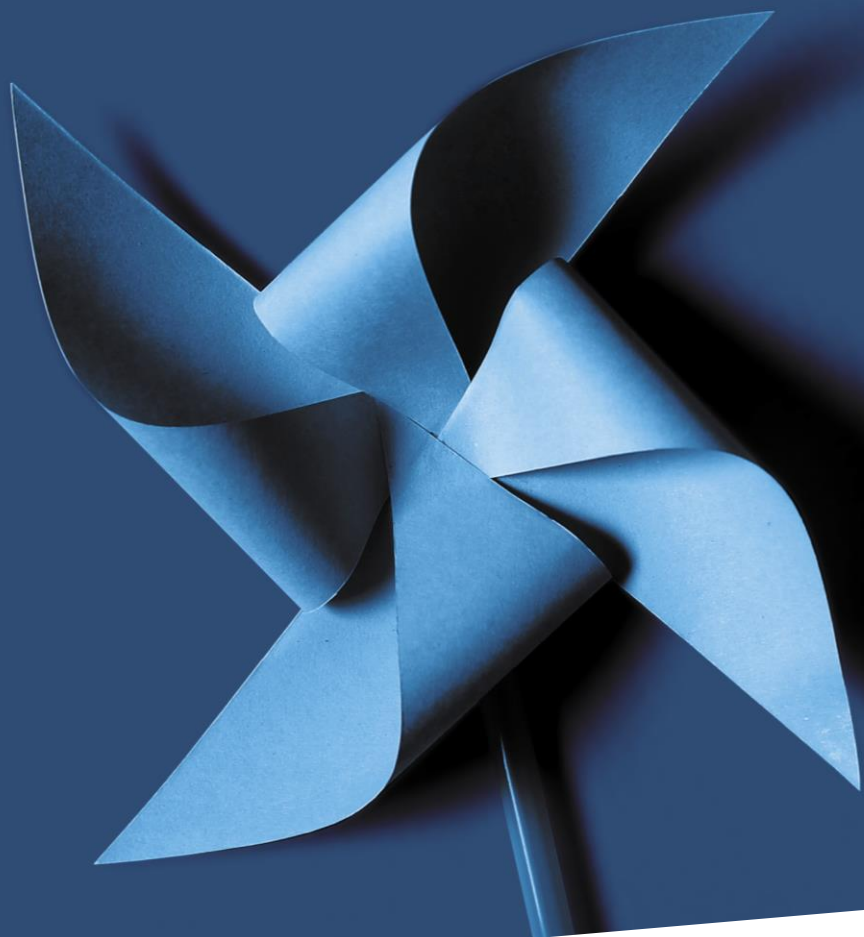


EXTRA-FINANCIAL

PERFORMANCE DECLARATION

2020



Ça fait du bien
au quotidien



Visit the online version for a better reading experience and for more interactivity:

<http://sustainable-report.up.coop/>

PRESENTATION	▼	
Introduction	▼	
Editorial		03
We are Up		04
Up in the World		07
Business model		09
Board of Directors & Comex		11
CSR Challenges: Our Selection		13
ITO Report		15
Note on methodology		18
GOVERNANCE	▼	22
Guarantee risk management and the conformity of our activities	▼	
Context and Policy		
Goals, Actions Plans and Results/KPis		
Highlights		
ECONOMY	▼	29
Construct our offers as integrated, expanded digital responses to the requirements of our various markets	▼	
Context and Policy		
Goals, Actions Plans and Results/KPis		
Highlights		
SOCIAL	▼	37
Attract and develop the loyalty of competent staff	▼	
Context and Policy		
Goals, Actions Plans and Results/KPis		
Highlights		
SOCIETAL	▼	
Lead the sponsorship policy and mobilize adequate human and financial resources	▼	47
Context and Policy		
Goals, Actions Plans and Results/KPis		
Highlights		
Prove our difference through a Groupwide responsible purchasing policy	▼	52
Context and Policy		
Goals, Actions Plans and Results/KPis		
Highlights		
ENVIRONMENTAL	▼	57
Fight global warming by summoning up collective resources	▼	
Context and Policy		
Goals, Actions Plans and Results/KPis		
Highlights		



Taking relevant, long-term action to benefit our stakeholders

Since 1964, Up group creates payment methods and services for social and local purposes that help businesses and communities improve the purchasing power and quality of life of employees and citizens. The quality of our relationship with our clients and partners and with the users who benefit from our solutions is essential to us..

Just like last year, our "Extra-Financial Performance Declaration" is 100 % digital and available to our stakeholders online. It concisely states our strategic project and comprises two main sections:

- ➔ **first, introducing our Group** : who we are and what we do, our business model, our strategic project broken down into five programs, and what we do to meet challenges relating to Corporate Social Responsibility;
- ➔ **next, introducing the governance, economic, social, societal and environmental programs that are part of our strategic project.** Each one describes the context, one or more of our policies, the relevant action plans, the results and the associated key performance indicators.

“

Integrating Corporate Social Responsibility issues is inherent to our model which is rooted in activism, and to our contribution to the Social and Solidarity Economy sector.

The cooperative status of our parent company and our individual and collective actions as a recognized actor that has been involved in the Social and Solidarity Economy for many years must reflect our commitment to Corporate Social Responsibility challenges. An example of this is the fact that we support the ten principles of the United Nations Global Compact⁽¹⁾. This is inherent to our model, which is rooted in activism.

The Extra-Financial Performance Declaration serves our strategy and aims to help us refocus on the fundamental challenges and goals of our company. Each year, this exercise helps us better manage our actions over the long term and better emphasize what makes us different in order to meet the expectations of our clients, while continuing to work on a sustainable and transparent relationship with our stakeholders.

YOUSSEF ACHOUR,
President and CEO,
Up group

(1) United Nations Global Compact : www.globalcompact-france.org/

WE ARE UP



WHO ARE WE?

At Up, we have 3,541 employees creating business on 4 continents with the same purpose to serve others. We are committed to social progress and believe in collective development; our job is to convergence the interests of individuals with the aim of serving a fairer society.

WHAT DO WE DO?

Up creates payment methods and services for social and local purposes. We help businesses and communities improve the purchasing power and quality of life of employees and citizens, working closely with local actors.

