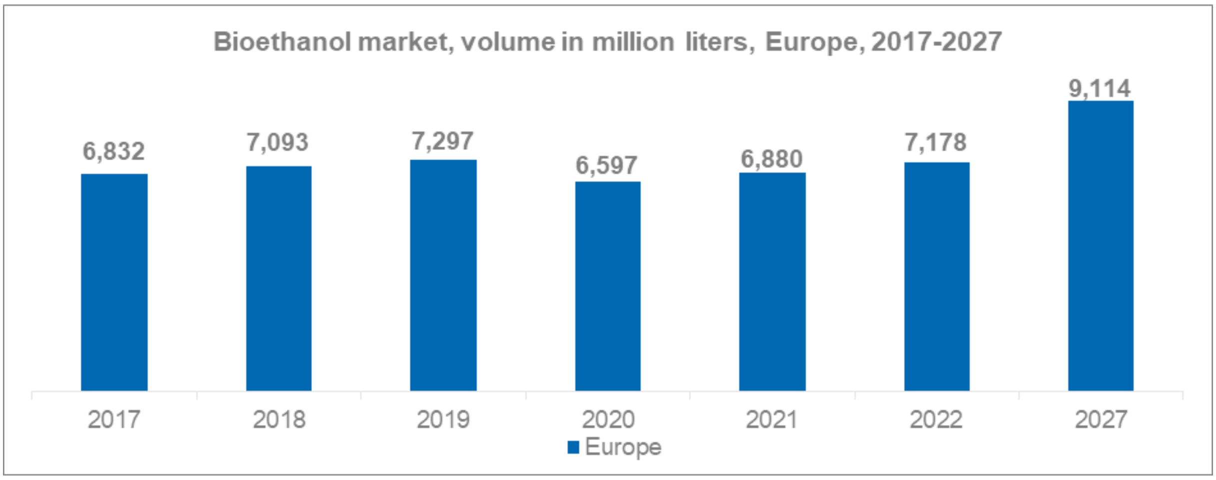
The chart below shows the EU spot prices and EU commission prices since March 2017:



Sources: EU Commission; Platts

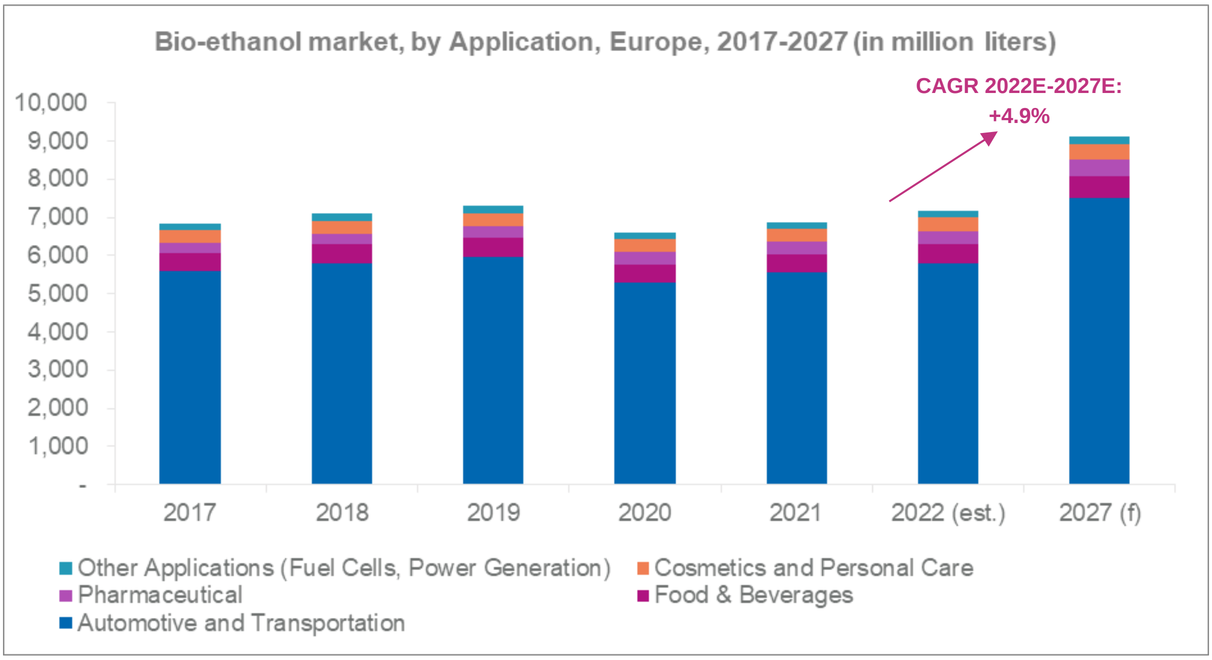
The ethanol market in the EU, meanwhile, is smaller yet more diversified than the market in Brazil. Non-fuel applications for ethanol in the food and beverages, cosmetics, perfume and pharmaceutical industries represented 29% of the demand in Europe in 2021. Bolstered by favorable regulations (including tax incentive schemes or the Renewable Energy Directive II requiring fuel suppliers to supply a minimum of 14% of the energy consumed in road and rail transport as renewable energy by 2030) and increasing investment by major industry competitors, biofuels are expected to become an increasingly important aspect of the EU market. Competitors are expected to invest substantially in R&D efforts in non-fuel uses for ethanol in coming years.

The charts below illustrate the strong expected growth within the European ethanol market.



Source: A leading market research firm

The chart below shows the evolution of European ethanol demand and illustrates how demand is also significantly driven by non-fuel sectors.



Source: A leading market research firm

Starch, sweeteners & renewables

We produce a variety of Starch, Sweeteners & Renewables products which are derived from corn, wheat and cassava, among other agricultural products. An important carbohydrate for the human diet, starches are insoluble in cold water and swell to different degrees based on the temperature they are exposed to. Starches are useful in a diverse range of food products and industrial applications and can be adapted for many functionalities.

Native and Modified Starches

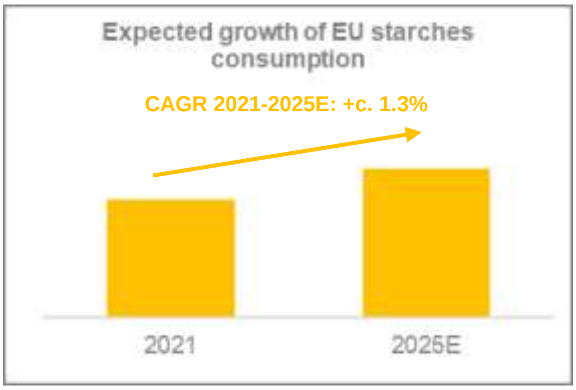
Global consumption of starch products has been strong since 2000, driven primarily by increased demand throughout Asia. Projections of starch consumption through 2025 indicate that production will need to increase by an additional 5 million tonnes to meet higher demand primarily from China, Indonesia, India and Europe. This growth is primarily driven by dynamic market sub-segments such as prepared and packaged foods in emerging markets, increased use of packaging material across the world and the development of the bioplastic segment. The largest regional producers of starch are China, Europe, Thailand and the U.S. Our principal competitors would typically include Cargill, Ingredion, Agrana, ADM and Roquette in Europe.

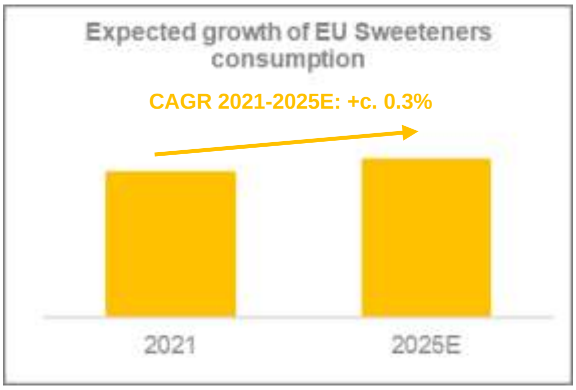
Weather risks are a key concern in the production of starch products as repeated droughts cause shortages in the crops from which starch is extracted. On the other hand, heavy rains can also cause major problems for producers. Therefore, market participants must prepare for volatile prices of raw materials. Corn prices have increased substantially over the past two years. This price increase in 2021 was the result of the combination of a strong demand in particular in China and lower supply notably due to poor corn crops in Brazil. This situation created an upward price pressure on the wheat market.

Sweeteners

Many sweeteners are also derived from starch. For example, dextrose is produced through a complex process called enzymatic hydrolysis. Demand for sweetener products is also expected to maintain sustained growth through 2025. However, a decline in the specific demand for high fructose syrup is also expected to cause many companies to shift their strategies away from its production. The global sweetener market is highly fragmented. Firms compete primarily through product differentiation, price, quality, distribution, and marketing and have production facilities located around the world.

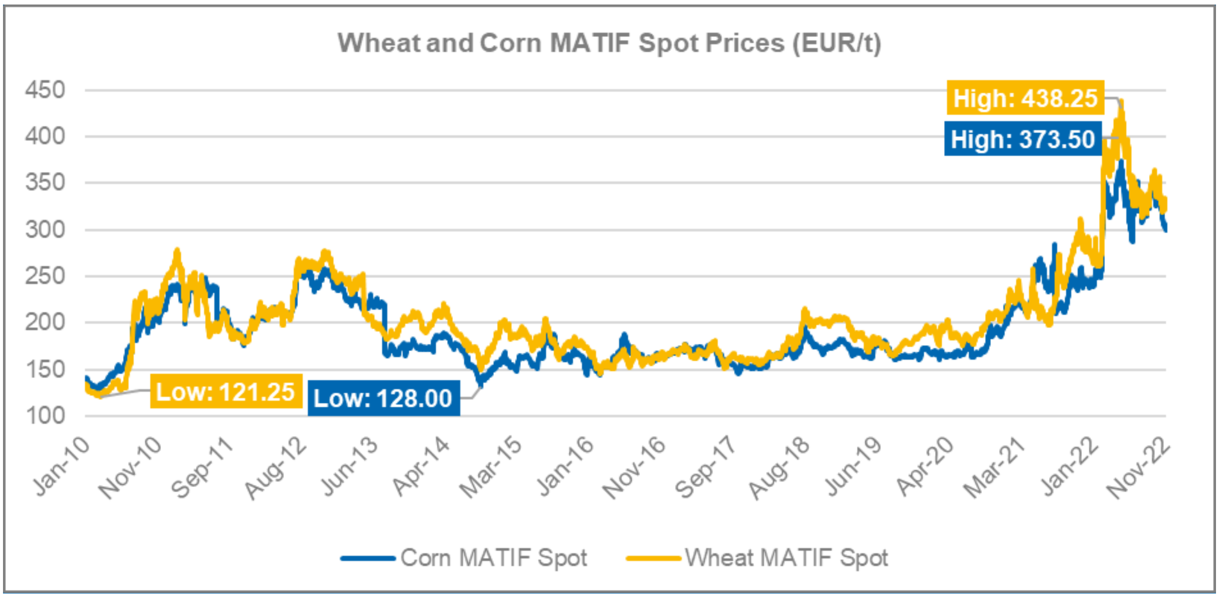
The charts below show the expected growth of the EU consumption of starches and sweeteners.





Source: management estimates based on reports from third party industry specialists

The chart below shows worldwide wheat and corn prices, which have recently increased and are expected to remain high as a result of the ongoing war in Ukraine:



Source: Bloomberg, November 30, 2022

Other Products

Co-production

Advancements in technologies and process improvements have allowed many sugar producers to develop an additional revenue source through the co-production of electricity from the byproducts of sugar and ethanol production. Bagasse is a waste product formed during the sugar production process which is burned to generate electricity. Vinasse and sugar beet pulps can also be used in the production of biogas. These renewable energy sources allow many sugar producers to operate self-sufficient mills and, in some cases, sell excess electricity back into local power grids. All of our Brazilian plants are energy self-sufficient, meaning that their own biomass-based energy production units are able to supply sufficient energy to run the plant and meet their operational needs. Furthermore, six of our Brazilian plants are able to produce excess energy that may then be sold to the power grid, selling 1,303 GWh of electricity to the grid in the year ended March 31, 2022.

Plant-based Protein

Many sugar producers have already begun expanding their businesses into the market for plant-based protein. Plant-based proteins are used in a variety of food products and come from crops such as soy and wheat. As consumers become more aware of the nutritional benefits of plant-based proteins and shift their consumption preferences away from meat, an increasing number of companies is expected to launch new products and increase investments in plant-based protein production. Wheat protein is also a key ingredient of fish feed, a segment that is growing quickly as consumer preferences shift from meat to fish.

