2023 UNIVERSAL REGISTRATION DOCUMENT

INCLUDING THE ANNUAL FINANCIAL REPORT

MANITOU GROUP

UNIVERSAL REGISTRATION DOCUMENT SUBMITTED TO THE AMF

AUTORITÉ
DES MARCHÉS FINANCIERS
AMF

This universal registration document was submitted on April 18, 2024 to the AMF in its capacity as competent authority pursuant to Regulation (EU) no. 2017/1129, without prior approval in accordance with Article 9 of said regulation.

The universal registration document may be used for the purposes of offering financial securities to the public or admitting financial securities for trading on a regulated market, if it is accompanied by an offering notice and, as applicable, a summary and all amendments made to the universal registration document. The whole set of documents is then approved by the AMF in accordance with Regulation (EU) no. 2017/1129.

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EDITORIAL

MESSAGE FROM THE CHAIRMAN OF THE BOARD OF DIRECTORS

After three years marked by major health, logistical, and geopolitical crises, 2023 stands out for its exceptional performance at all levels, offering excellent prospects for the future.

We have continued to vote in favor of the very substantial investment plan proposed by the Executive Committee to support the group's growth, accelerate our low-carbon trajectory, and promote digitalization. In particular, this has meant major expansion of our production facilities at all our sites in France and abroad, and new solutions that are ever more efficient, environmentally friendly, and safe.

Two majority shareholdings in the mechanical welding and laser cutting sectors have been approved for 2023, to enable us to serve our customers even better and gain new skills. These development and transformation initiatives have not only been approved but also encouraged by the Board of Directors. We continue to closely monitor the group's CSR objectives, in particular with the Board's CSR Committee, in order to strive for even greater responsibility and ethics.

In 2023, on behalf of our Board of Directors, I would like to underline the constant efforts of the Chief Executive Officer, the Executive Committee, and the 5,500 women and men of Manitou Group, who have worked tirelessly to meet strong demand, and who have stayed the course despite a complicated environment. This has enabled the company to forge ahead in this fast-changing world. And the results are here: a record year on all levels, whether in terms of sales, profitability, production volume, number of solutions sold, or recruitment.

In addition, in the interests of governance stability, all directors' terms of office were renewed for four years at the Annual General Meeting. I am therefore honored to continue my commitment as Chairman of the Board of Directors, to pursue our long-term policy and to support Manitou Group with the expertise acquired by the directors.

Despite environmental, societal, human, and digital challenges, our company's family footprint enables us to make long-term decisions. We plan ahead and give ourselves all the means necessary to develop appropriate responses. It is by continuing to adopt this strategic vision that we will be able to anticipate future challenges while laying the foundations for sustainable growth.

Finally, I would like to thank all the members of the Board of Directors for their commitment, both on the Board and on the various committees. And in 2024, the 40th anniversary of Manitou BF's IPO, I would like to thank all our shareholders for their trust, and assure them of my full dedication.

Jacqueline Himsworth

Chairman of the Board of Directors

MESSAGE FROM THE PRESIDENT & CHIEF EXECUTIVE OFFICER

A record year

The year 2023 was marked by steady growth across all our geographical regions, achieving record sales of €2.9 billion, up 22% over 2022, with production ramp-ups at all our sites.

This performance stems from the efforts made by all our teams to better serve our customers, and from the commercial success achieved by our worldwide dealer network, which continues to promote our machines and services. These successes have been achieved against a backdrop of persistent challenges, including global inflation, multiple supply chain disruptions in various industrial sectors, major geopolitical tensions, and climate change.

Our success with customers, tight control of production costs, and adaptation of our sales policy have enabled us to significantly improve our profitability in 2023. The group's efforts have been rewarded, demonstrating our resilience and ability to overcome obstacles.

Investments for sustainable growth

We continued to invest in 2023 to consolidate and structure our growth:

- 7,500 m² expansion to our compact loader production site in Madison (USA);
- acquisition of COME S.R.L, specialized in the production of mechanically welded parts, and Metal Work S.R.L, an expert in laser cutting, in order to integrate two upstream stages in the assembly of machines produced at our Castelfranco (Italy) plant;
- launch of construction of a new plant in Candé (France) dedicated to mechanical welding;
- introduction of new automated facilities at our spare parts logistics center in Ancenis (France);
- new spare parts logistics center in Greater Noida (India).

Finally, to strengthen the group's liquidity and support our growth, we have taken out an additional credit line of €160 million, underlining our determination to ensure financial stability.

New solutions for our customers

Our product and service development has been significant, with:

- the complete renewal of our range of compact wheel loaders and tracked loaders based on common platforms;
- the presentation of a new range of heavy-duty telehandlers;
- the introduction of electric platforms and telehandlers dedicated to the North American market;
- a preview of the very first 100% electric agricultural telehandler;
- the launch of a new range of scissor platforms;
- the introduction of a QR code on our machines to facilitate access to information on maintenance, handling, and safety.

These launches are already proving a great success with our customers. In parallel with an electric offer that is being structured, we are continuing to make headway on the reduction of our emissions stepping up our R&D approach to hydrogen.

Accelerating our CSR commitments

We are pursuing our commitment on all pillars of our CSR roadmap.

We have entered into an exclusive partnership with one of our customers to develop electrification kits for used thermal telehandlers. We have signed up to the FRET 21 charter, to further integrate the impact of transport into our strategy. We continue to make progress on our low-carbon trajectory, validated by the Science-Based Targets initiative in 2022. We successfully integrated easyLi, a company we acquired at the end of 2022 specializing in the design and production of lithium-ion batteries, which will now allow us to accelerate our energy transition and our commitment to developing eco-responsible solutions.

Finally, the organization of the third edition of our “On the way up” program symbolized our determination to be transparent about the progress of this CSR roadmap.

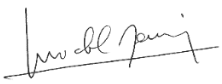
A return to stability for 2024

For 2024, we anticipate a slowdown in business in Europe, which will be offset by the positive momentum of the North American market and the expansion of our product range. Our industrial investments have also enabled us to anticipate an increase in our output thanks to several start-ups on production lines that were previously saturated. In view of these factors, and despite a still uncertain global environment, we anticipate stable business for 2024.

Faced with environmental, societal, human, and digital challenges, we are actively preparing to ensure sustainable growth and develop appropriate responses. We therefore approach 2024 with caution and optimism, capitalizing on the positive momentum of 2023, the fruit of collective efforts and shared records. We are building on this positive momentum to continue to grow, prosper, transform, and “set the world in motion.”

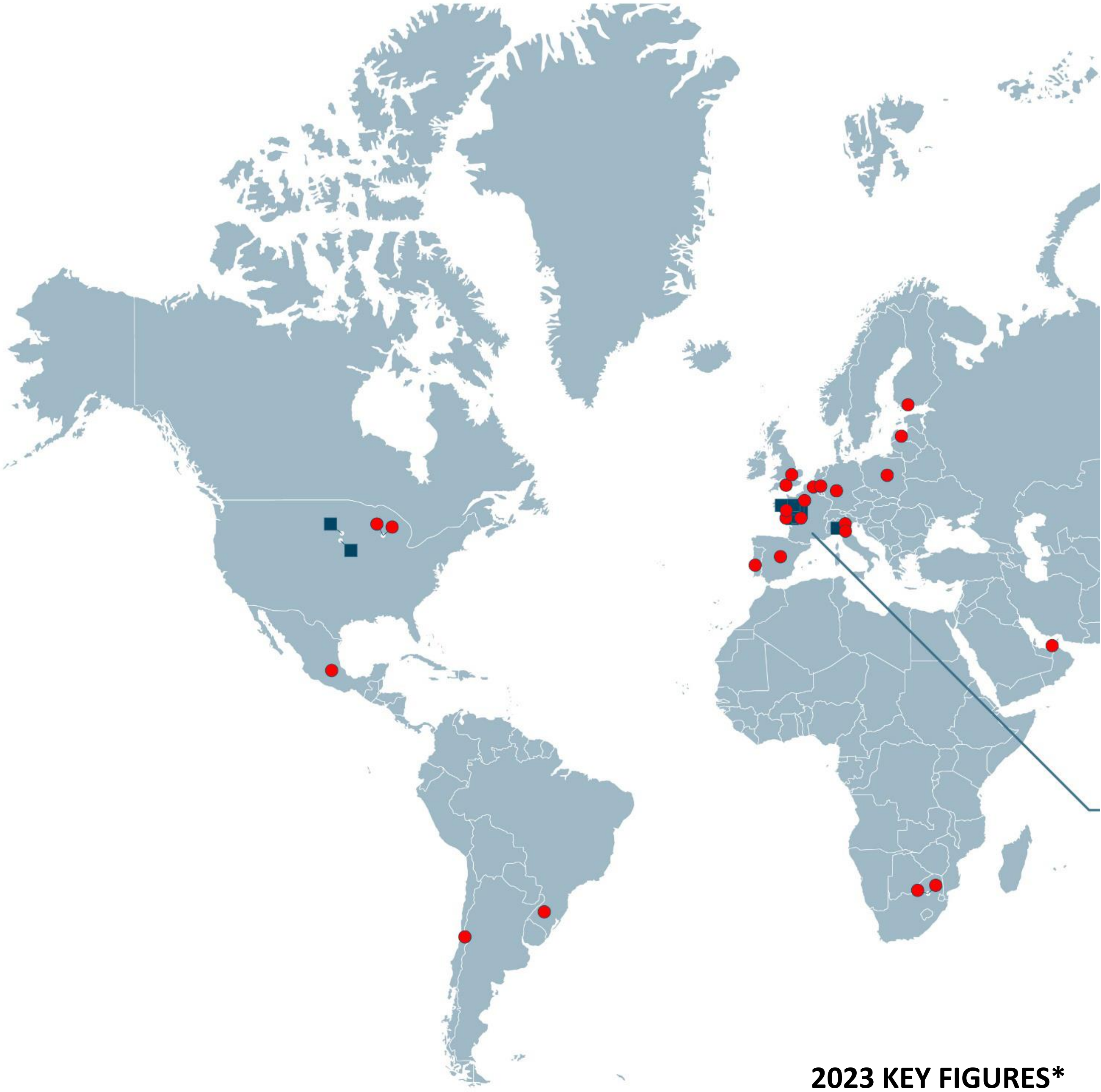
Michel Denis

President & Chief Executive Officer



1. MANITOU GROUP

AN INTERNATIONAL GROUP



34 COMPANIES

10 PRODUCTION SITES

2 MAIN BRANDS

2023 KEY FIGURES*

€2,871 m
of net revenue

5,500 employees
worldwide

82%	of sales outside of France
7.4%	in recurring operating income
€259.7 m**	EBITDA
€126 m	in investments
€389 m	net debt
64%	of capital held by the founding families

* As of December 31, 2023.
** Excluding lease commitment.

1.2. HISTORY AND HIGHLIGHTS

GROUP HISTORY

1945
Creation of the Ets BRAUD Mécanique Générale by Andrée Braud, a construction and public works company.

1953
Association Braud et Faucheux.

1958
Creation of the first rough-terrain forklift based on the idea of Marcel Braud.

1993
- Launch of the first MRT rotating telehandlers and aerial work platforms.
- Acquisition of Loc Manutention.

1995
Launch of the first truck-mounted forklifts.

2008
Acquisition of the American Gehl Company, specialized in agricultural equipment since 1859.

2010
Launch of Gehl and Mustang articulated loaders.

SIGNIFICANT EVENTS IN 2023

JANUARY
Joining the Convention des Entreprises pour le Climat (CEC Ouest). Inauguration of new production lines in India dedicated to scissor platforms and telehandlers. Finalization of the acquisition of the French company easyLi, which specializes in the design and production of lithium-ion batteries.

SE 0808 scissor platform

FEBRUARY
Signature of an exclusive partnership with rental company Kiloutou for the first retrofit project, a structural circular economy project.


MT1440 Retrofit

MARCH
Complete renewal of the compact skid steer and track loaders ranges.
Finalization of the acquisition of the Italian company GI.ERRE, specialized in the service and maintenance of Manitou machines.
Deployment of the electric platform range on the North American market.


ATJ 46+ e electric platform

APRIL
Launch of a new organization for the production and distribution of attachments in Italy.

JULY
Broadcast of the third edition of the annual “On the way up” program, dedicated to the group’s sustainability issues and those of its stakeholders.

SEPTEMBER
Inauguration of factory expansion and 50th anniversary of production site in Madison, South Dakota, USA.
Inauguration of a new logistics center in Greater Noida, India.

1963
Creation of the Manitou department at Braud and Faucheux.

1959
Launch of the Manitou brand (in French "*manie tout*" - handles everything).

1972
Beginning of internationalization with the opening of the first subsidiary in the United Kingdom.

1984
Entry to the Secondary Stock Market in Paris.

1985
Creation of the first American subsidiary "K-D Manitou" in Waco, Texas.

1981
Launch of the first telehandlers in Ancenis.

2017
Acquisition of the company Terex Equipment India. (MEI - Manitou Equipment India).

2022
Launch of the first Manitou electric telehandler.

Introduction of the world's first hydrogen-powered fuel-cell telehandler prototype.

2018
- Celebration of the 60th birthday of the first Manitou forklift.
- Introduction of the world's first electric telehandler prototype.

OCTOBER
ISO 50001 certification for energy management at French sites.

NOVEMBER
Announcement of the acquisition of a 75% stake in the Italian companies COME S.R.L, specialized in the production of mechanically welded parts, and Metal Work S.R.L, an expert in laser cutting and bending.

DECEMBER
Preview of the new MLT 625e electric model for the agricultural market.

MLT 625e electric telehandler

Portrait of Mr. Marcel Braud

In 1953, Marcel Braud joined the family business Braud and Faucheux, alongside his mother, Andrée Braud. The family business manufactured concrete, cranes, and concrete block presses.

Then in 1958 as a workshop leader, he had the idea of diversifying the company's activity by "inverting" the classic use of a tractor to make it an rough-terrain forklift. He would make the company's success and give it global reach.

Marcel Braud would go on to hold various positions, from workshop manager to head of procurement, before taking on the position of Chairman and Chief Executive Officer of Manitou BF from 1971 to 1998. He would then become Chairman of the Supervisory Board, then of the Board of Directors until 2017.

Today, Marcel Braud is the Honorary President and Founder of the Manitou.

1.2.1. GROUP GOVERNANCE

The group relies on a solid corporate governance structure, ensured by:

- the Board of Directors, made up of 12 members, including six from the company's founding families, four independent directors and two employee representatives. All appointments were renewed on May 25, 2023 for a four-year term at the Annual General Meeting;
- the Executive Committee, now made up of seven members, including the Chief Executive Officer. The composition of the Executive Committee changed on January 29, 2024 with two new roles: Chief Transformation & Governance Officer, to accelerate the transformation and ensure the sustainability and development of Manitou Group, and Chief Financial Officer, to strengthen the management of finance at the heart of the company's strategy.

The primary mission of this governance structure is to define and implement the group's strategy.

For further information, see section 2.2 “Highlights” and section 5 “Corporate governance.”

COMPOSITION OF THE BOARD OF DIRECTORS

1 **Jacqueline Himsworth** – Chairman of the Board of Directors
2 **Sébastien Braud** – Board member
3 **Dominique Himsworth** – Board member
4 **Michel Trotter** – Employee Board member
5 **Émilie Braud** – Board member
6 **Pierre-Henri Ricaud** – Independent Board member
7 **Christopher Himsworth** – Board member
8 **Marcel-Claude Braud** – Board member
9 **Alexandra Matzneff** – Independent member
10 **Cécile Helme-Guizon** – Independent member
11 **Dominique Bamas** – Independent member
12 **Mickaël Neveu** – Employee Board member

COMPOSITION OF THE EXECUTIVE COMMITTEE

1 **Michel Denis** – President & CEO
2 **Hervé Rochet** – Chief Transformation & Governance Officer
3 **Céline Brard** – Chief Financial Officer
4 **Christine Prat** – Executive Vice President,, Human Resources
5 **Laurent Bonnaure** – Executive Vice President, Sales & Marketing
6 **Élisabeth Ausimour** – President, Product Division
7 **Maxime Deroch** – President, Services & Solutions division

1.3. PRESENTATION OF ACTIVITIES AND MARKETS

1.3.1. THE GROUP'S ACTIVITIES

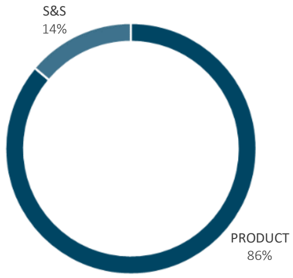
As a world reference in the handling, aerial work platforms, and earth moving equipment, Manitou Group's mission is to improve working conditions, safety, and performance around the world, while protecting people and their environment.

Through its flagship brands – Manitou and Gehl – the group designs, produces, distributes and services equipment for construction, agriculture and industry.

The group's organization has been based on two divisions around which the operating activities are structured: the Product division and the Services & Solutions (S&S) division.

The distribution of the group's range of products and services is led by the sales and marketing Dept., which both develops the network of 800 dealerships and builds direct relationships with key accounts (international groups and rental companies). The group is active in 140 countries.

NET SALES BY DIVISION AS OF DECEMBER 31, 2023



PRODUCT DIVISION

The Product division designs, manufactures, and distributes material handling, access, and earthmoving equipment for construction, agriculture and industrial markets (environment, defense, mines and quarries, etc.). It boosts group development through the quality, appeal, and competitiveness of its products. The product ranges cover rough-terrain fixed, rotating, and heavy-duty telehandlers, rough-terrain, semi-industrial, and industrial forklift trucks, wheeled or tracked skid-steer loaders, articulated loaders, backhoe loaders, aerial work platforms, truck-mounted forklifts, as well as warehousing equipment and attachments. In 2019, Manitou Group launched the Oxygen label dedicated to low-pollution products. The first machines to carry this label, the 16, 18, and 20-meter-high all-terrain electric platforms, are now complemented by compact electric fixed telehandlers, as well as electric and hybrid rotating telehandlers. The division develops and manufactures all of its machines at sites in Ancenis, Candé, Laillé and Beaupréau (France), Castelfranco (Italy), Yankton and Madison (United States), and Greater Noida (India).

FIXED TELEHANDLERS

With a reach of between 4 and 18 meters and a lifting capacity of up to 6 tons, the fixed telehandlers are used in both the construction and agricultural sectors, and the utilization rate of the telehandler may be up to 1500 hours per year. A wide variety of attachments (bucket, grab, bale fork, jib, clamps, etc.) make the telehandlers very versatile.

ROTATING TELEHANDLERS

The rotating telehandlers make it simple to lift loads or personnel to heights ranging from 16 to 35 meters with a load capacity of up to 7 tons. These features make them the world's highest-lifting-capacity telehandlers. The very large range of available attachments (winch, platform, jib, etc.) and the 360 degree rotation make these machines very versatile for any work site, including civil engineering works.

HEAVY DUTY TELEHANDLERS

The heavy duty rough-terrain equipment offers specialized handling solutions for the environmental, mining, and industrial sectors, as well as to institutional customers such as the armed forces and organizations such as the UN, civil protection bodies, etc. When equipped with attachments such as tire or cylinder clamps, these machines handle the maintenance of bulky, heavy equipment. The highest-performing equipment can lift loads of over 33 tons to a height of up to 12 meters.

AERIAL WORK PLATFORMS

The platforms designed and marketed by the group include articulated, telescopic, scissor, and vertical mast platforms. They are adapted to a working height of between 8 and 28 meters depending on the model. The engines of the platforms are primarily combustion engines for rough-terrain outdoor uses or electric engines for interior industrial applications.

The platforms are primarily marketed through independent regional, national, or international rental companies, which makes this a cyclical business.

ROUGH-TERRAIN FORKLIFT TRUCKS

Sturdy and simple to use, the rough-terrain forklift trucks are the ideal product for outdoor applications where stability and maneuverability are essential. With a load capacity ranging from 1.8 to 7 tons, they carry heavy and bulky loads and are designed to work on all types of terrain, even the most rugged.

INDUSTRIAL AND SEMI-INDUSTRIAL FORKLIFT TRUCKS

The forklift trucks are designed for industrial handling applications. Several ranges are offered to meet various user needs: semi-industrial forklift trucks, industrial combustion forklift trucks, and industrial electric forklift trucks.

TRUCK-MOUNTED FORKLIFTS

The truck-mounted forklifts are compact forklifts that use telescopic booms or masts and are intended to meet the handling needs of carriers. The carrier no longer needs to wait for a forklift truck to become available for unloading. A forklift mounted directly on the truck gives him total autonomy and provides a complete handling service.

WAREHOUSING EQUIPMENT

Warehousing equipment is distributed under the Loc and Manitou brand names and is designed for warehouse handling activities. Numerous differentiations enable equipment to be adapted to specific uses, in particular through customized autonomous and robotized solutions (AMR, robotized stackers, etc.).

SKID-STEERS

Skid-steers are compact handling machines that are both highly agile and versatile and can pivot 360°. Their small size means they can be used in cramped environments. Simple and robust, these machines can be equipped with multiple attachments for a wide range of applications. Skid-steers are primarily intended for the construction and agricultural sectors, and to a lesser extent, the industrial sector.

ARTICULATED LOADERS

Articulated loaders are compact and versatile machines of small, medium, or high capacity designed to conduct handling operations in tight spaces.

TRACK LOADERS

The track loaders are designed with tracks, which make them particularly agile on loose surfaces. This type of equipment is mainly used for construction and agriculture.

BACKHOE LOADERS

The backhoe loader range comes from our production site in India. This range is dedicated to the construction sector, mainly in Asian and South American markets.

SERVICES & SOLUTIONS DIVISION

The Services & Solutions (S&S) division seeks to develop offerings that meet the expectations of its users. In addition to the products and their performance, Manitou Group supports its customers with a range of value-added services: training for the dealer network and key accounts, attachments, new or refurbished spare parts, after-sales service, machine connectivity, financing solutions, extended warranties, rent-to-rent leases, full service contracts, recovery, repair, and resale of used equipment. Developed in partnership with its dealers and key accounts, these services provide support to customers throughout the life cycle of the machine and help them differentiate themselves by promoting proximity, collaboration, and long-term loyalty.

SPARE PARTS

All new spare parts for the maintenance and repair of machines are available for order through various digital tools. Manitou Group is also a committed player in the circular economy and markets an alternative standard spare parts solution.

Five main platforms for storage and shipping are based in France, the United States, Italy, India, and Singapore to ensure delivery of parts to its customers within the shortest possible time frame. For regions that are farther away, some of the group's distribution subsidiaries are also equipped with logistics platforms for improved responsiveness.

ATTACHMENTS

A wide range of traditional or customized attachments is offered to increase the machines versatility, which represents an essential advantage for customers. The group thus offers solutions when purchasing the machine or during its life cycle through the Services & Solutions division as part of its spare parts sales.

In order to better serve customers and strengthen the expertise acquired in attachments, in 2021, the group created a unique brand called "Manitou Group Attachments" to equip all the group's machines.

FINANCING SOLUTIONS

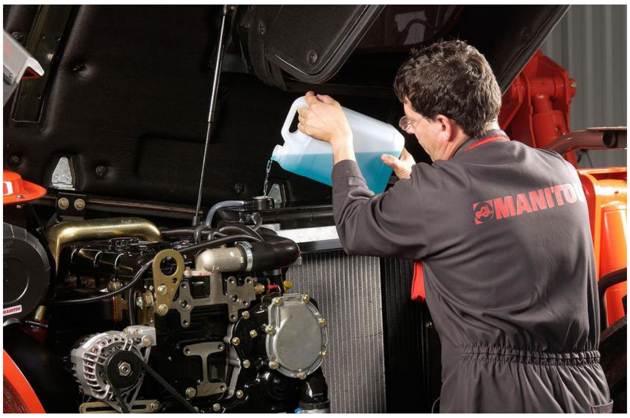
A range of financing solutions including services (extended warranty/ maintenance/connected services) is available for end customers, and inventory financing solutions for the dealer network are also available in certain countries. In 2023, Manitou Group invested €20 million in its rental fleet (some 800 machines produced). Via Rent to Rent, rental companies, dealers and the Manitou Centers network[1] have access to machines without having to invest.

FLEET MANAGEMENT

In order to respond to the operational needs of its key accounts, the S&S division directly manages a fleet of maintenance equipment offered for lease (including a short or long-term full-service contract). Thanks to our turnkey offer, customers can concentrate on their core business and entrust Manitou Group with the management of their handling equipment fleet.

WARRANTY EXTENSIONS / MAINTENANCE CONTRACTS

To enable its customers to focus on their core business without worrying about the indirect maintenance costs, maintenance and extended warranty contracts are offered for up to 6 years/6,000 hours.



CONNECTED MACHINES

Most of the equipment is connected in standard to improve the service rendered and provide the end customers real-time information on their machines. Developing collaborative tools to simplify day-to-day operations, limit downtime, and reduce the risk of accidents are priority development areas for improving the customer experience, throughout the entire lifecycle.

TRAINING

A range of training for the dealers, maintenance technicians, and end customers is available in order to ensure consistent expertise and quality support around the world. These training courses - technical, sales, management, eco-drive... - are given at the training centers of the group's production units in France, the United States, Italy, and India, as well as locally in certain subsidiaries to provide rapid training in the latest handling solutions. Virtual classroom training and tutorials are also available for distance learning.

SECOND-HAND EQUIPMENT

Second-hand solutions overhauled, repaired, or reconditioned by our network of professionals are also offered via a dedicated platform, as well as a marketplace that supports this activity: used.manitou.com.

[1] *Integrated sales and service centers*

1.3.2. SALES REGIONS AND MARKETS

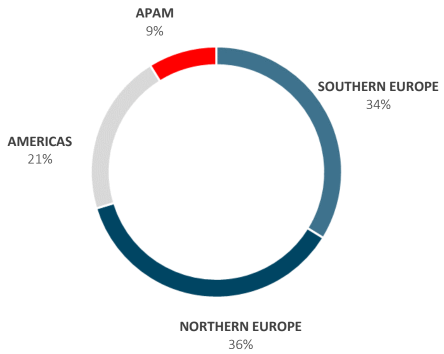
SALES REGIONS

The distribution of the group's full range of products and services is led by the sales and marketing division (S&M), which both develops the network of business partners (dealers) and builds direct relationships with key accounts (international groups and rental companies). The group is active in 140 countries.

These sales and marketing teams are divided into four geographical regions:

- the Northern Europe region represented 36% of the group's revenue in 2023. The primary countries in this region are the United Kingdom, Germany, and Belgium;
- the Southern Europe region represented 34% of the group's revenue in 2023. France, Italy, and Spain are the main countries in the region;
- the Americas region represented 21% of the group's revenue in 2023. The United States is the main contributor;
- the APAM region (Asia, Pacific, Africa, Middle East), where the significant countries are Australia, South Africa, and India, represented 9% of the group's revenue in 2023.

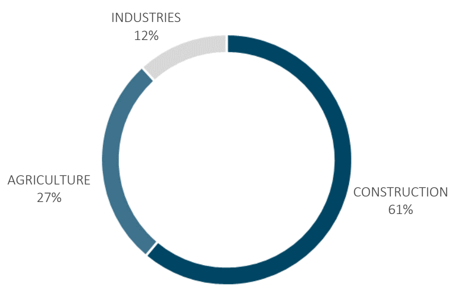
NET SALES BY GEOGRAPHIC REGION



THE MARKETS

In response to users' needs, Manitou Group developed a range of solutions to meet the requirements of markets as diverse as agriculture, construction, or industries. The group regularly conducts customer satisfaction surveys in all geographic areas to provide optimal service adapted to each type of user.

NET SALES BY MARKET

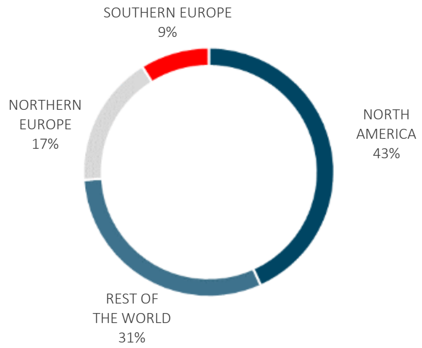


1.3.3. ADDRESSABLE MARKETS AND COMPETITIVE POSITION

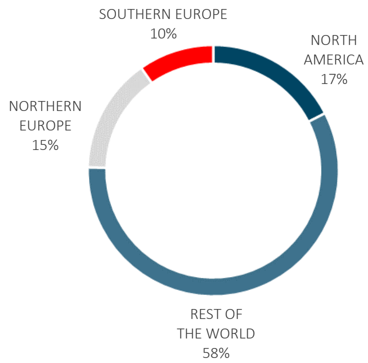
ADDRESSABLE MARKETS IN 2023

The markets on which the group's machines may potentially be sold are estimated at €62 billion. The breakdown by geographic region and product range is as follows:

ADDRESSABLE MARKET BY REGION FOR ROUGH TERRAIN HANDLING



ADDRESSABLE MARKET BY REGION FOR INDUSTRIAL HANDLING



ROUGH-TERRAIN HANDLING ADDRESSABLE MARKET BY PRODUCT RANGE

Products	€BN	%
Aerial work platforms	7.2	28.1
Telehandlers	6.2	24.2
Compact track loaders	5.1	19.9
Backhoe loaders	2.2	8.6
Compact loaders	2.2	8.6
Compact skid-steer loaders	2.0	7.8
Truck-mounted forklifts	0.4	1.6
Rough-terrain forklift trucks	0.3	1.2
TOTAL	25.6	100.0

1. LEADER

INDUSTRIAL HANDLING ADDRESSABLE MARKET BY PRODUCT RANGE

Products	€BN	%
Internal combustion forklift trucks	17.9	49
Electric warehousing trucks	9.3	25
Electric forklift trucks	9.4	26
TOTAL	36.6	100

MANITOU GROUP'S POSITION IN 2023

1. Leader 2. Challenger 3. Outsider

	World	Europe	North America	Rest of the world
ROUGH-TERRAIN HANDLING EQUIPMENT	Leader	Leader	Challenger	Leader
MOBILE AERIAL WORK PLATFORMS	Challenger	Leader	Outsider	Outsider
COMPACT EQUIPMENT	Outsider	Challenger	Outsider	Outsider
INDUSTRIAL TRUCKS AND WAREHOUSING	Outsider	Outsider	Outsider	Outsider




COMPETITIVE POSITION OF THE GROUP

For the Product division, the main competitors are as follows:

CONSTRUCTION AND AGRICULTURE MARKETS

Name	Nationality	Listed/ unlisted
Ausa	Spain	Unlisted
Bobcat (Develon Group)	South Korea	Listed
Caterpillar	USA	Listed
Claas	Germany	Unlisted
CNH Industrial	USA	Listed
Dieci	Italy	Unlisted
Dingli	China	Listed
Genie (Terex Group)	USA	Listed
Haulotte	France	Listed
JCB	United Kingdom	Unlisted
JLG (Oshkosh Group)	USA	Listed
John Deere	USA	Listed
Kramer (Wacker Neuson Group)	Germany	Listed
LGMG	China	Listed
Magni	Italy	Unlisted
Merlo	Italy	Unlisted
Sany	China	Listed
XCMG	China	Listed
Zoomlion	China	Listed

INDUSTRIAL MARKET

Name	Nationality	Listed/ unlisted
Kion	Germany	Listed
Jungheinrich	Germany	Listed
Nacco	USA	Listed
Toyota	Japan	Listed

1.4. STRATEGY AND BUSINESS MODEL

1.4.1. VISION AND STRATEGIC PRIORITIES (NEW HORIZONS 2025)

VISION

Manitou Group sees human life and the environment as capital to be preserved and developed. It contributes to this through its strong brands, which aim to improve safety and quality of life at work for users. Brands committed to limiting their environmental impact while designing safe, high-performance solutions.

MISSION

Manitou Group's mission is to improve working conditions, safety, and performance around the world, while protecting people and their environment.

ACTIONS

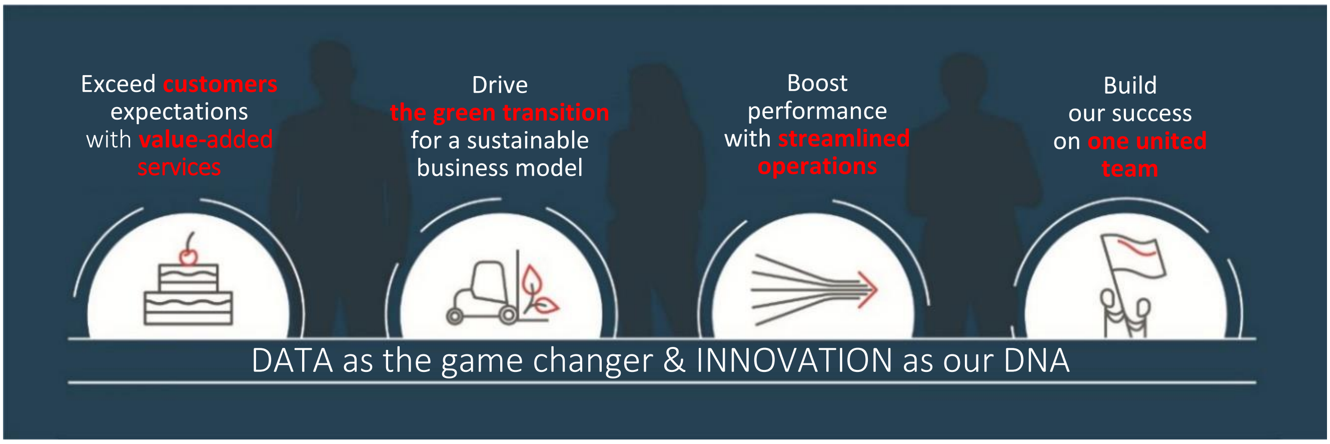
Through our two iconic brands – Manitou and Gehl – Manitou Group develops, manufactures, and distributes equipment and services for handling, aerial work platforms, and earthmoving businesses. Through innovation, the group continuously strives to bring value to its stakeholders. Manitou Group is committed to inspiring and nurturing the passion of its men and women, and does everything in its power to "nurture" its talent and encourage their personal and professional development.

CHALLENGES

Manitou Group builds its strategy based on very strong CSR objectives that are aligned with the recommendations of the United Nations. In place for more than 10 years, this approach aims to build a responsible and sustainable industry with all its stakeholders, while putting in place an ambitious and realistic low carbon trajectory. (Manitou Group's detailed CSR approach is presented in Chapter 3)

STRATEGIC PRIORITIES

The strategic priorities of the 2025 plan are based around four areas:



1. EXCEED CUSTOMERS EXPECTATIONS WITH VALUE-ADDED SERVICES

- Moving from the "sales of machinery" to "customer proximity".
- Supporting the customer with a range of services, parts, and attachments throughout the life of the machine.
- Offering attractive offers to customers around the world.
- Ensuring safety and offering a unique customer experience.

2. DRIVE THE GREEN TRANSITION FOR A SUSTAINABLE BUSINESS MODEL

- Innovating with low carbon products and services.
- Measuring and reducing our direct and indirect emissions.
- Providing sustainable products with the best TCO* in their category.
- Engaging our teams and stakeholders on a shared sustainable path.

3. BOOST PERFORMANCE WITH STREAMLINED OPERATIONS

- Developing scalability of product ranges and standardization of components.
- Improving operational performance.
- Strengthening industrial agility within the group.

4. BUILD OUR SUCCESS ON ONE UNITED TEAM

- Sharing the same mission and values: commitment, reliability, passion.
- Promoting autonomy and agility.
- Improving safety and working conditions.
- Developing talent through diversity and equal opportunities.

Total Cost of Ownership of the machine

STRENGTHS & RESOURCES

HUMAN CAPITAL

5,464 employees

96.5% permanent contracts

75% commitment rate (2022 satisfaction survey)

INTELLECTUAL CAPITAL

6 R&D centers in France and 4 internationally

420 employees in R&D

209 patents held

2 emblematic brands

FINANCIAL CAPITAL

Shareholders’ equity of €895 m

Net debt of €389 m

Stable shareholding structure: 64% of the capital held by the founding families

INDUSTRIAL CAPITAL

Global presence with 34 companies in 24 countries

10 production sites

2 battery assembly sites

7 logistics centers

ENVIRONMENTAL CAPITAL

- **Procurement:** buyers trained to conduct CSR audits
- Transparent carbon accounting with the Carbon Disclosure Project (CDP)
- **Production*:** energy (2,102 Kwh/machine -16% vs. 2022); water (2.4m^3/machine -4.3% vs. 2022); greenhouse gases (627 kgCO_2 eq/machine -9% vs. 2022 scopes 1 & 2)
- **Usage:** low-carbon trajectory by 2023 validated by SBTi with emission reduction targets of -46.2% for scope 1 and 2 and -33.7 kg/CO_2 per hour of machine use for scope 3
- **“End-of-life”:** study underway on the recyclability recyclability of +20% of second-hand machine sales
- **Expertise:** 5 dedicated CSR positions within the business teams

ECONOMIC MODEL

MISSION

Improving working conditions, safety, and performance around the world, while protecting people and their environment

STRATEGIC PRIORITIES

Exceeding customers expectations with value-added services, managing the ecological transition to a sustainable business model, boost performance with streamlinied activities, build our success on one united team

BUSINESS LINES

Design, production, distribution, services

OFFER

Handling, elevating, earth moving

MARKETS

Construction, agriculture, industries

DISTRIBUTION CHANNELS

800 dealers in 140 countries, 25 Manitou Centers, Key Accounts

END CUSTOMERS/USERS

More than 500,000 end users, for a usage time of between 500 and 3,000 hours a year

[1] The United Nations have defined 17 Sustainable Development Goals. Manitou Group's strategy is based on 11 of these goals.

* Carriage equivalent: definition on page 3.

** For 77% of the workforce.

*** Employees and temporary staff.

2023 ACHIEVEMENTS

HUMAN CAPITAL

1,051 new recruits with open-ended contracts

14.56 hours training on average***

Employee accident frequency rate of 19.02% and severity rate of 0.36%***

710 hours of skills-based sponsorship offered

INTELLECTUAL CAPITAL

28 patents filed, including 11 in the field of energy transition

FINANCIAL CAPITAL

Revenue: 22% growth in activity

Recurring operating income: +€211.6 m

Dividend paid per share: €0.63

Group portion of net income per share as of December 31, 2023: €3.77

INDUSTRIAL CAPITAL

€126 m in investments

Expansion and adaptation projects at production sites

ENVIRONMENTAL CAPITAL

- **Supply**

63.5% of suppliers audited and CSR certified

Grade "B - Management level" received in the CDP 2023 evaluation questionnaire

- **Production**

Implementation of an environmental data collection and management tool:
2023: energy data (consumption of gas, electricity, NRD, etc.) ;
2024: water, waste, VOCs

- **Use**

83% progress on the low-carbon trajectory roadmap for actions planned in 2023

- **"End of life"**

An ecodesign software has been integrated into the company's various R&D departments, and 15 ecodesign representatives have been trained in France

VALUE CREATION SHARED WITH STAKEHOLDERS

NET SALES
2023:
€2,871 m

SUPPLIERS
(RAW MATERIAL PURCHASING):
€1,880 m

EMPLOYEES
(COMPENSATION IN 2023):
€438 m

GOVERNMENTS
(CORPORATE TAX IN 2023):
€51 m

SHAREHOLDERS
(DIVIDENDS PAID IN 2023):
€24 m

1.5. SIMPLIFIED ORGANIZATIONAL CHART

The simplified organizational chart below shows the structure of the general legal organization of Manitou Group and the key figures of its main subsidiaries. Manitou BF directly or indirectly owns the companies comprising the group and coordinates the primary functions and activities. It designs and assembles equipment for the Product division and has a logistics center for Services & Solutions activities. It distributes all of the group's products and services for France and for the regions not covered by the group's other subsidiaries. In 2023, Manitou BF’s revenue amounted to €1,990 million with 2,916 employees.

In 2023, Manitou BF's revenue amounted to **€1,990 million with 2,916 employees.**

Manitou BF

Subsidiary	Net sales 2023	2023 headcount	Holding of Manitou BF	Activities
Manitou Americas* - United States	€579 m	880 employees	100%	Design and assembly of compact equipment. The distribution of all group products in the United States and the compact range in countries not covered by the group’s sales subsidiaries.
Manitou Italia – Italy	€619 m	379 employees	100%	Design, assembly, and distribution of rough-terrain fixed and rotating telehandlers and heavy tonnage telehandlers. The company also distributes all the group’s products in Italy.
Manitou Benelux – Belgium	€185 m	32 employees	100%	Distribution of all group products in Belgium, the Netherlands, and Luxembourg.
Manitou Deutschland – Germany	€154 m	56 employees	100%	Distribution of group products through dealers and to key accounts in Germany, Austria, and Switzerland. Direct management of a dealership in Germany.
Manitou UK – United Kingdom	€270 m	52 employees	99.4%	Distribution of group products in the United Kingdom and Ireland.
Manitou Equipment India – India	€60 m	367 employees	100%	Design, assembly, and distribution of backhoe loaders, scissor platforms, compact loaders, and telehandlers.

26 other subsidiaries
(of which 24 are distribution subsidiaries and 2 are production subsidiaries)

* Manitou Americas includes Manitou Equipment America & Manitou North America

The detailed list of subsidiaries is available in Note 18 of the consolidated financial statements.

2. 2023 ACTIVITY & FINANCIAL RESULTS

The group's consolidated financial statements are drawn up in accordance with the IFRS published by the International Accounting Standards Board (IASB) and as approved by the European Union. The accounting principles are explained in detail in the notes to the consolidated financial statements.

Segment information is disclosed on the basis of the group's operational structure, with two divisions:

- the Product Division
- the Services & Solutions division (S&S).

The consolidated financial statements for fiscal year 2023 were closed by the Board of Directors on March 6, 2024. They were audited and certified by the statutory auditors.

2.1. 2023 KEY FIGURES

Net sales
€2,871 m
+22% ↑
Record sales up 22%, benefiting from price increases and supply chain improvements

Recurring operating profit
€212 m
7.4% margin
+150% ↑
Record operating profit before non-recurring items up €127 million, benefiting from strong sales and tight control of raw materials purchases

Net income attributable to the equity holders of the parent
€143 m
or a NEPS*of €3.75
+162% ↑
Record net income thanks to improved sales and margins

Net debt
€389 m
+1,5X EBITDA ↑
Net debt** of €389 million and Gearing** of 43% with an increase in working capital requirements

Order intake
€1,227 m
-51% ↓
Decrease due in particular to the temporary suspension of order intake to limit order expectations and the slowdown in the European construction market

** Net earnings per share*
***Excluding lease commitment*

2.2. SIGNIFICANT EVENTS

CHANGES IN GOVERNANCE

At the Board's proposal, in the interest of stability in Manitou Group's governance, the Shareholders' Meeting of May 25, 2023 renewed all the directors' terms of office for a period of four years. These renewals enable the group to pursue its long-term policy, with the expertise acquired by the members of the Board of Directors.

The group has also adapted the organization of its Executive Committee with the creation of two functions in January 2024: a Chief Transformation & Governance Officer and a Chief Financial Officer. These positions are held by Hervé Rochet and Céline Brard respectively, whose mission is to strengthen the group's strategic and financial management in order to support its growth efficiently. The creation of these new functions is also designed to meet the group's various challenges (digital, human, and reputational) and accelerate its transformation, while ensuring the integrity of its governance framework. See also note 5.1.4 of chapter 5.

MAJORITY STAKE ACQUIRED IN EASYLI

On January 23, 2023, the group acquired an 82% stake in easyLi, a company specializing in the design and production of lithium-ion batteries. This operation allows the group to acquire specific skills as part of its energy transition. Based in Poitiers (France), the company easyLi had a workforce of 25 employees on the date of acquisition and recorded revenue of €1 million in 2022.

ACQUISITION OF THE ITALIAN COMPANY GI.ERRE SRL

On March 1, 2023, the group acquired all the shares of the Italian company GI.ERRE SRL, based in Castelfranco, Italy, and specialized in service activities for Manitou products.

In 2022, GI.ERRE generated revenue of €4 million with a workforce of 14 employees as of the date of acquisition.

END OF LITIGATION WITH JCB

In May 2017, Manitou Group was sued by JC Bamford Excavators Limited (JCB) in France, the United Kingdom and then Italy for alleged infringement of two European patents and one UK patent (respectively European patent EP 1 532 065 B2(EP 065) its equivalent UK Patent GB 2390 595 B (GB565) and European patent EP 2 263 965 B9) relating to certain features concerning the overload cut-off control system of certain telescopic forklift trucks manufactured and/or marketed in these three countries.

In December 2018, JCB served Manitou Group with a new patent infringement suit in France and the United Kingdom relating to a third European patent (EP 2 616 382 B3 (EP 382), also relating to certain features concerning the overload cut-off control system of certain telescopic forklift trucks.

Since 2017, these disputes have led to a succession of legal proceedings in France, the UK and Italy, and JCB had estimated its loss at 190 million euros.

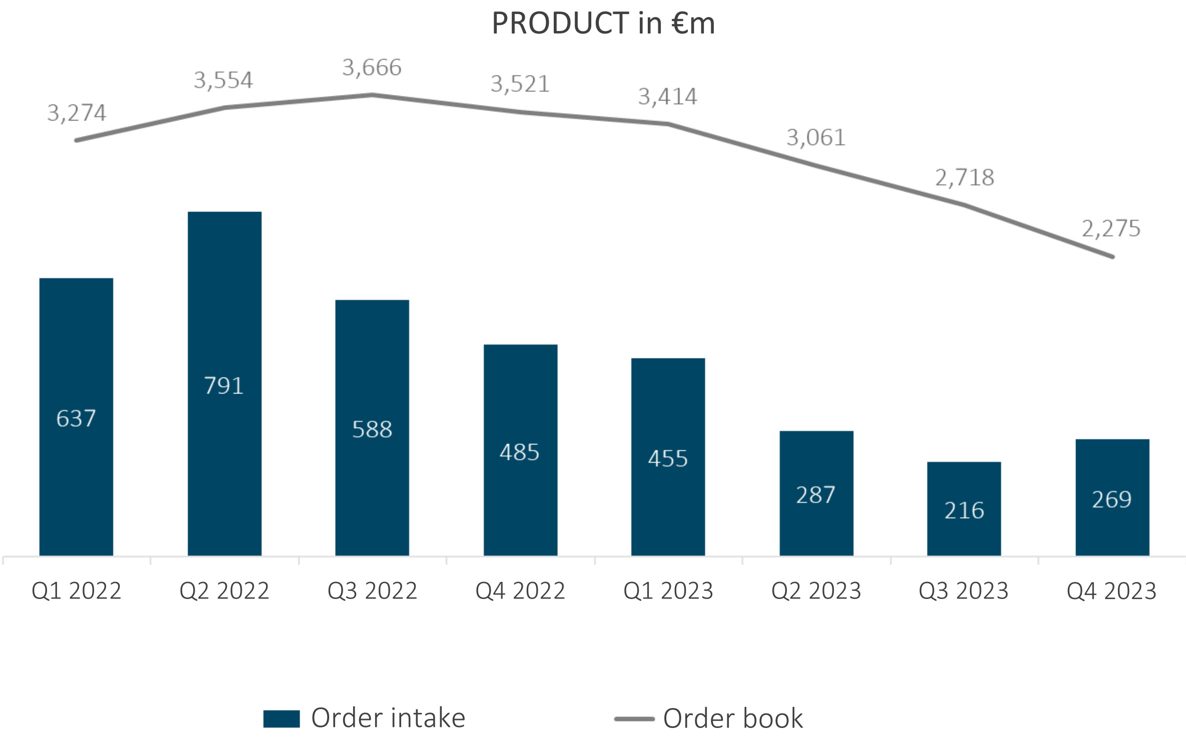
During these proceedings, the group has always contested the infringements and defended itself with the utmost firmness.

In December 2023, Manitou BF and J.C. Bamford Excavators Limited agreed to terminate all patent infringement litigation between them.

The end of this litigation has no impact on the present or future business of either party, nor on the characteristics of the products marketed by each of them.

2.3. BUSINESS

ORDER INTAKE



As of December 31, 2023, the order book stood at €2,275.3 million, down 35.4% on the previous year's record level of anticipated orders.

The decline in the order book is due to:

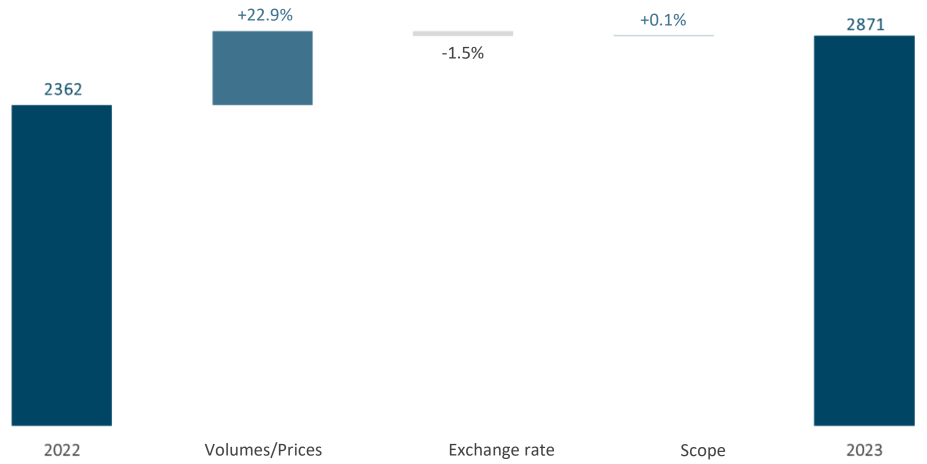
- by setting up additional production facilities and steadily improving the fluidity of the supply chain;
- but also by the 50.9% drop in order intake to €1,226.7 million from €2,500.3 million in 2022.

The fall in order intake is the consequence of a slowdown in the European construction market since mid-2023, which should be offset by the buoyancy of the North American market.

It was accentuated by the decision to temporarily close order intake for products with the longest lead times, in order to return to shorter delivery times.

The order book as of December 31, 2023 gives the Products division around ten months of visibility.

NET SALES IN MILLIONS OF EUROS



In 2023, the group earned revenue of €2,871.3 million, up 21.6% over 2022 using actual data and 23% using comparable data.

All markets and geographies enjoyed positive momentum.

The group has benefited from the full effect of the sales price increases implemented in 2021 and 2022 to cover inflation, as well as from the steady improvement in supply chain fluidity and a gradual return to pre-Covid and pre-inflation operating modes.

All markets and business sectors rallied extremely strongly.

The exchange rate impact over the period was negative by - €34.4 million (-1.5 points).

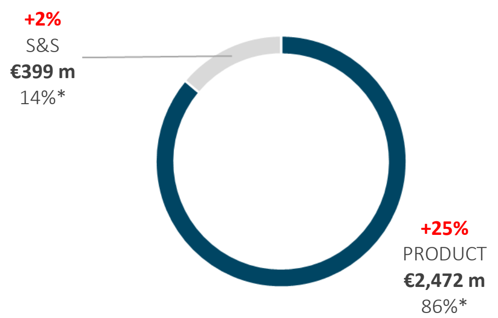
The group's two divisions benefited from this rebound.

The Products division benefited from this recovery, with a 25% increase in its activity compared to 2022 (27% at constant exchange rates and scope). The additional production resources deployed to achieve the expected production volumes, together with the streamlining of the operational chain, made it possible to achieve record levels of machine production in 2023. In addition, the Products Division benefited fully from the effects of price increases, which contributed 13% to sales growth in 2023.

The S&S division’s business grew by 2% in 2023 across all its activities (3% at constant exchange rates and scope). The division is buoyed by its spare parts business, with a gradual improvement in the supply chain. The division is also continuing to strengthen its service offering, particularly in digital services, and in September it inaugurated a new spare parts platform in India.

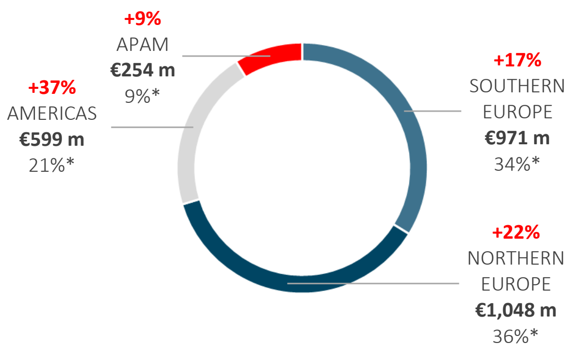
The group’s revenue is up across all geographical regions and especially in the Americas (+37%), Northern Europe (+22%), and Southern Europe (+17%).

BUSINESS TRENDS BY DIVISION (% CHANGE IN NET SALES)



*Breakdown of net sales

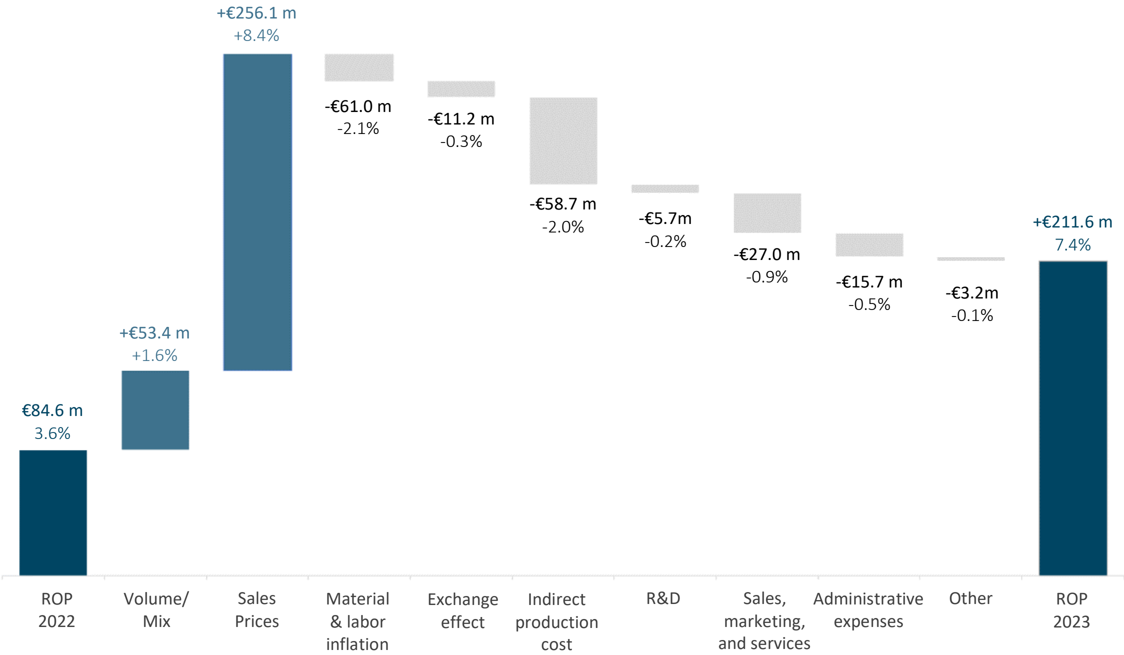
BUSINESS TRENDS BY REGION (% CHANGE IN NET SALES)



*Breakdown of net sales

2.4. INCOME

2.4.1. RECURRING OPERATING INCOME



The group's recurring operating profit comes to €211.6 million, or 7.4% of revenue, up 3.8 points compared to 2022 (€84.6 million, or 3.6% of revenue).

This sharp increase was mainly due to:

- the increase in revenue;
- margin on cost of sales up 3.8 points, benefiting from the pricing policy implemented in 2022 and good control over the price of purchased materials;
- an increase in R&D costs (+16%, i.e., €5.4 million) with an acceleration in the innovation programs for the launch of new models, especially electric machines in order achieve the group's carbon trajectory objectives;
- and an increase in overheads over the period (+20.9%, or €40.5 million) impacted by inflation, but also by the group's determination to continue its structuring and support its projects.

2.4.2. OPERATING INCOME

The operating income comes to €207.6 million, or 7.2% of revenue, up €125.4 million compared to 2022 (€82.3 million, or 3.5% of revenue).

In 2023, this result includes net non-recurring operating expenses of €3.9 million (€2.4 million in 2022), including €5.1 million in litigation costs, €1.7 million in costs linked to external growth, and €3.5 million in income linked to the outsourcing of a pension plan.

In 2022, net expenses related to the destruction of equipment by a storm at the Madison site (United States) for €0.8 million, legal fees of €0.6 million euros in connection with ongoing litigation, and €0.6 million euros in costs linked to external growth.

2.4.3. NET INCOME

PROFIT OF COMPANIES ACCOUNTED FOR USING THE EQUITY METHOD

The profit of companies accounted for using the equity method stands at €2.5 million, down €0.5 million compared to 2022.

This profit was generated by Manitou Group France and Manitou Finance LTD, owned 49% by the group and 51% by BNP Paribas Leasing Solutions. They offer financing, leasing, and long-term rental solutions to end users of the group's products, especially in France, the United Kingdom, and Italy, as well as stock financing solutions for dealerships.

FINANCIAL RESULT

The financial result was -€16.1 million, as compared with -€4.3 million in 2022. The change in the expense is explained by the rise in the group's debt and interest rates, and unfavorable exchange rate effects.

TAX RATE

The tax rate on net income is 26.4% versus 32.0% in 2022. See Note 11.3 of the annual financial statements ended December 31, 2023.

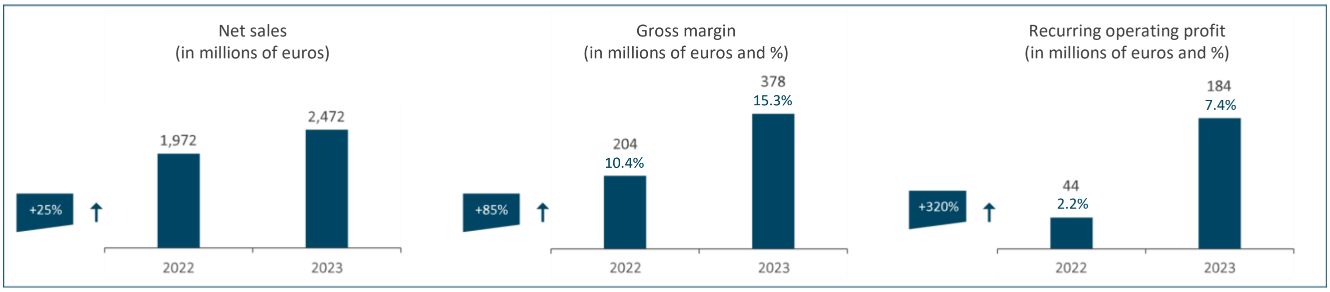
Income tax amounts to -€50.6 million, versus -€24.9 million in 2022.

NET INCOME

The group net income comes to €143.5 million, or 5.0% of revenue, up €88.5 million compared to 2022.

2.5. OPERATIONAL PERFORMANCE BY DIVISION

2.5.1. PRODUCT DIVISION



The Product division achieved revenue of €2,472 million, up 25% over 2022 (+27% at constant exchange rate and scope). It benefits from the policy of increasing sales prices implemented since 2022 to counter inflation in raw materials prices, higher production rates and steady improvements in supply chain fluidity.

The division's revenue increased in all of its markets and in all geographic areas, especially in the Americas.

The division's margin on cost of sales amounts to €377.8 million, up 85% compared to 2022. This change is explained by the increase in sales and by a 4.9-point improvement in the margin rate, thanks to the pricing policy implemented to compensate for the material price rises that severely eroded the division's margins in 2022.

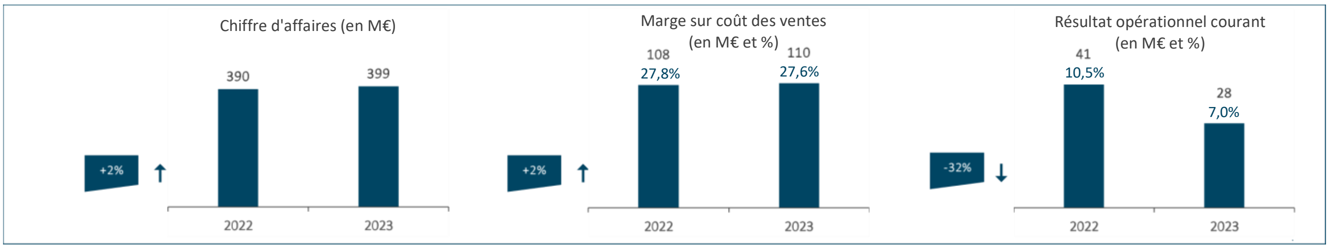
R&D costs were up by €5.1 million, impacted by inflation but also by the increase in resources aimed at pursuing the deployment of innovation programs, notably the development of electric ranges, to achieve the objectives of the group's carbon trajectory.

Structural costs are also up 20.1% (+€25.5 million). This increase is relatively slower than the rise in sales and is explained by the increase in prices and resources to support the division's growth and structuring.

Therefore, the recurring operating profit of the Product division is up €139.9 million (+320%), at €183.6 million (7.4% of revenue), versus €43.7 million in 2022 (2.2% of revenue).

As part of its development, the Products Division plans to continue investing, in particular with a new mechanical welding center attached to the Candé platform plants. The €60 million investment will be in addition to the €460 million New Horizons 2025 plan. Commissioning is scheduled for late 2025.

2.5.2. S&S DIVISION



With revenue of €399 million, the S&S division reports growth of 2% over the year (+3% at constant exchange rate and scope). The division is buoyed by its spare parts business, with a gradual improvement in the supply chain.

Sales grew mainly in the Southern Europe and APAM (Asia, Pacific, Africa, Middle East) regions. Sales were down in the Americas, impacted by a drop in sales of attachments and used machines.

The margin on cost of sales was up by €1.7 million (+1.6%) compared to 2022, and stood at €109.9 million. This change is mainly due to higher sales. The margin rate over the period was virtually stable, thanks to a pricing policy that limited the impact of inflation.

Administrative, sales, marketing, and services costs increased by 22.4% (+€15.0 million) in an inflationary context. The division strengthened its after-sales team and the capacity of its logistics platforms and continued to reinforce its service offerings.

Therefore, the division's profitability comes to €28.0 million (7.0% of revenue), down €13.0 million compared to 2022 (€41.0 million, or 10.5% of revenue).

2.6. CASH FLOW AND FINANCIAL STRUCTURE

2.6.1. CHANGES IN SHAREHOLDERS' EQUITY

As of December 31, 2023, the consolidated shareholders' equity came to €895 million, versus €792 million as of December 31, 2022. This net increase of €104 million is mainly due to:

- consolidated income of almost €144 million;
- the payment of dividends to group shareholders in the amount of -€24 million;
- -€13 million change in foreign currency translation adjustments;
- and -€1 million in actuarial losses net of deferred taxes relating to pension commitments and financial instruments.

2.6.2. CASH FLOW AND DEBT

The group's cash flow is up by €120 million to €257 million, compared with €137 million in 2022. It benefited from the increase in net income for the year.

The working capital requirement (WCR) increased by €237 million compared with an increase of €210 million in 2022.

In 2023, the change in WCR was mainly due to:

- an increase in inventories, particularly in finished products and components;
- the increase in trade receivables following the strong growth in activity.

Thus, the cash flow generated during the period comes to -€53 million (versus -€104 million in 2022).

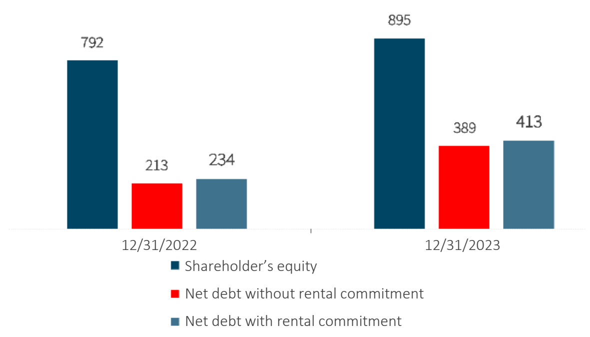
The net investment flows (excluding rental fleet) are stable compared to the previous fiscal year and stand at €95 million. They include the group's investment programs and external growth.

The group also distributed dividends for €24 million, compared to €31 million in 2022.

Thus, as of December 31, 2023, cash flow was -€11 million, for an opening cash flow of €16 million.

The net financial debt (excluding lease commitment) comes to €389 million as of December 31, 2023, up €176 million compared to the end of December 2022. The ratio of net financial debt (excluding lease commitments) to EBITDA is 1.5 (leverage ratio) compared with 1.6 at December 31, 2022. The ratio of net financial debt (excluding lease commitments) to equity (Gearing) is 43.5% compared with 27.0% at December 31, 2022.

Financial debt in millions of euros



	2022	2023
Net debt excluding lease commitment / Shareholder's equity (Gearing)	27.0%	43.5%
Net debt including lease commitment / Shareholder's equity (Gearing)	29.6%	46.1%
Net debt excluding rental commitment / EBITDA	1.6	1.5
Net debt including rental commitment / EBITDA	1.7	1.5

2.6.3. INVESTMENTS

In 2023, the group's investments amounted to €126 million, versus €105 million in 2022. This increase is mainly due to the continued deployment of the capacity investment plans announced in France and the United States. These investments are aimed at accelerating the energy transition, digitalization, and the deployment of service activities. They are part of the New Horizons 2025 strategic plan.

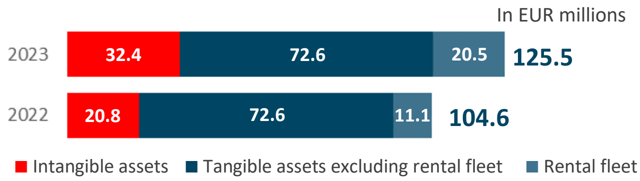
In the United States, investments were made at the two North American production sites in Yankton and Madison, South Dakota. They focus on expanding the two sites, strengthening innovation, and developing new ranges, particularly electric ones.

In France and Italy, industrial investments have been allocated to redeveloping and expanding production sites, notably Ancenis, Candé, and Castelfranco. They are driven by sustainable growth prospects and the need to industrialize future electric and hybrid models.

Intangible investments accounted for 26% of investments, i.e. €32 million. They corresponded primarily to development costs for new products or technologies (€17 million), to include electric machines and IT investments (€8 million), and patents (€8 million).

Tangible investments accounted for 74% of the group's investments, of which 34% was in buildings, 44% in industrial equipment, and 22% in fleets of equipment. In view of the order book and sales demand, since 2022, the group has reduced its investment in equipment fleets for rental activities in order to give priority to the sale of its machines to its dealers.

These investments also include the acquisition of equipment (€5.7 million) and R&D costs (€6.5 million) for the development and manufacture of electric machines and hydrogen machines, as well as batteries.



2.6.4. RESEARCH AND DEVELOPMENT

Research and development are at the heart of the group's strategy and goals. It aims to differentiate its offering and create value for customers, whether through machines, attachments, or associated services and solutions. R&D is also working to reduce the total cost of ownership of machines, while improving their performance and environmental impact.

The activity is conducted based on:

- studies of changes in the use or market of its customers;
- studies to better understand and appreciate the technological changes that affect the business lines;
- ongoing monitoring of technological changes occurring in associated industry sectors (automotive, etc.);
- long-standing collaboration with suppliers or public and private institutions that develop innovative technological solutions.

It is also intended to meet the needs of the three types of customers for which a machine is intended:

- owners, who expect high performance and a return on their investment;
- users, or drivers, who expect safety, usability, and ease of use;
- those in charge of its maintenance, who expect reliability and a high level of associated service.

The group's research and development is made up of a central innovation division and seven decentralized study and R&D offices, each directed by the product line for which it works. The research teams represent 7% of the group's workforce.

In 2023, Manitou Group teamed up with a partner to provide a global solution for managing the lifecycle of its products. As part of the group's digital transformation, this tool is designed to standardize its design processes.

Dedicated in particular to the management of the machine database, elements linked to the various components and their nomenclature, this tool will be implemented to streamline and simplify product design across all the groups ten production sites in the United States, India, Italy, and France. This innovative tool is complemented by the choice of CAD (Computer Aided Design) software for product engineering. This significant project is fully in line with the group's determination to make its digital transformation one of the pillars of its strategic roadmap.

KEY FIGURES

In 2023, the group continued its research and development programs, with expenses and investments up by €8.0 million (+16%) over 2022.

in millions of euros	2022	2023
Capitalized expenses	13.9	16.5
% of net sales	0.6%	0.6%
Non capitalized expenses and amortization allowance	34.9	40.4
% of net sales	1.5%	1.4%
TOTAL	**48.9**	**56.9**
% of net sales	**2.1%**	**2.0%**

The group holds a number of patents protecting the innovations developed in its various research offices.

The total number of active patents at the end of the 2023 fiscal year was 209. In addition, 28 patent applications were filed in 2023, including 11 in the field of energy transition.

DEVELOPMENT OF INNOVATIONS AND LAUNCH OF NEW PRODUCTS

2023 saw the group accelerate its Research and Development efforts in the following technological areas:

- energy, with the development of machines powered by electricity, hydrogen, or a hybridization of the two;
- robotic applications, across the value chain, and for a transition to human-machine collaboration;
- the connectivity of its machines and the exploitation of its data in order to offer value to its different types of customers (operator, site manager, large account);
- an improved, harmonized and adaptable user experience for all its product lines.

In particular, as part of its energy transition, the group has:

- presented the first prototype of a telehandler equipped with a fuel cell allowing it to be powered exclusively by hydrogen, which is also green, and therefore has a low impact in terms of carbon footprint. This presentation was accompanied by a hydrogen charging station at the company's test and endurance center in order to assess the full impact;
- presented seven new electric models at the world construction trade show;
- extended, as an option, the stop and go function on all machines equipped with Stage V generation engines intended for European markets;
- The group is also continuing to launch new products and renew its product ranges in order to incorporate the changes in requirements and make substantial improvements for its users.

2023 saw the launches of:

- a new range of articulated loaders for agricultural and construction applications (AL 330/430);
- its first 100% electric compact telehandler. The MT 625e, with a capacity of 2.5 tons and a height of 6 meters, guarantees performance as good as the internal combustion version and is the same size. Fitted with a 25 or 33 kWh lithium-ion battery, this model reduces maintenance cost by 56% and drastically reduces the total cost of ownership for the user;
- the 160/180 ATJ E 4WS electric aerial work platform range. A new version of the 120 AETJ aerial work platform has also been added to the industrial range. This model benefited from specific work on the accessibility of the components, such as the pivoting battery containers and tool-free access, for savings on machine maintenance;
- four new internal combustion models with between 7 meters and 13 meters of lifting height for a lifting capacity of 3.5 tons, namely MT 735, MT 935, MT 1135 and MT 1335. The 11 meter and 13 meter models are available with two transmission versions, torque converter or hydrostatic, to meet the different needs of users;
- the fourth model of the NewAg XL range, after the launches of the MLT 841, 1041 and 961. With a load capacity of 5 tons and a working height of 7.6 meters, this new model completes the existing range to meet the needs of large farms and cooperatives, but also the agro-industry and the recycling sector.

2.7. POST-CLOSING EVENTS

SIGNATURE OF AN ADDITIONAL CREDIT LINE OF 160 MILLION EUROS

In January 2024, the Group signed an amendment to the July 2022 credit agreement to set up an additional RCF (Revolving Credit Facility) line for an amount of 160 million euros and a maturity of 5 years, with the possibility of a one-year extension.

This additional line of financing strengthens the group's financial structure to allow it to continue its development and finance its investment projects.

ACQUISITION OF A MAJORITY STAKE IN THE ITALIAN COMPANIES COME AND METAL WORK

In January 2024, the group completed a 75% stake in COME S.R.L and Metal Work S.R.L, based in Emilia Romagna (Italy).

The acquisition of these two historical partners will help support the growth of Manitou Group by integrating the production of strategic components.

COME and Metal Work will also continue to develop the business with all their customers.

COME S.R.L is specialized in the production of mechanically welded parts. It generated revenue of €46 million in 2022 and employs 280 people.

Metal Work S.R.L is specialized in laser cutting and folding. It achieved a turnover of €31 million in 2022 and employs 70 employees.

2.8. 2024 OUTLOOK

For 2024, the Group anticipates stable sales compared with 2023. The downturn in European markets, particularly in construction, should be offset by the dynamism of the North American market. This polarization of markets will affect production sites in different ways, with some remaining at record output levels, and others falling back compared to 2023.

Based on this outlook, the Group expects recurring operating income to exceed 6.5% of sales for 2024.

3. CORPORATE SOCIAL AND ENVIRONMENTAL RESPONSIBILITY

3.1. THE GROUP'S CSR AMBITION, STRATEGY, AND ORGANIZATION

A global leader in handling, aerial work platform, and earth moving sectors, the Manitou group's mission is to improve working conditions, safety, and performance around the world, while protecting people and their environment.

Driven by this vision and stimulated by a changing world, since 2011 Manitou Group has been committed to transformation based on innovation, sustainability, social responsibility, efficient resource management, and the promotion of sustainable partnerships.

TRANSFORMATION DRIVEN BY A CHANGING WORLD

In recent years, the business world and its entire ecosystem have undergone a major environmental, social and societal shift, supported by all its stakeholders.

Stakeholders with more demanding CSR requirements give companies a competitive edge:

- customers are increasingly attentive to the impact of their purchases and are now more inclined to turn to companies that are committed to CSR;
- institutional investors and shareholders are giving greater weight to CSR issues in their decisions;
- Employees and young talent are increasingly looking for meaning in companies that are aligned with their values.

The accelerated development of the regulatory framework by governments and regulatory bodies encourages companies to set objectives in terms of governance, control of their supply chain, reduction of their carbon footprint, and transition to a circular economy.

Scientific findings on the consequences of climate change and the reaching of planetary limits bring companies face to face with their responsibilities and the risks these new parameters represent.

3.1.1. A CSR STRATEGY EMBODIED IN THE "ELEVATION PLAN"

The identification and analysis of sustainability issues has led the group to formalize its CSR approach in an action plan for 2025 called the "*Elevation Plan*."

For a company specializing in the manufacture of equipment for materials handling, aerial work platform, and earth moving sectors, the term "*elevation*" was an obvious choice for the CSR action plan.

In a sector where safety and efficiency are imperative, *"elevation"* extends beyond mere mechanical action to encompass an ethical and sustainable vision of the company. Integrating CSR into the design, production, and distribution of handling and lifting equipment means putting people and the environment at the heart of our concerns.

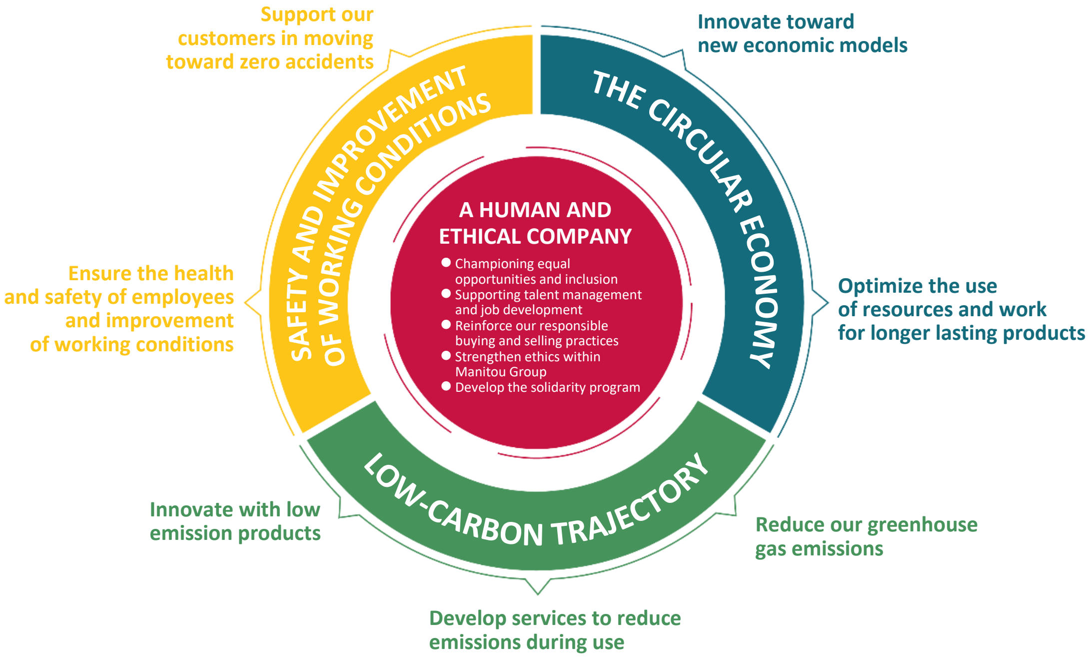
This means developing safe, environmentally-friendly products, promoting safe working conditions for employees and users, and engaging in ethical business practices throughout the supply chain.

Thus, the *"Elevation plan"* takes the form of a set of 52 CSR objectives for the period 2021-2025, organized around four major priorities:

- promoting a humane and ethical corporate culture;
- an emphasis on safety and improvement of working conditions;
- the transition to a low-carbon trajectory;
- promoting a circular economy.

THE "ELEVATION PLAN 2025"

With the fulfillment of this plan as its compass, Manitou Group aims, guided by the group's emblematic signature, *"Set the world in motion,"* to intensify its transition towards a more sustainable model.



3.1.2. A LONG-TERM COMMITMENT

To participate in and anticipate major societal changes, Manitou Group has been committed to a structured CSR approach since 2011 based on measured scientific data and achievable objectives.

Since then, the group has made progress in its approach, with the aim of reducing its negative impacts and aiming to create positive impacts on the environment, society and all its stakeholders, while strengthening its own long-term sustainability and resilience.

2011

- 1st assessment of greenhouse gas emissions (scopes 1, 2 and 3)

2013

- 1st stakeholder consultation
- 1st "Elevation" CSR plan based on 3 pillars

2015

- Signature of the United Nations Global Compact
- 1st product lifecycle analysis on an agricultural machine
- French Ministry of Sustainable Development award for the Reduce program
- 1st place in the Gaïa Index (Industry)

2018

- 2nd CSR plan with 2022 objectives
- Establishment of an internal network of CSR leaders

2020

- 2nd stakeholder consultation
- First 100% electric rough-terrain aerial work platform

2021

- New Horizons 2025 strategic plan
- 3rd CSR Plan 2021-2025
- 2nd Carbon Footprint (scopes 1, 2 & 3)
- Strengthening CSR governance

2022

- SBTi validation of our low-carbon trajectory
- 1st 100% electric telehandler
- Partnership launched for an electric retrofit machine (MT 1440)
- 1st hydrogen prototype

2023

- Membership to the Convention des Entreprises pour le Climat (CEC)
- New ranges of electrical machines (MT, MRT)
- Low-carbon steel purchasing partnership
- Climate Fresk deployment for all employees

3.1.2.1. MAIN ACHIEVEMENTS IN 2023

Human and ethical	Safety and improvement of working conditions	Low carbon trajectory	Circular economy
Upstream value chain First evaluation campaign for suppliers identified as "potentially at risk"	**Safety culture in production** 100% of French team leaders (initially) trained in "Safety Leadership," a training program enabling them to reinforce the group's safety culture	**Renewable energies** Installation of 14,000m^2 of photovoltaic panels in Italy. Total surface installed to date: 17,700m^2 to cover 70% of Italy's consumption by 2024	**Spare parts** Optimizing logistics flows and strengthening ranges of Reman parts
Downstream value chain Reinforcement of CSR assessment criteria for the group's distributors (dealer network)	**Non-production employee training** 49.5% of employees trained in the *10 Golden Rules of Safety*	**Launch of new 100% electric models** Platforms: 160/180/200 ATJ e Scissors: 8 m Trucks: MT 625 e / MRT e	**Machines** First electrical retrofit of MT 1440 construction machine and process life cycle assessment
In-house training 73% of employees trained in the group's Code of Ethics (excluding production employees)	**Collective innovation** Organization of a hackathon, with 40 participants over 2 days on the theme *"How can new technologies help us achieve zero accident? "*	**Product life cycle and environmental impact** Implementation of an ecodesign software for the product life-cycle analysis	**Packaging** 25% reduction in the use of plastics for packaging parts by 2021 at the group level
Sponsorship Structuring new partnerships in the field of inclusion and professional insertion	**User safety** 72% of machines produced are equipped with instant digital access to safety documents	**Raising awareness of climate issues** Creation of an in-house community of facilitators aimed at the deployment of the Climate Fresk for all non-production functions	**Economic model** Start of a PhD thesis on circular economic models: life cycle optimization, machine extension and dismantling

3.1.3. STAKEHOLDER INTERESTS AND VIEWPOINTS

The structuring of CSR governance has enabled Manitou Group to put in place an efficient CSR approach and set ambitious objectives that take into account the interests of all employees and stakeholders.

Recognizing and managing stakeholders' needs, expectations, and concerns is essential to managing risks, seizing opportunities, and maintaining sustainable, mutually beneficial relationships.

Stakeholders	Group expectations and responses	Form(s) of dialog
Employees	▪ Guaranteeing employee health and safety ▪ Encouraging skills development and professional growth for employees ▪ Ensuring good working conditions ▪ Promoting diversity and inclusion within the organization ▪ Respecting social rights and facilitating social dialog ▪ Encouraging active participation in corporate social responsibility initiatives	▪ Up Days: integration days for new employees ▪ Production immersion week for new employees on permanent contracts ▪ Digital Campus: Online training platform ▪ Annual performance reviews ▪ Mentoring program ▪ Internal commitment survey every 2 years ▪ Creation of an in-house network of Disability Advisors in France ▪ People by Manitou Group: internal network promoting professional equality ▪ Annual group-wide sustainable development week (Elevation Days) ▪ Employee representative bodies and trade unions

		▪ Corporate Health, Safety and Environment, Health and Social Affairs Division ▪ International Safety Day ▪ Safety competition (in India in 2023) ▪ IDR (Identification of Risks) workshops in production: hunting for risks at workstations in France ▪ Oui'Act: in-house web platform with proposals to employees to volunteer in schools or associations ▪ Manitou Sports Association in France
Customers and dealers	▪ Ensuring product quality and reliability ▪ Ensuring user safety and protection ▪ Responding to new uses and proposing innovative solutions ▪ Developing sustainable products with a reduced environmental footprint ▪ Providing quality customer service and building lasting relationships ▪ Acting ethically and responsibly in all company activities	▪ Manitou Group University (MGU): technical training courses for the authorized dealer network and key account customers ▪ Dealer Elevation Plan: dealer performance evaluation program including audits ▪ Dealers' meeting ▪ National and international trade fairs, including in the field of innovation ▪ Open house session ▪ Customer satisfaction surveys ▪ Meeting of market experts (in the fields of agriculture and construction) ▪ Partnership and cooperation (e.g. converting diesel construction equipment to electric)
Suppliers and sub-contractors	▪ Maintaining economic and technological competitiveness ▪ Building lasting, mutually beneficial relationships	▪ Supplier Convention and technical sessions ▪ Mani Together: Supplier extranet ▪ Responsible Purchasing Charter ▪ Web-based platform for managing ESG risks and regulations in the supply chain ▪ CSR supplier ratings ▪ Supplier audits ▪ Partnerships and cooperation (e.g. low-carbon steel procurement)
Local communities and international organizations	▪ Collaborate with educational institutions and promote careers in industry to young people ▪ Involvement in solidarity initiatives and local actions in the fields of inclusion, training, and education ▪ Involvement in recognized international organizations and professional unions	▪ Partnerships with schools and universities ▪ School visits, presence at student fairs ▪ Involvement in local, regional, and national networks (e.g. Dirigeants Responsables de l'Ouest, Pôle régional de compétitivité EMC2, Fret 21, Middlenext, Evolis) ▪ Volunteer program enabling employees to contribute their expertise and support to local associations ▪ On the Way Up: annual Web TV program dedicated to CSR, involving various local and international stakeholders ▪ Membership to the Convention des Entreprises pour le Climat (CEC) ▪ Involvement in international networks such as ERA (European Rental Association)
Shareholding and financial community	▪ Adopting transparent, ethical and responsible governance practices ▪ Building solid relationships based on trust	▪ ESG investor forum dedicated to the exchange of environmental, social, and governance results ▪ Meetings with investors and analysts at conferences and road shows ▪ Answers to questionnaires from non-financial rating agencies

3.1.4. SIGNIFICANT IMPACTS, RISKS AND OPPORTUNITIES, AND THEIR INTERACTION WITH THE COMPANY'S STRATEGY AND BUSINESS MODEL

The main environmental, social/societal and governance (ESG) risks and opportunities for stakeholders and for the group are identified and prioritized through two complementary approaches described below: **the group's CSR materiality matrix and risk mapping.**

3.1.4.1. CSR MATERIALITY MATRIX

Since 2012, the group has used the materiality matrix to identify the CSR issues on which the organization should focus its efforts and prioritize its actions.
The matrix is represented by two axes: the x-axis, which represents the contribution of issues to company performance, and the y-axis, which indicates stakeholder expectations.

This work required:

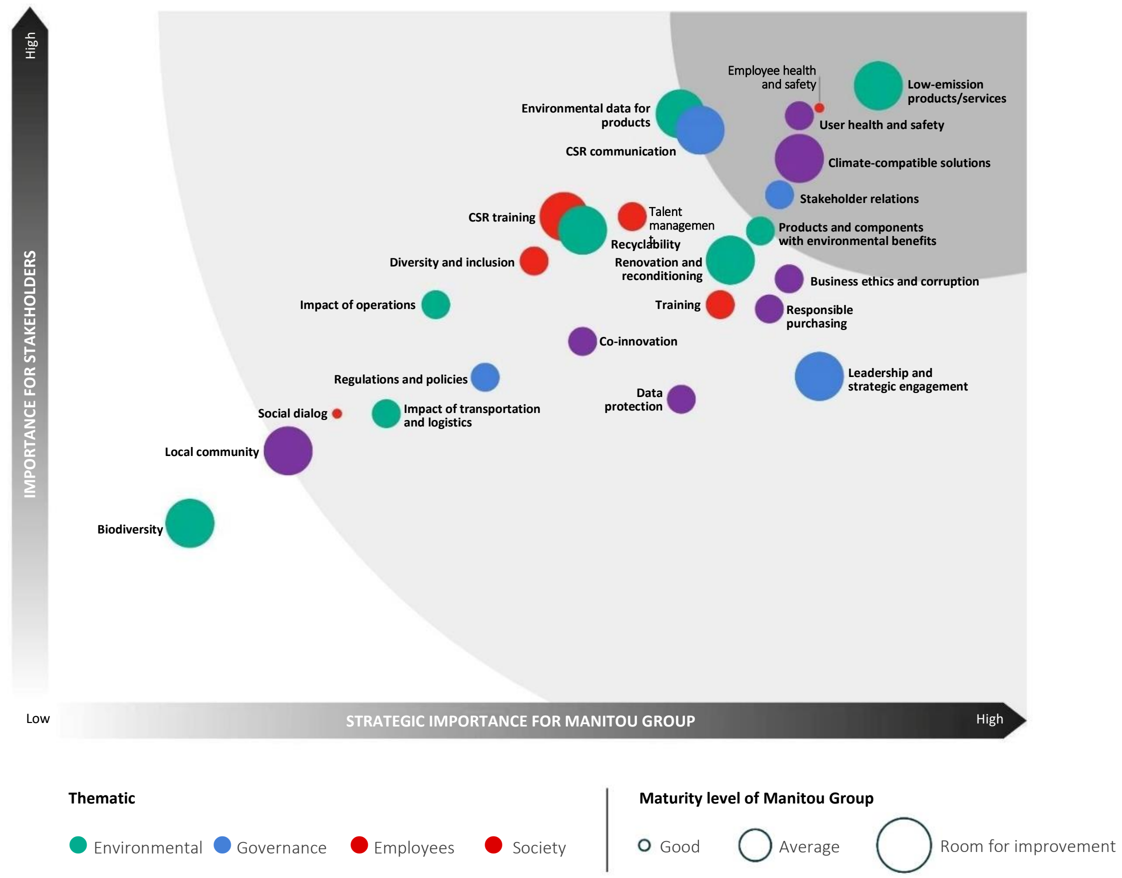
- **identifying** the environmental, social and governance (ESG) issues relevant to the company;
- **assessing each of these issues** on the basis of questionnaires and interviews with pre-identified internal and external stakeholders;
- **cross-referencing the importance of the issues** (from the point of view of the organization and its stakeholders) **with** the organization's **current performance** on these issues, represented here by the maturity level;
- positioning issues on the matrix and **validating priority issues**

To achieve this, **a consultation of internal and external stakeholders** was carried out in 2020, involving employees, customers, users, dealers, suppliers, trade associations, local authorities and citizens.
The consultation generated over **1,100 responses in 20 countries**, with in-depth discussions with 15 key stakeholders: 3 suppliers, 2 dealers, 1 key account customer, 2 professional federations, 1 investor, 1 academic expert, and 5 members of top management.