At Up, we fight for healthier food, culture and leisure activities for all and more responsible consumption. True to our cooperative model, we contribute to a more sustainable society that puts people at the heart of the economy.

From its very beginnings, Up was able to involve all its stakeholders (beneficiaries, companies, merchants, public authorities, social partners, Social and Solidarity Economy organizations...) in creating the Chèque Déjeuner meal voucher. This original and pioneering model then guided our diversification process and took our development path out into the world.

"Up, making every day better".



A healthy diet for everyone

Food is a vector for health, well-being and pleasure. At Up we want to enable as many people as possible to eat well and enjoy all the benefits of their meal break: a balanced diet, switching off and creating social bonds. Our solutions empower everyone to eat near their workplace or on the move, at a lower cost, without giving up quality. Our network of affiliates is growing day by day to offer more choice, and pleasure for every day.

Our solutions create social bonding, strengthen group dynamics and contribute to local development.



We are all actors in our consumption

Economic, social and environmental issues are prompting us to question how we consume, and invite us to take full responsibility. The world is becoming aware of the urgency of consuming differently and more sustainably. However, such a change needs to be made possible. Within our own purview, we encourage this momentum by empowering the greatest possible number of people to stay on top of their consumption through freedom of choice: being a better consumer means being able to choose food produced locally, ethically, organically...

This means providing everyone with access to a diversity of networks, which fosters more responsible consumption.





 **Culture without limits or discrimination**

Too many people still never set a foot inside a museum, a theater or a bookstore because they do not feel "legitimate" entering there, or because of financial constraints. Working with cultural mediation funders and players, we are helping to break down the barriers that still keep too many people away from cultural and leisure activities. Our solutions help to forge social bonding and encourage open-mindedness and curiosity.

By democratizing access to culture, they promote artistic diversity and contribute to the vitality of cultural venues and events.

 **A better life balance**

Today, everyone has a number of roles in society (parent, employee, family caregiver, etc.), and achieving a balanced life can sometimes be a daily challenge. And yet this balance is essential for our health and quality of life. In order to attract and retain talent, companies are evolving and looking for solutions that make everyday life easier for employees. This allows them to free their minds and be more serene and more efficient at work.

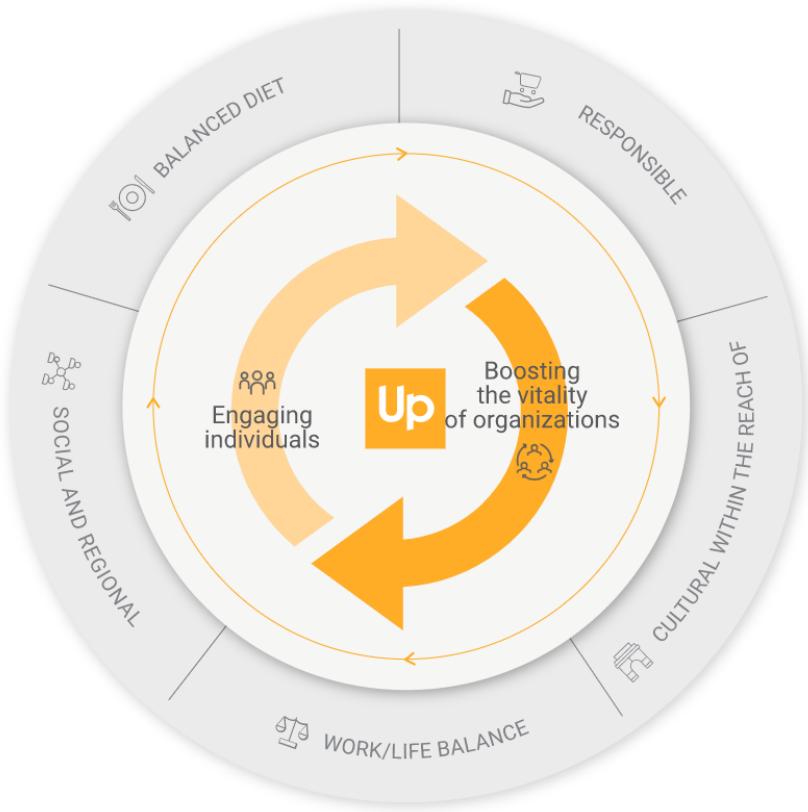
To meet these needs, we design customized solutions that can be used in a wide network of partners, and that facilitate organizations' social policies and enable everyone to find a better balance between their private and their professional lives.



 **A society where everyone has a place**

Disabilities, equal opportunities, independence, an aging population, energy transition... There are numerous issues in public and social action, yet all are essential to building an inclusive Society. A Society where everyone lives decently and is considered a fully involved player. However, people now find themselves more frequently in vulnerable and uncertain situations, while public spending is shrinking. This means that allocating aid to the best effect has become essential, while ensuring the quality of the relationship with users. By dematerializing aid or grants, our solutions ensure that these are properly allocated and used, while also streamlining the relationship with users and improving coordination between the various stakeholders.

Up is committed to ensuring that the digital transition is an opportunity to address the major challenges of public and social action, thereby guaranteeing a place for all.



Up group, a major player in the Social and Solidarity Economy

The cooperative statutes of the Group's parent company are closely linked to Up's main purpose. They have always ensured that the principles and values of the social and solidarity economy were a major component of the company's strategy. The cooperative principles promoted by the International Cooperative Alliance (democracy, freedom of membership, sustainability and commitment to society) are the cornerstone. The fact that Up undertakes to promote these principles, both in France and in the countries where the Group operates in collaboration with its stakeholders, showcases the company's determination to work towards a more sustainable economy that respects people and their environment.

Please note that Up is a member and a supporter of numerous organizations and associations representing SSE players, locally (regional WC, regional SSE chambers, SSE France) and globally (SSE International Forum, Institute for International Social Cooperation), shows Up's commitment to promoting its economic and democratic model to as many people as possible.