Animal Nutrition

The byproducts of sugar and ethanol production can also be used for animal feed. We have expanded into the animal nutrition sector in order to generate an additional revenue stream and reduce waste from our production processes. The pressed and dehydrated pulps from sugarcane and sugar beet can be cheaply converted for animal consumption.

BUSINESS

History and Development

The origin of our Group dates back to 1932, when founding chairman Paul Cavenne established a cooperative distillery in Origny, France. At the time, the majority of sugar beet cooperatives in France had turned their attention to alcohol production, as alcohol was becoming increasingly popular as a fuel source. In 1951, Jean Duval, managing director of the cooperative, established a sugar refinery at the site, forming the basis of our modern operations.

In 1984, Philippe Duval succeeded his father to become CEO of the Origny refinery and distillery. Under his influence, the Group started to produce liquid sugars in late 1987, and throughout his tenure as CEO, the Group saw an increase both in the volume of sugar that it processed and the number of cooperative members that formed part of the Group.

Product Diversification and National Expansion

During the 1990s, the Group experienced a strong wave of domestic expansion, which laid the foundation for our development as a global player in the agro-industrial sector. In 1990, the Origny-Sainte-Benoîte and Vic-sur-Aisne cooperatives merged to create Sucreries et Distilleries de l'Aisne ("**SDA**"), forming one of the largest sugar beet cooperatives in France at the time.

In 1992, SDA embarked on international expansion for the first time with an investment in what is now Tereos TTD a.s., the leading producer of sugar in the Czech Republic by volume. Over the following years, we made significant investments in France and throughout Europe, including a partnership with Jungbunzlauer (an Austrian industrial group specializing in fermentation products and citric acid) for the creation of Syral (now known as Tereos Starch & Sweeteners Europe) as well as the creation of Union SDA in France.

In 2000, the Group made the strategic decision to enter the Brazilian market through a joint venture with Cosan, a leader in sugarcane processing.

In 2001, we further expanded our sugarcane business with the acquisition of the Bourbon Group's interests in various sugar refineries in Réunion Island. Through this acquisition, we became a majority shareholder in Sucrerie de Bois Rouge and Eurocanne while acquiring significant interests in the Le Gol sugar plant and Loiret Haëntjens.

International Development: Becoming a Global Player

In 1969, we entered the Brazilian market, which was then the world's leading country for producing sugar and alcohol, through a partnership agreement with the Cosan group, the leading Brazilian sugar producer. In 2002 and 2003, we acquired the Béghin Say sugar business and the Béghin Say consumer brand, which significantly increased the size of the Group. Béghin Say had also a long track record in the sector and started its very first operations in 1812 with the first distillery of Louis Say in Nantes. As a result of the acquisition, the number of cooperative members grew to 9,500 while the number of sugar beet refineries and distilleries in France increased from five to ten. With the acquisition Béghin Say, we also acquired the Brazilian company, Guarani, along with its two mills Severinia and Cruz Alta. These acquisitions were instrumental in expanding our international operations and diversifying our geographic reach. In 2002, as a result of these significant developments, we adopted the Tereos name and a new corporate identity.

In 2004, we acquired Sodes, a company based in Lillebonne, France, which specialized in synthetic alcohol production, and is now incorporated into our subsidiary Tereos Starch & Sweeteners LBN.

In 2006, through Guarani we acquired the São José sugar mill and the Tanabi site (which produces ethanol). In the same year, we merged with Sucreries et Distilleries des Hauts de France, acquiring its three sugar plants. We also expanded into Mozambique in partnership with a Mauritius sugar producer with a view to growing and transforming sugarcane into sugar and acquired 100% of Syral in partnership with certain cereal cooperatives.

In 2007, under the leadership of Alexis Duval as International Officer of Tereos, we accelerated the expansion of our Brazilian operations by acquiring the Andrade sugar and ethanol production facility, which we believe helped us to become the third largest sugarcane processor in Brazil at the time of the acquisition (JornalCana, *Açúcar Guarani usará recursos de oferta de ações para comprar a usina Andrade*, June 2006, Group estimates). That same year, we listed our Brazilian operations on the São Paulo stock exchange. In addition, we acquired five starch and glucose facilities in Europe from Tate & Lyle through our subsidiary Syral. We believe that this acquisition helped us become Europe's third largest starch producer by volume at the time of the acquisition. Moreover, after creating Tereos BENP in 2007 (in partnership with certain cereal cooperatives, now Tereos Starch & Sweeteners LBN), we launched a greenfield wheat ethanol production in Lillebonne and built a new distillery in Origny to produce potable alcohol and ethanol from sugar beet.

In 2009, we grew our European sugar operations further through an industrial and commercial partnership with Spanish cooperative Acor.

In 2010, we continued to expand our Brazilian activities through the acquisition of a 50% stake in the Vertente sugar mill as well as the Mandu factory. In the same year, we founded Tereos Internacional, a company combining our Brazilian sugarcane and cereal processing activities and subsequently listed the company on São Paulo's BM&FBovespa exchange, becoming our new listed entity in Brazil. In the same year, we started a partnership with global multinational Petroleo Brasileiro (Petrobras), which invested in our sugarcane activities over a five-year period.

In 2010, through our acquisition of Quartier Français, we became part owners of the Tanganyika Plantation Company, a sugar factory in Tanzania.

Between 2011 and 2013, we continued to expand and diversify our geographical footprint. We entered into a partnership with Wilmar, one of the largest processors of agricultural products in Asia, to develop cereal transformation activities in China through the construction of the Dongguan plant and the acquisition of a 49% stake in the Chinese Tieling starch plant. In September 2021, we announced the divestment of our 49% stake, which was completed in November 2021, to Liaoning Yihai Kerry Tereos Starch Technology Co Ltd. and Dongguan Yihai Kerry Syral Starch Technology Co Ltd. During the same period, we also acquired a cassava-based starch plant Halotek in Brazil for our first foray into the Brazilian starch market, acquired a distillery in the Czech Republic and completed the acquisition of the Ludus sugar plant in Romania.

In 2014, we further expanded into Asia by acquiring a controlling 50% stake in the Indonesian company Redwood Indonesia (now PT Tereos FKS) through a joint venture with the Indonesian agro-industrial group, FKS Group. Redwood Indonesia was the country's only corn starch facility at the time of the acquisition.

In 2015, we created Tereos Commodities Suisse, with the intention of becoming a global player in the international distribution of white sugar. In the same year, we strengthened our European distribution operations through the acquisition of Napier Brown, which was then the largest independent sugar distributor in the United Kingdom.

In 2016 we successfully carried out a public tender offer for all outstanding shares of Tereos Internacional, and subsequently delisted the company. In 2017, we repurchased Petrobras' 45.9% stake in Guarani and in doing so, became the sole owner of the company (now Tereos Açúcar e Energia Brasil).

On March 5, 2018, Tereos UCA and its ten upstream cooperatives (which include the Sucreries et Distilleries de l'Aisne, the Coopérative Betteravière d'Artenay, and the Société Betteravière de Picardie) merged into Tereos SCA to create a single agricultural cooperative company (*société coopérative agricole*). In the same year, we also entered into a strategic logistics partnership with VLI Group, one of the largest railway operators in Brazil that provides logistic solutions to agribusiness, steel and industrial producers in Brazil.

In 2019, we sold our 50% interest in the Sedamyl S.p.A and Sedalcol UK Ltd starch processing plants to former joint venture partner ETEA, while purchasing ETEA's 50% interest in the Nesle distillery in Sedalcol France (now Tereos Grain Alcohols France). This acquisition allowed Tereos to fully optimize the Nesle plant's production of wheat based starches and proteins while gaining 100% control of the site's alcohol and ethanol production assets.

In November 2021, we exited the Chinese starch and sweeteners market by divesting our stakes in both Liaoning Yihai Kerry Tereos Starch Technology Co. Ltd. (49% stake) and Dongguan Yihai Kerry Syral Starch Technology Co. Ltd. (49% stake) to a local business partner, Yihai Kerry Arawana Holdings Co. Ltd., a Wilmar Group owned subsidiary.

In February 2022, we sold our 11.7% stake in our Belgian malt holding Copagest to our French partner, Axereal. We simultaneously bought back the 2.8% stake owned by Axereal in Tereos Agro-Industries.

In March 2022, we sold our subsidiaries Sena Holdings Limited, Companhia de Sena and Sena Lines in Mozambique to Mars, a company based in Mauritius.

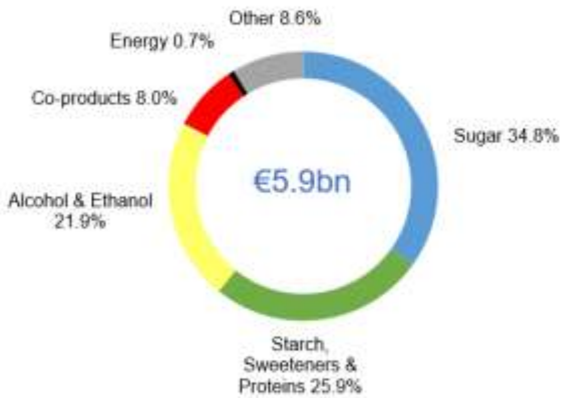
Operating Segments, Geographies and Products

Our operations are organized into four operating segments:

- Sugar & Renewables Europe;
- Sugar & Renewables International;
- Starch, Sweeteners & Renewables; and
- Others.

Each operating segment operates across multiple regions and includes several products, among which sugar accounted for 36.2% of our total revenue for the six months ended September 30, 2022.

The chart below presents our revenue breakdown by product for the twelve months ended September 30, 2022.



Sugar & Renewables Europe

Our Sugar & Renewables Europe operating segment includes our sugar beet processing activities in France (including attached distilleries) and the Czech Republic; our sugar refining operations in Spain; and our sugar packing operations in Europe. We believe that we are among the top three European sugar beet processors by volume.

For the six months ended September 30, 2022, our Sugar & Renewables Europe operating segment had revenues of €1,061.7 million.

In addition, for the six months ended September 30, 2022, our Sugar & Renewables Europe operating segment sold approximately 1.2 million tonnes of sugar, all of which were sold within Europe. Our Sugar & Renewables Europe operating segment also sold approximately 253,100 m^3 of alcohol and ethanol over the same period, of which approximately 46,600 m^3 was produced at our facilities in the Czech Republic.

Geographies

Our Sugar & Renewables Europe operating segment operates in the following countries:

- France: France is our oldest and largest market. We have an established presence consisting of nine sugar production plants located primarily in the Northern regions of the country. We also produce ethanol and raw and fine alcohol from sugar beet at five industrial facilities. Our operations in France are ISO 9001 certified.

- Czech Republic: We have operated in the Czech Republic since 1992. We own 62.1% of Tereos TTD, which is the largest producer of sugar in the country by volume, and we operate two sugar plants. We are the main ethanol and alcohol producer in the Czech Republic with a combined annual production capacity at our four production facilities of more than 160,000 m3 per year. We also have a packaging unit in Mělník which handles the packaging of over 90,000 tonnes of retail sugar.

- Spain: In 2009, we entered into a joint venture with Acor, a Spanish sugar beet farmers' cooperative, pursuant to which we established a sugar refining unit with a capacity of approximately 120,000 tonnes of raw sugar per annum and which also has a sugar packing activity. Together with Acor, we jointly operate one of the leading sugar producers in Spain by revenues.

- United Kingdom: In the UK, we operate one packing facility located in the north of England, one of which is a leading packing facility for business-to-customer ("**B2C**") markets with a capacity of approximately 70,000 tonnes. Moreover, our UK operations distributed approximately 55,700 tonnes of sugar for business-to-business ("**B2B**") markets in the six months ended September 30, 2022.

Main products

Our Sugar & Renewables Europe operating segment produces the following categories of products:

- Sugar: We produce solid sugars, including granulated sugar and sugar lumps, as well as liquid sugars for retail and industrial purposes. Approximately 90% of our sugar is sold B2B to our industrial clients, many of which are food manufacturers. The remaining 10% is sold to retail consumers. Our retail operations include white sugar, brown sugar and specialty products in the form of powder or cubes sold to retail chains or catering groups. Our brands benefit from strong market recognition with leading brands such as Béghin Say in France, Whitworths in the UK and TTD in the Czech Republic. Our La Perruche brand is a worldwide luxury brand now available in 50 countries and is generally regarded as top-quality sugar that is served in many high-end locations around the world including hotels, restaurants and cafés. In the 2021/2022 crop season, approximately 61% of our output in Europe was sugar (while approximately 39% was ethanol).