The data analysis allowed Manitou Group to:

- **update the materiality matrix of its CSR challenges**, a strategic CSR tool based on both the company's vision and that of its internal and external stakeholders;
- **identify and prioritize sustainable development issues**, whether in terms of risks or strategic, commercial, or reputational opportunities;
- **present a new CSR road map** to the Executive Committee and the Board of Directors;
- integrate major CSR issues into the New Horizons 2025 strategic plan.

CSR materiality matrix



The identified CSR macro-issues are the following.

- Low-carbon products and services

Products and services that make it possible to reduce greenhouse gas emissions throughout the product life cycle.

- User health and safety

Measures and services to reduce and prevent risks associated with the use of machines designed and manufactured by Manitou Group.

- Climate-compatible solutions

The company's actions, beyond its product offering, provide concrete evidence of the group's contribution to the climate change challenge.

- CSR communication

Transparency, relevance, frequency, and accessibility of the quantitative and qualitative data on the group's environmental and social impact.

- Stakeholder relations

The frequency and level of dialog established with the group's stakeholders to develop sustainable, constructive, and transparent relationships while continuing to create value.

- Talent management

The actions taken to detect potential at all levels of the company, avoid turnover in the long term and achieve a better match between positions and required skills. This is done in order to anticipate the needs of the company for today and tomorrow.

- Machines and components with environmentally friendly characteristics

The characteristics of machines and/or components aimed at reducing their environmental impact in all or part of their life cycle.

- Remanufacturing and reconditioning

The logistical and technical capacity to collect, clean, repair, or re-machine used parts and equipment to give them a second life.

- Business ethics and the fight against corruption

Consistency, transparency, and the level of ethics between values and compliance with the commitments made by Manitou Group and the way in which the group conducts its business throughout its value chain. To meet these material challenges and to address each non-financial risk, the group has structured its CSR roadmap for 2021-2025. The entire process of this deployment is described in this chapter.

In 2023, double financial materiality and impact analyses were carried out in accordance with the rules of the CSRD directive. The results of the matrix, validated by the Executive Committee, were presented to the CSR and Audit Committees.

3.1.4.2. RISK MAPPING

Identifying and managing the main risks linked to environmental, social, societal, and governance issues are essential management tools at Manitou Group.

A joint effort by the CSR and Audit, Risks, and Compliance Departments has made it possible to identify and prioritize the group's main non-financial risks through analysis of CSR materiality and the risk mapping.

This analysis, which is shared by the Audit Committee and the Board of Directors, is updated annually.

As part of the exercise carried out in 2023, five non-financial risks emerged as particularly significant in the following areas:

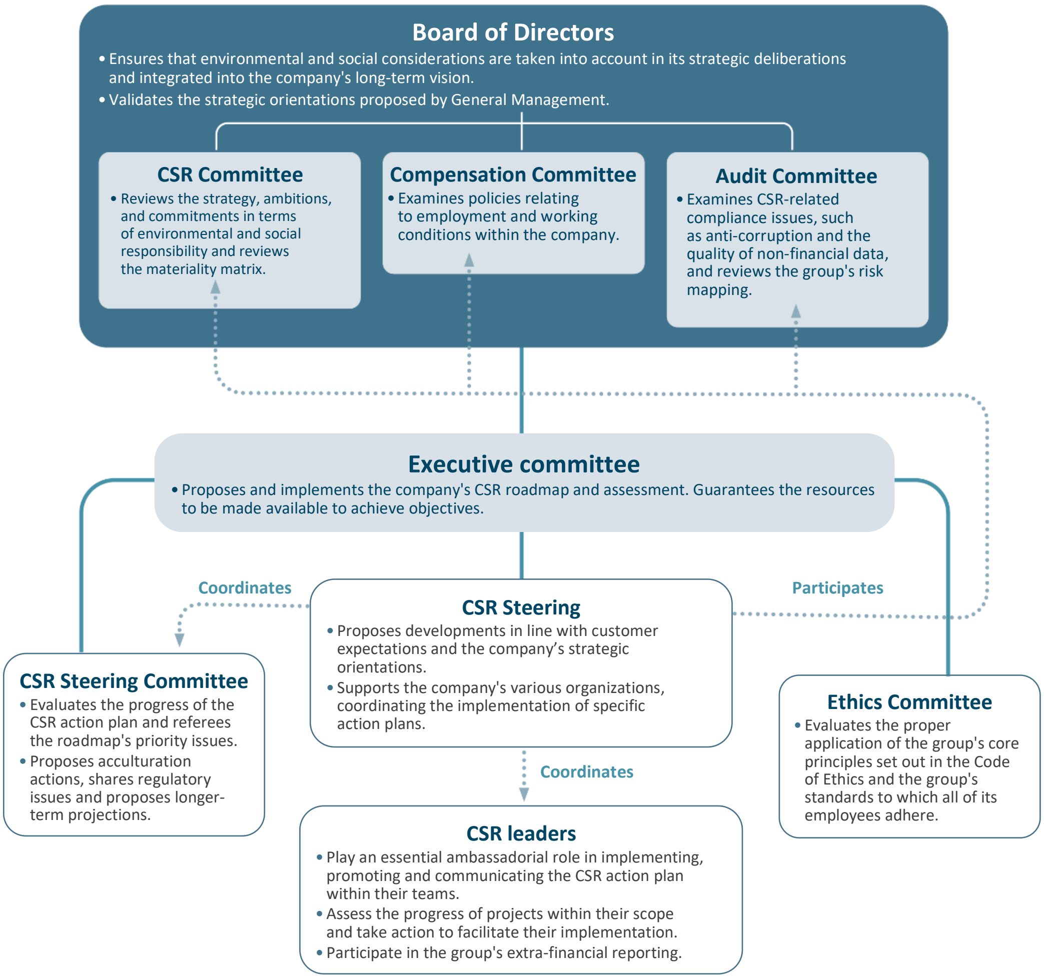
- purchasing and supply;
- climate change;
- skills management;
- employee health and safety;
- anti-corruption, anti-competitive practices, and export controls.

The detailed results are given in Chapter 4 (section 4.3 risk factors) of this report, and provide an in-depth view of the methodology used, the results obtained, and the strategic implications arising from these analyses, thus ensuring rigorous transparency and governance in the management of non-financial risks within the group.

3.1.5. CSR ORGANIZATION AND DEPLOYMENT

3.1.5.1. STRUCTURING CSR GOVERNANCE

To carry out this mission, Manitou Group has set up a CSR governance structure based around a decision-making CSR body and operational CSR bodies.



3.1.5.2. CSR DECISION-MAKING BODY

BOARD OF DIRECTORS

Aware of the growing importance of sustainability issues in the business landscape, the Board of Directors is committed to ensuring that environmental and societal considerations are taken into account in its strategic deliberations and are integrated into the company's long-term vision. It validates the strategic orientations.

The Board of Directors relies on its 3 Committees for decision-making:

- CSR Committee;
- Compensation Committee;
- Audit Committee.

CSR COMMITTEE (4 DIRECTORS, INCLUDING ONE INDEPENDENT MEMBER)

The CSR Committee examines the group's strategy, ambitions and commitments in terms of environmental and social responsibility. It reviews the matrix of double materiality.

The committee also oversees the company's extra-financial performance declaration (DPEF), the mapping of extra-financial risks, and the review of ESG ratings[2], providing rigorous monitoring and assessment of the company's CSR practices.

Meeting four times a year, it focuses on major challenges such as climate change, the circular economy, user safety and the integration of CSR issues into the value chain.

The Chairwoman of the CSR Committee and one of the directors also sit on the Audit Committee, reinforcing the coherence and integration of CSR considerations within group governance.

[2] *Environment, Social, Governance*

Compensation Committee (4 directors, including 2 independent members)

The Compensation Committee examines policies relating to employment and working conditions within the company.

Focusing on crucial areas such as employee health and safety, equal opportunities and inclusion, as well as talent management and job development, the committee oversees the social impacts of the company's major restructuring and reorganization projects.

Audit Committee (4 directors, including 2 independent members)

The Audit Committee examines CSR-related compliance issues such as the fight against corruption, whistle-blowing mechanisms, data protection, the quality of non-financial data, and the group's risk mapping.

3.1.5.3. OPERATIONAL CSR BODIES: EXECUTIVE AND OPERATIONAL COMMITTEES

Executive Committee

As a management body, the Executive Committee proposes and implements the company's CSR roadmap and assessment. As the guarantor of the resources made available to achieve objectives, the Executive Committee validates strategic orientations and internal and external programs to raise awareness of sustainability issues and monitors major projects such as the implementation of the European CSRD (Corporate Sustainability Reporting Directive).

In January 2024, the group adapted the organization of its Executive Committee with the creation of two functions: a Chief Transformation & Governance Officer and a Chief Financial Officer. The Transformation & Governance Officer function, to which the group's CSR Department reports, aims to anticipate and support societal, ecological and digital transformation challenges *(see section 1.2.1 Group Governance)*.

The operational side is ensured by four complementary bodies:

- CSR Department;
- CSR Steering Committee;
- Ethics Committee;
- CSR Leaders.

CSR Department

Comprising a CSR Director and three project managers, the CSR Department is responsible for:

- proposing changes in line with stakeholder expectations and the company's strategic orientations;
- supporting the company's various organizations, coordinating the implementation of specific action plans.

At the end of 2022, a working group was set up to support the implementation of the European CSRD (Corporate Sustainability Reporting Directive).
The recruitment of two additional CSR managers will strengthen the team in 2024, confirming the company's commitment to CSR issues.

CSR Steering Committee

Sponsored by the Managing Director and chaired by the CSR Director, it is made up of 15 permanent members who meet every two months to assess the progress of the CSR action plan, share difficulties and successes, and decide on the roadmap's priority issues.

It is also tasked with proposing acculturation actions, sharing regulatory issues and proposing longer-term projections by sharing benchmarks and emerging signals.

Ethics Committee

The Ethics Committee evaluates the proper application of the group's core principles set out in the Code of Ethics and the company's standards to which all of its employees adhere.

The Chairman of the Ethics Committee is appointed by the Chief Executive Officer and the Chairman of the Audit Committee.

CSR Leaders

Appointed by the CSR Steering Committee, the company's 20 CSR Leaders play an essential ambassadorial role in implementing, promoting and communicating the CSR action plan within their teams.

They meet every two months to assess the progress of projects within their scope and set up actions to facilitate their implementation. They also play an active role in the group's extra-financial reporting.

3.1.5.4. INTEGRATING SUSTAINABILITY RESULTS INTO INCENTIVE SYSTEMS

As part of its corporate governance policy, Manitou Group has adopted a variable compensation system that links the group's overall performance with ethical and sustainable growth.

Variable compensation for the Chief Executive Officer

As a result, the Chief Executive Officer's variable compensation is strictly linked to the group's CSR performance.

Evaluation criteria are based on a set of indicators including financial and commercial performance and, for 35%, the achievement of environmental and social objectives.

Variable compensation of top management

Over the past two years, members of the top 100 managers have also been assigned specific CSR objectives, selected according to the group's CSR roadmap and its four key pillars.

Variable compensation for all managers

The group intends to pursue this momentum and reinforce this commitment throughout the organization. The aim, by 2025, is to extend this approach to 100% of managers, creating a corporate culture based on responsible practices and clearly defined sustainability objectives.

3.1.5.5. ACCULTURATION TO CSR ISSUES

INTERNAL ACCULTURATION

To carry out this mission successfully, it is imperative to ensure that all employees, whatever their function, are equipped to deal with the complex challenges facing the company in terms of social and environmental responsibility.

Against this backdrop, Manitou Group has set up a series of awareness-raising programs, as well as general and job-specific training courses for all its employees. They aim to reinforce informed and ethical decision-making, as well as responsible practices at all levels of the organization.

- Training for members of governance bodies

At the end of 2022, members of the Board of Directors attended a one-day training course on sustainability issues and regulatory developments, ensuring governance focused on long-term sustainable principles. An e-learning module on compliance has also been developed for the entire Board of Directors.

- Top Management Seminar

In line with the formation of the Board of Directors, 26 members of Top Management took part in a seminar in 2023 to prepare the reflection on sustainability issues as part of the preparation of the next business plan.

Two external presentations made it possible to decipher the new challenges posed by the development of regulations and raised awareness of the current ecological and societal context, planetary limits and attitudes to dealing with them, in particular the development of resilience.

Workshops were then held to generate initial ideas for transforming and accelerating our CSR strategy.

- Specific training courses

To enable these new challenges to be integrated into all the company's operations, Manitou Group is also rolling out specific training programs to train 100% of strategic functions by 2025.

  - Eco-design training

In 2023, a network of R&D staff in the design offices took part in training sessions, specializing as eco-design representatives. These in-house experts have thus strengthened their skills in integrating eco-design and life-cycle analysis practices into new product design processes.

  - Energy management training

At the same time, a team of internal auditors as well as the Health, Safety and Environment and maintenance teams received ISO 50001 training. In this way, 20 people were able to play an active part in developing the energy management system deployed at our French sites. An awareness-raising workshop was also developed as part of the "Elevation Days" program, Manitou Group's event during Sustainable Development Week. This workshop will be adapted to make all production employees aware of climate change and its impacts.

- Raising awareness of climate issues

The “Climate Fresk” workshop uses collective intelligence to raise awareness of how climate disruption works, its causes and consequences, and possible adaptation and mitigation strategies. Based on data from the scientific reports of the IPCC (Intergovernmental Panel on Climate Change), this training program, which was already taken by the group's Top 100 managers in 2023, will be rolled out to the rest of the support functions worldwide.

An internal awareness-raising module is also being designed to train all direct employees working in the group's production teams.

Manitou Group has set itself a target of 100% employee awareness by 2025.

- Sustainable Development Week

In addition, during Sustainable Development Week, a number of events were organized to highlight the company's key priorities, concrete actions and projects, and to further unite all employees around these challenges.

A total of 1,600 participants were mobilized around the following events:

  - a conference on "Frugal innovation: reconciling performance, impact and sustainability";
  - workshops on climate, solidarity and sponsorship;
  - a round-table discussion during which the teams presented their actions along the value chain;
  - the launch of a Freight challenge to reduce greenhouse gas emissions.

COLLABORATIVE SHARING WITH STAKEHOLDERS

Manitou Group is convinced that sharing its lessons learned, advances and inspirations with its stakeholders will make it possible to accelerate, to see further ahead, to imagine the future and to invent new ways of thinking.

This is the aim of **the annual 100% CSR digital event *"On the way up*"** organized by the Group since 2011, an inspiring event featuring internal and external speakers such as experts, partners and committed managers.

The 2023 edition was built around three major issues: business transformation, the human resources challenge, and initiatives dedicated to reducing the impact on climate change.

Aimed at all our internal and external stakeholders, this year's event was attended by over 2,000 people, including 70 media representatives from all over the world.

CONVENTION DES ENTREPRISES POUR LE CLIMAT (CEC OUEST)

The group is also convinced that the major challenges must be tackled in collaboration with other regional players and transition experts.

By signing its commitment to the Convention des Entreprises pour le Climat (CEC Ouest) on January 13, 2023, Manitou Group confirmed its desire, as an economic leader, to play a part in the region's transition by enriching the group's thinking on its strategy and development.

This program is aimed at French business leaders, with a view to fit in business models within the planetary limits. It offers a 10-month learning/acting program featuring expert points of view, pedagogical and methodological inputs using collective intelligence, along with insights and inspirations from trailblazers.

3.1.5.6. VOLUNTARY COMPLIANCE WITH INTERNATIONAL STANDARDS

In the context of globalization, globally recognized standards and guidelines provide an essential framework to guide companies in their quest for sustainability and social responsibility.

For several years now, Manitou Group is voluntarily committed to the strictest international standards in order to meet stakeholder expectations, reinforce its credibility and contribute effectively to global challenges such as the fight against climate change, the protection of human rights and the promotion of ethical business practices.

Among these standards, the group is a member of the following organizations:

- The group's ISO certifications:

Aware of its international reach, the group strives to constantly improve its practices by drawing on a set of key standards and benchmarks, notably ISO 9001 (quality), ISO 14001 (environment), ISO 45001 (safety), ISO 50001 (energy) and ISO 37001 (corruption).

- The ISO 26000 Standard

Similarly, the group refers to the ISO 26000 standard, which sets out guidelines for corporate social responsibility.

- United Nations Global Compact

Since 2015, Manitou Group has affiliated itself with the 10 Principles of the United Nations Global Compact: commitments on human rights, working conditions, the environment and the fight against corruption.

- Sustainable Development Goals (SDGs)

In addition, the group has incorporated the Sustainable Development Goals (SDGs) of the United Nations since 2018, dedicating itself to the achievement of the 17 objectives established by the States to end poverty in all its forms and in all countries, protect the planet and guarantee prosperity for all.

- The GRI (Global Reporting Initiative) Standard

The group also relies on the GRI (Global Reporting Initiative) Standard, which provides a set of indicators for measuring the progress of corporate sustainability programs. This standard provides a common international framework for drawing up sustainability reports.

- The United Nations Charter of Human Rights and the ILO Fundamental Conventions

Manitou Group demonstrates its scrupulous respect for fundamental human rights by referring to key treaties such as the United Nations Charter of Human Rights and the ILO's Fundamental Conventions, in particular Conventions no. 29, no. 105, no. 138 and no. 182. In addition, the group is committed to respecting principles 1, 2, 4 and 5 of the UN Global Compact, as well as Principle 5 of the OECD Guidelines for Multinational Enterprises, in particular those relating to labor, in all geographical areas where its employees operate.

- Science Based Targets initiative (SBTi)

Since 2022, the Group has also relied on Science Based Targets, which guide the definition of its low-carbon trajectory. This approach testifies to its ongoing commitment to operational excellence and global sustainability.

3.1.6. CSR PERFORMANCE

Setting clear, measurable objectives provides a concrete frame of reference for assessing the effectiveness of policies and actions.

All Manitou Group action plan objectives are associated with key performance indicators (KPIs) that quantify the progress of each action and allows the group to consider the right measures to be implemented to improve them.

3.1.6.1. PERFORMANCE MEASUREMENT

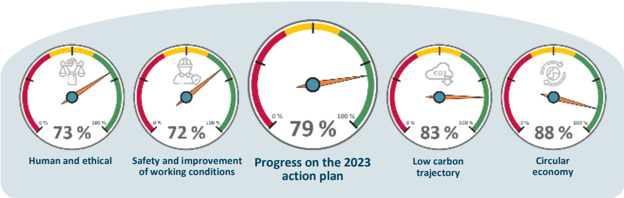
THE GROUP'S CSR DASHBOARD

For all 52 of the company's CSR 2025 objectives, an annual action plan is used to monitor progress on the roadmap. Action plans are drawn up with each of the departments concerned.
Progress is monitored by the various governance bodies and shared quarterly by the CSR Steering Committee. This overall management approach makes it possible to identify areas of difficulty and progress in each of the four CSR priorities.

In 2023, the **average progress rate for all action plans was 79%**.

In each of the four areas of the roadmap, progress on the 2023 action plans has been:

- 72% on action plans to improve safety and working conditions;
- 73% on human and ethical action plans;
- 83% on low-carbon trajectory action plans;
- 88% on circular economy action plans.



Among the major advances in 2023, several targets have been exceeded. This applies, for example, to the following objectives:

- Ethics: monitoring suppliers identified as being at risk;
- User security: deployment of the Operations Security System (OSS) solution on machines;
- Low-carbon trajectory: the action plan for machine energy efficiency;
- Circular economy: increasing the supply of recycled steel in materials;
- Circular economy: reducing the use of plastic in packaging.

The difficulties encountered concerned the following objectives:

- Low-carbon trajectory: the unavailability of components for electrical equipment has an impact on the results of the low-carbon trajectory;
- Ethics: roll-out of ISO 37001 (anti-corruption) certification slowed in 2023;
- Safety & Improvement of working conditions : the action plan to establish a Care program for employee health, social protection and quality of work life by 2025;
- Human & Ethical : the action plan to establish a global diversity and inclusion policy by 2025.

2023 CSR ROADMAP RESULTS

To illustrate the 2023 assessment, the following four tables present an illustrative sample of the group's CSR results in the various areas of the roadmap.

Human & ethical

Challenges:
- Strengthening ethics within the group
- Supporting talent management and job development
- Becoming a champion of equal opportunity and inclusion
- Consolidating our responsible purchasing and selling practices
- Developing the solidarity program

SUSTAINABLE DEVELOPMENT GOALS	Themes	2023 Objectives	2023 income	Ambitions 2025	Item
4 QUALITY EDUCATION; 5 GENDER EQUALITY; 8 DECENT WORK AND ECONOMIC GROWTH; 17 PARTNERSHIPS FOR THE GOALS	Ethics	60% of group employees trained in the Code of Ethics	**73%** outside production	95% of employees	
	Equal opportunities	Action plan linked to the Manitou Group Gender Index	**75%** of action plan achieved	Letter B for the Index for the group's 4 main subsidiaries (France, Italy, India, USA) and local roadmap launch for subsidiaries	
	CSR objectives in managers' individual bonuses	100% of top management (Top 100)	**91%** of top management	100% of managers	
	Responsible procurement practices	Qualify 55% of suppliers as CSR (in terms of spending by assessed suppliers)	**63.5%**	75% of suppliers	
	Responsible sales practices	Evaluate 85% of distributors (dealer network) in terms of CSR (number of dealers)	**85%**	100% of dealers	
	ISO 37001 certification (anti-corruption)	Percentage of completion of ISO 37001 certification action plan	**0%** (one subsidiary certified since 2021, one subsidiary in the process of certification)	One third of workforce and sales ISO 37001 certified	
	Solidarity program	Action plan linked to the ramp-up of new corporate philanthropy projects and employee solidarity hours	**50%** of action plan achieved	1% of the group’s net income dedicated to educational and inclusion-related activities - 7,000 solidarity hours accumulated over 2021-2025	

Safety and improvement of working conditions

Challenges:
- Support our customers in moving toward zero accident
- Ensure the health and safety of employees and improvement of working conditions

SUSTAINABLE DEVELOPMENT GOALS	Themes	2023 Objectives	2023 income	Ambitions 2025	Notes
3 GOOD HEALTH AND WELL-BEING; 10 REDUCED INEQUALITIES	Accident frequency rate (employees and temporary workers)	TF2 (frequency rate) = 17	Frequency rate of **19.02**	Frequency rate of 15	
	In-house training	70% of employees trained in safety, with training adapted to their job in the France scope	**76%** of employees trained in safety (France scope)	100% of employees trained (cumulatively over 5 years)	
	"Care" program (health, social protection, wellbeing, etc.)	Action plan to take stock of local practices	**0%** progress	A defined group policy	
	End-user safety	60% of new machines equipped with a QR code.	**72%** of machines equipped	100% of new machines equipped with a QR code to give users direct access to safety documents and training	

Low carbon trajectory

Challenges:
- Innovating with low emission products
- Developing services to reduce emissions during use
- Reduce our greenhouse gas emissions

SUSTAINABLE DEVELOPMENT GOALS	Themes	2023 Objectives	2023 income	Ambitions 2025	Notes
7 AFFORDABLE AND CLEAN ENERGY; 11 SUSTAINABLE CITIES AND COMMUNITIES; 13 CLIMATE ACTION	Scope 1 and 2 emissions	CO_2e emissions from scopes 1 and 2: 23,270 tCO_2e	**24,567 tCO_2e**	20,921 tCO_2e	
	Scope 3 emissions*	17.8 kg CO_2e / hour of use	**19.7** kg CO_2e / hour of use	15.2 kg CO_2e / hour of use	
	Low-emission products	14.5% of low-carbon machines sold	**11.56%** of low-carbon machines sold	23% of low-carbon machines sold	
	Optimized equipment sales	30% of eligible machines sold with consumption optimization option	**36.20%** of eligible machines sold with consumption optimization option	35% of eligible machines sold with consumption optimization option	
	Eco-design	Action plan for integrating environmental criteria into the new product development process	**100%** of action plan achieved	100% of eco-designed product launches	
	Total cost of ownership (TCO) training	50% of sales teams trained in TCO	**50.1%** of sales teams trained in TCO	90% of sales teams + 20% of dealer network trained in TCO	

** Including emissions from sold and rental machines*

Circular economy

Challenges:
- Innovate toward new economic models
- Optimize the use of resources and extend product life cycle

SUSTAINABLE DEVELOPMENT GOALS	Thematic	2023 Objectives	2023 income	Ambitions 2025	Notes
9 Industry, innovation and infrastructure 12 Responsible consumption and production	Share of recycled steel purchased	12% recycled steel out of total annual steel consumption	**18%** recycled steel	22% recycled steel	
	Remanufactured spare parts	3% volume of parts from remanufactured components	**4%** volume of remanufactured parts	7% volume of remanufactured parts	
	Reduction of plastic packaging	5% recycled plastic or plastic alternatives	**25%** reduction	40% reduction	
	End-of-life management: dismantling equipment	Field study, industrial diagnosis and scientific state of the art Models of end-of-life machine deposits	**75%** of action plan achieved	Proof of the economic and environmental efficiency of a circular business model for the heavy vehicle sector. Finalization of doctoral thesis.	
	Extending service life: modernizing equipment	Action plan for the construction of a prototype retrofit machine (diesel converted to electric) and an adaptation kit applicable to the same range	**75%** of action plan achieved	Developing an attractive offer for retrofitting thermal machines to other, less carbon-intensive energies	

3.1.6.2. CSR PERFORMANCE RECOGNIZED BY PEERS AND AUTHORITIES

Manitou Group's commitments, actions and achievements have been recognized by its peers and its entire ecosystem, encouraging it to continue its efforts to go even further in its quest for ethical development that respects people and our environment.

EXTRA-FINANCIAL RATING

CDP

Manitou Group received a "B" rating ("Management" level) in the CDP (Carbon Disclosure Project) questionnaire in 2023.

The group is among 35% of companies in the "Powered machinery" sector with a "Management" level rating.

GOLD 2022 ecovadis Sustainability Rating

Manitou Group scored 67/100 (gold medal) in the Ecovadis assessment.

The average score for companies in the same sector is 43/100.

Gaïa RATING

Manitou Group scored 82/100 in 2023 (+ 5 points compared to 2022) on the Gaïa index. This rating assesses ESG (Environment, Social, Governance) and stakeholder performance.

This score is higher than the Industry benchmark (272 companies).

RECOGNITION AND CERTIFICATION

Validated low carbon trajectory – Science Based Targets – Scope: group

ISO 50001 certification – ISO 50001 Energy Management – Scope: French sites

Joining the FRET 21 charter – FRET 21 Shippers commit

Forbes Top 100 World's Best Employers – Forbes 2023 World's Best Employers

Sustainable Industry Awards 2023 "Decarbonization" category – Trophées Industrie Durable 2023

3.2. SOCIAL INFORMATION

3.2.1. STRENGTHENING OUR HEALTH AND SAFETY CULTURE TO IMPROVE WORKING CONDITIONS

Safety has always been part of Manitou Group's DNA. It is furthermore the heart of its mission: improving working conditions, safety, and performance worldwide, while protecting people and their environment.

Every day, more than 2,500 employees work on the production of machines with major safety implications, and more than 500,000 people use Manitou Group machines on all continents.

To target zero accidents, Manitou Group has therefore made "safety and improvement of working conditions" one of the four pillars of its Elevation Plan.

GUARANTEEING EMPLOYEE HEALTH AND SAFETY

Preserving the health and safety of employees is a major priority for Manitou Group.

Health and safety is of fundamental importance to the development of a culture of vigilance.

These commitments are made by the Executive Committee in the Quality, Hygiene, Safety, Environment (QHSE) policy and are shared with all Group employees. They are then broken down into strategic and operational objectives at all levels of the company.

3.2.1.1. A STRONG ORGANIZATION

The QHSE Department contributes to standardizing processes and harmonizing practices. It also oversees the safety culture at the group's various production sites and helps local HSE teams develop their skills, by coordinating with corporate HSE France and providing closer monitoring of HSE teams worldwide.

Its scope has been extended to international production sites since 2020. Today, the scope of monitoring for indicators relating to the accident rate of employees and temporary staff covers the entire group.

CREATION OF THREE NEW POSITIONS

Three new positions, initially integrated into the QHSE Manager's mission, were created in 2022 to strengthen the QHSE Department:

- a Health and Safety Manager;
- an Energy and Environment Manager ;
- a QHSE training manager responsible for developing in-house training.

They now form a trio that works closely with the operational teams and is capable of carrying out global, unifying projects.

RECRUITMENT OF AN ERGONOMICS SPECIALIST

In 2022, the group hired an ergonomist, reinforcing its safety culture and the integration of a global approach to work analysis into day-to-day operations.

TRAINING HSE AUDIT REPRESENTATIVES

At all the French sites, more than 130 HSE representatives have been trained in specific HSE field audits. These volunteer operators are responsible for carrying out one audit per month in their area and are a major factor in developing a strong group safety culture.

This effective, pragmatic system is currently being deployed in Italy, the United States and India.

3.2.1.2. HEALTH DIVISION

In France, the Health Division, composed of a full-time occupational physician and four occupational nurses, monitors employees' health. This division makes it possible to put an occupational physician on all of the CSSCTs (Health, Safety, and Working Conditions Commissions) in order to work more intensively on the workstation studies and be able to meet medical examination needs.

A social worker and an occupational psychologist, who are present on a regular basis, also offer support to employees.

The Health Division covers all of the group's sites.

Its missions are to:

- implement actions to preserve the physical and psychological health of employees throughout their professional careers;
- advise the group on the measures needed to avoid or reduce occupational hazards;
- improve QWL (Quality of Work Life Conditions), taking into account the impact of teleworking on health and work organization;
- participate in the traceability of occupational exposure;
- promote health in the workplace through vaccination and screening campaigns, awareness-raising campaigns on the benefits of sports, and information and awareness-raising campaigns on disabilities in the workplace;
- prevent the company's employees from losing their jobs and help them remain employed.

In 2023, the following actions have been implemented with regard to occupational health:

- raising awareness of addictive behaviors in the workplace;
- relaying public health campaigns: breast cancer prevention during Pink October, Smoke-Free Month;
- organization of the European Week for the Employment of People with Disabilities at all sites in France: conference and various workshops on the theme of invisible disabilities, testimonial from a group employee with a disability.

In the United States, the group provides employees with a free, confidential helpline, managed by an external company, where they can obtain help or advice on a wide range of subjects (alcoholism, divorce, legal advice, help finding a day-care center or therapist, psychological assistance).

In India, a permanent Health Division was opened in fall 2021 at the industrial site in order to facilitate employees' access to high-quality basic medical care. This care center has a full-time nurse, a part-time doctor, and a 24/7 ambulance service and ensures the health and safety of employees in their workplace and improves their well-being.

Work is underway to hire a female doctor to offer medical consultations to the company's employees.

3.2.1.3. EMPLOYEE HEALTH AND SAFETY, A TOP PRIORITY

At all levels of the company, attention is paid to preventing, analyzing and reducing the risks to which employees may be exposed, both physical and psychological.

Risk identification and analysis

Each industrial site analyzes its safety and environment risks and opportunities each year.

To improve this analysis, the French and American sites have adopted a common risk assessment tool, which has become the basic reference for day-to-day safety management.

This tool will be rolled out to all group sites over the next few years.

The main safety risks associated with the Manitou Group's business are as follows:

- falling objects, falls from height, trips;
- impact between a truck and a pedestrian or another vehicle;
- injury caused by manual or mechanical handling;
- injury caused by use of welding or grinding equipment;
- noise and vibration;
- fire and explosion;
- acute or chronic pain caused by workstation ergonomics;
- exposure to chemicals.

Risk management

At each site, a decision-making body oversees, on a quarterly basis, the ten major safety actions defined for the year, based on the risks cited in the single document.

This system has enabled us to eliminate numerous risks at all our production sites, thanks to the allocation of human, financial and material resources.

Indicator monitoring by the Management Committee

Manitou Group, which is attentive to the wellbeing and health of its teams, regularly tracks health and safety indicators. They are on the agenda of each Site Management Committee.

Incorporation of accident data into employee profit-sharing mechanisms

To underline this desire to reduce accidents, employee profit-sharing in France will be indexed to the TF2.[3] starting in 2022.

In addition, since 2019, in order to make safety everyone's responsibility and priority, the group incorporated the accident frequency rate of temporary workers into the profit sharing of employees in France.

ISO 45001 certification

In 2023, the French sites obtained a renewal of the ISO 45001 certification.[4], the benchmark in this area. Prevention, training, and communication campaigns are carried out on a regular basis in order to strengthen the safety culture within all teams.

The Italian and Indian sites are preparing for ISO 45001 certification by 2024 and 2025.

Safety culture within the group

The group's safety culture is at the heart of its day-to-day activities and will be even more so in 2023 with three major initiatives:

- deployment of the group's new "Golden Rules of Safety" in five languages, a dedicated safety e-learning program for all employees, and the creation of a game-/workshop to help employees make the rules their own;
- the training of 84 production managers in a "Safety Leadership" module, marking the start of a major training campaign to promote a global safety culture at Manitou Group;
- the organization of a hackathon:

  One of the major projects for 2023, sponsored by the Group Human Resources Director, was the organization of a hackathon on the theme "How to move towards zero accidents thanks to new technologies."

  For two days, 41 employees from different functions (operators, managers, operational staff, support functions, etc.) worked in teams on this issue to come up with concrete solutions.

  Each of the eight teams then presented their project to a jury of company executives.

  A Project Committee steers the development of the most innovative projects, with a view to their practical application in Manitou Group work situations.

Operational risk management resources

Methods for controlling safety-related operational risks are based in particular on:

- annual organization of working hours;
- validation processes for new workstations and equipment;
- the creation of working groups on the reduction of specific risks.

Actions are undertaken regularly to ensure management of risks at our sites:

- monthly health and safety committees at each production site to manage major risks;
- regular communications on health, safety, and environmental issues (meetings, circulation of safety/environmental instructions, intranet articles, and posters);
- new means of communication for managers, such as internal websites that bring together all the HSE (health, safety and environment) tools they need on a day-to-day basis.

Significant improvement actions conducted in 2023 at the production sites

- Finalization of the chemical risk assessment at 100% of sites with a new tool that allows for traceability of the product inventory, analysis of work situations, and the development of action plans.
- Chemical substitutions at several sites.
- Launch of a "Golden Rules of Safety" e-learning program for all employees.
- Risk assessment at the two US sites using the group's standardized tool.
- Development of a tool to manage and monitor driving authorizations for production managers.

[3] *Accident Frequency Rate 2*
[4] *ISO 45001: The occupational health and safety management system*

- Safety signage on site, deployment of standards, and reliability of the new Health Division in India.
- Action plan dedicated to safety in India on three themes: electrical, working at height and compliance with the wear of protective equipment.
- Integration of all safety standards and associated electrical training during the deployment of a lithium-ion battery manufacturing site close to the Castelfranco production site in Italy.
- Installation of numerous handling tools for rotating telehandlers at the Castelfranco manufacturing plant in Italy (securing mechanical handling, reducing physical constraints and improving ergonomic conditions).

Diagnosis of psychosocial risks among employees

Particular attention is also paid to psychosocial risks within the group.

To better identify and prevent them, a psychosocial risks survey was carried out in 2022 in France, to which almost 70% of employees responded.

The survey reveals that 75% of respondents are confident about the future of their position.

In summary, the positive aspects identified by the majority of respondents are the following:

- relations between colleagues;
- proximity management;
- customer relations;
- the meaning and interest of the job;
- pride in belonging to Manitou Group;
- health indicators.

Targeted action plans have been initiated to address the areas of improvement identified.

This survey also enabled us to communicate widely on this subject and to remind people of the existing mechanisms within the group for discussing psychosocial risks.

3.2.1.4. KEY FIGURES IN HEALTH & SAFETY

			2021	2022	2023	Scope
Rate of absenteeism due to accidents and illnesses (including occupational illnesses)	Rate of absenteeism due to illness	%	3.62	3.54	3.89	France, Italy
	Rate of absenteeism due to workplace accidents and occupational illnesses	%	0.30	0.25	0.29	
	Rate of absenteeism due to accidents and illnesses (including occupational illnesses)	%	3.92	3.79	4.18	
Accident frequency and severity rates (employees)	Frequency rate 1*	No.	8.77	8.86	10.21	Group
	Frequency rate 2*		14.86	13.55	14.95	
	Severity rate	No.	0.19	0.18	0.29	
Accident frequency and severity rates (temporary workers)	Frequency rate 1*	No.	29.83	34.86	30.80	
	Frequency rate 2*		37.46	39.69	34.94	
	Severity rate	No.	0.79	0.85	0.57	
Frequency rate 2 (temporary workers and employees)	Frequency rate 2		18.69	18.54	19.02	
Number of occupational illnesses reported during the year*		No.	11	11	4	France

**See note on methodology 3.6.1*

In order to optimize the consistency of accidentology indicators across all its sites worldwide, the group has set up a frequency rate 2 (TF2) monitoring system, which takes into account workplace accidents with and without lost time.

Thanks to training, integration and communication initiatives for temporary workers, the TF2 for workplace accidents (with and without time off work) decreased from 48.71 in 2020 to 34.94 in 2023.

The accident severity rate for temporary workers also fell significantly (TG=0.57 in 2023 vs. 0.85 in 2022).

The accident frequency rate for employees, which has been falling steadily since 2020, deteriorated slightly in 2023, returning to a level close to that of 2021.

3.2.1.5. SAFETY-RELATED TRAINING FIGURES

In addition to the hours of safety training, the group is reinforcing its communication on health and safety risks for employees through:

- the adoption of DANTOTSU-type approaches (analysis of near-misses, accidents and incidents directly in production center workshops);
- awareness-raising and training for new arrivals during onboarding;
- regular communications on HSE (health, safety, and environmental) issues: meetings, circulation of safety/environmental instructions, intranet articles, and posters.

Although the main health and safety risks are linked to the group's industrial activity, safety culture remains everyone's business. This is why the group has set itself the 2025 target of training all the business lines on the health and safety issues specific to them.

Local managers were also at the heart of this training program, with the completion of seven "Safety Leadership" sessions for all of these managers starting in the first quarter of 2023.

The same dynamic around "Safety Culture" training courses will be continued in 2024.

Job-specific training is also provided by our in-house QHSE training school. In addition to the "Cranes," "Rolling stock" and "Tightening" courses, a new "Production fitter" course will be offered in 2024 (safety reflexes, ergonomic attitude, practical work).

SAFETY-RELATED TRAINING FIGURES

		2021	2022	2023	Scope
Proportion of training hours dedicated to safety	%	29.01	26.81	37.50	France, Italy, USA
Number of hours of safety training	No.	11,183	13,247	22,140	France, Italy, USA

3.2.1.6. CONDITIONS AND QUALITY OF LIFE AT WORK

EMPLOYEE OPINION SURVEYS (EOS)

Well-being at work is recognized as a strong driver for engagement, creativity, and performance. In order to gain a better understanding of employees' expectations in terms of quality of life at work, every two years the entire group is invited to express its views through internal Employee Opinion Surveys (EOS).

The survey conducted in December 2022, to which 89% of employees responded voluntarily, showed an engagement rate of 75%, down two points compared to 2020. However, this figure remains 14 points above the average of other international companies in the same sector and of the same size.

There are still many positive messages, which reflect the proud sense of belonging and the confidence employees have in the company's future and its strengths. Expectations were also expressed, in particular when it comes to communication, customer focus, and cooperation between teams.

The results were presented to each employee, and action plans were rolled out across the Group throughout 2023 to meet the expectations expressed.

Concrete initiatives are already underway at a number of sites, including:

- accelerating the deployment of collaborative tools;
- improving internal communication processes;
- the appointment of ambassadors to spread the group's culture and drive change in India;
- a new integration process in the United States;
- the provision of language and PMBox (project management) training courses in Italy.

ORGANIZATION OF WORK - TELEWORK, AN EVOLVING SYSTEM

To contribute to a better balance between employees' private and professional lives, the group supports all of its organizations to improve work methods.

The duration and organization of working time within Manitou Group is established in close coordination with those in the field either by managerial decision or through a corporate agreement based on employees' job categories.

In France, managers have enjoyed remote work options since 2014.

In 2018, the introduction of a "Remote Work Charter" has extended the scope to all employees whose positions allow them to work remotely. Roll-out of these work methods improves efficiency and performance, while contributing to the well-being of employees.

In 2022, a telework agreement was signed in France by all the representative trade unions and management, setting out the rules to be respected when telecommuting and its two-day weekly duration.

Abroad, a similar policy has been deployed, enabling employees to telework one day a week in Italy and India, and up to two days a week in the United States.

QUALITY OF LIFE AT WORK

Numerous projects have been carried out within the group to improve recognition and safety and promote employee engagement.

IN FRANCE

Flex office

Following numerous recruitments at the head office and the alternating presence of teams with the introduction of telecommuting, Manitou Group introduced flex offices within the IT & Digital department, bringing greater flexibility to exchanges and optimization of spaces left vacant due to telecommuting.

Suggestions for extra-professional activities

At the same time, extra-professional activities are offered to employees. Conferences, focus groups, access to sports facilities and a wide range of thematic workshops are all designed to strengthen the sense of belonging to the group and contribute to better collaboration between departments thanks to the many exchanges and sharing that take place during these meetings.

ABROAD

An "Employee Engagement Committee" in the United States and Italy

To boost employee motivation, the group has set up the "Employee Commitment Committee."

This body organizes events and activities such as monthly breakfasts or meals with Management, team building exercises, volunteering, events for local communities, and trips.

New workspaces in Madison (USA), Italy and India

New conference, work and catering areas have been created or restored to enhance employees' daily lives, as well as various support programs (health and well-being, wealth management, retirement, etc.).

Projects to foster professional development

In India, projects were also carried out in 2023 to promote the professional development of employees, such as:

- more internal mobility;
- creation of a committee to promote diversity;
- creation of an internal committee to deal with employee alerts.

Preventive examinations in the workplace

In Italy, Manitou Italia also offers female employees the possibility of clinical examinations in the workplace to detect female diseases such as breast cancer as early as possible.

3.2.1.7. ORGANIZATION OF SOCIAL DIALOG

Social dialog is managed at the country level in accordance with local rules. The year 2023 was marked by a number of social advances.

SIGNING OF COLLECTIVE AGREEMENTS

In France, 2023 was characterized by rich social dialog, both in terms of content and the number of agreements signed by all the trade unions:

A total of ten agreements were signed covering all Manitou BF (MBF), Manitou Global Services (MGS) and Compagnie Française de manutention d'Ile-de-France (CFM IDF) companies.

NEW NATIONAL COLLECTIVE BARGAINING AGREEMENT FOR THE METALLURGY INDUSTRY ("META 24" PROJECT)

With the new national collective bargaining agreement for the metallurgy industry ("META 24" project) coming into force, the negotiation process begun in 2022 between management and social partners continued into 2023.

This led to the signature of framework agreements on the organization of working hours within the subsidiaries.

Time Savings Account mechanisms have also been consolidated.

At Manitou BF, some thirty negotiation meetings were held with trade unions to adapt internal provisions to the new contractual framework.

They resulted in the signature of agreements covering business travel, employee benefits, internal mobility and certain elements of remuneration.

In Italy, two new agreements were signed in 2023.

The first concerns "Solidarity Hours," which make it possible to offer time off to other colleagues who find themselves in a situation of need due to personal or family problems.

The second concerns flexibility: production downtime is recovered with or without a supplement over the course of the year.

3.2.2. PEOPLE AT THE HEART OF THE GROUP'S ACTIONS AND ITS ECOSYSTEM

3.2.2.1. CHAMPIONING EQUAL OPPORTUNITY AND INCLUSION

EQUAL OPPORTUNITIES

With a presence in all four corners of the world, Manitou Group considers the diversity of its teams to be a real asset. Ensuring fair treatment and equal opportunities for all its employees in the context of their recruitment, remuneration and professional development is a priority.

It is committed to maintaining a working environment where management values and practices are based on respect for people and the integration of their differences and their diversity.

To drive this objective, in 2023 the group deployed an international index that measures its performance in the areas of equal pay, professional development and gender diversity (see "Manitou Group Gender Index").

GENDER EQUALITY

In France, Manitou Group's gender equality index score reached 93/100 for the second year running.

An action plan for gender equality in the workplace and quality of life and working conditions is drawn up every year, which includes the following commitments:

- Remuneration: the company is committed to readjusting its salary policy in order to eliminate salary inequities throughout the group;
- Working conditions and health risk prevention: the aim is to make it easier for everyone, especially women, to work in these professions in order to make them more attractive. Management also undertakes to implement preventive measures relating to moral and sexual harassment as well as to sexist behavior.
- Hiring: the objective is to achieve a gender balance in the company in those professions in which either gender is currently under-represented.
- The reconciliation of work and personal and family life is facilitated by providing employees with spaces in inter-company day-care centers, supporting employees who are caregivers of family members, and providing additional days of leave for employees undergoing MAR or adoption procedures.
- Professional advancement is promoted by continuing the mentor-mentee partnership, encouraging women to pursue professional mobility, and aligning the number of managerial promotions (hierarchical changes) for women and men at all levels.

BREAKDOWN OF THE GROUP'S FEMALE WORKFORCE AS OF DECEMBER 31, 2023

		2021	2022	2023
Global Leadership Team	%	17.1	18.6	16.7
Global Leadership Executives	%	23.8	22.9	24.0
Supervisory staff	%	5.4	6.3	4.9
Technicians (ETD)	%	29.4	30.8	30.2
Manual workers	%	11.1	12.3	12.8
TOTAL	%	19.5	20.4	20.4

In 2023, the proportion of women in the company was maintained at 20.4%, with an increase in the blue-collar (+0.5%) and supervisory (+1.1%) categories.

Manitou Group Gender Index

To extend the application of the gender equality index used in France, the group has set itself the goal of defining its own international gender equality indicator by 2025.

This tool will be used to measure its progress in terms of professional equality each year, through a gender equality index: the Manitou Group Gender Index.

The major themes in this index are compensation, gender diversity, and professional development. Each theme is evaluated according to three or four criteria.

This index covers a broad scope, including employees in France, Italy, the United States and India. Areas for progress by 2025 have been defined for each of these countries and will lead to the development of action plans.

In 2023, the theme of professional development made the strongest progress, demonstrating the importance attached by the group to the principle of fairness in supporting the development of its employees.

Employment and inclusion of people with disabilities

The group is convinced that the inclusion of employees with disabilities helps to improve the engagement and solidarity of the teams. In 2023, France and Italy employed 94 disabled workers, direct and indirect jobs combined, representing 2.76% of employees.

STAFF MEMBERS WITH A DISABILITY IN FRANCE AND ITALY, AS OF DECEMBER 31, 2023

		2021	2022	2023
Staff recognized as having a disability	No.	96	93	94
	%	3.50	3.03	2.76

The group is working in three areas to implement its policy for people with disabilities:

- raising awareness among all company players;
- retaining employees with disabilities in their positions;
- continuing to recruit employees with disabilities.

Mission Handicap regularly organizes awareness-raising events, a major factor in the integration of persons with disabilities within the group.

In France, for example, the European Week for the Employment of People with Disabilities was an opportunity to offer several workshops to raise awareness of dyslexia, dysorthography and attention disorders, as well as massage workshops given by visually impaired or blind masseurs.

Two conferences, attended by over 100 employees, were led by a speaker specializing in invisible disabilities and by a company employee to talk about his disability and how it is accepted within the company.

During DuoDays, the employees also welcomed a dozen duos at the production and support function sites.

During 2023, a number of workstation adjustments were made in France for employees with disabilities, including the continued provision of adapted office equipment so that they can benefit from the same environment when working from home within the group.

The disability mission also continues to organize visits to the company by young people with disabilities with the help of employee volunteers. These young people come from a school working for the integration of young people who have dropped out of school or from local MEIs .

For their part, the French teams will continue to be proactive in the coming months and years and renewing all the actions taken to achieve the objective of the disability policy: exceeding 6% employees with disabilities.

In Italy, the Group uses work-integration firms to carry out certain tasks and has signed an agreement with local social cooperatives to meet mandatory quotas for workers with disabilities.

3.2.2.2. SUPPORTING TALENT MANAGEMENT AND JOB DEVELOPMENT

Integration of new employees

Integration within the group is an essential step in engaging and retaining new employees.

When new employees are hired by the group (including interns and work-study students), they attend a specific training course including:

- a mandatory health, safety, and environmental training session;
- an online training course presenting the group, its commitments and its vision.

Depending on the profiles and countries, personalized welcome courses are organized by the local human resources teams.

In France, every employee with a contract of more than three months attends an orientation and the “Up Days,” while newly hired executives attend an immersion week in production learning about the business lines, know-how, and products and services of the group.

Developing talent

The individual development of employees is an integral part of the managerial practices that are regularly encouraged to strengthen the group's leadership. Each employee benefits from an individual development plan that sets out his or her professional objectives and determines the experience, skills and behaviors that will enable him or her to achieve them.

The group invests in training actions that best suit training needs according to the 70-20-10 approach. This model suggests that 70% of learning takes place through activity and experience, 20% through relations and interactions with others, and 10% through traditional training.

The Skills Development Plan was focused on five pillars:

- Health, safety, and environment: the group’s number 1 priority is to ensure health, safety, and risk prevention for all employees;
- *Mobility and integration*: integrating and supporting all new employees and, at the same time, promoting and supporting mobility within the group by proposing individual or collective action plans.
- *Business line expertise*: developing the skills of employees in connection with industrial efficiency. In the context of the wide-ranging industrial investment plan and to maintain the group's competitiveness, the training offer is changing significantly towards new technologies, new knowledge such as electrification, or even new computer languages.
- *CSR*: supporting the group's transformation towards a sustainable model. By 2025, 100% of key functions will receive sustainable development training in accordance with their business line. This year, the focus was on actions related to ecodesign, energy management and climate change.
- *Digital*: improving the user experience while offering an increasingly expansive catalog of e-learning courses. In this digital transformation context, the group also continues to invest in its e-learning training platform, Digital Campus. The idea is to increase the digital offer and improve the user experience. In addition to broad external expertise via various e-learning partners, more and more content is being developed internally to cover the group's more specific needs, such as its CSR strategy, compliance, cybersecurity, and Manitou product techniques.

The year 2023 was marked by the group's increased commitment to employee skills development, with a significant 19% increase in training hours delivered at our industrial sites compared with the previous year.

What's more, thanks to the effective deployment of accessible e-learning modules, the rate of access to employee training has risen to 90%, compared with 77% in 2022.

By investing in the professional development of its staff, Manitou Group strengthens its ability to innovate, evolve and maintain its competitive edge in the marketplace.

TRAINING-RELATED INDICATORS AS OF DECEMBER 31, 2023

Perimeter: France (excluding EasyLi), Italy, USA and India

		2021	2022	2023
Training expenses	€k	1,768	2,200	2,535
Total payroll	€k	159,456	191,642	217,039
Portion of the payroll devoted to training	%	1.11	1.15	1.17
Employees that have attended at least one training course	No.	2,652	3,088	4,056
Employee training access rate	%	73.97	77.86	90.82
Total number of hours of training	No.	38,545	49,914	59,041
Average number of hours of training per trained employee	No.	14.53	16.00	14.56
Training access rate for temporary workers**	%	60.1	60.3	52.1

**France and Italy.*

SUPPORTING THE GROUP'S TRANSFORMATION TOWARDS A SUSTAINABLE MODEL

In order to guarantee its leadership position in its sector, the 2025 CSR targets were defined by the group for their strategic, innovative, and transformative nature. To achieve these goals and live up to its strategic ambitions, reflected in the Horizons 2025 and Elevation 25 plans, the group is stepping up employee awareness of sustainable development issues through training courses. *See chapter 3.1.5.5 Acculturation to CSR issues.*

COLLABORATIVE AND AGILE MODE

Collaborative work and deployment of agility are elements that support the group's transformation on a profound level.

In this regard, the Let's Go program continued in 2023 at all of the group's subsidiaries. Its objective was to optimize the tools used within the group by shifting them to new, more collaborative tools.

To make further progress in this area of work organization, ambitious support and extensive communication are deployed for all employees: training courses, conferences and testimonials, a forum open to all on the company's social network and the creation of a community of local ambassadors.

The progressive deployment of agility, in particular through the training of many managers or teams, progressively simplifies the processes and methodologies used in the company, as well as projects on a daily basis. In addition, a community of facilitators works regularly to conduct periodic sessions in project groups or during team seminars.

In India, Italy and the United States, as part of the deployment of the ERP core model, a change management project was launched with all employees. Agents of change were identified on the project teams and in HR, and the project was then progressively expanded to all employees concerned.

COMPENSATION AND BENEFITS POLICY

Manitou Group attracts, motivates, and retains talent by offering global compensation packages that are competitive, fair, and challenging.

It encourages and recognizes the contribution of each employee to the success of the company and the satisfaction of its customers.

Therefore, beyond the skills, performance, and conduct of each employee, five key criteria are taken into account when determining the level of each salary:

- internal equity;
- customization;
- performance;
- recognition;
- competitiveness in relation to the compensation packages adopted by the main competitors and players in the industrial sector in each country.

In France, the compensation policy is part of a social dialog conducted each year. The MANs (mandatory annual negotiations) are an opportunity to discuss the company's prospects and challenges for the coming year with social partners as well as to reach agreement concerning, among other things, salary increases and benefits granted to employees.

A three-year profit-sharing agreement running from 2022 to 2024 has also been signed.

Abroad, group profit-sharing plans also contribute, in several countries, to the commitment and alignment of teams to improving the group's performance.

3.2.3. SOLIDARITY PROGRAM

The group has a presence in a wide variety of territories with the capacity to reach a great diversity of players and stakeholders.

In order to contribute to the positive impact of its activities, Manitou Group is committed to sharing its environmental, social and societal commitments with stakeholders in the regions in which it operates.

For several years now, employee-led initiatives have been carried out in partnership with the dealer network to address local issues.

3.2.3.1. SPONSORSHIP POLICY AND REGIONAL PRESENCE

The sponsorship policy is focused on education and inclusion with partnerships linked to the markets (agriculture, construction, industry) and the group's CSR priorities. Since 2018, it has functioned as a framework for the projects that the company has been supporting.

A Steering Committee, made up of two members of the Executive Committee and the CSR and Communication departments, is in charge of reviewing the inclusive educational and environmental projects proposed by the employees.

To implement these projects, the group has set itself the target of offering 7,000 hours of solidarity between now and 2025, to give all employees the opportunity to get involved in solidarity actions.

In 2023, sponsorship initiatives were carried out for this purpose, focusing on topics that are near and dear to the group, in partnership with several associations in the following areas.

Inclusion: with an association for the social and professional integration of people in precarious or excluded situations.

Financial support has been granted to associations offering assistance to athletes preparing for the Paris 2024 Paralympic Games, as well as accommodation and support services for people with mental health problems.

Education: with an association whose mission is to pass on the culture and love of entrepreneurship to young people between the ages of 13 and 25 in France, through testimonials from volunteer entrepreneurs.

Climate and biodiversity: with an association whose mission is to "cool the planet" by greening up Africa (and in particular arid and infertile lands) thanks to an innovative and efficient method alongside local farmers.

Circular economy: the group has also renewed its collaboration with the CircularIT Alliance research chair at CentraleSupélec and IRT SystemX. This program aims to pool upstream, industrial, and experimental research and places digital technology at the service of the circular economy. *See chapter 3.3.2.3. Adoption of circular practices: promoting product sustainability and integrating circular business strategies.*

3.2.3.2. VOLUNTEERING AND SKILLS SPONSORSHIP

A key pillar of the group's CSR policy, the skills sponsorship and employee volunteering initiative, was launched in 2019. In 2023, more than 710 hours of work time were volunteered in initiatives with associations, schools, and social integration companies for local communities.

In 2023, Manitou Italia strengthened its partnership with an association against violence through the organization of a workshop for International Women's Day (March 8th) and a march to demonstrate against violence against women.

A collaboration was also established with the municipality of Castelfranco Emilia for the project "yarn bombing" on World Day of Peace by providing Manitou equipment.

Other solidarity initiatives also took place, including:

- organizing waste collection with employees and their families;
- collecting goods and sending financial aid to flood victims in the Romagna region;
- a new collaboration with an association that helps people with disabilities.

In France, with the "Oui'Act" solidarity platform, employees can choose missions to get involved with associations in the fields of social action, professional integration, education and the environment.

3.2.3.3. ADDITIONAL SOCIAL INFORMATION

GROUP HEADCOUNT AS OF DECEMBER 31, 2023

		2021	2022	2023
Headcount	No.	4,462	5,009	5,464
Total headcount (including temps)	No.	5,282	6,093	6,449
Staff with open-ended contracts	No.	4,322	4,838	5,274
Staff with open-ended contracts	%	81.8	79.4	81.8
Staff with fixed-term contracts	No.	140	171	190
Staff with fixed-term contracts	%	2.7	2.8	2.9
Temporary workers	%	15.5	17.8	15.3
International corporate volunteer program	No.	0	0	0
Internationally mobile employees	No.	10	12	10

Manitou Group increased its workforce by 9.08% in 2023. This sharp increase reflects the acceleration in the group's growth (projects, development, investments, etc.). The vast majority of these new hires are on permanent contracts (436 out of 455).

BREAKDOWN OF GROUP HEADCOUNT BY GEOGRAPHICAL AREA AS OF DECEMBER 31, 2023

		2021	2022	2023
France	%	56.3	56.5	55.7
Southern Europe (excluding France)	%	8.9	8.3	8.7
Northern Europe	%	4.9	5.1	4.2
Americas	%	16.1	16.1	16.7
APAM	%	13.9	14.0	14.6

Proof of its international scope, Manitou Group continues to increase the proportion of its employees outside France (44.3% vs. 43.5% in 2022).

BREAKDOWN OF GROUP HEADCOUNT BY STATUS, AS OF DECEMBER 31, 2023

		2021	2022	2023
Managers	%	26.3	28.2	28.1
Supervisory staff	%	1.7	1.6	1.5
Technicians (ETD)	%	28.3	27.9	27.3
Manual workers	%	43.7	42.3	43.1

CHANGES IN THE GROUP'S PERMANENT WORKFORCE AS OF DECEMBER 31, 2023

		2021	2022	2023
Turnover rate	%	16.19	16.92	16.46
New recruits with open-ended contracts	No.	713	1,044	1,051
Departures with open-ended contracts	No.	656	528	615
Resignations	No.	321	324	351
Dismissals	No.	225	122	196
Departures for other reasons (common agreement, retirement, death, etc.)	No.	110	82	60
Voluntary departure rate	%	7.59	6.97	7.09

BREAKDOWN OF THE GROUP HEADCOUNT BY AGE, AS OF DECEMBER 31, 2023

		2021	2022	2023
Aged 24 and less	%	4.4	5.2	5.2
25-34 years	%	19.0	20.3	21.5
35-44 years	%	34.3	32.8	31.3
45-54 years	%	29.0	28.7	28.6
55-64 years	%	12.6	12.4	12.6
Over 65 years	%	0.7	0.7	0.8

3.2.4. CONSUMER AND USER SAFETY

3.2.4.1. THE REDUCE RISKS PROGRAM

Every day, thousands of people around the world use Manitou Group machines. While the machines and services offered by the group's various brands inherently emphasize safety, the risks of accidents in a factory, on a farm or on a building site are real. Selection of inappropriate equipment, unfamiliarity with or misuse of equipment... while the risk factors are well known, we also know that 70% of accidents can be avoided with proper training and safety measures (source: OSHA).

It's against this backdrop that Manitou Group has for several years been developing its Reduce Risks program, designed to reduce the risks for our users.

Its aim is to help them choose the right equipment and give machine operators the knowledge and know-how they need to drive safely.

It relies on four main levers:

- human safety;
- property (machine) safety;
- processes;
- prevention campaigns.

The dedicated web platform - https://www.reduce-program.com/risks - brings together multiple safety-related resources, such as online practical fact sheets and more than 300 video tutorials for safe operation.

3.2.4.2. CONCRETE SOLUTIONS

In addition, significant work has been carried out to improve the ergonomics, vibrations, and acoustic comfort of the equipment with concrete solutions concerning, for example:

- access to the driver's cab for ease of climbing and to reduce the risk of falling;
- a seat making it possible to monitor the movements of the load and reduce the vibrations experienced by the user;
- easier maintenance for technicians with an engine hood that opens wide and easy access to the various filters, engine oil dipstick, etc.
- work on insulation and ventilation speed in order to optimize cabin soundproofing.

Beyond the standards, the teams have always worked to offer more innovative solutions to customers and users to better protect them when using the machines, such as, for example:

- improved safety related to cabin access and visibility of new telehandlers MT 735, 935, 1135, and 1335;
- the study of systems to make it easier for novice operators to master the machines, and to provide automatic warning messages on the dashboard;
- the development of innovative "DETECT, ALERT, PROTECT" active solutions to protect operators, and active systems on machines to avoid instability or collision situations. These studies led to the creation of the "Operations Safety System" (OSS) optional package;

- improving safety and ergonomics across the entire rotating MRT range with, on option:
    - a new remote radio control system to control the machine from the basket or when the operator is outside the machine for safe movement without having to return to the driver's cab;
    - a pack of five LED lights for total lighting around the machine;
    - a rear camera that sends images to the cab;
    - four accesses built into the chassis, on the left and right, and at the front and rear of the machine, now give the operator the ability to climb into and out of the machine regardless of which way the cab is rotated.

FOCUS ON SAFETY SOLUTIONS DEPLOYED IN 2023

DIGITAL SOLUTIONS FOR SAFETY

To facilitate access to this information for the end user, Manitou Group also aims to implement digital solutions such as QR codes.

These QR codes make it easier for users to access machine-related information. They can link to how-to videos, technical documentation or maintenance manuals. All of which helps to educate and inform users even better about how to use Manitou Group solutions safely.

This system, implemented in collaboration with the QHSE, marketing, digital and production teams, has enabled 73% of all machines produced worldwide to be equipped in 2023, all ranges combined.

During 2023, the teams worked on its deployment in India, at the Greater Noida production site.

DEVELOPING A SAFETY PACKAGE IN PARTNERSHIP WITH USERS

As part of this risk reduction approach, Manitou Group works with major rental and construction companies to develop machine safety solutions.

The most recent example is the Operation Safety System (OSS), which warns and supports the operator while driving, alerts site teams, and identifies the causes of dangerous behavior and its repetitiveness (frequency and threshold) using accessories, sensors and notifications that are accessible on site and remotely.

Manitou Group's aim is to make these option packs widely available on ranges where users are most exposed to the risks targeted by the OSS: aerial work platforms and telehandlers in the construction sector. The project will initially be rolled out on the European market, where 100% of the machines in these ranges could be equipped with OSS by 2025.

3.3. ENVIRONMENTAL INFORMATION

3.3.1. CLIMATE CHANGE

Today, climate change is a global challenge that mobilizes public institutions, economic players and citizens alike. Companies play a central role in this fundamental movement. Aware of its responsibility, Manitou Group has been committed for over a decade to reducing the environmental impact of its products and services.

As early as 2011, Manitou Group took the initiative of measuring its greenhouse gas CO_2 emissions on the three scopes of the Greenhouse gas emissions assessment. In 2021, a second carbon assessment was carried out, and its analysis identified the levers for reducing emissions and defining a low-carbon trajectory, which constitutes a major strategic tool to guide its ecological transition towards a sustainable business model.

Achieving the objectives of the low-carbon trajectory is one of the fundamental pillars of the Elevation Plan, the group's 2021-2025 CSR roadmap, underlining its commitment to reconciling economic performance with environmental responsibility.

And to ensure that all employees understand the challenges of climate change and take action on a daily basis, Manitou Group has set itself the target of raising awareness among all its employees by the end of 2025.

Two training series have been organized:

- a module specifically designed in-house for production staff;
- the “Climate Fresk” workshop for the support functions.

3.3.1.1. CLIMATE CHANGE ADAPTATION

Since 2022, Manitou Group has been studying the impacts of climate change on its industrial facilities in order to anticipate and reduce the probability of their occurrence. The group has developed a method for analyzing the vulnerability of its sites, in line with the requirements of European taxonomy regulations. This risk rating methodology was developed with the support of a qualified external service provider.

The study focused on production sites in Europe and Asia, for which 11 potentially significant hazards were selected (rising sea levels, water stress, drought, intense precipitation, flooding, changes in wind circulation, storms, heat stress, heat waves, forest fires, landslides).
The study takes into account two climate change scenarios, for the short term (2020-2040) and the medium term (2040-2060), and is based on studies published by the IPCC (CORDEX or CMIP) and complementary local tools (Aqueduct by WRI, Géorisque - RF, Cotton 2040 and Think Hazard). The aim is to quantify the current and future vulnerability of the production sites covered by the analysis, which also takes into account financial exposure, vulnerability and any adaptation plans in place.

This approach enables Manitou Group to better understand the risks and prepare its adaptation strategy.

3.3.1.2. CLIMATE CHANGE MITIGATION

CLIMATE STRATEGY

In early 2021, employees from the group's strategic business lines formed a project team steered by the CSR Department and supported by an expert firm with the objective of defining the group's low-carbon trajectory.

The first step was to measure CO_2 emissions across the three scopes of the greenhouse gas emissions assessment.

Its analysis made it possible to identify the levers for reducing emissions and to define an ambitious decarbonization trajectory that is achievable by 2030.

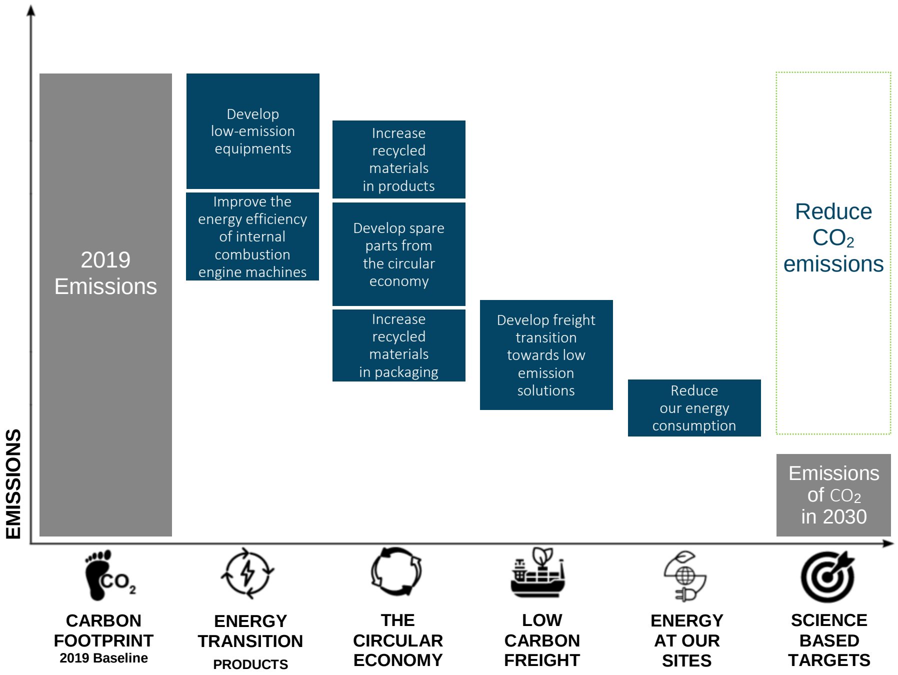
This trajectory, co-constructed by the Executive Committee and the CSR Steering Committee and validated by the Board of Directors, is a major strategic tool for guiding the group's ecological transition towards a sustainable business model.

The objectives of the low-carbon trajectory have been integrated as one of the four fundamental pillars of the Elevation Plan.

The steering and monitoring of the group's climate strategy are now integrated into the CSR governance described in 3.1.1. CSR Governance.

2030 LOW-CARBON TRAJECTORY ROADMAP

The low-carbon trajectory of the Elevation Plan is based on four levers:



**Block size not proportional to the contribution of actions*

- The energy transition of products
  - By improving the efficiency of existing machines;
  - By developing new low-emission ranges;
  - By increasing sales of low-emission machines to 43% by 2030.
- The circular economy.
  - By reducing the use of new raw materials in products;
  - By developing a range of remanufactured machines and spare parts (ReMAN) to extend the service life of equipment;
  - By increasing the use of recycled materials in packaging, especially for spare parts.
- Less carbon-intensive freight
  - By adopting new, lower-emission alternatives for transporting machines, components and spare parts;
  - By developing the shift to less emitting modes of transport.
- On-site energy
  - By increasing the use of renewable energies;
  - By reducing consumption.

VALIDATION OF THE LOW-CARBON TRAJECTORY BY SBTI

In July 2022, the objectives of the group's low-carbon trajectory were validated by the SBTi project.[5]

This international benchmark encourages ambitious climate action in the private sector by enabling organizations to set emissions reduction targets based on scientific data. Its aim is to help companies contribute to the Paris Agreements, so that the global temperature does not exceed 1.5°C above pre-industrial levels by 2050.

These targets must therefore correspond to the level of decarbonization necessary to keep the global temperature below 2°C compared to pre-industrial temperatures, as described in the sixth assessment report of the IPCC.

With this low-carbon path, Manitou Group is committed to reducing its greenhouse gas (GHG) emissions:

- by 46.2% in absolute terms on scopes 1 and 2 (direct and indirect emissions) by 2030 compared with 2019, in line with a 1.5°C trajectory under the Paris Agreement, at all its sites worldwide;
- by 33.7% on scope 3 (value chain emissions) per hour of use of sold machines by 2030.

This low-carbon trajectory is the first step in the group's climate strategy. This could be revised in a few years with better visibility on the acceptability of low-carbon technologies (especially in markets outside Europe).

[5] *SBTi: The Science Based Targets initiative is a partnership between Carbon Disclosure Project (CDP), the United Nations Global Compact, the World Resources Institute (WRI), and the World Wildlife Fund (WWF). Aimed at companies, its objective is to drive "ambitious climate action."*

MONITORING THE LOW-CARBON TRAJECTORY

THE CARBON CALCULATOR

In 2022, Manitou Group developed a tool internally to manage its low-carbon trajectory and monitor the progress of the various action plans. The Carbon Calculator measures CO_2 emissions across all three scopes of the GHG assessment using the Greenhouse Gas Protocol (GHG Protocol) methodology[6].

COLLECTING AND INTEGRATING THE DATA REQUIRED FOR CSRD

The new requirements of the CSRD call for data to be structured and made more reliable within the company.

In 2023, Manitou Group created greater collaboration between the CSR and Finance Departments to improve the coordination of financial and extra-financial performance and better address these issues.

The process of collecting extra-financial data is being improved through the use of two tools:

- a financial tool that makes data more reliable;
- a CSR and HSE tool, which links the group's extra-financial and financial data.

The first step in this project was to parameterize all the group's carbon data in these new tools.

Over and above compliance with the CSRD, this new collection process will also help Manitou Group to better monitor and steer its low-carbon trajectory thanks to the reliability of its data.

GOVERNANCE DEDICATED TO MONITORING THE LOW-CARBON TRAJECTORY

In 2023, two working groups were set up and validated by the CSR Steering Committee to monitor as closely as possible the reduction levers identified in the low-carbon trajectory: one group dedicated to scopes 1 and 2 and the other to scope 3.

3.3.1.3. GENERAL RESULTS OF THE 2023 CARBON FOOTPRINT (SCOPES 1, 2 AND 3)

The low-carbon trajectory requires the reduction of greenhouse gases in all scopes 1, 2 and 3, and therefore on the company's sites and throughout its value chain.

The increase in greenhouse gas emissions in 2023 is linked to the group's overall growth (increase in sales, production and machine sales).

2023 GHG (GREENHOUSE GAS EMISSIONS ASSESSMENT)

Category			2019 (base year)		2021		2022		2023	
			Value	%	Value	%	Value	%	Value	%
Scopes 1+2 (Location based)		tCO_2e	27,785		25,617		25,114		30,114	
Scopes 1+2 (Market based)		tCO_2e							*24,548*	
Details	Scope 1	tCO_2e	16,888	61%	16,382	64%	15,474	62%	19,904	
	Scope 2 (Location based)	tCO_2e	10,897	39%	9,235	36%	9,640	38%	*10,210*	*33.9%*
	Scope 2 (Market based)	tCO_2e							*4,644*	*18.9%*
Scope 3 (vs. reference year - in %)*		%	100%		-20%		-7%		4%	

**Excluding rental machines*

3.3.1.4. REDUCING SCOPE 1 & 2 GREENHOUSE GAS EMISSIONS

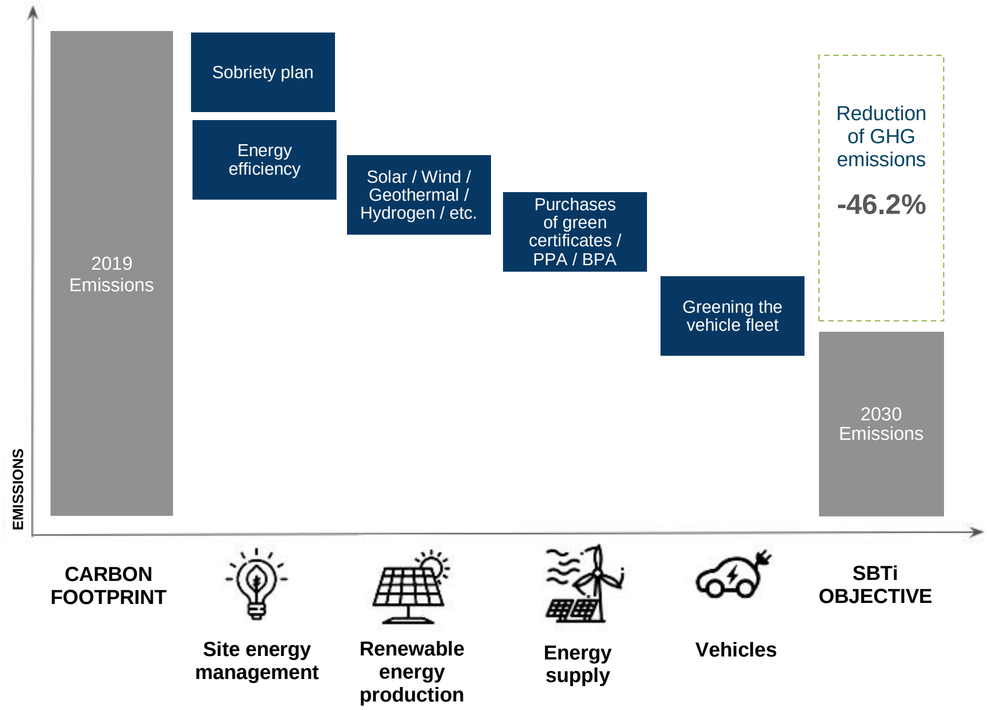
Using the Greenhouse Gas Protocol (GHG Protocol) methodology, Manitou Group measures scope 1 and 2 emissions that correspond to direct emissions from stationary combustion sources and from mobile combustion sources, direct fugitive emissions, and indirect emissions from the consumption of electricity, heat, steam, or cooling.

To achieve the target of a 46.2% reduction in its greenhouse gas emissions on scopes 1 and 2 and better control its costs, the dedicated working group, set up in 2023, will focus its actions on 4 major areas:

- site energy management;
- renewable energy production;
- energy supply;
- fleet of vehicles.

[6] *GHG Protocol is an international protocol designed to establish a regulatory framework for better defining greenhouse gas emissions, in particular those from industry, with a view to calculating and reducing them.*

SCOPES 1 AND 2 ROADMAP IN 2030



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SITE ENERGY MANAGEMENT

Energy accounts for around 87% of Manitou Group's Scopes 1 & 2 greenhouse gas emissions. In order to meet the decarbonization targets set for 2030, an initial energy management system has been implemented at French sites and certified ISO 50 001[7] in November 2023.

It will enable Manitou Group to structure its energy-saving action plans and ensure long-term performance improvement.

Actions focused on two major areas:

- improving energy efficiency in existing and new buildings;
- implementation of sobriety plans as part of an energy efficiency approach.

The Candé site, inaugurated in 2021, is a good illustration of the first area. For an activity equivalent to that of the historic site, it consumes half the energy for twice the surface area.

With regard to energy efficiency, measurements were carried out at the French sites during the previous winter. They show a saving of over 8% in gas and electricity consumption at the sites concerned.

MAIN ACTIONS UNDERTAKEN IN 2023 AND PLANNED FOR 2024

Actions undertaken in 2023 and planned in 2024	Scope
Implementation of building management systems	France, Italy
Solar panel installation	France, Italy, South Africa, Benelux, Australia (Liftrite site), Manitou Nordics
Continued deployment of LED lighting	World
Testing and deployment of destratification systems[8]	France
Painting process optimization	France

[7] *ISO 50001: Energy management model designed to guide organizations in reducing their energy consumption and costs, while helping to reduce their ecological footprint.*
[8] *A destratification system evens out the temperature in a building by creating a downward flow of air (hot air accumulates at the top). This improves comfort and saves heating energy.*

RENEWABLE ENERGY PRODUCTION

Self-generation helps to control costs while consuming locally-produced renewable energies.

To this end, Manitou Group is continuing to install solar panels on its sites (*see details in table above*). The most advanced site in Italy, with installations covering around 15% of its electricity needs, and aims to cover around 70% by 2024.

By 2023, 14,000 m² of solar panels had been installed at the Italian site, and 1,300 m² at l'Aubinière (one of the French sites).

Self-generation of other renewable energies such as wind, geothermal and hydrogen is currently being explored.

ENERGY SUPPLY

Lastly, Manitou Group is also decarbonizing its supply of energy by purchasing energy certificates, with a joint focus on:

- Buying green certificates for immediate impact;
- A global plan to supply decarbonized energy through PPAs (Power Purchasing Agreements) and BPAs (Biogas Power Agreements) for long-term decarbonization, currently under study.

These supplies covered 20% of electricity and gas consumption at sites worldwide in 2023, and will cover 30% in 2024.

GREENING THE VEHICLE FLEET

Reducing direct emissions from vehicles is part of the group's 2021-2025 CSR roadmap.

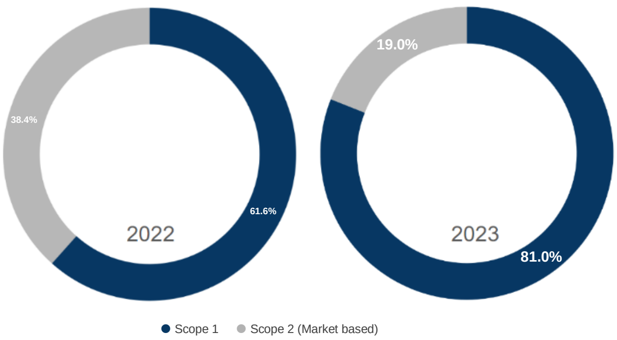
This objective is structured in two stages:

- 30% low-emission vehicles in the fleet by 2025;
- 100% low-emission vehicles by 2030.

In 2023, the overhaul of the company vehicle policy in France is part of Manitou Group's drive to strengthen and give concrete expression to its commitments in terms of corporate social responsibility (CSR), with a reinforced level of service for beneficiaries.

The decision, from 2024 onwards, to offer a very large majority of hybrid and electric vehicles in vehicle catalogs instead of diesel vehicles will play an active part in reducing the carbon impact associated with the company fleet.

CHANGE IN SCOPES 1 & 2 BETWEEN 2022 AND 2023



By 2023, a significant reduction in scope 2 emissions will be visible. It is due:

- to the purchase of electricity certificates of origin in the United States, which accounted for 20% of the group's consumption;
- to the increase in the use of renewable energies.

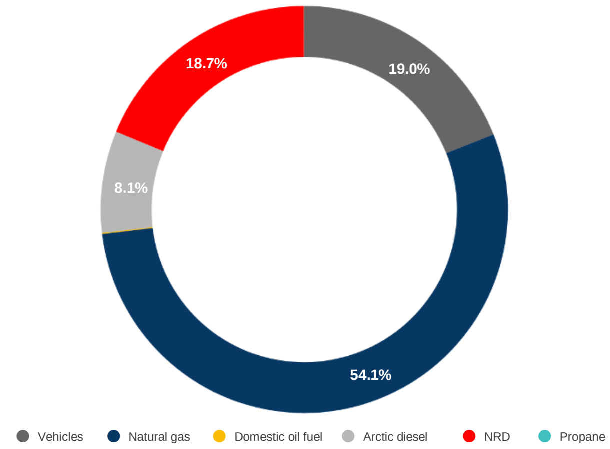
On the other hand, scope 1 emissions have increased compared to the 2022 result.

DETAILED RESULTS FOR SCOPES 1 AND 2

		2019	2021	2022	2023
Scope 1	$ktCO_2$	16.9	16.4	15.5	19.9
Scope 2 (Location based)	$ktCO_2$	10.9	9.2	9.6	10.2
Scope 2 (Market based)	$ktCO_2$				4.6
Scope 1+2 (Location Based)	$ktCO_2$	27.8	25.6	25.1	30.1
Scope 1+2 (Market based)	$ktCO_2$				24.6

In 2023, the SBTi objective was to achieve 23.3 $ktCO_2e$ emissions. The significant reduction in scope 2 was not enough to achieve the SBTi target, which was heavily impacted by the results for scope 1.

BREAKDOWN OF SCOPE 1



Scope 1 emissions increased 28% over 2022. This rise is mainly due to the increase in machine production, and to an improved method of accounting for emissions from the company's vehicle fleet.

3.3.1.5. REDUCING GREENHOUSE GAS EMISSIONS OVER THE VALUE CHAIN (SCOPE 3)

An analysis of the group's Greenhouse Gas Emissions Assessment has highlighted **the predominance of Scope 3** in the group's annual carbon footprint:

Actions to reduce greenhouse gas emissions are needed in the following priority areas:

- use of sold products;
- use of rental products;
- purchasing and services;
- transport and distribution.

REDUCING GREENHOUSE GAS EMISSIONS ON SOLD AND RENTAL PRODUCTS

Deployment of the low-carbon trajectory involves reducing greenhouse gas emissions from scope 3, in particular those linked to sold products, which account for **88.4% of the group's footprint**.

These measures include:

- accelerating the innovation plan for low-emission equipment;
- optimizing energy efficiency;
- improving equipment design through eco-design and optimization of raw material emissions.

Accelerating the innovation plan for low-emission equipment

The vast majority of the machines historically marketed by the group are powered by diesel engines. The group's greenhouse gas assessment accounts for all emissions linked to the use of equipment sold during its commercial life cycle.

However, Manitou Group has been offering industrial forklifts and electric aerial work platforms for indoor use for several decades.

The group therefore has significant leverage to reduce greenhouse gas emissions on its scope 3, in particular **by reducing its range of thermal products in favor of alternative energy machines with lower emissions**.

As part of the acceleration of its innovation plan, Manitou Group recruited a "New Energies" director and has set targets for the development of its electric ranges as well as the study of hydrogen as an energy source.

Patents to confirm competitiveness

To meet the objectives of the SBTi 2021-2030 trajectory, Manitou Group is actively working to develop new machines with lower emissions.

A number of patents protect the innovations developed by the group's design offices, representing a portfolio of 209 patent families in force, with **28 new priority applications filed in 2023, including 11 in the field of energy transition**.

100% electric machines

With more than 400 models to choose from, Manitou Group explores all the possibilities for energy transition, based on the specific technical requirements of each range of equipment.

Warehouse equipment and industrial platforms have been electrified for a long time now. New segments of platforms, including rough-terrain models, are now powered exclusively by electric or alternative engines. **The group's catalog was expanded in 2023 to include three electric platforms, the 160 ATJ e, 180 ATJ e, and 200 ATJ e, as well as a new range of electric scissors, the first model of which went on sale this year.**

The group has also launched several electric forklift models. 2023 saw the ramp-up of production for equipment such as the MT 625 e compact telehandler and the MRT e rotating forklift, despite the delay of certain components for some models.

Manitou Group has also developed and internalized its expertise in battery manufacturing, with the development of an assembly workshop at its Castelfranco site in Italy, and the acquisition of the SME Easy-Li, a manufacturer of batteries for mobility equipment.

The development of alternative energy products

To support the development of "Zero Emission" cities and worksites, Manitou Group has created sustainable, high-performance solutions, under the "Oxygen by Manitou" label since 2019.

OXYGEN by MANITOU

In 2021, the group also launched a hydrogen technology research program that will run until 2025. In this context, Manitou Group presented its hydrogen R&D roadmap for 2022. **The first two innovative prototypes of telehandlers powered by a hydrogen fuel cell were also delivered successively in 2022 and 2023**.

To speed up the research program, the group has also installed a hydrogen recharging station for prototypes at the Aubinière site in Ancenis, supplied by a local partner with hydrogen from renewable energy sources.

Optimizing the energy efficiency of equipment

Implementation of a methodology for measuring machine energy consumption

To enable effective measurement of consumption and in the absence of a standard, the group launched energy consumption measurements for its equipment in 2013, based on an internal protocol validated by UTAC[9].

This procedure has led to the creation of a reference standard for measuring the fuel consumption of telehandlers via the Reduce Fuel program (see opposite).

This internal standard served as the basis for drafting the European standard EN 16796-4 on energy efficiency and measuring greenhouse gas emissions from telehandlers, which came into force in 2019.

Continuing to improve the energy performance of heating and electrical equipment

REDUCE TCO program

REDUCE TCO PROGRAM

For the past 10 years, Manitou Group has been pursuing a program of continuous and systematic improvement in the total cost of ownership of its machines, known as REDUCE TCO (Total Cost of Ownership). **The specifications for each new product include a "TCO" objective, which obliges the design office to study all options for reducing the cost of ownership**, to which fuel consumption is the main contributor. The group monitors the achievement of these targets for all new projects.

The group is working on several ways to reduce TCO:

- reductions in energy consumption;
- reductions in maintenance frequency (preventive and corrective);
- reduced oil and filter consumption, thanks to an innovative Reviv'Oil oil dialysis service.

A great deal of work is also being done on component reliability to ensure longer machine life.

[9] *UTAC: Technical Union for the Automobile, Motorcycle and Cycle Industries*

Among the major actions in 2023:

All new products have benefited from ambitious TCO reduction targets. Four new thermal ranges - the MT (7m, 9m, 11m and 13m), the TMT and the MLT 850 - have achieved 100% of their target, while two other models have reached 80% of their reduction target. As a result, future products will be more economical and have a smaller environmental footprint.

Electrical machines are also part of this REDUCE TCO program. In 2023, the new 200 ATJ e platform also reached its target.

Decarbonization as a goal

Manitou Group aims to improve the energy performance of equipment sold by an average of 7% by 2030 (base year 2019).

This work concerns new products, but the group is also studying opportunities to reduce consumption for models already in its catalog, in order to incorporate modifications specifically linked to consumption. Improvements involve replacing components such as pumps, motors, valves or transmissions, depending on the product range.

By 2030, over 50% of equipment sold will still be thermal, and these studies will help reduce emissions from this part of the equipment range.

REDUCE FUEL program

Since 2013, Manitou Group has transparently measured and compared the fuel consumption and CO_2 emissions of its machines. Data by range is regularly updated on the dedicated website - www.reduce-program.com/fuel. The goal is to support its customers in reducing their environmental footprint and reducing the impact of products on climate change.

Improving equipment design through eco-design and optimization of raw material emissions

Eco-design helps to analyze the environmental impact of products during their design phase. Dedicated software allows impact to be quantified according to 16 distinct environmental criteria, including greenhouse gas emissions. In 2023, the deployment of such software, the training of teams and the updating of the product design process will make it possible to deploy eco-design and implement actions to reduce impacts.

Manitou Group is committed to the decarbonization of its activities and to global environmental progress that does not come at the expense of environmental issues other than climate change. The eco-design strategy also aims to avoid transferring impacts to the product's other environmental indicators. In fact, certain design solutions (materials, finishes, design, etc.) can reduce greenhouse gas emissions but can also have a significant impact on all or some of the other environmental indicators.