UP IN THE WORLD



28 COUNTRIES
ON 4 CONTINENTS



1 MILLION
CLIENTS



€535 MILLION
IN SALES REVENUE



€7.5 BILLION
IN ISSUE VOLUME



25.5 MILLION
BENEFICIARIES



3,541
EMPLOYEES

KEY FIGURES BY GEOGRAPHIC AREA

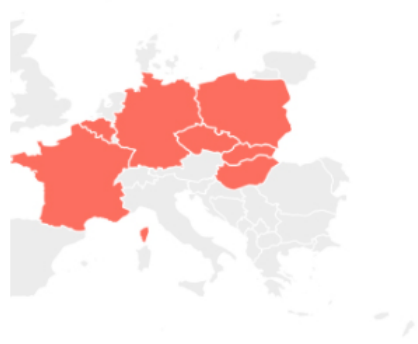
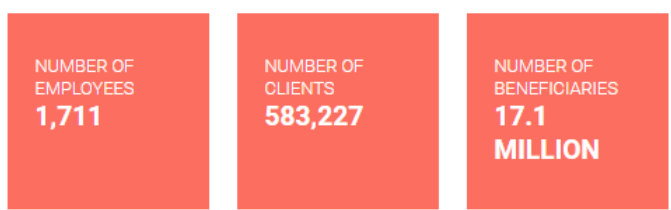
AMERICAS

- BRAZIL
- CHILE
- COLOMBIA
- COSTA RICA
- ECUADOR
- GUATEMALA
- MEXICO
- PANAMA
- PERU



NORTH WESTERN EUROPE

- GERMANY
- BELGIUM
- FRANCE
- HUNGARY
- POLAND
- SLOVAKIA
- CZECH REPUBLIC



MEDITERRANEAN EUROPE

 SPAIN  ITALY  MOROCCO  PORTUGAL  TUNISIA

NUMBER OF
EMPLOYEES
294

NUMBER OF
CLIENTS
105,949

NUMBER OF
BENEFICIARIES
**0.8
MILLION**



EURASIA

 BULGARIA  GEORGIA  GREECE  MOLDOVA  ROMANIA
 SERBIA  TURKEY



NUMBER OF
EMPLOYEES
633

NUMBER OF
CLIENTS
123,620

NUMBER OF
BENEFICIARIES
**2.8
MILLION**

BUSINESS MODEL



HUMAN



3,541 employees worldwide in 2020
Access to training rate: **73.15%**

TECHNOLOGICAL



Electronic money platforms, private payment systems

ECONOMIC



Borrowing capacity, cash, WCR (Working Capital Requirement) negative, nine documents govern the relationship between Up and its suppliers and subcontractors

Our resources



CULTURAL



Cooperative DNA, a major player in the Social and Solidarity Economy sector
Research and development **partnerships** with start-up
100% of the parent-company capital is held by the cooperators

ENVIRONMENTAL



61.63% of our paper comes from sustainably managed forests
76.48% of our head offices electricity consumption comes from renewable energy



Our areas of expertise



Customer service



Electronic money



Regulatory and Public Affairs



E-money Services



Digital expertise



Industrial production management





UP GROUP'S BOARD OF DIRECTORS & EXECUTIVE COMMITTEE



THE BOARD OF DIRECTORS INCLUDES:



12 members elected by the cooperators-shareholders

at the June 2019 General Meeting



3 members representing

the Trade Union Confederations CFDT, CGT and FO



3 members with advisory votes,

representatives of the Company's Social and Economic Committee

A Director's term of office is **4 years**

The role of the Board of Directors is to decide on the Group's strategic orientations, to ensure that they are implemented and to approve the accounts. The current Board of Directors was elected by the employee-members, ie. the cooperators-shareholders, of the Up cooperative during the General Meeting in June 2019 (the next one will take place in June 2023). **It comprises 50% women and 50% men.** In 2020, 14 Board meetings were held, during which all members either participated or were represented.

The internal regulations established in 2020 specify the rights and obligations of a Director, the mission and operations of the Board of Directors and the roles and powers of the governance bodies. These rules are to be followed by all members of the Board of Directors and by anyone participating in the meetings of the Board of Directors and the work of its committees in any capacity. They also grant the Directors 15 hours delegated time per month. All Board members have also been trained to fight money laundering and the financing of terrorism.

ON JANUARY 1, 2020, THE BOARD INCLUDED:

YOUSSEF ACHOUR
PRESIDENT AND CEO

JACQUES LANDRIOT
HONORARY PRESIDENT

MARC BUISSON
DIRECTOR, SECRETARY
GENERAL

SAMIRA AIMENE
DIRECTOR

JULIEN ANGLADE
DIRECTOR

**VÉRONIQUE
CHARBONNIER**
DIRECTOR

HAWA DIA ROGER
DIRECTOR

FERNANDA DE AZEVEDO
DIRECTOR

BERTRAND LÉGER
DIRECTOR

GAËLLE DO DANG VINH
DIRECTOR

MARINA FERREIRA
DIRECTOR

EMMANUEL MAUFOUX
DIRECTOR

GRÉGORY VAAS
DIRECTOR

AMOKRANE AMEUR
REPRESENTATIVE OF THE
SOCIAL AND ECONOMIC
COMMITTEE

SERGE BREIT
REPRESENTATIVE OF THE
SOCIAL AND ECONOMIC
COMMITTEE

RAPHAEL POULAIN
REPRESENTATIVE OF THE
SOCIAL AND ECONOMIC
COMMITTEE

MARIE-ANDRÉE SEGUIN
DIRECTOR - REPRESENTATIVE
OF THE TRADE UNION CFDT

MARC BEUGIN
DIRECTOR - REPRESENTATIVE
OF THE TRADE UNION CGT

ANNE BALTAZAR
DIRECTOR - REPRESENTATIVE
OF THE TRADE UNION FO

GÉRALDINE NICOLETTI
BOARD SECRETARY

“Who better than a cooperative company can lead to the emergence of a successful collective”

THE EXECUTIVE COMMITTEE

The Executive Committee includes the President and CEO, Functional Directors and Area Managing Directors. It deals with all matters relating to the implementation of the Group's strategic project and the management of the Group and its Subsidiaries, in line with the decisions made by the Board of Directors. The Committee meets about once a month.