- Ethanol: We produce ethanol from sugar beet (first-generation and advanced ethanol). We produce ethanol for direct use and for ethyl tertiary butyl ether ("**ETBE**") production. We serve global petroleum companies as well as regional distributors, retailers and industrial users with renewable fuel.

- Alcohol: We produce alcohol by processing sugar beet at our facilities in France and the Czech Republic. Sugar is first extracted from sugar beet and then fermented to be transformed into alcohol. We produce different types of alcohol from sugar beet, each of which has differing non-fuel usages. For example, raw alcohol is used as a chemical intermediate for the production of solvents or as an additive in inks or paints; high-purity alcohol (*surfin*) is used in beverages, cosmetics and certain pharmaceutical products; dehydrated high-purity alcohol is used in the pharmaceutical and cosmetic industries; and alcohol containing impurities is used for windshield washers.

- Animal Nutrition: We produce pressed pulps and dehydrated pulps, which are co-products of our sugar, alcohol and ethanol production and are used for animal feed, and vinasses, a by-product of the distillation of alcohol from the sweet juice of sugar beets, which can be used as soil fertilizers. We also process our French cooperative members' alfalfa crop into a range of products for animal nutrition, notably pellets.
- Co-Products: We also produce betaine from beet vinasse at our Origny plant, which is one of the largest betaine production facilities in the world.

Sugar & Renewables International

Our Sugar & Renewables International operating segment includes our sugarcane processing activities in Brazil and several other countries across Africa and the Indian Ocean.

For the six months ended September 30, 2022, our Sugar & Renewables International operating segment accounted for €583.4 million of revenue, with sugar sales of approximately 0.9 million tonnes (including sales through Tereos Commodities Suisse). Moreover, in Brazil, we sold approximately 773 GWh of electricity to the grid and 189,500 m^3 of ethanol to consumers over the same period.

Geographies

Our Sugar & Renewables International operating segment operates in the following regions:

- Brazil: Our Brazilian operations primarily consist of sugarcane crushing activities and production of sugar, ethanol and electricity from bagasse (sugarcane residue). For the six months ended September 30, 2022, our total volume of crushed sugarcane in Brazil amounted to approximately 13.5 million tonnes, of which approximately 6.6 million came from sugarcane grown by us. For the six months ended September 30, 2022, we sold approximately 566 GWh of the electricity that we produce. We operate seven industrial facilities with an average crushing capacity of approximately 99.4 Ktonnes per day. All of our Brazilian plants are energy self-sufficient, meaning that their own biomass-based energy production units are able to supply sufficient energy to run the plant and meet their operational needs. Furthermore, six of our Brazilian plants are able to produce excess energy that may then be sold to the power grid.
- Réunion Island: In 2010, we acquired the sugar operations of *Groupe Quartier Français*, which was then the largest sugar producer in Réunion Island. The two sugar plants that we acquired operate at an overall production capacity of approximately 1,800 tonnes of sugar per day. The acquisition enabled us to become the leading player in the Réunion Island sugar market. We also produce electricity from bagasse through our co-generation units in Albioma Le Gol and Albioma Saint-Pierre, which are operated in joint venture with the Albioma group. Through our operations in the Indian Ocean, we also engage in the import, storage and distribution of specialty sugars and agricultural commodities throughout Europe.
- Africa: Since 2010, we have expanded our operations in Tanzania and Kenya through a joint venture with the Mauritius-based Alteo group. In Tanzania, we processed approximately 1.0 million tonnes of sugarcane during the 2021/2022 crop season and produced more than 103,500 tonnes of sugar over that same period. In Kenya, we produced approximately 102,000 tonnes of sugar in 2021.

Main products

Our Sugar & Renewables International operating segment produces the following categories of products:

- Sugar: We produce raw sugar (also referred to as VHP or Very High Polarization sugar), crystal, granulated, amorphous, liquid and inverted liquid sugars, under various specifications and packaging modes. Our industrial customers include established companies in the food and beverage industries. We also sell raw sugar, such as granulated sugar, special granulated sugar, icing sugar and coating sugar. In the 2021/2022 crop season, approximately 30% of the sugar we produced in Brazil was white sugar. For the six months ended September 30, 2022, we exported approximately 71% of the sugar we produced in Brazil.

- Ethanol: We produce anhydrous and hydrous ethanol. Anhydrous ethanol is used as an additive for gasoline and supplied to gas stations. Hydrous ethanol is sold directly to fuel distributors and supplied to gas stations for direct use in vehicles.

- Electricity: We produce electricity from bagasse. For the six months ended September 30, 2022, we produced approximately 1% of all Brazilian sugarcane biomass-related energy installed capacity.

Starch, Sweeteners & Renewables

Our Starch, Sweeteners & Renewables operating segment produces a variety of starch-based products and ingredients, such as native starches, modified starches, sweeteners and plant-based proteins used in a wide range of industries, including in the food and beverages, paper, cardboard, pharmaceutical, green chemistry and animal feed industries. We also process cereals into alcohol and ethanol. We benefit from a diversified raw material mix in Europe, of which wheat, corn and potatoes represented approximately 67%, 30% and 3% of our raw materials used by volume, respectively, for the six months ended September 30, 2022.

For the six months ended September 30, 2022, our Starch, Sweeteners & Renewables operating segment accounted for €1,197.5 million of revenue. Over the same period, we processed approximately 1.9 million tonnes of cereals and tubers in our plants consolidated perimeter. Our alcohol and ethanol production from cereals amounted to approximately 159,000 m^3 for the six months ended September 30, 2022.

Geographies

Our Starch, Sweeteners & Renewables International operating segment operates in the following regions:

- France: In France, we produce starch-based products, alcohol, bio-ethanol, plant-based proteins and animal nutrition products from wheat, corn and potatoes. Our French facilities have a processing capacity of approximately 1.9 million tonnes of wheat, 0.6 million tonnes of corn and 0.5 million tonnes of potatoes per year.

- Belgium: In Belgium, we produce starch-based products, bioethanol, plant-based proteins and animal nutrition products from wheat. Our facility in Belgium has a processing capacity of approximately 0.8 million tonnes of wheat per year.

- Spain: In Spain, we produce starch-based products, plant-based proteins and animal nutrition products from corn. Our facility in Spain has a processing capacity of approximately 0.4 million tonnes of corn per year.

- Asia: In 2012, we commenced operations in China by entering into a partnership with the Wilmar Group. In 2013, we expanded our starch production capacity through the acquisition of the Tieling plant in Northern China, which has provided additional processing capacity of approximately 1 million tonnes of corn per year. In September 2021, we announced the divestment of our 49% stake, which was completed in November 2021, to Liaoning Yihai Kerry Tereos Starch Technology Co Ltd. and Dongguan Yihai Kerry Syral Starch Technology Co Ltd.

In 2014, we established our presence in Indonesia through the acquisition of a 50% stake in Redwood Indonesia in joint venture with the FKS Group. Our Indonesian joint venture, Tereos FKS Indonesia, has a processing capacity of approximately 450,000 tonnes of corn per year and includes a diversified product portfolio including a maltodextrin line and a glucose line. We have since further strengthened our product diversification by adding fructose to our production lines.

Main products

Our Starch, Sweeteners & Renewables operating segment produces the following categories of products:

- Native and modified starches: We produce native starches, which are used as binding, texturizing, thickening, stabilizing and gelling agents. Native starches are used in the retail and industrial food sectors to create sauces, desserts and milk-based drinks, cookies and other snacks. Native starches are also used in technical applications such as paper coating and the manufacturing of plaster casts and glues. We also produce modified starched for the food industry, where it is used in microwavable meals and dehydrated soups, and in the industrial sector.

- Sweeteners and other starch derivatives: We produce a wide range of sweeteners including, glucose, dextrose, fructose, maltodextrins and polyols. Glucose syrups are widely used in the confectionery sector. Maltodextrins and dehydrated glucoses, produced from the dehydration of glucose syrups, are typically used in sports nutrition and enteral nutrition (*i.e.*, tube feeding). We also produce polyols, such as sorbitol, maltitol and mannitol. Sorbitol, a dextrose derivative, is used in the food-processing, hygiene products (including dental), automotive, and cosmetics industries. Maltitol, a maltose derivative, is primarily used in food production, while mannitol is primarily used in pharmaceutical applications.

- Plant-based proteins: We produce plant-based proteins from wheat, corn, and potato, which are used in the food, industrial and animal feed industries. Plant-based proteins, which offer an alternative to animal protein, are used in a variety of applications including bakery, beverages, sport and clinical nutrition, meat alternatives, ready meals, aquaculture and young animal feed.

- Ethanol: We produce first generation bioethanol from wheat and advanced bio-ethanol from starch residues. Our bioethanol is used in various industries, such as the petrochemical, pharmaceutical and cosmetic industries.

- Alcohol: We produce alcohol from wheat. Our alcohol products are used in several industries, such as the cosmetic, chemical and beverage industries.

- Animal Nutrition: We produce wheat and corn fibers as co-products, which are mainly sold to the animal nutrition sector.

Others

Our Others operating segment includes the operations of Tereos Commodities, which is our sugar and ethanol trading operation, as well as holdings and inter-segment consolidation eliminations. For the six months ended September 30, 2022, our Others operating segment had revenues of €132.0 million.

Our trading operations are engaged in trading of the following products:

- Sugar: In January 2015, we established Tereos Commodities Suisse, a subsidiary engaged in trading of both sugar produced by the Group and purchased from third parties. The synergies between our production technologies, raw materials and sourcing origins enable us to offer a broad range of trading solutions for our clients. For the six months ended September 30, 2022, we generated €163.3 million of revenue in our Others operating segment from the sale of sugar, of which €96.0 million resulted from sales of internally produced sugar and €67.3 million related to trading of externally produced sugar;

- Ethanol: In April 2016, we established Tereos Commodities France, a subsidiary engaged in the trading of ethanol produced by our Brazil and European operations. We aim to enhance our ethanol trading capabilities and optimize revenues derived from ethanol by diversifying our sourcing and extending the scope of our product offering. For the six months ended September 30, 2022 we generated €355.9 million of revenue in our Others operating segment from the sale of alcohol and ethanol, of which €64.9 million related to trading ethanol produced by non-Group third parties.

Joint Ventures and Partnerships

We have strategic alliances in several geographical areas and countries, such as in Europe, Brazil and Indonesia. However, in support of the Group's new "Back to Basics" strategy disclosed in the summer of 2021 aiming at refocusing our resources on our three Strategic Pillars. Additionally, in order to help contribute to the deleveraging of the Group, we have undertaken a portfolio review. Depending on market appetite, we may decide to dispose of some operations and exit partnerships which are deemed non-strategic. Descriptions of our main partnerships and joint ventures are provided below.

Partnership with Wilmar

In 2012, we entered into a partnership with the Wilmar Group, one of the largest agribusiness groups in Asia, which allowed us to commence operations in Southern China. In 2014, we began operations at our Dongguan plant, a greenfield investment near Guangzhou that produces starch from wheat and has a production capacity of approximately 500,000 tonnes.

In 2013, we extended this partnership to cover corn and potatoes, with the acquisition of a 49% stake in a corn starch facility. Located in Tieling, Northern China (Liaoning Province), the facility has an annual processing capacity of 1 million tonnes of corn. In 2016, our Tieling facility began producing glucose syrups.

In September 2021, we announced the divestment of our 49% stake, which was completed in November 2021, to Liaoning Yihai Kerry Tereos Starch Technology Co Ltd. and Dongguan Yihai Kerry Syral Starch Technology Co Ltd.

Partnership with FKS Group

In 2014, we established our presence in Indonesia through the acquisition of a 50% stake in Redwood Indonesia, the country's only corn starch facility, in a joint venture with the FKS Group. In Indonesia, we produce and sell native starch and glucose syrups intended primarily for the domestic market, as well as gluten flour and gluten-based animal feed products. Our Indonesian operations processed approximately 200,000 tonnes of corn in the six months ended September 30, 2022. Through this partnership, our operations in Indonesia are expected to continue benefitting from the FKS Group's local market expertise in the sugar, cereal and animal feed sectors. This partnership is consolidated in our Group consolidated financial statements.