This global approach also aims to optimize the consumption of natural resources used in machine design. See *3.3.2.3. Adoption of circular practices: promoting product sustainability and integrating circular business strategies.*

Manitou Group's energy transition rewarded in 2023

Trophées de l'Industrie Durable award for the group's hydrogen approach

Manitou Group won the “Trophées de l'Industrie Durable 2023” award in the "Decarbonization" category. The award recognizes the innovative and sustainable nature of the group's hydrogen program.

"Product of the Year 2023" at the International Awards for Powered Access for the 160 ATJ+ e electric platform

Manitou Group's 100% electric platform 160 ATJ+ e won the "Product of the Year 2023" award at the International Awards for Powered Access (IAPA) ceremony in Berlin.

The jury of experts praised its ability to combine alternative energy and rough-terrain use, while offering a remarkable level of performance with substantial basket capacity.

This award underlines the group's commitment to providing an ever more innovative and sustainable range of solutions.

REDUCING GREENHOUSE GAS EMISSIONS FROM PURCHASING AND SERVICES

Raw material purchasing

Metallic materials make up the majority of the equipment produced by Manitou Group, making it a significant lever for decarbonization in terms of raw materials. The group has therefore made it a priority to reduce 9% of emissions associated with the downstream value chain.

- Tools have been adopted to ensure these developments

Mapping out purchases of ferrous raw materials used in the manufacture of Manitou Group products, begun in 2022, is now making it possible to work with all our major suppliers to identify solutions for decarbonizing the group's value chain and scope 3 emissions

- A search for less carbon-intensive sources of steel

Steel produced using electricity or hydrogen from renewable sources is a promising decarbonization vector for the group's purchasing.

A letter of intent was signed in 2023 with one of the suppliers to support the development of a new production tool that will eventually enable the supply of less carbon-intensive steel produced using renewable hydrogen.

SERVICES

Options for reducing consumption

In an effort to reduce the usage-related emissions of its machines and thus help its customers reduce their direct greenhouse gas emissions, Manitou Group is developing features and services with added environmental value:

- Eco-Stop: this function reduces fuel consumption, maintenance cost, and depreciation of the machine by automatically cutting the engine when it is idle and there is no driver in the cabin. Thanks to data collection, Manitou Group now knows that the estimated idling time of an engine without a driver in the cabin can range from 15% to 30%. Assuming a basis of 15% for a machine that is used for 1,000 hours per year for three years, the Eco Stop function offers potential savings of 4,500 liters;
- Stop & Go: this technology stops the engine when the machine is immobile in order to reduce consumption. It also stops the hourly counter in order to record only actual hours of operation. It is installed in series on platforms and offered as an option on the rest of the ranges.

Progress in deploying these options is monitored throughout the year. The aim is to equip over 57% of eligible machines by 2030.

Innovative oil dialysis service

The Reviv'Oil program designed to optimize fluid consumption (oils and liquids) made it possible to launch the "Oil in 1" hydraulic oil decontamination machine in 2022. The gain is twofold: environmental with the maximization of used oil recycling and economic with the reduction of maintenance costs.

Over 30 pollution control machines have been sold since its launch in 2023.

Towards an eco-driving training offer

Equipment consumption is influenced by end-user habits. Raising awareness and/or providing training can help to significantly reduce consumption, which in turn can cut costs and greenhouse gas emissions.

Aware of the need to support the various players in the value chain, Manitou Group's training teams created a complete eco-driving training module in 2023. This module was first deployed with in-house teams, before being extended to the distributor network and integrated into the Manitou Group training catalog.

"Total Cost of Ownership": employee training

Total Cost of Ownership (TCO) is an essential parameter for providing information on the hourly cost of using our machines. Consumption is systematically challenged, lowering consumption and costs for the end user throughout the entire life cycle.

Manitou Group has undertaken to train the majority of its sales force in the TCO concept, so that they can pass on this information to customers, including reduced fuel consumption and greenhouse gas emissions.

The *Services Innovation Council*

An initiative begun in 2022, **the *Services Innovation Council* aims to involve distributors from the "Partner" level dealer network in the planning process of future services offered** by Manitou Group. Network collaboration and involvement at an early stage promotes a better understanding of needs in the field, and the coherence of solutions proposed over time.

The topics discussed at the *Services Innovation Council* are directly linked to the ongoing transformation of the service offering.

In 2022, work focused on supporting and developing services in connection with the introduction of electric ranges. The 2023 event brought together 18 representatives of the network with Manitou Group teams, expanding on the exchanges of 2022 while adding new areas of reflection on product circularity.

REDUCING GREENHOUSE GAS EMISSIONS RELATED TO TRANSPORTATION AND DISTRIBUTION

In line with the Energy and Resilience Act, greenhouse gas emissions linked to transport activities represented 55,097 tCO_2e in the reporting year.

Despite the small share of freight-related emissions in Scope 3, Manitou Group has set itself ambitious targets for reducing them.

In 2023, this resulted in the adoption of a governance structure organized into a regular Project Committee and Steering Committee to steer the low-carbon freight trajectory.

The cross-functional leadership of the Transport, CSR and Purchasing Departments facilitated the drafting of a quantified roadmap to 2030. This roadmap, validated by the Steering Committee and General Management in June 2023, is accompanied by targeted actions in several areas.

Voluntary commitment to the Fret 21 program

Manitou Group has joined the Fret 21 program, which aims to help shippers and carriers reduce the carbon footprint of their freight.

This initiative has led to the launch of concrete actions such as:

- the use of alternative fuels (HVO, B100) on the Europe road scope;
- the integration of new "Objectif CO_2" label partners;
- the reduction of distances traveled by encouraging maritime departures or arrivals, initially operated at Le Havre, at the port of Nantes Saint-Nazaire.

TMS transport management tool

At the same time, the transport management tool, TMS[10], is making it possible to continue the work begun in 2016 on optimizing routes and therefore distances covered.

Training teams, particularly in North America, and deploying the TMS solution in India remain priorities for the coming years.

"Carbon effort" criterion in calls for tender

Following a letter sent to the carriers concerned by Managing Director Michel Denis in July 2022, and with the support of the Purchasing department, the "Carbon Effort" criterion is now an essential part of transport tenders.

The partners are obliged to propose less carbon-intensive solutions in their transport offer.

In 2023, **the "Europe road machine distribution" call for tenders launched by Manitou Group** to select its road carriers in Europe, included this "Carbon effort" criterion. **Result: From now on, 15% of road flows will be offered as less carbon-intensive transport solutions**.

Alternatives to air transport

Reducing the carbon footprint of freight also means reducing the use of air transport.

Actions to reduce urgent orders have enabled us to switch flows from air to sea transport.

In 2023, the adoption of this principle in the Singapore logistics center resulted in a reduction of more than 40 tons of CO_2 emissions on the distribution flow of spare parts between France and Singapore.

Wind-powered cargo ship

As regards sea transport, since 2019 Manitou Group has been supporting the NEOLINE project for a wind-powered cargo ship, with a future commitment to a volume of freight transported.

At present, the vessel is under construction, and the first Atlantic crossing with a wind-powered cargo ship is scheduled for summer 2025. This will mark a major step forward in the use of low-carbon solutions for shipping (reduction of around 80% in CO_2 emissions).

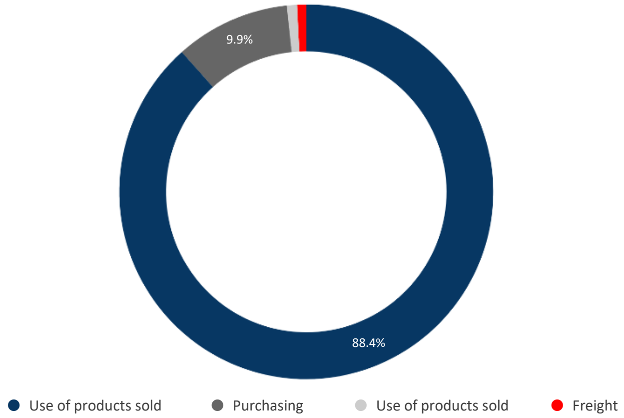
Internal challenge to encourage positive-impact initiatives in the freight sector

In 2023, freight was highlighted at the annual *Elevation Days* event with the launch of an in-house challenge for all group employees. The Transport and CSR teams have collected various initiatives with a positive impact on reducing freight's carbon footprint. The initiative selected by the jury will be integrated into the global roadmap from 2024.

[10] *TMS: Transport Management System*

2023 SCOPE 3 RESULTS

BREAKDOWN OF SCOPE 3 GREENHOUSE GAS EMISSIONS



The group's greenhouse gas emissions are calculated using a new tool and a new verification process in line with CSRD requirements. Data is audited by an independent third-party organization to ensure quality.

DETAILS OF SCOPE 3 EMISSIONS

	2019	2020	2021	2022	2023
Freight emissions*	0.70%	-	0.68%	0.85%	0.79%
Emissions from purchases of components and raw materials*	8.73%	-	9.07%	9.85%	10.02%
Emissions from sold machines*	90.56%	-	90.25%	89.29%	89.19%
kgCO_2e/h of use	*20.6*	-	*19.61*	*19.76*	*19.8*

**Excluding rental machines*

kgCO_2e/h of use with emissions from rental machines	-	-	-	19.69	*19.70*

Scope 3 emissions are monitored and represented by an indicator representative of the equipment produced by Manitou Group, and recorded in kilograms of carbon dioxide equivalent per hour of use of the machines sold. The table above gives details of changes between 2019 (base year) and 2023.

Changes in the scope 3 emissions indicator between 2019 and 2023, and contributions from influence factors.

The graph below illustrates the general evolution of the indicator and the variation of the six components that influence it over time. To make it easier to understand the change in the indicator between the reference year and the reporting year, the variance has been broken down into six additional factors.

1. Changes in consumption of sold machines: the energy consumption of the same machine may have changed since the reference year. Technical improvements have been deployed to optimize the consumption of certain models.

   Manitou Group's commitment to improving "total cost of ownership" has led to a significant reduction in the consumption of historical products. *See chapter 3.3.1.5 Reducing greenhouse gas emissions in the value chain. Paragraph:* Optimizing the energy efficiency of equipment.

2. Change in the breakdown of sold machines: the breakdown of models sold illustrates the influence of the mix of machine models sold on the emissions assessment.

   The sale of more efficient models and new products with lower emissions explains the decrease in the indicator. See chapter 3.3.1.5 Reducing greenhouse gas emissions in the value chain. Paragraph: Acceleration of the innovation plan towards low-emission equipment.

3. Geographic mix: The geographical sales mix influences the emissions related to the energy consumption of electrical machines, depending on the carbon footprint of the local electricity mix.

4. Change in the transport of machines and spare parts: the transport of machines and spare parts illustrates the evolution of the volume and method of transport used for the various upstream and downstream flows of the group. *See chapter 3.3.1.5 Reducing greenhouse gas emissions along the value chain. Paragraph: Reducing greenhouse gas emissions linked to transport and distribution.*

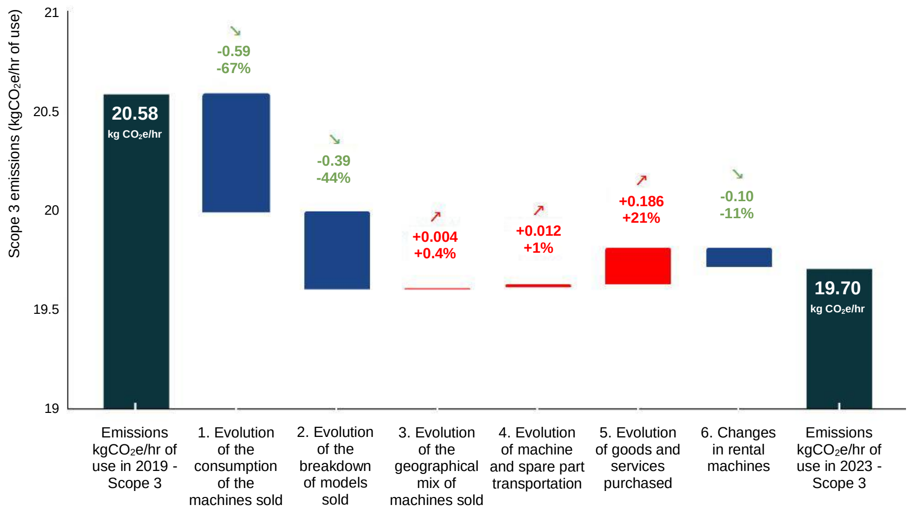
5. Changes in purchased goods and services: purchases reflect changes in the mass of components purchased for machine production and their carbonation levels.

   Since 2021, actions have been taken to decarbonize supplies (steel, eco-design, etc.). However, in 2023, the increase in production capacity and the storage of certain machines and components caused this indicator to rise. *See chapter 3.3.1.5 Reducing greenhouse gas emissions in the value chain and 3.3.2.3 Adopting circular practices.*

6. Changes in rental machines: New equipment produced during the year, including the fleet of machines rented by Manitou Group, is accounted for separately from machines sold.

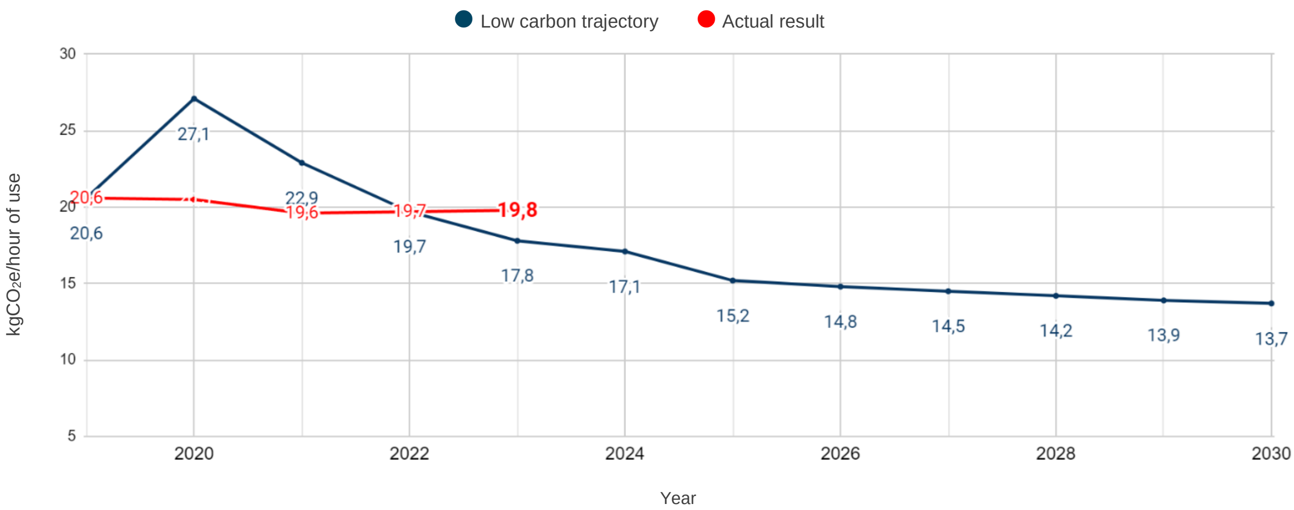
   The predominance of electric machines in rental practices has a downward impact on the scope 3 indicator (the fleet of rented machines is not included in the scope of the SBTi trajectory).

CHANGES IN THE SCOPE 3 INTENSITY INDICATOR SINCE 2019



OUTCOME OF THE SBTI SCOPE 3 TRAJECTORY IN 2023

CHANGES IN THE INDICATOR IN RELATION TO THE DECARBONATION TRAJECTORY.



The indicator was stable in 2023, although it should start to fall significantly as a result of the decarbonization actions launched under the Elevation plan.

Delays in the production of certain components specific to the new electric models due for release in 2023 have prevented them from being brought to market on schedule. As the electrification of the range of machines sold is the main lever for decarbonizing scope 3, these delays penalize the group's indicator.

The ramp-up of some of the group's assembly lines has also enabled the production of machines that were not sold in FY 2023. This is temporarily penalizing the indicator in 2023.

However, a real catch-up will be possible in the years to come with the future availability of these new, lower-emission materials and thanks to the decarbonization efforts underway on thermal machines and those of the rest of the value chain.

The SBTi trajectory submitted by Manitou Group does not take into account the emissions of new rental fleet machines put on the market in 2023, most of which are electric. As a result, there is a discrepancy of 0.1kgCO_2e/h between the above indicator, which is in line with the scope defined in 2022 with SBTi, and the previous graph, which also includes the contribution of rental machines as part of the group's low-carbon trajectory.

3.3.2. POLLUTION, RESOURCE USE AND THE CIRCULAR ECONOMY

3.3.2.1. MANAGING THE ENVIRONMENTAL IMPACT OF MACHINES

NEW ECO-DESIGN SOFTWARE

Eco-design has a dual impact on the Elevation CSR roadmap: on greenhouse gas emissions, on the one hand, and on the circular economy, on the other hand.

By 2023, an eco-design software had been integrated into the company's various R&D departments and 15 eco-design representatives have been trained in France. Deployment of the software and associated training will continue throughout the group in 2024.

This software is a decision-support tool that enables best practices to be shared between the various design offices involved.

It studies different eco-design scenarios at every stage of the life cycle, and quantifies the environmental impact of products according to 16 environmental criteria.

Lifecycle analyses of 11 reference machines were also carried out in 2023, and are available to the teams in the software. These reference machines are an important source of information for our teams as they develop their skills.

- Operational implementation

The definition of performance indicators and targets, which is currently being integrated into the design validation process for all new projects, takes the form of scenario analysis using eco-design software. These indicators concern, for example, the choice of raw materials, the choice of manufacturing processes, the lightening of parts, but also the overall energy efficiency and optimization of machines.

Their deployment is currently focused on three test projects to validate the eco-design approach before the process is rolled out across the board in 2024.

- Raising employee awareness of eco-design

The eco-design culture is also developed through dedicated workshops, such as the “Fresque de l'éco-conception,” customized for Manitou Group, which was offered to the teams concerned over two days in 2023.

3.3.2.2. REDUCING THE ENVIRONMENTAL FOOTPRINT OF PRODUCTION SITES

Faced with the increasing scarcity of natural resources, the group has a responsibility to seek to economize as much as possible the use of natural resources necessary for its activity.

MONITORING ENVIRONMENTAL FOOTPRINT INDICATORS FOR SITES

	Unit of measurement	2021	2022	2023	Change
Water abstracted	m^3/truck equivalent	2	2.5	2.4	-4.3%
Paint consumption	kg/truck equivalent	14	14.6	14	-3.7%
Energy consumption*	kWh/truck equivalent	2,887	2,511	2,102	-16.3%
VOC emissions	kg VOC/truck equivalent	6.6	7.1	6.4	-9.5%
GHG emissions	kg CO_2/ truck equivalent	796	689	627	
Equivalent trucks produced	No. of MLT735 equivalent trucks produced	29,002	34,670	42,022	21.2%

**Energy consumption: electricity and gas consumption*

Efforts are constantly being made to reduce energy and water consumption, and to optimize waste recycling, both in the design phase of the machines and in their use.

Within this framework, Manitou Group has established the indicators presented in the table above, which are rigorously monitored.

To make the data collected even more reliable and consistent, the group acquired a specialized environmental data reporting tool in 2023, which will be implemented in 2024.

ENERGY CONSUMPTION

In 2023, energy consumption rose by 2.7% in absolute terms, while production increased by 21.2%.

The French and Italian sites made a significant contribution to this sharp reduction, thanks to the effectiveness of the Sobriety action plan and the reinforcement, notably through capital expenditure, of the energy efficiency approach. *See 3.3.1.4 Reducing scope 1 and 2 greenhouse gas emissions.*

CONSUMPTION AND emissions FROM PAINTING OPERATIONS

Paint consumption is down 3.5%, and VOC (Volatile Organic Compounds) emissions are down 9.5% on a like-for-like basis. The start-up of the new paint line at the Indian site, which uses a lot of solvent-based paint, has enabled us to reduce the quantities of paint used per machine produced (+18% paint used for a +63% increase in production in machine equivalent).

WATER CONSUMPTION

Manitou Group's water consumption at its industrial sites has risen by more than 16% in absolute terms. It is not appropriate to correlate this increase with the increase in production quantities, as the majority of water consumption at our sites is for sanitary purposes. This increase is due to more reliable consumption data for our Indian site. In fact, the metering data for this site has been corrected and will be applied from May 2023. This correction has a significant impact on the overall figure, as the consumption of the site in India represents over 40% of the total water consumption of the group's production sites. Consumption at other sites is relatively stable, as Manitou Group maintains its processes for limiting water consumption

GREENHOUSE GAS EMISSIONS (GHG)

GHG emissions depend on electricity, gas and diesel consumption at sites. These emissions fell by 8.9%, around half as much as electricity and gas consumption (-16.3%). The reduction in energy consumption explained in chapter 2.3.1 of the "Climate change" section is not equivalent to the reduction in GHG emissions, due to the non-homogeneous increase in production worldwide. In fact, the sites with the strongest production trends are the Indian site, located in the country with the most carbon-intensive electricity, and the Italian site, whose electricity is also more carbon-intensive than French electricity.

3.3.2.3. ADOPTING CIRCULAR PRACTICES: PROMOTING PRODUCT SUSTAINABILITY AND INTEGRATING CIRCULAR BUSINESS STRATEGIES

With the circular economy as a strategic focus for transformation, Manitou Group is stepping up its efforts to transition its business model to new models that improve the life cycle of its equipment.

STRENGTHENING THE CIRCULAR OFFERING WITH THE SECOND-HAND MARKET

In 2023, Manitou Group sold more than 750 used items through its subsidiaries.

The group worked in 2023 to:

- improve leasing structuring in its Manitou Centers;
- facilitate the calculation of the residual value of the equipment;
- develop the sale of used parts benefiting from a Manitou Group check.

IMPROVING THE STRUCTURE OF THE LONG-TERM LEASING BUSINESS

The system operates through a dedicated team that supports the deployment of long-term rental offers, including financing and services.

It is also able to manage the return of these machines at the end of the contract, thanks to its infrastructure.

A WEBSITE DEDICATED TO USED MACHINERY OFFERS BY DEALERS

The group continues to promote the high-quality second-hand market and publishes dealer advertisements on the dedicated website, used.manitou.com.

For dealers, this site facilitates the resale of used handling solutions with guaranteed follow-up and maintenance for their customers. The increase in customer demand for used equipment helps to extend its lifespan and push the group towards more circularity.

CONTINUED DEVELOPMENT OF THE EQUIPMENT RECONDITIONING CENTER

The reconditioning center created in 2015 continues to expand.

Its business consists of recovering, repairing and refurbishing machines, while continuing to develop the ReMAN parts ranges.

A "SERVICES & SOLUTIONS" DIVISION TO OPTIMIZE EQUIPMENT SERVICE LIFE

Lastly, in partnership with the group's dealer network, the Services & Solutions division is developing solutions that have a positive effect on the service life of the equipment.

- The 900 Manitou Group dealers spread across 140 countries and the 2,000 expert technicians are trained regularly in order to offer support to users, from purchase of the equipment through to after-sales service.
- Maintenance contracts keep machines in optimal working order with a better value for money.
- The use of the data collected through connectivity that comes standard on Manitou Group machines optimizes the use and maintenance of the machine while creating opportunities for savings in use.
- Warranty extensions provide added value, protecting the equipment beyond the contractual warranty.

Thanks to these activities, the group will be able to anticipate regulations on End of Life Vehicles (ELV), which does not yet apply to heavy machinery.

A SPARE PARTS CIRCULAR ECONOMY OFFER

Beyond the second-hand market, Manitou Group contributes to extending the life of its equipment through the widespread use of reconditioned spare parts.

This process, named *"ReMAN by Manitou,"* was the winner of the internal Elevation challenge in 2017.

It proposes the use of original components for the reconditioning of spare parts (engine, gearbox, turbo, etc.), which then benefit from a warranty identical to that of new parts. These used parts eligible for remanufacturing are referred to as "old material" before being reconditioned, and are considered a recoverable resource.

In 2023, the group continued the development of the ReMAN offer with:

- ReMAN range extensions and the establishment of partnerships with engine manufacturers;
- the extension of payment of the shipping costs for used parts for dealers to European countries not covered by the ReMAN offer in 2022.

Manitou Group is also working on better highlighting the range in the documentation, simplifying the ReMAN ordering process for dealers, improving parts availability and introducing a new process for buying back old materials.

STUDYING NEW ECONOMIC MODELS

To go even further in reducing its environmental impact, Manitou Group is also thinking about transforming its business model, particularly with regard to equipment life cycles, and a Director dedicated to equipment life cycles has been appointed to reinforce this line of work.

In 2023, the group worked on:

- an offer to recover company fleets;
- an in-depth study to develop the business model around a dismantling solution for Manitou Group equipment at the end of their use;
- studies aimed at promoting and extending the life of equipment by using alternative energies;
- an exploration of several innovative projects in the circular economy.

As food for thought and to encourage the study of opportunities in these topics, in 2023, Manitou Group consolidated exchanges with the CentraleSupélec “CircularIT” Chair for a period of three years.

The "CircularIT" research project, led by CentraleSupélec University, aims to promote circularity through digitalization in industrial value chains and local areas.

Manitou Group's participation in this project took concrete form in 2023 with the recruitment of a researcher to write a thesis on “Modeling and optimization of the collection, dismantling, reconditioning, and business model of heavy vehicles for a sustainable circular economy.”

At the end of this first year of research, the subjects selected and validated by the thesis monitoring committee are:

- classification and prioritization of actions;
- identification of the machine deposit;
- dismantling and diversity of components and machines.

This work will be published in 2024.

EXAMINATION OF NEW SERVICES TO EXTEND THE SERVICE LIFE OF EQUIPMENT AND DECARBONIZE THE SECTOR

Against this backdrop of the study of new business models to promote the energy transition, a retrofit test of second-hand equipment was carried out in partnership with a customer.

The aim of this project is to convert an MT1440 high-height telehandler with an internal combustion engine into a fully electric machine, while preserving the machine's original features.

Electrification opens up the possibility of extending the service life of initially thermal machines and promotes the energy transition.

This prototype was delivered in 2023 and certified for on-site testing.

This concrete project, which combines extended machine life and decarbonization, has proved conclusive and represents a significant step forward for Manitou Group.

WASTE PRODUCTION AND REDUCTION

	Unit of measurement	2021	2022	2023	Change
Volume of industrial waste	kg/truck equivalent	365.5	339.5	320.2	-5.7%

The amount of waste produced at the group level increased by 14.3% between 2022 and 2023, for a 21.2% increase in machines produced over the same period.

Analysis of these figures shows a 5.7% reduction in waste produced per machine equivalent, with the recovery rate remaining stable at 93.2% in 2023, compared with 93.4% last year.

The waste generated by our sites depends to a large extent on their level of activity. The 5.7% drop per machine produced was due to optimization of the production process at our Madison (USA) site. In fact, it is the only site to show a decline that is significantly decorrelated from the level of activity. This fall is linked to the quantities of metal waste (scrap after cutting and machining waste), which have been reduced by the adoption of more efficient equipment for the manufacture of metal parts on more efficient machines.

REDUCING THE IMPACT OF WASTE AT PRODUCTION SITES

At our French sites, the actions taken in 2023 have borne fruit.

In fact, the work carried out with the service provider has enabled paint sludge produced on the main site to be recycled more effectively. The composition of this sludge means that treatment is highly complex. By combining the sludge with other waste of the same type and adding a preparation, it was possible to obtain significant calorific value from the sludge, which is now used to generate energy.

This process reduces the proportion of waste disposed of: in France, sites now dispose of only 1.6% of waste produced, compared with 2.8% in 2022.

The coming years will also see the results of a high-potential initiative, initially deployed at the Candé site (platform production) and fully integrated into the "Plastic Free" initiative launched in 2022.

The aim is to replace Douffline, a thick plastic film used to protect parts during transport between suppliers and production sites, with paper.

Currently used with a single supplier for parts sent to the Candé sites, it is currently being rolled out to other suppliers and several sites.

CHANGE IN SPARE PARTS PACKAGING STRATEGY

In 2021, Manitou Group set itself the target of reducing the use of plastic for spare parts packaging by 64% by 2030.

The reduction program focuses successively on each type of packaging:

- stretch film;
- plastic bags and blister packs;
- heat-shrinkable packaging;
- sheaths and nets.

In 2022, a study of the use of stretch film at the Centre Logistique des Pièces de Rechange (CLPR), Manitou Group's first parts distribution center, led to the testing and deployment of new, lower-consumption solutions based on biodegradable packaging film. Four tons of plastic were saved in the first year.

In 2023, the use of other types of packaging was again examined to identify ways of reducing the use of plastic. The analysis focused on:

- plastic bags;
- rigid plastic blister boxes;
- plastic pockets glued to spare parts or pallets, for inserting paper documents.

A global call for tenders was issued in May 2023 to a dozen suppliers to study their sustainable solutions. A series of tests with several alternatives was carried out to validate the technical proposal.

The conclusions of the tests carried out in 2023 should reduce the use of plastic packaging by more than 2 tons a year.

After a two-year project, the new combined solutions should reduce plastic consumption for spare parts packaging at the Ancenis logistics site by around 33%.

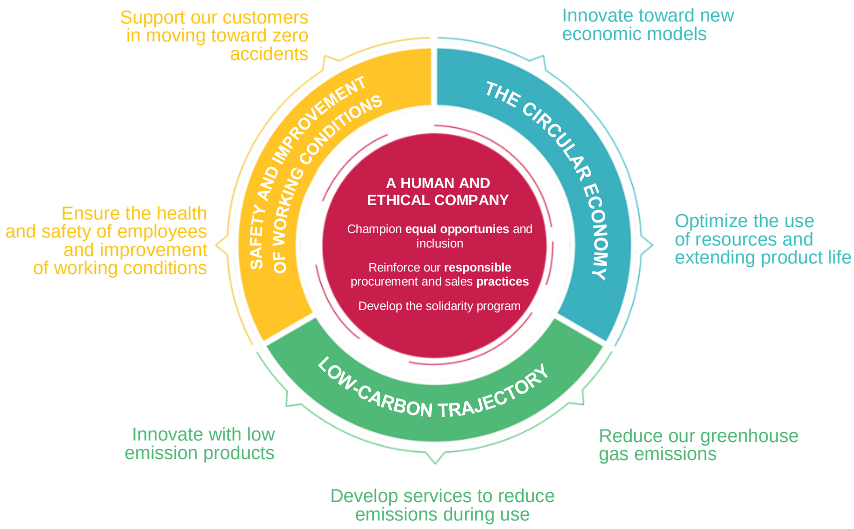
In 2024, the focus will be on rolling out these best practices to Indian and American parts logistics sites, while continuing to explore complementary solutions for reducing other types of packaging.

3.4. INFORMATION ON CORPORATE GOVERNANCE AND BUSINESS ETHICS

DOING BUSINESS

Manitou Group operates in a constantly changing, competitive and fast-growing environment.

In the CSR strategy embodied by the Elevation Plan, Governance plays a central role for a human and ethical company, a sign of the group's desire to closely involve everyone who, at their own level, has a role to play in creating sustainable value that benefits all.



Elevation Plan 2025

3.4.1. CORPORATE CULTURE

With a history spanning more than half a century, Manitou Group has a strong corporate culture based on the trust and cohesion of the men and women who make it up.

Ethics, embodied in the Code of Ethics adopted in 2022, is fully in line with these values as an additional opportunity to ensure Manitou group's continued growth and resilience.

The Code of Ethics sets out the group's ethical principles.

This Code prevails over all the internal rules, covers the entire scope of the group, and applies to all its employees. Its principles supplement, but do not replace, the laws, regulations, and basic texts of the countries in which Manitou Group operates.

In September 2023, an e-learning training module on the Code of Ethics was launched. It is mandatory and aims to enable employees to master Manitou Group's ethical principles and become ambassadors for the company's ethics. By December 31, 2023, three months after its launch, 72.8% of employees had taken the e-learning course, including the Board of Directors.

3.4.2. WHISTLEBLOWER PROTECTION

Since September 2018, a single alert system has been deployed in all of the group's entities. This system allows for the collection of whistleblowing reports on behavior or situations that are contrary to applicable laws, internal regulations, and the group's values and principles as set out in the Code of Ethics.
Since its implementation, an average of one alert has been received per month. Some of the alerts received were not corroborated after analysis and investigation.

Types of violations reported through alerts received	% of alerts
Discrimination or harassment	22%
Misconduct or inappropriate behavior	11%
Violation of Manitou Group's governance rules	11%
Bank fraud	10%
Fraudulent activity of a supplier or provider	8%
Conflict of interest	8%
Fraud and misuse	8%
Misappropriation of a product or business opportunity	6%
Corruption	5%
Anti-competitive activity	3%
Retaliation	3%
Computer fraud	3%
Financial fraud	2%

**64 cumulative cases over the past 5 years, including 44 confirmed cases (69%)*

3.4.3. SUPPLIER RELATIONSHIP MANAGEMENT

Manitou Group places particular importance on the dialog it maintains with its stakeholders, throughout the regions in which it operates.

Relationships with suppliers and the involvement of all partners in the value chain is a key aspect of our CSR approach, and the group's long-term future depends in part on the resilience of its supplier base.

Within the Purchasing Policy, CSR is applied:

- at the strategic level, with the deployment of CSR roadmap projects in Purchasing to reduce greenhouse gas emissions linked to the energy consumed by the group, and linked to its inputs, notably steel;
- at the level of procedures, with Purchasing Governance, criteria in calls for tender, a continuous supplier evaluation criterion with its "risk assessment" and the Responsible Purchasing Charter;
- at the level of day-to-day support, with risk mapping, Ecovadis Scoring and CSR Audits.

3.4.3.1. RESPONSIBLE PURCHASING: A STRUCTURED APPROACH

A STRONGER PURCHASING POLICY

Since 2012, the group has deployed a Responsible Purchasing Policy to create a relationship of trust with its suppliers that is balanced and creates value.
It fits perfectly with the Elevation plan, in which Manitou Group undertakes to apply, promote, and support the fundamental CSR principles in its activities.
It allows it to share its expectations with respect to environmental, social, ethical, and economic responsibilities and to detail the commitments expected in return from suppliers and subcontractors.

The Responsible Purchasing policy is supported by all Purchasing Department staff, who are in charge of evaluations and the follow-up of any corrective actions, as well as by all departments involved in working with suppliers.

The team has strengthened its expertise since 2022 with the support of a Sustainable Purchasing Project Manager who coordinates all CSR activities within Purchasing in France and abroad.

Changes in the results of the Responsible Purchasing Policy are measured by monitoring and reporting performance indicators. In addition, all Purchasing employees are individually assessed based on the objectives of this policy.

GUIDING TEXTS

Our Responsible Purchasing Policy is based on three key documents:

- the Purchasing Governance;
- the Responsible Purchasing Charter;
- the Code of Ethics, including a section on Suppliers;
- the Purchasing Governance.

The Purchasing Governance and Policy, in force since 2022, defines the rules applicable to Purchasing activities (production and non-production) and to all activities concerning relations with Manitou Group Suppliers. This document describes the processes and principles governing the supplier relationship, based on compliance with applicable ethical and regulatory standards, in particular with regard to the selection, qualification, evaluation and management of panel suppliers.

- The Responsible Purchasing Charter

A Responsible Purchasing Charter has been drawn up and has been updated in 2021, and must be signed by all new suppliers joining the panel.
It is an important discussion tool for CSR audits.
In 2022, the Purchasing Department trained its staff (80 people to date) in the Responsible Purchasing Charter.

- Code of Ethics

Within Manitou Group's Code of Ethics, a particular focus is placed on supplier relations, ethical imperatives, and the commitments to be respected.

3.4.3.2. OPERATIONAL TOOLS TO DEPLOY THE RESPONSIBLE PURCHASING APPROACH

The Responsible Purchasing approach is incorporated into the teams' operational activities and provides turnkey tools to facilitate its implementation. It is based on:

- CSR audits;
- CSR risk mapping and extra-financial assessment of suppliers identified as *"at risk"* and/or strategic.

CSR AUDITS

SUPPLIER AUDITS

Since 2016, suppliers have been audited on their CSR performance using five criteria:

- responsible offer;
- health and safety;
- procurement and suppliers;
- environment;
- HR development & social policies.

In 2023, the CSR qualification rate of suppliers reached 63.5% (181 out of 285 suppliers audited) compared to 50% in 2022.

In addition, a CSR assessment is carried out by an independent external body and is included as a risk criterion in the supplier risk assessment.
The value of this criterion helps define the supplier's status, which is a determining factor in the purchasing strategy and sourcing decisions.

BUYER TRAINING

To help buyers carry out these audits, the Sustainable Purchasing project manager provides regular trainings.

The scope of CSR audits is updated annually to take account of suppliers entering and leaving the panel.

CSR RISK MAPPING AND EXTRA-FINANCIAL SUPPLIER ASSESSMENT

In addition to the CSR audits, in July 2022, the Purchasing Department affiliated itself with an external partner to map all suppliers from the point of view of CSR risk and to develop extra-financial evaluation.

This approach took place in two stages:

- an initial phase to identify suppliers with a theoretical CSR risk, taking into account industry and country- specific factors;
- a second phase to check that the supplier had taken the necessary corrective measures to control and reduce those risks.

Having identified its priority suppliers at theoretical risk by the end of 2022, the group has launched an evaluation campaign to confirm, invalidate or place the identified suppliers on watch.

The reference scope and the theoretical risk assessment are updated each year.

By the end of 2023, the Purchasing Department had already helped 48% (79 suppliers out of 164 identified) of suppliers identified as *"at risk"* to be assessed or removed from the supplier panel.

3.4.4. DEALER RELATIONS MANAGEMENT

Dealers actively represent the brand to end-users, and are therefore ambassadors for the group's CSR approach.
That's why Manitou Group has incorporated criteria dedicated to dealer CSR assessment into its “Dealer Elevation Plan.”

By 2023, 803 dealers were concerned by this assessment.

3.4.4.1. DEALER EVALUATION

The "Dealer Elevation Plan" (DEP) program enables dealers to be assessed and their business managed according to criteria common to all business lines:

- Quantitative criteria (Performance Indicators) to measure performance and trends;
- Qualitative criteria identified by each area manager in his or her sector during audits, enabling discussions with dealers on mutual expectations and possible improvements.

The objectives of this program are:

- Develop dealer involvement;
- Evaluate levers for improvement;
- Define the most appropriate action plans;
- Motivate the network to improve with requirements that evolve from one year to the next;
- Align processes, data reliability and information sharing within Manitou Group teams (headquarters and subsidiaries) and with dealers.

The “Dealer Elevation Plan” score is used to segment the dealer network into three levels: PARTNER, COMMITTED or APPROVED. At each level, there is a set of services and benefits.

694 of the 803 "eligible" dealers were audited in 2023, representing 85% of the network. The remaining 15% are dealers who have not been in business for a full year, or whose business is too low to be audited.

3.4.4.2. THE CSR CHALLENGE FOR DEALERS

In addition to its coordinating functions, the "Dealer Elevation Plan" is also a genuine tool for developing the dealer network towards more responsible practices, notably through improvement objectives and the sharing of best practices.

In 2023, 6 of the 63 criteria contained in the “Dealer Elevation Plan” were dedicated to CSR issues:

- waste management;
- carbon footprint;
- employee working conditions;
- participation in the ReMAN program;
- ethical issues;
- participation in the REDUCE program.

Thus, 85% of active dealers.[11] representing the group's brands were questioned on these 6 themes in 2023 by over 100 area managers.

An analysis of these responses showed the extent to which these issues required significant change management on the part of both dealers and local teams.

The CSR section of the questionnaire has been completely overhauled and will be rolled out again in 2024, along with new teaching aids to promote better understanding and the implementation of short- and medium-term action plans.

[11] *Active dealers present on the manitou.com websites and representing at least one Manitou or Gehl brand to end customers.*

3.4.5. PREVENTING CORRUPTION

According to the Transparency International 2022 Corruption Perceptions Index (CPI), the portion of Manitou Group's workforce operating in corruption-prone countries was 12.55% as of December 31, 2023.

Since 2019, several key elements have been put in place:

- an independent alert system site for whistleblowers is accessible to employees on the intranet and to the group's stakeholders from its website;
- an independent Ethics Committee governed by an operational charter was established to manage this alert system;
- a regularly updated corruption and influence peddling risk map;
- an Anti-corruption Code of Conduct that illustrates, with case studies, the risks to which Manitou Group and its employees may be exposed and the behaviors they should adopt to protect themselves;
- a third-party assessment process consisting in particular of a mandatory self-assessment questionnaire for any new external stakeholders, which may be supplemented, where applicable, by an outsourced assessment carried out by a leading provider. Since 2019, more than 1,200 third parties have undergone the double verification;
- a compliance training program consisting of two e-learning modules and a face-to-face training session for the most exposed functions.

As of December 31, 2023, 91% of employees had completed the first compliance e-learning module aimed at raising awareness regarding the risks of active and passive corruption (93.3% in 2022).

In 2023, the group continued to roll out its anti-corruption system with:

- the conduct of face-to-face training sessions;
- the continuation of the ISO 37001 certification program (anti-corruption management system) extended to other subsidiaries following the award of this certification to the South African subsidiary in 2021;
- the updating the Anti-corruption Code of Conduct to comply with more stringent regulatory requirements and to improve its educational nature so as to better support group employees on this subject;
- the adoption of a lobbying policy;
- the update of the Ethics Committee Charter;
- the continued implementation of action plans resulting from the mapping of corruption risks and an audit carried out by an external expert at the end of 2022.

The group is continuing its work to ensure that it respects the eight pillars of the 2016-1691 Law of December 9, 2016, called "Sapin 2," as well as the recommendations of the French Anti-corruption Agency (AFA).

As compliance has been a strategic topic for the group since 2018 *(see Chapter 4)*, the Audit, Risk, and Compliance Department regularly presents the progress of its work to the Audit Committee and the Executive Committee.

3.5. EU TAXONOMY FOR SUSTAINABLE ACTIVITIES

3.5.1. PRESENTATION OF THE EU TAXONOMY FOR SUSTAINABLE ACTIVITIES

The EU Sustainable Taxonomy Regulation.[12] is a key element of the European Commission's action plan on sustainable finance, which aims to redirect capital flows towards a more sustainable economy. The taxonomy is a classification system for environmentally-sustainable economic activities.

As a group subject to the obligation to publish non-financial information in accordance with Article 29a of Directive 2013/34/EU, Manitou Group falls within the scope of Article 8 of the European Union (EU) Taxonomy Regulation and must therefore disclose to what extent its activities are associated with economic activities that are classified as sustainable.

The six environmental objectives defined in the EU Taxonomy Regulation are:

Applicable objectives (eligibility & alignment)

Climate change mitigation

Climate change adaptation

Applicable objectives (eligibility)

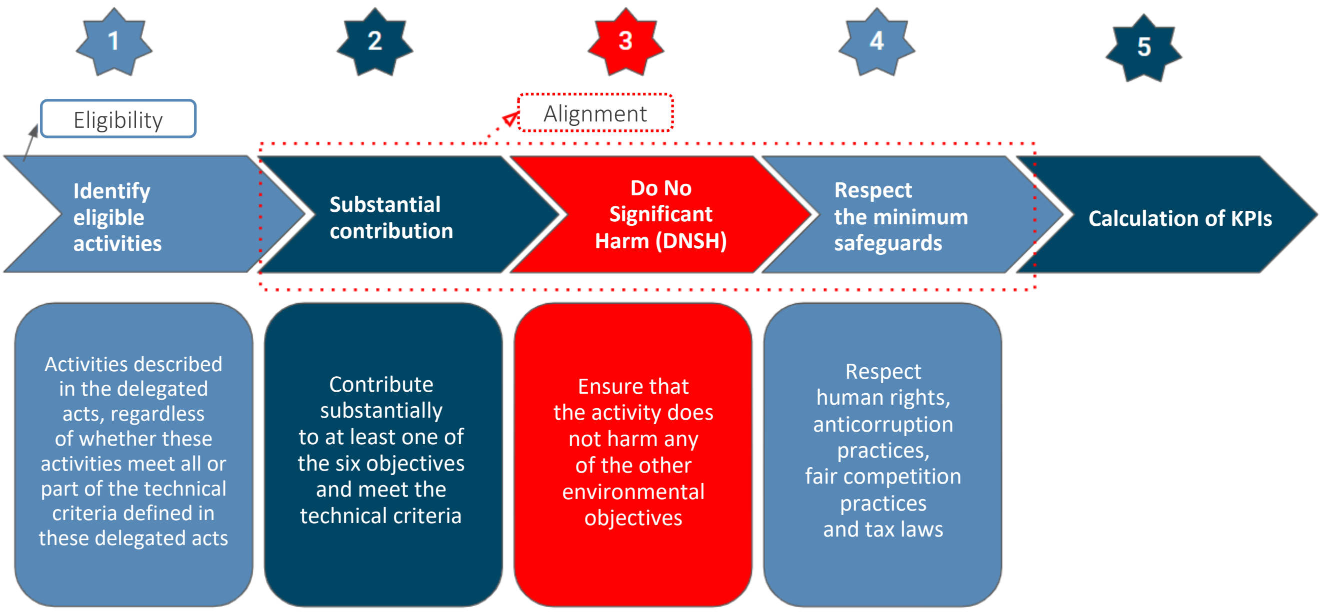
Sustainable use and protection of water and marine resources

Transition to a circular economy

Pollution prevention and control

Protection and restoration of biodiversity and ecosystems

The taxonomy is a five-step process that can be summarized as follows.



[12] *Regulation (EU) 2020/852 - taxonomy regulation, Regulation (EU) 2021/2139 - climate delegated regulation, Regulation (EU) 2021/2178 - delegated regulation article 8, Regulation (EU) 2023/2485 - amending the climate delegated regulation, Regulation (EU) 2023/2486 - environment delegated regulation*

3.5.2. THE GROUP'S ACTIVITIES

MAIN ACTIVITIES

Manitou Group has examined all the economic activities eligible for the taxonomy listed in the delegated acts. After an in-depth review involving all relevant company functions, the group identified 8 activities eligible for the taxonomy.

Eligible economic activity	Description of the activity within Manitou Group	Activity code	Climate change mitigation	Circular economy
Manufacture of equipment for the production and use of hydrogen	Manufacture of handling, access, and earthmoving equipment powered by hydrogen	CCM.[13] 3.2	✔	
Manufacture of batteries	Manufacture of long-lasting lithium batteries for electric mobility and stationary storage	CCM 3.4	✔	
Manufacture of other low carbon technologies	Manufacture of handling, access, and earthmoving equipment making it possible to substantially reduce greenhouse gas emissions	CCM 3.6	✔	
Installation, maintenance, and repair of renewable energy technology	Solar energy storage solution	CCM 7.6	✔	
Spare parts sales	Sales and distribution of new spare parts	CE[14] 5.2		✔
Preparation for re-use of end-of-life products and product components	Sales and distribution of remanufactured spare parts with original components	CE 5.3		✔
Sale of second-hand goods	Sale of second-hand own-brand and third-party machines	CE 5.4		✔
Product-as-a-service and other circular use- and result-oriented service models	Rental of own-brand and third-party machines	CE 5.5		✔

The description of activity CCM 3.6 in Appendix I to the Delegated Act on Climate Change does not contain a clear definition of the term "low carbon manufacturing technology" and is therefore open to interpretation. In the absence of a definition and in the spirit of the EU taxonomy, Manitou Group has defined this term in reference to the manufacture of electrical machinery eligible under the taxonomy for activity 3.6 of Appendix I to Article 8 of the Delegated Act.

In 2023, revenue aligned to activity CCM 3.6 came to 2.6% of total revenue, or €76.2 million.

In addition, capital expenditure and operating expenditure associated with activities CCM 3.2, CCM 3.4, CCM 3.6 and CE 5.2 are de facto aligned.

Capital expenditure (CapEx) and operating expenditure (OpEx) related to economic activities aligned with the EU Taxonomy for Sustainable Activities in 2023 include the following elements:

- Capital expenditure related to buildings and industrial equipment dedicated to the development of electric ranges:
  - €4.1 million for the purchase of industrial equipment partly[15] intended for the manufacture of electric machines;
  - €1.6 million for the purchase of industrial equipment entirely dedicated to battery production;
- Capital expenditure (€5.5 million) related to research and development (R&D) projects devoted to reducing, preventing, or eliminating greenhouse gas emissions. Thanks to the acquisition of easyLi, the group is also investing in projects related to battery production, which will total €1 million in 2023. These projects are part of Manitou Group's strategy to focus development efforts on low-carbon emission machinery as part of its commitment to reach 43% low-carbon products sold by 2030.

Manitou Group’s low-carbon trajectory is presented in section 3.7 of this chapter. This trajectory will result in capital expenditure that could be aligned with the Green Taxonomy Regulation.

[13] *Climate Change Mitigation*
[14] *Circular Economy*
[15] *See "Methodological Details - Taxonomy" in section 3.8.2 for more details on the allocation keys*

ELIGIBLE INVESTMENT AND OPERATING EXPENDITURES

In addition, Manitou Group has identified individually sustainable economic activities resulting in capital expenditure (CapEx) and operating expenditure (OpEx) allowing certain target activities (non-eligible activities) to become low-carbon or lead to greenhouse gas reductions. These activities are presented in the summary table below.

Eligible economic activity	Description of the activity within Manitou Group	Activity code	Climate change mitigation	Climate change adaptation	Circular economy
Hydrogen storage	The assembly and operation of hydrogen storage and release facilities	CCM 4.12 CCA[16] 4.12	✔	✔	
Transport by motorcycles, passenger cars, and light commercial vehicles	Group vehicle fleet (all engine types combined in accordance with the Delegated Act)	CCM 6.5 CCA 6.5	✔	✔	
Installation, maintenance, and repair of energy efficiency equipment	CAPEX related to the installation and maintenance of energy efficiency equipment (e.g. replacement of lighting systems with more energy-efficient systems)	CCM 7.3 CCA 7.3	✔	✔	
Installation, maintenance and repair of charging stations for electric vehicles in buildings (and parking spaces attached to buildings)	CapEx related to the installation and maintenance of charging stations for electric vehicles, particularly on MBF sites	CCM 7.4 CCA 7.4	✔	✔	
Installation, maintenance and repair of instruments and devices for measuring, regulating and controlling the energy performance of buildings	CapEx related to the installation, maintenance and repair of smart electrical meters, such as at MBF sites	CCM 7.5 CCA 7.5	✔	✔	
Installation, maintenance, and repair of renewable energy technology	Installation of solar panels in subsidiaries in Italy, Portugal, Poland, and France	CCM 7.6 CCA 7.6	✔	✔	
Acquisition and ownership of buildings	CAPEX and OPEX related to the acquisition of buildings (legal ownership or economic ownership as a tenant with right of use)	CCM 7.7 CCA 7.7	✔	✔	

[16] *Climate Change Adaptation*

3.5.3. EVALUATION OF ALIGNMENT WITH THE TAXONOMY

The following alignment analysis considers only the following two objectives: climate change mitigation and climate change ad aptation. As already indicated above, only the eligibility analysis is required in 2023 for the four new taxonomy objectives.

SUBSTANTIAL CONTRIBUTION

In order to determine whether an economic activity is aligned within the meaning of the taxonomy, it must substantially contribute to one or both climate objectives. In order to contribute to an environmental objective, an activity must meet specific technical criteria defined for that activity in the relevant appendix of the Climate Delegated Act. These criteria and how they were evaluated are presented below.

All eligible activities contribute in whole or in part to climate change mitigation for the following reasons:

- activity CCM 3.2: the activity fulfills the technical criterion by the sole fact of being a manufacturing activity of hydrogen-powered machines;
- activity CCM 3.4: the criterion is validated when it can be demonstrated that battery manufacturing technologies offer substantial reductions in greenhouse gas emissions in the transport and stationary and off-grid energy storage sectors and in other industrial applications;
- activity CCM 3.6: the criterion is validated when it can be demonstrated that the manufacturing technologies have substantial life-cycle carbon emission reductions compared to the best performing alternative technologies/products/solutions on the market. To demonstrate this, Manitou Group has implemented life cycle assessment (LCA) procedures to evaluate the CO_2 emissions of a selection of electric products compared to their internal combustion equivalent. The analyses conducted by Manitou Group have been verified by an external third party. To date, all the evaluations carried out have confirmed that the electrical products manufactured by Manitou Group have made a substantial contribution, with the exception of the warehousing machines produced by LMH;
- activity CCM 4.12: the operation of hydrogen storage facilities contributes to climate change mitigation when the stored hydrogen does not exceed the thresholds defined by the Delegated Act of the taxonomy. Since Manitou Group only uses hydrogen from renewable energy sources, the emissions associated with its production are very low, and the criterion is therefore met;
- activity CCM 6.5: the use of passenger cars or light commercial vehicles meets the substantial contribution criterion as long as these vehicles do not exceed the emission threshold of 50 g CO_2/km set by the delegated regulation. This includes part of the fleet of electric and hybrid vehicles operated by Manitou Group, which has approached the vehicle rental company to justify compliance with this threshold;
- activity CCM 7.3: a system for collecting the energy classifications of changed equipment has been set up at the Manitou Group level. This validates the criterion for all installation costs that demonstrate the achievement of the highest energy classes for the energy efficient facility;
- activity CCM 7.4: the activity meets the criterion by the sole fact of being an activity of installation, maintenance or repair of electric vehicle charging stations in buildings;
- activity CCM 7.5: the activity meets the criterion by the mere fact of involving the installation of a zoned or smart thermostat, a detection system, a building energy management or lighting control system, a smart meter for gas, heat, cooling and electricity, or an integration of facade shading elements;
- activity CCM 7.6: all of the renewable energy installation work fulfills the criterion for this activity;
- activity CCM 7.7: for buildings acquired or rented during the year, Manitou Group has carried out an energy performance analysis in relation to the top 15% of the regions' stock using figures from the Observatoire de l’Immobilier Durable. For countries not included in the analysis, a comparable country in terms of average temperature was considered. Manitou Group's new construction projects will also be aligned with this substantial contribution criterion if an energy performance diagnostic is produced that substantiates a performance 10% below the project's Nearly Zero Energy Building (NZEB) threshold;
- activities CCA 6.5, 7.3, 7.4, 7.5, 7.6 and 7.7: the criterion is validated when the economic activity has implemented physical and non-physical solutions ("adaptation solutions") that substantially reduce the most significant physical climate risks that are important for this activity. The physical climate risks that are significant to the business have been identified through a rigorous assessment of climate-related risks and vulnerabilities. Climate projections and impact assessments are based on best practices and available guidelines and take into account state-of-the-art scientific techniques for vulnerability and risk analysis. Lastly, the adaptation solutions implemented: have no negative impact on adaptation efforts, favor nature-based solutions or rely, wherever possible, on blue or green infrastructure, are compatible with local, sectoral, regional or national adaptation strategies and plans, are monitored and measured against predefined indicators, and corrective action is envisaged when these indicators are not met, and do not cause significant harm to other objectives. The analyses carried out did not identify any major risks. As a result, it has not been necessary to implement adaptation solutions to date.

For more information on how the KPIs were determined, please refer to the paragraph "Methodological details - Taxonomy" in section 3.8.2.

DO NO SIGNIFICANT HARM

For all business activities where Manitou Group is able to demonstrate a substantial contribution to climate change mitigation, it further analyzes the various DNSH criteria. This assessment generally begins with the relevant sites where economic activities are carried out.

CLIMATE CHANGE MITIGATION

For all activities contributing to climate change adaptation, an analysis has been carried out to ensure that they do not undermine the climate change mitigation objective.

For activity CCA 6.5, specific CO_2 emissions do not exceed the CO_2 emission targets applicable to the entire light commercial vehicle fleet.

For CCA activities 7.3, 7.4, 7.5, 7.6 and 7.7, the building is not intended for the extraction, storage, transport or manufacture of fossil fuels. In addition, for activity 7.7, in the case of buildings constructed before December 31, 2020, an energy performance certificate of at least class C has been issued. Otherwise, the building is among the top 30% of the national or regional building stock in terms of operational primary energy consumption. In the case of buildings constructed after December 31, 2020, primary energy consumption does not exceed the threshold set for the requirements applicable to near-zero energy buildings (NZEB) in the national regulations implementing Directive 2010/31/EU.

CLIMATE CHANGE ADAPTATION

For all activities contributing to climate change mitigation, a physical climate risk assessment is required in accordance with Appendix A of the Climate Delegated Act.

For each of the sites, a preliminary review of the climate-related risks, as mapped in Appendix A of the Climate Delegated Act, was conducted. Nineteen risks were deemed relevant and/or material and were analyzed in more detail. The level of analysis and the list of selected hazards will be refined in the coming years to achieve an analysis that is as close as possible to the requirements of the European Commission, including hazards that are currently considered to be of little significance.

Given that the expected lifetime of all relevant activities is greater than ten years, the climate risk assessment was conducted considering both an optimistic and a pessimistic scenario relative to the current risk.

The IPCC[17] SSP1-2.6 and SSP5-8.5 (Shared Socio-economic Pathways) scenarios were selected because they represent the optimistic outcome of a temperature increase of about 2°C and the pessimistic outcome of an increase of about 4.3°C by 2100, respectively.

Aqueduct (WRI), Géorisques, Cotton 2040, Think Hazard, and Google maps were used and supplemented with climate data available from IPCC Atlas and Worldbank. Risks are assessed on the basis of a risk score defined as the weighted average of the probability of a hazard occurring at a site, the level of exposure of the activity at that site, and the vulnerability of the activity based on the sensitivity of the activity to the identified hazard at the given location. This first level of risk is weighted by a score relating to the adaptation plan that may be specifically planned for each hazard and each site.

The result of the climate risk assessment is calculated for each identified hazard and for each scenario and results in a score that indicates the materiality of each physical risk. Following the consultation of the managers of the eligible sites and their EHS teams[18] by questionnaire and interview, it has been determined that the activities' exposure to climate risks today is limited. The eligible sites have therefore not developed any specific short-term adaptation plan (apart from a heat wave adaptation plan).

The management of physical climate risks is considered satisfactory with respect to the requirements of the taxonomy.

SUSTAINABLE USE AND PROTECTION OF WATER AND MARINE RESOURCES

The use of water resources is limited in the context of Manitou Group's main activities. Raw material transformation is limited and does not require significant water consumption. Activities that have an impact on water consumption are painting and machine cleaning. This consumption is considered low in relation to the scale of the economic activity of the sites. Manitou Group's extensive analysis shows that the main production sites are not located in areas subject to high levels of water stress.

For machine manufacturing activities CCM 3.2, CCM 3.4 and CCM 3.6, production facilities located in the EU have all undergone and passed an assessment of their environmental impact, including on water. In some cases, specific measures have been put in place to meet the requirements imposed by the authorities to ensure good water status and good ecological potential. For facilities outside the EU, Manitou Group has valid operating permits in accordance with local laws and regulations as well as ISO 14001 certification that the activity has no significant impact on water. Manitou Group monitors water consumption at each of its production sites in order to control and limit it as much as possible. These elements make it possible to validate the DNSH principle.

The other activities are not concerned by this DNSH principle.

Water resource management and monitoring are considered satisfactory with respect to the requirements of the taxonomy.

TRANSITION TO A CIRCULAR ECONOMY

For machine and battery manufacturing activities CCM 3.2, CCM 3.4 and CCM 3.6 , the waste management plans, the development of the reuse channel, and the eco-design methods implemented by Manitou Group make it possible to meet the DNSH requirement linked to the circular economy objective. In addition, for the CCM 3.4 activity only, European directives concerning the recycling of metals and chemicals contained in batteries must be complied with.

To learn more about the policy of waste management, development of the reuse channel and development of eco-design methods within Manitou Group, please refer to the *chapter "3.3.2 Pollution, resource use and the circular economy"* of the DPEF.

For activity CCM 4.12, hydrogen storage, the site is located in France and is subject to the ICPE[19]. An application was therefore submitted to the prefecture for authorization. The waste management plan included in this authorization made it possible to validate the DNSH principle. In addition, Manitou Group has ensured that there are channels for recycling the materials comprising the storage units installed on its Ancenis site. These assumptions are incorporated into the financial projections or official project documents.

For activities CCM 6.5 and CCA 6.5, transport by motorcycles, passenger cars, and light commercial vehicles, Manitou Group has relied on local regulations. In Europe, which is the only area with vehicles that meet the technical criteria, the European directive on the end of life of vehicles automatically allows the DNSH requirement to be met.

The other activities are not concerned by this DNSH principle.

Taking these considerations and measures into account meets all the requirements to comply with these DNSH criteria.

[17] *Intergovernmental Panel on Climate Change*
[18] *Environment, Health, and Safety*
[19] *Installations classified for the protection of the environment*

POLLUTION PREVENTION AND CONTROL

Manitou Group is attentive to the regulations in force concerning the risks of pollution and implements permanent monitoring to reduce and limit its impact.

Activities CCM 3.2 and CCM 3.6: the DNSH criteria for the prevention and remediation objective require that the activity does not lead to the manufacture, marketing, or use of specific substances as specified in Appendix C of the Climate Delegated Act. Manitou Group has implemented a Responsible Purchasing Charter and a specific supplier and purchasing validation process that takes into account the REACH regulations. This process informs suppliers of the applicable regulations regarding the management of hazardous materials and obtains their commitment to eliminate the use of the most sensitive substances. The group has also set up a process for monitoring substances of potential concern based on its own tests and information provided by its suppliers. Manitou Group products take the regulations into consideration and are exempted from the ROHS directive[20] as non-road mobile machinery made available for professional use. Manitou Group is in the process of adapting its analysis process to cover all the substances referred to in the response to FAQ 178, which will eventually ensure compliance with all the relevant criteria.

Taking these considerations and measures into account meets all the requirements to comply with these DNSH criteria.

Activity CCM 4.12: because the storage is less than 5 tons of hydrogen, the activity is not subject to Directive 2012/18/EU of the European Parliament and of the Council.

Activities CCM 6.5 and CCA 6.5: the DNSH pollution prevention and control criteria for activity CCM/CCA 6.5 require that motorcycles, passenger cars and light commercial vehicles comply with specific requirements defined in European regulations.

All vehicles used comply with the latest applicable stage of the Euro 6 type approval for light vehicle emissions and with the EU requirements on motor vehicle noise. The emission thresholds for clean light-duty vehicles defined in accordance with Regulation (EC) No. 715/2007 are met by all battery electric vehicles but only by a part of plug-in hybrid vehicles. Finally, Manitou Group evaluated the external rolling noise requirements and the rolling resistance coefficient of the tires used on its vehicles. However, it was unable to obtain detailed information on the tires used from its rental providers. Manitou Group believes, however, that its vehicles meeting the technical criteria are aligned as it is currently implementing a process to ensure that all tires on its vehicles are of the highest class or the two highest classes under the European Product Registry for Energy Labeling (EPREL).

Activities CCM 7.3 and CCA 7.3: the DNSH criteria for the prevention and remediation objective require that the activity does not lead to the manufacture, marketing, or use of specific substances as specified in Appendix C of the Climate Delegated Act. Also, the components and materials of construction meet the criteria established in Appendix C of this Annex. Manitou Group has implemented a Responsible Purchasing Charter and a specific supplier and purchasing validation process that takes into account the REACH regulations. This process informs suppliers of the applicable hazardous materials management regulations and obtains their commitment to comply with these rules in a transaction with Manitou Group.

In the case of adding thermal insulation to the existing building envelope, a property diagnosis is carried out in accordance with national legislation by a competent specialist trained in asbestos detection. Any removal of thermal insulation that contains or is likely to contain asbestos or the breaking or mechanical drilling, screwing or removal of insulation boards, tiles and other materials containing asbestos is carried out by properly trained personnel subject to a health inspection before, during and after the work in accordance with national legislation.

The other activities are not concerned by this DNSH principle.

Taking these considerations and measures into account meets all the requirements to comply with these DNSH criteria.

PROTECTION AND RESTORATION OF BIODIVERSITY AND ECOSYSTEMS

Activities CCM 3.2, CCM 3.6 and CCM 4.12:

Appendix D requires that an environmental impact assessment or screening be conducted in accordance with Directive 2011/92/EU. Where required by law, production facilities located in the EU have undergone an environmental impact assessment resulting in an authorization to operate.

Manitou Group's production sites are located in planned industrial areas, and the development of the areas occupied is planned in agreement with the local authorities, taking into account the compatibility of the activity with the surrounding ecosystem issues.

In return, Manitou Group ensures compliance with biodiversity regulations, and follows up on issues identified during the submission of construction permits for facilities, particularly for invasive species.

Apart from the anthropization of the land mentioned above, Manitou Group's activities do not have a significant direct impact on the surrounding biodiversity. Also, as the sites are located outside of protected areas and the activities have little impact on the immediate environment, the risk is not considered to be material with regard to the protection of biodiversity.

Regular reports on the impact of Manitou Group on biodiversity are prepared, especially following the artificialisation of an additional area. The reports prepared have received positive conclusions.

The other activities are not concerned by this DNSH principle.

Taking these considerations and measures into account meets all the requirements to comply with these DNSH criteria.

MINIMUM SAFEGUARDS

The final step in aligning with the taxonomy is compliance with the minimum safeguards. The minimum safeguards include all procedures implemented to ensure that economic activities are conducted in accordance with:

- the OECD's guiding principles for multinational enterprises;
- the United Nations Guiding Principles on Business and Human Rights (UNGP), including the principles and rights set forth in the eight core conventions identified in the International Labour Organization's Declaration on Fundamental Principles and Rights at Work;
- the International Human Rights Charter.

Manitou Group based its assessment on the "Final Report on Minimum Safeguards" published by the EU Platform on Sustainable Finance in October 2022.

The scope of the minimum safeguards covers the following four topics:

- human rights (including labor and consumer rights);
- the fight against corruption;
- taxation;
- fair competition.

Manitou Group follows a two-dimensional assessment approach to evaluate compliance with the minimum safeguards. On the one hand, adequate processes have been put in place to prevent negative impacts (procedural dimension). On the other hand, results are monitored to verify whether the processes are effective (result dimension).

[20] *Restriction of Hazardous Substances Directive*

Manitou Group understands that the behavior of all employees and other actors in its value chain plays a central role in compliance with the minimum safeguards. Manitou Group has been a signatory to the United Nations Global Compact since 2015 and is committed to integrating the ten principles of ethical business conduct into its business strategy and operations. The group, through various departments (Risk and Compliance, Legal, Human Resources, Finance and CSR), ensures compliance with legal obligations regarding the minimum safeguards and the Anti-corruption Code (see *chapter 4 "Risks and Controls")*.

A mandatory training program in line with the recommendations of the AFA (French Anti-corruption Agency) as part of the deployment of the Sapin II law has been deployed since 2019. With regard to its supply chains and business relationships, Manitou Group has a Responsible Purchasing Charter to ensure that stakeholders do not violate the group's human values and ethical principles. Therefore, the requirements of the minimum safeguards are an integral part of the commercial contracts and the Responsible Purchasing Charter. The latter aims to promote and enforce human rights, ethics, environmental protection and safety practices. Manitou Group expects each of its suppliers to comply with the group's ethical principles and to ensure that the charter is respected by all of its employees and subcontractors. In addition, its supplier selection and evaluation processes include anti-corruption due diligence.

In addition to these preventive measures, Manitou Group has set up an external alert system accessible to employees and external stakeholders. This system makes it possible to report, to the extent permitted by law, violations on reportable ethical topics including:

- anti-competitive practices;
- conflict of interest;
- discrimination;
- moral and/or sexual harassment;
- harm to employees' health or safety at work and harm to the environment;
- endangering the safety of employees or the workplace;
- active or passive corruption and influence peddling;
- insider trading;
- falsification and destruction of accounting and financial documents;
- computer fraud;
- fraud and misuse;
- human rights violation;
- violation of the Manitou Group's corporate governance rules.

This system, which provides for confidentiality and anonymity (when authorized by law), is accessible 7 days a week, 24 hours a day, 365 days a year.

Alerts are treated confidentially by the Ethics Committee in accordance with the procedure governing its operation. They are analyzed regularly and may result in mediation actions, disciplinary sanctions and/or updates to internal procedures. The Audit Committee receives regular reports.

In 2021, the Executive Committee has decided that December 9th will be Compliance Day within the group, creating an opportunity to communicate and raise awareness among employees about the results of the system deployed throughout Manitou Group.

HUMAN RIGHTS (INCLUDING LABOR AND CONSUMER RIGHTS)

Manitou Group scrupulously respects the fundamental human rights set out in the following treaties:

- The United Nations Charter of Human Rights;
- ILO Fundamental Conventions No. 29 (forced labor), No. 105 (abolition of forced labor), No. 138 (minimum age) and No. 182 (worst forms of child labor);
- principles 1, 2, 4 and 5 of the UN Global Compact;
- principle 5 of the OECD Guidelines for Multinational Enterprises, and in particular those relating to work, in all geographical areas in which its employees operate. Manitou group has the same requirements of its stakeholders.

The processes implemented within Manitou Group ensure that prompt corrective action is taken in the event of serious human rights violations and, if necessary, compensation is provided to those affected. The effectiveness of these processes is regularly monitored through internal reviews. Anyone who believes their human rights have been violated by the activities of Manitou Group or any actor in its value chain can contact Manitou Group through its whistleblower system.

Manitou Group published a Code of Ethics in eleven languages in November 2022, which has been distributed to all Manitou Group employees. A Code of Ethics training module went online in September 2023 and was taken by 73% of employees with a digital training account.

During fiscal year 2023, there were no significant human rights convictions against Manitou Group.

FIGHT AGAINST CORRUPTION

Manitou Group focuses particular attention on compliance with applicable legislation and the actions to be taken to conform and to adapt its activities to new regulations and national and international rules. Thus, Manitou Group has worked to adapt its practices and procedures to comply with the French Law on Transparency, the Fight against Corruption and the Modernization of Economic Life (Article 17 of Law 2016-1601, the so-called “Sapin 2 Law”) of December 9, 2016.

In addition to its Internal Audit Department, Manitou Group has set up a Risk and Compliance Department.

A working group, under the responsibility of the Compliance Director, has been set up to implement the law in accordance with the AFA recommendations published on January 21, 2021. The system was audited in December 2022. In addition, the group's South African subsidiary obtained ISO 37001 certification in 2021, which was be renewed in 2023. The Belgian subsidiaries joined the ISO 37001 certification program and should be certified in 2024.

During fiscal year 2023, there were no corruption convictions against Manitou Group.

TAXATION

Tax governance and compliance are important elements of oversight, and the group is committed to complying with all relevant tax laws and regulations. Manitou Group undertakes to manage its tax policy in a responsible and transparent fashion. It ensures that Manitou BF and its subsidiaries comply with all of the tax rules and laws that apply in all of the countries where the group operates. This means that all of the tax declarations required by the law or regulations are submitted by the legal deadlines and that all of the taxes and deductions are paid as a result. With regard to cross-border transactions, Manitou Group complies with OECD rules and ensures that the transfer price policies implemented within the group respect the “arm's length” principle. Furthermore, Manitou Group does not put in place aggressive tax strategies that are out of touch with operational reality or artificial tax arrangements. The group has no establishments in countries that are considered tax havens. The risk-based tax governance framework is managed by a team of qualified and dedicated tax experts who work closely with Manitou Group's Management.

During fiscal year 2023, Manitou Group was not convicted by a court of a violation of tax laws.

FAIR COMPETITION

Manitou Group conducts its business in a manner that complies with all applicable competition laws and regulations, taking into account the competition laws of all jurisdictions in which its activities may have anti-competitive effects. With the Guideline for Fair Competition and Ethical Business Conduct, the group pursues the goal of achieving and maintaining vigorous competition in a free market environment for the entire Manitou Group by establishing a corresponding corporate culture.

The group's guideline supports its employees in the prevention, detection and remedy of possible competition violations. A training module dedicated to the prevention of anti-competitive practices has been deployed since 2022.

For more information on the management of risks related to anti-competitive practices, please refer to *section 4.3 "Risk Factors."*

In fiscal year 2023, Manitou Group was not convicted by a court of any violation of competition laws.

3.5.4. GROUP KEY PERFORMANCE INDICATORS ("KPIS")

KPIs include the net sales KPI, CapEx KPI, and OpEx[21] KPI for 2023. KPIs are published in relation to economic activities that are eligible for the taxonomy and economic activities that are not eligible for the taxonomy [Art. 10(2) of Article 8 of the Delegated Act].

2023	Total €M	Share of activities aligned with the taxonomy (%)	Share of eligible activities not aligned with the taxonomy – CCM and CCA objectives (%)	Share of eligible activities not aligned with the taxonomy – CE objective (%)	Share of activities not eligible for taxonomy (%)
Net Sales	2,871	2.6%	0.3%	11.0%	86.0%
CAPEX	139	17.3%	0.0%	32.9%	49.8%
OPEX	58	3.0%	1.3%	14.2%	81.5%

The portion of aligned business activities related to the manufacture of electrical machines in Manitou Group's sales as of December 31, 2023 amounts to 2.6%. The portion of eligible and non-aligned economic activities is 11.4% of revenues. Production of warehouse machines by LMH represents 0.3% of Manitou Group sales. Although these machines are fully electric, the substantial reduction of their CO_2 emissions could not be demonstrated because the machines are already the most efficient on the market in terms of CO_2 emissions. With the introduction of the four new objectives, 11% of sales become eligible. Since it is not necessary to analyze alignment with these four new objectives for fiscal year 2023, these newly eligible activities cannot claim alignment in 2023. With regard to the new objectives, Manitou Group is exclusively concerned by the activities of the circular economy objectives.

This KPI was determined based solely on the group's manufacturing activities within the Product Division. It does not include trading revenue (purchase for resale) on electrical machinery, or €28.4 million (0.99% of the group's revenue), which does not meet the criterion of "manufacturing" set out in Article 3.6 of Appendix I to the Climate Delegated Act. Taking into account only the revenue of the Product Division as the denominator, the aligned revenue would amount to 3.08%.

The share of aligned capital expenditure is 17.3%. The proportion of eligible investments increased between 2022 and 2023, rising from 25.8% in 2022 to 51.2% in 2023, thanks to the eligibility of the entire rental fleet. As a reminder, in 2022, only machines meeting CCM 3.6 criteria were included in the eligible CapEx. The proportion of aligned operating expenses is 3.0% (*see the CapEx / OpEx sections of the tables below and "Contextual information on aligned KPIs" part 3.5.5*).

In 2022, the revenue KPI, CapEx KPI, and OpEx KPI were broken down as follows:

2022	Total €M	Share of activities aligned with the taxonomy (%)	Share of activities not aligned with the taxonomy (%)	Share of activities not eligible for taxonomy (%)
Net Sales	2,362	2.9%	0.4%	96.8%
CAPEX	111	15.4%	10.4%	74.2%
OPEX	51	2.1%	16.8%	81.1%

The KPIs are presented below in the format required by Appendix II of the Delegated Act relating to information to be provided. As a reminder, in 2023, only eligibility is required for the four new objectives, i.e. only the circular economy for Manitou Group. Thus, these activities are eligible but non-aligned because the alignment analyses have not been carried out, not because they do not meet the alignment criteria. Manitou Group has no activities related to natural gas and nuclear energy (activities 4.26-4.31). Thus, the dedicated models introduced by the complementary delegated act with regard to activities in certain energy sectors will not be used.

[21] *See "Methodological Details – Taxonomy" in section 3.9.2*

		2023		Substantial contribution criteria						Do no significant harm criteria									
Economic activities	Code	Net sales	Proportion of net sales	Climate change mitigation	Climate change adaptation	Water	Pollution	Circular economy	Biodiversity and ecosystems	Climate change mitigation	Climate change adaptation	Water	Circular economy	Pollution	Biodiversity and ecosystems	Minimum safeguards	Proportion of sales aligned (A.1.) or eligible (A.2.) with taxonomy, year N-1	Category (enabling activity)	Category (transitional activity)
		€k	%	Y; N; N/EL	Y; N; N/EL	Y; N; N/EL	Y; N; N/EL	Y; N; N/EL	Y; N; N/EL	Y/N	Y/N	Y/N	Y/N	Y/N	Y/N	Y/N	%	E	T
A. TAXONOMY ELIGIBLE ACTIVITIES																			
A.1. Environmentally sustainable activities (aligned with taxonomy)																			
Manufacture of other low carbon technologies	CCM 3.6	76,037.09	2.6%	Y	N/EL	N/EL	N/EL	N/EL	N/EL	Y	Y	Y	Y	Y	Y	Y	2.9%	E	
Installation, maintenance, and repair of renewable energy technology	CCM 7.6	136.22	0.0%	Y	N/EL	N/EL	N/EL	N/EL	N/EL	Y	Y	Y	Y	Y	Y	Y	0.0%	E	
		76,173.31	2.7%	2.7%	0.0%	0.0%	0.0%	0.0%	0.0%								2.9%		
Of which enabling		76,173.31	2.7%	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%									E	
Of which transitional		0.00	0.0%	0.0%															
				EL; N/EL	EL; N/EL	EL; N/EL	EL; N/EL	EL; N/EL	EL; N/EL										
A.2. Taxonomy-eligible but environmentally unsustainable activities (not aligned with the taxonomy)																			
Manufacture of other low carbon technologies	CCM 3.6	9,272.64	0.3%	EL	N/EL	N/EL	N/EL	N/EL	N/EL								0.4%		
Spare parts sales	CE 5.2	284,541.53	9.9%	N/EL	N/EL	N/EL	N/EL	EL	N/EL										
Reparation for re-use of end-of-life products and product components	CE 5.3	1,283.00	0.0%	N/EL	N/EL	N/EL	N/EL	EL	N/EL										
Sale of second-hand goods	CE 5.4	13,224.42	0.5%	N/EL	N/EL	N/EL	N/EL	EL	N/EL										
Product-as-a-service and other circular use- and result-oriented service models	CE 5.5	17,809.76	0.6%	N/EL	N/EL	N/EL	N/EL	EL	N/EL										
		326,131.35	11.4%	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%										
Total (A.1 + A.2)		402,304.66	14.0%	2.4%	0.0%	0.0%	0.0%	0.0%	0.0%										
B. ACTIVITIES NOT ELIGIBLE FOR TAXONOMY																			
		2,469,007.40	86.0%																
Total (A + B)		2,871,312.05	100.0%																

An analysis of activities by objective is presented in this table. The first column shows eligible and aligned activities, while the second represents eligible activities.

	Proportion of net sales / Total Net sales	
	Taxonomy-aligned per objective	Taxonomy-eligible per objective
CCM	2.65%	2.98%
CCA	0.00%	0.00%
WTR	0.00%	0.00%
PPC	0.00%	0.00%
CE	0.00%	11.04%
BIO	0.00%	0.00%

Economic activities	2023			Substantial contribution criteria						Do no significant harm criteria									
	Code	Absolute CapEx	Share of CapEx	Climate change mitigation	Climate change adaptation	Water	Pollution	Circular economy	Biodiversity	Climate change mitigation	Climate change adaptation	Water	Circular economy	Pollution	Biodiversity	Minimum safeguards	Proportion of CapEx aligned (A.1.) or eligible (A.2.) with taxonomy, year N-1	Category (enabling activity)	Category (transitional activity)
		€k	%	Y; N; N/EL	Y; N; N/EL	Y; N; N/EL	Y; N; N/EL	Y; N; N/EL	Y; N; N/EL	Y/N	Y/N	Y/N	Y/N	Y/N	Y/N	Y/N	%	E	T
A. TAXONOMY ELIGIBLE ACTIVITIES																			
A.1. Environmentally sustainable activities (aligned with taxonomy)																			
Manufacture of equipment for the production and use of hydrogen	CCM 3.2	487.10	0.4%	Y	N/EL	N/EL	N/EL	N/EL	N/EL	Y	Y	Y	Y	Y	Y	Y		E	
Manufacture of batteries	CCM 3.4 CCA 7.7	223.36	0.2%	Y	Y	N/EL	N/EL	N/EL	N/EL	Y	Y	Y	Y	Y	Y	Y		E	
Manufacture of batteries	CCM 3.4	2,383.25	1.7%	Y	Y	N/EL	N/EL	N/EL	N/EL	Y	Y	Y	Y	Y	Y	Y		E	
Other low-carbon manufacturing technologies	CCM 3.6	9,151.07	6.6%	Y	N/EL	N/EL	N/EL	N/EL	N/EL	Y	Y	Y	Y	Y	Y	Y	6.3%	E	
Manufacture of other low carbon technologies	CCM 3.6 CE 5.5	1,474.11	1.1%	Y	N/EL	N/EL	N/EL	Y	N/EL	Y	Y	Y	Y	Y	Y	Y		E	
Hydrogen storage	CCM 4.12	310.84	0.2%	Y	N/EL	N/EL	N/EL	N/EL	N/EL	Y	Y	Y	Y	Y	Y	Y		E	
Transport by motorcycles, passenger cars, and light commercial vehicles	CCM 6.5 CCA 6.5	774.28	0.6%	Y	Y	N/EL	N/EL	N/EL	N/EL	Y	Y	Y	Y	Y	Y	Y	0.4%		T
Installation, maintenance, and repair of energy efficiency equipment	CCM 7.3 CCA 7.3	6.32	0.0%	Y	Y	N/EL	N/EL	N/EL	N/EL	Y	Y	Y	Y	Y	Y	Y	0.5%	E	
Installation, maintenance and repair of charging stations for electric vehicles in buildings (and parking spaces attached to buildings)	CCM 7.4 CCA 7.4	107.86	0.1%	Y	Y	N/EL	N/EL	N/EL	N/EL	Y	Y	Y	Y	Y	Y	Y	0.4%	E	
Installation, maintenance and repair of instruments and devices for measuring, regulating and controlling the energy performance of buildings	CCM 7.5 CCA 7.5	92.24	0.1%	Y	Y	N/EL	N/EL	N/EL	N/EL	Y	Y	Y	Y	Y	Y	Y	0.0%	E	
Installation, maintenance, and repair of renewable energy technology	CCM 7.6 CCA 7.6	923.67	0.7%	Y	Y	N/EL	N/EL	N/EL	N/EL	Y	Y	Y	Y	Y	Y	Y	0.2%	E	
Acquisition and ownership of buildings	CCM 7.7 CCA 7.7	8,122.74	5.8%	Y	Y	N/EL	N/EL	N/EL	N/EL	Y	Y	Y	Y	Y	Y	Y	7.6%		
		24,056.84	17.3%	17.3%	0.0%	0.0%	0.0%	0.0%	0.0%								15.4%		
Of which enabling		15,159.82	10.9%	10.9%	0.0%	0.0%	0.0%	0.0%	0.0%									E	
Of which transitional		774.28	0.6%	0.6%															T
A.2. Taxonomy-eligible but environmentally unsustainable activities (not aligned with the taxonomy)																			
				EL; N/EL	EL; N/EL	EL; N/EL	EL; N/EL	EL; N/EL	EL; N/EL										
Manufacture of other low carbon technologies	CCM 3.6	14.37	0.0%	EL	N/EL	N/EL	N/EL	N/EL	N/EL								0.6%		
Spare parts sales	CE 5.2	139.34	0.1%	N/EL	N/EL	N/EL	N/EL	EL	N/EL										
Spare parts sales	CCM 7.7 CCA 7.7 CE 5.2	2,734.27	2.0%	EL	EL	N/EL	N/EL	EL	N/EL										
Product-as-a-service and other circular use- and result-oriented service models	CE 5.5	19,789.24	14.2%	N/EL	N/EL	N/EL	N/EL	EL	N/EL										
Transport by motorcycles, passenger cars, and light commercial vehicles	CCM 6.5 CCA 6.5	2,981.82	2.1%	EL	EL	N/EL	N/EL	N/EL	N/EL								2.0%		
Installation, maintenance, and repair of energy efficiency equipment	CCM 7.3 CCA 7.3	1,097.81	0.8%	EL	EL	N/EL	N/EL	N/EL	N/EL								0.1%		
Acquisition and ownership of buildings	CCM 7.7 CCA 7.7	18,999.23	13.7%	EL	EL	N/EL	N/EL	N/EL	N/EL								7.8%		
		45,756.09	32.9%	16.6%	0.0%	0.0%	0.0%	16.3%	0.0%										
Total (A.1 + A.2)		69,812.93	50.2%	33.9%	0.0%	0.0%	0.0%	16.3%	0.0%								10.4%		
B. ACTIVITIES NOT ELIGIBLE FOR TAXONOMY																			
		69,315.90	49.8%																
Total (A + B)		139,128.82	100.0%																

An analysis of activities by objective is presented in this table. The first column shows eligible and aligned activities, while the second represents eligible activities.

	Proportion of CapEx/ Total CapEx	
	Taxonomy-aligned per objective	Taxonomy-eligible per objective
CCM	17.29%	35.86%
CCA	7.37%	25.92%
WTR	0.00%	0.00%
PPC	0.00%	0.00%
CE	0.00%	17.35%
BIO	0.00%	0.00%

Economic activities	Code	OPEX	Proportion of OpEx	Climate change mitigation	Climate change adaptation	Water	Pollution	Circular economy	Biodiversity	Climate change mitigation	Climate change adaptation	Water	Circular economy	Pollution	Biodiversity	Minimum safeguards	Proportion of OpEx aligned (A.1.) or eligible (A.2.) with taxonomy, year N-1	Category (enabling activity)	Category (transitional activity)
	2023			Substantial contribution criteria						Do no significant harm criteria									
		€k	%	Y; N; N/EL	Y; N; N/EL	Y; N; N/EL	Y; N; N/EL	Y; N; N/EL	Y; N; N/EL	Y/N	Y/N	Y/N	Y/N	Y/N	Y/N	Y/N	%	E	T
A. TAXONOMY ELIGIBLE ACTIVITIES																			
A.1. Environmentally sustainable activities (aligned with taxonomy)																			
Manufacture of batteries	CCM 3.4 CCA 7.7	34.21	0.1%	**Y**	Y	N/EL	N/EL	N/EL	N/EL	Y	Y	Y	Y	Y	Y	Y		E	
Manufacture of batteries	CCM 3.4	48.98	0.1%	Y	N/EL	N/EL	N/EL	N/EL	N/EL	Y	Y	Y	Y	Y	Y	Y		E	
Manufacture of other low carbon technologies	CCM 3.6	1,509.24	2.6%	Y	N/EL	N/EL	N/EL	N/EL	N/EL	Y	Y	Y	Y	Y	Y	Y	1.4%	E	
Manufacture of other low carbon technologies	CCM 3.6 CCM 7.7 CCA 7.7	121.30	0.2%	**Y**	Y	N/EL	N/EL	N/EL	N/EL	Y	Y	Y	Y	Y	Y	Y		E	
		1,713.73	3.0%	3.0%	0.0%	0.0%	0.0%	0.0%	0.0%										
Of which enabling		1,713.73	3.0%	3.0%	0.0%	0.0%	0.0%	0.0%	0.0%									E	
Of which transitional			0.0%	0.0%															
A.2. Taxonomy-eligible but environmentally unsustainable activities (not aligned with the taxonomy)																			
				EL; N/EL	EL; N/EL	EL; N/EL	EL; N/EL	EL; N/EL	EL; N/EL										
Manufacture of other low carbon technologies	CCM 3.6	750.07	1.3%	EL	N/EL	N/EL	N/EL	N/EL	N/EL								1.40%		
Manufacture of other low carbon technologies	CCM 3.6 CCM 7.7 CCA 7.7	27.08	0.0%	**EL**	EL	N/EL	N/EL	N/EL	N/EL										
Spare parts sales	CE 5.2	386.75	0.7%	N/EL	N/EL	N/EL	N/EL	EL	N/EL										
Spare parts sales	CE 5.2 CCM 7.7 CCA 7.7	114.66	0.2%	EL	EL	N/EL	N/EL	**EL**	N/EL										
Transport by motorcycles, passenger cars, and light commercial vehicles	CCM 6.5 CCA 6.5	2,313.94	4.0%	**EL**	EL	N/EL	N/EL	N/EL	N/EL								8.50%		
Acquisition and ownership of buildings	CCM 7.7 CCA 7.7	5,410.51	9.4%	**EL**	EL	N/EL	N/EL	N/EL	N/EL								6.90%		
		9,003.01	15.6%	14.7%	0.0%	0.0%	0.0%	0.9%	0.0%										
Total (A.1 + A.2)		10,716.75	18.5%	17.7%	0.0%	0.0%	0.0%	0.9%	0.0%										
B. ACTIVITIES NOT ELIGIBLE FOR TAXONOMY																			
		47,064.36	81.5%																
Total (A + B)		57,781.11	100.0%																

An analysis of activities by objective is presented in this table. The first column shows eligible and aligned activities, while the second represents eligible activities.