AS OF JANUARY 1ST, 2021, THE EXECUTIVE COMMITTEE INCLUDES:

YOUSSEF ACHOUR
PRESIDENT AND CEO

JULIEN ANGLADE
MANAGING DIRECTOR
FRANCE

OLIVIER BERNON
DIRECTOR MEDITERRANEAN
EUROPE

CHARLES LOSSY
DIRECTOR OF INFORMATION
SYSTEMS

MARC BUISSON
GROUP SECRETARY
GENERAL, DIRECTOR OF
COMMUNICATION AND
DIFFERENTIATION, AND UP
DAY PRESIDENT (ITALY)

GAËTAN CHAUDERLOT
DIRECTOR OF DEVELOPMENT
AND PARTNERSHIPS -
DIRECTOR NORTH AMERICA

BERTRAND LÉGER
DIRECTOR NORTH-WESTERN
EUROPE

EMMANUEL MAUFOUX
DIRECTOR DIRECTOR OF
PUBLIC AND REGULATORY
AFFAIRS

SYLVIE NOURRY
DIRECTOR OF MARKETING
AND INNOVATION

ELENA PAP
DIRECTOR EURASIA

RIJA RAKOTOARIVONY
DIRECTOR OF FINANCIAL AND
LEGAL AFFAIRES

AUDREY RICHARD
DIRECTOR OF HUMAN
RESOURCES AND EMPLOYEE
ENGAGEMENT

STRATEGIC PROJECT AND CSR CHALLENGES



THE CSR CHALLENGES ARE AT THE HEART OF OUR STRATEGIC ORIENTATIONS

Our strategic project defines Up Group's ambitions in terms of economic recovery and the goals that are the pillars of our collective success: it allows all the players in the company – directors, supervisors, managers, employees – to focus on the company's fundamental principles to benefit our clients, partners and stakeholders.

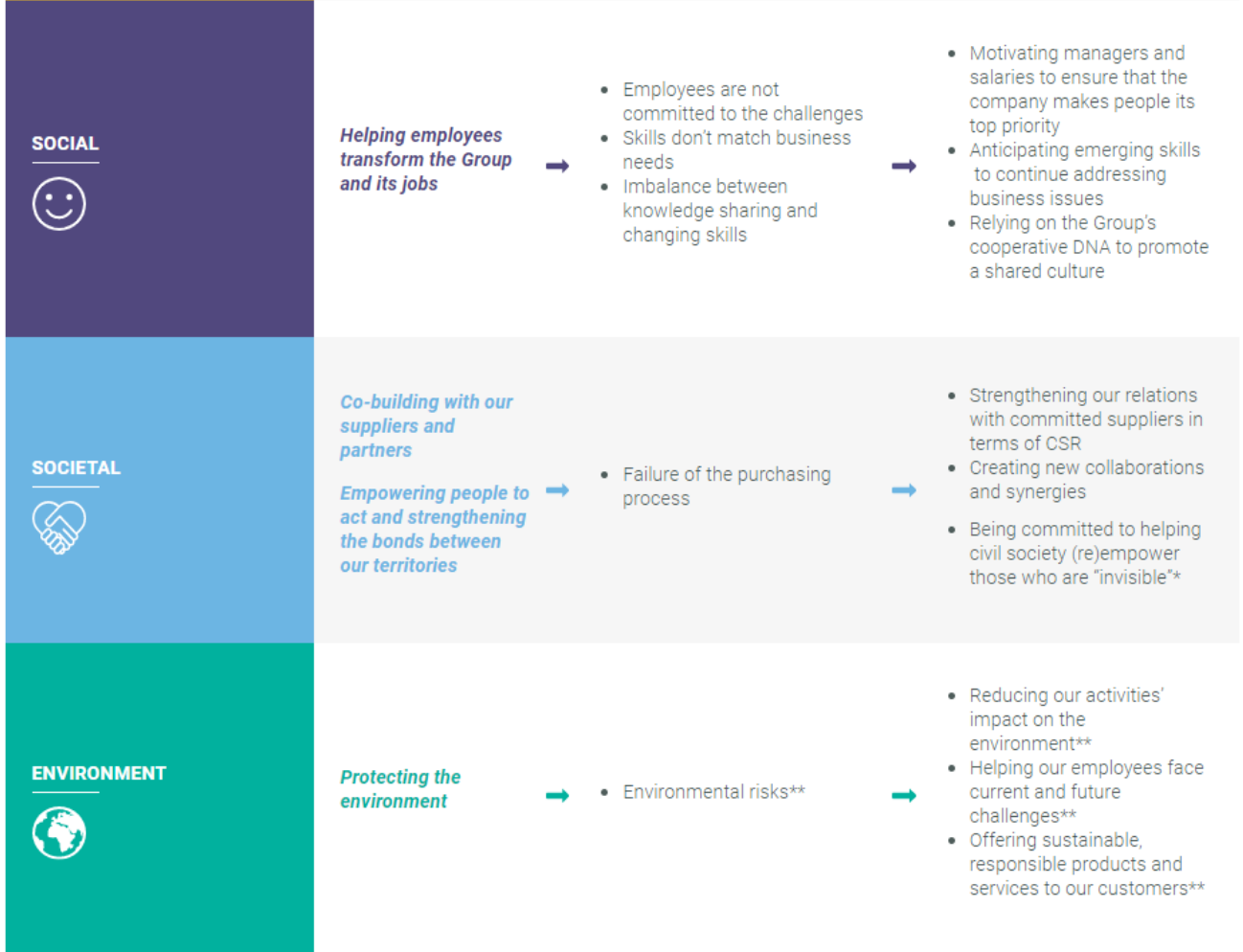
From the beginning of 2020, the priority of the Board of Directors and the Group has been to maintain competitiveness and to develop and implement a recovery plan to control costs and focus on core business activities while improving and developing digital offers. Our ambitions and continued commitment in terms of Corporate Social Responsibility both support this recovery plan. This has been shared with all members of the Group's non-financial community.

The 18 initial orientations have been analyzed and challenged. 7 key orientations were validated by the Audit and Risk Committee. They allow to integrate all of the Group's priority and CSR issues and to meet the expectations of our stakeholders.

This Extra-Financial Performance Declaration, which is organized around our 5 programs – the governance, economic, social, societal and environmental programs - deals with 6 of these 7 orientations (the Financial Report covers the orientation entitled "Fostering sustainable growth for the Group").

Up group's strategic project is staying on track and planning on resuming the Group's activities for sustainable, long-term success. The changes that were initiated in 2020 will be presented in 2021. It will maintain the vision, commitments and goals listed in the previous Extra-Financial Performance Declaration and will incorporate the challenges and risks linked to the Covid-19 crisis.