Partnership with Axereal

In 2014, we entered into a long-term strategic partnership with Axereal, France's leading grain collector. The purpose of the partnership is to develop a wider range of innovative products for their brewery and distillery customers, which source malt from Axereal and glucose syrups from us. Under this partnership, we bought a minority interest in Axereal's malt subsidiary, Boortmalt, which established itself as the world's leading malting company with approximately 3 million tonnes of annual production capacity, following the acquisition of Cargill's malt business in 2019.

In August 2021, we entered in an agreement for the unwinding of our partnership with Axereal, including the divesting of our 11.7% stake in Copagest, and the acquisition of Axereal's 2.8% stake in Tereos Agro-Industries. The divestment was completed in February 2022. We have terminated our partnership with Axereal and fully exited the malt business.

Partnership with VLI

In June 2018, we entered into a strategic partnership with VLI Group, one of the largest railway companies in Brazil, which provides for (i) an investment in the construction of two sugar warehouses in the state of São

Paulo, each on the VLI rail network leading to the port of Santos and (ii) a long-term agreement to transport one million tonnes of raw sugar using the VLI rail network. Through this partnership, we have secured important inland logistics channels and a port outlet to export our products, which we believe will allow us to meet global demand for raw sugar production and trading, which is expected to grow in the coming years. See "*Industry—Sugar and Ethanol*."

Social and environmental responsibility

As the world's population grows to an expected 10.0 billion by 2050, food and energy needs are expected to grow as well, placing strain on the world's limited natural resources. We are committed to satisfying our consumers' global needs, while taking into account new societal and environmental challenges and expectations. In this context, CSR is a core component of our business model and strategy.

We strive to continually strengthen our contribution to CSR initiatives, while driving business growth and performance over the long term. Given the breadth of our activities and the reach of our geographic footprint, we have the capability to positively impact the entire value chain, "from the field to the table", and to contribute to the emergence of new, more sustainable models and practices.

Based on the principles of a circular economy, our sustainable development model is structured around five pillars that cover the entire value chain and through which we are committed to a positive and long-lasting impact.

A Model Based on a Circular Economy

We strive to maximize the use of our raw agricultural products, which are scarce and important. We therefore pay continued close attention to all aspects of the processing chain and to our interactions with the environment and our ecosystem.

We are committed to building a truly sustainable model in which the principles of a circular economy are reflected at all steps of our production processes. From our farming practices to our production and commercial operations, we are committed to act in a sustainable way, to make full use of our raw materials and to deliver a positive local impact on the territories that we operate in. We strive to ensure that our plants do not produce waste or leftover materials, with leftover or excess materials being transformed into resources for the animal nutrition (mostly used by local breeders) or into energy or fertilizer. We estimate that we valorize approximately 99.8% of our agricultural raw materials and their coproducts (such as sugar beet and sugar cane), either in the production process itself or through partnerships. In addition, our teams work to develop new sources of energy which turn leftovers into new fuels (like ED95) that could then be used locally for trucks transporting sugar beet from the fields to the factories. On a more global scale, through direct and indirect employment, procurement initiatives and tax payments, we play a vital role in local economic dynamics and the development of the territories where we operate.

Sustainable Action and a Commitment Towards our Five Pillars

In 2015, we launched our first CSR roadmap formalizing a positive and proactive approach to CSR goals. Addressing each aspect of our social and environmental footprint, the sustainable development strategy is based on five pillars and has been rolled out across the Group. Each pillar has defined commitments for 2020/21, with contributions from all Tereos subsidiaries.

In 2021, we started working on the Sustain'2030 Strategy, setting the Group's ambitions over the decade and the plan was launched in 2022. This strategy is part of our overall transformation plan, which aims to further elevate Tereos in terms of performance, operational excellence and continuous improvement.

The methodology behind the Sustain'2030 Strategy follows two main guiding principles: a 360-degree market review and an inclusive approach.

- *A 360-degree market review*: We have carried out extensive research taking into consideration internal input from across the Group, such as internal interviews with our CSR specialists and expectations from our stakeholders (i.e., clients, suppliers, cooperative members, employees, etc.), as well as external parameters, such as anticipated changes to the regulatory framework under which we operate and initiatives and best practices of our competitors and other comparable players in our industry.

- *An inclusive approach*: The 2015 sustainability strategy focused on a top-down approach with limited interaction among our operating segments. Our Sustain'2030 Strategy incorporates cooperation across operating segments. Our objective is to get increased involvement, accountability and responsibility in CSR initiatives for each operating segment. In creating our 2030 Sustain Strategy, our process included extensive consultation rounds with each operating segment to define key goals that are ambitious yet realistic.

The Sustain'2030 Strategy is the result of extensive groundwork carried out with all of our operating segments, fully considering and integrating the local specificities and challenges of our production facilities and operating segments. However, our ability to achieve the targets of our Strategy is subject to various events and contingencies that may be outside of our control, see "*Risk Factors.*"

The Sustain'2030 Strategy features five pillars and 10 key CSR indicators.

1. Sustainable Agriculture

Improve farm performances and sustainable market access

We have longstanding ties to upstream suppliers across our businesses through our agricultural roots in France, Brazil, the Czech Republic and across Africa. These longstanding ties have emerged through our historic cooperative model in France, direct agricultural activities in Brazil and Africa and long-term partnerships with producers in Brazil and the Czech Republic. These relationships allow us to cooperate with partners across a variety of crops, including sugar beet, cereals, sugarcane, potato, alfalfa, and cassava, to test and develop new agricultural practices as well as new seeds and varieties in order to produce improved yields with a smaller environmental footprint.

These longstanding relationships also provide us with secure and traceable channels to source raw materials. These direct channels allow us to both influence the conditions of production and foster sustainable agricultural models across the value chain. In this sense, the sustainability and future of our business model is intertwined with that of our farmers, and in order to meet long term business objectives and societal and environmental challenges, performance and sustainability must be combined.

Our investments in agronomics have generally been successful. For example, we have worked closely with *the Institut Technique de la Betterave* (French Sugar Beet Technical Institute, or ITB) to increase sugar beet yields in France from 70 tonnes/hectares to 90 tonnes/hectares over the last 20 years. Beyond sugar beet yield improvements, we have seen progress in other agronomic metrics such as extraction quality, disease resistance and disease tolerance. Improvements in these metrics allow us to use fewer disease control and phytosanitary products. Furthermore, Tereos technicians and technical centers regularly develop guidelines for best practices and technical advisory, called "Agrobook" crop guides, which are distributed to our farming partners. We then organize group sessions and trainings to implement innovations and further refine performance and sustainability.

We are also actively engaged with several external partners in other research partnerships and efforts. Faced with the pressure of the beet yellows virus in 2020, we organized with other competitors in the industry to obtain the temporary reauthorization of neonicotinoid insecticides, as well as financial and technical support from the French government. In parallel, we have joined forces with the National Research Institute for Agriculture, Food and the Environment and the Sugar Beet Technical Institute on a National Research and Innovation Plan ("**PNRI**"), in an effort to accelerate the transition to neonicotinoid-free sugar beet cultivation and to protect pollinators during the transition period. As a member of the Technical Coordination Committee, we contribute to the examination, appraisal and orientation of the work. Starting with the 2022/23 campaign, the cooperative will also be part of the network of pilot and demonstration farms. We also maintain the eRcane research facility on Réunion Island to develop new sugarcane varieties. Located off the eastern coast of Madagascar, the island has many diverse climates, providing us with the opportunity to test crop varieties for each of the global markets that we participate in, and in particular Brazil and Asia. Through this process, we seek to continually improve our crop varieties, by developing varieties with higher energy and sugar yields.

Building on our experience in Brazil, we have started to implement precision agriculture in Europe and are developing new technologies to implement sustainable agricultural practices in Europe. Using drones, captors, and satellites, we are able to gather extensive data to optimize our farming operations. For example, we invested €200,000 in the Orion project in Brazil which uses real-time satellite surveillance to help prevent field fires that cause substantial losses throughout the entire production chain and have major impacts on local communities and the environment. The real-time data and images from satellites and drones also enable us to optimize the treatment and management of each plot of land for increased agricultural yield and a decreased environmental footprint.

Our commitment to sustainable agriculture is further demonstrated by our participation in the Sustainable Agriculture Initiative ("**SAI**"). The SAI program was created jointly by Nestlé, Unilever and Danone to promote a common set of competitive and sustainable farming practices throughout the upstream and downstream components of the sector. In 2015, Tereos became the first sugar cooperative to sign up to this benchmarking initiative, deploying it across our approximately 11,500 cooperative sugar beet growers in France. After a first successful evaluation in 2016, this initiative was renewed in 2019, with 100% of the cooperative members rated "gold" or "silver." With an increase of 8 points over the previous audit, the growing proportion of farms rated "gold" highlights our commitment to ensuring that our cooperative farmers operate with sustainable and high-performing agriculture. In 2017, we deployed the SAI Platform assessments in the Czech Republic and Spain, and in 2019, we deployed the assessments in Romania and Réunion Island. Separately, approximately 80% of our own Brazilian sugarcane production is certified by Bonsucro, an international not for-profit, multi-stakeholder governance group established in 2008 to promote sustainable sugarcane production.

We have set a target to have 90% of our agricultural raw materials evaluated and certified as sustainable by 2030, compared to 60% in 2017.

2. Protection of the Environment

Contribute to the protection of biodiversity

We are committed to the conservation of biodiversity as exemplified through our biodiversity charter. Our main actions to support and protect biodiversity are to continually improve soil fertility and quality by focusing on crop rotation and to ensure protection of the natural habitats of pollinators. Another objective set by the PNRI is the planting of 4,000 meters of honey bee-friendly strips on French sugar beet farms by October 2022. To this end, we have initiated a plan to create 1,500 hectares of flower strips around PNRI's fields. These plants help to limit the dearth periods detrimental to pollinators, as well as meeting the requirements of the new European agricultural policy. We believe we have fully incorporated biodiversity issues into our sustainability roadmap and we have set for ourselves the objective of our operating segments having completed at least one biodiversity protection project meeting the criteria of our charter by 2030.

Optimize resources

We are committed to minimizing our waste by making the most of our agricultural raw materials. In 2019, we became the first producer of organic beet sugar in France. The circular economy model we employ helps ensure recovery of our raw materials. We are aiming to accelerate the roll-out of precision farming, such as utilizing drones and roboticized weeding, to significantly reduce the use of inputs. We have set a target of achieving a 100% transformation rate of our raw agricultural materials by 2030.

3. Positive Industry and Decarbonization

Optimize water consumption

As we are a major industrial player active in numerous sectors around the world, management believes that reducing our environmental impact and developing more sustainable production processes are among our most important responsibilities. We are currently engaged in a virtuous continuous improvement process with two priorities: reducing water and energy consumption and developing new ways of recycling non-food waste. In line with these priorities, 44% of our production facilities are certified ISO 50001 (energy management).

In the sugar production process, we maximize our use of raw materials by reintroducing the water naturally contained in sugar beets into the manufacturing process, and ultimately, the natural environment. For example, we have outfitted three industrial sites in France with “fertigation” (fertilization and irrigation) networks which provide water recovered directly from the sugar production process to farmers operating near the sites. The water is enriched with minerals, allowing farmers to avoid drawing irrigation from the natural environment while introducing those minerals back into the soil. We are continuing to develop the fertigation system at the Haussimont starch factory in France, which has designed a retention basin for condensed water operating in a closed circuit. Several plants are equipped with storage basins – Connantre (approximately 150,000 m3), Boiry-Sainte-Rictrude (approximately 165,000 m3) and Chevrières (approximately 65,000 m3) – generating an annual saving of approximately 380,000 m3 of water that would otherwise be drawn from natural resources. In particular, the installation of a storage basin at our Connantre facility resulted in an estimated 50% reduction in water extraction during the 2019/2020 crop season. We have set a target to reduce our water extraction by at least 20% by 2030, when compared to our water extraction in 2017.

Promote energy efficiencies & low-carbon energy (including renewable energies)

We have found ways to join forces with our clients to create industrial synergies in order to reduce our carbon footprint by avoiding the use of road transportation and optimizing flows of raw materials, energy and waste water treatment. Adjacent to our Nesle plant are located sites for Nigay, a French caramel specialist, and InnovaFeed, a biotech company that produces an alternative source of protein from insects for animal nutrition. The set-up enables us to share certain utilities with Nigay and InnovaFeed and supply them with raw materials through pipes connecting them to our Nesle plant, hence greatly reducing transportation needs. We believe that the location of these companies at the same place generates both environmental and economic benefits at a regional level.

We have three central goals related to energy: reducing overall energy consumption, developing new ways of producing energy from non-food waste and decarbonizing our operations.