	Proportion of OpEx / Total OpEx	
	Taxonomy-aligned per objective	Taxonomy-eligible per objective
CCM	2.97%	17.88%
CCA	0.27%	13.88%
WTR	0.00%	0.00%
PPC	0.00%	0.00%
CE	0.00%	0.87%
BIO	0.00%	0.00%

3.5.5. CONTEXTUAL INFORMATION OF ALIGNED KPIs

ALIGNED REVENUE

The table below provides a breakdown of aligned revenue from sales contracts with customers and other businesses, rental income and other sources of revenue. Revenues from the rental of aligned machines are not significant in 2023 and have therefore not been presented in the table below.

in thousands of euros	Total
Sales contracts with customers	76,173.31
Rental	-
Other contracts	-
Total	76,173.31

Some taxonomy-aligned activities are performed for our own consumption. For example, at Manitou Italia, the production of electricity through solar panels (activity 7.6) mainly supports our manufacturing activity (3.6).

An insignificant portion of the machines is immobilized in order to be used on the production lines.

ALIGNED CAPITAL EXPENDITURES

in thousands of euros	Tangible assets	Internally developed or purchased intangible assets	Right of use	Total	Of which from business acquisitions	Of which from a CapEx plan
MAIN ACTIVITIES						
CCM 3.2 Manufacture of equipment for the production and use of hydrogen		487		487		
CCM 3.4 Manufacture of batteries	1,311	1,072	223	2,606	902	
CCM 3.6. Manufacture of other low carbon technologies	5,597	5,028		10,625		
INDIVIDUALLY-ALIGNED ACTIVITIES						
CCM 4.12 Hydrogen storage	311			311		
CCM 6.5. Transport by motorcycles, passenger cars, and light commercial vehicles			774	774		-
CCM 7.3. Installation, maintenance, and repair of energy efficiency equipment	6			6		-
CCM 7.4. Installation, maintenance and repair of charging stations for electric vehicles in buildings (and parking spaces attached to buildings)	108			108		-
CCM 7.5. Installation, maintenance and repair of instruments and devices for measuring, regulating and controlling the energy performance of buildings	92			92		-
CCM 7.6. Installation, maintenance, and repair of renewable energy technology	924			924		-
CCM 7.7. Acquisition and ownership of buildings	7,854		269	8,123		-
Total	14,729	6,587	1,266	24,057	902	0

As part of its commitment to reach 43% low-carbon products sold by 2030, Manitou Group plans to continue to expand its production capacity, notably through investments in industrial equipment dedicated to the production of these products, such as in France and India. Manitou Group has also decided to internalize part of the battery production (activity 3.4) needed for its electric machines with the acquisition in early 2023 of easyLi, a French company, as well as a battery assembly unit within its Italian subsidiary.

Early 2023, Manitou BF announced an exclusive 12-month partnership with Kiloutou, a major European rental company, to offer electrification kits for used Manitou internal combustion telehandlers. This retrofit process will extend the life of the machines while reducing their environmental impact and in particular their CO_2emissions.

ALIGNED OPERATING EXPENSES

in thousands of euros	Total
Research and development costs	1,218
Building renovation expenditures	156
Short-term leases	-
Maintenance and repair expenses	341
Total	1,714

Maintenance and repair expenses represent all expenses related to the maintenance and repair of the industrial tool dedicated to the production of low carbon machines and production of batteries.

Part of our research and development expenditure is related to battery development (activity 3.4).

3.6. METHODOLOGY NOTE

3.6.1. METHODOLOGY NOTE ON NON-FINANCIAL REPORTING

Implementing an annual non-financial reporting system within Manitou Group is intended to meet several goals:

1. Manage the social, environmental, and societal performance of the group;
2. Communicate transparently about the group's major CSR challenges and actions;
3. Comply with the non-financial performance declaration (Decree of August 9, 2017).

In this regard, the group drew inspiration from the Global Reporting Initiative (GRI) guidelines and complies with the principles of the UN Global Compact. Its road map is in line with the United Nations' Sustainable Development Goals.

The CSR department may be contacted using the contact form at the website manitou-group.com/fr/contact/.

3.6.1.1. SCOPE

The group has acquired reporting procedures and adopted a suitable organization for gathering the information for publishing. The scope of information in 2023 covered the following:

For indicators related to the group's 2025 strategic objectives (see 3.1.3.2 "Performance measurement")

The scope of the CSR roadmap indicators is the group level. Among the strategic indicators, the indicators audited in 2023 concerned:

1. The carbon assessment results: scope 1 CO_2e emissions (direct emissions from stationary combustion sources and mobile combustion sources), scope 2 emissions (indirect emissions related to the consumption of electricity, heat, steam, or cooling), and scope 3 emissions (use of sold and rental machines, use of machines leased, purchased goods and upstream and downstream freight);
2. Suppliers audited and qualified on their CSR performance;
3. Proportion of employees trained in anti-corruption.

For social indicators

Since 2015, the scope for social reporting has covered all Manitou Group subsidiaries as regards social information related to headcount. Since 2020, the indicators related to the accident rates (frequency and severity rate) of employees and temporary employees also cover the entire workforce. Italy, the United States, France, and India (accounting for 85.10% of the workforce) include indicators relating to payroll and safety training. Absenteeism and disability indicators only cover France and Italy (62.28% of headcount).

The France scope excludes EasyLi (subsidiary acquired in 2023 - 18 employees). The Italy scope excludes GI.Erre (subsidiary acquired in 2023 - 17 employees). The internal audit department conducts audits (HR) on all of the subsidiaries.

For the 2023 health and safety indicators, the following subsidiaries are excluded from the scope of reporting: São Paulo, Chile, Mexico City, Perwez, Lidcombe, Dubai, Hangzhou, Shanghai, MBF Fauillet, ML Vantaa and MNL Tamperei. This represents approximately 1% of the scope.

For environmental indicators, excluding carbon

- All of the French, Italian, and Indian sites and the production sites in the United States (85.10% of the workforce) are covered by all of the indicators. In 2023, this reporting scope included the largest logistics center and nine of the group's ten production sites.
- The three logistics centers of Belvidere (USA – 50 employees), Singapore, and Greater Noida in India were excluded. The warehousing site in France (37 employees) was also excluded from the environmental reporting.

The group's French sites comply with ICPE (Installations classified for the protection of the environment) regulations. The Aubinière site is subject to registration and is covered by a prefectoral decree, while the Laillé and Candé sites and the CLPR (Spare Parts Logistics Center) are subject to declaration, and the other sites have activities that do not exceed ICPE thresholds. This regulation requires compliance with various regulatory texts, including requirements described in ministerial decrees such as prevention measures and emission controls.

For carbon indicators

The scope of reporting is at the group level, which includes the production sites, subsidiaries, and warehouses. Subsidiaries that were acquired during the reporting year are excluded.

The data reported concerns scope 1 (direct emissions from stationary combustion sources and mobile combustion sources), scope 2 (indirect emissions related to the consumption of electricity, heat, steam, or cooling), and scope 3 (use of machines sold, purchases and upstream and downstream freight). Welding gases are excluded due to their insignificance. Refrigerant gas leaks concerning air conditioning leaks of new machines on the assembly lines as well as leaks of the fixed air conditioning systems, representing 0.01% of the greenhouse gas assessment, were excluded from the scope because they were deemed insignificant.

In 2023, for the calculation of scopes 1 and 2:

- the MBF Roumania, MBF Fauillet, MBF Büdelsdorf, MEA Baltimore, MNX Mexico, MAE Dubai, MMY Kuala Lumpur, MMY Johor Branch, MJA Tokyo, MAS Singapore Manitou Center, MCN Hangzhou, and MCN Shanghai sites have been excluded from the scope. These exclusions represent less than 2% of the scope;
- for the MBR São Paulo, MBR Vinhedo - Warehouse, MAS Singapore and MAS Singapore Warehouse sites, the published data is from 2022;
- for the MDE Steinfurt, MCSA Cape Town Manitou Center and MCSA KZN Durban Manitou Center sites, energy data is not collected, representing less than 1% of the scope.

3.6.1.2. PROCEDURE

Environmental (excluding carbon), social and safety indicators

Monitoring procedures are deployed using data collection tools and dashboards incorporating the repositories (definition and scope) for each indicator.

Each of the indicators is monitored on a monthly, half-yearly or yearly basis.

For social indicators, consistency (indicator scope and definition) is checked by the topic leaders, to whom the data is sent. Lastly, an internal auditor, independent of the procedure, is appointed to approve or challenge indicators, by linking them with the action plans rolled out throughout the year or comparing them with source data.

Carbon indicators

By 2022, an in-house tool, the Carbon Calculator, was calculating data for all the group's emissions. In 2023, to improve data collection and reliability, two additional tools have been introduced. The Carbon Calculator continues to be used to calculate emissions from inbound and outbound freight of machinery and spare parts. Additional tools:

- Tool 1: calculates scope 1 and 2 emissions (except for vehicle fleet emissions);
- Tool 2: calculates emissions from the vehicle fleet, use of rental and sold machines, and purchases.

External Audits

In order to meet the requirements set out by Order 2017-1180 of July 19, 2017 and Decree 2017-1265 of August 9, 2017, Manitou Group commissioned the Mazars firm to certify the presence and fairness of the social, environmental and societal information published in its management report.

The business model is presented in chapter 1 (see 1.4.2 "*Business model*").

3.6.1.3. METHODOLOGICAL DETAILS

MATERIALITY ANALYSIS

Based on the expertise of a project team, both internal and external and various work carried out by the group until that point (first analysis of materiality, mapping of the group's risks, ESG questionnaires of stakeholders and monitoring of emerging signals), the 2020 materiality analysis was carried out according to the following steps:

1. Identifying current and future environmental, social, and governance issues relevant to Manitou Group and its stakeholders;
2. Prioritizing, assessing, and quantifying the impacts of these issues for Manitou Group and its stakeholders based on the analysis of the results of the 2020 CSR consultation;
3. Representation of the materiality of each issue in a matrix by cross-checking the importance of the issue for stakeholders with its strategic importance for Manitou Group.

The conclusions of this study, conducted from January to September 2020, were shared with the Executive Committee and the Board of Directors to validate the new 2021-2025 CSR road map.

GROUP CSR 2025 OBJECTIVES

In 2021, the group implemented a new roadmap with quantitative targets for 2025 *See chapter 3.1.6.1. Performance measurement.*

Based on the group's four CSR priorities, each 2025 target is broken down into annual action plans, the progress of which is monitored quarterly by the CSR Steering Committee. The action plans are drawn up with each of the departments concerned with the objective of achieving the 2025 target. Thus, the progress of 2023 targets corresponds to the progress of the action plan for the year (scale of 50% to 125%).

METHODOLOGICAL DETAILS OF 2 OUT OF THE 52 OBJECTIVES OF THE ROADMAP (EXCLUDING CARBON) AUDITED IN 2023

- % of suppliers assessed with regard to CSR

Conducting supplier audits whereby Manitou Group evaluates various CSR topics. Health and safety, environment, responsible supply, procurement and purchasing, human resources, and social policies are taken into account and are part of the evaluation grid. A supplier is considered "qualified" when it obtains 60 points during the audit. If the supplier's score is below 60 points, it must propose an improvement plan. This indicator covers production suppliers representing a total purchase volume of more than 80% of the group's overall scope.

- % of employees trained in anti-corruption

All group employees, regardless of country, must complete the "fundamentals" anti-corruption e-learning module. This module must be completed within three months of the employee's arrival. Operators (because they are not exposed to corruption risks and do not have a Manitou Group email address), temporary workers, outside contractors and interns are not affected by this requirement except where required by local legislation.

Each e-learning module is validated by an evaluation quiz. A certificate is issued to the employee who correctly answers at least 80% of the questions in this evaluation; otherwise, the training must be taken again.

Calculation methodology: [Employees who have completed the assessment quiz/(all employees - operators, temporary workers, external contractors and trainees)] x 100 = % completion.

SOCIAL INDICATORS

Non-financial reporting covers the period from January 1st to December 31st of each year.

Employee: members of staff with an employment contract with Manitou Group or one of its companies – excluding non-consolidated companies. This means staff with open-ended or fixed term employment contracts (including those on the international corporate volunteer program) present on December 31st, whether they are full-time or part-time. Those with vocational-training or apprenticeship contracts or on sabbatical, maternity, parental or sick leave are included in headcount. Job-placement students are not counted as employees. Expatriates and seconded employees are included in the host country figures.

Executives: any member of staff working in a post classed as an executive position by the Global Grading System (Towers Watson methodology).

USA executives: any member of staff with an IC (Incentive Compensation).

Worker: any member of staff who supports the production processes or supports other processes, such as design or distribution.

Operator: any member of staff whose main activity is to contribute directly to the production processes.

Recruitment: any new employment contract, be it for a fixed term or open ended, concluded during the year under consideration. A recruitment is not counted when a fixed-term contract is renewed on the same basis. Two recruitments are counted when a second fixed-term contract is concluded following a break period, when the basis of the contract changes, or when an employee on a fixed-term contract is recruited on a permanent basis. Mobility as well as expatriations and secondments of staff are not considered recruitments.

Turnover rate: the staff turnover rate defines in figures the turnover of the company's workforce over one year. It compares the number of employees joining the company with the number leaving over the course of a year. Turnover rate = (entries + departures)/2/average permanent workforce.

Voluntary departure rate: voluntary departure is one of the forms of staff turnover; it corresponds to an initiative by the individual and a departure from the organization. Voluntary departure rate = resignations/average permanent headcount.

Training: the volume of training hours between January 1st and December 31st of each year is taken into account for employees (under fixed term and open ended contracts), whether the training is provided internally or externally, regardless of whether or not the participant is certified. The training entitlement under the personal training account arrangement is included in the hours of training. Only training with a sign-off or attendance sheet is included for this indicator. The actual hours of training are counted. Hours of training are counted in the year of the training plan to which they are linked. Health and safety training covers, for example, fitness-to-drive certificates (CACES), transport of hazardous materials, ATEX (explosive atmospheres), etc. It includes in-house training.

Training costs: training costs cover the salary costs of the people receiving training, teaching costs, any equipment and organization costs, transport and logistics costs, the salary costs of in-house trainers and mandatory contributions (e.g. the accredited employer/trade union-funded training contribution collection body for the metal industry, OPCAIM, and the individual training leave management fund, Fongecif) after deduction of training subsidies.

Training access: starting in 2019, the training access rates of employees and temporary workers are calculated using the average number of monthly employees and the number of temporary workers as of 12/31, not using the number of employees as of 12/31, as was the case until 2018.

Disability: a person is considered to be disabled if acknowledged as such by an accredited organization or institution under the terms and conditions laid down in the prevailing legislation and regulations.

Parity Index France: calculated according to the Professional Equality Index between women and men, each year (overall score out of 100). Law of September 5, 2018.

HEALTH & SAFETY INDICATORS

Health and safety indicators are collected from January 1st to December 31st. Where data were unavailable, they were assumed or extrapolated from actual data.

Days lost in 2023 due to accidents in 2022 are included in the calculation of health and safety indicators.

Sick leave: the sick leave considered concerns leave approved by the country's reference organization (the CPAM health insurance office in France). The theoretical number of hours worked corresponds to the theoretical number of hours, minus paid leave and the holidays specified in the collective labor agreement. This indicator covers France (MBF, MGS, LMH and CFM IDF); temporary workers and paid leave are not included. For Italy, the calculation of this indicator includes temporary workers and paid vacations.

Frequency rate 1 (TF1): the frequency rate is the number of accidents with time off x 1,000,000 / number of hours actually worked.

Frequency rate 2 (TF2): the frequency rate is (the number of accidents with time off + the number of accidents without time off) x 1,000,000 / number of hours actually worked.

Severity rate: the severity rate is the number of days of time off x 1,000 / number of hours actually worked. The group records occupational illnesses separately: when the same employee is affected by two separate occupational illnesses, the group counts both illnesses.

For the calculation of the accident frequency and severity rate including temporary workers, the Ancenis sites (L'Aubinière, headquarters, R&D test center, Hermitage, PDC France, CLPR), LMH Solutions, Laillé, Beaupréau, Candé Fosses Rouges, Candé Petit Tesseau, Greater Noida, West Bend, Madison, Yankton, Manitou Italia, Manitou Vostok, Mawsley Machinery, Manitou Lifftek, Madrid, and Verwood all report this data.

Reported occupational diseases: the indicator was reviewed in 2020 and the history is now used to report the number of occupational diseases declared in the year instead of the number of occupational diseases recognized during the year. In order to harmonize practices and standardize the indicator, its scope covers France – excluding LMH and CFM Île-de-France.

ENVIRONMENTAL INDICATORS (EXCLUDING CARBON)

To facilitate reporting, the environmental indicators, excluding carbon, are collected for the period from December 1st to November 30th.

“MLT 735 truck equivalent”: for the sites that produce different ranges and different sizes of machines, the group has selected a common indicator, the MLT 735 of the agricultural range, in order to facilitate understanding and harmonize the return of indicators. The group divides the production tonnage of the sites by 7.01, the weight in tons of the MLT 735. It should also be noted that the production sites have different degrees of integration as well as different types of machines produced. CLPR activity is included in the calculation of the "tons of production per machine equivalent" indicator.

Waste: the European waste classification system is used to determine the category to which waste belongs: hazardous waste, non-hazardous recyclable waste, and non-recyclable waste.

Material recycling or recovery: reprocessing of materials or substances contained in waste using a production process that leads to the creation, or incorporation into, new products, materials, or substances. This includes the reprocessing of organic materials but does not include energy recovery.

“Ordinary” waste is not counted at the Madison site, as it is not weighed by the local waste manager.

Re-use: direct use of the waste, without recourse to any process to transform it.

Energy recovery: use of an energy source produced through the processing of waste.

Disposal: treatment of waste without recovery, whether material or energy (e.g. landfill or incineration without heat recovery).

Volatile Organic Compound (VOC) emissions: emissions are assessed using mass balance calculations.

The following solvent content coefficients were applied during assessment of the paint and solvent VOC emissions:

- Water-based paint: 0.09 kg CoV/kg;
- Solvent-based paint (polyurethane): 0.50 kg CoV/kg;
- Solvent-based paint (oil): 0.65 kg CoV/kg;
- Thinner or solvent: 1 kg CoV/kg;
- HES primer PPG 0.455 kg CoV/kg;
- HES lacquer PPG 0,42 kg CoV/kg ;
- PPG hardener 0.455 kg CoV/kg.

Paint: if paint consumption is not monitored on the operational level, consumption is evaluated based on quantities purchased over the year, which closely approximates the quantities used, with regard to the frequency of paint purchases (quantities purchased).

Water abstracted: overall consumption of mains water is calculated using water bills.

Energy: the energy consumption considered is the electricity produced and consumed as well as the electricity, gas, and non-road diesel purchased at the production sites.

CARBON INDICATORS

Carbon indicators are collected from January 1st to December 31st.

Scopes 1 and 2: emissions from the consumption of gas, electricity, non-road diesel, arctic diesel, and the impact of the use of company cars at production sites, subsidiaries, and warehouses are included in this scope. The calculation of emissions from company vehicles was carried out using the group’s financial tool.

Scope 3:

- Machines produced

Emissions related to the production of the components of sold machines are calculated using mass emission factors established for certain reference machines that are representative of the Manitou Group product range. The emission factors of the reference machines are calculated using the parts in their bill of materials, choosing a main material for any component in the last level, even in the presence of hybrid or multi-material parts.

If an emission factor for a component of a reference machine is not available or known, an average emission factor is applied to it. This average factor is calculated on the basis of all known components of the bill of materials. These indeterminate components on average represent less than 3% of the machine's mass on average.

Each machine produced is associated with its catalog weight and the emission factor of its reference machine; these two parameters allow for the calculation of the emissions linked to the manufacturing of its components.

- Sold machines

Emissions related to customer use are calculated using two parameters: the commercial life span (hours of use) of each machine model, derived from design specifications, and its average consumption, derived from in-situ tests carried out according to a fixed internal methodology. Manitou Group was a pioneer in proposing its test methodology, which led to the EN 16796-4 standard for telehandlers.

- Rental machines

The emissions included in this scope correspond to new machines, commissioned during the year, and rented by Manitou Group sales subsidiaries worldwide. The emissions calculation method is identical to that applied to new sold machines.

Some machines on the rental equipment list are not identifiable by their unique internal code, or cannot be associated with hourly consumption (14%). Emissions are extrapolated on the basis of the remaining leased machines. As consumption varies greatly according to machine size and price, extrapolation is applied by machine price range of the rental fleet (<€6k, <€10k, <€30k, <€60k, >€60k). Emissions for each range are averaged for the part of the sample identified by its unique code. This average is then applied pro rata to the number of unknown machines in each price range.

- Spare parts

GHG emissions related to parts production are calculated for the full year and cover the global scope of the eight spare parts logistics centers.

The calculation is based on an extraction of the order management system. The methodology uses the name, family, volume, and weight of each batch of identical parts ordered. For simplicity, a primary material (in some cases, a secondary material and its mass ratio) is associated with each family of parts. If the component family does not allow for a primary material to be established, the average emissions factor for the replacement parts is applied.

The scope of extraction of the Manitou Group information system covers 83.7% of annual worldwide sales for spare parts. For the scope that is not available (16.3% of sales), a linear extrapolation is used to determine the equivalent global mass of materials sold. The same breakdown of materials as for the known scope is applied to the missing scopes, along with the same emission factors.

- Upstream and downstream machine freight

The unit used to measure carbon emissions from freight is tons/km. Deployed on a worldwide basis, excluding India, an internal transport management tool is used to extract the data required for analysis: kilometers traveled and weight transported. For India, data collection is based on internal monitoring (excluding the Transport Management System [TMS]). The deployment of the group transport management tool is planned for 2024.

- Upstream and downstream spare parts freight

The unit used to measure carbon emissions from spare parts freight is tons/km when the information is obtained from the internal transport management tool. When the information comes directly from the transporters, the unit used is tCO_2 equivalent. The reported scope is at group level.

EMISSION FACTORS

The emission factors used to calculate the greenhouse gas assessment are taken from the following databases:

- Scope 1 (excluding vehicle fleet): DEFRA (Department for Environment, Food and Rural Affairs).

In 2023, the calculation of greenhouse gas emissions from the vehicle fleet took into account the country's energy mix when it came to electric vehicles.

Assumptions for average vehicle consumption were made on the basis of IEA (International Energy Agency) data by country, when the data was not available.

- Scope 2: IEA (International Energy Agency).

- Scope 3: EcoInvent, IEA and Base Carbone Ademe.

These emission factors were updated in 2023 and take into account the energy mix in the countries in which the group operates.

3.6.2. METHODOLOGICAL CLARIFICATION – TAXONOMY

ELIGIBLE ACTIVITY

In particular, the group defined:

- an “economic activity eligible for the taxonomy,” any economic activity described in the delegated acts relating to the six objectives of the taxonomy, whether or not this activity meets all the technical analytical criteria defined in those delegated acts;
- “economic activity aligned to the taxonomy” means any eligible activity that meets all the technical criteria:
  - the economic activity contributes substantially to one or more of the environmental objectives,
  - does not do significant harm to any of the environmental objectives,
  - it is carried out with respect for the minimum safeguards and the environment;
- an “economic activity not eligible for the taxonomy,” any economic activity not described in the delegated acts.

Some activities contribute to both climate change mitigation and adaptation objectives. In order to avoid double counting and since all activities contribute to mitigation, Manitou Group has chosen to align activities to this objective only in the main tables. Multi-objective accounting is calculated in the tables below from the European Commission's regulated tables. *[see section 3.5.4 "Group's key performance indicators (KPIs)"]*.

3.6.2.1. NET SALES KPI

DEFINITION

The proportion of business activities aligned with the taxonomy in the group's total sales was calculated as follows:

- the share of net sales generated by products and services associated with economic activities aligned with the taxonomy (numerator) divided by net sales (denominator) in 2023. The revenue KPI denominator is based on consolidated net revenue in accordance with IAS 1.82(a). For more details on the accounting methods concerning consolidated net revenue, see *Note 4.2.1 to the notes to the 2023 consolidated financial statements*.

RECONCILIATION

Consolidated net revenue may be reconciled with the financial statements (*see Note 4.2.1 to the 2023 consolidated financial statements*).

CHANGES BETWEEN 2022 AND 2023

As part of the development of the battery production business, CCM 3.4 Battery production and CCM 7.6 Installation, maintenance and repair of renewable energy technologies have been added to the list of activities contributing to eligible sales.

In addition, following analysis of the four new taxonomy objectives, the following activities have been identified as eligible and will be analyzed to determine their alignment with the taxonomy in the next fiscal year:

- CE 5.2. Spare parts sales;
- CE 5.3. Preparing end-of-life products and product components for reuse;
- CE 5.4. Sale of used goods;
- CE 5.5. Products-as-a-Service and other circular service models focused on use and results.

3.6.2.2. CAPEX KPI

DEFINITION

The CapEx KPI is defined as the CapEx aligned with the taxonomy (numerator) divided by the total CapEx (denominator). Total CapEx consists of acquisitions of property, plant and equipment, and intangible assets during the year, before depreciation, amortization, and any revaluation, including those resulting from revaluations and impairments, and excluding changes in fair value. It includes acquisitions of fixed assets (IAS 16), intangible assets (IAS 38), and right-of-use assets (IFRS 16). Acquisitions resulting from business combinations are also included. Goodwill is not included in CapEx as it is not defined as an intangible asset in accordance with IAS 38. In 2023, the numerator consists exclusively of CapEx related to assets or processes associated with the taxonomy-aligned business activities. For more details on our accounting policies for CapEx, see *Notes 6 and 7 to the 2023 consolidated financial statements*.

RECONCILIATION

Total investment expenditures may be reconciled with the financial statements, see "*Note 6.1. Statement of goodwill and intangible assets on changes in net book value*," "*6.2 Table of tangible assets on changes in net book value*," and "*7.1 Right of use of leased assets*" of the Universal Registration Document. They correspond to the total "Acquisition" and "Change of Scope" movements, excluding goodwill.

ALLOCATION KEY

For capital expenditure at sites hosting both taxonomy aligned and taxonomy non-aligned economic activities (mixed sites), the portion of taxonomy-aligned capital expenditure shall be determined based on the area dedicated to aligned machines or the number of aligned machines produced compared to the time passed in the industrial tool in order to appropriately reflect the production process.

CHANGES BETWEEN 2022 AND 2023

Analysis of the four new taxonomy objectives has identified CapEx activities that are individually eligible for the taxonomy, notably CE 5.2 Sales of spare parts. An analysis to determine its alignment with the taxonomy will be carried out in the next fiscal year.

3.6.2.3. OPEX KPIS

DEFINITION

The OpEx KPI is defined as the OpEx aligned with the taxonomy (numerator) divided by the total OpEx (denominator). Total operating expenses include direct uncapitalized costs related to research and development, building renovations, short-term leases, maintenance and repairs, as well as any other direct expenses related to the day-to-day maintenance of the tangible assets.

Research and development expenses are recognized as a development expense excluding depreciation during the period. Maintenance and repair expenses and other direct expenses related to day-to-day maintenance of tangible capital assets were determined on the basis of maintenance and repair costs allocated to internal cost centers. The corresponding cost items can be found in various items in the financial statements, including production costs (maintenance of operations), sales and distribution costs (maintenance of logistics), and administrative costs (such as maintenance of IT systems). The OpEx KPI does not include expenses related to the day-to-day operation of the property, plant and equipment such as: raw materials, cost of employees working on the production line, electricity or fluids needed to operate the property, plant and equipment.

RECONCILIATION

For the allocation keys, please refer to the CapEx allocation keys.

CHANGES BETWEEN 2022 AND 2023

Following analysis of the four new taxonomy objectives, the activity, notably CE 5.2 Sales of spare parts, has been identified as eligible and will be analyzed to determine its alignment with the taxonomy in the next fiscal year.

3.7. INDEPENDENT VERIFIER'S REPORT ON THE NON-FINANCIAL PERFORMANCE DECLARATION PRESENTED IN THE MANAGEMENT REPORT

Year ended December 31, 2023,

To the Shareholders,

In our capacity as an independent third party and a member of the Mazars network accredited by COFRAC Inspection under number 3-1895 (list of sites and scope of accreditation available at www.cofrac.fr), we have carried out procedures to provide a reasoned opinion expressing a moderate level of assurance on the historical information (observed or extrapolated) of the non-financial performance report for the year ended December 31, 2023 (hereinafter, respectively, the "Information" and the "Declaration"), prepared in accordance with the Entity's procedures (hereinafter, the "Framework") and presented in the group's management report in accordance with the provisions of Articles L. 225-102-1, R. 225-105, and R. 225-105-1 of the French Commercial Code.

Conclusion

Based on the procedures we have carried out, as described in the section "Nature and scope of the work," and the elements we have collected, we did not find any significant anomalies likely to call into question the fact that the non-financial performance declaration complies with the applicable regulatory provisions and that the Information, taken as a whole, is presented sincerely in accordance with the Reporting Criteria.

Comment

Without qualifying the conclusion expressed above and in accordance with the provisions of Article A. 225-3 of the French Commercial Code, we make the following comment.

- The scope of reporting of indicators related to training: "Average number of training hours per employee" and "Number of employees having received at least one training course" covers the entities Manitou BF (France), Manitou Global Services, LMH, CFM Île-de-France, Manitou Italia, Manitou North America and Manitou Equipment America, and Manitou Equipment India, i.e. 85% of the workforce as of December 31, 2023.

Preparing the extra-financial performance declaration

The lack of a generally accepted and commonly used framework or established practices on which to base the assessment and measurement of information allows for the use of different, but acceptable, measurement techniques that may affect comparability across entities and over time.

Accordingly, the Information should be read and understood with reference to the Reporting Criteria, the significant elements of which are presented in the Declaration.

Limits inherent in the preparation of information

The Information may be subject to uncertainty inherent in the state of scientific or economic knowledge and the quality of external data used. Certain information is sensitive to the methodological choices, assumptions, and/or estimates made in preparing it and presented in the Declaration.

Company liability

It is the responsibility of the Chairman of the Board of Directors to:

- select or establish appropriate criteria for the preparation of the Information;
- draft a Declaration that complies with legal and regulatory provisions, including a presentation of the business model, a description of the main non-financial risks, a presentation of the policies applied in light of these risks, and the results of these policies, including key performance indicators;
- as well as put in place internal controls as deemed necessary for the establishment of Information that does not contain significant anomalies, whether due to fraud or error.

The Declaration was prepared by applying the entity's Reporting Criteria as mentioned above.

Responsibility of the independent third-party organization

It is our responsibility, based on our work, to give a reasoned opinion expressing a moderate assurance conclusion on:

- the compliance of the Declaration with the provisions laid down in Article R.225-105 of the French Commercial Code;
- the accuracy of the historical information (observed or extrapolated) provided pursuant to paragraph 3 of sections I and II of Article R.225 105 of the French Commercial Code, namely the results of the policies, including key performance indicators, and the actions, relating to the main risks.

We conducted our work in order to provide a reasoned opinion expressing a moderate level of assurance on the historical, observed and extrapolated information.

As it is our responsibility to reach an independent conclusion on the Information as prepared by management. We are not permitted to involve ourselves in the preparation of the Information, as this could compromise our independence.

It is not our responsibility to decide on:

- compliance by the entity with the other applicable legal and regulatory provisions (particularly with regard to the information provided for by Article 8 of the Regulation (EU) 2020/852 (green taxonomy) and the fight against corruption and tax evasion);
- the truthfulness of the information required by Article 8 of Regulation (EU) 2020/852 (green taxonomy);
- the conformity of the products and services to applicable regulations.

Regulatory provisions and applicable professional doctrine

We conducted our work described below in accordance with the provisions of Articles A. 225-1 et seq. of the French Commercial Code, the professional standards of the Compagnie Nationale des Commissaires aux Comptes (CNCC) relating to this work in lieu of an audit program, and the ISAE 3000 international standard (revised).

This report has been drawn up in accordance with RSE_SQ_Programme de vérification_DPEF.

Independence and quality control

Our independence is established under the provisions of Article L.822-11 of the French Commercial Code and the code of ethics of the profession of statutory auditor. In addition, we have put in place a quality control system that includes documented policies and procedures to ensure compliance with the applicable legal and regulatory texts, ethical standards, and professional rules of the Compagnie Nationale des Commissaires aux Comptes regarding this work.

Means and resources

Our work mobilized the skills of four people and took place between November 2023 and February 2024 for a total project time of six weeks. To assist us in our work, we called upon sustainable development and social responsibility experts. We conducted nine interviews with the persons responsible for preparing the Declaration, representing risk management, QHSE, purchasing, user health and safety, anti-corruption and scope 1, 2 and 3 greenhouse gas emissions.

Nature and scope of the work

We planned and performed our work taking into account the risks of material misstatement of the Information.

We consider that the procedures we carried out by exercising our professional judgment enables us to draw a moderate assurance conclusion:

- we familiarized ourselves with the activity of all of the entities included in the consolidation scope and the statement of the main social and environmental risks;
- we assessed the suitability of the reporting criteria based on their relevance, completeness, reliability, neutrality, and understandability, taking into consideration, where applicable, industry best practices;
- we checked that the Declaration covers each category of information provided for in III of Article L.225 102 1 for social and environmental issues as well as respect for human rights and the fight against corruption and tax evasion;
- we verified that the Declaration presents the information provided for in part II of Article R. 225-105 when relevant with regard to the main risks and includes, where applicable, an explanation of the reasons for the absence of the information required by paragraph 2 of part III of Article L. 225-102-1;
- we checked that the Declaration presents the business model and a description of the main risks associated with the activity of all of the entities within the consolidation scope, including, where this proves relevant and proportionate, the risks created by its business relations, its products, or its services, as well as the policies, actions, and results, including key performance indicators associated with the main risks;
- we consulted the documentary sources and conducted interviews to:
    - assess the selection and validation process for the main risks as well as the consistency of the results of the key performance indicators selected with regard to the main risks and policies presented, and
    - corroborate the consolidated quantitative information (actions and results) that we considered to be the most important. For certain risks (business ethics and corruption, responsible purchasing, scope 3 greenhouse gas emissions and scopes 1 and 2 for company vehicles), our work was carried out at the level of the consolidating entity; for other risks, work was carried out at the level of the consolidating entity and in a selection of entities;
- we checked that the Declaration covers the consolidated scope, namely all of the companies included in the consolidation scope in accordance with Article L.233-16;
- we reviewed the internal control and risk management procedures implemented by the entity and assessed the collection process with respect to the completeness and accuracy of the Information;
- for the key performance indicators and the other quantitative results that we considered to be the most important and presented in Appendix 1, we implemented:
    - analytical procedures involving checking the correct consolidation of the data collected and the consistency of any changes;
    - detailed tests on the basis of surveys or other selection methods involving checking correct application of the definitions and procedures and comparing the data in the supporting documents. This work was carried out with a selection of contributing entities:
        - for environmental and health and safety indicators, the sites of Manitou BF – Aubinière (PU TH), Manitou Italia – Castelfranco, Manitou Equipment America – Madison, covering 58% of production tonnage;
        - for social indicators, Manitou BF and Manitou Italia, covering 60% of the workforce as of December 31, 2023.
- we assessed the overall consistency of the Declaration with respect to our knowledge of all the entities included in the scope of consolidation.

The procedures carried out for the purposes of a mission of moderate assurance are less extensive than those required for a reasonable assurance mission performed in accordance with the professional doctrine of the Compagnie Nationale des Commissaires aux Comptes. A higher level of assurance would have needed more extensive verification work.

The independent verifier,

Mazars SAS

Paris La Défense, April 18, 2024

Edwige Rey

CSR & Sustainable Development Associate

APPENDIX 1:

INFORMATION REVIEWS

Quantitative indicators (including key performance indicators) covered by detailed tests):

- energy consumption of production sites (kWh/machine equivalent)
- volume of industrial waste (kg CO_2e/machine equivalent)
- recovery rate by type of industrial waste (%)
- production tonnage (tons)
- proportion of CSR suppliers assessed and audited with regard to CSR
- scope 3 greenhouse gas emissions linked to the use of machines sold in the reporting year (tCO_2e)
- percentage of employees who have received training to raise awareness of the risks of active and passive corruption (%)
- workforce and breakdown by gender and contract
- voluntary departure rate (%)
- number of permanent hires
- average number of hours of training per employee.
- number of employees that have attended at least one training course
- frequency rates 1 and 2 for employees and temporary workers
- severity rate for employees and temporary workers

Other quantitative indicators including key performance indicators:

- greenhouse gas emissions from scopes 1 and 2 (location-based, market-based) for the reporting year (tCO_2e)
- scope 3 greenhouse gas emissions for the reporting year, taking into account sold and rental machines (kgCO_2e/hour of use)
- VOC emissions (kg VOC/machine equivalent) – process review

4. RISKS AND CONTROLS

4.1. GENERAL RISK MANAGEMENT FRAMEWORK

Manitou Group's multiple and complementary activities, its transcontinental geographical presence, its development and the diversity of its product range all contribute to its strong growth, but also expose it to various types of risk that could have a negative impact on its business.

These consequences may be financial or non-financial in nature: harm to image and reputation may have a negative impact on the group and its activities.

The various risks discussed in this chapter do not represent an exhaustive list. Other risks of which Manitou Group is not aware or has considered non specific or non significant are not mentioned. The elements presented correspond to the net risk, i.e. after taking into account the compensatory measures.

Risk assessment and management represent an integral part of the group's operational and strategic management. Risk management consists of identifying, assessing, and mitigating risks with the potential of interrupting the proper operation of the company. It also helps to guide the group's strategy in its development and optimize the management of its resources in order to ensure that its goals are achieved.

The group has an internal control mechanism based on the self-assessment of the consolidated subsidiaries. The responses to the self-assessment questionnaire are compared with the conclusions of the internal audits.

For the entire scope in question, Manitou Group has examined the risks (potential adverse events) that could have a negative financial, non-financial, and/or reputational impact.

In accordance with Regulation (EU) 2017/1129 (prospectus regulation), which took effect on July 21, 2019, the presentation of risk factors consists of a small selection of specific net risks, after management and hedging. They are grouped into six categories and are presented within each in order of importance.

The document presents the 14 most significant and specific risk factors that may affect its activity. Manitou Group reiterates that it is faced with generic risks that have been clearly identified in the mapping, like all industrial groups of its size. These generic risks are managed by the Executive Committee, supervised by the Audit Committee, and shared with the Board of Directors.

4.2. RISK MAPPING

It makes it possible to understand changes in existing risks and anticipate emerging risks across all Manitou Group's activities, which must be managed by the various divisions and cross-disciplinary functions. The risk mapping process was fully revised in 2022.

The risks are assessed based on their financial, legal, and reputational impact. They are presented as net in this document.

The Executive Committee prioritizes resources for the action plans.

The Audit, Risks, and Compliance Department periodically reports on progress made on the action plans to the Audit Committee, which ensures that the necessary resources have been properly implemented. The risks to which the group believes that it is exposed can be grouped into six categories. The net risk factors are presented within each category by order of importance.

The table below includes the risks mentioned in chapter 3 on corporate social and environmental responsibility and in the notes to the consolidated financial statements.

4.3. RISK FACTORS

In a rapidly changing world, Manitou Group must be resilient and constantly adapt its model. Manitou Group considers two types of risk when defining its strategy:

- The risks voluntarily taken by Manitou Group as a result of its strategic choices.
- Specific economic risks faced by Manitou Group.

1. RISKS RELATED TO MANITOU GROUP'S STRATEGIC CHOICES

a) The ecological transition of our products. By deciding to integrate electric and hydrogen technologies, Manitou Group is impacting its product range and taking a risk in its technological choices. These risks are linked to the control of technological know-how within the group and by third parties, as well as to the short- and medium-term availability of the relevant raw materials and customer response on the market. Manitou Group must also adapt its industrial footprint in order to be able to produce, in the right location, both its current ranges and its new ranges that incorporate more environmentally friendly engine technologies.

b) A business model that is evolving by integrating more data. As it accelerates its digitization, Manitou Group faces several challenges related to its ability to quickly structure, harmonize and qualify data across different products, systems and organizations. The risks identified relate mainly to its ability to manage several large and costly projects simultaneously, to ensure the overall management of data ownership and confidentiality, and to ensure the efficiency of the systems deployed to protect and secure data against leaks and cyber-attacks.

c) Manitou Group's presence in many international markets and the breadth of its product range mean that it sometimes comes up against competitors who are heavily subsidized, directly or indirectly, which distorts the rules of competition.

2. SPECIFIC ECONOMIC RISKS FACED BY MANITOU GROUP

a) Manitou is present in over 20 countries and generates 62% of its sales through exports. The complexity and proliferation of international relations generate risks that impact both the activities of the group and those of third parties. Thus, the conflict between Russia and Ukraine has disrupted some players. Deteriorating relations between China and the U.S. may jeopardize the fluidity of our supply chain and the distribution of our products.

b) Climate change generates two categories of risk: the risks of transitioning to a low-carbon economy, and the physical risks to our business operations. The technological risk is mainly characterized by the non-synchronization between market demand and the actual operability of electric and hydrogen technologies that are not yet mature. The regulatory risk is related to the increase in usage restrictions and their associated sanctions in conjunction with the rapid and constant evolution of regulatory requirements. Faced with the rise of various forms of activism, reputational risk can damage the group's image. In this case, its employer image and brand image could be impacted.

Certain extreme weather events may disrupt or interrupt some of the group's production and logistics operations.

The risks mentioned are presented by their category number (1 to 6) followed by their description. While the insurance policy reduces the impact of insurable risks, the other actions taken to minimize risks essentially have a reducing impact on the probability of occurrence, with little change as far as impact.

CATEGORY 1: STAFF RISKS

CATEGORY 2: FINANCIAL RISKS

CATEGORY 3: RISKS RELATED TO INFORMATION SYSTEMS

CATEGORY 4: EXTERNAL RISKS

CATEGORY 5: RISKS RELATED TO BUSINESS

CATEGORY 6: RISKS RELATED TO MARKET CHANGES

PROBABILITY OF OCCURRENCE	1 - Low	2 - Medium	3 - Significant	4 - Major
Very high	2 Foreign-exchange risk	1 Employee health & safety 1 Talent management	3 Cyberattacks 4 Climate change 5 Industrial Footprint	5 Purchasing & supply
High		1 Recruitment & retention	6 Sales prices 4 Business ethics	4 Corruption, anti-competitive practices & export controls 6 Adaptation to market changes
Possible		5 General terms & conditions		
Rare				4 Geopolitics
	IMPACT			

CATEGORY 1: STAFF RISKS

EMPLOYEE HEALTH AND SAFETY

IDENTIFICATION OF RISK	RISK MANAGEMENT
Manitou Group is an international industrial group that boasts 10 production sites, 8 logistics centers, and 23 Manitou Centers where automated and manual processing, mechanical welding, assembly, testing, finishing, and repair operations are carried out. Personnel performing the most taxing tasks may be exposed to occupational hazards. Failure to follow workplace safety rules can also lead to accidents. The potential work accidents that result from these operations can, beyond the human impact, slow down production operations and disrupt the delivery of the group's machines. In addition, a high accident frequency rate would damage Manitou Group's employer brand. Probability: very high / Impact: medium	In addition to regular risk analysis of its production facilities and their continuous improvement, individual and collective protection of operators and mandatory internal safety rules, Manitou Group has embarked on a worldwide ISO 45001 certification program for its production sites and logistics platforms. All French sites have been certified since 2020, and a gradual rollout to sites worldwide is planned, including certification of the India site in 2024. A network of more than 130 EHS advisors has been deployed to continuously audit workstations. This network will progressively extend to France, Italy, the United States and India. Thee harmonized risk identification and assessment system as well as the consolidated monthly reporting process promote responsiveness and implementation of remediation plans, with particular attention paid to serious or frequent risks. Although the 2023 accident frequency rate (TF2) target was not achieved (19.02 versus 17), Manitou Group maintains a target of a frequency rate below 15 by 2025.

STEERING INDICATORS *(see Chapter 3. Societal and Environmental Responsibility)*

- Accident frequency and severity rates.
- Rate of absenteeism due to accidents and illnesses.
- Proportion of training hours dedicated to safety.

SKILLS MANAGEMENT

IDENTIFICATION OF RISK	RISK MANAGEMENT
The constant evolution of the group's markets and the strong growth of the group make it essential to adapt and update skills. The lack of a global strategy in an international group, the absence of a learning policy and a low level of investment in continuous development undermine its effectiveness and lead to resignations and a deterioration of the image of the employer brand. The energy and digital transition will increase the need to adapt and acquire new skills in the group's business lines. The lack of available skills slows down the progress of projects and generates additional costs through the use of subcontractors. Probability: very high / Impact: medium	The group has developed various processes for periodic reviews of the organization and individual performance and skills assessments. It also relies on an internal training school and a digital training system to ensure continuous training. An ambitious recruitment plan aimed at targeting future talent has also been put in place to facilitate the achievement of objectives and prepare for the future. The new collective bargaining agreement for the French metallurgy industry, where more than half the group's workforce is employed, and the redefinition of job descriptions for the employees concerned, will clarify the responsibilities and skills required at the job level.

STEERING INDICATORS *(see chapter 3. Societal and Environmental Responsibility)*

- Average number of hours of training per employee, number of employees who received at least one training session.

RECRUITMENT AND RETENTION

IDENTIFICATION OF RISK	RISK MANAGEMENT
The group operates in a constantly changing, competitive environment and in a context of sustained growth. This requires a strengthening of human resources and a diversity of skills. This strengthening is essential in order to adapt to changes and manage the transformation of Manitou Group. The Manitou Group's current and future investments in innovation and development projects require the recruitment of an increasing number of engineers and executives. The group may face difficulties in attracting, integrating, and retaining the talent and new skills needed for the development and production of its products or services. Nearly 1,000 recruitments were made in 2023 to replace departures or recruit new skills, but a "war for talent" makes each recruitment complex. In addition, the labor shortage observed in certain employment areas (United States, France) makes it difficult to recruit the operators needed to increase production, which adds to the challenge of retaining the direct workforce on production sites (up to 40% turnover as of January 2024). Probability: high / Impact: average	In order to ensure growth in production levels and to compensate for the lack of local resources, the group uses temporary staff that can come from outside the employment pool and is heavily involved in vocational training, particularly in key areas of the production process, such as welding. The group ensures that the remuneration and benefits policy is competitive compared with the market. It also facilitates internal mobility and has improved its integration policy for newcomers. 1,000 recruitments, including 500 new jobs, were carried out 2023, in line with the group's plan. A plan to professionalize recruiters worldwide is scheduled for 2024, to enable them in particular to build and deploy robust recruitment strategies tailored to the local market. Manitou Group offers and invests significant resources in a continuing vocational training policy in order to develop its staff's skills and support the group's transformation. On average, nearly 17 hours of training are provided per employee. It is also working on its employer brand through communication initiatives, academic partnerships, and initiatives with representatives of local authorities to increase the attractiveness of the workplace. A new careers site is planned for 2024.

STEERING INDICATORS *(see Chapter 3. Societal and Environmental Responsibility)*

- New recruits with open-ended contracts.
- Commitment rate.
- Voluntary departure rate over 2023.

CATEGORY 2: FINANCIAL RISKS

FOREIGN-EXCHANGE RISK

See Note 12.2.2 of the consolidated financial statements.

Probability: very high / Impact: low

CATEGORY 3: RISKS RELATED TO INFORMATION SYSTEMS

CYBERATTACKS

IDENTIFICATION OF RISK	RISK MANAGEMENT
Manitou Group's business relies on the proper operation of its IT infrastructure and the availability of its information systems. The digitalization of the group's management, production, distribution, and maintenance tools exposes it to a risk of internal and external attacks. The malfunction, shutdown, or paralysis of information systems and/or the theft, alteration, or distribution of data would have a significant impact on the group's activity. Systems may also be the victim of a targeted attack (such as ransomware) resulting in leaks of confidential information and compromising its ability to achieve its objectives. The loss of control over the content of the pages of the group's various websites could facilitate the dissemination of erroneous, false, or defamatory information that would seriously harm its image and/or that of its products. Given the evolution of hackers' technical means and the industrialization of attacks, the risk is constantly evolving and requires the mobilization of substantial means and resources in order to contain it. Probability: very high / Impact: significant	The group has taken organizational and technical measures to improve our operational responsiveness. Since 2019, the group has acquired a Chief Information Security Officer (CISO) and doubled its internal cybersecurity staff since 2021 and must double it again in 2024. An information security policy based on the work of the NIST (National Institute of Standards and Technology) was defined for the entire group. A program to raise awareness among all of the group's users was deployed in 2023. In addition to security audits, a recurrent penetration testing program will be deployed in 2024. Periodic vulnerability detection testing complements the audit system. The group has implemented a SIEM (System Incident Event Management) and SOC (System Operational Control) strategy and deployed the necessary resources for their operation. Manitou Group has strengthened its VPNs (Virtual Privacy Network) to secure work from home and has strengthened access to its information system by implementing strong MFA (Multi-Factor Authentication). The group invested in new monitoring and remediation resources that cover the entire scope 24/7/365.

CATEGORY 4: EXTERNAL RISKS

BUSINESS ETHICS

IDENTIFICATION OF RISK	RISK MANAGEMENT
With the strengthening of regulations on environmental, social and societal responsibility, Manitou Group is facing increased demands from its stakeholders for vigilance and transparency, including in its supply chain. Because of its very international presence, the group is also subject to a growing body of laws and standards relating to human rights and labor standards, which it must ensure it complies with regardless of the business and geographical location of the entities concerned. Manitou Group is committed to social and environmental responsibility through its relationship with its stakeholders. Any behavior that violates these values exposes the group to the risk of ethical misconduct with legal and reputational impacts.	The group pays particular attention to the risk of ethical breaches. Several years ago, it set up an independent Ethics Committee, governed by a ethics charter, as well as a whistleblowing system accessible to employees and stakeholders. A mandatory online training module covering the fundamentals of the Code of Ethics published in 2022 was deployed at the end of 2023 and taken by 73% of the workforce (excluding production). In 2023, the group updated its Anti-Corruption Code of Conduct. Since 2014, the group has been pursuing a proactive responsible purchasing approach with its suppliers. In view of changing standards and requirements, the Responsible Purchasing policy was strengthened in 2021. Among the changes in the policy shared with suppliers, a chapter on responsible sourcing of minerals has been added in order to reduce the risks associated with this type of raw material from conflict zones (cobalt, tin, tantalum, tungsten). The entire Purchasing Department has been trained in this new Responsible Purchasing Charter. In addition to the CSR audits carried out since 2016, the Purchasing Department has acquired an external solution to map all suppliers from the point of view of CSR risk and to develop extra-financial evaluation.

Probability: high / Impact: significant

STEERING INDICATORS *(see Chapter 3. Societal and Environmental Responsibility)*

- Portion of suppliers that are CSR certified.
- Portion of at-risk suppliers under monitoring (vigilance plan).
- Percentage of dealerships assessed for CSR.
- Portion of employees trained in the Code of Ethics.

CLIMATE CHANGE

IDENTIFICATION OF RISK	RISK MANAGEMENT

Climate change risks have been analyzed in two categories: transition risks related to the move towards a low-carbon economy and physical risks.

Transition risks related to a low-carbon economy:

- the technological risk, mainly characterized by the lack of synchronization between market demand and the actual operability of electric and hydrogen technologies that are not yet mature;
- political risk: the end of the tax incentive to renew equipment fleets in an environmentally friendly manner (accelerated by bonuses or longer depreciation periods) is likely to impact the demand for low-emission ranges;
- financial risk: linked to taxes on the carbon footprint of products, such as the carbon tax at Europe's borders, which came into force in October 2023;
- the regulatory risk linked to the ramp up in usage restrictions accompanied by their arsenal of financial, penal, civil and commercial sanctions, but also the rapid and constant evolution of regulatory requirements, the frequency of which exposes the company to misinterpretation of the new rules;
- commercial risk, characterized by the impact of changing uses in agriculture (e.g. cattle farming) and construction (e.g. renovation vs. construction) on product ranges;
- reputational risk is becoming an issue in the face of the rise in various forms of activism, whether employee, shareholder, political or militant, since actions, whether well-founded or not, can damage the group's image, which could have an impact on its employer image and ultimately its order book.

Risks related to climate change:

Certain extreme weather events may disrupt or even, in the most severe cases, temporarily interrupt the activities of some of the group's production and logistics sites. In particular, risk coverage would increase our costs, and claims would create a local interruption in production. These events may also expose the group to fragility in its supply chain.

Probability: very high / Impact: significant

By defining a mitigation plan, the group has committed to a structuring and transforming roadmap, whose reduction targets have been validated by the international Science Based Targets initiative.

This low-carbon strategy is based on a 2030 product plan and is monitored at the highest level of the company.

To achieve its objectives, the group is mobilizing major R&D investments to develop 100% electric and hydrogen rough-terrain ranges, with the aim of achieving 43% low-emissions machines sold by 2030.

The group is continuing the in-depth work it has been doing for years to optimize the energy consumption of its thermal machines, with demanding reduction targets.

The circular economy workstreams intended to innovate towards a sustainable business model allow the group to experiment with new offers and models.

Finally, in addition to adapting its offer, the group is also working to reduce its impact across the entire value chain and has set quantitative targets for its purchases of parts and components, upstream transport and distribution, manufacturing, and product use.

In 2023, the Group signed a retrofit agreement with its customer Kiloutou, launched a new electric platform model (16 ATJ +e), and announced that its 100% hydrogen telehandler prototype would go into production in 2026.

As part of the work related to the taxonomy, the group conducted, in addition to the 2022 risks and vulnerabilities analysis, an analysis of easyLi, acquired in 2023, in order to obtain a detailed analysis of its exposure to climate change hazards.

STEERING INDICATORS *(see Chapter 3. Societal and Environmental Responsibility)*

- Portion of low-emission machines sold.
- Portion of R&D investments allocated to the low-carbon transition.
- Scope 1, 2, and 3 CO_2 eq. emissions and monitoring of the low-carbon trajectory validated by SBTi.

CORRUPTION, ANTI-COMPETITIVE PRACTICES AND EXPORT CONTROLS

IDENTIFICATION OF RISK	RISK MANAGEMENT
Manitou Group's international footprint means that it is subject to a large number of laws and regulations, which are continuously evolving. The group has identified its main corruption risks by introducing a mapping exercise every three years. The group conducted an export control audit to identify risks related to non-compliance with export rules and sanctions regimes. Some countries are the subject of specific export controls concerning our export flows or partial or total embargoes; some companies are held by individuals under sanctions. Therefore, Manitou Group must verify the quality of the third party and the destination of the machines and spare parts under penalty of violating the rules imposed by the European Union and/or the United States and/or others. Non-compliance with the laws and regulations regarding anti-corruption or export control could have serious legal and financial consequences for the group and seriously harm its reputation. Probability: high / Impact: major	The group is strongly committed to preventing corruption and anti-competitive practices. It benefits from the strong commitment of its Chief Executive Officer and regular follow-up by the Audit Committee. In 2023, the group updated its Anti-Corruption Code of Conduct. The Compliance Department has developed a training program designed to raise awareness of export controls among the staff concerned through an e-learning module that was put online during the third quarter of 2023 and has already been taken by 43% of the target populations. A communication campaign dedicated to compliance was broadcast on December 9, 2023, on the occasion of International Anti-Corruption Day. 40% of non-conformities identified during the external Sapin 2 assessment audit at the end of 2022 were resolved by 2023. The group's South African subsidiary passed its ISO 37001 certification confirmation audit with no major or minor non-conformities. The action plans defined as part of the internal audit on export controls are managed in project mode, given their cross-functional nature. The creation of an Export Control Officer position has been scheduled for 2024.

STEERING INDICATORS *(see Chapter 3. Societal and Environmental Responsibility)*

- Percentage of employees who have received anti-corruption training and eduction.
- Number of alerts received per year.
- Monitoring of the group’s ISO 37001 certification program.

GEOPOLITICS

IDENTIFICATION OF RISK	RISK MANAGEMENT
The increasing complexity and proliferation of international relations generates risks that can impact both our activities and those of our third parties. For example, the conflict between Russia and Ukraine has disrupted certain players, and the deterioration of relations between China and the United States could compromise the fluidity of our supply chain and the distribution of our products. The group also expects an increase in cyber attacks. The weakening of economies could also encourage states to strengthen their protectionist policies. Probability: unlikely / Impact: major	Manitou Group has conducted a review of the level of control over its exports (62% of the group's revenue in 2022) and is strengthening its regulatory oversight, particularly with respect to sanction regimes, embargoes, and sales of dual-use equipment. A special effort has also been made to strengthen the system for fighting cyber attacks. Manitou Group is delighted that the European Commission will be able to take swift and decisive action in the anti-dumping investigation into imports of aerial work platforms from China by the Commission in November 2023.

CATEGORY 5: RISKS RELATED TO BUSINESS

PURCHASING AND SUPPLY

IDENTIFICATION OF RISK

As an integrator, Manitou Group's purchasing volume represents more than 60% of its revenues. A breakdown in the supply of components for anywhere from a few weeks to several months would result in a strong disruption of the production chain. This situation created machine delivery delays and could cause detrimental cancellations of orders.

A lack of agility or poor quality in certain suppliers with specific knowhow in key activities could have significant consequences on the group's performance.

The volatility of its markets is greater than the industrial system's ability to adapt, creating a risk of disruption due to capacity limits. This also concerns the availability of raw materials and transport.

Five main scenarios that could lead to a shutdown of the production chain have been identified:

- When the sourced components are not delivered in time and the stocks are too low to cover the entire period of the shortage;
- When components/commodities are not available for a long period of time;
- When the supplier encounters a capacity limit.
- When the supplier is insolvent and can no longer acquire the components necessary for its own production;
- When the supplier suddenly breaks off the relationship unilaterally.

RISK MANAGEMENT

Manitou Group is expanding its assessment and ongoing monitoring process of its critical suppliers. It also is developing a long-term delivery planning strategy. Some components are subject to a policy of diversification of their supply sources.

The operational performance of more than 190 suppliers covering 80% of purchases is monitored through a scorecard system. Capacity reviews are regularly conducted.

These actions are reinforced with an improvement in the reliability of the panel of suppliers and contractualization of commercial relationships that cover more than 65% of our activity (as of the end of 2023).

The risk will persist for several years as the direction of the market is bullish. The group is continuing its roll out of a sales forecast reliability system that will improve the planning of the production effort and the supply of components.

As part of its low-carbon trajectory, Manitou Group plans to sell 43% electric machines by 2030. It is already anticipating this transformation, which will have an impact on the sourcing of original equipment parts as well as on its spare parts sales business. The group's low-carbon trajectory has also led it to anticipate the supply of recycled steel and low-carbon steel.

At the organizational level, the Purchasing department was reorganized to improve its resilience to the crisis. The purchasing governance policy has also been improved, with the aim of reducing the risk of dependence on a single supplier in critical areas.

Probability: very high / Impact: major

INDUSTRIAL Footprint

IDENTIFICATION OF RISK

The risk of observing a structural gap between global demand and the group's activity is linked to changes in industrial capacities and supply chains and the anticipation of market needs.

The lack of qualified personnel during a period of strong demand is an obstacle to the ramp-up of the business.

The strong dependence on certain suppliers, and the unreliability of our sales forecasts would have an impact in the medium term on the company's performance.

Ultimately, all of the risks associated with industrial facilities result in customer dissatisfaction and damage to the group's reputation.

RISK MANAGEMENT

In order to adapt its capacity to meet growing global demand, the group pursues a rational policy of transforming its industrial facilities by investing in both the modernization and expansion of its historic sites but also by building new plants and relocating certain activities.

In 2023, the group therefore launched a €60 million expansion project dedicated to mechanical welding at its new Candé site (France), inaugurated an extension to its Madison site (USA) and initiated the acquisition of majority stakes in two Italian companies, Come and Metalwork. These investments were finalized in January 2024.

The Laillé and Ancenis sites continue to benefit from major investments in order to increase their production capacity.

In order to optimize its production capacity, in 2020 the group launched a modular product design strategy to reduce internal diversity and maximize industrial efficiency.

The Products Division has thus improved its capacity performance from an average of 150 machines per day in 2022 to 179 in 2023.

Probability: very high / Impact: significant

GENERAL CONTRACTUAL TERMS

IDENTIFICATION OF RISK	RISK MANAGEMENT
If general sales conditions do not provide for price flexibility to absorb the impact of inflation, the group is exposed to a loss of margin. The volatility of the selling price constitutes an order cancellation risk. The terms and conditions of purchase applicable to all suppliers do not authorize Manitou Group and its subsidiaries to refuse price increases or to cancel orders.	The general sales conditions will be modified again in Q1 2024 in view of the global context, which allows a return to normal with firm prices on receipt of the order. General purchasing conditions were revised in their entirety in 2023 to ensure harmonized procurement rules within the group, with greater flexibility.

Probability: possible / Impact: average

CATEGORY 6: RISKS RELATED TO MARKET CHANGES

SALES PRICES

IDENTIFICATION OF RISK	RISK MANAGEMENT
The margin level on sales of machines priced before the inflationary surge has been significantly impacted. The group therefore runs the risk of a disconnect between the price offered and the actual cost of the machine. Imports into Europe of platforms from China at prices abnormally lower than those charged by Manitou Group represent a medium-term risk for this segment if the regulator does not intervene.	A policy of price adjustment on existing orders has been implemented. Final prices are now communicated to customers 175 days before the delivery date. Customer-by-customer monitoring of margins at the time of machine manufacture has been put in place. Monitoring of market prices and stock levels has been stepped up. Manitou Group welcomes the opening of an anti-dumping investigation into China's anti-competitive practices by the European Commission.

Probability: high / Impact: significant

ADAPTATION TO MARKET CHANGES

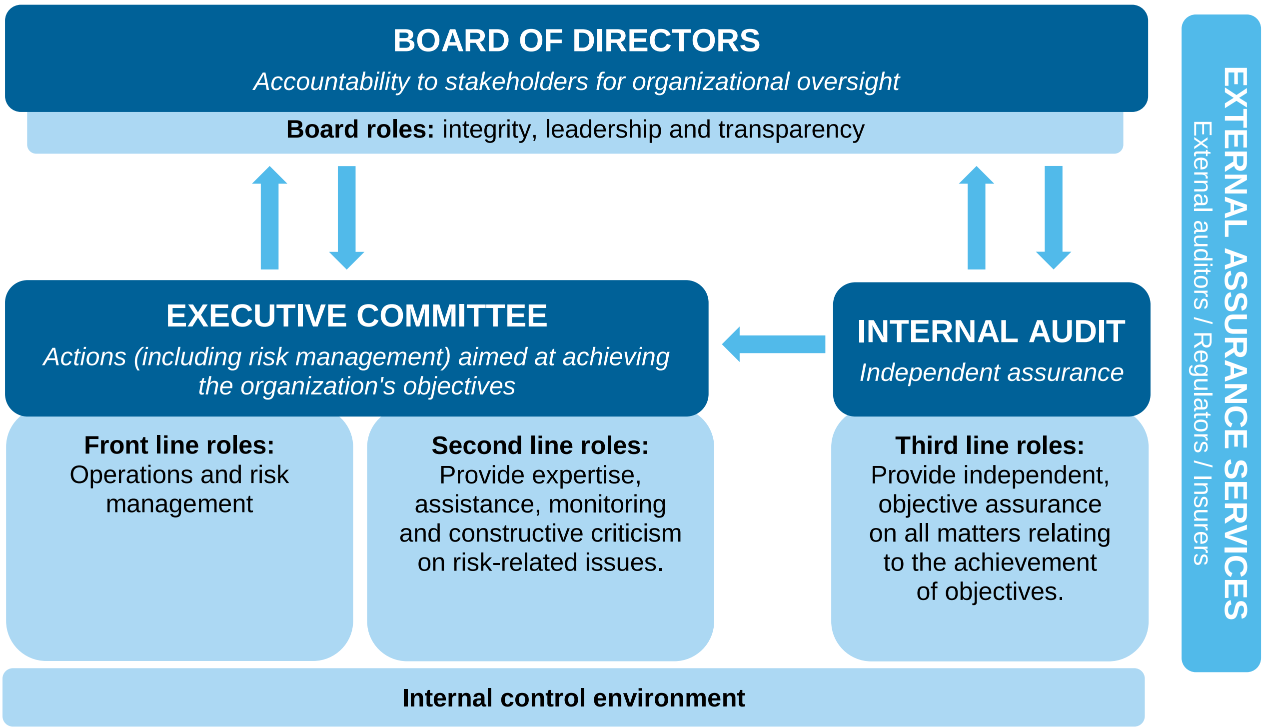
IDENTIFICATION OF RISK	RISK MANAGEMENT
Manitou Group operates on competitive and cyclical markets in which the main players are aggressive both in terms of prices and contractual conditions. Its Chinese competitors have made enormous progress, particularly in the scissor lift and telehandler ranges. A new Chinese rotary machine (MRT) will also be introduced in 2022. Also concerned by the energy transition, China is well positioned for the production of electrical equipment thanks to its expertise and its battery production capacity. The market is stabilizing after three years of euphoria, but a lot of orders have been anticipated by certain market players who wish to protect themselves against the extension of delivery times and increases in the price of machinery. The low-carbon orientation of the economy and the energy crisis could lead users of the group's machines to change their usage in favor of smaller machines that consume less energy and result in an increased appetite for rental or shared fleets, which would require us to adapt our offer.	In order to cope with the cyclicality of its markets, the group's commercial development strategy includes geographical diversification and sector diversification: in the sectors of construction, agriculture, and industry. The group's strategy is to strengthen its service activities, which by nature are more resilient than the sale of machinery, but also a weak point for Chinese competition. The sales performance of the S&S division in 2023 reinforces this strategy. Manitou Group is securing its dealer network and increasing the number of new electric machines on the market. It has also initiated an ambitious program of hydrogen-powered machines and in 2022 presented the first innovative prototype of a telehandler powered by green hydrogen, which will be marketed some time before 2026. The group is constantly strengthening its tools, processes, and economic intelligence systems to improve its responsiveness to changes in the market.

Probability: high / Impact: major

4.4. CONTROL ENVIRONMENT

Risk management is organized based on three lines of control, as presented below.

MODEL OF THE THREE LINES OF RISK MANAGEMENT OF MANITOU GROUP



Breakdown of the IIA's 3 lines of defense management model.

4.4.1. THE FIRST RISK CONTROL LINE

The first line of control is entrusted to operational management, which ensures that the internal control procedures defined by the group are effectively implemented within the scope for which the members of operational management are responsible. They are also responsible for implementing compensatory measures for identified risks.

The senior management of each of the group's legal entities is responsible for maintaining the permanent internal control system within its scope. To this end, each group entity fills in and updates, on the basis of self-assessment, the internal control questionnaire defined by the internal control department reporting to Group Finance. This questionnaire was revised in 2021.

The Internal Control department defines the questionnaire and leads the annual self-assessment campaign. It participates in the process of validating internal procedures defined by the Group General Secretariat and helps to disseminate them. The Internal Control department monitors action plans drawn up following assignments carried out by the Internal Audit department and reports to the Audit Committee.

As with any control system, this alone cannot guarantee total operational efficiency. Its main objective is to identify strategic and operational risks and deploy the ad hoc action plan in order to ensure that those risks are managed.

4.4.2. THE SECOND RISK CONTROL LINE

KEY INTERNAL CONTROL PROCESSES

The Chief Executive Officer meets weekly with the Executive Committee, the composition of which is described in the management report. The members of the Executive Committee are surrounded by a Management Committee comprised of the functions within their remit. The activities and achievement of objectives by each division and each sales region are reviewed quarterly. The support functions of the Corporate Secretary and Human Resources are reviewed biannually. In addition, the group uses a decisions and responsibilities delegation manual that is aligned with the organization of the group and is applicable to all of Manitou Group's companies concerning the following areas: legal and regulatory obligations (including concerning health & safety and environmental compliance), financial operations (including off-balance sheet commitments), budget processes, commercial operations, purchasing, fixed-asset management, and human resources.

PRODUCTION OF FINANCIAL INFORMATION

The responsibility for drafting the group's corporate and consolidated financial statements lies with the Finance Department. The budget and monthly reporting procedure is an essential tool for Manitou Group in the coordination of its operations. This is a structured and structuring process designed to organize the sharing of information and strategic objectives within the group. The internal and external dissemination of relevant, reliable, and timely information makes it possible for each person to discharge their responsibilities. For the annual closure and interim financial reporting, the consolidation packages are prepared by the subsidiaries in accordance with the financial manual of the group and are submitted to the Consolidation Department of the parent company. The Finance Department is responsible for the internal control procedures related to the preparation and processing of financial information.

PRODUCTION OF FINANCIAL STATEMENTS

The group's consolidated financial statements are drawn up on the balance-sheet date in accordance with IFRS (International Financial Reporting Standards) rules, published by the IASB (International Accounting Standards Board) and adopted by the European Union. The financial statements of Manitou BF are drafted in accordance with the French rules.

For the year ending December 31, 2023, the financial statements of the parent company and the group were prepared by the Accounting Department. They are validated by the group's Finance Department, Governance and Transformation Director, and the Chief Executive Officer prior to approval by the Board of Directors, after review by the Audit Committee.

The consolidated financial statements for the group are drawn up by the Accounts Department. This department is responsible, inter alia, for updating the procedures for consolidation, training, and integration of the subsidiaries into the scope of consolidation, data processing, as well as the use, maintenance, and development of the consolidation tool and of the financial data system.

Each subsidiary communicates its accounts to the Accounts Department based on a timetable set by the group. The Accounts Department reviews the accounts of the group as a whole and makes the adjustments necessary to draw up consolidated accounts. These accounts are circulated every month to the executive management. A manual sets out the group standards that apply to the accounts and their presentation. This manual is added to each year and is made available to all the group entities. Closure instructions are also communicated monthly to all subsidiaries.

Manitou Group prepares its consolidated financial statements using a unique consolidation tool structured based on a unique accounting plan for all companies of the group

AUDITING OF THE FINANCIAL STATEMENTS

The interim and annual financial statements are audited by the college of Statutory Auditors, which applies the standards of the profession. For foreign subsidiaries, which are audited in each country, the financial statements and observations of the local auditors were provided to the group's Statutory Auditors and were reviewed with the Finance Department. The Statutory Auditors presented a summary of their work to the Audit Committee on February 29, 2024. The Board of Directors met on March 6, 2024 to close Manitou Group's corporate and consolidated financial statements ending December 31, 2023. Working meetings and summary meetings are regularly held between the Statutory Auditors and the group's Finance Department as part of a continuous exchange process. The Audit Committee is present at all essential steps to validate the financial information.

COMPLIANCE DEPARTMENT

The risks and compliance functions are under the responsibility of the Vice President of Compliance, Audit, and Risk.

The compliance function organizes and deploys the processes, awareness raising efforts, and training on compliance subjects. Its approach is based on a map (renewed in 2021) specifically prepared for corruption risks, the group's anti-corruption code of conduct, the United Nations pact, as well as the pillars of the Sapin II law. Manitou Group is also attentive to its compliance with anti-corruption laws and regulations wherever it operates.

In addition to the obligations relating to the Sapin II law, the group initiated a multi-year ISO 37001 (Anti-bribery management systems) certification campaign for certain subsidiaries and in 2021 obtained and every year since has renewed the certification for its South African subsidiary, Manitou South Africa (MSA). The Italian and Belgian subsidiaries were included in this certification process at the end of 2022, and the certification of the Belgian subsidiary is expected in 2024.

An external audit of the Sapin system was carried out at the end of 2022 and revealed a major non-conformity, for which the action plan shows a progress rate of 75% at the end of 2023. 40% of action plans relating to minor non-conformities have been delivered in full. The remaining 60% will be completed by 2024.

FINANCE DEPARTMENT

The finance function controls activities, transactions, and projects in order to optimize the group's profitability and cash flow, while providing reliable information to internal and external stakeholders. The finance function defines the group's principles and financial policy regarding control, offers and projects, financing, cash flow, internal control, accounting, taxes, and management control.

LEGAL DEPARTMENT

The Legal Department is tasked with defending the group's interests and anticipating and managing the legal risks associated with Manitou Group's activities and projects. It is also responsible for the group's corporate governance. It defines the group's legal strategy, provides legal advice to operational staff on a cross-functional basis, handles major disputes with third parties and supervises the insurance policy.

The group’s Legal Director is a member of the Ethics Committee.

QUALITY, HEALTH & SAFETY, AND ENVIRONMENT DEPARTMENT

The mission of the Health & Safety and Environment function is to monitor and reduce:

- risks relating to the quality of the products, parts, and components both in their design or qualification phase and production phase and analysis of malfunctions once on the market. The Quality Department works closely with the after the sales services, production, and development departments. She interacts with purchasing to ensure that quality requirements are taken into account in the supplier selection process and to manage the resolution of anomalies relating to purchased parts or components;
- risks relating to the safety of employees and persons working at the group's sites. It oversees and implements risk audit programs as well as the action plans needed to eliminate or reduce these risks. Enhanced initiatives have been undertaken since 2019 to increase security at all of The group's sites: action on training and integration of temporary staff, optimization of steering and continuous improvement by ISO 45001 certification for France, digitization of the single document for greater efficiency. The security services also work to protect the group's property and equipment;
- environmental risks by defining action plans designed to ensure compliance with environmental obligations, prevent environmental risks such as the risks of pollution, manage waste, and reduce the environmental impact of the group's activities.

4.4.3. THE THIRD RISK CONTROL LINE

INTERNAL AUDIT DEPARTMENT

The main function of the Internal Audit department is to advise the Chief Transformation & Governance Officer and the Audit Committee on the management of risks to the achievement of the group's objectives within the framework of its five-year plan.

The Internal Audit Department's mode of operation is defined by the Internal Audit Charter, which is signed by the Managing Director, the Chief Transformation & Governance Officer and the Chairman of the Audit Committee.

- The Vice-President of Audit, Risks and Compliance reports to Manitou Group's Chief Transformation & Governance Officer and to the Chairman of the Audit Committee (an independent director), to guarantee his independence.
- The Vice President of Audit, Risk, and Compliance is a member of the Ethics Committee.

The role of the Internal Audit department is to propose the annual internal audit plan to the Audit Committee, which is then responsible for approving it.

The annual Internal Audit plan includes a proportion of rotational site audits, cross-functional assignments based on exposure to risks reported in the general risk map, and follow-up assignments for critical points identified in previous assignments.

Other Internal Audit assignments are dedicated to investigating cases reported to the alert system.

Each internal audit assignment is the subject of a detailed report including the findings and remedial actions adopted by the auditees. This detailed report is circulated to the auditees and their line managers up to Executive Committee level. A summary report on each assignment is distributed to the Chief Executive Officer, the Chairman of the Board of Directors, the Chairman of the Audit Committee and its members. These reports form the basis for the Audit Committee's review of the effectiveness of Internal Audit's work.

The Internal Audit department also shares its assignment reports with the Statutory Auditors.

4.5. INSURANCE

GROUP'S GENERAL INSURANCE POLICY

Manitou Group has a group insurance program, which is backed up by policies taken out locally when necessary. This allows the parent company to coordinate the management of its insurance policies in order to optimize total premiums and improve coverage.

The group’s insurance policies cover the following risks, in particular:

- civil liability;
- civil liability of the corporate officers;
- environmental impact liability;
- property damage and operating loss;
- cyber damages;
- transport & vehicle fleet.

Our international operating and product liability insurance policy is underwritten by leading insurance companies who have been partners in our business for many years. Under this insurance program, the group's subsidiaries take out a local "integrated" policy, which is reinsured by a "master" policy.

The “master” civil liability insurance policy covers all of its subsidiaries (with some exceptions due to certain country-specific regulatory constraints, more favorable conditions offered by the local market or specific business). If there is no local policy or in case of a non-integrated local policy, the coverage is provided in DIC and/or DIL (“Difference in Conditions” / “Difference in Limit”) mode.

To manage its group insurance program, an Insurance Committee has been in place since 2023, enabling Manitou Group's stakeholders to find out about insurance conditions, monitor covered claims and define a long-term insurance strategy. The Committee meets at least once a quarter to assess risks, their occurrence, the group's loss experience and the coverage provided by the group's insurance program.

5. REPORT ON CORPORATE GOVERNANCE

This chapter constitutes the main part of the report on the corporate governance of the Board of Directors referred to in Article L. 225-37 of the French Commercial Code. This chapter presents the functioning and composition of the Board of Directors, its committees and management bodies, the compensation of the administrative and management bodies as well as the special procedures for shareholders to participate in the General Meeting. Information regarding elements that are likely to be influential in case of a public offering are presented in chapter 6.3 of this universal registration document.

In accordance with the provisions of Article L. 225-37 of the French Commercial Code, the Board of Directors has drafted this report on corporate governance and attached it to the management report. The "Compensation" portion of the corporate governance report was drafted by the Compensation Committee and reviewed by the Audit Committee. The report was submitted to the Statutory Auditors and was approved by the Boards of Directors on March 6, 2024.

5.1. GOVERNANCE

5.1.1. REFERENCE TO A CORPORATE GOVERNANCE CODE

The company refers to the Corporate Governance Code for midcaps, "MiddleNext." This Code can be found on online at www.middlenext.com.

In addition, the Board of Directors regularly reviews the items presented under the heading "Points to be watched," which are the key provisions of the Code.

In accordance with Article L. 22-10-10, 4° of the French Commercial Code and the MiddleNext Code, the table below sets out the recommendation of the MiddleNext Code that was not adopted by the Company, along with the reasons for this departure.

Part number	Code recommendation	Explanations
R11	Board members' terms of office	To ensure the stability of Manitou Group's governance, and on the proposal of the Board of Directors, the Annual General Meeting of May 25, 2023 decided to renew all the directors' terms of office for another four years, in order to pursue a long-term policy and support Manitou Group with the expertise acquired by the members of the Board of Directors.

5.1.2. CHOICE OF GOVERNANCE METHOD AND CHANGES IN GOVERNANCE

CHOICE OF GOVERNANCE METHOD

The governance method of the company has involved a disassociation of functions between a non-executive Chairman of the Board of Directors and a Chief Executive Officer, the only executive corporate officer.

The role of the Chair of the Board consists of organizing and directing the Board's work, regarding which she reports to the General Meeting. She ensures that the corporate bodies that she chairs are functioning properly and in particular that the board members are capable of fulfilling their duties. The Chair is kept regularly informed by the Chief Executive Officer of significant events in the life of the group and may request any document or information that may be needed by the Board and its committees. She is responsible, with the possible support of the Compensation Committee, for conducting the recruitment process for the Chief Executive Officer. She may interview the Statutory Auditors for the purpose of preparing the work of the Board of Directors and the Audit Committee.

She is responsible for the prevention and management of conflicts of interest (if such conflicts exist, the Chair of the Board must ensure that the persons concerned have either abstained or left the room to avoid any influence on the decision-making process).

The Chief Executive Officer manages the company and represents it vis-à-vis third parties. The Chief Executive Officer is responsible for implementation of the group strategy, the medium-term objectives of which are set out in the strategic plan approved by the Board of Directors. The Chief Executive Officer proposes an annual budget, established on the basis of the strategic plan for the coming financial year.

CHANGES IN GOVERNANCE

During the past fiscal year, the following changes were made in the composition of the administrative and management bodies and their committees:

Members concerned	Type
Jacqueline Himsworth (Chairman of the Board of Directors) (Chairman of the Board of Directors)	Renewal as Director by decision of the Annual General Meeting of May 25, 2023 Reappointment as Chair of the Board of Directors by decision of the Board of Directors of May 25, 2023
Christopher Himsworth (director)	Renewal as director by decision of the Annual General Meeting of May 25, 2023
Dominique Himsworth (director)	Renewal as director by decision of the Annual General Meeting of May 25, 2023 Appointment as an alternate member of the Audit Committee by decision of the Board of Directors of January 26, 2023
Émilie Braud (director)	Renewal as Director by decision of the Annual General Meeting of May 25, 2023 End of his duties as a member of the Audit Committee as of January 26, 2023
Marcel-Claude Braud (director)	Renewal as director by decision of the Annual General Meeting of May 25, 2023 Appointment as an alternate member of the Audit Committee by decision of the Board of Directors of January 26, 2023 Appointment as a member of the Audit Committee by decision of the Board of Directors of May 25, 2023
Sébastien Braud (director)	Renewal as director by decision of the Annual General Meeting of May 25, 2023 Appointment as a member of the Audit Committee by decision of the Board of Directors of January 26, 2023 End of his duties as a member of the Audit Committee as of May 25, 2023 End of his duties as a member of the CSR Committee as of May 25, 2023
Cécile Helme-Guizon (director)	Renewal as Director by decision of the Annual General Meeting of May 25, 2023
Alexandra Matzneff (director)	Renewal as Director by decision of the Annual General Meeting of May 25, 2023
Dominique Bamas (director)	Renewal as director by decision of the Annual General Meeting of May 25, 2023
Pierre-Henri Ricaud (director)	Renewal as director by decision of the Annual General Meeting of May 25, 2023
Michel Trotter (director representing employees)	Renewal as Director representing employees on August 25, 2023
Mickaël Neveu (director representing employees)	On August 25, 2023, he was elected as director representing the employees
Pascal Raoult (director representing employees)	End of term of office, August 25, 2023

In addition, the following changes were made in the composition of the Executive Committee after the end of the period: Céline Brard took up the new role of Chief Financial Officer on January 29, 2024, and Hervé Rochet, formerly Corporate Secretary, took up the new role of Chief Transformation & Governance Officer on January 29, 2024.

5.1.3. INFORMATION ON THE COMPOSITION, OPERATIONS, AND POWERS OF THE BOARD OF DIRECTORS

OPERATION OF THE BOARD OF DIRECTORS AND ORGANIZATION OF MEETINGS OF THE BOARD AND ITS SPECIALIZED COMMITTEES

THE BOARD OF DIRECTORS

An internal regulation defines the Board of Directors' organization and operation. In particular, it specifies the role and operational procedures of the Board of Directors and its specialized committees, established in accordance with the legal and statutory provisions and the provisions of the Articles of Association and the recommendations of the MiddleNext Code. In this regard, it includes a board member's charter, which sets out the rights and obligations of the company's board members to ensure good corporate governance. These principles are based on the duties of due diligence, independence, transparency, and confidentiality.

During 2023, the members of the Board of Directors met 12 times. The Board of Directors also met for a special one-and-a-half-day seminar to discuss progress on the group's CSR roadmap, feedback from CSR training for directors, the first presentation of the group's BP 2024-2028 and M&A projects. During these meetings, the following topics were addressed.

- In the area of corporate governance: progress report on the three-year training plan for directors, feedback on directors' proposals arising from training sessions held in 2022 (governance and business topics), training meetings (governance of a family-owned company, side-by-side and R&D), appointment of members to the various committees (strategic, audit, compensation, development and CSR), acknowledgment of the appointment of an employee director, discussion of gender diversity on the Executive Committee, annual procedure for disclosing and monitoring conflicts of interest, examination of the independence of Board members, review of board meetings held without the presence of executive officers, annual review of regulated agreements and validation of the results of the assessment of current agreements entered into under normal conditions, authorization of sureties, endorsements and guarantees, feedback on the Board's self-evaluation exercise and annual review of areas for improvement, review of the negative votes cast at the last Annual General Meeting, adoption of the corporate governance report including Say on Pay, review of the composition of the management bodies of group subsidiaries, and proposed changes to the legal structures of certain group subsidiaries.
- Strategic orientations: feedback from strategic committees, presentation of external growth projects, proposed acquisition of the Gierre building, progress report on the acquisition of Come and Metalwork, financial impact of the proposed acquisition of Come and Metalwork on the group according to the scenarios, industrial and R&D projects, the directors' thoughts on the group's orientations to be incorporated in the Business Plan 2026-2030, feedback on the project launched by the GAC - Group Acceleration Committee (Executive Committee + 14 people) on the preparation of the future BP 2026-2030, first and second presentation of the Business Plan 2024-2028, financing of Manitou Equipment India, financing of the Gierre building, and presentation of the risk mapping.
- In the area of control and management: matters relating to the approval of the financial statements, feedback from the Audit Committee on items other than the 1st half-year close, presentations of the 2023 reforecast, analysis of margins, group financing: approval of the €200m incremental facility, presentation and approval of the 2024 budget, authorizations to be given by the Board for the implementation of the liquidity contract approved by the Annual General Meeting, report by the Chief Executive Officer on operations carried out under the share buyback plan, request for waiver of mortgage on Manitou Asia's building, determination of the amount of dividend to be proposed to the Annual General Meeting of May 25, 2023, update on the dispute with JCB.
- In the area of compensation: feedback from the Compensation Committee on the compensation of corporate officers (Chairman, Chief Executive Officer, Directors), implementation of the policy aimed at achieving gender balance and equity at each level of the company's hierarchy.
- In the CSR area: presentation of progress on the CSR roadmap, review of roadmap policies and programs, review of regulatory obligations, developments and best practices, review of stakeholder requirements, governance (policy, organization, training, tools), sector benchmark.

Meetings of the Board are held, when convened by the Chairman, at the head office or, on an exceptional basis and for a portion of the members, over a secure telephone or videoconference link.

Each member of the Board of Directors, and all members of the convened SEC, received, in advance of the meetings, all the documents and information required by law that they need to accomplish their tasks.

Minutes of board meetings are systematically drafted and submitted to each member for approval.

The statutory auditors were convened to Board meetings concerning the closure of the interim and annual financial statements, in accordance with Article L.821-65 of the French Commercial Code.

The average attendance rate at Board of Directors' meetings was 98.6% for 2023.

Directors receive compensation in accordance with the compensation policy approved by the General Meeting and as detailed in section 5.2.1.3. "Board member compensation policy" and 5.2.2. "Compensation and benefits awarded to corporate officers for 2023 (global ex-post vote)" in this chapter.

BOARD SECRETARY

Hervé Rochet, Corporate Secretary, acted as Secretary to the Board.

SPECIALIST COMMITTEES

The Board of Directors has set up five specialist committees responsible for investigating matters falling within their remit and for submitting advice and recommendations to the Board. The chairmanship of the CSR, Compensation, and Audit Committees was entrusted to independent directors in accordance with recommendation R7 of the MiddleNext Code. As Manitou Group is a family group controlled by the Braud and Himsworth families, the chairmanship of the Strategic and Development Committees (the latter being composed exclusively of family members) has also been entrusted to Jacqueline Himsworth, who is the Chairman of the Board of Directors and a member of one of the two shareholder families. Her training and professional experience qualify her to perform this role.

The work of the CSR, Strategic, Audit, and Compensation Committees is systematically reported to the Board of Directors verbally and in writing.

THE CSR COMMITTEE

The main duties of the CSR Committee are as follows:

- review of the group's CSR strategy, goals, and commitments in terms of environmental and societal responsibility with regard to the issues specific to its business and its objectives;
- assessment of risks and opportunities in terms of environmental and societal performance, taking into account their impact in terms of performance and resilience;
- annual review of the mapping of the associated CSR risks and their evolution;
- review of environmental and societal issues when making strategic decisions at the Board's ad hoc request;
- review of the group's policies, standards and charters, which must guide the behavior of the group's managers and employees in terms of ethics and environmental and societal responsibility. monitoring their implementation;
- review of CSR policies governing relations with the various stakeholders (customers, dealers, suppliers, etc.) ;
- review of the solidarity programs;
- monitoring of reporting systems and non-financial information;
- review of the annual extra-financial performance report;
- review of any extra-financial ratings carried out on the group by rating agencies and extra-financial analysts.

The Committee met four times in 2023. The average attendance rate at the meetings of the CSR Committee was 100% for 2023.

Its main work during the year consisted of reviewing progress on the following topics:

- Regulatory and governance issues: extra-financial performance declaration, ITO verification work with regulatory review, CSRD roadmap and double materiality analysis, sector benchmark integrating CSRD and TCFD publications, CSR Committee feedback since its launch in 2021, CSR culture and training;
- Financial and non-financial communication: non-financial ratings, investor requirements for non-financial commitments, activism (say on climate);
- Social, societal and environmental issues: circular economy strategy, low-carbon strategy, solidarity programs and commitments in terms of societal responsibility (local roots), CSR policies relating to relations with the various stakeholders;
- For machines and production: customer and user safety, customer requirements, ISO 9001, 14001, 50001, and 45000 standards, and review of QHSE policy.