* Engaging with civil society in order to (re)empower those who are "invisible", and to give consideration to future generations by contributing to the environmental transition - these are the commitments that have been an integral part of the Group's identity since it was established. Through its commitment, the Group manages to reconcile economic success and common good.

** Within the framework of the regulatory themes, animal welfare and food waste have not been identified as relevant to the management of our business.

➔ Risk control is a great driver of Up Group's strategy. Making risk control clearer on every orientation: that is the goal which was initiated in 2020 after the audit lead in 2019 and the risk revision.

COVID-19

The Covid-19 pandemic (Coronavirus), whose extent and duration we don't yet know, has spread to the entire world since the end of 2019. It should be noted that it arose after our 2019 Extra-Financial Performance Declaration was closed. However, in 2020, the consequences of this health crisis have impacted the Group's activities. Every orientation described in this Extra-Financial Performance Declaration goes into detail about the changes that have been made to our associated goals and action plans.

Up Group continues to take the necessary steps to ensure the health and safety of its employees. It continues to closely monitor the effects of the public health crisis on the Group and its impact on stakeholders and on the Group's economic and financial environment. Please note that in 2020 the Group immediately took measures to ensure business continuity and to continue to serve its customers. Many governments, municipalities and charities have called on us for support during the crisis. As a Social and Solidarity Economy player, resorting to inclusive and smart currencies is essential to providing the means necessary to cover essential priorities.

ADLC

Lastly, in line with its commitment to maintaining transparency with its stakeholders, Up Group wishes to announce that on February 6, 2020, the Cooperative was notified of the French Competition Authority's decision to fine us a total of 45 million euros and filed an action for annulment with the Paris Court of Appeal on March 6, 2020. In an ordinance issued on July 1, 2020, the first president of the Court of Appeal ordered the suspension of Up's payment of the fine until a decision is made on the merits of the case. This decision should be made in the first half of 2022. Up group refutes the allegations of anti-competitive exchanges of information and market foreclosure. They believe that the French Competition Authority's assessment of the competitive dynamics of the meal voucher sector, which has seen the emergence and expansion of new operators as a consequence of the dematerialization process that took place in 2014, is incorrect.

Up group reiterates that it is committed to complying with current regulations and to conducting its activities ethically and in alignment with its values as a major player in the social and solidarity economy and one of the largest French cooperative groups operating in nearly 30 countries worldwide.

UP GROUP

Independent Third-Party Organization (ITO) report on verification of social, environmental and societal information in the management report

Fiscal year ending December 31st, 2020

To the Members,

As an independent third-party organization accredited by COFRAC under the number 3-1103 (the scope of which is available on the website www.cofrac.fr), we hereby submit our report on the Non-Financial Performance Declaration for the year ending on 31/12/2020 (hereafter the "Statement"), presented in the Management Report under the legal and regulatory provisions of Articles L. 225-102-1, R. 225-105 and R. 225-105-1 of the Commercial Code.

Responsibility of the Entity

It is the responsibility of the Board of Directors to establish a Statement in accordance with legal and regulatory provisions, which includes a presentation of the business model, a description of key non-financial risks, a presentation of policies applied to these risks, and the results of said policies, including key performance indicators.

The Statement was drafted following the Entity's procedures (hereafter the "Repository"), the significant elements of which are presented in the Statement.

Independence and quality control

Our independence is defined by the regulations, the code of ethics of the profession as set forth in the decree of March 30th, 2012 relating to the practice of certified accountancy while factoring in the provisions in Article L. 822-11-3 of the Commercial Code. Furthermore, we have implemented a quality control system that includes documented policies and procedures, in order to ensure compliance with applicable ethical rules, professional standards as well as legal and regulatory texts.

Responsibility of the independent third-party organization

It is our responsibility, based on our work, to formulate a reasoned opinion expressing a conclusion of moderate assurance on:

- The Statement's compliance with the provisions of Article R. 225-105 of the Code of Commerce;
- The accuracy of the information provided under 3° of I and II of Article R. 225-105 of the Code of Commerce, i.e. the results of the policies, including key performance indicators, and actions, relating to key risks, hereinafter the "Information."

It is not our responsibility, on the other hand, to take a stand on the following:

- The Entity's compliance with other applicable legal and regulatory provisions, including the plan for vigilance and combating corruption and tax evasion;
- Compliance of products and services with applicable regulations.

Nature and scope of the work

Our work as described below was performed in accordance with the provisions of Article A. 225-1 et seq. in the Commercial Code, which set forth the terms under which an independent third-party organization performs its mission, as well as in accordance with the professional guidelines of the National Company of Auditors as related to this assignment.

We performed the tasks which enable us to assess the regulatory compliance of the Statement and the accuracy of the Information:

- We have taken cognizance of the activities of all the Companies included in the scope of consolidation, of the statement on the main social and environmental risks associated with this activity, and, where applicable, its effects on respect for human rights and the fight against corruption and tax evasion, as well as of the resulting policies and outcomes;
- We assessed the appropriateness of the Repository in terms of its relevance, comprehensiveness, reliability, neutrality and understandability, while taking into account industry best practices where appropriate;
- We have verified that the Statement covers each category of information as provided in Article L III. 225-102-1 on social and environmental matters;

- We have verified that the Statement sets forth the business model and key risks associated with the activity of all entities included in the scope of consolidation, including, where relevant and proportionate, the risks created by its business relationships, products or services, as well as policies, actions and results, including key performance indicators;
- We have verified, where relevant to the main presented risks or policies, that the Statement presents the information provided in Article R II. 225-105;
- We have assessed the process of selecting and validating key risks;
- We have inquired as to the presence of internal control and risk management procedures implemented by the Entity;
- We have assessed the consistency of the results and key performance indicators chosen with respect to the key risks and policies as presented;
- We have verified that the Statement includes a clear and reasoned explanation as to the rationale for the absence of policy regarding one or more of these risks;
- We have verified that the Statement covers the scope of consolidation, i.e. all companies included in the scope of consolidation in accordance with Article L. 233-16 within the limits specified in the Statement;
- We have assessed the process of data collection implemented by the Entity with the aim of providing comprehensive and accurate information;
- We have implemented the following as regards key performance indicators and other quantitative results that we considered most important¹:
 - Analytical procedures to verify the correct consolidation of the collected data and the consistency of changes therein across the Group's data as a whole;
 - Detailed tests based on surveys, which consist in verifying the correct implementation of definitions and procedures, and reconciling data with relevant supporting documents. Because of the Covid-19 epidemic and the resulting confinement, our work was carried out remotely. Our tasks were performed based on a selection of contributing entities², covering between 13.7% and 99.2% of the Group's consolidated data that have been selected for these tests.
- We consulted the documentary sources and conducted interviews to corroborate the qualitative information (actions and results) that we considered most important;
- We assessed the overall consistency of the Statement as compared with our knowledge of all the companies included in the scope of consolidation.