Approximately 46% of our energy consumption comes from renewable sources. Our primary focus is the decarbonization of our European factories, to which end we have consistently invested in industrial assets with lower energy requirements that reduce CO_2 and particle emissions. Data exploitation is an effective tool through which we are able to continuously analyze and improve our processes.

In line with the Paris Agreement’s target to keep global warming to no more than 1.5°C above pre-industrial temperatures, our ambition is to accelerate the reduction of our scope 1, 2 and 3 greenhouse gas emissions at the Group level, in order to reach zero net emissions by 2050 at the latest. The pathway to achieve this objective includes not only actions to reduce greenhouse gas emissions from our production facilities but also from our supply chains. Residual emissions may be offset later on through carbon offset mechanisms. Following publication of the SBTi methodology for land-intensive sectors FLAG (Forest, Land and Agriculture), we are working with our cooperative members and suppliers to accelerate the agricultural and ecological transition. We will submit its new roadmap to the SBTi for approval and we commit to publish it within a maximum of 24 months, by November 2024.

We have also made a strong effort to develop new ways to utilize by-products and waste-streams in pursuit of a “no waste” principle. For example, in Brazil, Mozambique and Réunion Island, Tereos plants burn bagasse (the fibrous residue produced as a by-product of crushing sugarcane) in high-yield boilers to produce 100% of the electricity required by the facilities. Excess power is fed into the public grid. 10% of Réunion Island’s total annual electricity consumption is produced by burning bagasse. In Brazil, we supply the public grid with enough energy to power a city of roughly 1.4 million people for a year. We also use biogas from vinasse, a by-product of the distillation of alcohol from the sweet juice of sugar beets, to power several units in France and the Czech Republic. In 2019, we commissioned the construction of another biogas unit, which is the largest project for a methanization lagoon in South America, which uses effluents from the starch facility in Palmital, Brazil, processing corn and cassava.

Other initiatives are focused on decarbonizing both upstream and downstream supply-chain and logistics operations. Regarding upstream logistics, most Tereos factories are located near areas where their raw materials are produced. For example, on average, our factories which process sugar beets are located within 35 kilometers of where the sugar beets are grown. To further reduce our carbon footprint, we seek to invest resources to optimize truck weights and loads resulting in an increase in the average load per truck from 20 tonnes in 2010 to 28 tonnes in 2018. In 2020, we experimented with Logismart, a new digital tool designed for real time optimization of transportation routes and allocation, with the goal of reducing the total kilometers of driving required by 5%. We have also focused on testing renewable fuels for our trucks while generating additional outlets for farmers’ production. The use of bioethanol ED95, a renewable fuel produced from sugar beet by-products, reduces greenhouse gas emissions by up to 88% from well to wheel compared to diesel in urban areas (according to a study by ADEME – the French Agency for Environment and Energy Management – conducted in December 2018).

We have also made various investments in our downstream logistics to decrease our carbon footprint. For example, the creation of a logistics platform in November 2018, at our Escaudoeuvres site, near Cambrai in northern France, has strengthened our export capacity while simultaneously reducing our carbon footprint. The site is able to handle 500,000 tonnes of sugar per year, enabling rapid loading of containers to be shipped by river and sea transport to Africa and the Middle East. In Brazil, we have a partnership agreement with VLI, since June 2018, for the transportation of raw sugar by rail to VLI’s export harbor terminal. By transporting sugar via rail rather than trucks, we have reduced CO_2 emissions by approximately 220,000 tonnes per year, the equivalent of the carbon captured by an estimated 45,000 trees annually.

Each of these environmental initiatives related to energy transition and decarbonization are included in our sustainability roadmap. The CDP (formerly “Carbon Disclosure Project”) has awarded Tereos in 2021 with a “B” grade for our actions on climate change.

4. Responsible, Healthy and Quality Nutrition

Become a partner of reference on nutritional reformulation

To meet the changing expectations of consumers, which vary from one market to another, as well as the challenges of public health, agri-food companies have to constantly adapt their products. Our role is to support our customers and develop innovative solutions that correspond to the nutritional needs specific to each category of the population and to support fast-changing eating habits and practices. One of these innovations, the Sweet&You offer, makes it possible to create optimal sweetening formulations that perfectly suit recipes developed by customers, providing the best response to consumer expectations in terms of flavor, calorie control and fiber content. We have set a target of 70% of our major clients having received the Sweet&You offer by 2030, providing them with a sweetening reformulation offer for the nutritional benefits of their customers.

Promote responsible consumption, through a sugar education program

From the local grower to the customer, Tereos develops innovations that improve the quality of raw materials, promote better agronomy and industrial practices and performance, and grow our portfolio of ingredients, additives, and B2C products. When exploring applications and markets for new and existing products, we always consider our customers' and consumers' unique quantitative and qualitative needs including affordability, sanitary quality, regional and age-group nutritional specificities, new ways of consumption and constantly evolving lifestyles. We have set a target to have all of our B2C sugar product references provide consumers with education tools on responsible consumption by 2030.

5. Employees & Local Development

Ensure safety and well-being of our employees and partners

Our customers look for safe and comprehensive solutions, which means an integrated supply chain becomes more important to provide consumers with transparency at every step of the production process, while also allowing for greater operational efficiency. We are committed to our consumers at every step of our value chain, and our integrated approach allows us to manage the quality of our products, the safety of our food and the conditions of their production. Respecting business ethics, ensuring the origin and conditions of production, and providing for the safety of our employees are also integral elements of our commitment.

We monitor the quality and food safety of our products closely wherever we operate, in accordance with national regulations and internationally recognized standards such as ISO/FSCC 22000 or ISO 9001. Halal and Kosher certifications are also in place. We follow current Good Manufacturing Practices rules for all products that we sell to the pharmaceuticals sector and, where appropriate, comply with other regulations or audits as required by the relevant national authorities.

Based on strict risk analysis procedures, which take into account not only our production process but also customer preferences and the needs of sensitive populations, we have implemented and adapted a product sanitary and quality monitoring policy in all of our subsidiaries. The purpose of the policy is to prevent the risk of quality slippage and to continuously improve our procedures and services.

Crisis management procedures have been put in place in order to intervene in the event of an incident involving product quality or the safety of food and people. Crisis management and traceability exercises (product recall procedures) are run on a regular basis.

For the financial year ended March 31, 2022, 74% of our sites were ISO/FSSC 22000 (or equivalent) certified and 63% were ISO 9001 certified. In addition, protecting the safety and health of employees, temporary workers and subcontractors is the Group's top priority. The objective is to develop a culture of real safety to empower all employees to prevent risks and respect the necessary rules and behaviors. Management, employees and subcontractors are involved in a process of continuous health and safety improvement. A roadmap structuring our Group-wide policy has been rolled out across all sites. It aims to adopt and share the same security standards at all sites. Overall, our lost-time accident frequency rate in our facilities decreased from 2.63 for the financial year ended March 31, 2021 to 2.24 for the financial year ended March 31, 2022. We have set a target to reduce our lost-time accident frequency rate to 0.5 by 2030 from 2.8 in 2018.

Promote diversity and ensure gender equality

We have a firm commitment to equal opportunities, non-discrimination and respect for diversity, which is also reflected by the *Diversifica Tereos* program Tereos Sugar & Energy Brazil launched in 2021. The program features a range of initiatives to promote inclusion and diversity and focuses firstly on the role of women in the company with the creation of a discussion group, *Women in Agrifood*, which aims to increase female representation and women's career opportunities within the company. Specifically, within Tereos Sugar & Energy Brazil, we have set the ambitious target to achieve at least a 15% women workforce by 2030. In June 2021 we set up a body of approximately 140 group managers who are tasked with reporting on performance and sharing best practices and key managerial challenges (the "**Management Forum**"). Our creation of the Management Forum aims to increase the proportion of female employees and provide them with equal access to recruitment, training and promotion. We have set a target of 40% female Management Forum members by 2030, compared to 14% in 2022.

We also aim to fight discrimination, whether based on ethnicity, disability, age or sexual orientation. For example, in 2022, Tereos Sugar & Energy Brazil had 274 employees with disabilities, compared to 111 in 2017.

Support local development through industrial presence and raw materials from agriculture

The nature of our activities plays a big part in revitalizing the localities where we operate, with heavy impacts on farming, industry and logistics. Our long-term presence in a locality involves providing support for local employment, developing skills and setting up specific programs according to particular local needs.

The commitment we show to our whole value chain, from the field to the consumer, incorporates a human commitment: we strive to maintain permanent dialogue with our stakeholders and strong links with our approximately 11,200 cooperative growers, who are essential partners in our success and sustainability. We are deeply rooted in our local environment, and actively contribute to the development of localities where we are present.

Marketing and Sales, Distribution

Marketing and Sales

We maintain an experienced and diversified sales force to market and sell our products. Our sales force is organized by geography and/or product group. As we sell our industrial sugar products across Europe, we have structured our sales force for these products to best manage relationships with key customers at the European level and foster cross-selling. We have also developed a one-stop-shop approach for our major clients with dedicated key account managers. We have also established a subsidiary engaged in trading of both internal and external sugar production. For ethanol, we maintain a specialized sales force. Our marketing activities benefit from the synergies deriving from our production technologies, raw materials and sourcing processes, enabling us to benefit form a broad range of trading solutions for our products.

Distribution and Transportation

The ways in which we transport our products to our customers varies considerably depending on the type of product being delivered and the geography from and in which we sell. In Europe, we generally deliver our solid and liquid sugar products by truck, although certain clients arrange for pick-up at our facilities. The creation of a logistics platform at our Escaudoeuvres site, near Cambrai in northern France, has strengthened our capacity to deliver sugar by river and sea transport to Africa and the Middle East.

Our alcohol and ethanol products are transported by truck or rail. Ethanol produced at our Origny and Lillebonne facilities is shipped by barge. Our glucose and other sugar-derived products and sugar by-products are delivered by truck. We do not own our own delivery vehicles and rely on reputable suppliers of transportation services.

Internationally, our distribution methods differ in certain countries. For example, in Brazil, we have entered into a strategic partnership with VLI Group, one of the largest railway operators in Brazil that provides logistic solutions to agribusiness, steel and industrial producers in Brazil, arranging for the transportation of raw sugar by rail to VLI's export harbor terminal where our export sales are loaded onto vessels.

We periodically enter into agreements with third parties to provide transportation and logistics services required for our operations, or we enter into strategic alliances for the provision of such services.

Customers

Our clients include major international companies in the food and beverage, chemical, pharmaceutical and fermentation sectors, such as Coca-Cola, Nestlé, PepsiCo and Ferrero as well as Total, Shell, BP, Mowi, Ewos, Diageo, Sanofi, Johnson & Johnson, Pernod-Ricard, Bacardi and AmBev. The nature of our clients, including their size, location and industry varies significantly based on the product being purchased.

Our solid and liquid sugars are used in retail and industrial purposes. We enjoy long-standing relationships with most of our clients in these sectors. The structure of our contracts typically differs from one market to another. For our B2B customers, in Brazil, we generally enter into one to three-year supply contracts with our sugar clients, pursuant to which sugar is sold at prevailing market prices plus a pre-determined margin. In Europe, sugar B2B contracts are also generally one-year contracts, usually negotiated with our customers between June and September. A minority of our B2B contracts are, however, two or three-year contracts. Prices are usually fixed in the contract, contracts with market price plus a pre-determined margin being still very marginal in our contract mix. We experience high renewal rates of these supply contracts and enjoy long-standing relationships with the majority of our clients. For the twelve months ended September 30, 2022, our ten largest third-party customers accounted for less than 20% of our revenue, and our most significant third-party customer accounted for less than 5% of our revenue.

Our ethanol clients are generally global petroleum companies, though we also serve regional distributors, retailers and industrial users with renewable fuel. Our bioethanol is used in various industries, such as the petrochemical, pharmaceutical and cosmetic industries. Our alcohol products are used in several industries, such as the cosmetic, chemical and beverage industries. For example, raw alcohol is used as a chemical intermediate for the production of solvents or as an additive in inks or paints; high-purity alcohol (*surfin*) is used in beverages, cosmetics and certain pharmaceutical products; dehydrated high-purity alcohol is used in the pharmaceutical and cosmetic industries; and alcohol containing impurities is used for windshield washers.

Our native starches are as used by customers in technical applications such as paper coating and the manufacturing of plaster casts and glues. We also produce modified starch for the food industry, where it is used in microwavable meals and dehydrated soups, and in the industrial sector.