THE STRATEGIC COMMITTEE

Its main responsibilities are to assist the Board in the development of the strategy and verify that the Chief Executive Officer's actions are consistent with this strategy: by assessing the company's environment and its positioning, analyzing medium and long-term development opportunities, and assessing the strategic plan proposals made by the Chief Executive Officer. In this respect, it prepares the Board's work on topics such as the strategic plan, any major investment (particularly for external growth) or divestment (particularly for business cessation), any diversification project or a change in the business portfolio, and any draft strategic agreement, alliance, technological cooperation, or industrial partnership.

The work of the Strategic Committee over the course of 2023 is not made public for confidentiality reasons.

The Committee met four times in 2023. The average attendance rate at the meetings of the Strategic Committee was 100% for 2023.

THE AUDIT COMMITTEE

The primary responsibilities of the Audit Committee are to verify the accuracy and sincerity of the financial statements and the financial and non-financial reporting, the quality of the internal control and risk management procedures, independently of the Statutory Auditors, and the group's respect for its compliance obligations.

For this purpose, its duties include:

- monitoring the financial reporting process and, as applicable, formulating recommendations to ensure its integrity;
- reviewing the draft corporate and consolidated financial statements, both annual and intermediary, before the Board receives them as well as the annual management report;
- verifying the method and scope of consolidation, particularly in the event of changes in the consolidation method;
- ensuring the relevance and consistency of accounting principles and rules;
- familiarizing themselves with the comments of the Statutory Auditors as well as the main proposed adjustments following their work;
- examining any disagreements between the Chief Executive Officer and the Statutory Auditors and issuing arbitration proposals to the Board;
- regularly reviewing the group's financial situation, its cash position, and its significant commitments (particularly off-balance sheet commitments);
- learning about the financial strategy and the conditions of the group's main financial transactions;
- checking the efficacy of internal control and risk management systems and, where appropriate, the internal audit process in terms of the procedures for drawing up and processing accounting and financial information, without this interfering with its independence;
- reviewing all of the group's risk maps to ensure consistent and exhaustive consolidation and monitor regulatory aspects;
- entrusting to internal audit any task deemed necessary;
- discussing with the Chief Executive Officer and the Head of Internal Audit the methods and operating procedures of the group's internal audit. The Audit Committee ensures that there is no restriction in the scope of the internal audit. It is also informed of decisions to appoint or replace the Head of Internal Audit. It ensures the qualitative and quantitative adequacy of the resources allocated for its operation and the independence of the internal audit;
- reviewing the group's policies, guidelines and charters in terms of ethics. monitoring their implementation;
- having regular contact with the group’s Head of Internal Audit;

- reviewing the chapters of the management report on the group's exposure to risks and the associated control methods (procedures, hedging tools in the case of financial risks, etc.);
- being informed by the Chief Executive Officer of any complaint or information revealing criticism of accounting documents or internal control procedures and of the actions taken to remedy them;
- being notified by the Chairman of the Board or the Statutory Auditors of any event exposing the group to a significant risk;
- reviewing with the internal audit manager the identification of risks, their analysis, and their evolution over time as well as actions taken. Approving the annual audit plan. Taking note of the main conclusions and recommendations of each audit mission and the implementation of the action plans;
- issuing a recommendation on the Statutory Auditors whose appointment or reappointment is proposed to the Annual General Meeting;
- managing the selection procedure for the company, and examining all matters relating to their appointment, dismissal or renewal;
- monitoring the performance of the Statutory Auditors' assignment;
- ensuring compliance by the Statutory Auditors with the criteria for independence in accordance with the terms and conditions imposed by the regulations;
- pre-approving the provision of services other than certification of the accounts in accordance with the applicable regulations;
- reviewing with the Statutory Auditors their audit plans, their conclusions, and the recommendations resulting from this work;
- reviewing the fees paid to the company's Statutory Auditors and those of its subsidiaries every year and ensuring that these amounts are not likely to interfere with their duty of independence;
- regularly reporting to the Board on the performance of its tasks. It also reports on the findings of the certification of accounts process, on the way in which this process contributes to the integrity of the financial information, and on the role that it plays in this process. It informs the Board immediately of any difficulty encountered.

The Audit Committee met ten times in 2023. The average attendance rate at the meetings of the Audit Committee was 92.5% for 2023.

In 2023, the Audit Committee met in the presence of the Statutory Auditors before the closing of the annual and interim financial statements as well as for the internal control review.

It verified that the Statutory Auditors had indeed submitted their report to the Audit Committee before issuing their final report.

The Audit Committee received due confirmation that the Statutory Auditors, as well as their partners, senior managers, and managers taking part in the audit, respected the rules of independence.

It also obtained confirmation from the Finance Department that it has submitted to it all requests for SACCs.

The Audit Committee questioned the Statutory Auditors regarding a potential inspection of the H2A and took note of the conclusions issued by the regulator following the control.

Regarding internal control and risk management, the Audit Committee reviewed the key points of the audit with the Statutory Auditors, in particular areas for improvement of the internal control system. It also took note of all of summary internal audit reports and the internal control tools and procedures put in place and presented by the Vice President of Audit, Risks & Compliance. It validated the internal audit plan for the following year.

During its meetings, the Audit Committee regularly met with the Corporate Secretary - CFO, the Finance Director, the Group Accounting Director, the Legal Director, the CSR Director, the Vice President of Audit, Risks & Compliance, the Director of Finance and Treasury, the Chief Information Security Officer (CISO), as well as the Vice President of Corporate Development Strategy - Mergers & Acquisitions, primarily regarding finance, taxonomy, risks or compliance, and cybersecurity topics.

In 2023, the Audit Committee dealt in particular with issues relating to:

- the Audit Committee's operations: preparation of the Committee's annual work plan;
- internal control: monitoring of the project to secure the group's export activities, updates on changes in the conditions under which we operate in the CIS region, internal control roadmap, etc;
- presentation of financial statements, financial results and other financial issues: presentation of accounting changes for the 2023 closing, review of cash flow forecasts, review of Manitou Centers' profitability, landing 2023 and budget 2024, BP 2024-2028, implementation of 3 new BPI contracts for a total of €15 million, group financing, review of transfer pricing, update on the JCB litigation, extension of the RCF and in particular the review of the universal registration document, CSR chapters, taxonomy review;
- cybersecurity: cyber roadmap 2023;
- external growth: progress reports and presentation of M&A project valuations, post-merger integration review of acquisitions;
- audit and compliance: whistleblowers (whistleblowing system, guidelines, training and roadmap), update on anti-corruption regulations and review of a Sapin 2 audit, progress on the corruption risk mapping action plan and modification of the ISO 37001 deployment program, risk mapping and review of the associated action plan, review of audit assignments and review of the annual audit plan, presentation of internal audits on ERP implementation in Italy;
- CSR topics: review of CSR roadmap KPIs, CSRD progress update, sharing of value creation, etc;
- legal points: GDPR, balance of powers in the subsidiaries' boards.

THE COMPENSATION COMMITTEE

The main responsibilities of the Compensation Committee are to submit proposals or recommendations to the Board relating to the appointment of members of the Executive Committee and, at the request of the Chair, assist her in the process of recruiting a Chief Executive Officer.

It also prepares the work of the Board relating to the compensation of:

- the directors, by making proposals on the distribution of the total amount allocated to Board members in remuneration for their terms of office in accordance with the criteria of the internal regulations, in respect of participation in governance bodies (Board meetings, committees and seminars), special work, and participation in company events. It issues recommendations on any compensation allocated to directors who have received certain ad hoc assignments (in accordance with Article L. 225-46 of the French Commercial Code). The award of such exceptional compensation constitutes an agreement between the company and one of the directors; it must therefore be subject to the procedure applicable to regulated agreements;
- the Chief Executive Officer, by submitting proposals or recommendations to the Board so that the Board can determine the components of his compensation and in particular the allocation of any free shares, stock options, or other financial instruments giving access to the company's capital, based on quantitative and qualitative criteria presented to the shareholders in the Corporate Governance Report.

More broadly, the Committee is informed on an annual basis and deliberates on the company's policies relating to employment and working conditions in the following areas: employee health and safety, compensation in effect within the group for the various employee populations, professional equality and non-discrimination, equal opportunities and inclusion, talent management and job development, continuous training, and the staff review procedure. It is informed of and gives an opinion on the succession plan relating to the executive officers and the group's key positions.

During the year 2023, the Compensation Committee dealt in particular with items relating to:

- compensation: compensation of the Chairman, Directors and Chief Executive Officer, regulated agreement concerning the Chief Executive Officer, report on equal opportunities and equal pay;
- operation of the Compensation Committee: annual work plan of the Compensation Committee, scope of the Compensation Committee (recruitment of the Chief Financial Officer);
- human resources issues: 2022 report on quality of life at work and 2023 outlook, 2022 report on skills development and 2023 priorities, diversity policy on the Board of Directors, gender diversity on the Executive Committee, review of talents and organizations, roll-out program for the new metallurgy agreement, review of the EOS (Employee Opinion Survey), review of the group's safety roadmap.

The Compensation Committee met 6 times during the course of 2023. The average attendance rate of the meetings of the Compensation Committee was 95.8% for 2023.

THE DEVELOPMENT COMMITTEE

The primary mission of the Development Committee is to discuss and analyze projects that may have a significant impact on the group's shareholding.

The Development Committee is made up of the board members who are members of the shareholder families. It meets when necessary and can, if it wishes, invite the Chief Executive Officer and members internal or external to the company to attend.

The Development Committee met twice during 2023. The average attendance rate at the meetings of the Development Committee was 100% for 2023. It should be noted that attendance at the meetings of this Committee does not entitle members to compensation.

PARTICIPATION IN WORK AND MEETINGS OF THE BOARD OF DIRECTORS AND SPECIALIST COMMITTEES

The Board met without the Chief Executive Officer's presence as part of the deliberations and votes relating to his remuneration. Development Committee meetings are held without the presence of the Chief Executive Officer. Audit Committee meetings are usually held without the presence of the Chief Executive Officer. Strategic Committee meetings are held in the presence of the Chief Executive Officer. Meetings of the CSR and Compensation Committees are generally held in the presence of the Chief Executive Officer.

The directors' actual participation in the work and meetings of the Board of Directors and Specialist Committees during the past fiscal year is as follows:

Directors	Effective participation in the work and meetings of the Board	Effective participation in the work and meetings of specialist committees
Jacqueline Himsworth	100%	100%
Dominique Bamas	100%	100%
Émilie Braud	100%	85.7%
Marcel-Claude Braud	100%	100%
Sébastien Braud	91.7%	86.7%
Cécile Helme-Guizon	100%	100%
Christopher Himsworth	100%	95.5%
Dominique Himsworth	100%	100%
Alexandra Matzneff	100%	100%
Pierre-Henri Ricaud	100%	100%
Michel Trotter	100%	N/A
Pascal Raoult(1)	88.9%	N/A
Mickaël Neveu (2)	100%	N/A

(1) Director representing employees from until August 25, 2023
(2) Director representing employees since August 25, 2023

COMPOSITION OF THE BOARD OF DIRECTORS AND SPECIALIST COMMITTEES

COMPOSITION OF THE BOARD

The company is managed by a Board of Directors made up of 12 members (including two directors representing employees).

The Board of Directors appoints a Chairman of the Board of Directors from amongst its members, who must be an individual. Jacqueline Himsworth was elected Chairman of the Board of Directors following the General Meeting of May 25, 2023 for the duration of her term of office as director.

INDEPENDENCE OF BOARD MEMBERS

The independence of the board members is assessed in accordance with the criteria of the MiddleNext Governance Code. The directors' independence was evaluated based on recommendation R3 of this code and is primarily characterized by an absence of any significant financial, contractual, or familial relationship likely to affect the independence of their judgment.

The criteria used to assume the independence of the members of the Board are as follows:

- not have been, over the last five years, and not be an employee or an officer of the company or of a company in the group (criterion no. 1 in the table below);
- not have been, over the last two years, and not be in a significant business relationship with the company or its group (customer, supplier, competitor, service provider, creditor, banker, etc.) (criterion no. 2 in the table below);
- not be a leading shareholder of the company or hold a significant percentage of the voting rights (criterion no. 3 in the table below);
- not have a close relationship or close family ties with a corporate officer or a leading shareholder (criterion no. 4 in the table below);
- not have been, over the last six years, the Statutory Auditor of the company (criterion no. 5 in the table below).

As of the date of drafting of this document, four members of the Board of Directors are independent in accordance with the evaluation performed by the Board on January 25, 2024.

Members/criteria	1	2	3	4	5	Conclusions
Dominique Bamas	X	X	X	X	X	Independent
Cécile Helme-Guizon	X	X	X	X	X	Independent
Alexandra Matzneff	X	X	X	X	X	Independent
Pierre-Henri Ricaud	X	X	X	X	X	Independent

The other members of the Board of Directors are not independent.

COMPOSITION OF THE BOARD OF DIRECTORS

SUMMARY TABLE

On the date of drafting of this document, the composition of the Board of Directors is as follows:

Directors	Year of 1st appointment	Date of last renewal	Term of office	Expiration of term	Age(1)	Independence according to the MiddleNext Code	Gender	Committee membership
Jacqueline Himsworth Chairman since 6/8/2017	1970	05/25/2023	4 years	SM 2027	80	No	W	▪ Chairman of the Strategic Committee ▪ Chairman of the Development Committee
Dominique Bamas	2009	05/25/2023	4 years	SM 2027	64	Yes	M	▪ Chairman of the Compensation Committee ▪ Member of the Strategic Committee ▪ Alternate Member of the CSR Committee (2)
Émilie Braud	2017	05/25/2023	4 years	SM 2027	43	No	W	▪ Member of the Development Committee ▪ Member of the CSR Committee ▪ Alternate member of the Strategic Committee (2)
Marcel-Claude Braud	2013	05/25/2023	4 years	SM 2027	71	No	M	▪ Member of the Strategic Committee ▪ Member of the Development Committee ▪ Member of the CSR Committee ▪ Member of the Audit Committee ▪ Alternate Member of the Compensation Committee (2)
Sébastien Braud	2009	05/25/2023	4 years	SM 2027	55	No	M	▪ Member of the Compensation Committee ▪ Member of the Strategic Committee ▪ Member of the Development Committee
Cécile Helme-Guizon	2017	05/25/2023	4 years	SM 2027	58	Yes	W	▪ Chairman of the CSR Committee ▪ Member of the Audit Committee
Christopher Himsworth	2009	05/25/2023	4 years	SM 2027	52	No	M	▪ Member of the Compensation Committee ▪ Member of the Strategic Committee ▪ Member of the Development Committee ▪ Member of the Audit Committee

Directors	Year of 1st appointment	Date of last renewal	Term of office	Expiration of term	Age(1)	Independence according to the MiddleNext Code	Gender	Committee membership
Dominique Himsworth	2021	05/25/2023	4 years	SM 2027	57	No	M	▪ Member of the Strategic Committee ▪ Member of the Development Committee ▪ Member of the CSR Committee ▪ Alternate Member of the Audit Committee (2)
Alexandra Matzneff	2020 (co-opted)	05/25/2023	4 years	SM 2027	41	Yes	W	▪ Member of the Compensation Committee ▪ Alternate Member of the Audit Committee (2)
Mickaël Neveu director representing employees	2023		3 years	08/25/2026	48	No	M	▪
Pierre-Henri Ricaud	2009	05/25/2023	4 years	SM 2027	68	Yes	M	▪ Chairman of the Audit Committee ▪ Alternate Member of the Compensation Committee (2) ▪ Alternate member of the Strategic Committee (2)
Michel Trotter director representing employees	2020	08/25/2023	3 years	08/25/2026	52	No	M	

(1) *The date of drafting of this corporate governance report is used when determining age.*
(2) *The alternate member appointed for the committees replaces, in the meetings of said committees, the member that is unable to attend.*

COMPOSITION OF THE BOARD OF DIRECTORS' COMMITTEES

On the date of drafting of this document, the composition of the committees of the Board of Directors is as follows:

	COMPENSATION COMMITTEE
MEMBERS	DOMINIQUE BAMAS, Chairman[1]
	SÉBASTIEN BRAUD
	CHRISTOPHER HIMSWORTH
	ALEXANDRA MATZNEFF
ALTERNATES	MARCEL-CLAUDE BRAUD
	PIERRE-HENRI RICAUD

	DEVELOPMENT COMMITTEE
MEMBERS	JACQUELINE HIMSWORTH, Chairman
	ÉMILIE BRAUD
	MARCEL-CLAUDE BRAUD
	SÉBASTIEN BRAUD
	CHRISTOPHER HIMSWORTH
	DOMINIQUE HIMSWORTH

	CSR COMMITTEE
MEMBERS	CÉCILE HELME-GUIZON, Chairman[1]
	ÉMILIE BRAUD
	MARCEL-CLAUDE BRAUD
	DOMINIQUE HIMSWORTH
ALTERNATES	DOMINIQUE BAMAS

	STRATEGIC COMMITTEE
MEMBERS	JACQUELINE HIMSWORTH, Chairman
	SÉBASTIEN BRAUD
	MARCEL-CLAUDE BRAUD
	CHRISTOPHER HIMSWORTH
	DOMINIQUE HIMSWORTH
	DOMINIQUE BAMAS
ALTERNATES	ÉMILIE BRAUD
	PIERRE-HENRI RICAUD

	AUDIT COMMITTEE
MEMBERS	PIERRE-HENRI RICAUD, Chairman[1,2]
	MARCEL-CLAUDE BRAUD
	CÉCILE HELME-GUIZON
	CHRISTOPHER HIMSWORTH
ALTERNATES	ALEXANDRA MATZNEFF
	DOMINIQUE HIMSWORTH

1 *In accordance with recommendation R7 of the MiddleNext Code, the Chairman of this Committee is an independent member.*

2 *In accordance with the regulations (Article L. 821-67 of the French Commercial Code), this member: (i) has special expertise in finance, accounting, or statutory audits. This expertise is assessed in light of their training and professional experience. For each of the members of the Audit Committee, this expertise is reported in the individual fact sheets presented following this table; (ii) they also meet the independence criteria set out in section "Independence of Directors" of this section.*

PRESENTATION OF THE DIRECTORS

To the best of the company's knowledge, the information relating to the members of the Board of Directors whose term of office is in progress at the date of preparation of this Universal Registration Document is as follows.

JACQUELINE HIMSWORTH

CHAIRMAN OF THE BOARD OF DIRECTORS SINCE JUNE 8, 2017, TERM RENEWED ON May 25, 2023 FOR FOUR YEARS
MEMBER OF THE BOARD OF DIRECTORS SINCE 1970, TERM RENEWED ON May 25, 2023 FOR FOUR YEARS

Nationality: French

Born: 05/27/1943

Business address: Manitou BF - 430 Rue de l'Aubinière - BP 10249 - 44150 Ancenis Cedex

Professional experience and expertise:

A graduate of the ESSCA of Angers in 1964, Jacqueline Himsworth worked in Great Britain for one year as a Sales Assistant. She subsequently held various positions at Ets. Marcel Braud, Alimentation Animale, before being named Board Member and then Chairman of the Board of Directors from 1986 to 2000. Jacqueline Himsworth served as Chief Executive Officer and then as Chairman and CEO of the S.A. SFERT Société Holding from 1984 to 2011. She also simultaneously acted as Chairman of the Board for several years of the companies SODEM, SOME and LUCAS, as well as manager of the partnership ANCEMAT and TAMECNA Sprl, a Belgian company. Jacqueline Himsworth received training as a Director from the Institut Français des Administrateurs.

Other corporate mandates or offices still being exercised in any other company during the past fiscal year:

- Chairman of the Strategic Committee and Development Committee of Manitou BF
- Manager of the civil-law partnership Ancemat since 2008 (unlisted company)

Other corporate mandates exercised outside of Manitou Group during the last five years but that have come to an end:

- Manager of Tamecna since 2011 (unlisted company) until October 12, 2022

DOMINIQUE BAMAS

MEMBER OF THE BOARD OF DIRECTORS AS AN INDEPENDENT DIRECTOR SINCE JUNE 2009 (WITH AN INTERRUPTION IN 2013), RENEWED ON May 25, 2023 FOR A TERM OF 4 YEARS

Nationality: French

Born on: 09/15/1959

Business address: Manitou BF - 430 Rue de l'Aubinière - BP 10249 - 44150 Ancenis Cedex

Professional experience and expertise:

Experience and expertise in finance, accounting, management, and governance: Dominique Bamas is a graduate of Audencia (GE 1982) and was recognized by the Prix du Meilleur mémoire d'expertise Comptable (1991) published in Editions Comptables Malesherbes. After starting his career with the PriceWaterhouse representative in France, he became a partner in the certified accounting and auditing firm Secovec Blin et Associés. He then worked for the Roullier group for 16 years, where he served successively as CFO, Executive Committee member, Chief Executive Officer of a subsidiary in Spain, President of the agrochemicals division. He then served as Chief Executive Officer of Axereal Group for three years until 2011. Since then, and until 2022, he has managed Upsides Dirigeant Conseil, a firm specializing in accounting, auditing, consulting, and corporate mediation. As a governance specialist, he worked with Bpifrance (public investment bank) and is a member of the IFA (Institut Français des Administrateurs) and ADAE (Association des dirigeants et Administrateurs d'Entreprise).

Other corporate mandates or offices still being exercised in any other company during the past fiscal year:

- Chairman of the Compensation Committee, member of the Strategic Committee, and alternate member of the CSR Committee of Manitou BF
- Member of the Governance Board of Gentem SAS France (unlisted company) since June 18, 2020

Other corporate mandates exercised outside of Manitou Group during the last five years but that have come to an end:

- Member of the Board of Directors of the Avril Pôle Végétal group from May 28, 2014 to December 20, 2019 (unlisted company)
- Chairman of Upsides Dirigeant Conseil SAS (non-listed accounting and statutory auditing company) from December 19, 2011 to November 30, 2022

ÉMILIE BRAUD
MEMBER OF THE BOARD OF DIRECTORS SINCE JUNE 8, 2017
RENEWED ON May 25, 2023 FOR A TERM OF 4 YEARS

Nationality: French

Born: 02/20/1981

Business address: Manitou BF - 430 Rue de l'Aubinière - BP 10249 - 44150 Ancenis Cedex

Professional experience and expertise:

A graduate of the ESSEC business school, with a specialization in Audit and Management Control, holder of a DECF (accounting and financial studies diploma) as well as a "Target: Board member" certificate from the EM LYON business school, Emilie Braud began her career in 2006 as financial controller for Cartier in Paris, a subsidiary of the Swiss group Richemont, specializing in luxury jewelry and clock making. At the end of 2007, Emilie Braud joined HRA Pharma, a pharmaceutical company specializing in the development and marketing of treatments in the fields of women's health and endocrinology, where she held the position of Senior Financial Controller.

Other corporate mandates or offices still being exercised in any other company during the past fiscal year:

- Member of the Audit Committee until January 26, 2023, Development Committee, and CSR Committee, alternate member of the Strategic Committee of Manitou BF

Other corporate mandates exercised outside of Manitou Group during the last five years but that have come to an end:

- None

MARCEL-CLAUDE BRAUD
MEMBER OF THE BOARD OF DIRECTORS SINCE JUNE 2013
RENEWED ON May 25, 2023 FOR A TERM OF 4 YEARS

Nationality: French

Born on: 04/06/1952

Business address: Manitou BF - 430 Rue de l'Aubinière - BP 10249 - 44150 Ancenis Cedex

Professional experience and expertise:

A graduate of ESLSCA Paris Business School (1975), he undertook management training in Atlanta and Chicago (International Harvester), USA, from 1977 to 1978. Administrative and Financial Director for SM Termit France, a subsidiary of Manitou BF, from 1979 to 1981, CFO of KD Manitou (a subsidiary of Manitou BF, Texas, USA) from 1981 to 1985, Product Marketing Director (Manitou Group) from 1986 to 1997 and Deputy Chief Executive Officer of the Manitou BF from 1986 to 1998, Chairman of the Supervisory Board of Manitou BF from 1998 to June 2009 (offices held in subsidiaries and companies associated with the group), Director of Ligerien Yachting from 2009 to 2015, then Director of Manitou BF since 2013.

Other corporate mandates or offices still being exercised in any other company during the past fiscal year:

- Member of the Strategic Committee, the Development Committee, the CSR Committee, the Audit Committee, and alternate member of the Compensation Committee of Manitou BF
- Co-Manager of HB-Holding Braud (France) since 1997 (unlisted company)

Other corporate mandates exercised outside of Manitou Group during the last five years but that have come to an end:

- None

SÉBASTIEN BRAUD
MEMBER OF THE BOARD OF DIRECTORS SINCE JUNE 2009
RENEWED ON May 25, 2023 FOR A TERM OF 4 YEARS

Nationality: French

Born on: 01/16/1969

Business address: Actiman – 34, avenue de Larrieu – Centre de Gros 2 – 31094 Toulouse Cedex

Professional experience and expertise:

President of Actiman Equipements et Services SASU (Manitou dealership), Président de Actiman Équipements et Services SASU (Manitou dealership), President of Actiman Location SAS since 2005 (now a leasing company specializing in handling materials and aerial work platforms), Product Manager at Manitou for 10 years.

Other corporate mandates or offices still being exercised in any other company during the past fiscal year:

- Member of the Strategic Committee, the Compensation Committee and the Development Committee, the Audit Committee until May 25, 2023, and alternate member of the CSR Committee until May 25, 2023 of Manitou BF
- President of Actiman Equipements et Services SASU since December 2015 (unlisted company)
- President of Actiman Location SASU since 2005 (unlisted company)
- President of Actiman Location SAS since 2022 (unlisted company)

Other corporate mandates exercised outside of Manitou Group during the last five years but that have come to an end:

- None

CÉCILE HELME-GUIZON

MEMBER OF THE BOARD OF DIRECTORS AS INDEPENDENT DIRECTOR SINCE JUNE 8, 2017
RENEWED ON May 25, 2023 FOR A TERM OF 4 YEARS

Nationality: French

Born: 06/12/1965

Business address: Manitou BF - 430 Rue de l'Aubinière - BP 10249 - 44150 Ancenis Cedex

Professional experience and expertise:

Cécile Helme-Guizon began her career in 1987 with PWC in the Audit and Corporate Finance departments, before joining Kingfisher plc in 1998 as Director of Mergers & Acquisitions. She joined Darty plc in 2003 as Transformation Director, then Managing Director of Subscriptions and Services, and Strategy Director. Cécile Helme-Guizon then became the General Delegate of the Institut Français des Administrateurs from 2018 to 2019.

Since 2017, Cécile Helme-Guizon has been an independent director, currently with the French listed company Elis and the Irish family group Glen Dimplex.

Cécile Helme-Guizon is a graduate of EM Lyon and a chartered accountant.

Other corporate mandates or offices still being exercised in any other company during the past fiscal year:

- Chairman of the CSR Committee and member of the Audit Committee of Manitou BF
- Manager of CHG Consulting since October 11, 2019 (unlisted company)
- Director and chair of the Sustainable Development Committee and member of the Audit and Risk Committee of Glen Dimplex since October 1, 2020
- Director and member of the Elis Audit Committee since December 14, 2023

Other corporate mandates exercised outside of Manitou Group during the last five years but that have come to an end:

- General Delegate of the Institut Français des Administrateurs from January 2, 2018 to September 30, 2019 (unlisted company)
- Director, Audit Committee member, Appointments & Compensation Committee member, and Ad Hoc Committee member of Antalis (listed company) from June 6, 2017 to July 21, 2020
- Sequana board of directors member, strategic committee member, and accounts committee member from May 12, 2016 to January 31, 2020 (listed company)

CHRISTOPHER HIMSWORTH

MEMBER OF THE BOARD OF DIRECTORS SINCE DECEMBER 2009
RENEWED ON May 25, 2023 FOR A TERM OF 4 YEARS

Nationality: French

Born on: 06/07/1971

Business address: Avenue de Floréal 156, 1180 Uccle - Belgium

Professional experience and expertise:

Christopher Himsworth has a Marketing Degree from Newcastle Polytechnic (Newcastle upon Tyne, UK - 1990), a European Management Teaching Certificate - ECE - from the European Business School in Bordeaux (1993), and a Degree in Advanced Studies in International Business from Salford University (UK - 1994).

Other corporate mandates or offices still being exercised in any other company during the past fiscal year:

- Member of the Compensation Committee, Strategic Committee, and Development Committee, and the Audit Committee of Manitou BF
- Manager of Trinity Group Sprl since October 13, 2011 (unlisted company)
- Managing Director of Choose and Work since 2016 (unlisted company)

Other corporate mandates exercised outside of Manitou Group during the last five years but that have come to an end:

- None

DOMINIQUE HIMSWORTH
MEMBER OF THE BOARD OF DIRECTORS SINCE June 17, 2021
RENEWED ON May 25, 2023 FOR A TERM OF 4 YEARS

Nationality: French

Born on: 10/11/1966

Business address: Manitou BF - 430 Rue de l'Aubinière - BP 10249 - 44150 Ancenis Cedex

Professional experience and expertise:

Dominique Himsworth holds a BTS in International Business and is a graduate of ESSECA in Angers. He obtained an International MBA from Audencia in 2006. After starting a career in the nautical industry as a Sales Manager, he became Product Manager at Manitou from 1996 to 2005, then Vice President of Sales, Marketing, and After Sales of Manitou North America from 2006 to 2009. Since 2011, Dominique Himsworth has been manager of Srl Wecanrent, a Belgian company specializing in the promotion and rental of handling and access equipment. In particular, he promoted the Magni brand and equipment until July 2020. He provides the Board with expertise in the distribution of handling equipment as well as extensive expertise in products and markets.

Other corporate mandates or offices still being exercised in any other company during the past fiscal year:

- Member of the Compensation Committee, Strategic Committee, and Development Committee, and the Audit Committee of Manitou BF
- Manager of the Belgian company Srl Wecanrent since December 2011

Other corporate mandates exercised outside of Manitou Group during the last five years but that have come to an end:

- None

ALEXANDRA MATZNEFF
MEMBER OF THE BOARD OF DIRECTORS AS AN INDEPENDENT BOARD MEMBER CO-OPTED ON NOVEMBER 9, 2020 AND RENEWED ON May 25, 2023 FOR A TERM OF 4 YEARS

Nationality: French

Born: 06/04/1982

Business address: Leuwen SAS - 22 rue Saint Augustin – 75002 Paris

Professional experience and expertise:

With a Master's degree in Finance and Insurance from Université Paris Dauphine and a Master's degree in Quantitative Finance & Risk Management from Bocconi University (Milan), Alexandra Matzneff began her career in 2006 in M&A at Crédit Agricole Corporate & Investment Bank, the corporate and investment banking arm of the Crédit Agricole Group. In 2011, Alexandra Matzneff joined the Rothschild & Co Group at Global Financial Advisory, where she served as Director. In 2018, she founded Leuwen with three former colleagues from Rothschild & Co, a company specializing in strategic and financial advice for digital companies.

Other corporate mandates or offices still being exercised in any other company during the past fiscal year:

- President and Chief Executive Officer of Leuwen SAS (unlisted company) since November 2019
- Manager of Overthink SARL (unlisted company) since July 2019
- Member of the Compensation Committee and alternate member of the Audit Committee of Manitou BF
- President of the Association loi 1901 Le Grenier de Babouchka since January 5, 2024

Other corporate mandates exercised outside of Manitou Group during the last five years but that have come to an end:

- None

PASCAL RAOULT
MEMBER OF THE BOARD OF DIRECTORS AS AN EMPLOYEE DIRECTOR FROM SEPTEMBER 23, 2021 UNTIL AUGUST 25, 2023

Nationality: French

Born on: 05/08/1969

Business address: Manitou BF – 430, rue de l'Aubinière - BP 10249 - 44150 Ancenis Cedex

Professional experience and expertise:

Pascal Raoult is the holder of a DUT in mechanical engineering and a BTS in industrial design, with a specialization in mechanics. After a career at Arcelor, les Chantiers de l'Atlantique, and Valdunes, he joined Manitou Group in 2011 as a boom assembly and welding supervisor, then as a designer in the research office.

Other corporate mandates or offices still being exercised in any other company during the past fiscal year:

Industrial design officer at Manitou BF since 2014

Other corporate mandates exercised outside of Manitou Group during the last five years but that have come to an end:

None

MICKAËL NEVEU

MEMBER OF THE BOARD OF DIRECTORS AS EMPLOYEE DIRECTOR SINCE AUGUST 25, 2023

Nationality: French

Born on: 08/17/1975

Business address: Manitou BF – 430, rue de l'Aubinière - 44150 Ancenis Cedex

Professional experience and expertise:

Mickaël Neveu holds a DUT in Mechanical and Production Engineering and joined the group in 1998 as an industrial design officer in R&D. In 2007, he joined the project team that deployed ERP M3 in France. Returning to R&D from 2009 to 2016 as Planning Manager and R&D Tools Coordinator, he has been deploying ERP since 2016 as Business & ERP Deployment Solution expert.

Other corporate mandates or offices still being exercised in any other company during the past fiscal year:

- Business & solution expert – M3 ERP deployment at Manitou BF since 2016 (listed company)

Other corporate mandates exercised outside of Manitou Group during the last five years but that have come to an end:

- None

PIERRE-HENRI RICAUD

MEMBER OF THE BOARD OF DIRECTORS AS INDEPENDENT DIRECTOR SINCE DECEMBER 2009
RENEWED ON May 25, 2023 FOR A TERM OF 4 YEARS

Nationality: French

Born on: 03/25/1955

Business address: 5, place des Ternes - 75017 Paris

Professional experience and expertise:

Graduate of the Paris Ecole Polytechnique (1974), Corps des Mines Engineer (1980), Director of the Matra Space Programme (1984-1988), Director of the Matra Defense Program (1988-1992), Strategy Director for Lagardère group (1992-1996), Strategy Director for MBDA (1996-1999), Corporate Secretary for EADS (2000-2003), Mergers and Acquisitions Director for EADS (2003-2006), Founder, Manager then President of the consulting firm Pragma (since 2007).

In this context, the following skills have been developed and implemented: financial, legal (contracts and governance), technical, project management, and industrial.

Other corporate mandates or offices still being exercised in any other company during the past fiscal year:

- Chairman of the Audit committee and alternate member of the Compensation Committee and Strategic Committee of Manitou BF
- President of the financial and strategic consulting firm Pragma (EURL, became an SAS in 2013, unlisted company) since December 2006

Other corporate mandates exercised outside of Manitou Group during the last five years but that have come to an end:

- None

MICHEL TROTTER

MEMBER OF THE BOARD OF DIRECTORS AS EMPLOYEE DIRECTOR SINCE SEPTEMBER 2020
RENEWED ON AUGUST 25, 2023 FOR A TERM OF 3 YEARS

Nationality: French

Born on: 08/02/1971

Business address: Manitou BF – 430, rue de l'Aubinière - BP 10249 - 44150 Ancenis Cedex

Professional experience and expertise:

Michel Trotter, who holds a certificate of vocational proficiency in metal works and a certificate of professional competence in metals with additional "*mention*" in aluminum, joined the group in 1997 as a Production Technician and then Team Leader since 2000.

Other corporate mandates or offices still being exercised in any other company during the past fiscal year:

- Final control team leader at Manitou BF since 2018 (listed company)

Other corporate mandates exercised outside of Manitou Group during the last five years but that have come to an end:

- None

PROCEDURE FOR EVALUATING THE WORK OF THE BOARD AND COMMITTEES

For the year 2023, a self-assessment of the Board was conducted, and the points relating to governance were reviewed and shared. This assessment confirms the company's good governance.

DIVERSITY POLICY APPLIED TO THE MEMBERS OF THE BOARD OF DIRECTORS

In accordance with the internal regulations, the board members appointed by General Meeting are selected for their expertise, diverse backgrounds, willingness to be associated with the company's strategy, and the contribution that they can make to the Board's work. Therefore, the Board endeavors to define and apply a diversity policy with respect to the expertise and experience provided by each board member to ensure that their backgrounds are complementary in terms of gender and experience.

The diversity policy applied to members of the Board of Directors was reviewed on March 6, 2024 by the Board of Directors. Pursuant to Article L. 22-10-10 of the French Commercial Code, the criteria of this policy, the targets set by the Board of Directors, the implementing procedures, and the results achieved during fiscal year 2023 are presented below.

Criteria	Objectives	Conditions	Result
Balanced representation of men and women on the Board	At least equal to 40% of each gender pursuant to the provisions of Article L. 225-18-1 of the French Commercial Code	Proposal at the General Meeting of board members to appoint or re-elect	Objective achieved: The Board appointed by the General Meeting consists of 40% women and 60% men (excluding employee representatives)
Professional qualifications and experience	Complementary backgrounds both in terms of experience	Proposal at the General Meeting of board members to appoint or re-elect	Objective achieved: Several members of the Board have international experience as well as diverse professional training or experience especially in the industrial, finance, economics, and corporate management fields
Diversity of ages	The objective is to combine members with experience and very strong knowledge about the company with younger members who can bring a fresh eye and more modern practices	Proposal at the General Meeting of board members to appoint or re-elect	Objective achieved: As of the date of closing of the 2023 financial statements by the Board, 50% of the board members were less than 55 years of age, 25% were between 55 and 65, and 25% were over 65
Independence of board members	The Board has at least two independent board members The independence criteria used are those of the MiddleNext governance code	Proposal to the General Meeting to renew the corporate mandates of the independent members in office, provided that the Board proposes their renewal, as long as they meet the criteria of independence or appoint new independent members to replace non-independent members	Objective achieved: The Board includes four independent board members (two men and two women), each appointed for a term of four years

TRAINING PLAN OF THE MEMBERS OF THE BOARD OF DIRECTORS

The three-year training plan for Board members was put in place by the Board on January 27, 2022. This training plan takes into account the equivalence acquired by experience. The Board of Directors provided an update on the progress of the three-year training plan on January 25, 2024.

TABLE OF VALID DELEGATIONS AND AUTHORIZATIONS GRANTED BY GENERAL MEETING IN THE AREA OF CAPITAL INCREASES

Nature of delegation or authorization	Date of delegation or authorization	Expiration date	Amount authorized	Use	Amount remaining as of December 31, 2023
Delegation of powers to be granted to the Board of Directors to issue common shares and/or securities giving access to the capital (of the Company or a group company) and/or debt instruments, maintaining preferential subscription rights	05/25/2023 (resolution 23)	07/24/2025	€8 million[1]	None	€8 million
Delegation of powers to be granted to the Board of Directors to issue common shares and/or securities giving access to the capital (of the Company or a group company) and/or debt instruments, with cancellation of preferential subscription rights, via public offering and/or in consideration for shares as part of a public exchange offer	05/25/2023 (resolution 24)	07/24/2025	€8 million[1]	None	€8 million
Delegation of powers to be granted to the Board of Directors to issue common shares and/or securities conferring entitlement to the capital (of the company or a group company), and/or debt instruments, with cancellation of preferential subscription rights via an offer as referred to in paragraph 1 of Article L. 411-2 of the French Monetary and Financial Code (private investment)	05/25/2023 (resolution 25)	07/24/2025	€8 million[1], limited to 20% of the capital per year	None	€8 million And 20% of capital per year
Authorization to set the issue price in the event of an issue without pre-emptive rights	05/25/2023 (resolution 26)		Limit of 10% of capital per year	None	Limit of 10% of capital per year
Delegation of powers to be granted to the Board of Directors to issue common shares and/or securities giving access to the capital (of the Company or a group company) and/or debt instruments, with cancellation of the preferential subscription right in favor of categories of persons meeting specified characteristics	05/25/2023 (resolution 27)	11/24/2024	€8 million[1]	None	€8 million
Authorization to increase the amount of issues	05/25/2023 (resolution 28)		Up to the delegation limit used and 15% of the amount of the initial issue		Up to the delegation limit used and 15% of the amount of the initial issue
Delegation with a view to increasing share capital by incorporating reserves, profits and/or premiums	05/25/2023 (resolution 29)	07/24/2025	€8 million	None	€8 million
Delegation by issue of ordinary shares and/or securities giving access to the capital for the purpose of remunerating contributions in kind	05/25/2023 (resolution 30)	07/24/2025	10% of share capital on the date of the Annual General Meeting[1]	None	10% of share capital on the date of the Annual General Meeting[1]
Authorization to allocate existing free shares or free shares to be issued for the benefit of the members of the salaried staff and/or certain corporate officers	05/25/2023 (resolution 31)	07/24/2026	2% of the capital on the date of the Board of Directors' meeting	None	2% of the capital on the date of the Board of Directors' meeting

[1] *Common ceiling.*

DECLARATION REGARDING THE SITUATION OF THE MEMBERS OF THE BOARD

To the company's knowledge, on the date of drafting of this document, no member of an administrative*(*)*, management, or supervisory body has, within the last five years:

- been convicted of fraud;
- been affected by a bankruptcy, sequestration, liquidation, or forced administration of a company in which they have served as a member of an administrative, management, or supervisory body(*);
- been disqualified by a court of law from acting as a member of an administrative, management, or supervisory body or from participating in the management or business conduct of an issuer;
- been the subject of proceedings and/or official public sanction pronounced by a statutory or regulatory authority (including designated professional bodies).

(*) With the exception of Ms. Cécile Helme Guizon, board member (between May 12, 2016 and January 31, 2020) of Sequana, in court-ordered liquidation since May 15, 2019.

SERVICE CONTRACTS AND GRANT OF SPECIAL ADVANTAGES

On the date on which this document is drawn up and to the knowledge of the company, there is no service agreement linking members of the administrative or management bodies to the issuer or to any of its subsidiaries and granting any special advantages of such a contract.

It should be noted that Sébastien Braud is the President of Actiman Equipements et Services and Socoma Services SASU, both of which have a dealer agreement with the company.

CONFLICTS OF INTEREST

ANNUAL CONFLICT OF INTEREST REPORTING AND MONITORING PROCEDURE

In accordance with the Internal Regulation of the Board, the board members must notify the Board of any conflicts of interest concerning them with the company or one of its subsidiaries and then refrain from the associated deliberations.

In the event a situation suggests or could suggest that there is a conflict between the company's interest and the board member's direct or indirect personal interest or the interest of the shareholder or the group of shareholders that he or she represents, the board member in question must:

- notify the Board as soon as he or she becomes aware of it,
- and draw any conclusions from it as regards exercise of the term of office. Thus, as appropriate, the board member should:
  - either abstain from participating in the deliberations and voting on the corresponding decision (leave the room);
  - or not attend the meetings of the Board of Directors during the period in which the conflict of interests exists;
  - or resign from his or her position as a board member.

Corporate officers are asked to update the declarations annually.

During the Board of Directors' meeting of January 25, 2024, the Board reviewed the various known conflicts of interest after asking each director to disclose and update any conflicts of interest they can identify.

To the company's knowledge, on the date of drafting of this document, and with the exception of the information below, no potential conflict of interest has been identified between the duties of any of the persons who are members of an administrative, management, or supervisory body with regard to the issuer and their private interests and/or other duties.

There is no:

- other arrangement or agreement entered into with the primary shareholders or with customers, suppliers, or other parties pursuant to which one of the persons who is a member of an administrative, management, or supervisory body was selected in the capacity of member of an administrative, management, or supervisory body or as a member of the general management;
- other restriction accepted by the persons who are members of an administrative, management, or supervisory body concerning the transfer of the securities of the issuer that they hold within a certain period of time, without prejudice to the collective commitments mentioned in section 6.2 of chapter 6 of this document.

Certain non-independent members of the Board of Directors have exercised functions as a company director or senior executive within the company as well as other structures.

FAMILY LINKS

It is specified that:

- Marcel-Claude Braud, Sébastien Braud, and Émilie Braud are siblings. Marcel-Claude Braud, Sébastien Braud, and Émilie Braud are also the nephews and niece of Jacqueline Himsworth;
- Christopher Himsworth and Dominique Himsworth brothers. Christopher Himsworth and Dominique Himsworth are also the sons of Jacqueline Himsworth.

On the date on which this document is drawn up and to the knowledge of the company, there are no other relationships between the members of the administrative or management bodies of the company.

SACC

In accordance with recommendation R2 of the MiddleNext Code and since its publication, no service other than the certification of the financial statements (SACC) has been entrusted to a firm other than those of the company's Statutory Auditors.

REGULATED AGREEMENTS

All of the regulated agreements are the subject of a special Statutory Auditors' report, which can be found in section 7.4.2 of this universal registration document.

EVALUATION PROCEDURE FOR ONGOING AGREEMENTS AS WELL AS ITS IMPLEMENTATION

In accordance with the provisions of Article L. 22-10-12 of the French Commercial Code, the Board of Directors, at its meeting of March 3, 2020, adopted a procedure making it possible to regularly assess whether agreements involving day-to-day operations entered into under normal conditions indeed meet these conditions.

It is intended, on the one hand, to clarify the criteria selected by the company to identify and characterize ongoing agreements entered into under normal conditions and, on the other hand, to formalize a procedure to be used to regularly assess whether these agreements continue to meet these conditions.

The identification criteria for ongoing agreements entered into under normal conditions are as follows.

“Day-to-day operations” means those that the company usually carries out and that are executed as part of its ordinary business, in particular in light of its business purpose. To assess whether an operation is a day-to-day operation, the following elements are taken into consideration, among others: routineness and repetition, nature of the operation and its duration, the circumstances surrounding the conclusion of the agreement, the legal importance of economic consequences of the operation, and the customary practices of companies in a similar situation.

Operations concluded under “normal conditions” are those that are performed by the company under the same conditions as those that it customarily practices in its relations with third parties, with the result that they do not allow the contracting party to gain an advantage that would not have been available to a third party. To determine whether these conditions are “normal,” the conditions under which the agreements in question are customarily entered into by other companies in the same business sector are also taken into consideration.

This procedure requires that the Finance Department and Legal Department be informed in advance of any agreement likely to be considered regulated under the provisions of Article L. 225-38 of the French Commercial Code for the purposes of assessment, after hearing the opinion of the Statutory Auditors, as applicable, of the identification criteria of ongoing agreements entered into under normal conditions set forth above. The conclusions of the evaluation are documented in a written report. The assessment of the criteria is reviewed whenever a previously entered into agreement is modified, renewed, extended, or terminated.

Every year, before the financial statements for the previous year are closed, the Legal Department informs the Audit Committee of the list of ongoing agreements entered into under normal conditions between the company and less than wholly owned subsidiaries, accompanied by the basis for the judgment characterizing them as such.

If, during the annual review, the Audit Committee believes that an agreement previously considered an ongoing agreement entered into under normal conditions no longer meets the aforesaid criteria, it will inform the Board of Directors. The Board of Directors will classify the agreement as a regulated agreement, if necessary, and will approve it and submit for approval at the next General Meeting, with a special report from the Statutory Auditors in accordance with the provisions of Article L. 225-42 of the French Commercial Code.

The annual review was carried out by the Audit Committee on February 29, 2024. At the date this document is drawn up, the implementation of this evaluation procedure shows that, with the exception of the regulated agreements described in the section "Regulated agreements," all agreements likely to be regulated in accordance with the provisions of Article L. 225-38 of the French Commercial Code are free agreements, that is, agreements entered into with wholly-owned subsidiaries or agreements that meet the criteria of standard agreements entered into under normal conditions.

5.1.4. INFORMATION REGARDING THE EXECUTIVE MANAGEMENT AND ITS EXECUTIVE COMMITTEE

EXECUTIVE MANAGEMENT

The company's executive management is undertaken by the Chief Executive Officer (CEO), a position established under the company's articles of association and the powers of which are set out in the internal regulation of the Board of Directors.

The internal regulation of the Board of Directors states that the Chief Executive Officer is responsible for implementation of the group strategy, the medium-term objectives of which are set out in the strategic plan approved by the Board of Directors. The Chief Executive Officer proposes an annual budget, reflecting the strategic plan for the coming year, which is reviewed by the Audit Committee and approved by the Board of Directors.

Furthermore, the internal regulation lists a certain number of transactions for which the Chief Executive Officer must obtain prior authorization from the Board, particularly for the following transactions, which are likely to significantly affect the financial and/or legal and/or social structure, the scope of activity, the strategy, and more generally the future: the creation, acquisition, merger, transfer, and sale of subsidiaries, the purchase and sale of equity interests or shares of other companies and transactions involving the company's shares in the absence of a liquidity agreements, the signing or termination by the company or its subsidiaries of licensing and know-how agreements, as well as cooperation agreements, the creation of new activities, the introduction or elimination of existing product lines or activity sectors, extraordinary transactions or negotiations that have or will have a significant impact on the profitability and liquidity of the company or group, granting of endorsements or guarantees beyond the annual ceiling approved by the Board, creation of securities to guarantee the company's commitments beyond the annual ceiling approved by the Board, waivers of debts that may be granted to subsidiaries and equity interests, acquisitions and disposals of real estate, all investments and disposals of assets not anticipated in the budget above a certain threshold, investments or divestments anticipated in the budget that are above a certain threshold, taking out of loans or finance leases by the company or the subsidiaries above a certain threshold, and the appointment and dismissal of corporate officers and directors of the subsidiaries of the company.

The Chief Executive Officer may not combine an employment contract with a corporate office, and all the components forming part of the Chief Executive Officer's fixed and variable compensation, including severance payments, pension scheme, and allocation of stock options, are set out in section 5.2 of this chapter. All these components are in line with good governance principles in accordance with Recommendations R16 to R21 of the MiddleNext Code.

MICHEL DENIS
CHIEF EXECUTIVE OFFICER SINCE JANUARY 13, 2014

Nationality: French

Born on: 05/17/1965

Business address: 430 rue de l'Aubinière - BP 10249 - 44158 Ancenis Cedex

Experience and management expertise:

A graduate from the ESSEC business school and the Ecole Centrale research university in Lyon, he began his career in strategic consulting. He joined Dalkia in 1994 to develop cogeneration. He subsequently managed the French business activities of MC International, which later became Johnson Controls, a specialist in industrial and commercial refrigeration. In 2003, he joined the Fraikin group, the European leader in truck rentals, serving as Chief Executive Officer until August 2013. He supported the strong international development of the Fraikin group, which established its approach to industrial vehicle design, associated services, and the European financing of its fleet of 60,000 vehicles as a model. He joined Manitou Group in 2014.

Other corporate mandates or offices still being exercised in any other company during the past fiscal year:

- Chairman of the Board of Directors of Manitou Italia Srl (Italy)
- President of Cobra MS (France)
- Board member of Manitou Brasil Importaçao e Comercio de Maquines de Elevaçao (Brazil)
- Board Member of Manitou Equipment India Private Ltd. (India)
- Board Member of MEDEF 44 since April 28, 2016
- Member of the Board of Directors of Evolis (formerly Cisma) since June 27, 2019
- Manager of GLGM Conseil EURL since 2013 (unlisted company)
- Manager of Gamagule SARL since 2016 (unlisted company)
- Adviser of Banque de France since March 9, 2016
- Board Member of Audencia since December 29, 2017

Other corporate mandates exercised outside of Manitou Group during the last five years but that have come to an end:

- Member of the Board of Directors of Cisma (now Evolis) until June 27, 2019
- Member of the Board of Directors of Gicat since July 7, 2021

EXECUTIVE COMMITTEE (AT THE DATE OF DRAFTING OF THIS DOCUMENT)

The Chief Executive Officer shall be assisted by an Executive Committee, whose composition is defined by the Chief Executive Officer. The Executive Committee is comprised of seven members and is chaired by Michel Denis.

ÉLISABETH AUSIMOUR
PRESIDENT OF THE PRODUCTS DIVISION

Professional experience and expertise:

A graduate of the EPF Ecole d'ingénieurs de Sceaux, Elisabeth Ausimour began her career in purchasing at Chantiers de l'Atlantique. In 2005, she joined the Purchasing Department of Manitou Group, then moved to Customer Quality.

In 2011, she took over management of the Candé factory until 2016, when she became director of the ERP and process redesign project. She held the position of President of the MHA division starting in October 2019, until she became President of the Products Division in July 2020.

LAURENT BONNAURE
EXECUTIVE VICE-PRESIDENT OF GLOBAL SALES & MARKETING

Professional experience and expertise:

A dual French and Canadian citizen, Laurent Bonnaure is a graduate of the Ecole Centrale de Paris and holds a Master's of Science from MIT (USA). He has held various management positions in the United States and in France, in particular at VidaMed as co-founder and Director of Engineering and Manufacturing, before joining Elis as International Director in 1996.

He was then the Deputy General Director and member of the management board of Fraikin from 2008 to 2016, before joining Manitou Group as Executive Vice President, Global Sales & Marketing, on September 1, 2016.

MAXIME DEROCH
PRESIDENT OF THE SERVICES & SOLUTIONS DIVISION (S&S)

Professional experience and expertise:

A graduate of the Ecole Centrale Lyon in 1994, Maxime Deroch joined the chemical branch of the Elf group (now TotalEnergies), holding various positions in Research and Development, Marketing, then Internal Auditing in France and the US.

In 2004, he joined Manitou Group as Internal Audit and Control Manager and then moved towards the positions of ERP project manager and VP Marketing. He has held the position of President of the Services & Solutions division since July 2014.

CHRISTINE PRAT
HUMAN RESOURCES DEPARTMENT

Professional experience and expertise:

A graduate of EISTI, Christine Prat held supply chain and customer service management positions before taking on human resources management responsibilities in the food industry at Danone and in high tech at Diebold Nixdorf and Salesforce.

Christine Prat joined the group in July 2022 as the group's Executive Vice President of Human Resources.

HERVÉ ROCHET
CHIEF TRANSFORMATION & GOVERNANCE OFFICER

Professional experience and expertise:

A graduate of the IEP of Lyon and holder of a DECF, Hervé Rochet began his career in auditing before joining the financial teams of the Huntsman Chemical group, then the Trelleborg AB group.

In 2005, he joined Manitou Group as Group CFO, before becoming Corporate Secretary – CFO in 2014. In 2024, he was appointed Chief Transformation & Governance Officer.

CÉLINE BRARD
CHIEF FINANCIAL OFFICER

Professional experience and expertise:

A graduate of the IGR (Institut de Gestion de Rennes), and a qualified chartered accountant, Céline Brard began her career with KPMG before joining the Valeo Group in 1999, holding various financial positions in France, North Africa and Japan. From 2008, she was in charge of finance for several multi-site business units.

In 2019, she was appointed CFO for the Japan/Asean Region of the Comfort & Driving Assistance business in Japan. Then, in 2021, she took over as CFO of the Wipers Products Group in France.

Céline Brard joined Manitou Group in January 2024 as Chief Financial Officer.

The Executive Committee typically meets weekly as well as several times per year in the context of seminars.

INFORMATION REGARDING THE BALANCED REPRESENTATION OF MEN AND WOMEN ON THE EXECUTIVE COMMITTEE AND IN THE TOP 10% OF POSITIONS WITH THE MOST RESPONSIBILITY

In accordance with the provisions of Article L. 22-10-10 of the French Commercial Code, the company is looking to achieve balanced representation of men and women on the Executive Committee. A recruitment process was initiated within the Executive Committee to fill the position of Chief Financial Officer. Céline Brard's nomination was selected, and she joined the Executive Committee in January 2024.

As of December 31, 2023, the Executive Committee is made up of 40% women and 60% men.

In addition, of the top 10% of positions with the most responsibility (top management), 15.7% are held by women.

DIVERSITY AND EQUITY POLICY WITHIN THE COMPANY

Each year, the Board discusses the company's professional equality and fair pay policy.

The company's diversity and equity policy and the results obtained are set out in sections 3.2.2.1 and 3.2.2.2 of Chapter 3 of this document.

5.2. COMPENSATION-RELATED INFORMATION

5.2.1. CORPORATE OFFICERS' COMPENSATION POLICY (EX-ANTE VOTE)

At the recommendation of the Compensation Committee and taking into account the recommendations of the MiddleNext Code, the Board of Directors has established a compensation policy for each of the company's corporate officers in accordance with its corporate interests, contributing to its continuity, and as part of its commercial strategy, as described in chapter 1.5 of this document. For this purpose, the Board establishes the compensation policy of the Chief Executive Officer in light of these elements, specifically by establishing the criteria of his variable compensation related to the implementation of this commercial strategy, with respect for the interests of the company.

No compensation element of any nature whatsoever may be determined, awarded, or paid by the company and no commitment can be made by the company, unless it is compliant with the approved compensation policy or, in the absence of such policy, with the compensation or practices existing within the company. However, in case of exceptional circumstances, the Board of Directors may deviate from the application of the compensation policy if that deviation is temporary, consistent with the company's interests, and necessary to guarantee the continuity or viability of the company.

The Board of Directors determines, revises, and implements the compensation policy of each corporate officer at the recommendation of the Compensation Committee. It is noted that the Chairman of the Board of Directors and the Chief Executive Officer cannot take part in the Board's deliberations or associated voting on issues relating to their compensation in accordance with that policy.

As part of the decision-making process followed to determine and revise the compensation policy for corporate officers, the compensation and employment conditions of the company's employees were taken into account by the Board as follows: discussions took place beforehand between the Compensation Committee and the group's Human Resources Director in order to ensure that the elements of the compensation policy of the Chief Executive Officer are consistent with the human resources policy regarding the compensation of the company's senior executives.

This compensation policy has been amended from that approved by the Ordinary General Meeting of May 25, 2023 in its 19th resolution as follows: increase in the amounts of the Chief Executive Officer's fixed and variable compensation, setting of a new performance criterion and adjustment of the percentages of variable compensation earned via each criterion. In drawing up this amended policy, the Compensation Committee and the Board examined the results of the votes cast at the last General Meeting on the said compensation policy (92.14% in favor) and on the overall Ex post Say on Pay (94.77% in favor).

In case of change in governance, the compensation policy will be applied to the company's new corporate officers, with the necessary adaptations, as applicable.

The compensation policy of the corporate officers will be consistent with the current policy until a new policy is voted upon, as applicable.

Provided that the conditions defined above are met, the Board may temporarily depart from the application of the President and Chief Executive Officer's compensation policy in accordance with the second paragraph of part III of Article L. 22-10-8 of the French Commercial Code concerning all of the elements of variable compensation (including those of the Phantom Shares long-term incentive program). The Board will decide on the recommendations of the Compensation Committee and will determine whether this deviation is in line with the company's interests and necessary to guarantee the continuity or viability of the company. These justifications will be brought to the attention of the shareholders in the next corporate governance report. It is noted that the Chairman of the Board of Directors and the Chief Executive Officer do not participate in the Board's deliberations or voting on these matters.

5.2.1.1. CHIEF EXECUTIVE OFFICER'S COMPENSATION POLICY

The compensation policy established by the Board at the recommendation of the Compensation Committee is as follows.

The fixed, variable, and extraordinary elements comprising the total compensation and benefits of all kinds that may be granted to the Chief Executive Officer in connection with that office, well as their respective importance, are as follows:

FIXED COMPENSATION

The Chief Executive Officer receives a fixed remuneration for his duties, determined on the recommendation of the Compensation Committee, taking into account high levels of inflation, salary trends for group employees and, in particular, market practices observed in a panel of comparable companies.

It has been set at €856,000 for 2024, an increase of 7% compared to the fixed compensation established for 2022, taking into account the high levels of inflation of over 10% in the past two years and the trend in group employee salaries. The Board reserves the right to review the amount, subject to the opinion of the Compensation Committee.

VARIABLE ANNUAL COMPENSATION

In remuneration of his duties, the Chief Executive Officer may collect the following:

- basic annual variable compensation, the criteria of which are based on elements relating to the group's financial, commercial, environmental, and societal performance ("Variable Compensation"), as described below;
- additional annual variable compensation ("Additional Variable Compensation") equal to 30% of the Variable Compensation due for the previous fiscal year, granted subject to the achievement of the "earnings per share" ("EPS") criterion, corresponding to the earnings per share determined by dividing the group's share of net income for the fiscal year by the number of shares issued by the company as of December 31st of each year, which is set by the Board of Directors on the recommendation of the Compensation Committee, in light of the budget.

VARIABLE COMPENSATION

The maximum overall amount of the Variable Compensation that may be paid to the Chief Executive Officer ("Target Variable Compensation") is determined on the recommendation of the Compensation Committee, taking into account high levels of inflation, the trend in group employee salaries, and in particular market practices observed on a panel of comparable companies.

It has been set at €454,750 for 2024, an increase of 7% compared to the variable remuneration established for 2022, and in the same proportions as the increase in fixed compensation, taking into account the high levels of inflation (over 10% in the past two years) and the trend in group employee salaries.

The Variable Compensation criteria are based on: (i) market share, (ii) recurring operating income (ROC) as a percentage, (iii) the company's Corporate Social Responsibility (CSR) policy, and (iv) the company's working capital requirement (WCR).

The table below summarizes the identified criteria, their nature and their correlation with the commercial strategy, the percentage of the Variable Compensation to which each of the criterion taken individually entitles payment (based on achievement of 100% of the criterion target):

Criteria	% of Target Variable Compensation	Nature of criterion				Sales strategy
		Financial	Non-financial	Quantitative	Qualitative	
No. 1 market share	23.37%		X	X		Strengthening or defending the group's market share
No. 2 ROI in % of net sales	37.38%	X		X		Establishing profitable business development
No. 3 CSR	32.71%		X	X	X	Managing the ecological transition to a sustainable business model
No. 4 WCR	6.54%	X		X		Managing the group's balance sheet

To determine to what extent the performance criteria established for the variable compensation have been met, the Board has put the following evaluation methods in place.

- Market share: this criterion is assessed on the basis of statistics provided by international professional associations. This criterion is broken down into a maximum of five sub-criteria. Market share targets are defined by type of machine/product range, market segment, and geographic area.
- The Recurring Operating Income (ROI) in percentage: the ROI is comprised of the revenue, cost of sales, research and development costs, sales and marketing costs, administrative costs, other operating income and expenses, and the income and expenses on current items. The ROI as a percentage refers to the recurring operating income as a percentage of the revenue by dividing the ROI for the fiscal year by the revenue for the fiscal year.
- Corporate Social Responsibility (CSR) is broken down into a maximum of six sub-criteria aligned with the company's main CSR objectives.
- Working capital requirement (WCR): this criterion is assessed on the basis of the year-end position of inventories, accounts receivable and accounts payable, as a percentage of group sales for the year.

The objectives of the criteria (or sub-criteria) mentioned above for the fiscal year in question and the expected levels of achievement were pre-established and precisely defined at the Board of Directors' meeting on the proposal of the Compensation Committee but are not made public for reasons of confidentiality.

The annual variable compensation contributes to the objectives of the compensation policy as follows: it allows the group to be consistent and align itself with market practices, establish under-performance and over-performance mechanisms, and establish target objectives that are achievable.

LONG-TERM VARIABLE COMPENSATION - "PHANTOM SHARES" LONG-TERM INCENTIVE PROGRAM

At the proposal of the Compensation Committee, the Board of Directors implements a Phantom Shares plan for the benefit of the Chief Executive Officer, thereby indexed his long-term variable compensation to the value of the Manitou share. This mechanism allows the Chief Executive Officer, subject to the achievement of the conditions, to acquire a certain number of phantom shares at the end of the fiscal years concerned and to receive a cash sum corresponding to the value of the phantom shares acquired. The conditions for the vesting of phantom shares are defined by the Board of Directors (financial and attendance criteria), it being specified that the number of phantom shares definitively acquired by the Chief Executive Officer will be determined according to a criterion relating to earnings per share ("EPS") and according to the performance thresholds set by the Board of Directors. The number of phantom shares that can be acquired by the Chief Executive Officer varies from 0 to 17,500, with 17,500 being the maximum number and 14,500 being the target number.

The cash amount received by the Chief Executive Officer will correspond to the number of phantom shares acquired during the fiscal year in question multiplied by the value of the phantom share acquired.

The value of one phantom share acquired by the Chief Executive Officer for a fiscal year will correspond to the simple average of the stock market prices of the Manitou share determined at closing on the 20 days preceding the date of the Board of Directors' meeting closing the financial statements for the fiscal year in question and the 20 days following that date.

The performance targets of this criterion for the fiscal year in question were pre-established and defined at the Board of Directors on the proposal of the Compensation Committee for each fiscal year considered by the Business Plan New Horizons 2025 but are not made public for reasons of confidentiality.

EXTRAORDINARY COMPENSATION

The Board may decide, by proposal of the Compensation Committee, to grant extraordinary compensation to the Chief Executive Officer in light of very special circumstances, such as the completion of a major transaction for the company or the group.

COMMITMENTS

The Chief Executive Officer benefits from the following commitments:

Commitments made by the company or by a subsidiary or parent company	Main characteristics	Criteria for award	Conditions for termination
Severance package in case of departure	The Chief Executive Officer is eligible for a severance package if his term of office is revoked or is not renewed. The amount of the severance pay would correspond to 200% of the Fixed Compensation and annual Variable Compensation (excluding the Phantom Shares plan) owed for the fiscal year preceding the year in which the dismissal or non-renewal has taken place, provided that the criteria triggering payment of this benefit have been met. However, if the severance pay is owed, it will be adjusted as a function of the Board of Director's implementation of the non-compete commitment and, in particular, if this non-compete payment is implemented, the amount of the severance pay will be decreased by the amount actually paid to the Chief Executive Officer by way of a non-compete payment.	The criteria triggering payment of the Severance Pay ("SP Criteria") will be assessed in light of the performance of the Chief Executive Officer, which is measured using the same quantitative and qualitative criteria as those used to calculate his Annual Variable Compensation. The SP Criteria and therefore the condition for payment of the Severance Payment will be considered met if the Chief Executive Officer has received at least 35% of the arithmetic average of the potential maximum amounts of his Annual Variable Compensation (excluding the Phantom Shares plan) for the four fiscal years prior to the fiscal year during which his term of office comes to an end.	The payment will not be owed in case of: ▪ serious breach by the Chief Executive Officer; ▪ resignation of the Chief Executive Officer during his term of office; ▪ non-renewal of the corporate office if the Board of Directors has formulated a written offer for a new corporate mandate under terms and conditions equivalent to all the conditions of this corporate mandate but the Chief Executive Officer refuses it.
Non-compete payment	In return for this, the Chief Executive Officer will receive a monthly payment for a period of one year from the actual date of termination of his office. This payment will be equal to half of the fixed monthly compensation paid in the last month preceding the termination of his office.		This payment will not apply when his beneficiary claims his pension rights.
Defined benefit retirement commitments	None	None	None
Defined contribution retirement commitments	None	N/A	None
Other commitments corresponding to elements of compensation, allowances, or advantages owed or that could be owed in connection with the termination or change of functions, or subsequent thereto	None	None	None

BENEFITS OF ALL KINDS

The Chief Executive Officer enjoys the following benefits of all kinds:

- coverage of transportation and parking costs between Angers/ Nantes and his residence;
- the company purchased an unemployment policy for the benefit of the Chief Executive Officer from the Association pour la Garantie Sociale des Chefs et Dirigeants d'entreprise (GSC);
- retirement: the CEO is covered by the same pension and healthcare schemes as the company's executives;
- car: the company covers the costs of a vehicle for the Chief Executive Officer;
- civil liability insurance for Corporate Officers, which is enjoyed by all relevant persons of the group.

ANY OTHER ELEMENT OF COMPENSATION THAT MAY BE RECEIVED IN CONNECTION WITH THE CORPORATE MANDATE

None.

It is noted that the payment of variable compensation elements and, as applicable, extraordinary elements awarded for the past fiscal year, are subject to approval by the Ordinary General Meeting of the elements comprising the compensation and benefits of all kinds of the Chief Executive Officer paid during the previous fiscal year or awarded in connection with that fiscal year (individual ex post vote).

5.2.1.2. CHAIRMAN OF THE BOARD'S COMPENSATION POLICY

The compensation policy established by the Board at the recommendation of the Compensation Committee is as follows.

The elements comprising the total compensation and benefits of all kinds that may be granted to the Chairman of the Board in connection with that office are as follows:

- annual fixed compensation: the Chairman receives in connection with that office an annual fixed compensation determined at the recommendation of the Compensation Committee, taking into account market practices, among other factors;
- compensation allocated for the office of member of the Board;
- benefits of all kinds: a company vehicle.

5.2.1.3. BOARD MEMBER COMPENSATION POLICY

The General Meeting of June 17, 2021 established the compensation of the members of the Board in its 19th ordinary resolution at an annual fixed overall sum of €700,000, which will be valid until a new General Meeting decision. A proposal will be made to the Annual General Meeting of June 13, 2024 to increase this limit from €700,000 to €800,000, with effect from the current financial year and until further notice.

The allocation rules for the annual fixed sum set aside by the General Meeting for the members of the Board were set by the Board at the proposal of the Compensation Committee, taking into account the rules imposed by the internal regulations of the Board. These rules are as follows:

- the board members appointed by General Meeting do not receive fixed compensation. They collect only variable compensation awarded as a function of their attendance and work performed;
- for board members appointed by General Meeting, this variable portion takes into account their actual participation in the work and meetings (i) of the Board of Directors, (ii) of the specialist committees (excluding the Development Committee), as well as (iii) in the context of their special assignments determined in advance by the Board of Directors;
- board members representing the employees may be allocated an annual fixed amount.

The Board may also determine the compensation of directors to whom specific duties are entrusted by the Board under the conditions set out in the regulations (Article L. 225-46 of the French Commercial Code).

The members of the Board may benefit from civil liability insurance for corporate officers.

5.2.1.4. INFORMATION ON CORPORATE MANDATES AND EMPLOYMENT CONTRACTS AND/OR SERVICE AGREEMENTS BETWEEN CORPORATE OFFICERS AND THE COMPANY

The table below shows the duration of the term(s) of the company's corporate officers and, as applicable, employment contracts or service agreements entered into with the company, the prior notice periods, and the applicable conditions for dismissal or termination.

Officers in the company	Mandate(s) performed	Term of mandate(s)	Employment contracts entered into with the company (indicate the duration)	Service agreements entered into with the company (indicate the duration)	Prior notice periods	Conditions for dismissal or termination
Michel Denis	Chief Executive Officer	At the end of the General Meeting held in 2026 to approve the financial statements ended December 31, 2025	No	No	N/A	Revocation of mandate in accordance with the law and case law Departure conditions (see section 5.2.1.1)
Jacqueline Himsworth	Chairman and Member of the Board	At the end of the General Meeting held in 2027 to approve the financial statements ended December 31, 2026	No	No	N/A	Revocation of mandate in accordance with the law and case law
Dominique Bamas	Member of the Board	At the end of the General Meeting held in 2027 to approve the financial statements ended December 31, 2026	No	No	N/A	Revocation of mandate in accordance with the law and case law
Émilie Braud	Member of the Board	At the end of the General Meeting held in 2027 to approve the financial statements ended December 31, 2026	No	No	N/A	Revocation of mandate in accordance with the law and case law
Marcel-Claude Braud	Member of the Board	At the end of the General Meeting held in 2027 to approve the financial statements ended December 31, 2026	No	No	N/A	Revocation of mandate in accordance with the law and case law
Sébastien Braud	Member of the Board	At the end of the General Meeting held in 2027 to approve the financial statements ended December 31, 2026	No	No	N/A	Revocation of mandate in accordance with the law and case law

Officers in the company	Mandate(s) performed	Term of mandate(s)	Employment contracts entered into with the company (indicate the duration)	Service agreements entered into with the company (indicate the duration)	Prior notice periods	Conditions for dismissal or termination
Cécile Helme-Guizon	Member of the Board	At the end of the General Meeting held in 2027 to approve the financial statements ended December 31, 2026	No	No	N/A	Revocation of mandate in accordance with the law and case law
Christopher Himsworth	Member of the Board	At the end of the General Meeting held in 2027 to approve the financial statements ended December 31, 2026	No	No	N/A	Revocation of mandate in accordance with the law and case law
Dominique Himsworth	Member of the Board	At the end of the General Meeting held in 2027 to approve the financial statements ended December 31, 2026	No	No	N/A	Revocation of mandate in accordance with the law and case law
Alexandra Matzneff	Member of the Board	At the end of the General Meeting held in 2027 to approve the financial statements ended December 31, 2026	No	No	N/A	Revocation of mandate in accordance with the law and case law
Mickaël Neveu	Member of the Board (employee board member)	3 years after his election on August 25, 2023 until August 25, 2026	Yes	No	Prior notice of 2 months for salaried positions	Revocation of mandate in accordance with the law and case law
Pierre-Henri Ricaud	Member of the Board	At the end of the General Meeting held in 2027 to approve the financial statements ended December 31, 2026	No	No	N/A	Revocation of mandate in accordance with the law and case law
Michel Trotter	Member of the Board (employee board member)	3 years after his election on August 25, 2023 until August 25, 2026	Yes	No	Prior notice of 2 months for salaried positions	Revocation of mandate in accordance with the law and case law

5.2.2. COMPENSATION AND BENEFITS AWARDED TO CORPORATE OFFICERS FOR 2023 (GLOBAL EX-POST VOTE)

Pursuant to the provisions of Article L. 22-10-9 of the French Commercial Code, the total amount of the compensation and benefits paid to each corporate officer for the fiscal year is presented in detail below.

In accordance with the MiddleNext Code, the level of the board members' compensation is based on the following seven principles: exhaustive, balanced, benchmarked, consistent, clear, measured, and transparent.

It is clarified that the total compensation of each corporate officer respects the compensation policy approved by the General Meeting of May 25, 2023 in its 18th (Chairman of the Board of Directors), 19th (Chief Executive Officer), and 20th (directors) resolutions.

COMPENSATION OF JACQUELINE HIMSWORTH, CHAIRMAN OF THE BOARD OF DIRECTORS

SUMMARY OF COMPENSATION AND OPTIONS AND SHARES AWARDED TO JACQUELINE HIMSWORTH (TABLE 1 OF THE AMF NOMENCLATURE)

In euros	2022	2023
Compensation awarded for the period (see details in table 2)	208,360	218,861
Value of options granted during the period (see details in table 4)		
Value of performance shares granted during the period (see details in table 6)		
Valuation of other long-term compensation plans		
TOTAL	208,360	**218,861**

SUMMARY OF COMPENSATION AWARDED TO JACQUELINE HIMSWORTH (TABLE 2 OF THE AMF NOMENCLATURE)

	2022		2023	
In euros	Amounts awarded	Amounts paid	Amounts awarded	Amounts paid
Fixed compensation	160,000	160,000	170,000	160,000
Variable annual compensation				
Multi-year variable compensation				
Exceptional remuneration				
Compensation allocated for the office of member of the Board	45,000	39,000	45,500	45,000
Benefits in kind	3,360	3,360	3,361	3,361
TOTAL	208,360	202,360	**218,861**	**208,361**

SHARE SUBSCRIPTION OR PURCHASE OPTIONS AWARDED DURING THE FISCAL YEAR TO JACQUELINE HIMSWORTH (TABLE 4 OF THE AMF NOMENCLATURE)

There was no stock option/free share plan awarded during the fiscal year.

SHARE SUBSCRIPTION OR PURCHASE OPTIONS EXERCISED DURING THE FISCAL YEAR BY JACQUELINE HIMSWORTH (TABLE 5 OF THE AMF NOMENCLATURE)

There is no stock option/free share plan in place currently.

PERFORMANCE SHARES AWARDED TO JACQUELINE HIMSWORTH (TABLE 5 OF THE AMF NOMENCLATURE)

No performance share plan was awarded during the fiscal year.

PERFORMANCE SHARES AWARDED TO JACQUELINE HIMSWORTH (TABLE 7 OF THE AMF NOMENCLATURE)

There is no performance share plan in place currently.

EMPLOYMENT CONTRACT/CORPORATE MANDATE (TABLE 11 OF THE AMF NOMENCLATURE)

	Employment contract		Supplementary pension plan		Indemnities or benefits due, or potentially due, as a result of termination or change of functions		Indemnities related to a non-competition clause	
	Yes	No	Yes	No	Yes	No	Yes	No
Jacqueline Himsworth Chairman of the Board of Directors Start date of term of office: June 8, 2017 Last renewal date: May 25, 2023 End date of term of office: 2027 General Meeting approving the results as of December 31, 2026		X		X		X		X

COMPENSATION OF MICHEL DENIS, CHIEF EXECUTIVE OFFICER

SUMMARY OF THE COMPENSATION AND OPTIONS AND SHARES AWARDED TO MICHEL DENIS (TABLE 1 OF THE AMF NOMENCLATURE)

In euros	2022	2023
Compensation awarded for the period (see details in table 2)	1,210,465	1,737 994
Value of options granted during the period (see details in table 4)		
Value of performance shares granted during the period (see details in table 6)		
Valuation of other long-term compensation plans		
TOTAL	1,210,465	**1,737 994**

SUMMARY OF COMPENSATION AWARDED TO MICHEL DENIS (TABLE 2 OF THE AMF NOMENCLATURE)

	2022		2023	
In euros	Amounts awarded	Amounts paid	Amounts awarded	Amounts paid
Fixed compensation	800,000	800,000	800,000	800,000
Annual variable compensation(1)(2)	377,688	860,415	902,941	377,688
Multi-year variable compensation				
Exceptional remuneration				
Compensation allocated for the office of member of the Board				
Benefits in kind(3)	32,777	32,777	35,053	35,053
TOTAL	1,210,465	1,693,192	**1,737 994**	**1,212 741**

(1) For fiscal year 2023, the variable compensation awarded represented 113% of the fixed compensation (47% in 2022).
(2) For the variable compensation awarded for fiscal year 2023, the award criteria are based, for the basic annual variable compensation: on market share, current operating income as a percentage, and the company's social and environmental responsibility, and for the additional annual variable compensation, on the condition that the criterion relating to earnings per share is met. As of December 31, 2023, the variable compensation awarded included a provision of €404,250 paid in the form of Phantom Shares (€140,793 in 2022). This annual bonus is determined according to an earnings per share criterion. See section 5.2.1.1 of this chapter and note 5.4 of the appendix to the consolidated financial statements (section 7.1).
(3) The Chief Executive Officer enjoys unemployment insurance and supplemental health insurance coverage.

SHARE SUBSCRIPTION OR PURCHASE OPTIONS AWARDED DURING THE FISCAL YEAR TO MICHEL DENIS (TABLE 4 OF THE AMF NOMENCLATURE)

There was no stock option/free share plan awarded during the fiscal year.

SHARE SUBSCRIPTION OR PURCHASE OPTIONS EXERCISED DURING THE FISCAL YEAR BY MICHEL DENIS (TABLE 5 OF THE AMF NOMENCLATURE)

There is no stock option/free share plan in place currently.

PERFORMANCE SHARES AWARDED TO MICHEL DENIS (TABLE 5 OF THE AMF NOMENCLATURE)

No performance share plan was awarded during the fiscal year.

PERFORMANCE SHARES BECOMING AVAILABLE TO MICHEL DENIS (TABLE 7 OF THE AMF NOMENCLATURE)

There is no performance share plan in place currently.

EMPLOYMENT CONTRACT/CORPORATE MANDATE (TABLE 11 OF THE AMF NOMENCLATURE)

	Employment contract		Supplementary pension plan		Indemnities or benefits due, or potentially due, as a result of termination or change of functions		Indemnities related to a non-competition clause	
	Yes	No	Yes	No	Yes	No	Yes	No
Michel Denis Chief Executive Officer Start date of term of office: 01/13/2014 Last renewal date: December 21, 2021 End date of term of office: 2026 General Meeting approving the results as of December 31, 2025		X		X	X(1)		X(2)	

(1) A severance payment may be paid to the CEO if his office is terminated before its due term or if it is not renewed, except where this termination or non-renewal are a result of serious misconduct or in the event of resignation during the term of office or in the event of non-renewal after the Board has made a written offer for a new term of office under terms and conditions equivalent to all the conditions of the current term of office and the Chief Executive Officer has refused it. For the amount of the severance payment, see note 5.2.1.1 of this chapter.
(2) The Chief Executive Officer will be required to abide by a non-compete obligation for a period of 12 months after leaving office. See section 5.2.1.1 of this chapter.

COMPENSATION OF BOARD MEMBERS

TABLE OF COMPENSATION RECEIVED BY CORPORATE OFFICERS (TABLE 3 OF THE AMF NOMENCLATURE)

		2022		2023	
	In euros	Amounts awarded	Amounts paid	Amounts awarded	Amounts paid
Jacqueline Himsworth	Compensation allocated for the office of Chairman of the Board of Directors of Manitou BF	163,360	163,360	173,361	163,361
	Compensation allocated for the office of member of the Board of Directors of Manitou BF	45,000	39,000	45,500	45,000
	Other compensation				
Dominique Bamas	Compensation allocated for the office of member of the Board of Directors of Manitou BF	60,000	72,000	65,000	60,000
	Other compensation				
Émilie Braud	Compensation allocated for the office of member of the Board of Directors of Manitou BF	60,000	51,000	52,000	60,000
	Other compensation				
Marcel-Claude Braud	Compensation allocated for the office of member of the Board of Directors of Manitou BF	54,000	42,000	81,250	54,000
	Other compensation				
Sébastien Braud	Compensation allocated for the office of member of the Board of Directors of Manitou BF	57,000	60,000	65,000	57,000
	Other compensation				
Cécile Helme-Guizon	Compensation allocated for the office of member of the Board of Directors of Manitou BF	66,000	54,000	81,250	66,000
	Other compensation				
Christopher Himsworth	Compensation allocated for the office of member of the Board of Directors of Manitou BF	84,000	69,000	91,000	84,000
	Other compensation				
Dominique Himsworth	Compensation allocated for the office of member of the Board of Directors of Manitou BF	54,000	36,000	55,250	54,000
	Other compensation				
Alexandra Matzneff	Compensation allocated for the office of member of the Board of Directors of Manitou BF	48,000	42,000	58,500	48,000
	Other compensation				
Pascal Raoult (director representing employees until August 25, 2023)	Compensation allocated for the office of member of the Board of Directors of Manitou BF	0	0	0	0
	Other compensation*	N/C	N/C	N/C	N/C
Pierre-Henri Ricaud	Compensation allocated for the office of member of the Board of Directors of Manitou BF	57,000	60,000	81,250	57,000
	Other compensation				
Michel Trotter (board member representing employees since September 10, 2020)	Compensation allocated for the office of member of the Board of Directors of Manitou BF	0	0	0	0
	Other compensation*	N/C	N/C	N/C	N/C
Mickaël Neveu (director representing employees since August 25, 2023)	Compensation allocated for the office of member of the Board of Directors of Manitou BF	0	0	0	0
	Other compensation*	N/C	N/C	N/C	N/C
	TOTAL	748,360	688,360	**849,361**	**748,361**
	Including compensation allocated for the office of Chairman of the Board of Directors of Manitou BF	163,360	163,360	173,361	163,361
	Including compensation allocated for the office of members of the Board of Directors of Manitou BF	585,000	525,000	676,000	585,000

** The salary paid to board members representing shareholder employees is not communicated.*

EQUITY RATIOS

In euros	Jacqueline Himsworth Chairman of the Board of Directors	Michel Denis Chief Executive Officer
2023		
Average compensation of employees excluding corporate officers	50,388	50,388
Median compensation of employees excluding corporate officers	45,134	45,134
Value of annual SMIC	22,208	22,208
Compensation of the Chief Executive Officer	218,861	1,779,325
Ratio with average employee compensation	4.34	34.49
Ratio with median employee compensation	4.85	38.51
Ratio with annual SMIC value	9.85	78.26
2022		
Average compensation of employees excluding corporate officers	49,961	49,961
Median compensation of employees excluding corporate officers	43,882	43,882
Value of annual SMIC	21,719	21,719
Compensation of the Chief Executive Officer	208,360	1,210,465
Ratio with average employee compensation	4.17	24.23
Ratio with median employee compensation	4.75	27.58
Ratio with annual SMIC value	9.59	55.73
2021		
Average compensation of employees excluding corporate officers	46,765	46,765
Median compensation of employees excluding corporate officers	41,177	41,177
Value of annual SMIC	20,521	20,521
Compensation of the Chief Executive Officer	197,352	1,520,596
Ratio with average employee compensation	4.22	32.52
Ratio with median employee compensation	4.79	36.93
Ratio with annual SMIC value	9.62	74.10
2020		
Average compensation of employees excluding corporate officers	44,997	44,997
Median compensation of employees excluding corporate officers	39,014	39,014
Value of annual SMIC	20,321	20,321
Compensation of the Chief Executive Officer	206,352	1,230,078
Ratio with average employee compensation	4.59	27.34
Ratio with median employee compensation	5.29	31.53
Ratio with annual SMIC value	10.15	60.53
2019		
Average compensation of employees excluding corporate officers	46,893	46,893
Median compensation of employees excluding corporate officers	41,567	41,567
Value of annual SMIC	20,081	20,081
Compensation of the Chief Executive Officer	185,848	1,083,805
Ratio with average employee compensation	3.96	23.11
Ratio with median employee compensation	4.47	26.07
Ratio with annual SMIC value	9.26	53.97

5.2.3. FIXED, VARIABLE, AND EXTRAORDINARY ELEMENTS COMPRISING THE TOTAL COMPENSATION AND BENEFITS OF ALL KINDS PAID DURING THE PAST FISCAL YEAR OR AWARDED IN CONNECTION WITH THE PAST FISCAL YEAR TO THE CHAIRMAN OF THE BOARD OF DIRECTORS AND THE CHIEF EXECUTIVE OFFICER (INDIVIDUAL EX-POST VOTE)

ELEMENTS OF COMPENSATION AND BENEFITS OF ALL KINDS PAID DURING OR AWARDED IN CONNECTION WITH FISCAL YEAR 2023 TO THE CHIEF EXECUTIVE OFFICER

The fixed, variable, or extraordinary elements comprising the total compensation and the benefits of all kinds paid during or awarded in connection with fiscal year 2023 to Michel Denis, Chief Executive Officer, will be submitted for approval by the General Meeting called to approve the financial statements for the fiscal year ended December 31, 2023. They were determined in accordance with the 2023 compensation policy, which was approved by the General Meeting of May 25, 2023.

Elements of compensation submitted for approval	Amounts paid during past fiscal year	Amounts awarded in connection with past fiscal year or accounting valuation	Presentation
Fixed compensation	€800,000	€800,000	See note 5.2.1.1 on the compensation policy
Variable annual compensation	€236,895*	€498,691**	See below (1)
"Phantom Shares" variable annual compensation	€140,793*	€404,250**	Bonus based on the result per share of the group above the target performance threshold set at €2.92 for 2023
Multi-year variable compensation	None	None	None
Exceptional remuneration	None	None	
Stock options, performance shares, or any other long-term benefit (stock warrants, etc.)	None	None	
Board member compensation	None	None	None
Benefits of any kind	€35,053***	€35,053***	Unemployment insurance, supplemental health insurance, and company car
Severance package	None	None	No amount is submitted for approval
Additional retirement benefits	None	None	None

** Amount awarded for fiscal year 2022 and paid in 2023. The payment was already approved at the General Meeting of May 25, 2023.*
*** Amount awarded for fiscal year 2023 and payable in 2024, subject to approval of the General Meeting.*
**** Accounting value.*

[1] *Annual variable compensation includes:*

- Variable Compensation, which awarded according to the following assessment:

Criteria	*Weighting*	*Achievement level*	*Valuation given the allocation and valuation grid*
No. 1 market share	*25%*	*100%*	*106,250*
No. 2 ROI in % of net sales	*40%*	*100%*	*170,000*
No. 3 CSR	*35%*	*72.2%*	*107,397*

The Variable Compensation Target has been set at €425,000 for the year 2023.

- An Additional Variable Compensation Plan, subject to the condition that the EPS exceeds €2.15 in 2023, has been allocated for €115,044.

ELEMENTS OF COMPENSATION AND BENEFITS OF ALL KINDS PAID DURING OR AWARDED IN CONNECTION WITH FISCAL YEAR 2023 TO THE CHAIRMAN

The fixed, variable, or exceptional elements comprising the total compensation and the benefits of all kinds paid during or awarded in connection with fiscal year 2023 to Jacqueline Himsworth, Chairman of the Board of Directors, will be submitted for approval by the General Meeting called to approve the financial statements for the fiscal year ended December 31, 2023.

Elements of compensation submitted for approval	Amounts paid during past fiscal year	Amounts awarded in connection with past fiscal year or accounting valuation	Presentation
Fixed compensation	€160,000	€170,000	See note 5.2.1.2 on the compensation policy
Variable annual compensation	None	None	None
Multi-year variable compensation	None	None	None
Exceptional remuneration	None	None	None
Stock options, performance shares, or any other long-term benefit (stock warrants, etc.)	None	None	None
Board member compensation	€45,000	€45,500	See note 5.2.1.2 on the compensation policy
Benefits of all kinds	€3,361*	€3,361*	Car
Severance package	None	None	None
Additional retirement benefits	None	None	None

** Accounting value.*

5.3. SPECIFIC SHAREHOLDER PROCEDURES FOR TAKING PART IN ANNUAL GENERAL MEETINGS

These elements are defined in Article 19 of the company's Articles of Association. Under the terms of the Articles of Association, any shareholder is entitled to attend the Annual General Meetings under the conditions laid down by law.