We believe that the work we have performed in exercising our professional judgment leads us to draw a conclusion expressing a moderate assurance; higher-level assurance would have required more extensive verification.

Means and resources

Our work involved the skills of five people and took place between October 2020 and April 2021, with total time for the process covering ca. 5 weeks.

To assist us in our work, we involved our specialists in the areas of sustainable development and social responsibility.

We conducted sixteen interviews with the persons responsible for preparing the Statement in the Departments that are in charge of the process of collecting information and, where necessary, who are responsible for internal control and risk management procedures.

We conducted interviews with the Parent Company (Up Cooperative) and six Up group Subsidiaries, namely Alios, CEV, Monizze, Up Brazil, Up Ceska Republika, and Up Spain.

Conclusion

Based on our endeavors, we found no significant anomaly that would question the compliance of the Non-Financial Performance Statement with applicable regulatory provisions, and the fact that the Information, taken as a whole, is presented in a manner that is accurate, in accordance with the Repository.

INDEPENDENT THIRD-PARTY ORGANIZATION

GROUPE Y Audit



Arnaud MOYON
Partner, Sustainable Development Department

GROUPE Y AUDIT

Certified Accounting and Statutory Audits
Member of the Order of the Poitou-Charentes-Vendée Region - Member of the Poitiers Regional Company
Independent member of the Nexia International network - Member of the A.T.H. Technical Association

SAS with capital in the amount of 37,000 euros
Headquarters: 53 rue des Marais – CS 18421 – 79024 NIORT Cedex – Tél. : 05 49 32 49 01
RCS NIORT B 377 530 563 – APE 6920 Z – TVA : FR 10 377 530 563

FONTENAY-LE-COMTE – FUTUROSCOPE – LA ROCHE-SUR-YON – LUÇON – NANTES – NIORT – PARIS



¹**"Securing the Group » Guideline"**: GDPR – percentage of salaries described in a register; GDPR – number of employees involved; Sapin II: achieving rate of the actions; Sapin II – number of employees involved

"Helping employees transform the Group and its jobs" Guideline: workforce depending on contract; Average amount of years working for the company; Turnover rate; Absenteeism rate; Number of training hours; Number of Group managers who have been trained in management and gender ratio

"Co-building with our suppliers and partners" Guideline: percentage of subsidiaries using at least one CSR criterion when choosing suppliers; Percentage of local suppliers

"Empowering people to act and strengthening the bonds our territories" Guideline: subsidiary rate depending on the types of shares; Number of employees hired.

"Protecting the environment" Guideline: percentage of paper originating from sustainably managed forests; Percentage of companies that have implemented a recycling solution for their paper and cards products; Vehicle depending on motorization; Percentage of renewable energy used for electric power consumption in head offices.

²**Contributing Entities**: Parent Company (Up Cooperative), Alios, CEV, Monizze, Up Brazil, Up Ceska Republika, Up Spain

METHODOLOGY MEMO



Purpose of the methodology memo

To describe the various steps of the reporting process that are implemented every year in order to collect, check, consolidate and publish the Group's governance, compliance, risk, economic, social and societal data. The methodology memo includes the specific features, goals, tools, and stakeholders within the scope of 2020, together with a restatement of Up's reporting definitions.

Statutory context of the Extra-Financial Performance Declaration (EFPD)

The European Directive 2014/95/EU of 22 October 2014 amends the Directive 2013/93/EU and makes further changes to the CSR report. This directive on extra-financial reporting was incorporated into French law by Order No. 2017-1180 of 19 July 2017. The French decree No.2017-1265 of 9 August specifies how it should be applied. Statutory provisions have been registered in Articles L.225-102-1 and R.225-104 à R225 -105-2 of the Commercial Code.

This directive states that companies must disclose information on the implementation of policy risks relating to social, societal and environmental matters by publishing results in compliance with "due diligence processes". This leads to the yearly publication of the Extra-Financial Performance Declaration, audited by an Independent Third Party (ITP). The ITP is independent from the controlled entity and is approved by the French Accreditation Committee (Cofrac).

Moreover, the Board of Auditors must prove that the EFPD authorized by Article L.225-102-1 is included in the management report (Article L.823-10 from the Commercial Code).

The EFPD is published on the website within eight months starting on the closing date and must remain available for five years, in compliance with Article R225-105-1.

[Further information here](#)

Extra-financial reporting scope

1. Timeline

Unless otherwise noted, the quantitative and qualitative data covers the period between January 1st, 2020 and December 31st, 2020.

2. Legal scope

The scope of the extra-financial report comes under the same legal footprint as the financial report. Entities that meet one of the requirements below must be included in the scope:

- Profit-sharing is superior to 50%;
- Minority stake in the entity, but is operated by one of the subsidiaries of the Group or the Parent-Company;
- All the entities in the Group has at least one employee between January 1st and 31st December, 2020;
- Companies dissolved during the financial year (e.g.: Policard, CDHI BRASIL...);
- Entities sold during the fiscal year: Softpro.

However, the following subsidiaries are not included in the scope:

- Entities using proportional consolidation;
- Entities accounted for on an equity basis;
- Property Investment Companies;
- Group entities with less than one employee between January 1st and December 31st 2020.

3. Scope of consolidation

The data is published based on Group consolidation.

However, in order for the data to be more easily readable and comparable, it can also be divided into six geographical areas:

- France (outside of the Coopérative) ;
- Coopérative Up ;
- North-Western Europe (outside of France);
- Mediterranean Europe;
- Eurasia;
- Americas (North + Central + South America).

Metrio reporting tools

Metrio is a reporting and managing platform available online in SAAS mode (software as a service). It can be used to collect, consolidate, show indicators of, calculate the rates of coverage of, and manage the five strategic programs: the governance, social, economic, societal and environmental programs.