We produce a wide range of sweeteners including, glucose, dextrose, fructose, maltodextrins and polyols. Our glucose syrups are widely used in the confectionery sector while our maltodextrins and dehydrated glucoses are typically used in sports nutrition and enteral nutrition (*i.e.*, tube feeding). Our sorbitol customers find use for the product in the food-processing, hygiene products, automotive and cosmetics industries. Maltitol, is primarily used in food production, while mannitol is primarily used in pharmaceutical applications.

Plant-based proteins are used by our customers in a variety of applications including bakery, beverages, sport and clinical nutrition, meat alternatives, ready meals, aquaculture and young animal feed.

Suppliers

Our key suppliers of agricultural raw materials include our cooperative members as well a large number of unrelated third-party suppliers. Our cooperative members are our primary suppliers of sugar beet and supplied 100% of our sugar beet supply by volume in France for the financial year ended March 31, 2022. Our cooperative members' long-term commitment and inherent interest in our continued performance provides significant stability to our supply chain and operational platform. Members of agricultural cooperatives are paid on a flat-rate basis for the quantities that they provide at harvest time. Depending on the profit recognized by the cooperative company, and depending on other factors, members may subsequently receive an adjustment for each financial year, in proportion to the quantities provided during the harvest. See "*Ownership Structure—Payments to members*."

We benefit from a large network of third-party suppliers, with our largest third-party supplier accounting for approximately 3% of our total annual purchases of agricultural raw materials by volume (excluding cooperative members) for the financial year ended March 31, 2022. During the same period, we purchased approximately 50% of our sugarcane requirements by volume from unrelated third-party suppliers, with the remaining 50% being produced on land that we lease. We also purchased approximately 17% of our sugar beet requirements, by volume, and 70% of our wheat, corn, cassava and potatoes requirements, by volume, from unrelated third-party suppliers during the same period.

We have longstanding ties to our upstream suppliers through our agricultural roots. In France, these longstanding ties are a result of our historic cooperative model, while our direct agricultural activities in Brazil and Africa and long-term partnerships with producers in Brazil and the Czech Republic have strengthened our ties with those suppliers over time.

Properties

The following table sets forth our current material owned production facilities:

The operational performance of our production facilities is recognized globally. Our European sugar business production facilities have seen a 7.6% increase in sugar production (by volume) in the financial year ended March 31, 2022, compared to the financial year ended March 31, 2017. This increase is a result of our strategy implemented following the end of quota regime. In addition, five of our Brazilian plants placed in the top ten most productive plants in Brazil with our Andrade plant ranked the number one Brazilian plant in terms of industrial efficiency.

Employees

During the twelve months ended September 30, 2022, we had an average of 14,706 employees. The majority of our employees are employed on a permanent basis, with temporary and seasonal workers generally hired to assist during times of harvest.

The size and composition of our workforce varies across of different functions, facilities and geographical locations.

Headcount at September 30, 2022	Permanent Workers	Temporary and seasonal workers[1]
Sugar & Renewables Europe	2,555	758
Sugar & Renewables International	6,931	1,701
Starch, Sweeteners & Renewables	2,199	185

Headcount at September 30, 2022	Permanent Workers	Temporary and seasonal workers(1)
Agricultural activities	659	37
Central functions	432	32
Commodities	8	0
Total	12,784	2,713

(1) The numbers in this column refer to the maximum number of seasonal workers during the crop season, as demand for labor varies throughout the year based on the timing of the harvest for any particular crop.

Research and Development

Our R&D department is made up of scientific, regulatory, technical and nutritional experts that operate on an open innovation basis, benefiting from established collaborations and partnerships with best-in-class academic and research institutes, industrial partners, start-ups and key customers. Long-standing cooperative arrangements with public research institutes and hospitals enable our researchers to acquire and expand their knowledge and improve their skills. Our R&D policy is focused on six key strategic areas: agronomy, processing technology, energy, nutrition & health, green chemistry and pharmaceuticals. Its key objectives are to (i) contribute to a safe, healthy and sustainable diet, (ii) optimize industrial processes for full utilization and recovery of raw materials with the logic of cascading use and (iii) improve agricultural and industrial yields. We believe that our R&D department has the necessary resources and skills to develop best agricultural practices and new sugar cane varieties. Our R&D teams are present on six sites, including application labs in China (since 2017) and Singapore (since 2018). Our research department had expensed costs of €17.2 million for the financial year ended March 31, 2022.

In the past, our most significant innovation efforts are generally related to improvements to our manufacturing and production processes. We are committed to continue investing in R&D that focuses on the improvement of these processes going forward, focusing not only on productivity improvements but also on reducing our carbon footprint and energy and water usage. Our R&D capabilities have allowed us to substantially improve the productivity of our sugar and starch extraction process and have also allowed us to develop and improve new specialties that extend our range of ingredients and meet the requirements of the food industry, the pharmaceutical industry and the chemical and fermentation industries.

Intellectual Property

We use “Tereos” as our trade name in each of the countries where we are present. The “Tereos” name enjoys strong brand recognition in France and worldwide, and is a protected trademark in each of the countries where we believe such protection is necessary.

We benefit from a strong patent portfolio covering both our products and our production processes. We hold 31 patents families for sugar, sweeteners, proteins, alcohol and ethanol related products and processes. The retail brands used by our Group, including Béghin Say, La Perruche and Blonvilliers in France, Whitworths in the United Kingdom (for which we have a license), Guarani in Brazil and TTD in the Czech Republic benefit from trademark protection in all jurisdictions where we believe such protection is necessary. We are not aware of any threatened, proposed or actual proceedings that have or will be brought against us for infringement of third-party rights or any infringement of our rights by third parties that if successfully prosecuted would have a material and adverse effect upon our business.

Insurance

Our Group is covered by a group insurance policy which is of the type and amount of insurance that is customary in our industry and countries of operation. Our group insurance policies protect us against damage or destruction to our operating facilities and any ensuing business interruptions. Our group insurance policies also protect us against damage to certain other assets. We maintain property, product liability and environmental liability insurance policies, as well as insurance policies for the transport of merchandise. We subscribe to directors' and officers' insurance for all members of our Board of Directors and the executive bodies of each subsidiary company. We believe that our insurance coverage is reasonable and in line with industry standards.

Legal Proceedings

From time to time we are involved in legal proceedings arising in the normal course of our business. We are currently not involved in any material litigation, and we do not expect that any of these proceedings, either individually or in the aggregate, will result in a material adverse effect on our business or financial condition. See "*Risk Factors—Risks Relating to our Business and Industry—We may be subject to litigation, regulatory investigations and other proceedings that could have an adverse effect on us*."

MANAGEMENT

The Company

The Company is an agricultural cooperative company (*Société Coopérative Agricole*) which is managed by a Board of Directors (*Conseil d'administration*), with an option offered by law to be assisted by a General Manager (*Directeur Général*). A description of the operation of these governing bodies is set forth in "—*Organization of the Governance Bodies of the Company*" below.

Organization of the Governance Bodies of the Company

Corporate Governance

The Company is an agricultural cooperative company (*Société Coopérative Agricole*) governed by Articles L. 521-1 *et seq.* as well as Articles R. 521-1 *et seq.* of the French *Code rural et de la pêche maritime* (Rural and Maritime Fishing Code). Initially a union of agricultural cooperative partnerships (Tereos UCA), the current structure of the Company results from the merger, on March 5, 2018, of Tereos UCA and the 10 upstream cooperatives to form a single agricultural company: Tereos SCA.

Recently, the Company has revised its corporate governance structure. From June 23, 2022, the Board of Directors (*Conseil d'administration*) is the governance body of the Company and is in charge of the management of the cooperative of which it must ensure the good functioning. The powers of the Board of Directors are determined by the French *Code rural et de la pêche maritime*, the by-laws (*statuts*) of the Company and the procedural rules of the Board of Directors. Previously, until June 23, 2022, the Company was managed by a Management Board (*Directoire*) which acted under the supervision of a Supervisory Board (*Conseil de Surveillance*).

Pursuant to the French *Code rural et de la pêche maritime* and the by-laws of the Company, the Board of Directors is tasked with the management of the Group. The Board of Directors is vested with the broadest powers to act in any circumstances on behalf of the Company. The Board of Directors presents reports and financial statements for approval by the cooperative members' general meeting (as the case may be) and convenes the general meetings of such members.

The Board of Directors is also in charge of management of the accession, withdrawal and exclusion of cooperative members, as well as approval of transfers and repurchases of partnership shares of the cooperative's members.

In order to represent the cooperative network in all its components and to ensure that all the territories and products covered by the Company are represented, a Cooperative Council has been set up alongside the Board of Directors.

Board of Directors (Conseil d'administration)

The Board of Directors includes nine members, each of whom are cooperative members. These members are chosen at the general meeting of cooperative members and are appointed for a three year term. One third of the Board of Directors is renewed each year.

Members of the Board of Directors may be reelected. Persons who are more than 65 years old may not represent more than one-third of the members of the Board of Directors; in the event that this cap is exceeded, the oldest member of the Board of Directors will be deemed to have terminated his or her term.

The Board of Directors also selects two independent individuals who participate in its work as permanent guests in an advisory capacity only. These independent individuals are chosen from outside the Group in light of their skills or expertise. Their term of office is three years, renewable once, and the Board of Directors may decide at any time to terminate their office. These independent members are currently in the process of being selected.

The Board of Directors is convened by its Chairman or Vice-Chairman as often as necessary in the interest of the Company, and at least once every three months. Each of the Chairman and Vice-Chairman(s) are elected for one-year term by and among the members of the Board of Directors.

The Chairman of the Board of Directors must convene the Board of Directors upon the initiative of at least one third of the members of the Board of Directors. If such request is unsatisfied, the relevant members may convene a meeting of the Board of Directors themselves, announcing the agenda of the meeting.

Unless the decision deals with the exclusion of a member or transfer of the shares of a cooperative member to a third party, decisions of the Board of Directors must be taken in the presence of at least half of its members and must pass by a simple majority of the votes of the members attending or represented by proxy (each member of the Board of Directors can only be granted one proxy for each Board of Directors meeting). The Chairman has a casting vote (with the exception of decisions related to its own election). The decision to exclude a member or to refuse a new member following a change of ownership may only be taken in the presence of at least two thirds of the members of the Board of Directors with a two-thirds majority of the attending members.

The Board of Directors is in charge of the management of the cooperative of which it must ensure the good functioning and has the broadest powers to manage all corporate affairs and to provide for all corporate interests without any limitation other than those powers and duties expressly reserved to the general meeting by laws and regulations or by the by-laws of the Company.

The Board of Directors defines the methods for determining and paying the price of the contributed products in accordance with the provisions of the French *Code rural et de la pêche maritime* (Rural and Maritime Fishing Code), in particular the advance payments and, if necessary, the price supplements, the methods for determining and paying the price of the transfers of supplies and services. It communicates to the cooperative members the evolution of the indicators relating to the prices of agricultural and food products observed on the markets on which the cooperative operates. The Board of Directors shall determine criteria relating to fluctuations in the prices of agricultural and food raw materials significantly affecting the production costs, and of agricultural and food products and, where applicable, energy costs.

The Board of Directors may give to one or more of its members specific authorizations to accomplish one or more specific tasks. The Board of Directors may also, for one or more specific purposes, grant special mandates to non-director cooperative members or to third parties.

To manage the Group’s activities, the Board of Directors may also designate a General Manager, who cannot be a member or a representative of a member of the Board of Directors. Such General Manager exercises his or her functions under the direction, control and supervision of the Board of Directors, which he or she represents outside the Company within the limits of power defined by the Board of Directors to that effect.

Cooperative Council

In order to represent the cooperative network in all its components and to ensure that all the territories and products covered by the Company are represented, a Cooperative Council has been set up alongside the Board of Directors.

The Cooperative Council prepares the decisions of the Board of Directors concerning all agricultural, industrial, commercial and financial activities related to the crops of cooperative members and falling within the scope of Tereos France UCA, Tereos Nutrition Animale UCA and Tereos Starch & Sweeteners Europe, as well as their subsidiaries.

It is empowered to gather all information necessary for this purpose, and to issue all opinions and recommendations useful to its mission. In addition, the Cooperative Council is expressly empowered to take any decision concerning the management and development of agricultural production.

The decisions of the Cooperative Council are communicated to the General Manager and the Chairman of the Board of Directors in order to be implemented by the management.

The Cooperative Council shall be required to communicate quarterly to the Chairman of the Board of Directors a statement of its decisions relating to the management and development of agricultural production.