A shareholder may be represented by any natural person or legal entity of their choosing. Designation and revocation may be notified electronically.

The shareholders can, under the conditions laid down by the law and regulations, send their proxy and voting by correspondence forms concerning any Annual General Meeting, either as a hard copy or by electronic mail.

Two members of the Social and Economic Committee appointed by this committee, one belonging to the category of technical executives and supervisors, and the other to the category of employees and workers, or, where appropriate, the persons referred to in Articles L. 2312-74 and L. 2312-75 of the French Labor Code, can attend the Annual General Meetings.

The shareholders are informed of the procedures for holding the General Meeting as well as the voting procedures in the meeting notice, which will be published within the regulatory timeframe.

6. SHARE OWNERSHIP AND SHARE CAPITAL

6.1. INFORMATION ABOUT SHARE CAPITAL

SHARE CAPITAL AND VOTING RIGHTS

As of December 31, 2023, the share capital of Manitou BF amounts to €39,668,399, divided into 39,668,399 shares of a nominal value of €1, fully paid, and all of the same category. The shares are registered shares or bearer shares, as decided by the shareholder.

In the absence of double voting rights, this number of shares corresponds to the theoretical voting rights. The difference between the number of theoretical and real voting rights corresponds to the number of treasury shares.

In accordance with Article 223-11 of the AMF's General Regulation, the voting rights are presented according to their “theoretical" calculation based on all of the shares to which a voting right is attached, including shares without voting rights (treasury shares). These theoretical voting rights are used to calculate participation thresholds.

SHARE CAPITAL HISTORY

in euros	2023	2022	2021
Capital at start of fiscal year	39,668,399	39,668,399	39,668,399
Exercise of stock options reserved for employees	None	None	None
CAPITAL AT END OF FISCAL YEAR	39,668,399	39,668,399	39,668,399

SECURITIES NOT REPRESENTING SHARE CAPITAL

There are no securities that do not represent share capital.

MODIFICATION OF SHARE CAPITAL

The articles of association do not provide for any specific statutory conditions concerning modifications of the share capital and voting rights.

STOCK OPTIONS AND FREE SHARES

There is no stock option/free share plan currently.

6.2. SHAREHOLDING STRUCTURE

MAIN SHAREHOLDERS

The table below presents the changes in the allocation of the capital and voting rights of the company at closing of the past three fiscal years, to the company's knowledge.

	Theoretical % of share capital and voting rights			Actual % of voting rights		
	2021	2022	2023	2021	2022	2023
Braud and Himsworth families	64.3%	64.5%	64.5%	66.7%	66.9%	66.9%
Braud family branch(1)	32.1%	32.1%	32.1%	33.2%	33.2%	33.3%
HB Holding Braud	22.0%	22.0%	22.0%	22.8%	22.8%	22.8%
Other	10.0%	10.0%	10.1%	10.4%	10.4%	10.4%
Himsworth family branch(2)	32.3%	32.4%	32.4%	33.4%	33.6%	33.6%
Ancemat (3)	6.5%	6.5%	6.5%	6.8%	6.8%	6.8%
Wecanrent (3)	5.2%	5.2%	5.2%	5.4%	5.4%	5.4%
Coliphin Invest (3)	5.4%	5.4%	5.4%	5.6%	5.6%	5.6%
Trinity Group (3)	5.2%	5.2%	5.2%	5.4%	5.4%	5.4%
Sonafina (3)	5.2%	5.3%	5.3%	5.4%	5.5%	5.5%
Other	4.9%	4.8%	4.8%	5.0%	5.0%	5.0%
Yanmar	6.2%	6.2%	6.2%	6.5%	6.5%	6.5%
Treasury shares	3.5%	3.5%	3.5%			
Employee share ownership	0.5%	0.7%	0.6%	0.6%	0.7%	0.6%
Floating	25.4%	25.1%	25.1%	26.3%	26.0%	26.0%
TOTAL	100%	100.0%	100.0%	100%	100.0%	100.0%

(1) The Braud family branch consists of: Marcel Braud, Lilianne Braud-Orhon, Marcel-Claude Braud, Sébastien Braud, Émilie Braud, Valérie Braud-Walsh, and the company HB Holding Braud.
(2) The Himsworth family branch consists of: Jacqueline Himsworth, Gordon Himsworth, Dominique Himsworth, Virginie Himsworth, Christopher Himsworth, David Himsworth, and the company Ancemat.
(3) Companies owned by Himsworth family members.

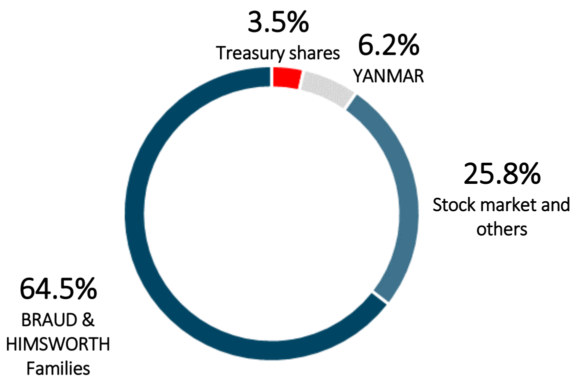
To the company's knowledge, no shareholder other than those mentioned in the table above directly or indirectly holds more than 5% of the capital or voting rights of Manitou BF.

CONTROL OF THE COMPANY

Manitou Group is controlled by the Braud and Himsworth families, who together hold 64.5% of the share capital, 59.3% of which is jointly held. On the date of drafting of this document, Manitou's Board of Directors included four independent Board members, as defined by the Middlenext Corporate Governance Code, to which the Company refers, out of a total of twelve Board members (including the two members representing the employees). The position of Chief Executive Officer is separate from the office of Chairman of the Board of Directors and has been held by Michel Denis, who is independent of the Braud and Himsworth families, since January 13, 2014 (whose office as Chief Executive Officer was renewed on December 21, 2021).

The graph below shows the shareholding structure of Manitou BF as of December 31, 2023 by major shareholder category.

The measures taken to ensure that the Braud and Himsworth families' control over the company is not exercised in an abusive manner are described in the "Conflicts of Interest" paragraph of the Corporate Governance Report included in chapter 5.1 ("Governance") of this Universal Registration Document. In addition, the presence of independent directors on the Board of Directors and specialized committees is noted, as well as the separation of the duties of Chairman and Chief Executive Officer.



THRESHOLD CROSSINGS

During fiscal year 2023, no crossing of a threshold pursuant to Article L.233-7 of the French Commercial Code was reported, in capital or voting rights.

VARIOUS VOTING RIGHTS

The company's shares do not benefit from any double voting rights.

CORPORATE ACTIONS

During the 2023 financial year, no corporate action was declared by persons with managerial responsibilities or closely affiliated persons:

COLLECTIVE COMMITMENTS

Legal regime	Signature date	Duration of the Retention Agreement (RA)	Names of signatories who are corporate officers and/or directors and/or partners	Total number of shares submitted to EC	% financial rights	% of voting rights
Art. 787 B of the General Tax Code	03/23/2023	2 years from the signature date	Jacqueline Himsworth	1,699,096	4.28	4.44
			Gordon Himsworth	17,440	0.04	0.05
			ANCEMAT	2,590,000	6.53	6.77
			WECANRENT	923,365	2.33	2.41
			COLIPHIN INVEST	923,365	2.33	2.41
			TRINITY GROUP	923,365	2.33	2.41
			SONAFINA	923,365	2.33	2.41
			Michel Paul Denis	1	0.00	0.00
				7,999,997	20.17	20.90

Legal regime	Signature date	Duration of the Retention Agreement (RA)	Names of signatories who are corporate officers and/or directors and/or partners	Number of shares held in full ownership	Number of shares held in usufruct	Number of shares held in bare ownership	% financial rights	% of voting rights	Total number of shares submitted to EC
Art. 787 B of the General Tax Code	12/16/2022	2 years and one day tacitly renewable for successive periods of 3 months	Marcel Braud	3,773,464*	5,670,103		23.806	9.513	9,443,567
			HB Holding Braud	473,531		5,670,103	1.194	15.487	473,531
			Michel Paul Denis	1			0.000	0.000	1
				4,246,996	**5,670,103**	**5,670,103**	**25.00**	**25.00**	**9,917,099**
Art. 787 B of the General Tax Code	12/16/2022	2 years and one day tacitly renewable for successive periods of 3 months	Marcel Braud	3,773,464	5,608,263		23.650	9.513	9,381,727
			HB Holding Braud	473,531		5,608,263	1.194	15.332	473,531
			Marcel Claude Braud	61,840			0.156	0.156	61,840
			Michel Paul Denis	1			0.000	0.000	1
				4,308,836	**5,608,263**	**5,608,263**	**25.00**	**25.00**	**9,917,099**
Art. 787 B of the General Tax Code	12/16/2022	2 years and one day tacitly renewable for successive periods of 3 months	Marcel Braud	3,773,464*	5,369,503		23.730	9.510	9,412,967
			HB Holding Braud	473,531		5,639,503	1.190	15.410	473,531
			Valérie Braud	30,600			0.077	0.080	30,600
			Michel Paul Denis	1			0.000	0.000	1
				4,277,569	**5,639,503**	**5,639,503**	**25.00**	**25.00**	**9,917,099**
Art. 787 B of the General Tax Code	12/16/2022	2 years and one day tacitly renewable for successive periods of 3 months	Marcel Braud	3,773,464*	5,641,503		23.730	9.510	9,414,967
			HB Holding Braud	473,531		5,641,503	1.190	15.410	473,531
			Sébastien Braud	28,600			0.072	0.070	28,600
			Michel Paul Denis	1			0.000	0.000	1
				4,275,596	**5,641,503**	**5,641,503**	**25.00**	**25.00**	**9,917,099**
Art. 787 B of the General Tax Code	12/16/2022	2 years and one day tacitly renewable for successive periods of 3 months	Marcel Braud	3,773,464*	5,585,103		23.590	9.510	9,358,567
			HB Holding Braud	473,531		5,585,103	1.190	15.270	473,531
			Émilie Braud	85,000			0.210	0.210	85,000
			Michel Paul Denis	1			0.000	0.000	1
				4,331,996	**5,585,103**	**5,585,103**	**25.00**	**25.00**	**9,917,099**

* *Including 15,000 shares held jointly by Mr. Marcel Braud and Mrs. Liliane Braud-Orhon*

6.3. OTHER INFORMATION ON THE CAPITAL

THE EXISTENCE OF AGREEMENTS WHOSE IMPLEMENTATION COULD RESULT IN A CHANGE OF CONTROL

As of the date of this document, and to the company's knowledge, there is no shareholder agreement or any agreement whose implementation could subsequently result in a change in its control.

ELEMENTS LIKELY TO HAVE AN IMPACT IN CASE OF PUBLIC OFFERING

The structure of the company's share capital is indicated in this chapter 6.

There is no statutory restriction on the exercise of voting rights and transfer of shares with the exception of provisions of the articles of association regarding reporting crossings of thresholds. As of the date of preparation of this document, the company has not been informed of any agreement pursuant to Article L. 233-11 of the French Commercial Code.

Direct or indirect participations in the company’s share capital of which it has knowledge by virtue of Articles L.233-7 and L. 233-12 are indicated in this chapter 6 (crossing of thresholds).

As of the date of drafting of this document, and to the company's knowledge, there is no holder of the company's securities entailing special control rights.

As of the date of drafting of this document, and to the company's knowledge, there is no employee shareholding system whose control rights have not been exercised.

As of the date of drafting of this document, and to the company's knowledge, there is no employee shareholding agreement likely to entail restrictions on the transfer of shares or the exercise of rights.

The rules applicable to the appointment and replacement of members of the Board of Directors and to amendment of the company’s articles of association (which can be found on the company's website) are primarily laid down in the the articles of association as well as the internal regulations of the Board of Directors.

The powers of the Board of Directors with regard to the issue of shares are specified in chapter 5.1.3 (*Table of current delegations and authorities granted by the General Shareholders’ Meeting relating to capital increases*). Furthermore, the Board was authorized by the General Shareholders’ Meeting of May 25, 2023 (21th resolution) to purchase the company's shares at any time or have them purchased, up to a limit of 10% of the shares comprising the company's capital. The maximum share purchase price in this context is €60 per share, and the overall amount allocated to the share buyback program may not exceed €100 million.

Agreements entered into by the company that would be amended or terminated in the event of a change in control of the company mainly correspond to financing agreements. These financing agreements are described in chapter 7.1 (Note 12 to the consolidated financial statements) of this document and consist of a credit agreement (for a maximum amount of €375 million until July 26, 2028) and three bond issues (one concluded in 2019, respectively for a period of 6 years and an amount of €10 million; a period of 7 years and an amount of €25 million; and a period of 8 years and an amount of €70 million) as well as 11 bank loans (granted between 2014 and 2023 for €53 million, for which the remaining principal at the end of 2023 was €46.3 million).

The agreements providing for compensation of members of the Board of Directors or employees, if they resign or are dismissed without fair cause or if their job comes to an end as a result of a public takeover bid or exchange offer, are, primarily, those adopted with regard to the executive and provided for in Chapter 5.2.1.1 (severance payments).

OWNERSHIP THRESHOLDS

Article 9 of the company's articles of association provides that any physical person or legal entity who comes to hold, directly or indirectly, alone or with others, a number of shares representing more than 1% of the company's capital or voting rights, is obliged to inform the company, within 15 days of the date when the 1% threshold was exceeded, by registered mail with return receipt requested, stating their identity and that of the persons acting in concert with them. This disclosure obligation also applies to each additional fraction of 1% of the capital or voting rights held. This same obligation to disclose applies if the fraction drops below 1% or a multiple thereof. This obligation also applies to the holder of shares in accordance with Article L. 228-1, paragraph eight, of the French Commercial Code for all shares registered to that shareholder.

In determining the ownership percentages, account will be taken, where applicable, of shares held by controlled companies, as defined in Article L.233-3 of the French Commercial Code.

For the establishment of the thresholds, account will be taken of voting rights attached to shares held, as defined by the provisions of Article L.233-9 of the French Commercial Code.

Any failure to make such declarations where the regulatory thresholds are crossed shall result in the application of the penalties laid down in Article L. 233-14 of the French Commercial Code, provided that a request to that effect is made by one or more shareholders who own at least 3% of the share capital or voting rights and is recorded in the minutes of the Annual General Meeting.

6.4. STOCK MARKET INFORMATION – THE MANITOU BF SHARE

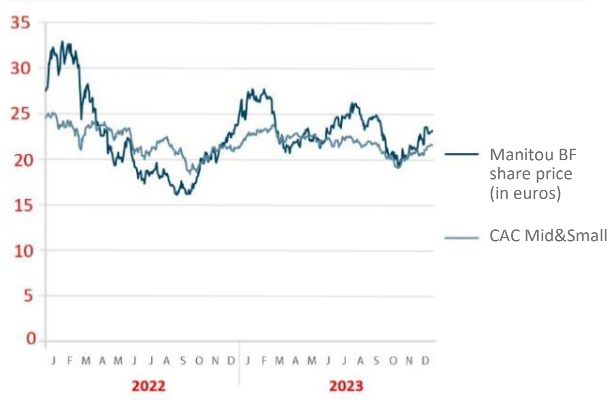
The Manitou BF share is listed in compartment A of the Euronext Paris market and is eligible for the "Long Only" Deferred Settlement System (DSS).

DATA SHEET OF THE MANITOU BF SHARE

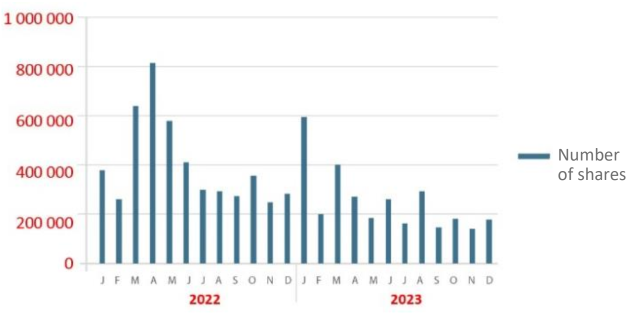
ISIN code	Compartment B of the Euronext
MN0	MTU
Reuters code	MANP PA
Bloomberg code	MTU FP
Presence on the main indexes	CAC ALL SHARES, CAC ALL-TRADABLE, CAC INDUSTRIALS, CAC MID&SMALL, CAC PME, CAC SMALL, EN FAMILY B, ENT PEA-PME 150
Nominal value	€1
Number of shares outstanding as of December 31, 2023	39,668,399
Price as of December 31, 2023	€23.20
Market capitalization as of December 31, 2023	€920 m

PRICE OF THE MANITOU BF SHARE AND NUMBER OF SHARES TRADED

CHANGES IN THE MANITOU BF SHARE PRICE (IN EUROS)



NUMBER OF SHARES TRADED (IN NUMBER OF STOCKS) AT END OF 2023



DETAILED STOCK MARKET INFORMATION

	Share price (in €)			Number of shares traded per month	Market capitalization in €m at the end of the month
	Highest	Lowest	Month end		
2022					
January	33.50	27.55	33.10	379,649	1,313
February	33.65	29.80	30.95	261,877	1,228
March	31.55	24.40	25.20	639,908	1,000
April	26.15	20.05	21.55	816,877	855
May	21.90	19.02	21.40	578,577	849
June	22.65	17.22	17.76	410,426	705
July	19.96	17.20	18.60	297,048	738
August	19.40	16.40	16.40	291,893	651
September	17.68	15.80	16.40	273,022	651
October	21.50	16.30	20.65	357,363	819
November	22.30	19.22	21.85	248,971	867
December	24.85	21.40	24.80	283,479	984
Total				4,839,090	
2023					
January	28.10	24.20	27.00	594,414	1,071
February	27.85	26.10	26.75	199,703	1,061
March	27.05	20.65	21.50	399,599	853
April	22.70	20.45	22.40	268,569	889
May	23.65	21.30	21.35	184,745	847
June	24.80	21.20	24.50	261,074	972
July	26.25	23.35	26.25	160,727	1,041
August	26.40	22.50	24.20	148,396	960
September	25.45	21.95	22.70	146,015	900
October	22.90	19.20	19.94	179,166	791
November	22.00	19.76	21.20	137,636	841
December	23.75	20.90	23.20	176,590	920
Total				2,856,634	

DIVIDEND POLICY

As of the date of drafting of this document, the Board of Directors has not defined a dividend policy. The Board of Directors determines the amount of dividends as a function of the company's performance and outlook.

Amount of dividends distributed over the past three fiscal years:

Period	Number of shares	Dividend per share
2020	39,668 399	€0.60
2021	39,668 399	€0.80
2022	39,668 399	€0.63

The Board of Directors will propose a dividend payment of €1.35 per share to the General Shareholders' Meeting convened to approve the 2023 financial statements.

7. FINANCIAL AND ACCOUNTING INFORMATION

7.1. CONSOLIDATED FINANCIAL STATEMENTS

7.1.1. STATEMENTS OF COMPREHENSIVE INCOME

CONSOLIDATED INCOME STATEMENT

	in thousands of euros	2022	2023
Net sales	Note 4.2.1	2,361,627	2,871,312
Cost of goods and services sold	Note 4.2.2	-2,049,278	-2,383,640
Research & development costs	Note 4.2.3	-34,924	-40,365
Selling, marketing & service expenses	Note 4.2.4	-127,376	-153,012
Administrative expenses	Note 4.2.4	-66,659	-81,557
Other operating income and expenses	Note 4.2.5	1,247	-1,187
Recurring operating income		**84,638**	**211,552**
Non-recurring operating income and expenses	Note 4.2.6	-2,357	-3,902
Operating income		**82,281**	**207,650**
Share of profits of associates		1,986	2,535
Operating income including Net income from associates		**84,267**	**210,185**
Financial income		38,007	55,113
Financial expenses		-42,270	-71,193
Financial result	**Note 12.2.1**	**-4,263**	**-16,080**
Income before tax		**80,004**	**194,105**
Taxes	Note 11	-24,950	-50,600
Net income		**55,054**	**143,505**
Attributable to equity holders of the parent		54,725	143,391
Portion attributable to non-controlling equity interests		329	114

EARNINGS PER SHARE (IN EUROS)

		2022	2023
Net income attributable to the equity holders of the parent	Note 9.2	1.43	3.75
Diluted earnings per share	Note 9.2	1.43	3.75

OTHER COMPONENTS OF COMPREHENSIVE INCOME AND EXPENSE

in thousands of euros	2022	2023
Income (loss) for the period	**55,054**	**143,505**
Items that will be reclassified to profit or loss in subsequent periods		
Revaluation of financial assets at fair value through shareholder's equity	-71	38
Translation differences arising on foreign activities	9,422	-12,692
Interest rate hedging and exchange instruments	4,069	-102
Tax impacts	-1,034	17
Items that will not be reclassified to profit or loss in subsequent periods		
Actuarial gains (losses) on defined-benefit plans	5,943	-1,721
Tax impacts	-1,507	449
Total gains and losses recognized directly in other components of comprehensive income	**16,822**	**-14,010**
Comprehensive income (loss) for the period	**71,877**	**129,495**
Attributable to equity holders of the parent	71,609	129,364
Portion attributable to non-controlling equity interests	268	130

7.1.2. CONSOLIDATED STATEMENT OF FINANCIAL SITUATION

ASSETS

in thousands of euros		December 31, 2022	Net amount as of December 31, 2023
Goodwill	Note 6.1	3,221	5,880
Intangible assets	Note 6.1	69,665	88,509
Tangible assets	Note 6.2	256,436	302,230
Right-of-use of leased assets	Note 7	19,228	21,665
Investments in equity affiliates	Note 15	19,160	20,718
Sales financing receivables	Note 12.1.2	2,343	577
Other non-current assets	Notes 8.3 and 12.1.2	12,654	11,889
Deferred tax assets	Note 11	13,062	17,846
Non-current assets		**395,770**	**469,313**
Inventories & work in progress	Note 8.1	717,978	881,570
Net trade receivables	Note 8.2	488,635	644,892
Income taxes	Note 11.1	10,084	12,834
Other current assets	Notes 8.3 and 12.1.2	89,978	102,510
Cash and cash equivalents	Note 12.1.2	60,704	54,165
Assets held for sale		0	0
Current assets		**1,367,379**	**1,695,971**
Total assets		**1,763,148**	**2,165,284**

LIABILITIES

in thousands of euros		December 31, 2022	Net amount as of December 31, 2023
Share capital	Note 9	39,668	39,668
Share premiums		46,098	46,098
Treasury shares		-23,820	-23,884
Reserves and net income - Group share		728,874	832,872
Shareholder's equity attributable to the company's shareholders		790,821	894,755
Non-controlling equity interests		759	427
Shareholder's equity		**791,579**	**895,182**
Non-current provisions	Note 10.1	34,833	39,865
Non-current financial liabilities	Note 12.1.3	138,759	150,875
Non-current rental liabilities	Note 7.2	14,973	16,404
Other non-current liabilities	Note 8.4	6,654	15,028
Deferred tax liabilities	Note 11	4,086	4,856
Non-current liabilities		**199,304**	**227,027**
Current provisions	Note 10.1	26,727	27,819
Current financial liabilities	Note 12.1.3	142,622	300,708
Current rental liabilities	Note 7.2	6,006	6,959
Trade payables	Note 8.4	420,341	467,633
Income taxes	Note 11	4,437	8,742
Other current liabilities	Note 8.4	172,132	231,214
Current liabilities		**772,265**	**1,043,075**
Total liabilities		**1,763,148**	**2,165,284**

7.1.3. CONSOLIDATED SHAREHOLDERS' EQUITY

CHANGE IN CONSOLIDATED SHAREHOLDERS' EQUITY

in thousands of euros	Share Capital	Share premiums	Currency translation differences	Treasury shares	Consolidated reserves	Attributable to the company's shareholders	Non-controlling equity interests	Total shareholder's equity
As of December 31, 2021	39,668	46,098	4,367	-23,998	684,109	750,244	1,019	751,263
Gains and losses recognized in equity	-	-	9,461	-	7,423	16,884	-61	16,822
Net income	-	-	-	-	54,725	54,725	329	55,054
Comprehensive income (loss)	-	-	9,461	-	62,148	71,609	268	71,877
Stock option plan - related	-	-	-	-	-	-	-	-
Distributed dividends	-	-	-	-	-30,614	-30,614	-53	-30,667
Treasury shares	-	-	-	178	-89	90	-	90
Capital increase	-	-	-	-	-	-	-	-
Changes in control of consolidated entities	-	-	-	-	-	-	-	-
Acquisitions and disposals of minority interests	-	-	-7	-	64	57	-268	-212
Commitments to buy back minority interests	-	-	-	-	-	-	-	-
Other	-	-	-	-	-565	-565	-206	-771
As of December 31, 2022	39,668	46,098	13,821	-23,820	715,054	790,820	759	791,579
Gains and losses recognized in equity	-	-	-12,707	-	-1,320	-14,026	16	-14,010
Net income	-	-	-	-	143,391	143,391	114	143,505
Comprehensive income (loss)	-	-	-12,707	-	142,071	129,364	130	129,495
Stock option plan - related	-	-	-	-	-	-	-	-
Distributed dividends	-	-	-	-	-24,126	-24,126	-244	-24,371
Treasury shares	-	-	-	-64	-	-64	-	-64
Capital increase	-	-	-	-	-	-	-	-
Changes in control of consolidated entities	-	-	-	-	-	-	-	-
Acquisitions and disposals of minority interests	-	-	-2	-	-148	-150	-218	-368
Commitments to buy back minority interests	-	-	-	-	-728	-728	-	-728
Other	-	-	-	-	-364	-364	-	-364
As of December 31, 2023	39,668	46,098	1,113	-23,884	831,759	894,755	427	895,182

7.1.4. CASH FLOW STATEMENT

in thousands of euros		December 31, 2022	December 31, 2023
Income for the period		55,054	143,505
Income from equity affiliates net of dividends		-1,503	-1,408
Amortizations and depreciations		54,911	60,735
Provisions and impairments		3,673	4,597
Tax expenses (current and deferred)		24,950	50,600
Other non-cash expenses (income)		-87	-536
Cash flow operations		136,998	257,493
Taxes paid		-20,842	-52,903
Change in working capital requirement	Note 8	-209,501	-236,736
Change in capitalized lease machines		-11,122	-20,480
Net cash flows of operational activities		-104,466	-52,626
Acquisitions of intangible assets		-20,839	-32,427
Acquisitions of tangible assets		-72,693	-72,609
Changes in suppliers of fixed assets		1,076	11,523
Disposals of tangible and intangible assets		598	928
Acquisitions of equity interests with gain of control, net of cash acquired		-3,274	-2,706
Disposals of equity interests with loss of control, net of cash transferred		0	0
Other		-862	386
Net cash flows on operational investments		-95,994	-94,905
Capital increase		0	0
Dividends paid to the company's shareholders		-30,667	-24,371
Purchase/sale of treasury shares		178	-64
Buy-back of interests not conferring control		-212	-366
Changes in other financial assets and liabilities	Note 12.1.3	64,634	154,574
Repayment of rental liabilities	Note 12.1.3	-6,405	-7,707
Other	Note 12.1.3	-4,567	-1,760
Net cash flows on operational financing		22,961	120,307
Change in net cash position		-177,499	-27,224
Cash, cash equivalents and bank overdrafts at beginning of the year		192,712	15,996
Exchange gains (losses) on cash and bank overdrafts		783	418
Cash, cash equivalents, and bank overdrafts at closing		15,996	-10,810

7.1.5. NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

The consolidated financial statements reflect the accounting situation of Manitou BF SA and its subsidiaries (jointly, Manitou Group) as well as the group's interests in related companies and joint ventures. They are expressed in euros.

The consolidated financial statements of Manitou Group were approved by the Board of Directors on March 6, 2024.

The accounting rules and principles are identified by a box of a specific color.

NOTE 1 ACCOUNTING PRINCIPLES

NOTE 1.1 ACCOUNTING STANDARDS USED BY THE GROUP

The financial statements of Manitou Group as of December 31, 2023 were drawn up, on the balance sheet date, in accordance with the IFRS standards, as adopted by the European Union. These international standards include the IAS (International Accounting Standards), IFRS (International Financial Reporting Standards), and the interpretations (SIC and IFRIC).

NOTE 1.1.1 STANDARDS, INTERPRETATIONS, AND AMENDMENTS TO EXISTING STANDARDS THAT MUST BE APPLIED TO FISCAL YEARS STARTING ON OR AFTER JANUARY 1, 2023

The accounting and valuation rules applied by the group in the consolidated financial statements ending December 31, 2023 are identical to those used in the financial statements ending December 31, 2022.

The other standards, interpretations, and amendments of existing and applicable standards that must be applied from the beginning of fiscal year 2023 have no significant impact on the group's financial statements, to include:

- amendments to IAS 1: disclosure of significant accounting policies ("material" within the meaning of IAS 1);
- amendments to IAS 8: definition of an accounting estimate;
- amendments to IAS 12:
  - deferred taxes on assets and liabilities arising from the same transaction;
  - international tax reform – Pillar 2 model rules (see note 11.4).

NOTE 1.1.2 STANDARDS, INTERPRETATIONS, AND AMENDMENTS TO EXISTING STANDARDS APPLICABLE IN ADVANCE TO FISCAL YEARS STARTING ON OR AFTER JANUARY 1, 2023

The new standards, interpretations and amendments of existing and applicable standards, applicable by anticipation to accounting periods starting from January 1, 2023 onwards, have not been adopted by the group:

- amendment to IFRS 16: lease liability in a sale and leaseback transaction;
- amendment to IAS 7 and IFRS 7: supplier financing arrangements;
- amendment to IAS 1: classification of debt as current/non-current, and non-current liabilities with covenants;
- amendment to IAS 21: no convertibility.

NOTE 1.2 ESTIMATES AND ASSUMPTIONS

The consolidated financial statements were prepared according to the historical cost principle, with the exception of certain categories of assets and liabilities which were valued at fair value in accordance with the rules laid down by IFRS. The asset and liability categories concerned are specified in the notes below.

The preparation of financial statements in accordance with IFRS requires the use of estimates and assumptions that affect the accounting value of certain assets and liabilities and income and expense items, and certain information given in the notes to the financial statements. The group regularly reviews the estimates and assumptions used, to reflect past experience and other factors that may influence the amounts reported in the financial statements. The Audit Committee was also required to provide its opinion in the application of the group's accounting methods.

These estimates are subject to change in light of events or information that may call into question the circumstances in which they were drawn up, and a sensitivity analysis may be carried out if these events are material. Actual results may therefore differ from these estimates.

The outcome of the transactions underlying these estimates and assumptions could, due to the uncertainty associated with them, result in a material adjustment to the amounts recognized in a subsequent period.

The main financial statement items that rely on estimates and judgments are as follows:

- the recoverable value of intangible assets (including goodwill) and tangible assets, as well as their expected useful life (see note 6);
- provisions, especially for warranties and litigation (see note 10);
- employee benefits (see note 5);
- valuation of the financial instruments (see note 12.2.2);
- deferred tax assets (see note 11);
- valuation of rights-of-use of leased assets and lease liabilities (see note 7).

NOTE 2 SIGNIFICANT EVENTS

	Note
Acquisition of easyLi	Note 3.2
Acquisition of GI.ERRE SRL	Note 3.2
End of litigation with JCB	Note 10.2

NOTE 3 CONSOLIDATION SCOPE

ACCOUNTING PRINCIPLES

CONSOLIDATION METHODS

Manitou BF and the companies over which it exercises full direct or indirect control (subsidiaries) are fully consolidated. Control exists when the group:

- has power over the company,
- is exposed or entitled to variable returns due to its links with the company,
- has the ability to exercise its power over the activities of the company that it deems relevant so as to influence the amount of returns it obtains.

The companies over which Manitou BF directly or indirectly exercises significant influence (associates) are accounted for using the equity method. The group exercises significant influence when it holds more than 20% of the voting rights in the company.

Manitou Group also consolidates companies under its joint control (joint ventures) using the equity method. Joint control is a partnership that entails common control over the company by the group and at least one other partner.

Apart from Manitou Group Finance and Manitou Finance Ltd., which were accounted for using the equity method, all companies were fully consolidated.

Consolidation using the equity method involves recognizing its stake in the companies in the group's consolidated statement of financial situation.

All the companies were consolidated on the basis of the financial statements ended December 31, 2023.

Manitou Group has no special purpose entities. Furthermore, there was no deconsolidation in the fiscal year or in the prior periods.

All transactions between consolidated subsidiaries and the group's internal results are eliminated (capital gains, profit or losses on inventories, dividends).

The results of acquired subsidiaries are consolidated at the time that control is exercised.

CHANGE IN SCOPE

The business combinations that took place after January 1, 2010 are accounted for using the purchase method, in accordance with IFRS 3 "Business Combinations."

Identifiable assets and any assets and liabilities from the acquisition are accounted for at their fair value on the date of acquisition provided they fulfill the accounting criteria of IFRS 3 (revised). Residual goodwill represents the expected cash flow from post-acquisition synergies in addition to the assets and liabilities recognized during the first consolidation. The transaction costs are recognized immediately in expenses when they are incurred. In the event of a price adjustment in the 12 months following the date of acquisition, the initial provisional valuation is adjusted in exchange for goodwill. Any subsequent adjustment is recognized as a liability or a receivable through the group's income.

In the event of acquisition of an additional interest in a consolidated subsidiary, the difference between the acquisition price and the accounting value of the non-controlling interests is recognized as a change in shareholders' equity.

Any negative difference between the acquisition cost and the fair value of the identifiable net assets is recognized as income during the acquisition period.

In accordance with the provisions of IAS 36 "Impairment of assets," goodwill is not amortized, but is subject to an impairment test whenever there is an indication of a loss of value and at least once per year.

NON-CURRENT ASSETS HELD FOR SALE

The non-current assets, or group of assets and liabilities directly linked, are considered as held for sale if it is highly likely that their accounting value will be covered primarily by a sale rather than by continued use. Pursuant to IFRS 5, these assets are then measured and recognized at their net book value or their fair value less the selling costs, whichever is the lowest. They cease to be depreciated as soon as they are qualified as assets held for sale. In the case of securities consolidated using the equity method, this consolidation stops as soon as the asset meets the IFRS 5 application conditions.

According to IFRS 5, a discontinued activity is a component of an entity that has been disposed of or is classified as held for sale, and

- represents a primary and separate business line or geographic region,
- is part of a unique and coordinated plan for disposal of a primary and separate business line or geographical region, or
- is a subsidiary acquired exclusively for resale and the disposal entails loss of control.

The non-current assets held for sale are presented on a separate line of the group's balance sheet, without the previous periods being restated.

TRANSLATION METHOD FOR FOREIGN CURRENCY OPERATIONS AND TRANSACTIONS

TRANSLATION OF FINANCIAL STATEMENTS IN FOREIGN CURRENCIES

The consolidated financial statements of the group are presented in euros.

The financial statements of group companies whose operating currency (currency of the primary economic environment, which is typically the local currency) is different from the reporting currency of the consolidated financial statements (the euro) are translated as follows:

- assets and liabilities: at the closing exchange rate in effect on each balance sheet date (also called the closing rate),
- income and expenses on the income statement: at the average exchange rate for the period. All resulting currency translation differences are recognized as a separate line item under shareholders' equity.

Upon consolidation, exchange differences arising from net investments in foreign operations are allocated to shareholders' equity. When a foreign entity is disposed of, any such currency translation differences are recognized in the income statement as a profit or loss on disposal.

Goodwill and fair value adjustments arising from the acquisition of a foreign operation are treated as assets and liabilities of the foreign operation and translated at the closing exchange rate.

No Manitou Group company operates in a hyperinflationary economy.

TRANSLATION OF FOREIGN CURRENCY TRANSACTIONS

Transactions denominated in a currency other than the operating currency are initially translated using the exchange rate prevailing on the transaction date.

The amounts recognized in the income statement are reported:

- as financial income for currency translation differences relating to financial transactions,
- as costs of goods and services sold in operating income for other currency translation differences.

EXCHANGE GAINS AND LOSSES

Exchange gains and losses recognized on foreign currency operating transactions resulting from the difference between the valuation at the exchange rate on the day of the transaction and the rate on the day of settlement are allocated to "Cost of goods and services sold," after hedging derivatives are factored in.

NOTE 3.1 CHANGES IN SCOPE

2023 FISCAL YEAR

Company	Country	Transaction date	% interest	
			As of December 31, 2022	As of December 31, 2023
ACQUISITION				
easyLi	France	Jan. 2023	-	100.0%
GI.ERRE SRL	Italy	Mar. 2023	-	100.0%
ADDITIONAL EQUITY INTERESTS				
Manitou PS	United Kingdom	May 2023	85.0%	90.0%

- easyLi

On January 23, 2023, the group acquired an 82% stake in easyLi, a company specializing in the design and production of lithium-ion batteries. This operation allows the group to acquire specific skills as part of its energy transition. Based in Poitiers (France), the company easyLi has a workforce of 18 employees and recorded revenue of €0.9 million in 2023.

Cross call and put options have been contracted with minority shareholders on 18% of the capital. The group takes these options into account when calculating the percentage interest, which was 100% as of December 31, 2023. A debt for investment of €0.6 million was recognized in this respect (additional price, see note 12.1.3). A social security liability has also been recognized in the amount of €0.1 million between the estimated redemption value of the shares and their nominal value, the difference qualifying as additional compensation.

In addition, a BSPCE* plan with a share buyback option has been set up to encourage the managers and staff concerned to participate in the development of easyLi's business within the Group. A social security liability of €0.1 million has been recognized in this respect (IFRS 2 share-based payment, see note 5.4).

**BSPCE defined in section 8.5 of 2023 URD*

- GI.ERRE SRL

On March 1, 2023, the group acquired all the shares of the Italian company GI.ERRE SRL, based in Castelfranco, Italy, and specialized in service activities for Manitou products. In 2023, GI.ERRE SRL generated revenue of €3.6 million with a workforce of 17 employees.

- Manitou PS

In May 2023, the Manitou Group increased its shareholding in Manitou PS (UK), itself a 100% shareholder in Mawsley Machinery, and now holds 90% of the company's share capital. The impact of these transactions is not significant for the group's financial statements.

No disposals occurred during the period.

2022 FISCAL YEAR

In May 2022, the Group acquired the entity MN-Lifttek Oy, which is fully consolidated.

It also acquired an additional stake in LiftRite Hire & Sales Pty Ltd, which was already fully consolidated, increasing its holding to 100% of the company's share capital. The impact of these transactions is not significant for the group's financial statements.

A new company, Manitou Centres SA, was created in South Africa to operate the Manitou Center activities previously owned by Manitou South Africa.

Company	Country	Transaction date	% interest	
			At december 31, 2021	As of December 31, 2022
ACQUISITION				
MN-Lifttek Oy	Finland	May 2022	-	100.0%
ADDITIONAL EQUITY INTERESTS				
(LiftRite Hire & Sales)	Australia	Dec. 2022	95.5%	100.0%

No disposals occurred during the period.

GROUP COMPOSITION AND DEVELOPMENT

	December 31, 2022	December 31, 2023
FULL CONSOLIDATION		
Production companies	5	6
Distribution companies	28	28
SUBTOTAL	33	34
Other companies	6	8
TOTAL	39	42
CONSOLIDATED USING THE EQUITY METHOD		
Financing companies	2	2
TOTAL	41	44

NOTE 3.2 IMPACT OF ACQUISITIONS

The accounting recognition of the grouping of the MN-Lifttek company was performed on a final basis.

The accounting recognition of the grouping of the easyLi and GI.ERRE SRL companies was performed on a provisional basis.

in thousands of euros	easyLi	GI.ERRE SRL	Total
Cost of acquisitions	-2,980	-3,502	-6,482
Cash and cash equivalents of subsidiaries acquired	2,017	1,759	3,776
Acquisition of subsidiaries net of cash flow acquired	-963	-1,743	-2,706
Disposal of subsidiaries net of cash flow transferred	0	0	0
Impact of acquisitions and disposals on group cash flow	-963	-1,743	-2,706

in thousands of euros	easyLi	GI.ERRE SRL	Total
Net cash flow of companies acquired	2,017	1,759	3,776
Intangible assets	452	456	908
Right-of-use of leased assets	223	546	769
Current financial assets	43	0	43
WCR	248	91	339
Other current and non-current provisions	-49	-172	-220
Financial debt	-1,404	0	-1,404
Rental liabilities	-223	-546	-769
Fair value of assets net of additional shareholdings	1,307	2,135	3,442

The allocation of the acquisition price as of December 31, 2023 is presented in the table below:

in thousands of euros	easyLi	GI.ERRE SRL	Total
Cost of acquisitions (in cash)	2,980	3,502	6,482
Change in debt on acquisition of shares	610	0	610
Fair value of assets net of shareholdings acquired	1,307	2,135	3,442
Goodwill	2,283	1,367	3,650

Provisional goodwill of MN-Lifttek Oy, initially recognized at December 31, 2022, has been allocated in the amount of €1 million to the Lifttek brand, on the basis of an independent appraisal. Goodwill thus amounts to €1.7 million.

The determination of the goodwill of easyLi and GI.ERRE SRL is preliminary as of December 31, 2023; the estimate of the fair value of the consideration transferred and its allocation was being analyzed at the closing date.

The contribution to the main aggregates of the consolidated income statement of the acquisition is as follows:

in thousands of euros	2023	2023 Constant scope*	Difference
Net sales	2,871,312	2,868,381	2,931
Recurring operating profit	211,552	211,695	-143
% net sales	7.4%	7.4%	0.0%

Changes in the scope of consolidation had an impact of €2.9 million and -€0.1 million on consolidated sales and recurring operating income for 2023, respectively.

** Constant scope is characterized by the following:*

- *for companies acquired in N-1: deduction of their contribution from January 1st of the current fiscal year to the anniversary month of their acquisition,*
- *for companies acquired in N: deduction of their contribution from the anniversary month of their acquisition to December 31st of the current fiscal year.*

NOTE 4 OPERATIONAL DATA

NOTE 4.1 SECTOR INFORMATION

NOTE 4.1.1 RESULT BY DIVISION

ACCOUNTING PRINCIPLES

In accordance with IFRS 8, the information by operating segment is prepared on the basis of operating reports submitted to group management.

This information is prepared in accordance with the IFRS applicable to consolidated financial statements.

It includes the following items:

- net sales;
- operating income;
- operating income including net income from equity associates, which are the performance indicators of the divisions.

Segment information is disclosed on the basis of the group's operational structure, with two divisions:

- the Product division comprises all French, Italian, American, and Indian production sites dedicated in particular to telehandlers, industrial masted forklift trucks and all-terrain trucks, truck-mounted forklifts, aerial work platforms, compact wheel loaders, compact track loaders, and articulated compact loaders, backhoe loaders and telescopic loaders. Its mission is to optimize the development and production of Manitou, Gehl, and Mustang by Manitou brand name products.
- the S&S (Services & Solutions) division includes service activities to support sales (financing approaches, warranty contracts, maintenance and full-service contracts, fleet management, etc.), after-sales services (spare parts, technical training, warranty contract management, used equipment management, etc.) and services to end users (geolocation, user training, advice, etc.). The aim of this division is to create service offers to meet the expectations of each of our customers in our value chain and increase the resilience of group sales.

These two divisions design and assemble the products and services that are distributed by the sales and marketing organization to dealers and the group's major accounts in 140 countries.

	Product Division		S&S Division		TOTAL	
in thousands of euros	2022	2023	2022	2023	2022	2023
Net sales	1,971,774	2,472,435	389,854	398,878	2,361,627	2,871,312
Cost of goods and services sold	-1,767,637	-2,094,671	-281,641	-288,970	-2,049,278	-2,383,640
Gross margin	**204,137**	**377,764**	**108,213**	**109,908**	**312,349**	**487,672**
As a %	**10.4%**	**15.3%**	**27.8%**	**27.6%**	**13.2%**	**17.0%**
Research and development costs	-34,924	-40,068	0	-297	-34,924	-40,365
Selling, marketing and service expenses	-71,779	-85,716	-55,597	-67,296	-127,376	-153,012
Administrative expenses	-55,287	-66,875	-11,371	-14,681	-66,659	-81,557
Other operating income and expenses	1,525	-1,505	-278	318	1,247	-1,187
Recurring operating profit	**43,671**	**183,600**	**40,967**	**27,952**	**84,638**	**211,552**
As a %	**2.2%**	**7.4%**	**10.5%**	**7.0%**	**3.6%**	**7.4%**
Non-recurring operating income and expenses	-2,188	-4,070	-168	167	-2,357	-3,902
Operating income	**41,483**	**179,531**	**40,798**	**28,119**	**82,281**	**207,650**
As a %	**2.1%**	**7.3%**	**10.5%**	**7.0%**	**3.5%**	**7.2%**
Share of profits of associates	0	0	1,986	2,535	1,986	2,535
Operating income including net income from equity associates	**41,483**	**179,531**	**42,785**	**30,654**	**84,267**	**210,185**

The spare parts and attachments distribution business, which is part of the Services & Solutions division, benefits from services provided by the Product division (R&D, qualification of parts, qualification of suppliers), from the installed base of machines sold, and from the brand name recognition developed by these divisions.

In order to compensate for all these benefits, the group's divisional reporting includes fees from the Services & Solutions division to the MHA and CEP divisions. This fee is calculated based on comparable external indicators from independent spare parts distributors for which the median operating income over a 5-year period amounted to 3.90% in Europe and 4.87% in the USA, the main regions in which the S&S Division operates. The fee is allocated to each division in the "Cost of goods and services sold" line item, which therefore corresponds to the cost of goods and services sold, net of fee expenses or income.

Assets and cash flows, as well as liabilities, are not allocated to individual divisions. The information by operating segment used by the Group's management does not include these various items.

NOTE 4.1.2 NET SALES BY DIVISION AND GEOGRAPHICAL REGION

2022 net sales						2023 net sales				
SOUTHERN EUROPE	NORTHERN EUROPE	AMERICAS	APAM *	TOTAL	in millions of euros and % of total	SOUTHERN EUROPE	NORTHERN EUROPE	AMERICAS	APAM *	TOTAL
690	733	364	185	1,972	Product Division	826	914	531	202	2,472
29%	*31%*	*15%*	*8%*	*83%*		*29%*	*32%*	*18%*	*7%*	*86%*
140	130	72	48	390	S&S Division	145	134	68	52	399
6%	*5%*	*3%*	*2%*	*17%*		*5%*	*5%*	*2%*	*2%*	*14%*
830	862	436	233	2,362	TOTAL	971	1,048	599	254	2,871
35%	*37%*	*18%*	*10%*	*100%*		*34%*	*37%*	*21%*	*9%*	*100%*

** Asia, Pacific, Africa, Middle East.*

THE MAIN COUNTRIES AS A % OF NET SALES

as a %	2022	2023
France	20%	18%
United States of America	13%	15%
United Kingdom	10%	9%
Italy	8%	7%
Germany	6%	6%
Belgium	4%	4%
Spain	4%	4%
Netherlands	2%	3%
Australia	4%	3%
Canada	3%	3%

NOTE 4.2 OPERATING INCOME

ACCOUNTING PRINCIPLES

The operating income includes all recurring and non-recurring items described below, before taking into account the financial result, income tax, and the group's share of the net income from equity associates. It includes:

- net sales (note 4.2.1);
- the cost of goods and services sold (note 4.2.2);
- research and development costs (note 4.2.3);
- sales, marketing, and services costs and administrative expenses (note 4.2.4);
- other operating income and expenses (note 4.2.5);
- non-recurring operating income and expenses (note 4.2.6).

The group uses operating income as a primary performance indicator.

NOTE 4.2.1 NET SALES

ACCOUNTING PRINCIPLES

Revenues amount to all proceeds from the sales of the group's products, from trading activities, and the provision of services associated with sales. They are primarily comprised of:

- sales of new handing equipment assembled within the group or acquired from third parties;
- spare parts and attachments;
- equipment rentals;
- equipment fleet management services;
- miscellaneous services (extended warranties).

They are net of:

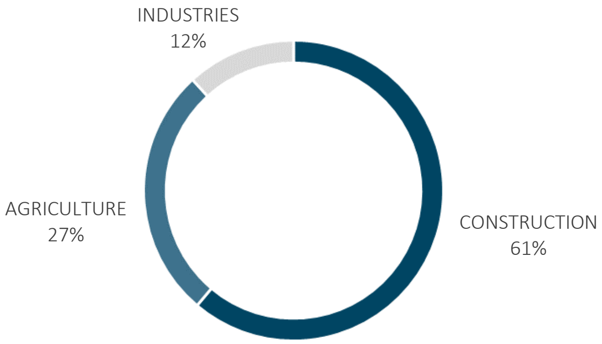
- value-added tax;
- returns of goods;
- discounts and allowances;
- intra-group sales.

In accordance with IFRS 15, product sales are recognized when the group has honored its service commitment to the purchaser and when control over the products has been transferred. In general, this corresponds to when the products are made available to the distribution network (in the case of independent dealers) or upon delivery to the end customer (for direct sales). In the case of provision of services, the product is recognized when the service has been performed. Thus, for warranty extensions, the revenue is recognized as the service is provided.

NET SALES BY TYPE AND GEOGRAPHICAL REGION

	Sales of goods				Sales of services				TOTAL			
in millions of euros	2022	as a %	2023	as a %	2022	as a %	2023	as a %	2022	as a %	2023	as a %
Southern Europe	812	35%	951	34%	18	36%	20	37%	830	35%	971	34%
Northern Europe	850	37%	1,034	37%	13	26%	14	27%	862	37%	1,048	37%
Americas	434	19%	597	21%	2	4%	2	3%	436	18%	599	21%
APAM	216	9%	236	8%	17	34%	17	32%	233	10%	254	9%
TOTAL	2,312	100%	2,818	100%	49	100%	53	100%	2,362	100%	2,871	100%

NET SALES BY MARKET



Services are sold exclusively by the S&S (Services & Solutions) division. The amount of revenue from sales of services is therefore attributable to this division alone.

The group's customer base is very diverse, with the largest customer representing no more than 2% of total revenue.

NOTE 4.2.2 COST OF GOODS AND SERVICES SOLD

ACCOUNTING PRINCIPLES

COST OF GOODS AND SERVICES SOLD

The cost of sales is made up of the cost of goods and services sold, which comprises the cost of raw materials and components, labor directly attributable to the goods or services, and all related production and logistics operating costs. It also includes the amortization of intangible assets, equipment and materials allocated to production, contractual warranty costs, provisions for inventory impairment, and exchange gains and losses on operating income in foreign currency resulting from the difference between the valuation at the exchange rate on the day of the transaction and the rate on the day of settlement.

GROSS MARGIN

The gross margin on the cost of sales is the difference between sales and the cost of sales.

in thousands of euros	2022	2023
Material purchases	-1,623,777	-1,880,248
Direct and indirect labor	-224,550	-269,715
Depreciation, amortization and impairment*	-42,217	-47,229
Other	-158,734	-186,449
Cost of goods and services sold	**-2,049,278**	**-2,383,640**

** Of which €4.6 million in IFRS 16 impacts in 2023 (€3.9 million in 2022).*

NOTE 4.2.3 RESEARCH AND DEVELOPMENT COSTS

ACCOUNTING PRINCIPLES

RESEARCH AND DEVELOPMENT COSTS

Research and development costs consist of personnel costs for staff assigned to innovation, development, design, prototyping, and product improvements. The businesses frequently use external services as well as dedicated equipment and materials for which depreciation is charged to the function.

Development activities meeting the criteria of IAS 38 may be recognized in intangible assets and subsequently amortized in cost of sales (note 6.1).

The expenses of the fiscal year include research costs, study and development costs uncapitalized pursuant to the criteria noted in 6.1, as well as the depreciation expense of capitalized development costs.

The Research Tax Credit in France, which is calculated on the basis of certain research expenses associated with “eligible” projects, is paid by the State. If the beneficiary of the Research Tax Credit owes corporate tax, this credit will be deducted against taxes to be paid; otherwise, it will be repaid by the State within three years. Therefore, the Research Tax Credit does not fall within the scope of IAS 12 “Income taxes” and is recognized as a decrease in the Research and Development costs in the group's operating margin at the rate at which the financed costs are recognized in the income statement.

in millions of euros	2022	2023
Total expenses incurred	48,865	56,890
Capitalized development costs	-13,941	-16,525
Total research and development costs	**34,924**	**40,365**

NOTE 4.2.4 SALES, MARKETING, AND SERVICE COSTS AND ADMINISTRATIVE EXPENSES

ACCOUNTING PRINCIPLES

SALES AND MARKETING COSTS

Sales costs consist primarily of personnel and associated costs allocated to business development assignments, coordination of dealer networks, and marketing and technical expenses. This line item also includes sales commissions, advertising costs, trade shows, credit insurance expenses, the cost of sales warranties, travel expenses, and the depreciation of associated infrastructure.

ADMINISTRATIVE EXPENSES

Administrative expenses consist primarily of personnel expenses and costs associated with the support functions (human resources, finance, general secretariat, etc.). They also include depreciation of the infrastructure associated with these functions.

in thousands of euros	2022	2023
External expenses	-61,352	-70,688
Personnel expenses	-109,486	-132,516
Net depreciation/amortization expenses (non-production)*	-9,320	-9,478
Other**	-13,877	-21,887
Sales, marketing, and service costs and administrative expenses	**-194,034**	**-234,568**

** Of which €2.8 million in IFRS 16 impacts in 2023 (€2.7 million in 2022).*
*** Primarily concerns commissions*

NOTE 4.2.5 OTHER OPERATING INCOME AND EXPENSES

in thousands of euros	2022	2023
Disposal of assets	-112	178
Other income	2,150	1,887
Other expenses	-2,494	-2,391
Net increase in provisions	1,703	-862
Total other operating income and expenses	**1,247**	**-1,187**

NOTE 4.2.6 NON-RECURRING OPERATING INCOME AND EXPENSES

ACCOUNTING PRINCIPLES

NON-RECURRING INCOME AND EXPENSES

The other non-recurring operating income and expenses, excluded from the recurring operating income, include:

- impairment;
- income from significant or unusual disposals of tangible and intangible assets;
- acquisition and consolidation expenses;
- income relating to "Badwill";
- income from disposals of consolidated securities;
- restructuring costs;
- unusual items corresponding to other income and expenses that are not usual in terms of their frequency, nature, and amount.

in thousands of euros	2022	2023
Staff costs associated with restructuring	-38	-360
Impairment of financial assets	0	
Net provisions for risks and contingencies	298	2,302
Other non-recurring income and expenses	-2,617	-5,844
Total other operating income and expenses	**-2,357**	**-3,902**

In 2023, this result includes net non-recurring operating expenses of €3.9 million, including €5.1 million in litigation costs, €1.7 million in costs linked to external growth and income of €3.5 million linked to the outsourcing of a pension plan.

In 2022, other non-recurring income and expenses included expenses relating to the destruction of equipment by a storm at the Madison site (United States) for €0.8 million, legal fees of €0.6 million in connection with an ongoing dispute, and €0.6 million in costs relating to external growth.

NOTE 4.2.7 EBITDA

in thousands of euros	2022	2023
Operating income	**82,281**	**207,650**
Amortization and depreciation	54,908	60,744
EBITDA with lease commitments	**137,189**	**268,394**
Cancellation of the lease payment charge on contracts previously classified as operating leases	-7,538	-8,661
EBITDA without lease commitments	**129,651**	**259,733**

NOTE 5 EMPLOYEE BENEFITS

NOTE 5.1 HEADCOUNT

	December 31, 2022	December 31, 2023
Managers	1,413	1,537
Supervisory staff	80	81
Technicians (ETD)	1,398	1,489
Manual workers	2,118	2,357
Total	5,009	5,464

NOTE 5.2 BREAKDOWN OF PERSONNEL EXPENSES BY TYPE

in thousands of euros	2022	2023
Salaries, bonuses, and indemnities*	-226,404	-271,357
Profit-sharing	-13,217	-21,027
Employee benefits	-8,188	-8,317
Social charges and payroll taxes	-72,588	-82,274
Personnel expenses excluding temporary employees and rebilling	-320,397	-382,975
Temporary employees and other	-42,454	-54,757
Total personnel expenses	-362,850	-437,732

** Before capitalization of R&D costs*

NOTE 5.3 EMPLOYEE BENEFITS

ACCOUNTING PRINCIPLES

The group has put in place a number of employee benefit plans with defined contributions or defined benefits.

- The defined contribution plans are post-employment benefit plans under which Manitou Group pays contributions to an independent entity. In this case, the group is not bound by any legal or implicit requirement that compels it to make additional contributions in the event that the assets are not sufficient to pay the benefits due for services rendered. The contributions are accounted for as an expense when they fall due.
- The liabilities resulting from defined benefit schemes, and their costs, are calculated according to IAS 19 (revised), using the projected unit credit method. Commitments corresponding to benefits granted are assessed taking into account the demographic and economic assumptions for each entity concerned. They are discounted to their present value using a discount rate based on the interest rates for the highest-quality bonds. The various categories of defined benefit plans in place within Manitou Group and the main assumptions used are presented in detail below.

Actuarial gains and losses generated by changes in assumptions are recorded in reserves.

The net expense for the period is the sum of the cost of services rendered, the cost related to unwinding the discount, the expected return on plan assets, and, if applicable, the cost of managing the assets.

NOTE 5.3.1 DEFINITION

The defined benefit plans that result in the recognition of a provision relate to:

- employee indemnities related to retirement or contract completion;
- other long-term benefits such as long service awards;
- pension schemes and other retirement benefits for certain employees;
- a supplementary pension scheme for certain management employees in the USA;
- medical insurance and post-employment life insurance.

These defined benefit schemes are usually covered by funds paid to insurance companies, which are valued at their fair value at year end. The value of these funds is deducted from the commitment valued in accordance with the provisions of IAS 19 (revised). The characteristics of the primary schemes are as follows:

	United States of America Pension Plan b	United States of America SERP	United Kingdom Pension	France Retirement indemnity	Italy Severance pay
Description	A "qualified" post-employment benefits plan that was closed to new members as of May 1, 2005 and frozen in terms of the acquisition of rights for all participants as of October 3, 2009. The benefits attributed are the greater of 1% of final salary multiplied by the number of years of service (capped at 35 years) or $22 per year of service. This plan was outsourced in 2023.	A "non-qualified" post-employment benefits plan including a limited number of designated beneficiaries on the basis of individual agreements. One active employee is currently in the plan; all the other beneficiaries are former employees. The benefits granted under this plan are calculated based on a percentage of final average earnings.	Final salary-based scheme, frozen to new entrants and to the acquisition of new rights.	Amount paid at the time of retirement calculated based on years of service and final salary. This plan corresponds to the legal obligations (national collective agreement of engineers and metallurgy supervisors).	Amount paid at the time of retirement calculated based on years of service and final salary. This plan complies with legal requirements and has been frozen since 2007.
Plan risks	See below	Interest rate risk and life expectancy risk.	See below	Volatility of the benefit disbursement amounts depending on the effective retirement date.	Volatility of the benefit disbursement amounts depending on the effective departure date of employees hired before 2007.
Investment strategy	See above	Although not considered as plan assets, the plan is financed via a "Rabbi trust".	See below	Insurance contract making the funds invested immediately available. Assets characterized by the low volatility of their yield.	Lack of asset

UK pension: in 2022, the Group transferred asset management to an insurance company (buy-in). Thanks to this buy-in, the plan's risks are very limited, since the previous risks (investment and life expectancy) are no longer relevant. The investment strategy is also based on this buy-in contract. This transaction had a negative impact of €5 million, recorded in OCI.

Pension Plan B United States: in 2023, the Group outsourced the entire management of this plan to an insurance company. As a result, the group no longer bears any risk. This transaction did not generate any material gains or losses over the period. The unused provision for contingencies recorded in the consolidated financial statements as of December 31, 2022 has been written back to other non-recurring operating income. See notes 4.2.6 and 10.1 of the consolidated financial statements.

NOTE 5.3.2 EVOLUTION

KEY ACTUARIAL ASSUMPTIONS USED

	France		United Kingdom		Italy		United States of America		India	
	12.31.2022	12.31.2023	12.31.2022	12.31.2023	12.31.2022	12.31.2023	12.31.2022	12.31.2023	12.31.2022	12.31.2023
Salary trends	4.30%	4.30%	n/a	n/a	n/a	n/a	n/a	n/a	10.00%	9.00%
Pension increases	n/a	n/a	5.00%	5.00%	n/a	n/a	n/a	n/a	n/a	n/a
Financial discount rate	3.70%	3.15%	4.80%	4.50%	3.70%	3.15%	5.35%	5.00%	7.50%	7.00%

A change of -0.5% in the discount rate would have the following impact on the actuarial debt (DBO) and the cost of an additional year (SC):

in thousands of euros	Europe (inc. France)	United Kingdom	United States of America	India	TOTAL
Impact on the actuarial liability (DBO)	2,134	765	154	73	3,126
Impact on the cost of an additional year (SC)	218	0	6	12	236

Salary increases are assumed for each country as the sum of inflation assumptions and forecasts of individual increases.

The turnover and mortality rates reflect the specific characteristics of each country and each company. The turnover rate used varies according to the age and status of the individuals concerned. As of December 31, 2023, the use of the MP-2022 mortality table published by the SOA (Society of Actuaries) in October 2022 to calculate commitments in the United States did not have an impact on the discounted debt.

The rate used to discount liabilities is determined with reference to a market rate on the reporting date based on top-quality corporate bonds.

The healthcare inflation rate used was 6.50% as of December 31, 2023. A change of 1% in healthcare inflation would have an impact on the actuarial liability (DBO) of +€0.2 million and would have no impact on the cost of an additional year (SC).

The calculation of retirement benefits in France is based on voluntary departure by the employee, which implies that the commitment includes social security charges. The rates used for social security charges in assessing the commitment for 2023 are between 43% and 55%, depending on the entities and the occupational categories concerned.

The retirement age used to calculate retirement benefits and supplementary pension was determined in compliance with the applicable legislation in the countries concerned.

BREAKDOWN OF PLAN ASSETS (AS A %)

The breakdown of plan assets as of December 31, 2023 was as follows:

	12.31.2022			12.31.2023		
	France	United Kingdom	United States	France	United Kingdom	United States
Shares	13.90%		0.13%	12.90%		
Bonds	73.70%		77.20%	72.10%		100.00%
Other plan assets	12.40%	100.00%	22.66%	15.00%	100.00%	
TOTAL	**100.00%**	**100.00%**	**100.00%**	**100.00%**	**100.00%**	**100.00%**

RECONCILIATION OF BALANCE SHEET LINE ITEMS

The provision is broken down by country as follows:

						12.31.2023
in thousands of euros	France IFC	France Other	United Kingdom	United States of America	Other	Total
Current value of the obligation	24,862	1,447	9,974	4,295	3,929	44,507
Fair value of the financial assets	3,212	0	10,680	953	1,494	16,339
(Provisions) net assets recognized in the balance sheet	**-21,650**	**-1,447**	**706**	**-3,342**	**-2,435**	**-28,168**
				Of which:	Provision	-29,884
					Assets	1,713

						12.31.2022
in thousands of euros	France IFC	France Other	United Kingdom	United States of America	Other	Total
Current value of the obligation	20,572	1,301	9,676	40,500	3,378	75,427
Fair value of the financial assets	3,119		10,194	37,109	1,372	51,794
(Provisions) net assets recognized in the balance sheet	**-17,453**	**-1,301**	**518**	**-3,391**	**-2,006**	**-23,633**
				Of which:	Provision	-25,409
					Assets	1,775

CHANGE IN COMMITMENTS AND PLAN ASSETS DURING THE YEAR

	France		United Kingdom		United States of America		Other		Total	
in thousands of euros	12.31.2022	12.31.2023	12.31.2022	12.31.2023	12.31.2022	12.31.2023	12.31.2022	12.31.2023	12.31.2022	12.31.2023
Commitment										
Beginning of period	29,670	21,873	15,830	9,677	50,053	40,517	3,689	3,378	99,242	75,444
Service costs	2,616	1,823			136	67	295	395	3,047	2,285
Discounting	351	872	285	458	761	542	131	207	1,528	2,079
Benefits paid	-670	-511	-527	-807	-4,651	-7,807	-211	-200	-6,058	-9,325
Liquidation/reduction and other						-29,932			0	-29,932
Past service costs		-206							0	-206
Additions to the scope of consolidation		41						172	0	213
Actuarial losses (gains) – experience and demographic assumptions	-484	398	833	-60	667	1,341	153	-127	1,168	1,552
Actuarial losses (gains) – financial assumptions	-9,610	2,019	-6,298	381	-10,207	122	-643	170	-26,758	2,692
Other costs	0		172	128	499	106	25	-2	696	232
Exchange rate adjustment	0		-619	198	3,259	-661	-62	-60	2,578	-523
End of period	21,873	26,309	9,677	9,975	40,517	4,295	3,378	3,931	75,444	44,509
Plan assets										
Beginning of period	3,069	3,119	21,826	10,194	46,324	37,109	1,464	1,372	72,683	51,794
Employer contributions			0	0		0	153	152	153	152
Benefits paid	-599	-405	-527	-807	-3,998	-7,301	-23	-27	-5,147	-8,540
Expected return on assets	33	115	393	479	670	331	16	57	1,112	982
Difference - Expected return/actual return on assets	616	383	-10,770	605	-8,910	1,550	-258	-78	-19,322	2,460
Additions to the scope of consolidation									0	0
Liquidations				0		-30,210		0	0	-30,210
Other				0		0	20	22	20	22
Exchange rate adjustment			-728	209	3,022	-526		0	2,295	-317
End of period	3,119	3,212	10,194	10,680	37,109	953	1,372	1,498	51,794	16,343
Reconciliation of the provision										
Beginning of period	-26,601	-18,754	5,996	518	-3,729	-3,408	-2,225	-2,006	-26,560	-23,649
Expense for the year	-2,600	-2,403	-64	-107	-705	-662	-435	-578	-3,805	-3,750
Employer contributions	0	0	0	0	0	0	153	152	153	152
Benefits paid	71	106	0	0	653	506	188	173	911	785
SORIE	10,376	-2,005	-5,305	284	631	87	232	-85	5,932	-1,719
Additions to the scope of consolidation		-41						-172	0	-213
Other							20	22	20	22
Exchange rate adjustment			-109	11	-237	135	62	60	-284	206
End of period	-18,754	-23,097	518	706	-3,388	-3,342	-2,006	-2,433	-23,633	-28,166
							Of which:	Provisions	-25,409	-29,884
								Assets	1,775	1,713

BREAKDOWN OF EXPENSE FOR THE PERIOD

IAS 19 (Revised)	France		United Kingdom		United States of America		Other		Total	
in thousands of euros	12.31.2022	12.31.2023	12.31.2022	12.31.2023	12.31.2022	12.31.2023	12.31.2022	12.31.2023	12.31.2022	12.31.2023
Service costs	2,616	1,617	0	0	136	67	295	395	3,047	2,079
Discounting	351	872	285	458	761	542	131	207	1,528	2,079
Expected return on assets	-33	-115	-393	-479	-670	-331	-16	-57	-1,112	-982
Losses/gains recognized	-334	29						36	-334	65
Administrative expenses	0		172	128	499	384	25	-2	696	510
Net expense	2,600	2,403	64	107	705	662	435	578	3,804	3,750

A new law aimed at changing the retirement age for certain employees has been passed in France in the first half of 2023. This law raises the minimum legal retirement age from 62 to 64, with special provisions for people who started work before the age of 21. The impact of this new law on the Group's pension provisions as of December 31, 2023 is recognized in past service costs (income of €0.2 million).

NOTE 5.4 SHARE-BASED COMPENSATION

In return for services rendered, the group is likely to grant certain members of personnel equity-settled or cash-settled share-based plans. The group then records its commitment as services are rendered by the beneficiaries, from the grant date to the date the rights are acquired.

NOTE 5.4.1 SUBSCRIPTION OPTION PLAN

A 700 BSPCE* plan, with an option for Manitou BF to buy back the shares, was set up at the time of the easyLi acquisition. The benefits granted under this plan, measured at fair value at the time of allocation, constitute additional compensation. It is recognized in personnel expenses, spread in installments over the vesting period of the benefit granted (January 2023 – June 2027) with recognition of a social security liability. At each balance sheet date, the Group jointly reviews the fair value and number of exercisable instruments, taking into account new performance prospects, grants and possible departures. The personnel expense recognized by Manitou BF under IFRS 2 is €0.1 million as of December 31, 2023.

**BSPCE defined in section 8.5 of 2023 URD*

NOTE 5.4.2 ALLOCATION OF PHANTOM SHARES

The President and Chief Executive Officer has benefited from a Phantom Shares plan whereby an annual bonus is paid, the amount of which will be based on the Manitou share value for the periods from 2018 to 2021. This bonus is subject to performance and attendance conditions. A similar plan has been set up for Excom members.

For 2023, 42,500 phantom shares valued at €0.7 million (versus 8,910 phantom shares allocated in 2022, valued at €0.2million) were awarded, subject to the approval of the General Meeting.

NOTE 5.4.3 CHARGE RELATING TO SHARE-BASED COMPENSATION

In the consolidated financial statements, the benefit given to the beneficiaries under the plans explained above is recorded as an operating expense.

The amounts are presented below:

Plan (*in thousands of euros*)	2022 expenses	2023 expenses
Subscription option plan		99
Phantom shares	228	982
Other		
Total	228	1,081

NOTE 5.5 EXECUTIVE COMPENSATION AND OTHER BENEFITS

Total amount of compensation and benefits in kind paid to executives:

	Non-executive corporate officers		Executive corporate officers		Executive Committee members who are not corporate officers	
in thousands of euros	2022	2023	2022	2023	2022	2023
Salaries	160	160			2,611	2,301
Mandates	525	585	1,693	1,213		
Additional benefits						
Options granted						
Value of options granted						
Options exercised						
Balance sheet provisions and commitments (provision for premiums or indemnities)	345	446	378	903	879	2,359

Information on the compensation policy can be found in chapter 5 of the 2023 URD.

NOTE 6 INTANGIBLE AND TANGIBLE FIXED ASSETS

NOTE 6.1 GOODWILL AND INTANGIBLE ASSETS

NOTE 6.1.1 CHANGE IN NET BOOK VALUE

ACCOUNTING PRINCIPLES

In accordance with IAS 38, an intangible asset is recognized in the assets side of the balance sheet if it is identifiable (separately, meaning that it can be separated from the entity and be sold, transferred, granted under license, leased, or exchanged, either individually or in the context of a contract with a related asset or liability; or it results from contractual rights or other legal rights, whether or not these rights are transferable or separable from the entity, or other rights and obligations):

- it is probable that the future economic benefits attributable to the asset will go to the entity;
- the cost of this asset may be reliably valued.

GOODWILL

The accounting principles regarding goodwill are described in Note 3 "Scope of consolidation."

INTANGIBLE ASSETS

Development costs are capitalized as an asset when they meet all the following criteria:

- the product or process is clearly determined and the costs attributable to the product or process can be identified separately and reliably assessed;
- the product or process is new or represents a substantial improvement to an existing product or process;
- the technical feasibility of producing the product or process can be demonstrated;
- the company intends to produce and market or use the product or process;
- there is a market for the product or process or, in case of internal use, its usefulness to the company can be demonstrated;
- there are sufficient available resources to complete the development and then use or sell the intangible asset.

These costs primarily include the costs of the personnel assigned to the projects, the portion of overhead costs dedicated to the development activity, the costs of external studies and the costs of prototype creation.

Development costs incurred between the decision to start development, the manufacture of new equipment and the testing, and pre-series production phase for that equipment are recognized as intangible assets. Depreciation of the asset begins when development is complete and the asset is ready to be put into operation.

Costs related to preliminary study, the functional analysis phase, and user training are recognized as expenses for the period.

Software

Costs incurred in connection with the implementation of an integrated information system (ERP) are recognized as assets for the portion relating to the detailed design of the project and to programming, testing and documentation, if it is likely that the future economic benefits attributable to the asset will flow to the entity and if the cost of that asset can be reliably assessed and monitored.

Because software acquired as an operating asset is intended to be retained by the group for the long term, it is capitalized.

Configuration and customization costs related to the implementation of software in SAAS (Software As A Service) are capitalized when they meet the definition of an intangible asset (creation of interfaces, adaptation of the existing information system). Otherwise, they are accounted for as:

- operating expenses, when carried out internally;
- operating expenses or deferred expenses, when carried out by an external service provider, depending on the nature of the services rendered.

Brand names, customer relationships acquired, and other intangible assets are recognized in assets if they meet the criteria of IAS 38.

Subsequent revaluation: IAS 38 provides the option of revaluing all or a portion of the assets after the transition date. The group has decided not to make use of this option.

Depreciation is calculated according to the estimated useful lives of the different categories of assets, using the straight-line method. The amortizable amount is the difference between the cost of the asset and the residual value, which is considered to be zero for all amortizable assets.

The main depreciation periods are as follows:

Nature of fixed assets	Term
Patents	5 years
Software	3 years
Complex information systems – ERP	7 years
Development costs	5 years

in thousands of euros	Goodwill	Development costs	Software	Trademarks	Customer relationships and other intangible fixed assets	Total intangible fixed assets
Gross amount as of December 31, 2022	79,821	130,315	78,610	30,146	38,220	277,291
Acquisitions	0	16,671	1,001	0	14,755	32,427
Disposals	0	-7,336	-569	0	-12	-7,916
Change in scope	2,659	687	-4	979	10	1,671
Other	0	-461	-357	0	964	145
Currency translation differences	-2,806	-1,449	-374	-1,040	-1,067	-3,929
Gross amount as of December 31, 2023	79,673	138,427	78,307	30,085	52,870	299,689
Depreciation and impairment as of December 31, 2022	-76,600	-81,674	-62,039	-30,047	-33,865	-207,626
Increases	0	-6,936	-6,113	-178	-1,105	-14,332
Reversals	0	7,303	568	0	24	7,895
Change in scope	0	-238	-20	0	-7	-265
Other	0	-135	1,487	0	-1,348	5
Currency translation differences	2,806	827	264	1,042	1,011	3,143
Depreciation and impairment as of December 31, 2023	-73,793	-80,853	-65,854	-29,183	-35,289	-211,180
Net amount as of December 31, 2022	3,221	48,641	16,570	99	4,355	69,665
Net amount as of December 31, 2023	5,880	57,574	12,453	902	17,580	88,509

The main intangible investments in 2023 concerned development costs, for €16.7 million, information systems for €7.6 million, and other intangible fixed assets for €8.2 million.

NOTE 6.1.2 BREAKDOWN OF NET GOODWILL AT THE END OF THE YEAR

in thousands of euros	December 31, 2022	December 31, 2023
easyLi	0	2,283
MN-Lifttek Oy	2,656	1,664
GI.ERRE SRL	0	1,367
Other	566	566
Total	3,221	5,880

In 2023, the acquisition of easyLi and GI.ERRE SRL gave rise to the recognition of goodwill, on a provisional basis, for €2.3 million and €1.4 million, respectively.

Final goodwill on Lifttek is €1.7 million. This amount has been adjusted by -€1.0 million for fiscal year 2023, and partially allocated to the Lifttek brand.

NOTE 6.2 TANGIBLE ASSETS

ACCOUNTING PRINCIPLES

Tangible assets correspond to physical assets that the company will continue to use after the current fiscal year.
They concern several types of assets: land, buildings, general facilities, tools, equipment, vehicles, IT equipment, etc. The group groups its tangible assets into five items:

- land;
- buildings;
- plant, machinery, and equipment;
- other tangible assets;
- tangible fixed assets under production.

A tangible fixed asset under production must be recognized in assets when:

- it is probable that the future economic benefits attributable to the asset will go to the entity;
- the cost of this asset may be reliably valued.

INITIAL RECOGNITION
The gross value of tangible assets is the historical cost of acquisition or production.
In regard to the item-based approach, the principles currently applied are as follows:

- with respect to buildings, the “construction” portion (structural work) and the “installations” portion (walls, electricity, compressed air systems, etc.) are depreciated over different periods (20 to 30 years for buildings and 10 years for installations);
- with respect to industrial equipment and other fixed assets with a high unit value (more than €50,000), depending on the nature of the constituent components and their rate of wear and tear, components for which the unit value exceeds 15% of the total value of the asset are also separated out, so that different depreciation periods can be applied.

DEPRECIATION is calculated according to the estimated useful lives of the different categories of assets, using the straight-line method. The amortizable amount is the difference between the cost of the asset and the residual value, which is considered to be zero for all amortizable assets.

The principal estimated useful lives are as follows:

Nature of fixed assets	Term
Construction	20 to 30 years(1)
Improvements to land and buildings	10 years(2)
Industrial market	3 to 7 years(3)
Industrial tooling and molds	3 years
Transport equipment	
Passenger cars	4 years
Large commercial vehicles	5 years
Office and IT equipment	3 to 5 years(4)
Office furniture	10 years

(1) Depending on the construction quality
(2) Except for improvements to leased properties, which are amortized over the rental period of the property
(3) Depending on the type of material
(4) Depending on the type of equipment

EQUIPMENT RENTED OR PROVIDED FOR RENTAL
Equipment covered by financing leases for the benefit of customers is not capitalized, whether related to previously capitalized equipment, financing leases (back-to-back leasing), or rental (back-to-back rental). These assets are reported as receivables, at an amount equal to the net investment in the leasing contract.
Equipment covered by simple rental contracts to the benefit of customers are capitalized in the appropriate asset categories. It is depreciated over a period of eight years.

ACCOUNTING TREATMENT FOR GRANTS
Public authority grants are recognized when there is reasonable assurance that they will be received and that the group will be able to comply with the conditions of the grant.
Grants related to depreciable assets are initially recognized as balance sheet liabilities and reported in the income statement at the rate of depreciation of the relevant assets. The research tax credit was recognized as grant income for the period.

in thousands of euros	Land	Buildings	Plant, machinery and equipment	Other tangible assets	Tangible fixed assets under production	Total tangible fixed assets
Gross amount as of December 31, 2022	61,463	209,113	239,238	116,656	32,193	658,664
Acquisitions	1,686	2,696	13,947	26,311	48,466	93,106
Disposals	-14	-57	-2,585	-2,448	0	-5,104
Change in scope	0	39	45	1,160	2	1,246
Other	852	17,242	17,793	-8,006	-38,503	-10,623
Currency translation differences	-417	-1,665	-2,371	-2,111	-662	-7,226
Gross amount as of December 31, 2023	63,571	227,367	266,067	131,562	41,495	730,063
Depreciation and impairment as of December 31, 2022	-13,594	-126,406	-194,519	-67,709	0	-402,228
Increases	-1,583	-8,768	-17,029	-11,543	0	-38,923
Reversals	11	46	2,327	2,253	0	4,637
Change in scope	0	-4	-118	-646	0	-768
Other	0	0	6	5,789	0	5,794
Currency translation differences	73	723	1,755	1,102	0	3,653
Depreciation and impairment as of December 31, 2023	-15,093	-134,409	-207,578	-70,754	0	-427,834
Net amount as of December 31, 2022	47,869	82,708	44,720	48,947	32,193	256,436
Net amount as of December 31, 2023	48,478	92,958	58,490	60,808	41,495	302,230

Investments made in 2023 amount to €93.1 million, versus €83.8 million in 2022. They include €31.8 million in land and buildings, €20.4 million in rental fleet equipment, and €40.8 million in industrial equipment and other equipment.

NOTE 6.3 IMPAIRMENT OF TANGIBLE AND INTANGIBLE ASSETS

ACCOUNTING PRINCIPLES

Assets for which the expected useful life is not defined, for example, goodwill, are not amortized and are subject to an annual test for impairment. R&D assets are reviewed on each reporting date to identify any indication of impairment.

The indicators of impairment taken into account by the group include:

- investments significantly above the initial budget;
- a market downturn and weaker economic performance;
- changes in laws or standards;
- major technological developments;
- decisions to stop production.

Whenever there is an internal or external indication of impairment, the recoverable value of the asset concerned is appraised with reference to the asset group to which it belongs (cash-generating unit). Cash-generating units are coherent subsets that produce independent cash flows.

At the Manitou Group level, the main cash-generating units (CGUs) identified correspond to the manufacturing and marketing of handling equipment, the manufacturing of masts, the marketing of spare parts and attachments, and the sales financing of handling equipment to end users. The CGUs are part of the operating sectors defined by the group.

The recoverable value of an asset or an asset group is its fair value less disposal costs or its expected useful value, whichever is greater. The expected useful value is the expected discounted cash flow from the use of the cash-generating unit under consideration.

The estimated cash flows are derived from 5-year plans approved by group management. The assumptions underlying the preparation of these plans include developments in the markets in which these cash-generating units operate and the trends in the selling prices of the products and the purchase prices of materials and components. The discount rate is the weighted average cost of capital established by the group.

When the recoverable value is less than the net carrying amount of the CGU under consideration, an impairment loss is recorded against non-recurring operating income to reduce the asset or the asset group concerned.

GOODWILL AND INTANGIBLE ASSETS WITH INDEFINITE USEFUL LIFE

As of December 31, 2023, the Group had goodwill with a net book value of €5.9 million, requiring annual impairment tests.

Impairment tests were carried out on the basis of sales and profitability forecasts, using a discount rate of 9.30% and a perpetual growth rate of 2%.

An analysis of the sensitivity of the calculation to a joint variation in the following parameters was carried out:

- +/- 1 point of the discount rate;
- +/-1 point of the long-term growth rate;
- +/-1 point margin rate.

The recoverable amount of each cash-generating unit was not lower than its carrying amount.

R&D INTANGIBLE ASSETS

Given the existence of indicators of impairment, specific tests relating to R&D assets were carried out on the basis of sales forecasts and profitability. The discount rate applied is 9.30%. These tests did not lead to the recognition of any impairment. An additional decrease of 10% of revenue would not result in recognition of impairment.

OTHER ASSETS

The group has not conducted any tests on its tangible assets, which are primarily made up of land, buildings, and industrial equipment.

NOTE 7 RIGHT-OF-USE OF LEASED ASSETS AND RENTAL LIABILITIES

ACCOUNTING PRINCIPLES

The group assesses if a contract is or contains a lease, based on the new definition of a lease agreement. According to IFRS 16, a contract or part of a contract is or contains a lease if it grants the right to control the use of an identified asset for a certain period in exchange for a consideration. When concluding or reassessing a contract with a lease component, the group allocates the remuneration provided in the contract to each lease and non-lease component, on the basis of their different relative price.

The Group recognizes a "right-of-use" asset and a lease liability at the start date of the lease. The "right-of-use" asset is initially measured at cost, and subsequently at cost less any accumulated depreciation and impairment. The amount may be adjusted in line with certain revaluations of lease liabilities.

The leased assets are:

- primarily real estate assets operated by the group;
- vehicle lease agreements;
- and finally industrial equipment lease agreements.

Lease debt is initially measured at the present value of lease payments due but not yet paid at the start date of the contract. The discount rate used corresponds to the rate of interest implicit in the contract or, if this cannot be easily determined, the incremental borrowing rate of each subsidiary. The group generally uses the incremental borrowing rate as the discount rate.

The lease debt is subsequently increased by the interest cost and reduced by the lease payments made. It is re-evaluated in the event of a change in future lease payments following a change in index or rate, a new estimate of the amount due under a residual value guarantee or, where applicable, a reassessment of the exercise of a purchase or extension option, or the non-exercise of a termination option (which then become reasonably certain).

The income statement is also impacted. Lessees recognize a depreciation charge for the right-of-use and an interest expense, instead of operating expenses.

The group has reviewed its leases in order to analyses them in the light of the criteria for operating leases under IFRS 16. In accordance with the exemptions provided by the standard, the group has excluded short-term leases (less than 12 months) and leases with a low asset value (less than €5,000).

The duration of the lease corresponds to the non-cancellable contractual period of use of the asset, taking into account, as applicable, any renewal options that can be reasonably expected to be exercised.

The option to apply IFRS 16 to leases of intangible assets has not been adopted by the group.

NOTE 7.1 RIGHT-OF-USE OF LEASED ASSETS

in thousands of euros	Land and buildings - right-of-use	Vehicles - right-of-use	Industrial equipment - right-of-use	Other tangible fixed assets - right-of-use	Total rights of leased assets
Gross amount as of December 31, 2022	32,199	5,994	1,014	1,255	40,462
Acquisitions	6,672	2,789	18	25	9,505
Disposals	-2,812	-1,811	-60	-168	-4,850
Change in scope	1,002	65	108	0	1,174
Other		59			59
Currency translation differences	-1,310	-37	-7	-34	-1,387
Gross amount as of December 31, 2023	**35,751**	**7,060**	**1,073**	**1,078**	**44,962**
Depreciation and impairment As of December 31, 2022	-17,169	-2,740	-521	-805	-21,234
Increases	-5,023	-2,023	-260	-183	-7,489
Reversals	2,629	1,766	60	168	4,622
Change in scope					0
Other		-59			-59
Currency translation differences	820	14	5	24	862
Depreciation and impairment as of December 31, 2023	**-18,743**	**-3,042**	**-717**	**-797**	**-23,297**
Net amount as of December 31, 2022	15,031	3,254	493	449	19,228
Net amount as of December 31, 2023	**17,008**	**4,018**	**357**	**280**	**21,665**

NOTE 7.2 RENTAL LIABILITIES

in thousands of euros	2023
Less than 1 year	6,959
1 to 5 years	12,160
Over 5 years	4,244
Total	23,363

NOTE 8 WORKING CAPITAL REQUIREMENT

NOTE 8.1 STOCKS

ACCOUNTING PRINCIPLES

VALUATION AND IMPAIRMENT OF INVENTORIES

The inventories are valued on the following basis:

- merchandise: valued at the weighted average purchase price,
- Raw materials: valued at the weighted average purchase price.
- semi-finished products, work in process and finished products: valued at the cost of production (raw materials, equipment and labor at actual cost).

Semi-finished and finished products are valued on the basis of a standard level of activity.

Furthermore, provisions for impairment of inventories are recognized when the net realizable value of goods and merchandise is less than their cost price.

in thousands of euros	Raw materials	Work in process	Finished products	Merchandise	Total inventories
Gross amount as of December 31, 2022	289,706	96,035	234,333	119,955	740,029
Change in scope	589	52	8		648
Reclassification	116		3,729	698	4,544
Changes	3,439	12,645	157,995	-819	173,260
Currency translation differences	-2,971	-652	-4,382	-1,593	-9,598
Gross amount as of December 31, 2023	290,879	108,080	391,683	118,241	908,884
Provisions as of December 31, 2022	-5,259		-5,675	-11,117	-22,051
Change in scope	-32				-32
Reclassification			-48	48	0
Changes	-3,564		-668	-1,363	-5,596
Currency translation differences	105		38	222	365
Provisions as of December 31, 2023	-8,750		-6,354	-12,210	-27,314
Net amount as of December 31, 2022	284,447	96,035	228,657	108,838	717,978
Net amount as of December 31, 2023	282,129	108,080	385,329	106,031	881,570

The reclassifications mainly concern leased-out and capitalized equipment, which is transferred to the inventory at the end of the lease to be sold as used equipment.

NOTE 8.2 TRADE RECEIVABLES

ACCOUNTING PRINCIPLES

Trade receivables are current financial assets that are initially recognized in accordance with the provisions of IFRS 15 and subsequently at amortized cost, less any impairment. The fair value of trade receivables is assimilated into their nominal value, given that the payment terms are generally less than three months.

Trade receivables are subject to write-downs for impairment based on expected credit losses (note 12.1.2).

CURRENT RECEIVABLES

in thousands of euros	Gross amount	Impairment	Net amount
December 31, 2022	491,945	-3,310	488,635
Change in scope	763	-181	581
Reclassification	-4,290	266	-4,024
Changes	164,015	-1,668	162,347
Currency translation differences	-2,721	74	-2,647
Total as of December 31, 2023	649,712	-4,820	644,892

NON-CURRENT RECEIVABLES

There are no non-current receivables for the period.

The group generally uses credit insurance to protect its trade receivables. In certain cases, based on the group's knowledge of the customer, the amount due from a given customer may be higher than the amount covered.

WHOLESALE PROGRAM

The group has a financing program for its distributors' receivables. This program is implemented within a strict framework between several Group companies, their distributors, and a financing body. It is based on the assignment of undiscounted receivables and allows the group to be paid on the due date of the invoice by the bank and the distributor to negotiate financing with the bank. Thus, receivables are retained as operating receivables under "Customers" until payment by the financial institution. The risk is transferred to the financing body without possible recourse, unless the assigned receivables exceed the negotiated lines of credit. This program also includes credit insurance.

Receivables sold that were not deconsolidated and therefore recorded as trade receivables as of December 31, 2023 amounted to €99.7 million versus €67.5 million at December 31, 2022.

The total outstanding amount with the financial institution was €197.7 million compared with €107.3 million as of December 31, 2022.

There is no risk of recourse on receivables due as of December 31, 2023.

The financial cost for 2023 was almost zero.

FLOOR PLAN PROGRAM

On the American market and in accordance with sector practices, Manitou North America has stock financing agreements, known as floor plans, with its distributors for periods of up to 24 months. Under these floor plans, the distributors must make payment for the machines as soon as they are sold to the end-customer and no later than on conclusion of the inventory financing agreement. Due receivables are monitored individually. The impairment criteria are essentially assessed on a customer-by-customer basis according to the age of the receivables. Each entity performs this analysis according to the specific characteristics of its markets.

Amounts recorded in respect of the raising and reversal of impairment provisions on trade receivables are recorded in "Selling, marketing, and service expenses."

Losses on trade receivables amounted to €0.7 million for the 2023 fiscal year and were also recorded in the "Selling, marketing, and service expenses" line item of the income statement.

NOTE 8.3 OTHER RECEIVABLES

in thousands of euros	December 31, 2022	Change in scope	Changes	Currency translation differences	December 31, 2023
Tax and social security receivables	43,634	65	18,153	-532	61,320
Other receivables	8,376	433	-2,717	-52	6,040
Advances and payments on account in respect of orders	7,708	25	196	-41	7,888
Prepaid expenses	20,066	28	-1,977	-74	18,043
Total other current receivables	**79,785**	**551**	**13,654**	**-698**	**93,291**
Other non-current receivables	3,781	0	1,363	40	5,184
Total other non-current receivables	**3,781**	**0**	**1,363**	**40**	**5,184**
Total other receivables	**83,565**	**551**	**15,018**	**-658**	**98,476**

NOTE 8.4 DEBT RELATED TO OPERATING ACTIVITIES

in thousands of euros	December 31, 2022	Change in scope	Changes	Currency translation differences	December 31, 2023
Trade payables	**420,341**	**512**	**48,040**	**-1,260**	**467,633**
Tax and social security liabilities	*103,450*	*295*	*36,010*	*-357*	*139,397*
Other operating liabilities	*52,189*	*-71*	*10,642*	*-763*	*61,996*
Deferred revenues	*12,852*	*64*	*7,019*	*-176*	*19,758*
Other operating liabilities	168,491	287	53,670	-1,297	221,151
Fixed asset accounts payable	3,641		11,523	3	15,167
Other liabilities	**172,132**	**287**	**65,193**	**-1,294**	**236,318**
Other non-current liabilities	**6,654**		**3,350**	**-80**	**9,923**
Total operating liabilities	**599,127**	**799**	**116,583**	**-2,634**	**713,875**

NOTE 8.5 CHANGE IN WORKING CAPITAL REQUIREMENT

in thousands of euros	December 31, 2022	December 31, 2023
+ Change in inventories	**166,273**	**167,664**
+ Change in receivables	**161,286**	**174,131**
of which Trade receivables	157,403	162,347
of which Sales financing receivables	-2,730	-2,971
of which Other receivables	6,613	14,755
- Change in other current liabilities	**118,058**	**105,059**
of which Supplier accounts payable and related	106,230	48,040
of which Other current operating liabilities	10,398	53,670
of which Other non-current liabilities	1,429	3,350
Total change in working capital requirement*	**209,501**	**236,736**

**WCR defined in section 8.5 of 2023 URD*

NOTE 9 SHAREHOLDERS' EQUITY AND EARNINGS PER SHARE

NOTE 9.1 SHAREHOLDERS' EQUITY

NOTE 9.1.1 SHARE CAPITAL

The share capital consists of 39,668,399 shares as of December 31, 2023.

NOTE 9.1.2 MANAGEMENT OF SHAREHOLDERS' EQUITY

The Group attaches significant importance to capital management in order to ensure financial stability, support its operating activities and provide an adequate return to shareholders.

As part of its capital management, the Group adopts a policy of limiting its debt/equity ratio to ensure a solid financial structure and reduce risk.

The company regularly assesses its capital to determine whether it is adequate to support its operations and future growth. The Group's policy is to maintain an appropriate mix of debt and equity to finance its activities.

The Group may buy back its own shares on the market as part of its liquidity contract. This liquidity contract, which complies with the AFEI (Association française des entreprises d'investissement) code of ethics, has been signed with an investment services provider. As of December 31, 2023, the resources allocated to this liquidity contract amounted to €19,973, compared with €17,758 at the previous year-end.

NOTE 9.1.3 TREASURY SHARES

ACCOUNTING PRINCIPLES

Treasury shares held by the group are recognized at their purchase price against shareholders' equity, regardless of their future use (IAS 32).

When securities are sold, the sale price is recognized directly in group shareholders' equity and the related cash receipt is recognized in cash and cash equivalents. No gain or loss is therefore recorded in the income statement for the period.

Number of shares	Realization as of December 31, 2022	% of capital	Realization as of December 31, 2023	% of capital
HELD AT OPENING (SHARE PLAN)	1,381,461		1,381,461	
Shares purchased				
Shares sold				
Stock options exercised				
HELD AT CLOSING (SHARE REPURCHASE PROGRAM)	1,381,461	3.48%	1,381,461	3.48%
Stock option coverage				
Liquidity contract	17,758		19,973	
TOTAL TREASURY SHARES HELD	1,399,219	3.53%	1,401,434	3.53%

The acquisition cost of shares purchased, in addition to the proceeds from shares sold, were recorded respectively as a reduction or increase in net position. Treasury shares do not confer dividend rights.

NOTE 9.1.4 DISTRIBUTION OF DIVIDENDS

The Annual General Meeting held on May 25, 2023 approved the dividend distribution for fiscal year 2022. It amounts to €0.63 per share, for a total of €24,991,091.

The Board of Directors will propose a dividend payment of €1.35 per share to the General Shareholders' Meeting convened to approve the 2023 financial statements, or a total of €53,552,339.

NOTE 9.2 EARNINGS PER SHARE

ACCOUNTING PRINCIPLES

CALCULATION OF EARNINGS PER SHARE

Earnings per share are calculated by dividing the net profit for the period attributable to ordinary shareholders by the weighted average number of ordinary shares outstanding during the period, after deducting the average number of treasury shares. To calculate the diluted earnings per share, the profit attributable to ordinary shareholders of Manitou BF and the weighted average number of shares outstanding are adjusted for the effects of all potentially diluting ordinary shares.

	December 31, 2022	December 31, 2023
Net income for the period attributable to ordinary shareholders (in thousands of euros)	54,725	143,391
Average number of total shares (in thousands of shares)	39,668	39,668
Average number of treasury shares (in thousands of shares)	1,400	1,400
Weighted average number of ordinary shares outstanding during the period (in thousands of shares)	38,268	38,268
GROUP PORTION OF NET INCOME PER SHARE (IN EUROS)	1.43	3.75
Net income for the period attributable to ordinary shareholders (in thousands of euros)	54,725	143,391
Weighted average number of ordinary shares outstanding during the period (in thousands of shares)	38,268	38,268
Average number of dilutive shares (in thousands of shares)	0	0
Weighted average number of ordinary shares adjusted for dilutive shares (in thousands of euros)	38,268	38,268
DILUTED EARNINGS PER SHARE (in euros)	1.43	3.75

NOTE 10 PROVISIONS

NOTE 10.1 PROVISIONS

ACCOUNTING PRINCIPLES

In accordance with IAS 37, "Provisions, Contingent Liabilities and Contingent Assets", a provision is recognized when the group has a current liability to a third party and it is probable or certain that it will require an outflow of resources to said third party.

WARRANTIES

A provision is created to cover the estimated cost of warranties on machinery and spare parts at the time they are sold to the sales networks or to end customers. It covers the contractual warranty, as well as any potential extension on a case-by-case basis. The provision is based on projections from historical statistical data.

A provision may also be recognized in connection with a recall campaign for specific equipment to resolve a major or hazardous malfunction. In this instance, the provision is assessed by applying the unit cost of remedial action to the fleet of machines concerned.

RESTRUCTURING MEASURES/SEVERANCE INDEMNITIES

The estimated cost of restructuring measures and severance indemnities is recognized and recorded as a provision when they have been documented in a detailed plan and have been announced or begun to be implemented.

in thousands of euros	Warranty provisions	Provisions for other risks	Provisions for employee benefits	Total provisions
December 31, 2022	**27,965**	**8,186**	**25,409**	**61,560**
Of which, less than one year	21,843	4,365	519	26,727
Of which, more than one year	6,122	3,821	24,890	34,833
Increases	17,281	2,791		20,073
Provision reversed (used)	-9,373	-1,931		-11,304
Provision reversed (unused)	-1,208	-5,787		-6,995
Change			2,436	2,436
Recycling			2,158	2,158
Change in scope	10		213	222
Reclassification	0		0	0
Currency translation differences	-174	-74	-217	-465
As of December 31, 2023	**34,501**	**3,186**	**29,998**	**67,685**
Of which, less than one year	25,737	1,561	521	27,819
Of which, more than one year	8,764	1,625	29,477	39,865

WARRANTIES

Amounts recorded when creating or reversing provisions for warranties are included in "Cost of goods and services sold" within the income statement, as are the actual warranty expenses. This line also includes provisions established to cover equipment recall campaigns following supplier quality incidents.

OTHER RISKS

Other risks mainly concern commercial, employee, or tax litigation. Provisions recorded correspond to the group's and its advisers' best estimates at the closing date of the risks incurred with respect to the litigation in process.

Provisions booked in 2022 for legal fees in connection with an infringement dispute (€1.9 million) and for a pension plan outsourcing procedure (€3.5 million) were reversed in 2023.

CONTINGENT LIABILITIES

The Group has contingent liabilities relating to legal, arbitration, and regulatory proceedings arising in the normal course of business. All known disputes and pending proceedings involving Manitou BF or Group companies were reviewed at the balance sheet date.

NOTE 10.2 MONITORING OF LITIGATION FOR INFRINGEMENT OF INTELLECTUAL PROPERTY RIGHTS

In May 2017, action was taken against some companies of Manitou Group by J. C. Bamford Excavators Limited (JCB), in France, the United Kingdom, and later Italy, for allegedly infringing two European patents and a British patent [*i.e. respectively EP 1 532 065 B2 (EP 065), its British equivalent GB 2 390 595B (GB 595), and European patent EP 2 263 965 B9 (EP 965)*] regarding certain features related to the control system of the overload cut-off of certain telehandlers manufactured and/or marketed in these three countries.

In December 2018, JCB served a new summons for infringement of intellectual property rights in connection with a third European patent [*European patent EP 2 616 382 B3 (EP 382)*] in France and the United Kingdom, also relating to certain features concerning the overload cut-off control system of certain telehandlers.

Since 2017, these disputes have led to a succession of legal proceedings in France, the UK, and Italy, and JCB had estimated its losses at €190 million.

During these proceedings, the group has always contested the infringements and defended itself vigorously.

In December 2023, Manitou BF and JC Bamford Excavators Limited decided, by mutual agreement, to bring all patent infringement litigation between them to an end.

The end of these disputes has no impact on the present and future business of either party, nor on the characteristics of the products marketed by each of them.

NOTE 11 TAXES

ACCOUNTING PRINCIPLES

The tax expense recognized in the income statement comprises:

INCOME TAXES

The income tax expense corresponds to the amounts of taxes on profits owed to the various tax administrations for the fiscal year, determined using the tax rates and tax rules applicable in the country in question on the closing date, and any adjustment to the tax amount payable for previous periods.

DEFERRED TAXES

In accordance with IAS 12, "Income Taxes," deferred taxes are recognized on all temporary differences between the book value of assets and liabilities and their fiscal value, using the liability method. Deferred tax assets and liabilities are systematically recorded. They are valued at the tax rates to be applied over the period during which the asset will be realized and the liability will be paid, based on the tax regulations enacted or substantively enacted on the closing date.

For investments in the subsidiaries, a deferred tax is recognized on the difference between the consolidated value of the securities and their tax value, when the temporary difference is likely to reverse itself in the foreseeable future.

Deferred taxes are recognized in expenses or profits in the income statement when they are incurred by elements allocated directly to shareholders' equity or other elements of the comprehensive income. In this case, deferred taxes are charged against equity or other comprehensive income. During a change in tax rate, the resulting tax is recognized in profit or loss, unless it relates to elements that are originally recognized in shareholders' equity or other elements of the comprehensive income.

Deferred tax assets are only recognized if it is probable that the group will record future taxable profits to which the corresponding temporary difference can be allocated. Deferred tax assets are examined at each closing date and are written down if there is a risk that they will not be used.

Within the same tax entity, deferred tax assets and liabilities are offset, since it has the right to offset its tax assets and its tax liabilities payable.

In addition, the group considered that the French CVAE (Business Contribution on Value Added) had characteristics similar to certain other foreign taxes such as the Italian IRAP, already assessed by the issuers concerned as falling within the scope of IAS 12. In accordance with IAS 12, the total amount of current and deferred expense related to the CVAE is reported in the "Income taxes" line item of the income statement.

NOTE 11.1 CHANGES IN BALANCE SHEET POSITION

in thousands of euros	December 31, 2022	Scope	Result	Payment	Currency translation differences	Other*	December 31, 2023
Current taxes							
Assets	10,084						12,834
Liabilities	4,437						8,742
TOTAL	5,647	-39	-54,407	52,904	-13		4,092
Deferred taxes							
Assets	13,062						17,846
Liabilities	4,086						4,856
TOTAL	8,976	-169	3,807	0	-119	495	12,990

** Other changes in current and deferred taxes can be broken down as follows:*

in thousands of euros	2022	2023
Deferred taxes recorded as reserves – OCI	-1,515	449
Deferred taxes recorded as consolidated reserves – Interest rate hedging instruments	-1,051	26
Other	51	20
TOTAL	-2,514	495

NOTE 11.2 INCOME TAXES RECORDED IN THE INCOME STATEMENT

in thousands of euros	2022	2023
Current taxes	-26,788	-54,407
Deferred taxes for the period	2,061	4,107
Change in deferred tax rate	-543	45
Utilization of previously unrecognized losses	320	-345
Total deferred taxes	1,838	3,807
TOTAL	-24,950	-50,600

NOTE 11.3 RECONCILIATION OF THE FRENCH STATUTORY TAX RATE AND THE EFFECTIVE TAX RATE APPLIED TO CONSOLIDATED INCOME

in thousands of euros	2022	2023
Income before taxes on fully consolidated companies	77,955	191,570
Statutory tax rate in France	25.83%	25.83%
Theoretical tax expense for the fiscal year	-20,136	-49,482
Other taxes	-1,932	-3,886
Impairment of assets	0	0
Permanent differences	-658	764
Increase/decrease in tax rates (current and deferred)	-543	45
Utilization of previously unactivated losses and unactivated losses carried forward	-1,339	-345
Differences in (local/group) tax rates and others	-342	2,305
Total - Income taxes	-24,950	-50,600
Effective tax rate	32.0%	-26.4%

The rate used to calculate the theoretical tax rate is the rate applicable to Manitou BF, i.e. the statutory tax rate in France of 25.83%. This rate includes the standard income tax rate of 25% and the social contribution rate of 3.3%.

For fully consolidated companies, the main rate differences (local/group) concern the following countries:

in thousands of euros	2023
Germany	-307
Australia	-220
Brazil	-383
United States of America	1,107
Italy	610
Other countries	160
TOTAL	968

Over the period, the tax rate comes to 26.4% versus 32.0% as of December 31, 2022. This variation is explained by:

- a favorable impact linked to differences in tax rates as of December 31, 2023, of which $1.1 million relates to the United States;
- the recognition of tax income of €1 million in 2023 in Italy under the patent tax deduction scheme;
- a decrease in non-activated losses in 2023 compared to fiscal year 2022. As a result, as of December 31, 2023, only the tax losses generated by easyLi (France), India, and Russia had not been capitalized, for an estimated tax charge of €0.8 million as of December 31, 2023, compared with unrecognized tax losses of €1.7 million as of December 31, 2022. These loss carry-forwards were not activated in light of uncertainties regarding their recoverability in the near term.

As of December 31, 2023, the Group had capitalized losses for its subsidiaries in Australia, South Africa, and Brazil for a total of €0.8 million. Recovery is highly likely based on a budget, with clearance within a maximum of two years.

NOTE 11.4 DEFERRED TAXES

Recognized deferred taxes arise from the following temporary differences:

in thousands of euros – assets/(liabilities)	Temporary differences as of December 31, 2022	Deferred tax assets as of December 31, 2022	Temporary differences as of December 31, 2023	Deferred tax assets as of December 31, 2023
Intangible assets	-862	-164	501	203
Tangible assets	-16,852	-4,379	-20,268	-5,249
Finance leases*	1,746	502	2,844	778
Employee benefits	26,028	6,686	36,376	9,248
Provisions	30,328	7,524	47,133	11,665
Inventories & receivables	-27,957	-6,389	-19,993	-4,091
Miscellaneous	-8,815	-2,348	-4,496	-1,457
Subtotal	3,615	1,432	42,097	11,098
Tax credits		2,219		575
Tax loss carry forwards		5,325		1317**
Total		8,976		12,990

** In accordance with the IAS12 amendment, this item includes taxable and deductible temporary differences in the same amount of €2,189 thousand. These differences were calculated on the basis of the values recorded in the balance sheet at the time of the initial transactions, and offset in the statement of financial position if the conditions for offsetting were met.*

*** Of which €479k Manitou Americas, €391k LiftRite, €303k Manitou Center South Africa and €140k Manitou Brazil*

NOTE 11.5 WORLDWIDE MINIMUM TAXATION – PILLAR 2

With effect from the fiscal year beginning January 1, 2024, the Group will fall within the scope of the OECD's Pillar 2 rules for worldwide minimum taxation, as adopted in France, the tax jurisdiction in which Manitou BF is the Group's ultimate parent company. This legislation, which was therefore not applicable at the December 31, 2023 balance sheet date, has no impact on tax payable for the 2023 financial year.

Under the Pillar 2 legislation, the group may be required to pay additional tax on the difference between its effective GloBE tax rate per jurisdiction and the minimum rate of 15% as from the 2024 financial year. However, the legislation provides for transitional protection measures for the period from 2024 to 2026.

According to the preliminary assessment based on 2023 data, all the group's jurisdictions could benefit from the transitional protection measures, enabling Manitou BF to be exempted from paying additional tax. In addition, the effective tax rate for 2023 for all significant profit-making jurisdictions, calculated in accordance with IAS 12.86, exceeds 15%.

The group is currently assessing the impact of this new legislation.

Due to the complexity of applying the legislation and calculating the adjustments to GloBE income and covered taxes, the quantitative impact cannot yet be reasonably estimated. Nevertheless, based on the progress of the work, the group does not expect any significant financial impact.

The group applies the exception to the recognition and disclosure of deferred tax assets and liabilities relating to Pillar 2, in accordance with the amendments to IAS 12 published in May 2023.

NOTE 12 FINANCING AND FINANCIAL INSTRUMENTS

NOTE 12.1 RECONCILIATION OF BALANCE SHEET LINE ITEMS

NOTE 12.1.1 BALANCE SHEET

ACCOUNTING PRINCIPLES

PRINCIPLES OF VALUATION AT FAIR VALUE

The fair value of all financial assets and liabilities is determined on the reporting date, either for accounting purposes or for disclosure in the Notes to the financial statements. Fair value is determined:

- either based on market prices on an active market (level 1);
- or internal valuation techniques using standard mathematical calculation methods incorporating observable market data (forward prices, yield curves, etc.); valuations derived from these models are adjusted to take account of reasonable changes in group or counterparty risk (level 2);
- or based on internal valuation methods which, in the absence of available data, incorporate parameters estimated by the group (level 3).

ASSETS

	Financial assets at fair value through other elements of the income statement		Financial assets at amortized cost		Financial assets at fair value through income		Balance sheet total	
in thousands of euros	12.31.2022	12.31.2023	12.31.2022	12.31.2023	12.31.2022	12.31.2023	12.31.2022	12.31.2023
Non-current financial assets	4,120	3,744	0	0	4,754	2,962	8,874	6,705
Current financial assets			15	10	7,230	7,991	7,245	8,001
Cash and cash equivalents					60,704	54,165	60,704	54,165
Sales financing receivables - non-current portion			2,343	577			2,343	577
Other non-current assets			3,781	5,184			3,781	5,184
Accounts receivable			488,635	644,892			488,635	644,892
Sales financing receivables - current portion			2,949	1,217			2,949	1,217
Other current receivables			79,785	93,291			79,785	93,291
Total	4,120	3,744	577,507	745,172	72,688	65,118	654,315	814,034

The financial assets are valued using internal valuation techniques (level 2) with the exception of certain cash equivalents (Note 12.1.2) valued according to quoted market prices in an active market (level 1).

LIABILITIES

The various categories of financial liabilities on the reporting date are as follows. They are set out in Note 12.1.3 below.

in thousands of euros	December 31, 2022	December 31, 2023
Non-current financial liabilities	138,759	150,875
Non-current rental liabilities	14,973	16,404
Other non-current liabilities	6,654	15,028
Current financial liabilities	142,621	300,707
Current rental liabilities	6,006	6,959
Suppliers	420,341	467,633
Other current liabilities	172,132	231,214
Total	901,485	1,188,820

The financial liabilities are valued using internal valuation techniques (level 2).

NOTE 12.1.2 ASSETS IN DETAIL

ACCOUNTING PRINCIPLES

VALUATION AND RECOGNITION OF FINANCIAL ASSETS

Pursuant to IFRS 9, the financial assets are classified in one of the following categories:

- financial assets valued at fair value through the income statement;
- financial assets valued at amortized cost;
- financial assets valued at fair value by the other elements of the comprehensive income.

SALES FINANCING RECEIVABLES

Receivables on finance contracts are valued at their discounted value using the effective interest rate method. The amount of any loss recognized is recorded in the income statement.

FINANCIAL ASSETS VALUED AT FAIR VALUE THROUGH THE OTHER ELEMENTS OF THE INCOME STATEMENT

The financial assets are valued at their fair value and changes in this fair value are recorded in the other components of comprehensive income. They include, in particular, the assets associated with the American subsidiary's SERP (Supplemental Employment Retirement Plan).

CASH AND CASH EQUIVALENTS

The availabilities and cash equivalents are mainly made up of bank accounts and marketable securities that can be disposed of quickly, are very liquid, can be easily converted into a known cash amount and of which the underlying assets do not present significant fluctuation risks. The marketable securities are revalued at fair value by the income statement.

SHORT-TERM FINANCIAL ASSETS

This item mainly includes derivative financial instruments whose recognition is explained in note 12.2.2.

SALES FINANCING RECEIVABLES

in thousands of euros	Receivables on financing leases	Receivables on financing granted to end customers	Total
Gross amount as of December 31, 2022	5,292	488	5,780
Change in scope			
Other	0	0	0
Changes	-2,971	-7	-2,978
Currency translation differences	-528	-17	-544
Gross amount as of December 31, 2023	1,794	464	2,258
Impairments as of December 31, 2022		-488	-488
Change in scope			
Other	0	0	0
Changes		7	7
Currency translation differences		17	17
Impairments as of December 31, 2023		-464	-464
Net amount as of December 31, 2022	5,292	0	5,292
Net amount as of December 31, 2023	1,794	0	1,794
	Of which:	non-current portion	577
		current portion	1,217

Impairment is calculated based on historical statistical data for trade receivables not analyzed in unitary terms.

The schedule of non-current sales financing receivables is as follows:

in thousands of euros	December 31, 2023	1 to 3 years	3 to 5 years	Over 5 years
Receivables on financing leases – Net	577	577		
Receivables on financing granted to end customers – Net				
Sales financing receivables - non-current portion	577	577	0	0

CREDIT RISK

Credit risk is the risk that a counterparty may default on its contractual commitments or the risk inherent in the collection of receivables.

The group is exposed to a credit risk in its operational and financing activities. The maximum credit-risk exposure is represented by the asset totals set out in the balance sheet, details of which are set out below.

in millions of euros	December 31, 2022	December 31, 2023
Sales financing receivables	5	2
Trade accounts and other receivables	489	645
Other receivables	84	98
Cash and cash equivalents	61	54
Total	638	799

Client risks are managed by the financial divisions of the various entities. The largest of them have credit-management teams. Each entity establishes management procedures, measuring instruments, and rules on writedowns of outstanding client amounts. The most sensitive cases are monitored and handled in conjunction with the Credit Management Department of the parent company.

In most organizations, credit risk is partly or fully covered by credit insurance. Credit risks may also be offset or limited by collateral or specific guarantees.

In addition, the group's client base is highly fragmented. Consequently, in 2023, no individual client accounted for more than 2% of the consolidated revenue.

The finance department also takes care to spread the bank counterparty risk across leading institutions.

CREDIT RISK MANAGEMENT

ANALYSIS OF OVERDUE RECEIVABLES AND ASSOCIATED IMPAIRMENT

						December 31, 2023
in thousands of euros	Not due	Due <30 days	Due 31 - 90 days	Due 91 - 120 days	Due +120 days	Total
Trade receivables	558,964	60,362	20,284	3,030	7,073	649,713
Trade receivables impairment	-768	-286	-471	-390	-2,905	-4,820
Trade receivables – Net	**558,195**	**60,076**	**19,814**	**2,641**	**4,168**	**644,893**
Receivables on financing granted to end customers					464	464
Impairment of receivables on financing granted to end customers					-464	-464
Receivables on financing granted to end customers – Net	**0**	**0**	**0**	**0**	**0**	**0**
Receivables on financing leases	1,217					1,217
Impairment on receivables on financing leases						0
Receivables on financing leases – Net	**1,217**	**0**	**0**	**0**	**0**	**1,217**
Total	**559,413**	**60,076**	**19,814**	**2,641**	**4,168**	**646,111**

CHANGES IN IMPAIRMENTS ON RECEIVABLES

in thousands of euros	December 31, 2022	Increases	Reversal used	Reversal unused	Reclassifications & others	Currency translation differences	December 31, 2023
Trade receivables impairment	-3,310	-2,456	614	175	85	74	-4,820
Impairment of receivables on financing granted to end customers	-488			7		17	-464
Of which							0
Current	-488			7		17	-464
Non-current							0
Impairment on receivables on financing leases							0

NON-CURRENT FINANCIAL ASSETS

in thousands of euros	December 31, 2022	Change	Fair value	Recycling	Currency translation differences	Changes in scope	December 31, 2023
Financial assets at fair value through other elements of comprehensive income*	4,120	-280	38	0	-135	0	3,744
Derivatives	267	119	0	0	0	0	386
Other non-current financial assets	4,487	-2,752	0	265	614	-38	2,576
Total	**8,874**	**-2,913**	**38**	**265**	**478**	**-38**	**6,705**

** Of which €3,666 thousand relating to the SERP of the American subsidiary (note 5.3.1).*

CURRENT FINANCIAL ASSETS

Marketable securities and derivatives were valued at their fair value on the reporting date.

in thousands of euros	December 31, 2022	Net amount as of December 31, 2023
Financial assets at fair value through other elements of the income statement	2	2
Derivatives	4,768	3,786
Financial assets valued at amortized cost	15	10
Other current financial assets	2,459	4,203
Total	7,245	8,001

CASH AND CASH EQUIVALENTS

in thousands of euros	December 31, 2022	Net amount as of December 31, 2023
Cash and cash equivalents	55,863	52,572
Term deposits and others	4,841	1,594
Money-market funds (SICAV) & others		
Total	60,704	54,165

NET CASH

in thousands of euros	December 31, 2022	Net amount as of December 31, 2023
Cash and cash equivalents - Assets	60,704	54,165
Cash and cash equivalents - Liabilities	44,708	64,975
Cash, cash equivalents, and bank overdrafts at closing	15,996	-10,810

NOTE 12.1.3 LIABILITIES IN DETAIL

ACCOUNTING PRINCIPLES

VALUATION AND RECOGNITION OF FINANCIAL LIABILITIES

BORROWINGS AND OTHER FINANCIAL LIABILITIES

Borrowings are initially recognized at their fair value, net of directly attributable transaction costs. These borrowings are valued at their amortized cost on each reporting date, using the effective interest rate method. Financial expenses therefore include interest and other costs incurred which are spread over the life of the loan.

VALUATION OF SHAREHOLDER AGREEMENTS (MINORITY PUT OPTIONS)

Manitou BF SA has signed shareholder agreements specifying the terms for repurchasing shares held by the minority shareholders of consolidated subsidiaries. In the absence of a specific standard or interpretation, the fair value of the commitment to minority shareholders is recognized as a financial liability by deduction from minority interests and, for the portion exceeding the value of the minority interests, by deduction from the group portion of shareholders' equity. The change in the financial liability related to the change in the fair value of the commitment to minority shareholders from one period to the next is also recognized as a financial liability by deduction from minority interests and, for the portion exceeding the value of the minority interests, by deduction from the group portion of shareholders' equity.

NET DEBT

The group's net debt is as follows:

in thousands of euros	December 31, 2022	December 31, 2023
Total current financial liabilities*	142,622	300,708
Total non-current financial liabilities*	138,759	150,875
TOTAL GROSS DEBT	**281,380**	**451,582**
Cash and cash equivalents	-60,704	-54,165
Current financial assets	-7,245	-8,001
TOTAL NET DEBT	**213,432**	**389,415**

**Excluding IFRS 16*

in thousands of euros	December 31, 2022 Current	December 31, 2023 Current
Short-term financing and bank overdrafts	44,587	64,855
Bank loans	81,068	224,726
Financing lease liabilities	5,432	664
Liabilities related to receivables securitised with recourse	0	0
Derivative liabilities - currency and interest rates	3,356	2,129
Financial liabilities at fair value through income	54	0
Bond issues	145	145
Other borrowings	7,980	7,459
Commitments to buy back minority interests*	0	729
CURRENT FINANCIAL LIABILITIES	**142,622**	**300,708**
Current rental liabilities	6,006	6,959
TOTAL CURRENT FINANCIAL LIABILITIES	**148,628**	**307,667**

* The Group has recognized a current commitment to buy out minority interests for the remaining 10% of Manitou PS, in the amount of €0.7 million.

in thousands of euros	December 31, 2022 Non-current	December 31, 2023 Non-current	1 to 5 years	over 5 years
Bank loans	31,061	43,263	28,910	14,354
Financing lease liabilities	101	793	793	0
Liabilities related to receivables securitised with recourse	0	0	0	0
Derivative liabilities - currency and interest rates	214	413	413	0
Financial liabilities at fair value through income	0	0	0	0
Bond issues	104,326	104,487	104,487	0
Other borrowings	2,107	537	537	0
Commitment to buy back minority interests**	950	1,382	1,382	0
NON-CURRENT FINANCIAL LIABILITIES	**138,759**	**150,875**	**136,517**	**14,354**
Non-current rental liabilities	14,973	16,404	12,160	4,244
TOTAL NON-CURRENT FINANCIAL LIABILITIES	**153,732**	**167,279**	**148,677**	**18,598**

The group funds most of its needs through bank financing (medium-term loans or bank overdrafts) and bond issues (of the Euro PP type). The parent company's bank financing agreement was put in place in July 2022 for a period of five years and was extended for one year, plus a possible one-year extension, potentially taking the expiry date of the financing to July 2029.

**As of December 31, 2023, the Group discounted its initial commitment to buy out minority shareholders in MN-Lifttek Oy to €0.7 million at year-end. In addition, it has recognized a commitment to buy out minority shareholders for the remaining 18% of easyLi, in the amount of €0.6 million (earn-out, see note 3.1).

CHARACTERISTICS OF THE MAIN BANK LOANS

The main bank loans below include set-up fees (TIE) and accrued interest:

in thousands of euros	December 31, 2022		December 31, 2023				
	Current	Non-current	Current	Non-current	Currency	Due date	Effective rate
Revolving	78,539		219,897		EUR	Variable	
BPI 2	439	535	536	107	EUR	Q4/2024	4.41%
BPI 3	1,006	2,495	1,008	1,499	EUR	Q2/2026	2.01%
BPI 4	632	3,429	627	2,808	EUR	Q2/2029	2.26%
BPI 5	169	4,828	173	4,834	EUR	Q3/2031	1.66%
BPI 6	176	4,828	638	4,365	EUR	Q3/2031	1.05%
BPI 7	33	4,981	193	4,828	EUR	Q3/2032	2.71%
BPI 8	30	4,981	280	4,734	EUR	Q3/2029	2.54%
BPI 9	30	4,981	280	4,734	EUR	Q3/2029	2.54%
BPI 10			58	4,993	EUR	Q3/2030	4.65%
BPI 11			58	4,993	EUR	Q3/2030	4.65%
BPI 12			558	4,493	EUR	Q3/2033	4.65%
Other	14	4	419	874			
Total	**81,068**	**31,061**	**224,725**	**43,263**			

In July 2022, Manitou Group put a new financing agreement in place consisting of an RCF (Revolving Credit Facility) in the amount of €375 million with a maturity of five years, extended by one year in 2023. There remains a possible one-year extension, which would bring the financing to July 2029.

This contract includes ratio clauses (covenants) and “material adverse change*” and “cross default*” clauses that could restrict the possibilities for drawdown or affect the term of the credit facilities. It includes negative pledge* clauses to which thresholds and exemptions are attached.

Line	Signatory	Main contractual clauses 2nd half of 2022 to 1st half of 2028
Revolving Facility	Manitou BF	Leverage < 3.25 except in certain cases Cap on acquisitions and disposals of assets Limits on additional debt Clause on changes in control Dividends are limited to 100% of net income

**Definition in paragraph 8.5 of the 2023 URD.*

CHARACTERISTICS OF BOND ISSUES

in thousands of euros	December 31, 2022		December 31, 2023				
	Current	Non-current	Current	Non-current	Currency	Due date	Effective rate
Bond issue 2019-2025	12	9,950	12	9,970	EUR	Q2/2025	2.58%
Bond issue 2019-2026	32	24,848	32	24,891	EUR	Q2/2026	2.79%
Bond issue 2019-2027	101	69,528	101	69,625	EUR	Q2/2027	3.12%
Total	**145**	**104,326**	**145**	**104,486**			

OUTSTANDING LIABILITY TO FINANCIAL INSTITUTIONS

The portion of outstanding liability to financial institutions is broken down as follows:

in thousands of euros	December 31, 2022		December 31, 2023	
	Outstandings authorized	Outstandings used	Outstandings authorized	Outstandings used
Short-term financing and bank overdrafts	81,800	44,587	89,607	64,855
Financing lease liabilities	5,533	5,533	1,457	1,457
Other bank loans				
- Amortizable term loans	33,572	33,572	47,534	47,534
- Revolving loan facilities	375,000	80,000	375,000	220,000

CASH/NON-CASH CHANGES IN FINANCIAL ITEMS

in thousands of euros		December 31, 2022	Cash flow	"Non-cash" flow: Changes in scope	"Non-cash" flow: Currency translation differences	"Non-cash" flow: Fair value	"Non-cash" flow: Others & reclass.	December 31, 2023
Bank loans - current	A	81,068	139,663	328	0	0	3,668	224,726
Bank loans - non-current	B	31,061	14,799	1,076	-4	0	-3,668	43,263
Financing lease liabilities - current	A	5,432	0	0	0	0	-4,768	664
Financing lease liabilities - non-current	B	101	-49	0	-3	0	744	793
Bond issues - current	A	145	0	0	0	0	0	145
Bond issues - non-current	B	104,326	161	0	0	0	0	104,487
Change in financial liabilities		**222,132**	**154,574**	**1,404**	**-7**	**0**	**-4,024**	**374,079**
Other loans - current	A	7,962	-3,942	360	-318	0	3,397	7,459
Other loans - non-current	B	2,122	2,503	200	-891	0	-3,396	537
Derivative liabilities - currency and interest rates - current	A	3,356	-320	0	0	102	-1,009	2,129
Derivative liabilities - currency and interest rates - non-current	B	214	0	0	0	0	199	413
Financial liabilities at fair value through income - current	A	54	0	0	0	0	-54	0
Financial liabilities at fair value through income - non-current	B	0	0	0	0	0	0	0
Derivative assets - currency and interest rates - current		-4,768	0	0	0	0	983	-3,786
Financial liabilities related to receivables securitized with recourse		0	0	0	0	0	0	0
Buyback commitments for minority interests - current	A	0	0	0	1	0	728	729
Buyback commitments for minority interests - non current	B	950	0	432	0	0	0	1,382
Change in other items		**9,889**	**-1,760**	**992**	**-1,209**	**102**	**848**	**8,863**
Reconciliation with current and non-current financial liabilities (note 12.1.1)								
Short-term financing and bank overdrafts	A	44,587	0	0	-607	0	20,875	64,855
Total current financial liabilities	A	**142,604**	**135,401**	**688**	**-924**	**102**	**22,838**	**300,708**
Total non-current financial liabilities	B	**138,773**	**17,413**	**1,708**	**-898**	**0**	**-6,122**	**150,875**

FINANCING AND LIQUIDITY RISKS

The group's financing and liquidity risks correspond to the risks of not being able to:

- fully or partially renew existing financing or put new financing in place,
- meet a payment obligation on its maturity date.

Financing risks could affect the ability of the group to meet its payment commitments, its financing costs, or the restrictive constraints associated with its financing.

The Finance division is responsible for managing these risks.

MANAGING FINANCING AND LIQUIDITY RISKS

The Finance division has the task of ensuring that the group has financing and liquidity at the most advantageous cost and under the best terms and conditions.

Management of the group's cash is centralized with the parent company insofar as permitted by local legislation and operational constraints. Cash surpluses are therefore placed by the subsidiaries with the parent company, from where the group's financing needs are funded. The group's financing needs are met, firstly, through bank financing arrangements (bank credit or overdraft agreements) and, secondly, through bond issues, with the aim of diversification. Long-term financial resources are mainly concentrated with the parent company.

As of December 31, 2023, the authorized bank credit lines amount to €375 million, plus ordinary authorized overdrafts for €89.6 million.

Net debt* amounted to €389 million as of December 31, 2023.

CREDIT AGREEMENT OF JULY 2022

In 2022, Manitou BF rearranged and extended its main financing contract for a 5-year term, with two options for one-year extensions. This contract includes ratio clauses (covenants) and "material adverse change*" and "cross default*" clauses that could restrict the possibilities for drawdown or affect the term of the credit facilities. It includes negative pledge* clauses to which thresholds and exemptions are attached.

As of December 31, 2023, the covenants applying to all the financing facilities had been complied with and the existing facilities will cover all the financing requirements for the next 12 months.

An amendment was signed in December 2022 to qualify this financing as a Sustainability Linked Loan (SLL).

Three CSR criteria have been added to the RCF (Revolving Credit Facility) line, relating to the scope 3 low-carbon trajectory, employee safety and its sustainable purchases. Annual achievement targets in line with the group's CSR policy have been set and will give rise to a positive or negative adjustment mechanism on the margin applied to the RCF.

The credit agreement provides for two one-year extensions. The first was activated in July 2023, bringing the final maturity to July 2028.

** Terms defined in paragraph 8.5 of the 2023 URD*

ORDINARY BANK OVERDRAFTS

The group has bank overdraft facilities that ensure liquidity in line with its needs.

The company has specifically reviewed its liquidity risk and, on the date of on which this document is filed, believes that it will be able to meet its future payment deadlines.

CORPORATE BOND ISSUES

The group has also set up bond issues. In June 2019, Manitou BF completed a new €105 million corporate bond issue. The bonds are divided into three tranches with 6, 7, and mainly 8 year maturities. This private placement, concluded on favorable terms for Manitou Group, allows it to extend the maturity of its debt and pursue its strategy of diversifying its financing sources.

NOTE 12.2 FINANCIAL MANAGEMENT

NOTE 12.2.1 FINANCIAL RESULT

ACCOUNTING PRINCIPLES

The financial result corresponds to the difference between the financial income and the financial expenses. Interest accrued and bank account income constitute financial income. As for financial expenses, they may include interest on loans, discounts granted to customers, or even exchange losses.

in thousands of euros	December 31, 2022	December 31, 2023
Income from investments	1,304	1,246
Interest rate swaps	0	0
Fair value adjustment	0	0
Exchange gains	36,070	51,651
Other financial income	633	2,216
Total financial income	**38,007**	**55,113**
Interest expenses on bank loans and lines of credit	-7,157	-15,296
Interest rate swaps	0	0
Exchange losses	-32,335	-51,524
Financial expenses IFRS 16	-1,251	-1,295
Other financial expenses	-1,527	-3,079
Total financial expenses	**-42,270**	**-71,193**
Financial result	**-4,263**	**-16,080**

The financial result for the period is deteriorating mainly due to the increase in interest expenses on loans.

NOTE 12.2.2 DERIVATIVES AND HEDGING TRANSACTIONS

ACCOUNTING PRINCIPLES

The group uses various derivative financial instruments in order to reduce its exposure to interest rate and exchange rate risks.

These derivative instruments are recognized on the balance sheet and valued at their fair value on the date the contract is signed. Changes to the fair value of these derivative instruments are recorded on the income statement, except in the case of cash flow hedging.

The derivative instruments designated as hedging instruments are classified by hedging category depending on the nature of the risks covered. Hedge accounting applies if, and only if, the following conditions are met: the hedged item and the hedging instrument are eligible, a hedging relationship is clearly identified, formalized, and documented from the date it is established and there is an economic relationship between the hedged item and the hedging instrument.

The accounting treatment of financial instruments qualified as hedging instruments, and their impact on the income statement and the balance sheet, depends on the type of hedging relationship:

- cash flow hedges: the effective portion of the change in fair value of the hedging instrument is directly recognized in the other components of the comprehensive income. For foreign exchange derivatives, the variation in the time value of options and the variation in the swap points are also recorded in the other components of the comprehensive income. These amounts are reclassified in the income statement symmetrically to the method of recognition of the hedged items, that is to say mainly as gross margin for the effective portion of the commercial transaction hedges, and as financial profit (loss) for financial transaction hedges as well as the time value of the commercial transaction hedges;
- fair value hedges: the hedged component of these elements is valued on the balance sheet at its fair value for the risk covered. The change in this fair value is recorded on the income statement and is compensated, to the extent effective, by recognition in the result of the symmetrical variations in fair value of the financial instruments used in hedging.

INTEREST RATE RISK

Gross debt mainly corresponds to long-term funding, initially agreed partly at a fixed rate and partly at a variable rate. The risk arises from the impact interest-rate changes would have on the group's financial expenditure.

The group has financial liabilities incurred for the general financing of its operations. These commitments are partially based on a variable interest rate. The change in interest rates could have a negative effect on the group's net income and financial position.

INTEREST-RATE RISK MANAGEMENT

The interest-rate management policy is coordinated and supervised by the Finance Division of the parent company with the aim of protecting future cash flows and optimizing and reducing volatility and finance costs. The group uses the various instruments available on the market to hedge the risk of interest rate fluctuations, including interest rate swaps (variable interest rate swaps at a fixed rate, exchange of variable interest rates for variable rates, etc.).

In order to secure a maximum level of financial costs, the group has set up interest rate swaps, caps, and floors in line with the new financing agreement.

These derivatives are described as future cash flow hedging instruments. As of December 31, 2023, they were not effective in terms of hedge accounting, as there is no drawdown on the revolving credit line or a bank overdraft to date.

The characteristics of the swaps, caps, and floors as of December 31, 2023 are as follows:

SWAP

	in millions of euros	Average rate of swaps	Notional	Fair value as of December 31, 2023
Less than one year				
1 to 2 years	Q1 2025	3.27%	55.0	-0.08

CAP

	in millions of euros	Average rate of caps	Notional	Fair value as of December 31, 2023
Less than one year				
1 to 2 years	Q1 2025	4.00%	13	- 0.02
2 to 5 years	Q1 2026	3.60%	15	- 0.02
3 to 5 years	Q1 2026	3.70%	15	- 0.01

COLLARS

	in millions of euros	Average rate of collars	Notional	Fair value as of December 31, 2023
Less than one year				
1 to 2 years				
2 to 5 years	Q1 2026	1.17% - 3.40%	12.5	- 0.02
2 to 5 years	Q1 2026	1.85% - 3.50%	12.5	- 0.04
2 to 5 years	Q1 2026	2.95% - 3.90%	15.0	- 0.19

INTEREST-RATE HEDGING AND DEBT SENSITIVITY

Sensitivity to rates and the hedge rate are shown in the following table. The sensitivity tests show the impact before tax on the income statement. No impact has been identified in terms of shareholder's equity.

Hedging of the confirmed bank debt at a variable interest rate	Hedge rate				Impact of a +2% interest-rate change**
	Fixed-rate hedge	Tunnel	Cap	Total*	
December 31, 2024	37.00%	18.00%	18.00%	73.00%	-2,092
December 31, 2025	0.00%	27.00%	20.00%	47.00%	-1,091
December 31, 2026	0.00%	0.00%	0.00%	0.00%	-3,518
December 31, 2027	0.00%	0.00%	0.00%	0.00%	-4,866

** On the basis of the variable-rate bank debt at December 31, 2023.*

*** In thousands of euros. On the basis of the 1-month Euribor rate of 3.8450% applied on December 31, 2023: pre-tax profit impact, with consideration of the impact of hedging.*

EXCHANGE RATE RISK

Foreign exchange risk: corresponds to the impact of fluctuations in foreign exchange rates on the income statement, balance sheet, and/or cash generation. Exchange rate risk arises either when executing transactions or through conversion exposure. All major contractors, as defined by the OECD guideline, bear the exchange-rate risk arising from the sale of their products. In view of the respective size of the organizations and the geographical spread of product distribution, Manitou BF is the most sensitive company in the group and was most impacted by foreign exchange losses in 2023.

Foreign exchange risk on transactions: arises when purchases or sales take place in a currency other than the operating currency of the entity in which the transaction takes place. The group strives to minimize the exchange-rate risk of each entity in relation to its operating currency. The Finance division of the parent company or, more rarely, of the subsidiaries, hedges the most significant flows against exchange-rate risks for the net amount of their currency exposure after allowing for purchases made in foreign currency.

In 2023, the group billed about 35% of its sales in foreign currencies, mainly in US dollars (18%), pounds sterling (10%), and Australian dollars (3%), the other currencies being the South African rand, the Singapore dollar, the Indian rupee, and the Brazilian real. In 2023, exchange-rate hedges mainly consisted of forward sales of pounds sterling, Australian dollars, South African rands, and American dollars and forward purchases of the Chinese yuan.

A significant exchange-rate change could affect Manitou Group's profits due to the impact on currency conversion that it would generate and the pressure it might exert on sales prices in certain geographical regions.

The sensitivity analysis was performed based on receivables, liabilities, net cash position, and financial assets available for sale as of December 31, 2023 for the main currencies used by the group as part of its operating activities. Sensitivity corresponds to a change of more than 5% of the currencies concerned compared to their closing rate.

The table below shows the impact by operating currency of a change of more than 5% of the exchange rate of the currencies compared to the closing rate on the receivables and liabilities denominated in foreign currencies.

December 31, 2023							
Receivables and liabilities denominated in foreign currency Breakdown by operational currency	AUD/EUR +5%	GBP/EUR +5%	USD/EUR +5%	ZAR/EUR +5%	SGD/EUR +5%	BRL/EUR +5%	INR/EUR +5%
EUR							
Receivables (AUD, GBP, USD, ZAR, SGD, BRL, INR)	971	1,877	3,101	267	0	17	19
Debts (AUD, GBP, USD)	-1	-216	-21	-3	0	0	0
Net cash and cash equivalents (AUD, GBP, USD, SGD)	-145	-2,190	2,448	12	232	0	0
Sub-total	825	-529	5,528	277	232	17	19
AUD							
Receivables (EUR)	-80						
Debts (EUR)	270						
Cash and cash equivalents (EUR)	-128						
Sub-total	63						
GBP							
Receivables (EUR)		-280					
Debts (EUR)		0					
Cash and cash equivalents (EUR)		-71					
Sub-total		-351					
USD							
Receivables (EUR)			-424				
Debts (EUR)			84				
Cash and cash equivalents (EUR)			0				
Sub-total			-339				
ZAR							
Receivables (EUR)				0			
Debts (EUR)				61			
Cash and cash equivalents (EUR)				0			
Sub-total				61			
SGD							
Receivables (EUR)					-608		
Debts (EUR)					722		
Cash and cash equivalents (EUR)					49		
Sub-total					162		
RUB							
Receivables (EUR)							
Debts (EUR)							
Cash and cash equivalents (EUR)							
Sub-total							
BRL							
Receivables (EUR)						0	
Debts (EUR)						437	
Cash and cash equivalents (EUR)						0	
Sub-total						437	
INR							
Receivables (EUR)							-935
Debts (EUR)							135
Cash and cash equivalents (EUR)							0
Sub-total							-800
TOTAL	888	-880	5,189	337	394	454	-782

HEDGING OF FOREIGN-EXCHANGE RISK

As of December 31, 2023, the group also holds forward sale contracts for currencies designed to cover future GBP, BRL, AUD, INR, USD, and ZAR cash flows in euros for an amount of €335.1 million. The group also holds forward purchase contracts for currencies designed to cover future CNY and PLN cash flows into euros for an amount of €42.1 million.

These hedges are considered effective under the IFRS. The change in fair value of these instruments is recorded accordingly on the balance sheet for €1.3 million for cash-flow hedges and on the operating income statement for €0.5 million for fair value hedges.

THE NET POSITION OF OPERATIONAL ACTIVITIES IN THE MAIN FOREIGN CURRENCIES IN RELATION TO THE EURO IS AS FOLLOWS:

Vs EUR

in thousands of euros	Assets	Liabilities	Net currency position before hedging	Financial hedging instruments*	Net currency position after hedging
AUD	21,396	-4,096	17,299	-54,717	-37,418
GBP	43,118	-54,222	-11,104	-144,136	-155,240
USD	127,984	-11,900	116,084	-125,642	-9,558
ZAR	5,862	-53	5,809	-10,340	-4,531
Other currencies	5,682	-2,097	3,585	41,842	45,426
Total	**204,043**	**-72,369**	**131,674**	**-292,993**	**-161,320**

Vs USD

in thousands of euros	Assets	Liabilities	Net currency position before hedging	Financial hedging instruments*	Net currency position after hedging
EUR	8,050	-1,605	6,444		6,444
Other currencies	0	0	0		0
Total	**8,050**	**-1,606**	**6,444**	**0**	**6,444**

Vs GBP

in thousands of euros	Assets	Liabilities	Net currency position before hedging	Financial hedging instruments*	Net currency position after hedging
EUR	6,669	0	6,669		6,669
Other currencies	0	0			
Total	**6,669**	**0**	**6,669**	**0**	**6,669**

Vs SGD

in thousands of euros	Assets	Liabilities	Net currency position before hedging	Financial hedging instruments*	Net currency position after hedging
EUR	11,558	-14,638	-3,080		-3,080
Other currencies	3,415	-630	2,785		2,785
Total	**14,973**	**-15,268**	**-295**	**0**	**-295**

Vs INR

in thousands of euros	Assets	Liabilities	Net currency position before hedging	Financial hedging instruments*	Net currency position after hedging
EUR	17,771	-14,568	3,203		3,203
Other currencies	495	-139	355		355
Total	**18,266**	**-14,707**	**3,559**	**0**	**3,559**

** In addition to the positions open as of December 31, 2023, the group hedges a portion of its future operational transactions in foreign currencies. These hedges are considered effective under the IFRS 9.*

CONVERSION RISKS FOR THE PROFIT AND LOSS ACCOUNT

Exchange-rate fluctuations have an impact on the consolidated results as a result of conversion into euro of the foreign currency profit and loss accounts of subsidiaries.

The group does not hedge this type of risk. The table below sets out the breakdown of net sales, operating income and net income by operating currency.

Currency exposure	December 31, 2023		
Currencies (in millions of euros)	Net sales	Operating income	Net income
USD	522	17	12
GBP	276	12	11
AUD	100	4	3
BRL	32	5	4
ZAR	30	7	5
SGD	26	1	0
INR	23	1	-2
OTHER	7	0	0
Total	1,017	48	34

CONVERSION RISKS FOR THE BALANCE SHEET

Sensitivity corresponds to a change of more than 5% of the currencies concerned compared to their closing rate.

Sensitivity analysis		December 31, 2023	
Currency (in millions of euros)	Net investment	Hedge as %	Impact on equity capital of a 5% euro fluctuation
USD	448	0%	-41
GBP	30	0%	6
ZAR	25	0%	-1
INR	30	0%	-2
SGD	13	0%	-1
AUD	16	0%	-1
Other	19	0%	-1
Total	582	0%	-41

NOTE 13 IMPACT OF CLIMATE CHANGE ON THE FINANCIAL STATEMENTS

The group integrates climate change and sustainable development issues with the implementation of its low-carbon strategy and trajectory*. They are also taken into account in the communication of information on the EU taxonomy for sustainable activities**.

The effects of climate change do not have a significant impact on judgments and estimates in terms of financial information, particularly in the valuation of the group's long-term assets through impairment tests.

Investments and expenses are specifically committed to meet environmental challenges and achieve the group's objectives.

** See Chapter 3, section 3.3.1.2, of the 2023 URD*
** See Chapter 3, section 3.5, of the 2023 URD*

Thus, in 2023, 28.9% of capitalized research and development costs were devoted to the development of electric machines, 5.9% to battery development, and 2.8% for the development of hydrogen-powered machines, in line with the European sustainable taxonomy**.

17.5% of equipment investments were also made for the production of electrical machines, and 6.9% for the production of batteries.

NOTE 14 OFF-BALANCE SHEET COMMITMENTS

NOTE 14.1 COMMITMENTS GIVEN

in thousands of euros	December 31, 2022	December 31, 2023
Sureties, deposits, and collateral	1,197	698
Financial commitments (including currency and interest rate hedges)	235,895	335,056
Equipment repurchase commitments*	384	308
Other commitments given	2,572	6,455
	240,048	342,517

**Equipment repurchase commitments valued at contractually defined repurchase amounts. It should be noted that the market value of this equipment generally exceeds the repurchase value.*

NOTE 14.2 COMMITMENTS RECEIVED

in thousands of euros	December 31, 2022	December 31, 2023
Financial commitments (including forward purchases)	44,302	42,064
	44,302	42,064

NOTE 15 RELATED COMPANIES AND RELATIONS WITH RELATED PARTIES

ACCOUNTING PRINCIPLES

OPERATING INCOME INCLUDING NET INCOME FROM EQUITY ASSOCIATES

The "Operating income including net income from equity associates" aggregate line item includes the proportionate share of income from associate companies in operating income.

NOTE 15.1 CHANGE IN INVESTMENTS IN ASSOCIATES

in thousands of euros	Manitou Group Finance	Manitou Finance Ltd	Total
December 31, 2022	11,861	7,299	19,160
Share of net income	1,238	1,297	2,535
Dividends		-1,127	-1,127
Change			
Change of method			
Reclassification			0
Currency translation differences		150	150
December 31, 2023	13,099	7,619	20,718

The Manitou Group holds interests in two financing subsidiaries of the BNP Paribas Group. Through a cooperation agreement, these subsidiaries offer financing solutions for end customers, as well as the group's dealerships, in order to maximize sales of machinery, attachments, and associated services.

The group has representatives on the management bodies of these two companies under a shareholder agreement. Given the specific characteristics of financing activities and the percentage of ownership, this agreement confers control over these entities.

NOTE 15.2 SHARE OF EARNINGS AND EQUITY OF ASSOCIATES

	Manitou Group Finance		Manitou Finance Ltd		Total	
in thousands of euros	12.31.2022	12.31.2023	12.31.2022	12.31.2023	12.31.2022	12.31.2023
Share of net income	612	1,238	1,374	1,297	1,986	2,535
Share of shareholders' equity*	-710	528	2,426	2,746	1,716	3,274

** Contribution of associates in the shareholders' equity of the group (share of shareholders' equity of the company accounted for using the equity method, net of the value of securities)*

NOTE 15.3 BREAKDOWN BY COMPANY OF THE SIGNIFICANT ITEMS

	Manitou Group Finance		Manitou Finance Ltd	
in thousands of euros	12.31.2022	12.31.2023	12.31.2022	12.31.2023
Activity	Financing	Financing	Financing	Financing
Net sales	8,022	17,550	6,720	8,684
Net income	1,249	2,526	2,804	2,648
Balance sheet total	410,698	553,289	167,596	186,012
Net assets	24,207	26,734	14,896	15,550
Share held	49%	49%	49%	49%

NOTE 15.4 TRANSACTIONS WITH GROUP COMPANIES CONSOLIDATED USING THE EQUITY METHOD

	Manitou Group Finance		Manitou Finance Ltd	
in thousands of euros	12.31.2022	12.31.2023	12.31.2022	12.31.2023
Expenses	2,752	4,277	1,364	3,147
Products	1,569	2,789	150,169	190,551

Machines that are the subject of a financing program with Manitou Group Finance are generally sold directly to dealerships by the group.

In the UK, on the other hand, the products correspond to the sale of machinery to the financing body, which then sets up a financing program with the dealerships.

NOTE 15.5 TRANSACTIONS WITH INDIVIDUALS

in thousands of euros	2022			2023		
	Interest for 2022	Balance as of December 31, 2022	Purchase price 2022	Interest for 2023	Balance as of December 31, 2023	Purchase price 2023
Current accounts with shareholders:						
Mr. Marcel Braud	133	6,093		334	6,234	
Ms Jacqueline Himsworth	6	287		16	298	
Purchases of equity interests						
Not applicable						

NOTE 16 STATUTORY AUDITORS' FEES

in thousands of euros	KPMG				RSM Ouest & members of the RSM International network				Other				TOTAL			
	Amount		%		Amount		%		Amount		%		Amount		%	
	2022	2023	2022	2023	2022	2023	2022	2023	2022	2023	2022	2023	2022	2023	2022	2023
Statutory audits, certification of individual and consolidated financial statements																
Issuer	185	191	30%	31%	179	188	42%	39%					363	379	33%	33%
Fully consolidated subsidiaries	416	406	68%	65%	236	286	56%	59%	46	52	84%	100%	697	745	64%	64%
Services other than certification of financial statements																
Issuer					7	7	2%	1%					7	7	1%	1%
Fully consolidated subsidiaries	9	25	1%	4%					4		8%		13	25	1%	2%
SUBTOTAL	609	623	100%	100%	421	481	100%	100%	50	52	92%	100%	1,081	1,156	100%	100%
Other services rendered by the networks for fully consolidated subsidiaries		3		0%		1		0%	4		8%		4	4	0%	0%
TOTAL	609	625	100%	100%	421	482	100%	100%	54	52	100%	100%	1,085	1,160	100%	100%

NOTE 17 POST-CLOSING EVENTS

SIGNATURE OF AN ADDITIONAL CREDIT LINE OF €160 MILLION

In January 2024, the Group signed an amendment to the July 2022 credit agreement to set up an additional RCF (Revolving Credit Facility) line for an amount of €160 million and a maturity of five years, with the possibility of a one-year extension.

This additional financing line strengthens the Group's financial structure, enabling it to pursue its development and finance its investment projects.

ACQUISITION OF MAJORITY STAKES IN THE ITALIAN COMPANIES COME AND METAL WORK

In January 2024, the Group finalized the acquisition of a 75% stake in COME S.R.L and Metal Work S.R.L, both based in Emilia Romagna (Italy).

The acquisition of these two historic partners will support Manitou Group's growth by integrating the production of strategic components.

COME and Metal Work will also continue to develop business with all their customers.

COME S.R.L. specializes in the production of mechanically welded parts. It earned revenue of €46 million in 2022 and employs 280 staff members.

Metal Work S.R.L. specializes in laser cutting and bending. It earned revenue of €31 million in 2022 and employs 70 staff members.

NOTE 18 LIST OF SUBSIDIARIES AND AFFILIATES

	Parent company		
Manitou BF	Ancenis, France		
	Consolidated companies	Consolidation method	% interest
Production companies			
easyLi	Poitiers, France	FC	100%
LMH Solutions	Beaupréau-en-Mauges, France	FC	100%
Manitou Equipment America LLC	West Bend, Wisconsin, United States	FC	100%
Manitou Equipment India	Greater Noïda, India	FC	100%
Manitou Italia SRL	Castelfranco Emilia, Italy	FC	100%
Distribution companies			
Compagnie Française de Manutention île-de-France	Jouy le Moutier, France	FC	100%
GI.ERRE SRL	Castelfranco Emilia, Italy	FC	100%
LiftRite Hire & Sales Pty Ltd (formerly Marpoll Pty Ltd)	Perth, Australia	FC	100%
Manitou Asia Pte Ltd.	Singapore	FC	100%
Manitou Australia Pty Ltd.	Lidcombe, Australia	FC	100%
Manitou Brasil Ltda	São Paulo, Brazil	FC	100%
Manitou Benelux SA	Perwez, Belgium	FC	100%
Manitou Center Singapore	Singapore	FC	100%
Manitou Centres SA Pty Ltd	Johannesburg, South Africa	FC	100%
Manitou Chile	Las Condes, Chile	FC	100%
Manitou China Co Ltd	Shanghai, China	FC	100%
Manitou Deutschland GmbH	Friedrichsdorf, Germany	FC	100%
Manitou Global Services	Ancenis, France	FC	100%
Manitou Interface and Logistics Europe	Perwez, Belgium	FC	100%
Manitou Japan Co Ltd	Tokyo, Japan	FC	100%
Manitou Malaysia MH	Kuala Lumpur, Malaysia	FC	100%
Manitou Manutención España SL	Madrid, Spain	FC	100%
Manitou Mexico	Mexico City, Mexico	FC	100%
Manitou Middle East Fze	Jebel Ali, United Arab Emirates	FC	100%
Manitou Nordics Sia	Riga, Latvia	FC	100%
Manitou North America LLC	West Bend, Wisconsin, United States	FC	100%
Manitou Polska Sp Z.o.o.	Raszyn, Poland	FC	100%
Manitou Portugal SA	Villa Franca, Portugal	FC	100%
Manitou South Asia Pte Ltd	Gurgaon, India	FC	100%
Manitou Southern Africa Pty Ltd	Johannesburg, South Africa	FC	100%
Manitou UK Ltd	Verwood, United Kingdom	FC	99.40%
Mawsley Machinery Ltd	Northampton, United Kingdom	FC	90%
MN-Lifttek Oy	Vantaa, Finland	FC	100%
Associates companies			
Manitou Group Finance	Nanterre, France	EM	49%
Manitou Finance Ltd	Basingstoke, United Kingdom	EM	49%
Other companies*			
Cobra MS*	Ancenis, France	FC	100%
Manitou America Holding Inc.	West Bend, Wisconsin, United States	FC	100%
Manitou Asia Pacific Holding	Singapore	FC	100%
Manitou Group Newco Spain, S.L.	Madrid, Spain	FC	100%
Manitou Développement	Ancenis, France	FC	100%
Manitou Holding Southern Africa Pty Ltd	Johannesburg, South Africa	FC	100%
Manitou PS	Verwood, United Kingdom	FC	90%
Manitou Vostok Llc	Moscow, Russian Federation	FC	100%

FC: full consolidation
EM: consolidated using the equity method
** Holdings and companies without activity*

The address of Manitou BF's registered office is 430, Rue de l'Aubinière - 44 150 Ancenis, France.

7.2. STATUTORY AUDITORS' REPORT ON THE 2023 CONSOLIDATED FINANCIAL STATEMENTS

To the General Meeting of MANITOU BF,

OPINION

In compliance with the engagement entrusted to us by your annual general meeting, we have audited the accompanying consolidated financial statements of Manitou BF S.A. for the year ended December 31, 2023.

In our opinion, the consolidated financial statements give a true and fair view of the assets and liabilities and of the financial position of the group comprised by the persons and entities within the scope of consolidation and of the results of its operations for the year ended in accordance with International Financial Reporting Standards as adopted by the European Union.

The opinion expressed above is consistent with the content of our report to the Audit Committee.

BASIS FOR OPINION

AUDIT FRAMEWORK

We conducted our audit in accordance with professional standards applicable in France. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Our responsibilities under those standards are further described in the "Statutory Auditors' Responsibilities for the Audit of the Consolidated Financial Statements" section of our report.

INDEPENDENCE

We conducted our audit assignment in accordance with the rules of independence imposed by the French Commercial Code and the Code of Ethics for Statutory Auditors over the period from January 1, 2023 to the issue date of our report. We did not provide the services prohibited by Article 5, paragraph 1, of Regulation (EU) no. 537/2014.

JUSTIFICATION OF ASSESSMENTS - KEY AUDIT MATTERS

In accordance with the requirements of Articles L.821-53 and R.821-180 of the French Commercial Code relating to the justification of our assessments, we draw to your attention the key audit matters relating to the risks of material misstatement which, in our professional judgment, were the most significant for the audit of the financial year's consolidated financial statements, and the responses we have given to address these risks.

These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on specific items of the consolidated financial statements.

PROVISIONS FOR WARRANTIES

KEY AUDIT MATTER

As specified in note 10.1 "Provisions" of the notes to the consolidated financial statements, the group records provisions intended to cover, on the one hand, the estimated costs of machine and spare part warranties, and, on the other hand, the costs of restoring equipment sold and the fleet of machines concerned in the case of significant or hazardous malfunctions. These provisions, for a total amount of €34.5 million as of December 31, 2023, are funded when the machines are sold to the network or the end customer, for warranties, and when the significant or hazardous malfunction is identified, for recall campaigns. It covers the contractual warranty, as well as any potential extension on a case-by-case basis. This amount is calculated based on projections using historical statistical data. The warranty provision amount covers the contractual provision and its possible extension and is determined using historical statistical data projections. The campaign provision amount is determined using the unit cost of repair applied to the fleet of machines concerned.

We considered the valuation of these provisions to be a key audit matter because it entails a major risk of significant anomalies in the consolidated financial statements due to the number of elements involved in their calculation (average of warranty costs over the last five years, commissioning dates of machines, rate of outsourcing to suppliers, margin rate on spare parts) and their sensitivity to the assumptions adopted by management.

RESPONSE AS PART OF OUR AUDIT

Our work consisted in:

- Familiarizing ourselves with the process of identifying the population subject to warranties or subject to a recall campaign and evaluating these provisions;
- We tested the key controls set up by management that we consider as most relevant to determine the costs underlying this valuation, as well as those relating to the various rates used in the estimates.
- Assessing the relevance of the group's methodology;
- Assessing the validity of the assumptions used to determine the warranty provisions, checking all of the data and calculations underlying these assumptions;
- Reviewing the calculations on a test basis;
- Comparing the accounting estimates of prior periods with the corresponding actual data;
- Checking the adequacy of the information set out in Note 10.1 to the consolidated financial statements.

SPECIFIC VERIFICATIONS

As required by law, we have also specifically verified in accordance with professional standards applicable in France the information pertaining to the group presented in the management report of the Board of Directors.

We have no matters to report as to its fair presentation and its consistency with the consolidated financial statements.

We attest that the consolidated non-financial statement required by Article L.225-102-1 of the French Commercial Code is included in the information pertaining to the group presented in the management report, it being specified that, in accordance with the provisions of Article L.823-10 of this code, we have not verified the fair presentation and the consistency with the consolidated financial statements of the information contained therein, which should be reported on by an independent insurance services provider.

REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

FORMAT OF PRESENTATION OF THE CONSOLIDATED FINANCIAL STATEMENTS TO BE INCLUDED IN THE ANNUAL FINANCIAL REPORT

We have also verified, in accordance with the professional standard applicable in France relating to the procedures performed by the statutory auditor relating to the annual and consolidated financial statements presented in the European single electronic format, that the presentation of the consolidated financial statements to be included in the annual financial report mentioned in Article L.451-1-2, I of the French Monetary and Financial Code (code monétaire et financier), prepared under the responsibility of Chief Executive Officer, complies with the single electronic format defined in the European Delegated Regulation N° 2019/815 of 17 December 2018. As it relates to consolidated financial statements, our work includes verifying that the tagging of these consolidated financial statements complies with the format defined in the above delegated regulation.

Based on the work we have performed, we conclude that the presentation of the consolidated financial statements to be included in the annual financial report complies, in all material respects, with the European single electronic format.

Due to the technical limits inherent in the macro-tagging of the consolidated financial statements according to the single European electronic information format, it is possible that the content of certain tags in the appendix notes may not be reproduced identically to the consolidated financial statements attached to this report.

We have no responsibility to verify that the consolidated financial statements that will ultimately be included by your company in the annual financial report filed with the AMF are in agreement with those on which we have performed our work.

APPOINTMENT OF THE STATUTORY AUDITORS

We were appointed as statutory auditors of Manitou BF S.A. by the annual general meeting held on 13 June, 2019 for KPMG SA and on 28 June, 1989 for RSM OUEST.

As at 31 December, 2023, KPMG SA was in the 5th year of total uninterrupted engagement and RSM OUEST was in the 34th year of total uninterrupted engagement.

RESPONSIBILITIES OF MANAGEMENT AND THOSE CHARGED WITH GOVERNANCE FOR THE CONSOLIDATED FINANCIAL STATEMENTS

Management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with International Financial Reporting Standards as adopted by the European Union and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless it is expected to liquidate the Company or to cease operations.

The Audit Committee is responsible for monitoring the financial reporting process and the effectiveness of internal control and risks management systems and where applicable, its internal audit, regarding the accounting and financial reporting procedures.

The consolidated financial statements were approved by the Board of Directors.

STATUTORY AUDITORS' RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS

OBJECTIVES AND AUDIT APPROACH

Our role is to issue a report on the consolidated financial statements. Our objective is to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with professional standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As specified in Article L.821-55 of the French Commercial Code (code de commerce), our statutory audit does not include assurance on the viability of the Company or the quality of management of the affairs of the Company.

As part of an audit conducted in accordance with professional standards applicable in France, the statutory auditor exercises professional judgment throughout the audit and furthermore:

- Identifies and assesses the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, designs and performs audit procedures responsive to those risks, and obtains audit evidence considered to be sufficient and appropriate to provide a basis for his opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtains an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the internal control.
- Evaluates the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management in the consolidated financial statements.
- Assesses the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. This assessment is based on the audit evidence obtained up to the date of his audit report. However, future events or conditions may cause the Company to cease to continue as a going concern. If the statutory auditor concludes that a material uncertainty exists, there is a requirement to draw attention in the audit report to the related disclosures in the consolidated financial statements or, if such disclosures are not provided or inadequate, to modify the opinion expressed therein.
- Evaluates the overall presentation of the consolidated financial statements and assesses whether these statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtains sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. The statutory auditor is responsible for the direction, supervision and performance of the audit of the consolidated financial statements and for the opinion expressed on these consolidated financial statements.

REPORT TO THE AUDIT COMMITTEE

We submit a report to the Audit Committee which includes in particular a description of the scope of the audit and the audit program implemented, as well as the results of our audit. We also report, if any, significant deficiencies in internal control regarding the accounting and financial reporting procedures that we have identified.

Our report to the Audit Committee includes the risks of material misstatement that, in our professional judgment, were of most significance in the audit of the consolidated financial statements of the current period and which are therefore the key audit matters, that we are required to describe in this audit report.

We also provide the Audit Committee with the declaration provided for in Article 6 of Regulation (EU) N° 537/2014, confirming our independence within the meaning of the rules applicable in France such as they are set in particular by Articles L.821-27 to L.821-34 of the French Commercial Code (code de commerce) and in the French Code of Ethics *(code de déontologie)* for statutory auditors. Where appropriate, we discuss with the Audit Committee the risks that may reasonably be thought to bear on our independence, and the related safeguards.

Nantes, on the 18 April 2024	Saint-Herblain, on the 18 April 2024
The statutory auditors	
French original signed by	
Gwenaël Chedaleux	Céline Braud
Partner	*Partner*

7.3. CORPORATE FINANCIAL STATEMENTS

7.3.1. INCOME STATEMENT

in thousands of euros	Notes	2022	2023
Operating income (1):			
Sales of merchandise		437,291	569,288
Production sold (goods)		1,161,227	1,390,170
Production sold (services)		26,116	30,175
Net sales	Note 18	1,624,634	1,989,633
Inventoried and capitalized production		16,559	70,768
Reversals of provisions and amortization, expense transfers	Note 19	29,186	26,665
Other income (1)		13,502	13,889
TOTAL OPERATING INCOME		1,683,881	2,100,956
Operating expenses (2):			
Purchases and changes in inventories		1,213,192	1,475,077
Other purchases and external expenses		180,360	210,352
Taxes and related		11,271	12,471
Salaries and social security charges		178,448	218,985
Amortization and impairment		27,125	34,730
Net increase in provisions		9,025	19,540
Other expenses (2)		11,883	8,838
TOTAL OPERATING EXPENSES		1,631,304	1,979,993
OPERATING PROFIT		52,577	120,962
Financial income (3)		69,846	86,710
Financial expenses (4)		47,908	73,250
Financial result	Note 20	21,938	13,460
RECURRING INCOME BEFORE TAXES		74,515	134,422
Non-recurring income		727	647
Non-recurring expenses		730	6,551
Non-recurring income/expenses	Note 21	-3	-5,904
Employee profit-sharing		225	6,621
Income taxes	Note 22	10,017	27,515
NET INCOME		64,270	94,382
(1) Of which income related to exchange gains on commercial operations		12,183	12,784
(2) Of which expenses related to exchange losses on commercial operations		10,213	7,258
(3) Of which income related to associates.		31,039	35,982
(4) Of which expenses related to associates.		4,915	4,973

7.3.2. CASH FLOW STATEMENT

in thousands of euros	2022	2023
NET INCOME	64,270	94,382
Elimination of income and expenses with no effect on operating cash flow and not linked to operating activities		
Amortization, depreciation, and provisions*	23,780	35,823
Reversals of amortization and provisions*	-287	-324
- Proceeds from disposals of assets	-110	-111
+ Net book value of asset disposals	361	128
- Investment subsidies included in income	-77	-7
+/- Other income and expenses with no effect on operating cash flow		
EARNINGS BEFORE DEPRECIATION AND AMORTIZATION	87,937	129,891
Change in working capital requirement		
+/- Change in inventories	-53,048	-70,677
+/- Change in trade receivables	-153,468	-92,294
+/- Change in other operating receivables	-65,297	-156,417
+/- Change in trade accounts payable	84,844	73,879
+/- Change in other operating liabilities	-30,041	45,061
CASH FLOW FROM OPERATING ACTIVITIES	-129,073	-70,557
Changes in cash flows from investing activities		
+ Disposals of intangible and tangible assets	110	111
+ Disposals of financial assets	0	195
- Acquisitions of intangible and tangible assets	-38,757	-49,944
- Purchases of financial assets	-39,515	-25,108
- Equipment subsidies	42	0
+/- Changes in supplier payables on assets	1,147	4,500
+/- Cash flow related to mergers		
CASH FLOW FROM INVESTING ACTIVITIES	-76,973	-70,246
Changes in cash flow from financing activities		
+ Capital increase		
- Capital reduction		
+ Carryback receivable transferred		
- Dividends paid	-30,614	-24,107
+ Increases in borrowings	95,641	156,643
- Repayments of borrowings	-27,567	-2,054
+/- Changes in subscribed capital called but not paid		
CASH FLOW FROM FINANCING ACTIVITIES	37,460	130,482
Cash and cash equivalents – opening balance	196,412	27,826
Cash and cash equivalents – closing balance	27,826	17,505
CHANGE IN CASH AND CASH EQUIVALENTS	-168,586	-10,321

** Excluding current assets*

7.3.3. BALANCE SHEET

ASSETS

in thousands of euros	Notes	December 31, 2022 Net amount	December 31, 2023 Gross amount	Depreciation and impairment	Net amount
Fixed assets					
Intangible assets (1)	Note 2	36,444	148,414	103,579	44,835
Tangible assets	Note 3	97,907	373,337	261,639	111,698
Financial assets (2)	Note 4	541,567	603,852	0	603,852
		675,918	1,125,603	365,218	760,384
Current assets					
Inventories & work in progress	Note 6	287,395	369,929	11,858	358,072
Prepayments and advances to suppliers		225	181		181
Receivables from operations (3)	Note 7	603,647	860,068	1,777	858,291
Cash and marketable securities	Note 9	65,013	62,930	0	62,930
Accruals	Note 15	10,410	4,478		4,478
		966,690	1,297,587	13,635	1,283,952
Currency translation differences on assets	Note 16	20,852	19,600		19,600
TOTAL PROVISIONS		1,663,460	2,442,790	378,853	2,063,936
(1) Of which leasehold rights					
(2) Of which less than one year		4,623			8,447
(3) Of which more than one year					

LIABILITIES

in thousands of euros	Notes	December 31, 2022 Net amount	December 31, 2023 Net amount
Shareholder's equity	Note 10		
Share capital	Note 10	39,668	39,668
Issue, merger, and acquisition premiums, etc.		45,119	45,119
Revaluation differences (4)	Note 17	79,094	116,465
Retained earnings and reserves		568,384	608,546
Income for the period		64,270	94,382
Investment subsidies	Note 6	586	578
Regulated provisions		6,935	6,924
		804,056	911,683
Provisions for risks and contingencies	Note 11	52,305	60,180
Liabilities (1)			
Financial liabilities (2) (3)	Note 12	392,719	568,363
Operating liabilities	Note 12		
Supplier accounts payable and related		296,045	369,924
Tax and social security liabilities		62,248	92,494
Other operating liabilities		18,285	82
Other liabilities	Note 12	4,554	26,289
Accruals	Note 15	23,573	29,145
		797,424	1,086,298
Currency translation differences on liabilities	Note 16	9,675	5,776
TOTAL PROVISIONS		1,663,460	2,063,936
(1) Of which more than one year		150,224	147,482
Of which less than one year		647,200	938,816
(2) Of which outstanding bank overdrafts and credit balances		37,187	45,426
(3) Of which equity loans			
(4) Of which equity method valuation difference		78,186	115,557

7.3.4. NOTES TO MANITOU BF'S FINANCIAL STATEMENTS

GENERAL INFORMATION

COMPANY IDENTITY

Manitou BF is a French Public Limited Company (*société anonyme*) with a Board of Directors with capital of €39,668,399 consisting of 39 668 399 shares with a par value of €1 per share.

The company's head office, which is also the main production site, is:

430, rue de l'Aubinière - BP 10 249 - 44158 Ancenis Cedex France

The company is registered in the Nantes Trade and Companies Register under number: 857 802 508 RCS Nantes - SIRET (business registration) No.: 857 802 508 00047 - APE (principal activity code): 292 D - NAF (business sub-sector ID) No.: 2822Z.

FINANCIAL INFORMATION RELATED TO THE APPROVAL OF THE FINANCIAL STATEMENTS

Manitou BF's corporate financial statements were approved by the Board of Directors on March 6, 2024.

COMMENTS ON THE NOTES TO THE BALANCE SHEET

The Notes to the balance sheet before distribution of dividends show the following:

The balance sheet for the period shows a total of €2,063,936 thousand.

The income statement reports:

- total income of €2,188,312 thousand;
- total expenses of €2,093,930 thousand;
- profit of €94,382 thousand.

The period began on January 1, 2023 and ended on December 31, 2023, spanning 12 months.

The Notes (or tables) below are an integral part of the annual financial statements.

HIGHLIGHTS OF THE PERIOD

CHANGES IN GOVERNANCE

At the Board's proposal, in the interest of stability in Manitou Group's governance, the Shareholders' Meeting of May 25, 2023 renewed all the directors' terms of office for a period of four years. These renewals enable the group to pursue its long-term policy, with the expertise acquired by the members of the Board of Directors.

Manitou BF has also adapted the organization of its Executive Committee with the creation of two functions in January 2024: a Chief Transformation & Governance Officer and a Chief Financial Officer. These positions are held respectively by Hervé Rochet and Céline Brard. The aim of this change is to strengthen strategic and financial management in order to structure and efficiently support the growth of Manitou BF and its subsidiaries, and also to accelerate its transformation and meet digital, human and reputational challenges, while ensuring the integrity of its governance framework. See also note 5.1.2 of chapter 5.

MAJORITY STAKE ACQUIRED IN EASYLI

On January 23, 2023, Manitou BF acquired an 82% stake in easyLi, a company specializing in the design and production of lithium-ion batteries. This operation allows Manitou BF to acquire specific skills as part of its energy transition. Based in Poitiers (France), the company easyLi had a workforce of 25 employees on the date of acquisition and recorded revenue of €1 million in 2022.

ACQUISITION OF THE ITALIAN COMPANY GI.ERRE SRL

On March 1, 2023, Manitou BF acquired all the shares of the Italian company GI.ERRE SRL, based in Castelfranco, Italy, and specialized in service activities for Manitou products.

In 2022, GI.ERRE generated revenue of €4 million with a workforce of 14 employees as of the date of acquisition.

END OF DISPUTE WITH JCB

In May 2017, action was taken against Manitou BF by JC Bamford Excavators Limited (JCB) for allegedly infringing two European patents and a British patent [i.e. respectively European patents EP 1 532 065 B2 (EP 065) and EP 2 263 965 B9 (EP 965)] regarding certain features related to the control system of the overload cut-off of certain telehandlers manufactured and/or marketed.

In December 2018, JCB served a new summons for infringement of intellectual property rights in connection with a third European patent [European patent EP 2 616 382 B3 (EP 382)], also relating to certain features concerning the overload cut-off control system of certain telehandlers.

Since 2017, these disputes have led to a series of legal proceedings in France, and JCB had estimated its losses at €190 million.

During these proceedings, Manitou BF always contested the infringements and defended itself vigorously.

In December 2023, Manitou BF and J.C. Bamford Excavators Limited decided, by mutual agreement, to bring all patent infringement litigation between them to an end.

The end of these disputes has no impact on the present and future business of either party, nor on the characteristics of the products marketed by each of them.

NOTE 1 ACCOUNTING PRINCIPLES

NOTE 1.1 GENERAL PRINCIPLES

The balance sheet and the income statement are prepared in accordance with French legislation and generally accepted accounting methods in France.

The base method used for financial statement items is the historical cost method.

A number of points that could have a material impact are described in detail below.

NOTE 1.2 CHANGES IN ACCOUNTING METHODS AND RULES

There were no changes in accounting methods in the financial year.

NOTE 1.3 FIXED ASSETS

NOTE 1.3.1 DEVELOPMENT COSTS

In compliance with Article 212-3-2 of ANC Regulation No. 2014-03, the development costs incurred by the company relating to clearly defined projects likely to be completed and marketed profitably were capitalized, as the capitalization requirements specified by the French accounting regulations had been fulfilled. As it is a recommended method, the company made the decision in 2005 to apply this accounting treatment.

All research expenses and the costs of studies and development other than those described above are expensed in the period in which they are incurred.

NOTE 1.3.2 SOFTWARE

These mainly include the costs incurred in the implementation of various projects, for the portion related to the detailed design of these projects, and to programming, testing, and documentation.

Costs recorded during the preliminary study phase, the functional analysis phase and for user training are recognized as expenses.

The costs of configuring and customizing software in Saas mode are recognized as intangible assets when they meet the criteria for capitalization, i.e.:

- The project is considered to have a good chance of technical success
- the entity states its intention to produce the software, indicates the estimated minimum useful life in light of foreseeable developments in technical knowledge of software design and production, and specifies the expected impact on the income statement.

NOTE 1.3.3 DEPRECIATION OF FIXED ASSETS

In accordance with ANC Regulation No. 2014-03, the accounting methods relating to tangible and intangible assets (excluding development costs) are as follows:

- the depreciable amount is the difference between the cost of the asset and its residual value, considered to be zero for all depreciable assets;
- the depreciation periods have been adjusted to the estimated useful lives of the various asset categories and calculated using the straight-line method;
- the main depreciation periods are as follows:
  - goodwill: 5 years,
  - patents: 5 years,
  - software: 3 years and 7 years for the integrated information system (ERP),
  - development costs: 5 years,
  - buildings: between 20 and 30 years depending on the construction quality,
  - improvements to land and buildings: 10 years,
  - technical facilities: 10 years,
  - industrial equipment: between 3 years and 7 years depending on the type of equipment,
  - industrial tooling and molds: 3 years,
  - transport equipment: 4 years for passenger cars, 5 years for large commercial vehicles,
  - office and IT equipment: between 3 years and 5 years depending on the type of equipment,
  - office furniture: 10 years.

The difference between tax depreciation calculated using the declining balance method and straight-line depreciation based on the estimated useful life is recorded in regulated provisions (special depreciation allowances). For development costs, special amortization allowances are recognized as of the date the asset is capitalized, as provided by law.

NOTE 1.3.4 IMPAIRMENT OF ASSETS

Tangible and intangible assets must be tested for impairment whenever there is an indication of impairment.

When an indication of impairment exists, an impairment test is conducted. The net book value is assessed as a function of the market and the useful life of the asset for the company. It is the result of the comparison between the market value and the value in use.

NOTE 1.4 SHARE INVESTMENTS

In order to report its shareholders' equity on a comparable basis for both the corporate and the consolidated financial statements, the company chose, as of year-end 1990, to value shares in wholly controlled companies using the portion of shareholders' equity owned, as determined using the rules of consolidation, in accordance with Article 3 of the French Law of January 3, 1985 and Article 11 of the Decree of February 17, 1986.

In accordance with Article 221-4 of ANC regulation No. 2014-03, if, at year-end, the aggregate value of securities valued using the equity method is less than their purchase price, the aggregate value of the portfolio is reduced accordingly. A provision for overall portfolio risk is also created if the aggregate value using the equity value is negative.

Acquisition costs are capitalized. In accordance with the applicable tax laws, such acquisition costs are amortized over 5 years on a straight-line basis.

NOTE 1.5 TREASURY SHARES

Treasury shares are recorded in "Marketable securities" when such securities are intended to cover stock option plans and share awards and in "Other financial assets" in other cases.

For plans deemed to be exercisable (where the the market value of the share is greater than the exercise price of the option) for which an outflow of resources is probable, the corresponding shares are classified in a specific "Marketable securities" account.

When the market value of Manitou shares falls below their purchase price, an impairment loss is recorded for the difference. No impairment loss is recorded for shares classified as marketable securities to be canceled, nor for shares classified in the specific marketable securities sub-account (plans deemed to be exercisable). Such shares are relevant to the calculation of liabilities, determined as described below.

In accordance with Articles 624-2 to 624-18 of ANC Regulation No. 2014-03, expenses relating to option plans and performance share awards pertaining to Manitou BF shares are spread over the employees' vesting period, on a straight-line basis. They are recognized in the income statement under "Salaries and social security charges" against a balance sheet expense provision.

For purchase option plans, these expenses correspond to the difference between the portfolio value, net of impairment, of the shares allocated to such plans, and the corresponding exercise price, if lower. For performance share plans, they amount to the portfolio value of the shares granted.

NOTE 1.6 STOCKS

NOTE 1.6.1 VALUATION

- Merchandise: valued at the weighted average purchase price.
- Raw materials: valued at the weighted average purchase price.
- Semi-finished products, work in process and finished products: valued at the cost of production (raw materials, equipment and labor at actual cost).

NOTE 1.6.2 DEPRECIATION

- Merchandise: as in previous years, merchandise was subject to write-downs for impairment calculated statistically based on inventory turnover and probable losses from impairment.
- Raw materials: the same method as for merchandise is used, i.e. low-turnover items are subject to a write-down for impairment.
- Finished products: equipment is subject to a component-by-component analysis, the equipment in question being used or demonstration equipment in storage or with a low turnover. The rate of write-downs for impairment is determined by product group.

NOTE 1.7 RECEIVABLES AND PAYABLES

Receivables and payables are recorded at their nominal value. An impairment loss is recognized when their recoverable value, appraised on a case-by-case basis, is estimated to be less than their accounting value.

NOTE 1.8 PROVISIONS FOR RISKS AND CONTINGENCIES

Provisions are created for risks and contingencies when the company has a liability to a third party and it is probable or certain that it will face an outflow of resources to the said third party, without consideration.