The Cooperative Council is composed of 18 members, of which: (i) five members are appointed by the Board of Directors, (ii) six members by right corresponding to the presidents of each of regions where the Company operates; and (iii) seven members are elected by each regional council of the Company.

The Chairman of the Board of Directors is a permanent guest at all meetings of the Cooperative Council, without voting rights.

Committees of the Board of Directors

The Board of Directors may decide to create committees and determine their composition and powers. Such committees operate under the responsibility of the Board of Directors. However, the Board of Directors cannot delegate its own powers assigned by law or the by-laws of the Company to a committee.

Currently, the Board of Directors has six main committees: the Management Committee, the Audit Committee, the Finance Committee, the Risk Committee, the Compensation, Nomination & Evaluation Committee and the Ethics & CSR Committee.

The Audit Committee is responsible, among other things, for reviewing the financial statements of the Group in order to inform and prepare the decisions of the Board of Directors. In this context, it is responsible for monitoring the preparation of the Group's financial information and the performance of the statutory auditors' audit of the parent company statutory financial statements. The Audit Committee is composed of three members of the Board of Directors. The Audit Committee also comprises four permanent guests appointed by the Board of Directors, including two members of the Cooperative Council and two external financial experts.

The Finance Committee submits to the management any technical issues of a financial nature that the Board of Directors intends to raise in the course of its work. It reports to the Board of Directors on the work of the management. It prepares an annual strategic plan and presents it to the Board of Directors for approval. This strategic plan includes its opinions and recommendations on the review of the Group's development projects, in particular with respect to external growth (acquisitions or disposals of equity interests, investment or debt projects, etc.) and the financing terms of such projects. The composition of the Finance Committee is the same as that of the Audit Committee.

The Risk Committee is responsible for identifying and assessing the major risks to which the Group is exposed, monitoring action plans to prevent them and informing the Board of Directors. In this context, it: (i) ensures the effectiveness of risk management and internal control systems; (ii) ensures the development and effectiveness of procedures relating to the processing of accounting, financial and non-financial information within the Group; (ii) informs itself of the main failures and weaknesses observed and ensures that action plans are adopted by the management; and (iv) monitors the preparation and control of accounting and financial information.

The Risk Committee is composed of three members of the Board of Directors. The Risk Committee also comprises four permanent invited members appointed by the Board of Directors, including two members of the Cooperative Council and two experts.

The Compensation, Nomination & Evaluation Committee is responsible for informing and preparing the decisions of the Board of Directors concerning:

- the overall remuneration policy of the Group, as well as the specific conditions of the remuneration of its General Manager and of the members of its Executive Committee, in particular as regards the variable part of such remuneration, as well as all indemnities and benefits in kind;

- the type and method of calculation of the indemnities allocated to the members of the Board of Directors, taking into account their effective participation in the work of the Board of Directors, as well as in that of the committees;
- the composition of the cooperative's management bodies. To this end, it establishes a succession plan for the members of the Board of Directors, the Cooperative Council and the Executive Committee;
- the choice of the two independent members of the Board of Directors, as well as the terms of their remuneration;
- the training program for elected representatives; and
- the monitoring of the attendance of elected representatives.

The Compensation, Appointment & Evaluation Committee is composed of three members, one of whom shall chair the committee. The Board of Directors also appoints two members of the Cooperative Council as permanent guests of the Compensation, Appointment & Evaluation Committee.

The Ethics & Corporate Social Responsibility ("**Ethics & CSR**") Committee is responsible for informing and preparing the decisions of the Board of Directors on the Group's ethics, CSR and compliance policies. In this context, its missions are to (i) act as an interface between the Board of Directors and operational staff on ethics, CSR and compliance issues; (ii) ensure the financing, planning and implementation of the measures required by law and regulations; (iii) monitor structuring projects in the areas of ethics, CSR and compliance (including, the adoption of new internal standards, monitoring of investigations or alerts and updating of risk mapping); and (iv) analyze any conflicts of interest of elected representatives and assess the action to be taken. The Ethics & CSR Committee is composed of two members of the Board of Directors, including the Chairman. The Ethics & CSR Committee also comprises three permanent guests appointed by the Board of Directors: one independent individual participating in the work of the Board of Directors; and two members of the Cooperative Council.

Since January 4, 2023 and pending the appointment of a General Manager (*Directeur Général*), the Board of Directors is also assisted by a Management Committee (*comité de direction*) composed of the following members:

- Gwénaël Eliès, Deputy Managing Director, in charge of Finance and Information Systems;
- Henri Bénard, Agricultural Operations Director;
- Michel Laborde, Business Optimisation and Sustainability Director;
- Olivier Leducq, Commercial Director;
- Sarah Leroy, Group Human Resources Director and Legal, Tax and Compliance Director;
- Christophe Lescroart, Agricultural and Industrial Director;
- Pierre Santoul, Director of Brazilian activities; and
- David Sergent, General Secretary, in charge of Governance and support functions for agricultural operations as well as the management of Communication and Social and Environmental Responsibility.

The Company

Board of Directors (Conseil d'administration)

The Board of Directors of the Company includes nine members. The table below sets forth the composition of the Board of Directors of the Company as of the date of this Document:

Name	Position	Age	Year of Appointment
Mr. Gérard Clay	Chairman	63	2022
Mr. Jean-Jacques Mennesson	Vice Chairman	66	2022
EARL Clay represented by Gérard Clay	Member	66	2022
SCEA Agrilens represented by François-Xavier Beaury	Member	54	2022
SCEA Les Vacantes represented by Alain Carré	Member	54	2022
SCEA Caudron represented by Laurent Caudron	Member	58	2022
SCEA Lambert Gras represented by François Lambert	Member	55	2022
SCEA Langlois-Meurinne represented by Grégoire Langlois-Meurinne	Member	52	2022
SCEA des Hauts de la Cavée represented by Jean-Charles Lefebvre	Member	59	2022
SA de la Maltournée represented by Benoit Lhote	Member	43	2022
SCEA Mennesson represented by Jean-Jacques Mennesson	Member	66	2022

On April 7, 2022, the Board of Directors appointed Gwénaël Eliès, as Deputy Managing Director, pursuant to Article 31.2 of the Cooperative's Articles of Association. Since January 4, 2023 Gwénaël Eliès is responsible for the management of finance and information systems.

On January 4, 2023 the Board of Directors confered to Sarah Leroy the management of the Group Human Resources. She continues to exercise the management of the legal, tax and compliance departments. She reports directly to the Chairman of the Board of Directors until the appointment of a General Manager.

Set forth below is a short biography of each representative of members of the Board of Directors:

Gérard Clay: Mr. Clay, 63, is the Chairman of the Board of Directors of the Company since June 23, 2022. He held the position of Chairman of the Supervisory Board since December 18, 2020. Previously, he was Vice-Chairman of the Supervisor Board from January 2006 to June 2018.

François-Xavier Beaury: Mr. Beaury, 54, has been a member of the Board of Directors of the Company since June 23, 2022. He also assumed the position of Chairman of the Compensation, Nomination & Evaluation Committee. Previously, he was a member of the Supervisory Board from January 2013 to July 2018.

Alain Carré: Mr. Carré, 54, has been a member of the Board of Directors of the Company since June 23, 2022. Previously, he was a member of the Supervisory Board since June 26, 2019. He is also the Chairman of the *Association Interprofessionnelle de la Betterave et du Sucre*.

Laurent Caudron: Mr. Caudron, 58, has been a member of the Board of Directors of the Company since June 23, 2022. He also assumed the position of Chairman of the Audit Committee. Previously, he was a member of the Supervisory Board since January 2012.

François Lambert*:* Mr. Lambert, 55, has been a member of the Board of Directors of the Company since June 23, 2022. He also assumed the position of Chairman of the Finance Committee. Previously, he was a member of the Supervisory Board since June 26, 2019.

Grégoire Langlois-Meurinne*:* Mr. Langlois-Meurinee, 52, has been a member of the Board of Directors of the Company since June 23, 2022. He also assumed the position of Chairman of the Risk Committee. Previously, he was a member of the Supervisory Board from June 26, 2019.

Jean-Charles Lefebvre*:* Mr. Lefebvre, 59, has been a member of the Board of Directors of the Company since June 23, 2022. He also assumed the position of Chairman of the Ethics & CSR Committee. Previously, he was a member of the Supervisory Board from January 2000, acting as Chairman of the Supervisory Board from June 26, 2019 to November 30, 2020.

Benoit Lhote*:* Mr. Lhote, 43, has been a member of the Board of Directors of the Company since June 23, 2022. Previously, he was a member of the Supervisory Board since June 26, 2019.

Jean-Jacques Mennesson*:* Mr. Mennesson, 66, is the Vice-Chairman of the Board of Directors of the Company since June 23, 2022. He is also the Chairman of the Cooperative Council. He was a member of the Supervisory Board since November 30, 2020.

Senior Management

The table below sets forth the composition of the senior management as of the date of this Document:

Name	Position	Age	Year of Appointment
Gwénaël Eliès	Chief Financial Officer	59	2021
Michel Laborde	Business Optimization and Sustainability Director	60	2022
Christophe Lescroart	Europe Agricutural and Industrial Director	58	2021
Olivier Leducq	Commercial Director	55	2022
Pierre Santoul	Head of Tereos Brazil	55	2022
Sarah Leroy	Human Resources, Legal, Tax and Compliance Director	52	2022
David Sergent	General Secretary	43	2022
Henri Bénard	Agricultural Operations Director	56	2022

Set forth below is a short biography of each member of senior management:

Gwénaël Eliès: Mr. Eliès, 59, is the Group's Chief Financial Officer. Mr. Eliès graduated from Montpellier SupAgro. He joined the Tereos group in 2009 as Deputy Director for Global Business with a strong focus on the Company's operations in Brazil in the context of a capital increase. He then took over the responsibility of Financial Controlling & Investor Relations (Group) to supervise all aspects of the Tereos Internacional IPO in Brazil, while carrying out a new funding strategy and building the controlling activity at Group level, up to 2016. In 2020 he rejoined Tereos as member of the Management Board of Tereos SCA. Mr. Eliès has more than 30 years of experience in the agro-food sector, with leading positions in companies such as SOCA (engineering and financial solutions for the coffee and cocoa industry), CGB (sugar and ethanol industry) and as economics advisor for ERSUC – Concilium, Cristal Union, la BERD, KWS Saat and Tereos. He is currently the Group Chief Financial Officer and was appointed Deputy General Manager (*Directeur Général Adjoint*) of the Company in June 2022.

Michel Laborde: Mr. Laborde, 60, is the Business Optimization and Sustainability Director. He graduated from Montpellier Business school. He spent most of his career in the sugar, starches and sweeteners industry covering different positions in sales, trading, marketing and supply-chain. His former position within the Group was commercial director.

Christophe Lescroart: Mr. Lescroart, 58, is the Europe Agricultural and Industrial Director. He has a technical background at ICAM and was Head of Manufacturing Europe for the Roquette group. He previously worked in various operational roles in Europe, China and the US for the Cargill group. From March 2015 to January 2018, he held different positions within Tereos Group, first as Director of Operational Excellence, and later Director of the TSSE business unit.

Olivier Leducq: Mr. Leducq, 55, is the Group Trade Director. He is a HEC School of Management, Paris graduate, has spent most of his career in the metalworking industry, where he held financial, commercial and industrial responsibilities. Within the Constellium group (previously Pechiney and Alcan), he was a financial controller for the metals business, before heading up the sales department for aluminum products and for the food and drinks cans sector. Mr. Leduq has also managed several of the Alcan group's operational industrial units and led operational excellence activities within its business units. In 2015, he was appointed head of Tereos France, and since November 2019, he has been responsible for all sugar activities in Europe.

Pierre Santoul: Mr. Santoul, 55, has over 20 years of experience in Management, Sales and Operations, working at companies such as Electrolux, McKinsey and Goodyear. With expertise in leading strategic transformations of large companies, he started his career at Tereos in 2014, as Head of Transformation and Operational Excellence. In January 2015, he moved to Brazil, as CEO of the then Guarani S.A., which has become Tereos Sugar & Energy Brazil at the end of 2016. As of April 2021, he took over as CEO of Tereos Brazil, which involves the Sugar, Ethanol, Energy and Starch and Trading businesses. Mr. Santoul has a degree in Finance and International Management from the HEC School of Management, Paris.