Such provisions are estimated taking into account the best-estimate assumptions as of the reporting date.

NOTE 1.9 RETIREMENT BENEFIT COMMITMENTS

The liability is calculated in accordance with IAS 19 (Revised) as authorized by ANC Recommendation 2013-02 of November 7, 2013. This calculation also takes into account the new ANC recommendation published in 2021. The method used is the projected unit credit method, sometimes known as the "project benefits method prorated on years of service."

Retirement benefit commitments are assessed taking demographic and economic assumptions into account. They are discounted to their present value using a discount rate based on the interest rates for the highest-quality bonds. The various categories of defined benefit plans in place within Manitou BF and the main assumptions used are set out in Note 11 to the financial statements.

The commitment takes into account the consequences of the French law of April 14, 2023 on the corrective financing of the social security system on the increase in the legal retirement age. The impact is an income for the year of €187 thousand.

NOTE 1.10 LONG-SERVICE AWARDS

The liability was calculated in the same way as for the previous period, in accordance with CNC (French accounting authority) Recommendation 2003-R-01 of April 1, 2003, which reproduces the terms of IAS 19.

NOTE 1.11 FOREIGN CURRENCY TRANSLATIONS

Foreign currency transactions are valued at the exchange rate on the date of the transaction. Receivables and payables are translated at the exchange rate on the reporting date. The difference resulting from the translation of foreign currency payables and receivables at the rate on the reporting date is recorded in the balance sheet as currency translation differences. Unrealized exchange losses that are not hedged are subject to a provision for risk.

NOTE 1.12 FORWARD FINANCIAL INSTRUMENTS AND HEDGING TRANSACTIONS

In accordance with ANC Regulation No. 2015-05 on financial instruments, the exchange losses and gains related to commercial operations were recognized in operating income and the hedging instruments at year-end were revalued.

The effects of hedging instruments are recognized in the income statement symmetrically with those of the hedged item. The impairment or provision for contingencies relating to a hedged item takes the effect of the hedge into account. Changes in the fair value of the instruments are not recognized on the balance sheet, unless this would make the accounting treatment symmetrical with the hedged risk and for the non-currency derivatives (receivables, liabilities, etc.) converted at closing.

The company documents the relationship between the hedging instrument and the hedged instrument, in addition to is hedging policy.

The company endeavors to minimize the exchange risk by performing exchange hedges on the largest cash flows for the net amount of their exposure to currencies, after recognition of purchases in foreign currency.

NOTE 2 INTANGIBLE ASSETS

in thousands of euros	12.31.2022	Acquisitions	Transfers between line items	Outflows	Gross amounts as of 12/31/2023
Research and development costs	53,530		8,965		62,495
Concessions, patents and licenses	59,255	1,233	2,921		63,409
Goodwill	1,708				1,708
Other intangible fixed assets	0				0
Intangible assets in process	16,382	16,352	-11,886	46	20,802
Prepayments and advances	0				0
TOTAL	130,875	17,585	0	46	148,414

in thousands of euros	12.31.2022	Increases	Other decreases	Amortization and depreciation as of 12/31/2023
Research and development costs	43,260	4,233		47,493
Concessions, patents and licenses	49,607	4,915		54,522
Goodwill	1,564			1,564
Other intangible fixed assets	0			0
Intangible assets in process	0			0
Prepayments and advances	0			0
TOTAL	94,431	9,148	0	103,579

in thousands of euros	12.31.2022	Net amounts 31.12.2023
Research and development costs	10,270	15,002
Concessions, patents and licenses	9,648	8,887
Goodwill	144	144
Other intangible fixed assets	0	0
Intangible assets in process	16,382	20,802
Prepayments and advances	0	0
TOTAL	36,444	44,835

NOTE 2.1 RESEARCH AND DEVELOPMENT COSTS

Development costs, incurred directly by the company and activated in 2023, amounted to €10,027 thousand. Development projects were also abandoned for €23 thousand.

As such, the total amount of fees activated as of December 31, 2023 amounted to €78,431 thousand (versus €68,428 thousand in 2022). This amount was split between projects in process for €15,937 thousand (€14,898 thousand in 2022) and completed projects for €62,495 thousand (€53,530 thousand in 2022). All research costs and the costs of studies and development other than those described above were expensed in 2023 for an amount of €19,023 thousand, as compared to €14,655 thousand in 2022.

NOTE 3 TANGIBLE ASSETS

in thousands of euros	12.31.2022	Acquisitions	Transfers between line items	Disposals	Gross amounts as of 12/31/2023
Land	23,038	1,680	681	13	25,385
Buildings	65,705		5,752		71,457
Installations, improvements and fixtures	56,288	1,620	2,281	24	60,165
Technical installations and industrial equipment	160,092	9,297	5,798	759	174,427
Other tangible assets	25,082	3,050	48	469	27,712
Tangible fixed assets under production	12,045	16,712	-14,559	7	14,192
TOTAL	342,250	32,359	0	1,272	373,337

in thousands of euros	12.31.2022	Increases	Outflows	Amortization and depreciation as of 12/31/2023
Land	10,779	1,383	11	12,151
Buildings	40,141	2,410		42,551
Installations, improvements and fixtures	40,914	3,039	20	43,933
Technical installations and industrial equipment	132,138	9,769	694	141,213
Other tangible assets	20,371	1,886	466	21,791
Tangible fixed assets under production				
TOTAL	244,343	18,487	1,191	261,639

in thousands of euros	12.31.2022	Net amounts 31.12.2023
Land	12,259	13,234
Buildings	25,564	28,906
Installations, improvements and fixtures	15,374	16,232
Technical installations and industrial equipment	27,954	33,215
Other tangible assets	4,711	5,921
Tangible fixed assets under production	12,045	14,192
TOTAL	97,907	111,698

Capital expenditure in 2023 includes €6,580 thousand in new industrial buildings nearing completion, as well as €3,901 thousand in various building refurbishments at production sites. They also include production equipment worth €16,629 thousand (of which €4,138 thousand for the Ancenis telehandler production site, €3,006 thousand for investments to increase production capacity at Ancenis, €1,348 thousand for the Candé aerial work platform production site, and €1,270 thousand for development costs for the MT7-13 forklift), as well as IT and office equipment for €2,991 thousand.

NOTE 4 FINANCIAL ASSETS

in thousands of euros	12.31.2022	Revaluation	Acquisitions	Transfers between line items	Decreases	Gross amounts as of 12/31/2023
Share investments	17,513					17,513
Receivables from holdings*	36,933		2,069		4,200	34,802
Investments valued using the equity method**	484,544	37,371	26,458		195	548,178
Loans	0				0	0
Other financial assets	2,577		782		0	3,359
TOTAL	541,567	37,371	29,309	0	4,395	603,853

** In fiscal year 2023, the company granted a loan of €1,500 thousand to its subsidiary Manitou South Asia.*

*** This item includes equity interests held at proportions of above 50% and valued using the equity method in accordance with the accounting principles defined in paragraph 1.4. The recognition of securities using the equity method during fiscal year 2023 resulted in an increase of €37,371 thousand in the equity valuation difference, which went from €78,186 thousand to €115,557 thousand. See note 5 for more details.*

Details and change in share investments at their purchase price:

in thousands of euros Companies	12.31.2022	Acquisitions in 2023	Transfers between line items	Disposals	12.31.2023
Manitou Global Services	1,716				1,716
Manitou UK	598				598
Manitou Italia	34,460				34,460
Manitou Benelux	712				712
Manitou Asia	0				0
Manitou Portugal	2,963				2,963
Manitou Deutschland	8,712				8,712
Manitou Australia	1,326				1,326
Manitou China	5,705				5,705
Manitou Manutencion Espana	200				200
Manitou Vostok	5,010			-195	4,815
Manitou Polska	53				53
Manitou America Inc.	278,973				278,973
Manitou Interface and Logistics Europe	1,995				1,995
Manitou South Asia	636				636
Manitou Brazil	12,570				12,570
Manitou Nordics	244				244
Manitou Middle East	212				212
Manitou Malaysia	1,364	1,200			2,564
Manitou Chile	20				20
LMH Solutions	3,000				3,000
Manitou Développement	25				25
Manitou Equipment India	31,560	18,000			49,560
Manitou Pty Ltd (LiftRite Hire & Sales)	5,577				5,577
Manitou Mexico	221				221
Manitou Japan	103				103
Manitou PS UK	958	366			1,324
Manitou Holding Southern Africa	1,642				1,642
MN-Lifttek Oy	4,494				4,494
Manitou Asia Pte Ltd.	1,309				1,309
easyLi		3,132			3,132
GI.ERRE SRL		3,757			3,757
Manitou Group newco Spain S,L,		3			3
TOTAL	406,358	26,457	0	-195	432,620

Manitou BF subscribed to the capital increases of its subsidiaries Manitou Equipment India and Manitou Malaysia, for €18 million and €1.2 million, respectively.

Manitou BF bought out a minority shareholder in its UK subsidiary, Manitou PS UK, increasing its stake to 90%.

Manitou BF also made two acquisitions during the year: the French company easyLi and the Italian company GI.ERRE SRL, with 82% and 100% stakes respectively.

Lastly, the Russian subsidiary Manitou Vostok reduced its capital by €195 thousand, in line with its decrease in activity.

NOTE 5 INVESTMENTS VALUED USING THE EQUITY METHOD (IN THOUSANDS OF EUROS)

				12.31.2022				12.31.2023
Companies	% held	Accounting value (acq. cost or restated 1976)	Equity method value (IFRS)	Valuation difference (IFRS)	% held	Accounting value (acq. cost or restated 1976)	Equity method value (IFRS)	Valuation difference (IFRS)
Manitou Global Services	100.00%	1,716	21,294	19,578	100.00%	1,716	21,355	19,639
Manitou UK	99.42%	598	14,199	13,601	99.42%	598	17,289	16,690
Manitou Italia	100.00%	34,460	113,239	78,779	100.00%	34,460	136,370	101,909
Manitou Benelux	99.99%	713	6,486	5,773	99.99%	713	9,265	8,552
Manitou Asia Pte Ltd.	100.00%	1,310	10,433	9,123	100.00%	1,310	10,097	8,787
Manitou Portugal	100.00%	2,963	7,102	4,139	100.00%	2,963	7,756	4,793
Manitou Deutschland	100.00%	8,712	5,548	-3,164	100.00%	8,712	7,141	-1,571
Manitou Holding Southern Africa	100.00%	1,642	21,478	19,836	100.00%	1,642	23,961	22,319
Manitou Australia	100.00%	1,325	8,624	7,299	100.00%	1,325	9,246	7,921
Manitou China	100.00%	5,705	4,078	-1,627	100.00%	5,705	3,892	-1,813
Manitou Manutencion Espana	100.00%	200	4,477	4,277	100.00%	200	4,594	4,394
Manitou Vostok	100.00%	5,010	5,479	469	100.00%	4,815	3,179	-1,637
Manitou Polska	100.00%	53	800	747	100.00%	53	863	810
Manitou America Inc.	100.00%	278,973	216,932	-62,041	100.00%	278,973	222,388	-56,585
Manitou Interface and Logistics Europe	99.00%	1,995	4,444	2,449	99.00%	1,995	4,848	2,853
Manitou South Asia	100.00%	637	1,925	1,288	100.00%	637	2,278	1,641
Manitou Brazil	99.83%	12,570	3,403	-9,167	99.83%	12,570	7,285	-5,285
Manitou Nordics	100.00%	244	355	111	100.00%	244	478	234
Manitou Middle East	100.00%	211	547	336	100.00%	211	564	353
Manitou Malaysia	100.00%	1,364	1,267	-97	100.00%	2,564	2,514	-50
Manitou Chile	100.00%	20	2	-18	100.00%	20	-5	-25
LMH Solutions	100.00%	3,000	2,028	-972	100.00%	3,000	1,877	-1,123
Manitou Développement	100.00%	25	25		100.00%	25	25	0
Manitou Equipment India	100.00%	31,560	14,282	-17,278	100.00%	49,560	28,987	-20,573
Manitou Pty Ltd (LiftRite Hire & Sales)	100.00%	5,577	7,361	1,784	100.00%	5,577	7,684	2,107
Manitou Mexico	100.00%	221	310	89	100.00%	221	377	156
Manitou Japan	100.00%	103	116	13	100.00%	103	113	10
Manitou PS UK	85.00%	958	3,523	2,565	90.00%	1,324	2,564	1,240
MN-Lifttek Oy	86.00%	4,494	4,787	293	86.00%	4,494	4,757	263
easyLi					82.00%	3,132	2,613	-519
GI.ERRE SRL					100.00%	3,757	3,821	64
Manitou Group newco Spain S.L.					100.00%	3	3	0
TOTAL		406,358	484,544	78,186		432,621	548,178	115,557

NOTE 6 STOCKS

			12.31.2022			12.31.2023
in thousands of euros	Gross value	Impairment	Net	Gross value	Impairment	Net
Raw materials	124,274	2,184	122,090	127,233	2,469	124,764
Work in process	34,201		34,201	62,132		62,132
Finished products	76,740	1,467	75,273	105,380	2,269	103,111
Merchandise	61,818	5,987	55,831	75,184	7,120	68,064
TOTAL	297,033	9,638	287,395	369,929	11,858	358,072

NOTE 7 RECEIVABLES FROM OPERATIONS

	Gross amounts			Provisions		
in thousands of euros	12.31.2022	Changes in 2023	12.31.2023	12.31.2022	Changes in 2023	12.31.2023
Trade accounts and other receivables	407,454	93,847	501,301	224	1,553	1,777
Other receivables	16,713	13,434	30,147	0		0
Misc. receivables	179,704	148,917	328,621	0		0
Subscribed capital called but not paid	0	0	0	0		0
TOTAL	603,871	256,197	860,068	224	1,553	1,777

		Net amounts
in thousands of euros	12.31.2022	12.31.2023
Trade accounts and other receivables*	407,230	499,524
Other receivables	16,713	30,147
Misc. receivables	179,704	328,621
Subscribed capital called but not paid	0	0
TOTAL	603,647	858,291
* Including bills of exchange	8	3

NOTE 8 BREAKDOWN OF RECEIVABLES

in thousands of euros	Gross value	Less than 1 year	1 to 5 years	Over 5 years
On fixed assets				
Receivables from holdings*	34,802	8,447	24,831	1,524
Loans	0			
Other financial assets	3,359	1,359	500	2,000
On current assets				
Doubtful or disputed accounts receivable	157	157		
Other accounts receivable	501,143	501,143		
Employee and related accounts	20	20		
Social Security and other social organizations	170	170		
Income tax	12,309	12,309		
Value-added tax	24,875	24,875		
Miscellaneous	4	4		
Group and associates	282,859	282,859		
Misc. debtors	38,531	38,531		
Prepaid expenses	4,478	4,478		
TOTAL	902,708	874,352	25,331	3,524
* Loans granted to subsidiaries during the period.	1,500			
* Loans repaid by subsidiaries during the period.	4,393			

NOTE 9 CASH AND MARKETABLE SECURITIES

Marketable securities were valued at their market price on December 31, 2023.

Money market funds (SICAV) were subject to a "bought-sold" on that date, and the interest accrued on other investments was recorded at the end of the financial year.

in thousands of euros	2022	2023
Money-market funds (SICAV)		
Shares of listed company		
Provision for impairment of shares		
Treasury shares	23,445	23,445
Provision for impairment of treasury shares	0	0
TOTAL MARKETABLE SECURITIES	23,445	23,445
Cash and cash equivalents	41,567	39,485
TOTAL MARKETABLE SECURITIES & CASH AT BANK	65,012	62,930

As of December 31, 2023, the treasury shares held by the company to cover stock options (1,381,461 shares) were reported as marketable securities at the purchase price value of €23,445 thousand, i.e. an average price per share of €16.97.

NOTE 10 SHAREHOLDERS' EQUITY

NOTE 10.1 CHANGES IN SHAREHOLDERS' EQUITY

in thousands of euros	Share Capital	Share premiums	Valuation differences	Statutory reserve	Other reserves	Retained earnings	Income for the period	Grants and regulated provisions	Total equity
12.31.2022	39,668	45,119	79,094	3,967	295,504	268,913	64,270	7,521	804,056
Capital increase									0
2022 income						64,270	-64,270		0
Dividends						-24,107			-24,107
2023 income							94,382		94,382
Impact of changes in the value of associates (equity method)			37,371						37,371
Change in investment subsidies								-7	-7
Change in special depreciation allowances for the year								-11	-11
12.31.2023	39,668	45,119	116,465	3,967	295,504	309,076	94,382	7,502	911,683

NOTE 10.2 BREAKDOWN OF SHARE CAPITAL

	Nominal value	Number	Amount
Composition of capital at the start of the year	€1.00	39,668,399	€39,668,399
Capital increase	€1.00		
Share subscription options	€1.00		
CAPITAL AS AT 31.12.2023	€1.00	39,668,399	€39,668,399

NOTE 11 PROVISIONS

in thousands of euros	12.31.2022	Increases	Reversals		Change of method	12.31.2023
			Used	Unused		
REGULATED PROVISIONS						
Provision for price increases	0		0			0
Special depreciation allowances	6,936	102	114			6,924
Other regulated provisions	0		0			0
TOTAL	6,936	102	114	0		6,924
PROVISIONS FOR RISKS AND CONTINGENCIES						
Litigation (1)	3,069	1,450	1,401	2,173		945
Customer warranties (2)	13,157	13,176	7,782	90		18,461
Exchange losses	17,948	18,353	17,948			18,353
Pensions and related liabilities (3)	1,253	200	59			1,394
Other provisions for risks & contingencies						0
Provisions for retirement benefit plan commitments (5)	16,879	4,149			0	21,028
TOTAL	52,306	37,328	27,190	2,263	0	60,181
PROVISIONS FOR IMPAIRMENT						
Intangible assets	0					0
Tangible assets	1			1		0
Share investments	0					0
Inventories & work in progress	9,638	5,229	3,010	0		11,857
Accounts receivable	224	1,865	311	0		1,778
Other (4)	0	0	0	0		0
TOTAL	9,863	7,094	3,321	1		13,635
TOTAL PROVISIONS	69,105	44,524	30,625	2,264		80,740
Of which increases and reversals:		Increases		Reversals		
- operating		26,635		15,081		
- financial		17,787		17,484		
- extraordinary		102		324		

(1) DISPUTES: the reversal for the fiscal year concerns a provision intended to cover procedural costs in the context of a patent dispute, which was resolved over the period.

(2) WARRANTIES: a provision is created to cover the estimated cost of warranties on machinery and spare parts when they are put into use by the sales networks or end customers. It covers the contractual warranty, as well as any potential extension on a case-by-case basis or in relation to campaigns. The provision is calculated on a statistical basis.

(3) PENSIONS AND RELATED LIABILITIES: this line item corresponds to the amount of the provision for long-service awards.

(4) OTHER: impairment of treasury shares (see Note 9).

(5) PROVISIONS FOR RETIREMENT BENEFIT PLAN COMMITMENTS: provisions for retirement benefits were valued according to the principles described in Note 1.9.

		12.31.2022	12.31.2023
Retirement age	managers	62/67 years	64/67 years
	non-managers	62/67 years	64/67 years
		Progressive increase in the number of contribution years to 43 years	Progressive increase in the number of contribution years to 43 years
Annual employee growth rate		4.30%	4.30%
Discount rate		3.70%	3.15%
Rate of return on plan assets		3.70%	3.15%
Mortality rate		TGH05/TGF05	TGH05/TGF05
Staff turnover rate	managers	2.50%	2.50%
	non-managers	1.00%	1.00%

Actuarial gains and losses are recognized in full in income.

Provisions for retirement indemnities changed as follows:

in thousands of euros	12.31.2022	12.31.2023
Commitment at end of period	-19,819	-24,061
Plan assets at end of period	2,940	3,033
Financial situation	-16,879	-21,028
Past service costs	0	0
(Provision)/amount prepaid	-16,879	-21,028

The impact on income recorded in the financial statements in 2021 and 2022 can be broken down as follows:

in thousands of euros	12.31.2022	12.31.2023
Past service costs	2,385	1,635
Cost of discounting	324	792
Expected return on plan assets	-31	-108
Reduction		
Past service costs	0	-187
SUBTOTAL	2,678	2,132
Acquisition transfer	0	0
Actuarial gain/loss calculated	-10,084	2,017
TOTAL	-7,406	4,149

NOTE 12 BREAKDOWN OF DEBT

in thousands of euros	Gross amount at 12/31/2023	Less than 1 year	1 to 5 years	Over 5 years
Bank loans and debt*	419,030	271,548	133,107	14,375
Loans and other financial liabilities	6,532	6,532		
Trade payables	369,924	369,924		
Employee and related accounts	53,363	53,363		
Social Security and other social organizations	31,578	31,578		
Income tax	0	0		
Value-added tax	2,254	2,254		
Other taxes	5,298	5,298		
Debts on fixed assets and related accounts	7,980	7,980		
Group and associates	142,801	142,801		
Other liabilities	18,393	18,393		
Deferred revenues	29,145	29,145		
TOTAL	1,086,298	938,816	133,107	14,375
0	156,490			
* Loans repaid during the period.	2,054			

NOTE 13 ITEMS RELATED TO AFFILIATES

in thousands of euros	12.31.2022	12.31.2023
Investments valued using the equity method*	484,544	548,178
Receivables from affiliates	36,933	34,802
Other investments	17,513	17,513
Accounts receivable and related	232,416	292,999
Other receivables	159,355	282,859
Supplier accounts payable and related	44,148	78,886
Debt on fixed assets	0	
Other liabilities	137,984	149,333
Financial expenses	4,915	4,973
Income from equity investments	22,837	20,753
Other financial income	8,202	15,229
*Of which change in equity method valuation:	78,186	115,557

No transactions were made outside of normal market conditions.

NOTE 14 ACCRUED INCOME AND EXPENSES

NOTE 14.1 ACCRUED INCOME

in thousands of euros	12.31.2022	12.31.2023
Receivables from affiliates	395	1,156
Other financial assets	0	0
Accounts receivable and related	93,121	123,683
Other receivables	5,092	5,092
Cash and cash equivalents	79	67

NOTE 14.2 ACCRUED EXPENSES

in thousands of euros	12.31.2022	12.31.2023
Bank loans and debt	641	2,131
Other loans and financial liabilities		
Supplier accounts payable and related	64,678	181,903
Tax and social security liabilities	52,043	71,607
Debts on fixed assets and related accounts	3,429	7,922
Other liabilities	17,938	18,309

NOTE 15 PREPAID INCOME AND EXPENSES

		12.31.2023
in thousands of euros	Expenses	Products
Operating expenses/income	4,478	29,145
Financial expenses/income		
Non-recurring expenses/income		
TOTAL	4,478	29,145

NOTE 16 TRANSLATION DIFFERENCES ON FOREIGN CURRENCY PAYABLES AND RECEIVABLES

		12.31.2023
in thousands of euros	Asset differences*	Liability differences
Loans and financial liabilities	17,787	4,426
Financial Instruments	0	954
Accounts receivable	1,496	328
Suppliers	24	68
TOTAL	19,307	5,776

** Offset by a risk provision of €18,353 thousand.*

NOTE 17 REVALUATION DIFFERENCES

in thousands of euros	12.31.2022	12.31.2023
ASSETS		
Land	354	354
Share investments	554	554
TOTAL	908	908
LIABILITIES		
Revaluation reserve (1976)	908	908
Other differences (equity method, see note 5)	78,186	115,557
TOTAL	79,094	116,465

NOTE 18 BREAKDOWN OF SALES

in thousands of euros	2022	2023
A - BREAKDOWN BY BUSINESS ACTIVITY		
Production (Manitou BF)	1,181,832	1,415,991
Spare parts trading	199,286	222,321
Equipment trading	243,516	351,321
TOTAL	1,624,634	1,989,633
B - BREAKDOWN BY MARKET REGION		
France	455,970	527,194
Export	1,168,664	1,462,439
TOTAL	1,624,634	1,989,633

NOTE 19 REVERSALS OF PROVISIONS AND TRANSFERS OF EXPENSES

	2022	2023
in thousands of euros	Products	Products
Reversal of provision for risks	16,139	11,758
Reversal of impairment on tangible assets	0	1
Reversal of provision for impairment of current assets	4,169	3,322
Transfer of operating expenses*	8,878	11,584
TOTAL	29,186	26,665

** Expense transfers mainly comprise re-invoicing of central services to the subsidiaries Manitou Italia and Manitou Americas for €3,043 thousand and €1,247 thousand respectively, as well as various re-invoicing of expenses.*

NOTE 20 FINANCIAL RESULT

NOTE 20.1 FINANCIAL INCOME

	2022	2023
in thousands of euros	Products	Products
Income from securities	22,837	20,753
Exchange gains	38,249	48,614
Reversal of impairment provision on securities		
Other income	8,760	17,343
TOTAL	69,846	86,710

NOTE 20.2 FINANCIAL EXPENSES

	2022	2023
in thousands of euros	Expenses	Expenses
Loan interest	4,408	11,858
Exchange losses	37,439	54,049
Increases in impairment on securities	0	0
Other expenses	6,061	7,342
TOTAL	47,908	73,250

NOTE 21 NON-RECURRING INCOME/EXPENSES

NOTE 21.1 NON-RECURRING INCOME

in thousands of euros	2022 Products	2023 Products
Income from the disposal of tangible assets	110	111
Income from the disposal of financial assets	0	0
Reversals of special depreciation allowances	278	114
Reversal of provision for risks	9	210
Miscellaneous	330	212
TOTAL	727	647

NOTE 21.2 NON-RECURRING EXPENSES

in thousands of euros	2022 Expenses	2023 Expenses
Net expenses on disposals of intangible assets	224	46
Net expenses on disposals of tangible assets	138	82
Net expenses on disposals of financial assets	0	0
Special depreciation allowances and extraordinary depreciation	86	102
Miscellaneous	282	6,321
TOTAL	730	6,551

NOTE 22 TAX

NOTE 22.1 BREAKDOWN OF INCOME TAX

in thousands of euros	Income before tax	Taxes	Income after tax
Recurring income	134,422	31,284	103,138
Non-recurring income/expenses	-5,904	-1,525	-4,379
Share investment	-6,621		-6,621
Tax credits*		-2,113	2,113
Income from taxes from tax consolidation**		-192	192
Overseas tax expenses***		61	-61
Net income	121,897	27,515	94,382

**Tax credits for research, sponsorships, and family.*
*** Tax income from the Manitou Global Services subsidiary.*
**** This is the withholding tax on dividends paid by the Russian subsidiary to Manitou.*

NOTE 22.2 RESEARCH TAX CREDIT

The research tax credit amount recognized for 2023 was €1,954 thousand.

NOTE 22.3 INCREASES AND REDUCTIONS IN FUTURE TAX LIABILITIES

	2023	
in thousands of euros	Basis	Amount
NATURE OF TEMPORARY DIFFERENCES		
INCREASES		
Regulated provisions at 31.12.2023	6,924	
Other tax differences		
TOTAL	6,924	
INCREASES IN FUTURE TAX LIABILITIES		1,788
REDUCTIONS		
Provisions non-deductible in the year of recognition	24,670	
TOTAL	24,670	
REDUCTIONS IN FUTURE TAX LIABILITIES		6,372

NOTE 22.4 IMPACT OF TAX DIFFERENCES

in thousands of euros	12.31.2023
Income for the period	**94,382**
Share investment	6,621
Income tax	27,515
Income before tax	**128,518**
Change in regulated provisions	12
Other tax differences	
Income before tax excluding the impact of tax differences	**128,529**

NOTE 23 LEASES

There were no real estate leases outstanding as of December 31, 2023.

NOTE 24 OFF-BALANCE SHEET COMMITMENTS

NOTE 24.1 COMMITMENTS GIVEN

in thousands of euros	12.31.2023
Discounted notes outstanding	
Sureties, deposits, and collateral	210
Mortgages	
Shareholder agreements	
Forward sales of foreign currency and currency options	335,056
Rate cap	42,500
Rate tunnel	40,000
Rate swaps	55,000
Equipment repurchase commitments	

It should be noted that the market value of this equipment generally exceeds the repurchase value.

NOTE 24.2 COMMITMENTS RECEIVED

in thousands of euros	12.31.2023
Forward purchases of foreign currency	42,064

NOTE 25 AVERAGE HEADCOUNT

Salaried staff	2022	2023
Managers	664	756
Supervisors and technicians	68	71
Employees	602	652
Manual workers	1,240	1,336
TOTAL	2,574	2,815

NOTE 26 INFORMATION ON EXECUTIVE COMPENSATION

Total amount of compensation and benefits in kind paid to corporate officers during 2023:

In thousands of euros or number of shares	Salaries	Other compensation	Stock options granted	Stock options granted	Stock options exercised	Other provisions and commitments
Non-executive corporate officers	160	585				446
Executive corporate officers		1,213				903

NOTE 27 INFORMATION ON STATUTORY AUDITORS' FEES

The company believes that the nature of the information required under Article 222-8 of the General Regulations and Instruction No. 2006-10 of the AMF (*Autorité des marchés financiers*, the French financial markets authority) and given in the Notes to the consolidated financial statements, complies with the provisions introduced by Decree No. 2008-1487 of December 30, 2008.

NOTE 28 LIST OF SUBSIDIARIES AND AFFILIATES AS OF DECEMBER 31, 2023

As for the valuation of investments in associates, the consolidated financial statements for 2023 were prepared in accordance with IFRS. The values shown in this table were calculated on the basis of those standards.

COMPANIES *in thousands of euros or foreign currency*	Share Capital	Reserves and retained earnings before appropriation of income	Share capital held in %	BOOK VALUE OF SHARES HELD Gross	Net	Consolidated using the equity method	Loans and advances granted and outstanding	Amounts of guarantees provided by the company	Sales excluding taxes	Profit or Loss (-)	Dividends received
I - Detailed information											
A - SUBSIDIARIES (at least 50% of the capital held by the company)											
	In local currency	In local currency		EUR	EUR	EUR	EUR	EUR	In local currency	In local currency	EUR
Manitou Global Services	1,320	18,241	100.00%	1,716	1,716	21,355	5,456		10,296	824	
LMH Solutions	3,000	-932	100.00%	3,000	3,000	1,877	2,667		10,566	-190	
Manitou Italia	5,000	112,830	100.00%	34,460	34,460	136,370	191,128		618,736	23,152	
Manitou Benelux SA	500	2,627	100.00%	713	713	9,265			184,569	6,143	3,267
Manitou Portugal	600	4,931	100.00%	2,963	2,963	7,756			34,566	2,154	1,500
Manitou Deutschland GmbH	800	1,348	100.00%	8,712	8,712	7,141			153,686	4,993	3,400
Manitou Manutencion Espana SLU	200	3,634	100.00%	200	200	4,594	1,447		15,525	760	643
Manitou Interface & Logistics Europe	2,000	2,435	99.75%	1,995	1,995	4,848	7,323		41,333	417	
Manitou Nordics	242	113	100.00%	244	244	478			102	123	
MN-Lifttek Oy	8	2,902	86.00%	4,494	4,494	4,757			7,816	34	
EasyLi	378	-1,228	82.00%	3,132	3,132	2,613			898	-902	
GI.ERRE	30	2,105	100.00%	3,757	3,757	3,821			3,627	319	
Manitou Center Spain	3	0	100.00%	3	3	3			0	0	
Manitou UK	GBP	GBP							GBP	GBP	
	230	7,898	99.42%	598	598	17,289			234,390	7,862	6,411
Manitou Americas Inc.	USD	USD							USD	USD	
	361,165	-99,252	100.00%	278,973	278,973	222,388			0	-1,036	
Manitou Asia Pte Ltd.	SGD	SGD							SGD	SGD	
	1,928	2,975	100.00%	1,310	1,310	10,097	27		0	-21	
Manitou Holding Southern Africa	ZAR	ZAR							ZAR	ZAR	
	27,769	-59	100.00%	1,642	1,642	23,961			0	-312	
Manitou Middle East	AED	AED							AED	AED	
	1,000	1,149	100.00%	212	212	564			0	145	
Manitou Australia	AUD	AUD							AUD	AUD	
	400	9,333	100.00%	1,325	1,325	9,246			146,550	5,303	2,341
Marpoll Pty Ltd (LifteRite Hire & Sales)	AUD	AUD							AUD	AUD	
	100	11,452	100.00%	5,577	5,577	7,684	10,403		42,288	944	
Manitou China	CNY	CNY							CNY	CNY	
	59,938	-29,927	100.00%	5,705	5,705	3,892			12,708	549	
Manitou Vostok	RUB	RUB							RUB	RUB	
	338	36,345	100.00%	4,815	4,815	3,179			238,894	-72,640	199
Manitou Polska	PLN	PLN							PLN	PLN	
	200	3,545	100.00%	53	53	863			126	-2	
Manitou South Asia	INR	INR							INR	INR	
	45,000	124,726	100.00%	637	637	2,278	5,289		1,950,281	39,645	
Manitou Equipment India	INR	INR							INR	INR	
	5,228,029	-2,375,705	100.00%	49,560	49,560	28,987	10,904		5,400,442	-152,360	
Manitou Brasil Importação E Comércio De Méquinas De Elevação Ltda	BRL	BRL							BRL	BRL	
	53,633	-34,445	99.96%	12,570	12,570	7,285	9,706		175,295	19,872	
Manitou Malaysia	MYR	MYR							MYR	MYR	
	12,465	-512	100.00%	2,564	2,564	2,514	251		18,144	811	
Manitou Chile	CLP	CLP							CLP	CLP	
	15,000	-12,835	100.00%	20	20	-5	122		0	-6,717	
Manitou Mexico	MXN	MXN							MXN	MXN	
	5,150	1,384	99.00%	221	221	377			0	525	
Manitou Japan CO LTD	JPY	JPY							JPY	JPY	
	12,000	4,339	100.00%	103	103	113			0	1,257	
Manitou PS UK	GBP	GBP							GBP	GBP	
	1,000	-308	90.00%	1,324	1,324	2,564			0	1,800	1,884

COMPANIES *in thousands of euros or foreign currency*	Share Capital	Reserves and retained earnings before appropriation of income	Share capital held in %	BOOK VALUE OF SHARES HELD Gross	Net	Consolidated using the equity method	Loans and advances granted and outstanding	Amounts of guarantees provided by the company	Sales excluding taxes	Profit or Loss (-)	Dividends received
B - INVESTMENTS IN AFFILIATES (10% to 50%)											
MGF	4,682	19,525	49.00%	12,571	12,571					2,526	
Manitou Finance Ltd	7,270	3,941	49.00%	4,875	4,875					2,303	1,108
C - INVESTMENTS IN AFFILIATES (non-trading companies)											
Cobra MS	40	-17	100.00%	40	40	0			0	-2	
Manitou Développement	25	-13	100.00%	25	25	25			0	-2	

II - General information	
A - SUBSIDIARIES not included in paragraph I	None
B - SUBSIDIARIES not included in paragraph I	None
C - INVESTMENTS IN AFFILIATES not included in paragraph I	None

NOTE 29 INVENTORY OF SECURITIES HELD

COMPANIES *in number of units or shares or thousands of euros*	Type and par value	Currency	Number of units or shares	Original book value	Equity consolidation method value
MANITOU GLOBAL SERVICES	Shares at 20	EUR	66,000	1,716	21,355
MANITOU FINANCE FRANCE SAS	Shares at 1000	EUR	12,571	12,571	12,571
MANITOU UK Ltd.	Shares at 1	GBP	228,670	598	17,289
MANITOU ITALIA	Shares at 1	EUR	5,000,000	34,460	136,370
MANITOU BENELUX SA	Units at 500	EUR	999	713	9,265
MANITOU ASIA PTE Ltd.	Shares at 1	SGD	1,927,764	1,310	10,097
MANITOU Portugal	Shares at 5	EUR	120,000	2,963	7,756
MANITOU DEUTSCHLAND GmbH	Shares at 800,000	EUR	1	8,712	7,141
MANITOU HOLDING SOUTHERN AFRICA PTY Ltd.	Units at 1	ZAR	27,769	1,642	23,961
MANITOU FINANCE Ltd.	Units at 1	GBP	3,562,000	4,875	4,875
MANITOU AMERICAS	Shares at 361,101	USD	1	278,973	222,388
MANITOU AUSTRALIA PTY Ltd.	Shares at 1	AUD	400,000	1,325	9,246
MANITOU CHINA				5,705	3,892
MANITOU MANUTENCION ESPANA S.L.	Shares at 1	EUR	200,000	200	4,594
MANITOU VOSTOK	Shares at 1	RUB		4,815	3,178
MANITOU POLSKA	Units at 1	PLN	400	53	862
MANITOU INTERFACE LOGISTICS EUROPE	Shares at 500	EUR	3,990	1,995	4,848
MANITOU SOUTH ASIA PRIVATE LTD	Shares at 10	INR	4,499,999	637	2,278
MANITOU BRASIL MANIPULACAO DE CARGAS	Shares at 1	BRL	53,628,770	12,570	7,285
MANITOU NORDICS SIA	Shares at 1	EUR	170,000	244	478
MANITOU MIDDLE EAST	Shares at 1	AED	1,000,000	212	564
MANITOU MALAYSIA	Shares at 1	MYR	12,465,100	2,564	2,514
MANITOU CHILE	Shares at 1	CLP	15,000,000	20	-5
LMH SOLUTIONS	Shares at 10	EUR	300,000	3,000	1,877
Manitou Equipment India	Shares at 10	INR	522,802,875	49,560	28,987
MARPOL LIFTRITE	Shares at 1	AUD	100,000	5,577	7,684
MANITOU MEXICO	Shares at 200	MXN	25,493	221	377
MANITOU JAPAN CO LTD	Shares at 100	JPY	120,000	103	112
MANITOU UK PS	Shares at 1	GBP	900,000	1,324	2,564
MN-Lifttek Oy	Shares at 1	EUR	43	4,494	4,757
COBRA MS	Shares at 400	EUR	100	40	40
MANITOU DEVELOPPEMENT	Shares at 1	EUR	10,000	25	25
EASYLI	Shares at 100	EUR	3,099	3,132	2,613
GI.ERRE SRL	Shares at 1	EUR	30,000	3,757	3,821
MANITOU GROUP NEWCO SPAIN, S.L.	Shares at 1	EUR	3,000	3	3
TOTAL				450,109	565,664

NOTE 30 POST-CLOSING EVENTS

SIGNING OF AN ADDITIONAL LINE OF CREDIT OF €160 MILLION

In January 2024, Manitou BF signed an amendment to the July 2022 credit agreement to set up an additional RCF (Revolving Credit Facility) for an amount of €160 million and a maturity of five years with the possibility of a one-year extension.

This additional financing line strengthens the company’s financial structure, enabling it to pursue its development and finance its investment projects.

7.4. 2023 STATUTORY AUDITORS' REPORTS

7.4.1. Statutory Auditors' Report on the Annual Financial Statements

To the annual general meeting of Manitou BF S.A.

OPINION

In compliance with the engagement entrusted to us by your annual general meeting, we have audited the accompanying financial statements of Manitou BF S.A. for the year ended 31 December, 2023.

In our opinion, the financial statements give a true and fair view of the assets and liabilities and of the financial position of the Company as at 31 December, 2023 and of the results of its operations for the year then ended in accordance with French accounting principles.

The audit opinion expressed above is consistent with our report to the Audit Committee.

BASIS FOR OPINION

AUDIT FRAMEWORK

We conducted our audit in accordance with professional standards applicable in France. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Our responsibilities under those standards are further described in the *Statutory Auditors' Responsibilities for the Audit of the Financial Statements* section of our report.

INDEPENDENCE

We conducted our audit engagement in compliance with independence rules applicable to us, for the period from 1st January 2023 to the date of our report and specifically we did not provide any prohibited non-audit services referred to in Article 5(1) of Regulation (EU) No 537/2014 or in the French Code of ethics (code de déontologie) for statutory auditors.

JUSTIFICATION OF ASSESSMENTS - KEY AUDIT MATTERS

In accordance with the requirements of Articles L.821-53 and R.821-180 of the French Commercial Code (code de commerce) relating to the justification of our assessments, we inform you of the key audit matters relating to risks of material misstatement that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period, as well as how we addressed those risks.

These matters were addressed in the context of our audit of the financial statements as a whole, approved in the context described above, and in forming our opinion thereon, and we do not provide a separate opinion on specific items of the financial statements.

PROVISIONS FOR WARRANTIES

KEY AUDIT MATTER

The Company records provisions to cover the estimated warranties costs of machines and spare parts, as well as the cost of overhauling sold equipments and the stock of machines in the event of major or dangerous malfunctions. These provisions, totaling €18,5 million as of 31 December 2023 (Note 11), are recorded for warranties when machines are sold to networks or end customers, and for recall campaigns when a malfunction is detected. The warranty provision amount covers both the contractual warranty and its potential extension, determined using historical statistical data projections. The campaign provision amount is based on the unit cost of repair applied to the fleet of machines concerned.

We considered the valuation of these provisions to be a key audit matter in the financial statements due to their importance in understanding the financial statements, the complexity of their calculation components (average on warranty costs over the last five years, machine commissioning dates, outsourcing rate to suppliers, margin rate on spare parts) and their sensitivity to the assumptions adopted by management.

RESPONSE AS PART OF OUR AUDIT

Our work consisted in:

- familiarizing ourselves with the provision valuation process,
- testing the key controls set up by management that we deemed most relevant for determining the costs used as the basis for this evaluation, including those related to various rates used in the estimates,
- assessing the relevance of the Company's methodology,
- assessing the validity of the assumptions used to determine warranty provisions, by verifying all the data and calculations underlying these assumptions,
- reviewing the calculations through testing,
- assessing the judgements made by management and the appropriateness of the disclosures in Note 11 of the financial statements,
- comparing the accounting estimates from previous periods with the corresponding actual results.

SPECIFIC VERIFICATIONS

We have also performed, in accordance with professional standards applicable in France, the specific verifications required by laws and regulations.

INFORMATION GIVEN IN THE MANAGEMENT REPORT AND IN THE OTHER DOCUMENTS WITH RESPECT TO THE FINANCIAL POSITION AND THE FINANCIAL STATEMENTS PROVIDED TO THE SHAREHOLDERS

We have no matters to report as to the fair presentation and the consistency with the financial statements of the information given in the management report of the Board of Directors and in the other documents with respect to the financial position and the financial statements provided to Shareholders.

We attest the fair presentation and the consistency with the financial statements of the information relating to payment deadlines mentioned in Article D.441-6 of the French Commercial Code (*Code de commerce*).

INFORMATION RELATING TO CORPORATE GOVERNANCE

We attest that the Board of Directors' report on corporate governance sets out the information required by Articles L.225-37-4, L.22-10-10 and L.22-10-9 of the French Commercial Code.

Concerning the information given in accordance with the requirements of Article L.22-10-9 of the French Commercial Code (code de commerce) relating to remunerations and benefits received by the members of the Executive Board and of the Supervisory Board and any other commitments made in their favour, we have verified its consistency with the financial statements, or with the underlying information used to prepare these financial statements and, where applicable, with the information obtained by your company from controlling and controlled companies. Based on these procedures, we attest the accuracy and fair presentation of this information.

OTHER INFORMATION

In accordance with French law, we have verified that the required information concerning the purchase of investments and controlling interests and the identity of the shareholders and holders of the voting rights has been properly disclosed in the management report.

REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

FORMAT OF PRESENTATION OF THE FINANCIAL STATEMENTS INCLUDED IN THE ANNUAL FINANCIAL REPORT

We have also verified, in accordance with the professional standard applicable in France relating to the procedures performed by the statutory auditors relating to the annual and consolidated financial statements presented in the European single electronic format, that the presentation of the financial statements included in the annual financial report mentioned in Article L. 451-1-2, I of the French Monetary and Financial Code (code monétaire et financier), prepared under the responsibility of the CEO, complies with the single electronic format defined in the European Delegated Regulation No 2019/815 of 17 December 2018.

Based on the work we have performed, we conclude that the presentation of the financial statements included in the annual financial report complies, in all material respects, with the European single electronic format.

APPOINTMENT OF THE STATUTORY AUDITORS

We were appointed as statutory auditors of Manitou BF S.A. by the annual general meeting held on 13 June, 2019 for KPMG SA and on 28 June, 1989 for RSM OUEST.

As at 31 December, 2023, KPMG SA was in the 5th year of total uninterrupted engagement and RSM OUEST was in the 34th year of total uninterrupted engagement

RESPONSIBILITIES OF MANAGEMENT AND THOSE CHARGED WITH GOVERNANCE FOR THE FINANCIAL STATEMENTS

Management is responsible for the preparation and fair presentation of the financial statements in accordance with French accounting principles and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless it is expected to liquidate the Company or to cease operations.

The Audit Committee is responsible for monitoring the financial reporting process and the effectiveness of internal control and risks management systems and where applicable, its internal audit, regarding the accounting and financial reporting procedures.

The financial statements were approved by the Board of Directors.

STATUTORY AUDITORS' RESPONSIBILITIES FOR THE AUDIT OF THE FINANCIAL STATEMENTS

OBJECTIVES AND AUDIT APPROACH

Our role is to issue a report on the financial statements. Our objective is to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with professional standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As specified in Article L.821-55 of the French Commercial Code (code de commerce), our statutory audit does not include assurance on the viability of the Company or the quality of management of the affairs of the Company.

As part of an audit conducted in accordance with professional standards applicable in France, the statutory auditor exercises professional judgment throughout the audit and furthermore:

- Identifies and assesses the risks of material misstatement of the financial statements, whether due to fraud or error, designs and performs audit procedures responsive to those risks, and obtains audit evidence considered to be sufficient and appropriate to provide a basis for his opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtains an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the internal control.
- Evaluates the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management in the financial statements.
- Assesses the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. This assessment is based on the audit evidence obtained up to the date of his audit report. However, future events or conditions may cause the Company to cease to continue as a going concern. If the statutory auditor concludes that a material uncertainty exists, there is a requirement to draw attention in the audit report to the related disclosures in the financial statements or, if such disclosures are not provided or inadequate, to modify the opinion expressed therein.
- Evaluates the overall presentation of the financial statements and assesses whether these statements represent the underlying transactions and events in a manner that achieves fair presentation.

REPORT TO THE AUDIT COMMITTEE

We submit a report to the Audit Committee which includes in particular a description of the scope of the audit and the audit program implemented, as well as the results of our audit. We also report, if any, significant deficiencies in internal control regarding the accounting and financial reporting procedures that we have identified.

Our report to the Audit Committee includes the risks of material misstatement that, in our professional judgment, were of most significance in the audit of the financial statements of the current period and which are therefore the key audit matters that we are required to describe in this report.

We also provide the Audit Committee with the declaration provided for in Article 6 of Regulation (EU) N° 537/2014, confirming our independence within the meaning of the rules applicable in France such as they are set in particular by Articles L.821-27 to L.821-34 of the French Commercial Code (code de commerce) and in the French Code of Ethics *(code de déontologie)* for statutory auditors. Where appropriate, we discuss with the Audit Committee the risks that may reasonably be thought to bear on our independence, and the related safeguards.

Nantes, on the 18 April 2024	Saint-Herblain, on the 18 April 2024
The statutory auditors	
French original signed by	
Gwenaël Chedaleux	Céline Braud
Partner	*Partner*

7.4.2. STATUTORY AUDITORS' REPORT ON REGULATED AGREEMENTS

To the annual general meeting of Manitou BF S.A.

In our capacity as Statutory Auditors of your Company, we hereby report to you on the regulated agreements.

The terms of our engagement require us to communicate to you, based on information provided to us, the principal terms and conditions of those agreements brought to our attention or which we may have discovered during the course of our audit, and the reasons justifying that these agreements are in the Company's interest, without expressing an opinion on their usefulness and appropriateness or identifying such other agreements, if any.

It is your responsibility, pursuant to Article R. 225-31 of the French Commercial Code (*Code de Commerce*), to assess the interest involved in respect of the conclusion of these agreements for the purpose of approving them.

Our role is also to provide you with the information provided for in Article R. 225-31 of the French Commercial Code in respect of the performance of the agreements already authorised by the Shareholders' Meeting and having continuing effect during the year, if any.

We conducted the procedures we deemed necessary in accordance with the professional guidelines of the French National Institute of Statutory Auditors (*Compagnie Nationale des Commissaires aux Comptes*) relating to this engagement. These procedures consisted in agreeing the information provided to us with the relevant source documents.

AGREEMENTS SUBMITTED TO THE APPROVAL OF THE SHAREHOLDERS' MEETING

AGREEMENTS AUTHORISED DURING THE YEAR

We hereby inform you that we have not been notified of any following agreements authorised and signed during the year to be submitted to the approval of the Shareholders' meeting pursuant to Article L. 225-38 of the French Commercial Code.

AGREEMENTS PREVIOUSLY APPROVED BY THE SHAREHOLDERS' MEETING

AGREEMENTS AUTHORISED IN PREVIOUS YEARS HAVING CONTINUING EFFECT DURING THE YEAR

Pursuant to Article R. 225-30 of the French Commercial Code, we have been advised that the following agreements authorised in previous years have had continuing effect during the year.

AGREEMENTS WITH MR MARCEL BRAUD, FOUNDING HONORARY PRESIDENT OF THE MANITOU

As a reminder, Mr. Marcel BRAUD began his career at BRAUD & FAUCHEUX in 1952. Today, he and his family group own approximately 30% of MANITOU BF.

Since the General Meeting called to approve the financial statements for the 2016 financial year, Mr. Marcel BRAUD is no longer a director or Chairman of MANITOU BF, and therefore no longer attends the Board of Directors and committees. His title is the founding honorary President of Manitou. As a result, Marcel BRAUD has access to the preparatory documents of the boards and committees as well as the minutes. He occasionally meets with the Executive Committee and the General Management and remains in contact with the General Management, Sales & Marketing, customers and the network. He travels without restriction to the Group's factories and to trade fairs and exhibitions where MANITOU is present or represented.

The duration of Marcel BRAUD's status is unlimited although he may interrupt it due to his health.

Mr Marcel BRAUD does not request any remuneration in this respect.

Payment of travel and entertainment expenses

On 26 April 2017, your Board of Directors authorized an agreement covering the travel and entertainment expenses and resources needed for the performance of Mr Marcel Braud's duties as Honorary Chairman and Founder of Manitou. These resources include a company car with a driver, mobile phone, professional credit card, broadband with personal email address (he also keeps his Manitou professional email address).

As of 31 December 2023, your Company paid corresponding expenses totaling €54,696.

Current account

Mr. and Mrs. Braud's current account totaled €6,233,980 as of 31 December 2023 (including interest, net of deductions). This account bears interest at 5.57%. The amount of interest assumed by your Company in this respect totaled €334,257 in 2023.

AGREEMENT UNDERTAKEN FOR MR. MICHEL DENIS, CHIEF EXECUTIVE OFFICER (CEO) SINCE 13 JANUARY 2014, RENEWED IN ADVANCE ON 5 DECEMBER 2017

Authorisation to extend the contract for the supply of two vehicles.

On 5 December 2017, your Board of Directors authorized the signing of an amendment to the contract for the supply by GLGM Conseil, of which Mr. Michel Denis is the manager, to Manitou BF, of which Mr. Michel Denis is the CEO. The agreement covers two vehicles: one for strictly professional use and one for professional and private use by Mr. Michel Denis. The lease amount will be revised annually according to the SYNTEC index prevailing on 1 January of each year.

This agreement was signed on 10 March 2015 for a period of one year and is renewable by tacit agreement, subject to its termination by either of the parties or the termination of Mr. Michel Denis' duties as manager of GLGM Conseil and/or Chief Executive Officer of Manitou BF.

The total monthly budget allocated to managing the two vehicles is €2,150 including VAT. This price may be revised annually.

As of 31 December 2023, your Company paid corresponding expenses of €22,730.

AGREEMENT WITH MRS. JACQUELINE HIMSWORTH, CHAIRMAN OF THE BOARD OF DIRECTORS

Current account

Mrs. Jacqueline Himsworth's current account totaled €297,819 (including interest, net of deductions) as of 31 December 2023. This account bears interest at 5.57%. The amount of interest assumed by your Company in this respect totaled €15,966 in 2023.

Nantes, on the 18 April 2024	Saint-Herblain, on the 18 April 2024
The statutory auditors	
French original signed by	
Gwenaël Chedaleux	Céline Braud
Partner	*Partner*

7.5. MANAGEMENT REPORT WITH THE ANNUAL FINANCIAL STATEMENTS OF THE MBF COMPANY

HIGHLIGHTS OF THE PERIOD

CHANGES IN GOVERNANCE

At the Board's proposal, in the interest of stability in Manitou Group's governance, the Shareholders' Meeting of May 25, 2023 renewed all the directors' terms of office for a period of four years. These renewals enable the group to pursue its long-term policy, with the expertise acquired by the members of the Board of Directors.

Manitou BF has also adapted the organization of its Executive Committee with the creation of two functions in January 2024: a Chief Transformation & Governance Officer and a Chief Financial Officer. These positions are held respectively by Hervé Rochet and Céline Brard. The aim of this change is to strengthen strategic and financial management in order to structure and efficiently support the growth of Manitou BF and its subsidiaries, and also to accelerate its transformation and meet digital, human and reputational challenges, while ensuring the integrity of its governance framework. See also note 5.1.2 of chapter 5.

MAJORITY STAKE ACQUIRED IN EASYLI

On January 23, 2023, Manitou BF acquired an 82% stake in easyLi, a company specializing in the design and production of lithium-ion batteries. This operation allows Manitou BF to acquire specific skills as part of its energy transition. Based in Poitiers (France), the company easyLi had a workforce of 25 employees on the date of acquisition and recorded revenue of €1 million in 2022.

ACQUISITION OF THE ITALIAN COMPANY GI.ERRE SRL

On March 1, 2023, Manitou BF acquired all the shares of the Italian company GI.ERRE SRL, based in Castelfranco, Italy, and specialized in service activities for Manitou products.

In 2022, GI.ERRE generated revenue of €4 million with a workforce of 14 employees as of the date of acquisition.

END OF DISPUTE WITH JCB

In May 2017, action was taken against Manitou BF by JC Bamford Excavators Limited (JCB) for allegedly infringing two European patents and a British patent [i.e. respectively the European patents EP 1 532 065 B2 (EP 065) and European patent EP 2 263 965 B9 (EP 965)] regarding certain features related to the control system of the overload cut-off of certain telehandlers manufactured and/or marketed in these three countries.

In December 2018, JCB served a new summons for infringement of intellectual property rights in connection with a third European patent [European patent EP 2 616 382 B3 (EP 382)], also relating to certain features concerning the overload cut-off control system of certain telehandlers.

Since 2017, these disputes have led to a series of legal proceedings in France, and JCB had estimated its losses at €190 million.

During these proceedings, Manitou BF always contested the infringements and defended itself vigorously.

In December 2023, Manitou BF and J.C. Bamford Excavators Limited decided, by mutual agreement, to bring all patent infringement litigation between them to an end.

The end of these disputes has no impact on the present and future business of either party, nor on the characteristics of the products marketed by each of them.

MANITOU BF REVENUE

Manitou BF's revenue rebounded 22.5% to €1,990 million compared to €1,624 million in 2022.

Manitou BF has benefited from the full effect of the sales price increases implemented in 2021 and 2022 to cover inflation, as well as from the steady improvement in supply chain fluidity and a gradual return to pre-Covid and pre-inflation operating modes.

The company saw its revenue increase across all markets (construction, agriculture, and industry) and geographical regions.

MANITOU BF RESULTS

In 2023, the operating profit was €121 million, an increase of €68.4 million (+2.3%) as compared with the previous year. It comes to 6.1%, of revenue, versus 3.2% in 2022.

This strong growth was mainly due to higher sales and margins, which benefited from the pricing policy introduced in 2022 and tight control over the price of purchased materials.

Over the period, overheads were impacted by inflation but also by the company's determination to continue its structuring and supporting its projects.

Financial income was down €8.5 million to €13.5 million, with a decrease in dividends received of €2.1 million (€20.8 million in 2023 vs. €22.8 million in 2022), an increase in borrowing interest of €7.4 million, and a change in negative exchange rate effects of €6.2 million.

Non-recurring income came to -€5.9 million, mainly comprising litigation costs.

Income tax expense rose by €17.5 million to €25.5 million.

The net profit was €94.4 million, as compared with €64.3 million in 2022.

POST-CLOSING EVENTS

SIGNING OF AN ADDITIONAL LINE OF CREDIT OF €160 MILLION

In January 2024, Manitou BF signed an amendment to the July 2022 credit agreement to set up an additional RCF (Revolving Credit Facility) for an amount of €160 million and a maturity of five years with the possibility of a one-year extension.

This additional financing line strengthens the company's financial structure, enabling it to pursue its development and finance its investment projects.

OTHER INFORMATION

NON-DEDUCTIBLE ITEMS PROVIDED FOR UNDER ARTICLES 39-4 AND 39-5 OF THE FRENCH GENERAL TAX CODE

In accordance with the provisions of Article 223 *quater* of the French General Tax Code, the accounts for the financial year just ended included a sum of €575,351, corresponding to rental charges and the non-tax-deductible portion of the directors' remuneration.

INFORMATION ON PAYMENT PERIODS FOR SUPPLIERS OF MANITOU BF

In accordance with Articles L.441-6-1 and D.441-4 of the French Commercial Code, we hereby indicate that at the end of the financial year, the balance of debts to suppliers, broken down by payment due date, is as follows:

Payment period	0 days	1-30 days	31-60 days	61-90 days	91 days or more	TOTAL 1 day or more
Number of bills concerned						3,651
Total amount of the bills concerned before tax (EUR mln)		8.4	2.5	1.1	3.9	15.9
Percentage of total purchases before tax for the fiscal year		0.5%	0.2%	0.1%	0.2%	0.9%
BILLS EXCLUDED FROM (A) RELATING TO DISPUTED DEBT AND CLAIMS NOT RECOGNIZED						
Number of bills excluded						414
Total amount of bills excluded (EUR mln)						1.9

It is based on the statutory periods, although they may be shorter for certain suppliers (45 days from the end of the month for goods not imported, 30 days for carriers and certain service providers, and less than 30 days for certain other service providers).

INFORMATION ON PAYMENT PERIODS FOR CLIENTS OF MANITOU BF

In accordance with Articles L.441-6-1 and D.441-6 of the French Commercial Code, we hereby indicate that at the end of the financial year, the balance of bills issued but not settled by our clients, broken down by payment due date, is as follows:

Payment period (a)	0 days	1-30 days	31-60 days	61-90 days	91 days or more	TOTAL 1 day or more
Number of bills concerned						4,064
Total amount of the bills concerned before tax (EUR mln)		9.9	4.0	5.4	6.2	25.5
Percentage of total revenue before tax for the fiscal year		0.5%	0.2%	0.3%	0.3%	1.3%
BILLS EXCLUDED FROM (A) RELATING TO DISPUTED DEBT AND CLAIMS NOT RECOGNIZED						
Number of bills excluded						0
Total amount of bills excluded						0

For France, the payment periods used for these calculations are the minimum statutory periods, if not shorter for certain clients (45 days from the end of the month). For exports, the periods vary depending on the geographical region concerned.

COMPANY FINANCIAL RESULTS FOR THE LAST FIVE FISCAL YEARS

in euros	2019	2020	2021	2022	2023
I - FINANCIAL POSITION AT YEAR END					
a) Share capital	39,668,399	39,668,399	39,668,399	39,668,399	39,668,399
b) Number of shares issued	39,668,399	39,668,399	39,668,399	39,668,399	39,668,399
c) Number of convertible bonds					
II - COMPREHENSIVE INCOME FROM ACTUAL OPERATIONS					
a) Sales excluding taxes	1,526,988,385	1,098,335,824	1,252,655,759	1,624,634,087	1,989,633,261
b) Income before taxes, depreciation, amortization, provisions and employee profit-sharing	122,741,938	81,003,965	91,794,206	92,420,800	167,788,516
c) Income tax	20,944,489	10,011,969	12,073,238	10,016,821	27,515,134
d) Income after taxes, depreciation, amortization, provisions and employee profit-sharing	70,700,087	44,720,818	45,652,522	64,269,773	94,381,590
e) Total dividends paid	30,941,351	19,834,200	23,801,039	31,734,719	24,991,091
III - INCOME PER SHARE FROM OPERATIONS					
a) Income after taxes but before depreciation, amortization, provisions, and employee profit-sharing	2.57	1.79	2.01	2.08	3.54
b) Income after taxes, depreciation, amortization, provisions, and employee profit-sharing	1.78	1.13	1.15	1.62	2.38
c) Dividend paid per share	0.50	0.60	0.80	0.63	1.35
IV - PERSONNEL					
a) Number of employees	2,286	2,289	2,300	2,464	2,815
b) Total payroll expense	101,509,115	94,100,173	107,323,946	118,758,512	146,771,187
c) Amounts paid for employee benefits	51,578,464	46,254,584	57,552,047	59,689,466	72,213,899

8. ADDITIONAL INFORMATION

8.1. MAIN PROVISIONS OF THE ARTICLES OF ASSOCIATION AND INTERNAL REGULATION OF THE BOARD OF DIRECTORS

NAME

Manitou BF

REGISTERED OFFICE

430, rue de l'Aubinière BP 10249

44 158 Ancenis Cedex – France

Telephone +33 (0)2 40 09 10 11

LEGAL FORM - LEGAL IDENTIFIER

A French public limited liability company (*société anonyme*) with a Board of Directors, governed by the provisions of the French Commercial Code.

The legal entity identifier (LEI) of the issuer is FR0000038606.

LAWS GOVERNING ITS ACTIVITIES

The group designs, assembles, and distributes high technology products that meet the standards set by the administrative authorities as well as national and supranational organizations.

DURATION OF THE COMPANY

The company's incorporation was published on February 5, 1954, and the company was registered in the Nantes Trade Register on September 23, 1957. The company's duration was set at ninety-nine years (99) as of June 3, 1980.

BUSINESS PURPOSE

(ART. 3 OF THE COMPANY'S ARTICLES OF ASSOCIATION)

The company's purpose in France and in all countries consists of all industrial and commercial operations relating to:

- the operation of all industrial and commercial establishments aimed at the representation, concession, manufacture, purchase, sale, rental, import, and export of all construction and lifting equipment, and all agricultural and industrial equipment and the directly or indirectly associated spare parts;
- the creation, acquisition, rental, leasing, installation, and operation of any establishments or factories;
- the purchase, acquisition, operation, or disposal of any processes and patents related to these activities;
- the direct or indirect participation of the company in any commercial, industrial, or financing transactions that may be related to the company purpose, including the creation of new companies, investments in partnerships, mergers, alliances, joint ventures, or other transactions;
- and generally, all financial, commercial, industrial, civil, movable, or real property transactions, including insurance intermediation and bank transaction and services intermediation activities that are directly or indirectly related to any of the specified purposes or any other similar or related purpose.

COMPANY REGISTRATION DETAILS

Trade and Companies Register number and APE (principal activity code):

857 802 508 RCS Nantes – APE (principal activity code) 292 D – NAF (business sub-sector ID) number 2822Z

ORIAS number (single register of insurance, banking and finance intermediaries):

20006652 [as non-exclusive agent for banking transactions and payment services (MOBSP)]

FINANCIAL PERIOD

The financial period covers twelve months starting on 1 January and ending on 31 December of each year.

STATUTORY DISTRIBUTION OF EARNINGS

Net earnings are composed of the net gains for the financial period recognized in the annual financial statements, after deduction of general expenses and other personnel expenses, any asset amortization or depreciation charges and any provisions for commercial or industrial risks.

Distributable earnings are composed of the net profit for the year less prior year losses and the amounts retained in reserves in accordance with the law or the articles of association, plus retained earnings.

The Shareholders' Meeting may decide to distribute amounts deducted from the reserves at its disposal, in which case the decision will expressly indicate the reserve items from which the payments are to be deducted.

Except in the case of a capital reduction, no distribution can be made to shareholders if the net assets are, or would become as a result of such a distribution, less than the amount of the paid-in-capital plus reserves whose distribution is prohibited by the law or the articles of association.

VOTING RIGHTS

Excerpt from Article 9 of the Articles of Association, "Rights and obligations associated with shares":

"Each share grants the right to one vote at Shareholders' Meetings. In accordance with the option provided by subparagraph 3 of Article L.225-123 of the French Commercial Code, fully paid-up shares that have been registered in a shareholder's name for at least two years shall not benefit from double voting rights."

8.2. PERSON RESPONSIBLE FOR INFORMATION

PERSON RESPONSIBLE FOR THE UNIVERSAL REGISTRATION DOCUMENT

Michel Denis, President and Chief Executive Officer of Manitou BF.

STATEMENT OF THE PERSON RESPONSIBLE FOR THE UNIVERSAL REGISTRATION DOCUMENT

I declare that the information contained in this Universal Registration Document is, to the best of my knowledge, in accordance with the facts and omits no information likely to affect the scope.

I certify, to my knowledge, that the financial statements have been prepared in accordance with the accounting standards applicable and give a true and fair view of the assets, liabilities, financial situation, and income of the company and all the companies included in the consolidation and that the management report contained in this document, as specified in the correspondence table in section 8.6, presents an accurate picture of the development of the business, income, and financial situation of the company and all the companies included in the consolidation and that it describes the main risks and uncertainties that they face.

Ancenis, April 18, 2024

Michel Denis, President and Chief Executive Officer

PERSONS RESPONSIBLE FOR FINANCIAL INFORMATION

Michel Denis, President and Chief Executive Officer

Hervé Rochet, Chief Transformation & Governance Officer

MANITOU BF

430, rue de l'Aubinière - BP 10 249

44158 Ancenis Cedex France

Telephone: +33 (0)2 40 09 10 11

8.3. DOCUMENTS ACCESSIBLE TO THE PUBLIC

The Registration Document is available at the company's head office, 430, rue de l'Aubinière - BP 10 249 - 44 158 Ancenis Cedex – France

Telephone +33 (0)2 40 09 10 11

For the validity period of the universal registration document, the following documents can be consulted at Manitou's head office and at the website (www.manitou-group.com/investisseurs):

- the company's memorandum and the latest version of the articles of association;
- all reports, letters, and other documents.

Pursuant to Article 19 of Regulation (EU) 2017/1129, the following information is included by reference in this universal registration document:

- the 2020 Registration Document filed with the AMF on Friday, April 16, 2021, under reference number D.21-0318, (https://www.manitou-group.com/fr/investisseurs/informations-reglementees/);
- the 2021 Registration Document registered with the AMF on April 14, 2022, under reference number D. 22-0297 (https://www.manitou-group.com/fr/investisseurs/informations-reglementees/);
- the 2022 Registration Document registered with the AMF on April 21, 2023, under reference number D. 23-0319 (https://www.manitou-group.com/fr/investisseurs/informations-reglementees/).

The parts of this document that are not included are either not applicable to the investor or are covered in said document.

The information found at the website links www.reduce-program.com, www.manitou-group.com, www.cofrac.fr, and www.middlenext.com in this universal registration document, with the exception of the information included as a reference, is not a part of this universal registration document. As a result, this information was not reviewed or approved by the AMF.

8.4. PERSONS RESPONSIBLE FOR THE CONTROL OF THE FINANCIAL STATEMENTS

STATUTORY AUDITORS

KPMG Audit, registered member of the Regional Association of Statutory Auditors of Ouest-Atlantique, represented by Gwénaël Chedaleux, partner,

7, boulevard Albert Einstein BP 41125 - 44311 Nantes Cedex 3

appointed on June 13, 2019 (to replace the firm Deloitte et Associés).

Mandate expires: Shareholders' Meeting called to approve the financial statements for the period ended December 31, 2024.

RSM OUEST, registered member of the Regional Association of Statutory Auditors of Ouest-Atlantique, represented by Céline Braud, partner,

18, avenue Jacques Cartier – BP 30266 – 44818 Saint-Herblain Cedex

appointed June 13, 2019 (renewal).

Mandate expires: Shareholders' Meeting called to approve the financial statements for the period ended December 31, 2024.

STATUTORY AUDITORS' FEES

The fees recorded in 2023 by Manitou BF and its fully consolidated subsidiaries for the assignments entrusted to the college of Statutory Auditors, their respective network, and their colleagues are detailed in Note 17 of the annex.

8.5. GLOSSARY

EXPLANATION OF THE REPORTING LINES

REVENUE

Revenue mainly consists of the sales of new handling equipment assembled within the group or acquired from third parties, spare parts and attachments, equipment rentals, equipment fleet management services and other miscellaneous services.

COST OF SALES

The cost of sales is made up of the cost of goods and services sold, which comprises the cost of raw materials and components, labor directly attributable to the goods or services, and all related production and logistics operating costs. It also includes the amortization of intangible assets, equipment, and materials allocated to production, contractual warranty costs, provisions for inventory impairment, and exchange gains and losses on operating income in foreign currency resulting from the difference between the valuation at the exchange rate on the day of the transaction and the rate on the day of settlement.

GROSS MARGIN

The gross margin on the cost of sales is the difference between revenue and the cost of sales.

RESEARCH AND DEVELOPMENT COSTS

Research and development costs consist of personnel costs for staff assigned to innovation, development, design, prototyping, and product improvements. The businesses frequently use external services as well as dedicated equipment and materials for which depreciation is charged to the function. Research and development expenses that meet the criteria of feasibility and innovation may be capitalized as intangible assets and subsequently amortized in cost of sales. Expenses that do not meet the capitalization criteria are recognized directly as expenses.

SALES AND MARKETING COSTS

Sales costs consist primarily of personnel and associated costs allocated to business development assignments, coordination of dealer networks, and marketing and technical expenses. This line item also includes sales commissions, advertising costs, trade shows, credit insurance expenses, the cost of sales warranties, travel expenses, and the depreciation of associated infrastructure.

ADMINISTRATIVE EXPENSES

Administrative expenses consist primarily of personnel expenses and costs associated with the support functions (human resources, finance, general secretariat, etc.). They also include depreciation of the infrastructure associated with these functions.

CURRENT (OR RECURRING) OPERATING INCOME

The recurring operating income (ROI) includes all of the recurring items described below, before taking into account the non-recurring elements of the financial result, income tax, and the group's share of the net income from equity associates. It includes:

- revenue;
- cost of goods and services sold;
- research and development costs;
- sales, marketing, and services costs and administrative expenses;
- other operating income and expenses.

NON-CURRENT (OR NON-RECURRING) INCOME AND EXPENSES

Non-current expenses and income include the following items:

- the recognition of impairment;
- income from significant or unusual disposals of tangible and intangible assets;
- acquisition and consolidation expenses;
- income relating to “Badwill”;
- income from disposals of consolidated securities;
- restructuring costs;
- unusual items corresponding to other income and expenses that are not usual in terms of their frequency, nature, and amount.

OPERATING INCOME OR OPERATING MARGIN

Operating income, also referred to as operating margin in this document, includes all the recurring and non-recurring items described above.

OPERATING INCOME INCLUDING NET INCOME FROM EQUITY ASSOCIATES

The “Operating income including net income from equity associates” aggregate line item includes the proportionate share of income from associate companies in the operating income.

FINANCIAL INDICATORS AND OTHER DEFINITIONS

AT CONSTANT EXCHANGE RATE

The foreign exchange effect is calculated by applying the exchange rate for the previous period to the revenue for the current period, or for 2023, the 2022 exchange rate.

AT CONSTANT SCOPE

The scope effect is calculated by:

- excluding the revenue, for the current period, of the companies acquired during the period;
- excluding the revenue, from January 1st of the current period to the anniversary month of their acquisition, of the companies acquired during the previous period;
- excluding the revenue, for the current period and the comparable period, of the companies sold during the current period or the comparable period.

For 2023:

- Inputs: Lifttek in 2022 and EasyLi & GI.Erre SRL in 2023
- Exits in 2022 and 2023: none.

NET DEBT

Net debt corresponds to the difference between current and non-current financial liabilities on the one hand and, on the other hand, current financial assets and cash and cash equivalents.

EBITDA

Operating income +/- provisions - reversals of amortization and impairment losses.

RECURRING EBITDA

Operating income - income and expenditure on non-recurring items +/- provisions - reversals of amortization and impairment losses.

GEARING

Ratio of net debt divided by the amount of shareholders' equity.

LEVERAGE

Ratio determined by dividing the amount of net debt at the end of the period by rolling 12-month EBITDA. This measures the amount of the debt in number of years of EBITDA.

OPERATING WORKING CAPITAL REQUIREMENT

Inventory and work in progress + trade receivables + other debtors - trade accounts payable - other current liabilities.

Operating working capital requirement excludes sales financing receivables, which do not change in proportion to the operating activity.

RETURN ON CAPITAL EMPLOYED (ROCE OR ROACE)

Indicator calculated from the ratio between the recurring operating income and the capital employed.

ORDER BOOK

The order book corresponds to machine orders received and not yet delivered, for which the group:

- has not yet provided the promised machines to the customer;
- has not yet received consideration and is not yet been entitled to consideration.

These orders are delivered within less than one year and may be canceled. The order book represents the revenue not yet recognized on orders already received.

The order book at the end of a fiscal year is calculated as follows:

- order book at the start of the fiscal year;
- plus new orders received during the fiscal year;
- less cancellations of orders recorded during the year;
- less recognized revenue over the fiscal year.

The order book may vary due to changes in consolidation scope, adjustments, and foreign currency translation effects.

In order to limit the effects of inflation, since the first half of 2022, the group had incorporated mechanisms for adjusting its sales prices at delivery. These mechanisms were likely to influence the valuation of the machinery order book carried forward and valued at the price on the day of the order. This mechanism has been discontinued for new orders taken from the last quarter of 2023.

In addition, since 2022, the group has introduced a new policy of gradually opening up the order-taking horizons for dealers in order to limit the effects of anticipation without an end market.

EVENT OF DEFAULT

Actual occurrence of credit risk such as, for example, the bankruptcy of the reference entity, payment default, or restructuring.

MATERIAL ADVERSE EFFECT

Any action, omission, or event that, taken in isolation or with others, has a significantly unfavorable effect on the assets, liabilities, financial situation or operating result of the borrowing company and its subsidiaries taken as a whole or the borrower taken individually.

NEGATIVE PLEDGE

Provision that forbids a party to a contract from creating sureties on certain specific goods.

CROSS DEFAULT

Safeguard clause, which provides that if the company defaults on a loan, all the facilities included in the cross default clause are considered as being in default. A trip threshold is generally established.

BSPCE

BSPCE are warrants for the subscription of shares in business creators.

8.6. CORRESPONDENCE TABLES

CORRESPONDENCE TABLE WITH THE INFORMATION REQUIRED IN THE UNIVERSAL REGISTRATION DOCUMENT (URD)

In order to facilitate reading of this universal registration document, the correspondence table presented below makes it possible to identify the main information required by appendixes 1 and 2 of Regulation (EU) 2019/980 of March 14, 2019.

CORRESPONDENCE TABLE WITH THE INFORMATION REQUIRED IN THE MANAGEMENT REPORT

Headings	Information for	Paragraphs	Pages
LEGAL, FINANCIAL, AND TAX INFORMATION OF THE COMPANY			
Breakdown and changes in share ownership structure L.233-13 French Commercial Code		6.2	148
Name of controlled companies and portion of the company's share capital they hold L.233-13 French Commercial Code		7.1 Note 18	201
Significant stakes acquired during the period in companies having their head office in French territory L.233-6 French Commercial Code		N/A	
Cross-shareholdings R.233-19 French Commercial Code		N/A	
Employee share ownership situation L.225-102 French Commercial Code		6.2	148
Acquisition and disposal by the company of its own shares (share buyback) L.225-211 French Commercial Code	AFR	6.2 7.1 Note 9.1.2 7.3 Note 9	148 181 216
Adjustments to shares giving access to capital in the event of financial operations R.228-91 French Commercial Code		N/A	
Adjustments to shares giving access to capital and stock options in the event of share buybacks R.228-90 and R. 225-138 French Commercial Code		N/A	
Dividend distributions over the last three years 243 bis CGI (French General Tax Code)		6.4	152
Expenses and costs that are not tax deductible 223 quater CGI (French General Tax Code)		7.5	231
Injunctions or financial penalties for anti-competitive practices L.464-2 I, paragraph 5, French Commercial Code		N/A	
Payment deadlines and breakdown of the balance of trade payables L.441-14 II; D.441-6 French Commercial Code		7.5	232 to 233
Amount of inter-company loans L.511-6; R.511-2-1-3 French Monetary and Financial Code		7.3 Note 4	212
INFORMATION ON CORPORATE OFFICERS			
Summary of securities transactions of persons discharging managerial responsibilities and closely associated persons L.621-18-2 French Monetary and Financial Code; 223-26 AMF General Regulations		6.2	149
CSR INFORMATION			
Non-financial performance declaration L.225-102-1; L.22-10-36; R.225-104; R.22-10-29 French Commercial Code		3	36 to 95
DOCUMENTS ATTACHED TO THE MANAGEMENT REPORT			
Table of the company's results for each of the last five years R. 225-102 French Commercial Code		7.5	233
Report on corporate governance L. 225-37 to L.225-37-4; L22-10-8; L22-10-11 French Commercial Code		5 6.3	114 to 145 151

AFR: Annual Financial Report

TCFD (TASK FORCE ON CLIMATE-RELATED FINANCIAL DISCLOSURES) CORRESPONDENCE TABLE

This voluntary reporting framework, which is structured around 4 pillars and 11 recommendations, aims to integrate the effects of climate change into companies' strategic decisions.

PILLARS	RECOMMENDATIONS	In this document, refer to...
GOVERNANCE	a. Description of the Board of Directors' control over climate-related risks and opportunities	3.1.5 CSR organization and deployment
	b. Description of the Management's role in assessing and managing climate-related risks and opportunities	3.1.5 CSR organization and deployment
STRATEGY	a. Description of climate-related risks and opportunities in the short, medium, and long term	3.3.1 Climate change 3.5.3 Evaluation of alignment with the taxonomy 4.3 Risk factors
	b. Description of the impact of climate-related risks and opportunities on the investment strategy	3.5.3 Evaluation of alignment with the taxonomy
	c. Description of the resilience of the investment strategy, considering different climate scenarios, including a 2°C or lower scenario	3.5.3 Evaluation of alignment with the taxonomy
RISK MANAGEMENT	a. Description of management processes to identify and assess climate-related risks	4.3 Risk factors
	b. Description of climate risk management processes	4.3 Risk factors
	c. Description of how climate-related risks are integrated into risk management processes	4.3 Risk factors
INDICATORS AND TARGETS	a. Presentation of information on the metrics used to assess climate-related risks and opportunities in the context of the investment strategy and the risk management process	3.5 EU taxonomy for sustainable activities
	b. Presentation of information on greenhouse gas (GHG) emissions and related risks within scopes 1 and 2, and, where applicable, scope 3	3.3.1 Climate change 4.3 Risk factors
	c. Presentation of information on targets set to manage climate-related risks and opportunities, as well as the results achieved in the pursuit of the targets	3.3.1 Climate change

CORRESPONDENCE TABLE WITH THE INFORMATION REQUIRED IN THE NON-FINANCIAL PERFORMANCE DECLARATION (DPEF)

NON-FINANCIAL PERFORMANCE DECLARATION (DPEF) CORRESPONDENCE TABLE	IN THIS DOCUMENT, REFER TO...
Business model	1.4.2 The business model
Mapping of non-financial risks	4.3 Risk factors
Policies and procedures	4 Risks and controls
Management indicators	4.3 Risk factors

Societal commitments in favor of combating food waste, combating food insecurity, respect for animal well-being, and a responsible, fair, and sustainable diet do not concern Manitou Group in relation to its business.

Manitou Group operates in compliance with the tax laws of the countries in which it is present and fulfills its tax reporting and payment obligations within the deadlines.

Manitou Group has not put structures in place for the purpose of tax evasion and applies the tax laws and regulations with honesty and integrity.

Manitou Group's activities are not involved in initiatives designed to promote links between the nation and the armed forces, or to support commitment to the reserves.

CORRESPONDENCE TABLE	GRENELLE 2 Article 225 and the Decree of 08/19/2016	GRI version 4	ISO 26000 standard	Global Compact	In this document, refer to...
SOCIAL INFORMATION					
EMPLOYMENT					
Total headcount and distribution of employees (by gender, age and geographical area)	I.a) 1.1 to 1.4	G4-9 G4-10 LA 1 LA 12	6.4.4	-	p.57
Changes in headcount (recruitments and departures)	I.a) 2.1 and 2.2	EC6 LA1			p.58
Compensation	I.a) 3.1	G4-51* G452* G4-53* G4-54* EC1 EC5			p.140-145
Change in compensation	I.a) 3.2	G4-55*			
WORK ORGANIZATION					
Organization of working time	I.b) 1	-	6.4.4	-	p.53-54
Absenteeism	I.b) 2				p.52
SOCIAL RELATIONS					
Organization of social dialog	I.c) 1	LA4	6.4.3 & 6.4.5	# 3 - 8	p.54
Outcome of collective agreements reached within the company	I.c) 2				
HEALTH AND SAFETY					
Health and safety in the workplace	I.d) 1	LA5	6.4.6	# 4 - 5	p.51-53
Agreements signed with trade unions or employee representative bodies as regards health and safety at work	I.d) 2	LA8			p.54
Frequency and severity of workplace accidents	I.d) 3	LA6 LA7			p.52
Occupational illnesses	I.d) 4	LA6			
Practice of physical activities and sports	III	-	-	-	p.50, 53
TRAINING					
Training policies implemented	I.e) 1	LA10 LA11	6.4.7	# 4	p.55 - 56
Number of hours of training	I.e) 2	LA9 HR2			
EQUAL TREATMENT					
Measures taken to promote gender equality	I.f) 1	LA3 LA12 LA13	6.3 & 6.3.7	# 5 - 10	p.54 - 55
Measures taken to promote the employment and integration of people with disabilities	I.d) 2	LA12			
Anti-discrimination policy	I.f) 3	LA12 HR3			
PROMOTION AND COMPLIANCE WITH THE FUNDAMENTAL CONVENTIONS OF THE INTERNATIONAL LABOUR ORGANIZATION (ILO)					
Respect for freedom of association and the right to collective bargaining	I.g) 1	HR4	6.3.3-6.3.5 6.3.8-6.3.10 6.4.5-6.6.6	# 3	p.54
Elimination of discrimination in employment and working life	I.g) 2	HR3	6.3.6-6.3.7 6.3.10 6.4.3	# 6	p.54 - 55
Elimination of forced labor	I.g) 3	HR6	6.3.3-6.3.5 6.3.10 6.6.6	# 4	Group standards, commitment, and partnerships p.46, 74
Effective abolition of child labor	I.g) 4	HR5	6.3.3-6.3.5 6.3.7-6.3.10 6.4.5-6.6.6	# 5	

CORRESPONDENCE TABLE	GRENELLE 2 Article 225 and the Decree of 08/19/2016	GRI version 4	ISO 26000 standard	Global Compact	In this document, refer to...
			6.8.4		
ENVIRONMENTAL INFORMATION					
GENERAL ENVIRONMENTAL POLICY					
Company organization in place to deal with environmental issues	II.a) 1.1	G4-1	6.5.1 & 6.5.2	# 7 - 8 - 9	p.45-46
Environmental assessment or certification procedures	II.a) 1.2	-			p.55-56, 70
Training and information provided to employees on environmental protection issues	II.a) 2	G4-43*			
Resources devoted to the prevention of environmental risks and pollution	II.a) 3	EN30 EN31			
Amount of provisions and guarantees allocated to environmental risks	II.a) 4	EC2			-
POLLUTION					
Prevention, reduction and repair measures: air	II.b) 1.1	EN20 EN21 EN24	6.5.3	# 7 - 8 - 9	p.70, 80
Prevention, reduction, and repair measures: water	II.b) 1.2	EN10 EN22 EN24 EN26			
Prevention, reduction, and repair measures: soil	II.b) 1.3	EN24			
Integration of noise pollution and any other form of pollution specific to an activity	II.b) 2	EN24	-	-	p.58, 62, 70
THE CIRCULAR ECONOMY					
Waste prevention and management	II.c).i)	-	-	-	p.72
Prevention measures, recycling, re-use, and other forms of waste recovery and elimination	II.c).i) 1	EN23 EN24 EN25 EN28	6.5.3	# 7 - 8 - 9	
Sustainable use of resources	II.c).ii)	-	-	-	p.70 – 72
Water consumption	II.c).ii) 1.1	EN8	6.5.4	# 7 - 8 - 9	p.70, 80
Water supply as per local constraints	II.c).ii) 1.2	EN8 EN9			-
Consumption of raw materials	II.c).ii) 2.1	EN1 EN2			p.63-70
Measures taken to improve efficiency in the use of raw materials	II.c).ii) 2.2	-			
Energy consumption	II.c).ii) 3.1	EN3 EN4			
Measures taken to improve energy efficiency	II.c).ii) 3.2	EN6 EN7			
Measures taken to improve the use of renewable energies	II.c).ii) 3.3	-			p.62-64
Use of land	II.c).ii) 4	EN11			-
CLIMATE CHANGE					
The significant items of greenhouse gas emissions generated by the company's activity, especially due to the use of the goods and services that it produces	III.d) 1	EN15 EN16 EN17 EN18 EN19	6.5.5	# 7 - 8 - 9	p.62
Adaptation to the consequences of climate change	III.d) 2	-		# 12 - 13	p.80
Reduction targets set voluntarily in the medium and long-term to reduce greenhouse gas emissions and the resources implemented for this purpose	III.d) 3				p.61
PROTECTION OF BIODIVERSITY					
Measures taken to preserve or develop biodiversity	II.e) 1	EN11 EN12 EN13 EN14 EN26	6.5.6	# 7 - 8 - 9	p.81

CORRESPONDENCE TABLE	GRENELLE 2 Article 225 and the Decree of 08/19/2016	GRI version 4	ISO 26000 standard	Global Compact	In this document, refer to...
INFORMATION RELATING TO SOCIETAL COMMITMENTS TO PROMOTE SUSTAINABLE DEVELOPMENT AND REGARDING THE TERRITORIAL, ECONOMIC, AND SOCIAL IMPACT OF THE COMPANY'S BUSINESS					
RELATIONSHIPS MAINTAINED WITH PERSONS OR ORGANIZATIONS INTERESTED IN THE COMPANY'S ACTIVITIES					
The impact of the company's business in terms of employment and local development	III.a) 1				p.57
The impact of the company's business on local or neighboring populations	III.a) 2				
Relations and dialog with stakeholders in the company and the procedures thereof	III.a) 3	G4 26 G4-37	5.3.3	# 3 - 8	p.41-42, 45
Partnership and corporate sponsorship actions	III.a) 4	EC 7 standard	6.8.9	# 4 - 5 - 10 - 17	p.57
SUBCONTRACTING AND SUPPLIERS					
Integration of the social and environmental challenges in the purchasing policy	III.b) 1	LA14 LA15 EN33 HR5 HR9 HR11	6.6.6	# 1 - 2	p.74-75
Importance of sub-contracting and the integration of social and environmental responsibility into relationships with suppliers and sub-contractors	III.b) 2	LA14 LA15 G4-12 EN32 EN33 HR5 HR9 HR11 S09 S010	6.6	# 1 – 2	
ETHICAL PRACTICES					
Actions undertaken to prevent fraud and corruption	III.d) 1	G4-56 - G458 SO3 SO4 SO5	6.6.3	# 8 - 10	p.75
Measures taken to promote the health and safety of consumers	III.c) 2	EN27 PR1 PR2 PR3 PR4 PR6 PR7 PR8 PR9	6.7.4	# 10 - 12	p.58-59
Other actions undertaken to protect human rights	III.e)	HR1 HR2 HR7 HR8 HR9 HR10 HR11 HR12	6.3-6.8 6.6.6 & 6.6.7 6.8.3	# 1 - 2	Group standards, commitment, and partnerships p.46

Source: Adapted from [Utopies, 2017][1], [Institut RSE, 2011][2] [GRI-ISO, 2014][3]

[1] *Correspondence table for the non-financial reporting criteria for Grenelle II (Article 225 and Decree of 08/19/2016) - GRI G4. Utopies. 4p. February 2017.*

[2] *Correspondence table for Grenelle II, Art. 225 – GRI 3.1 – ISO 26000 – Global Compact, Institut RSE. 2p. August 2011.*

[3] *GRI G4 Guidelines and ISO 26000:2010 How to use the GRI G4 Guidelines and ISO 26000 in conjunction. GRI & ISO. 42p. January 2014.*

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