Sarah Leroy: Ms. Leroy, 52, is the Human Resources Director and the Legal, Tax and Compliance Director of the Group. Ms. Leroy took up this position in June 2018 and is a member of the Group Management Committee. She holds an LLM from Newcastle University and a dual Master's degree in private law and public law from Orleans University. She joined the Paris Bar as an attorney in 1999 and started her career at the law firms Jones Day and then August & Debouzy. In 2003, she joined Axa IM Real Assets as Head of Legal Corporate Finance and was appointed General Counsel and Executive Committee Member in 2011. She is also vice-president of the French Association of Corporate Lawyers since 2019.

David Sergent: Mr. Sergent, 43, is the Secretary-General of the Group. Prior to joining the Group, Mr. Sergent graduated with a master's degree in corporate law in 2002 and joined the Champagne Nicolas Feuillatte wine cooperative as a junior in-house lawyer. In 2004, he joined the legal department of Tereos where he gradually progressed by working on the structuring of the Group, disposals, mergers and acquisitions, financing operations, stock market listing and brand protection. In 2018, with the creation of Tereos SCA as a single cooperative, the Group's mission refocused itself around governance and cooperative relations, as well as upstream agriculture. After leading the Cooperators Division for nearly three years, Mr. Sergent was appointed Secretary-General, he is in charge of governance, the support functions of the Cooperators Division, group Communication and Social and Environmental Responsibility.

Henri Bénard: Mr. Bénard, 56, is the Agricultural Operations Director of the Group. He graduated from AgroParisTech and has been the Europe Agricultural Operations Director of the Group since September 2021. He took position as Ag Director in the sugar industry in 2002 at SDHF and is a cooperative member who joined Tereos in 2005. From 2008 to 2021, he held a position as agricultural products purchaser in

Bonduelle and was in charge of the relationship with farmers' representatives. He has a strong knowledge of agriculture and the agro industry in northern France.

Conflicts of interest

To the Company's knowledge, there are no potential conflicts of interest between the private interests and/or duties of the members of the Board of Directors (*Conseil d'administration*) of the Company and the duties they owe to the Company.

Remuneration

Remuneration for members of our key management personnel takes into account the responsibilities and performance of the individual. Salary levels are set with reference to relevant market compensation packages at companies of comparable size and complexity. Aggregate payments to the key managers of the Group and its main subsidiaries and to the Supervisory Board amounted to €5.7 million and €0.8 million for the financial year ended March 31, 2022, respectively.

Tereos Finance Groupe I SA

Tereos Finance Groupe I SA is a limited liability corporation (*société anonyme*) organized under the laws of France and is registered with the *Registre du commerce et des sociétés* of Meaux, France under number 418 603 700. Created in 1998, the Tereos Finance Groupe I SA is a finance subsidiary of the Company whose role is notably to raise funds in the capital markets or bank market and to lend the proceeds to the Company and its subsidiaries. The Tereos Finance Groupe I SA has no operating activity as of the date of this Document.

As of September 30, 2022, the Tereos Finance Groupe I SA's issued share capital amounted to €152,500.00 represented by 10,000 ordinary shares of €15.25 nominal value each. The registered office of Tereos Finance Groupe I SA is located at Rue de Senlis, 77230 Moussy-le-Vieux, France and its phone number is +33 1 64 66 55 00.

As of the date of this Document, the Board of Directors of the Tereos Finance Groupe I SA is composed of the following members:

Member of the Board of Directors	Position	Age	Year of Appointment
Gwénaël Eliès	Chairman and General Manager	59	2021
Sarah Leroy	Member	52	2020
Olivier Leducq	Member	55	2022
Pierre Santoul	Member	55	2022
Christophe Lescroart	Member	58	2022

Gwénaël Eliès: See "*—The Company—Senior Management— Gwénaël Eliès"*

Sarah Leroy: See "*—The Company—Senior Management— Sarah Leroy"*

Olivier Leducq: See "*—The Company—Senior Management—Olivier Leducq"*

Pierre Santoul: See "*—The Company—Senior Management— Pierre Santoul"*

Christophe Lescroart: See "*—The Company—Senior Management— Christophe Lescroart"*

OWNERSHIP STRUCTURE

As of September 30, 2022 the Company's subscribed and paid-up share capital (*capital social souscrit*) was €176,652,940.00, divided into 17,665,294 shares with a nominal value of €10 each. As of March 31, 2022, the Company's subscribed and paid-up share capital (*capital social souscrit*) was €188,775,530.00, divided into 18,877,553 shares with a nominal value of €10 each. As of September 30, 2022, the Company's share capital was held by approximately 11,200 cooperative members.

As of September 30, 2022, the Company's outstanding share capital (*capital social non libéré*) was €1,109,104.50, and its consolidated issued share capital (*capital social publié en consolidation*) was €175,543,835.50. As of March 31, 2022, the Company's outstanding share capital (*capital social non libéré*) was €963,820.50, and its consolidated issued share capital (*capital social publié en consolidation*) was €187,811,709.50.

As of November 30, 2022, the consolidated issued share capital (*capital social publié en consolidation*) was €175,663,991.50.

The Company's capital is variable and subject to changes due to members acceding or terminating their membership with the Company as further described in this section.

Certain Key Considerations Relating to the French Cooperative Regime

The Company is an agricultural cooperative company. In France, agricultural cooperatives are a fundamental component of the agricultural system, with a substantial number of French sugar beet growers and other sugar producing entities currently belonging to an agricultural cooperative. The Company is the largest French cooperative company in the sugar market.

The following is a summary of the legal regime to which agricultural cooperative companies are subject in France.

The legal structure of cooperative companies in France

In France, the cooperative sector is subject to oversight by the Government, through the Ministry of Agriculture and Food and the Ministry for the Economy and Finance.

Creating a cooperative company and access to membership

Cooperative companies are established by the relevant French Ministry at the request of the legal entity or private individual seeking to combine their operations within a cooperative structure. In approving cooperatives operating within the agricultural sector, the Ministry of Agriculture and Food ensures that the purpose of the cooperative company is strictly limited to the joint use of resources in order to simplify or expand the economic activities of the cooperative and to improve its results. This generally means providing the products and services required for its members' agricultural operations, as well as pooling, storing, processing, packaging and selling its members' output.

In accordance with the French *Code rural et de la pêche maritime* (Rural and Maritime Fishing Code), the members of a cooperative company must either be cooperative members or, if the by-laws so permit and within the limits set therein, non-cooperative members. Cooperative members must at all times hold at least half of the share capital of the cooperative company. Cooperative members undertake to use the services provided by the cooperative over a given period of time, while non-cooperative members are entitled to subscribe to a particular category of shares of the Company but cannot take part in the cooperative's operations.

A cooperative can admit new members so long as the cooperative company exists. Requests to join the cooperative company must be approved by the Board of Directors.

Voting rights

The traditional by-laws for cooperative companies generally provide for one vote for each member of the cooperative at general meetings.

Membership cancellation

A cooperative member can request the cancellation of its membership before the expiration of its commitment period only in case of *force majeure* or for a legitimate reason. The Board of Directors of the cooperative company examines the reason invoked by the cooperative member and is authorized to approve or reject such request. If the request is rejected, the requesting member may appeal such rejection decision before the next cooperative members' general meeting.

After the member's initial commitment period has expired, the decision to cancel its membership must be notified to the Board of Director at least three months before the end of the commitment period. The Board of Directors acknowledges such cancellation.

The Board of Directors can also exclude a cooperative member for serious cause, in particular if the cooperative member's unjustified action has adversely affected or attempted to adversely affect the cooperative company's activity (such as if such member has been sentenced with a criminal offence) or if a cooperative member has materially breached its commitment towards the cooperative company. Such a decision must be approved by at least a two-thirds majority vote of the Board of Directors. Such exclusion decision can be appealed before the cooperative members' general meeting.

The Board of Directors can also remove a cooperative member in the event such member has not been in contact and cannot be contacted with or by the cooperative for two consecutive years.

In case of membership cancellation for one of the reasons mentioned above, the cooperative company usually refunds the former member's equity capital contribution in cash, or in another kind of liquid asset. The cooperative company retains the fixed assets contributed by the former member at the outset.

Advantages granted to the cooperative company structure

In accordance with French law, entities that are organized as a "cooperative company" benefit from certain favorable treatments when compared to other types of corporate entities. Cooperatives are exempt from corporate tax, except for transactions performed with third parties (Article 207 of the French *Code général des Impôts*). In addition, the tax base for payment of the Corporate Property Tax ("**CFE**") is reduced by 50% (Article 1468-I-1° of the French *Code général des Impôts*), a feature which the Tereos benefits from.

Payments to members

Members of agricultural cooperatives are paid on a flat-rate basis for the quantities that they provide at harvest time. Depending on the profit recognized by the cooperative company, and depending on other factors, members may subsequently receive an adjustment ("**price adjustments**") for each financial year, in proportion to the quantities provided during the harvest. The cooperative members are also paid an annual interest on the share capital that they own. If the cooperative conducts ancillary businesses outside its main purpose and/or has subsidiaries who distribute their profits, the gains from these businesses and subsidiaries may be distributed to members in the form of dividends, in proportion to the share of the capital they hold. The members pay tax on this income on an individual basis.

Regarding the price paid for the sugar beet, the Supervisory Board approved a new sugar beet purchase price mechanism in 2018 based on a "market price formula." This market price formula began to apply as of the 2019/2020 crop season and provides us with a natural hedge against fluctuations in market prices, replacing our historical approach of negotiating the amount of price adjustments with representatives of our cooperative members. The formula is based on a price equivalent to the estimated average price of the product mix of Tereos France (sugar, alcohol and ethanol) for the upcoming twelve-month harvest, beginning each September. See "*Management's Discussion and Analysis of Financial Condition and Results of*

Operations—Factors Impacting Our Results of Operations—Payment of Price Adjustments to Our Cooperative Members" and "Related Party Transactions." Due to the change in the calculation of the price paid to our sugar beet farmers, we do not expect price adjustments to have material effects on our financial results going forward.

The chart below illustrates the market price formula.

RELATED PARTY TRANSACTIONS

We are engaged in related party transactions in the course of our business. Other than as otherwise disclosed elsewhere in this Document, we have not engaged in material related party transactions with affiliates during twelve months ended September 30, 2022 and were not party to any such material related party transactions as of September 30, 2022.

Payments to Cooperative Members

The Company is an agricultural cooperative company (*société coopérative agricole*) governed by French law pursuant to the French *Code rural et de la pêche maritime* (Rural and Maritime Fishing Code). As of September 30, 2022, the Company's entire share capital and voting rights were held by our cooperative members, who are farmers and for whose benefit we exist in order to, among other things, provide a common platform through which they can sell their agricultural produce. This produce includes sugar beets, which are purchased in France from our members by Tereos SCA and then immediately sold on to our subsidiary Tereos France for processing.

The price paid to our cooperative members for sugar beets is set pursuant to agreements that provide for the payment of a fixed rate per tonne based on a formula that is intended to represent the average market price for sugar beets in a particular season, and is determined in part by reference to the expected average price of the products to be sold by Tereos France in the same season (the "**Sugar Beet Price Mechanism**"). This price is paid in two instalments on November 30 and March 31 of each year. If, when applying the formula on the date of the determination of the proposed price per tonne to be paid in a particular season, estimated normalized free cash flow of Tereos France would be negative, such price per tonne may be decreased until estimated normalized free cash flow of Tereos France is zero. If the net profit of Tereos France, calculated at the end of its financial year, is positive, then this price per tonne will be increased in order to include an amount equivalent to up to one third of the total amount of Tereos France's net result for such year, that shall be paid in the form of a specific dividend to our cooperative members. In addition, in some circumstances, for example where the price of sugar beets in a given season has been inflated due to competitive or other market pressures, we may be required to pay additional amounts to our farmers in order to ensure that, among other things, the price that they receive per tonne is competitive and/or our long-term supply chain is not adversely affected. Any such payments and dividends will only be made in accordance with applicable law and if they are decided by our Board of Directors, after determining in good faith that they are required in order to ensure that our cooperative members receive a fair price for the sugar beets they supply or have supplied to us.

The Company's share capital is, among other things, dependent on cooperative members' commitment to supply the Company with agricultural raw materials. The Company's share capital may increase due to increases in existing cooperative members' commitments or the accession of new cooperative members or decrease (including by way of share capital reduction or redemption) due to cooperative members' reducing their commitments or terminating their membership interests, in accordance with the Company's by-laws. During the twelve months ended September 30, 2022, payments made to cooperative members resulting in variations of the Company's share capital amounted to €12.4 million.