The data is to be collected using the Metrio tool, which is available online.

In 2020, we still are still centralizing CSR information in Metrio to enable the Group to manage its strategies and its key performance indicators.

Metrio automatically processes all the raw data that has been collected and provides data based on the program, area, country and subsidiaries, with tables and/or graphs.

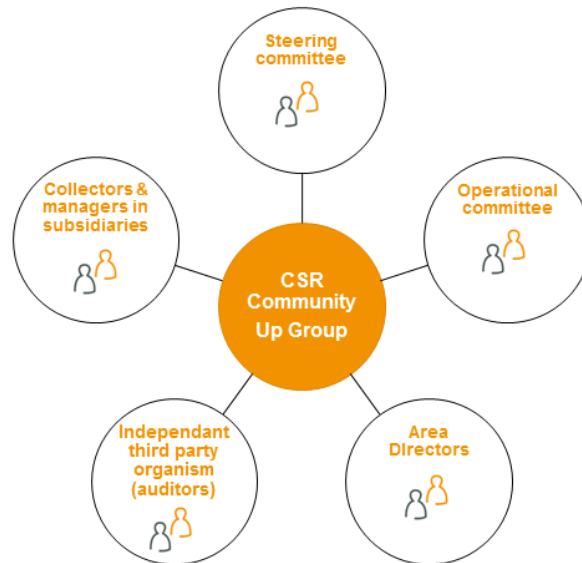
Methodological limits

The methods used to report some CSR indicators may have some limitations because of:

- Specific social or environmental legislation in the Group's countries;
- Unequal levels of understanding between the Group's countries, although this year, the data, indicators, calculation methods and definitions were translated into four languages and added to Metrio;
- Difficulties in collecting data from the Group's stakeholders (e.g.: service providers, suppliers...);
- Information on certain scopes, which was not available.

Reporting community

The list of people participating in the reporting of certain CSR indicators and their roles are always available on Metrio and will be updated whenever requested by members of the Group's Extra-Financial Reporting, Senior Management or Human Resources..



Steps in the reporting process

1. Data collection

Data collectors answer the surveys they are given on Metrio as per their area of expertise, focusing on both quality and quantity. Supporting documents is required for each piece of information given.

When a piece of data is not being monitored by a subsidiary or when there are no applications to monitor it, the subsidiary can check the box "unavailable". If so, the rate of data coverage decreases.

When a piece of data is unrelated to the subsidiary (for example, when it is related to a card manufacturer instead of a paper manufacturer) the subsidiary can check the box "unrelated".

If so, the rate of data coverage remains the same as long as the information is correct and has been approved by the Extra Financial Reporting team.

2. Data consolidation and rate of coverage

Using all of the data available, Metrio proceeds with the consolidation process and calculates the indicators according to the entity, area and Group. Based on the consolidation, the Metrio software offers graphs and tables with percentages, rates of coverage and year-over-year variance.

The information is available for all or part of the total scope. That's why the rate of coverage is calculated for every indicator.

The rate of coverage is calculated on the basis of a reference scope specified by every reporting entity.

E.g.: the Group's major risks (governance program), total workforce, training rate, absenteeism rate, turnover rate (social program) and rate of CSR criteria when selecting the suppliers (responsible purchases program).

For every indicator, the contributor informs a covered scope, enabling the rate of coverage to be computed (equal to the covered scope divided by the referential scope). When a piece of data is not available to an entity, its rate of coverage is 0%. Some indicators are not applicable to every company. The entities to which these indicators are not applicable are excluded from the rates of coverage in question.

3. Information excluded from the Extra-Financial Performance Declaration

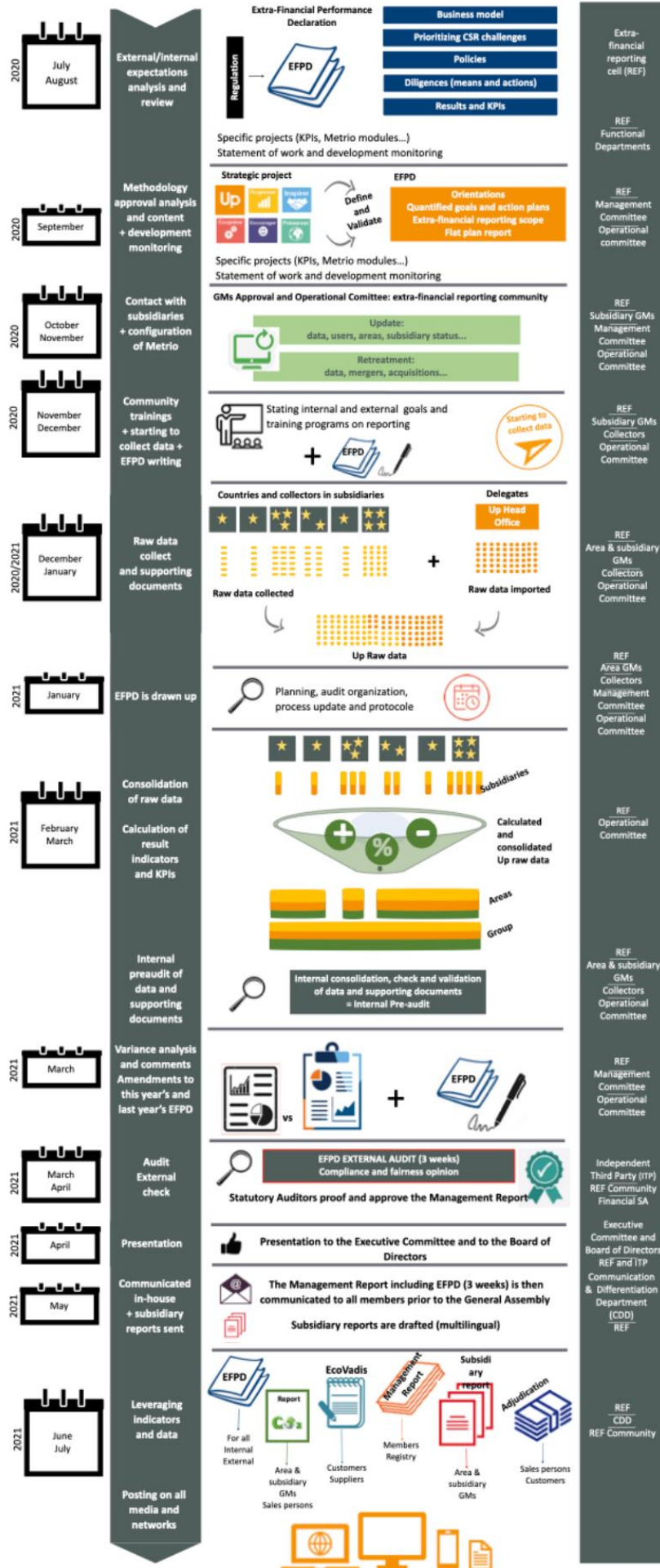
Article L. 225-102-1 of the Commercial Code states that the EFPD must include information about:

- Impact on climate change of all the company's activities as well as the use of the goods and services it produces,
- Commitments to sustainable development,
- Commitments to circular economy,
- Commitments to combating food waste,
- Commitments to combating food insecurity,
- Commitments to more responsible and sustainable food for everyone,
- Commitments to animal welfare,
- Collective agreements and their impact on financial performance and working conditions,
- Affirmative action to fight discrimination and promote diversity and implement measures to include people with disabilities

Regarding Up Group's business sector and the analysis of CSR issues, reporting data on the following topics does not seem relevant:

- Animal welfare
- Food waste

Extra-financial reporting process 2020



GOVERNANCE PROGRAMME



Guarantee risk management and the conformity of our activities in the face of growing demands, with a willingness to be the player making the best offer.

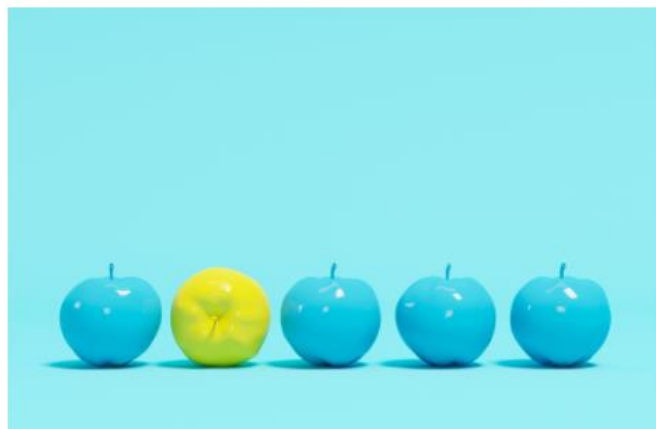


Securing the Group

CONTEXT

In order to protect the Group and its stakeholders from the multiple risks associated with its activities, Up is committed to a risk management approach.

To perform this transformation successfully, by prioritizing risk control over permanent monitoring and periodic control, the Group relies on its Compliance and Risks Department. In addition to defining and driving the risk management policy, the Department provides the subsidiaries with advisory services, with the ambition to develop risk appetite in their senior managers and develop each of them to become true risk managers.



POLICY

To secure its activities and its development, the Group began its risk management cultural revolution by organizing six complementary policies.

CONTROLLING :

compliance

→ with our regulatory obligations, including personal data protection and combating against fraud, corruption, money laundering and the financing of terrorism.

long-term risks

→ by introducing rigorous monitoring of actions protecting the Subsidiary's long term interests.

short-term risks or operational risks

→ based on self-monitoring, managerial validations and control plans commensurate with the issues.

MANAGING :

incidents

→ in all subsidiaries by recording and monitoring corrective and preventive actions.

periodic monitoring

→ by investing the necessary resources to verify the robustness of business, support and steering processes.

coordination

→ of the various aspects of controlling activities by training the teams in the different areas and providing support.

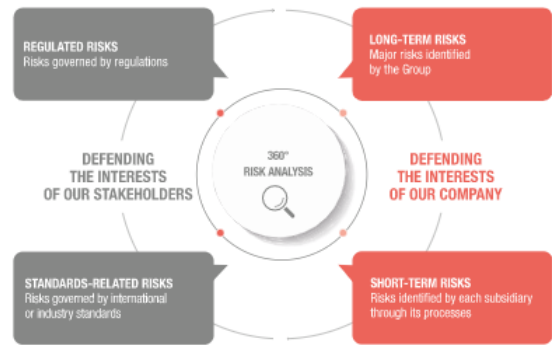


RISK CONTROL

Risk control for the Group's companies is based on two very distinct but strongly inter-related missions: control (compliance, risks, processes) and management (incidents, audits, coordination).

THE 360-DEGREE RISK APPROACH

To structure its risk management policy, the Group has classified the risks associated with its activities into four major families. This 360-degree risk analysis was to all the Subsidiary General Managers.



GOALS AND ACTION PLAN

Controlling compliance

- **Protect the data of our customers, beneficiaries and employees** by setting up a network of data protection delegates by country, a compliance organization in each subsidiary, and a reporting process for subsidiaries based in a European Union member State.
- **Secure our activities**, whether regulated or not, by advancing the combat against fraud and corruption, against money laundering and the financing of terrorism within the Group's companies.
- **Promote ethical behavior** by coordinating the ethical guidelines and strengthening the alert system across the Group.

Controlling risk

- **Document risk control** using a 360-degree approach based on 4 major risk families.
- **Revisit the mapping** of long-term risks to update their criticality.
- **Develop a methodology** for identifying operational risks and associated control activities.

Managing incidents

- **Industrialize the escalation of major incidents**, first at the local level and then at the central level.
- **Increase best practices sharing/cross-fertilization** following incidents.

Managing periodic audits

- **Encourage subsidiaries to undergo a certification process** [ISO 9001, ISO 14001, ISO 27001, auditors' report], evaluations (CSR, EcoVadis), measures which are similar to periodic auditing (customer satisfaction barometer, surveys).

Managing coordination

- **Support managers** in structuring their local compliance and risk function.
- **Inform, train, raise awareness and support** employees on risk management policy.



We have developed our risk management system because we wanted to increase local accountability and strengthen our management of risks at the general management level. There is no one better-equipped than our General Managers to assess and manage the risks they face. Incorporating a risk-based approach is an integral part of managing the subsidiaries of an international group. We are convinced that this will increase our skill level and the quality of the overall management of our Group's risks. In our opinion, having a good risk management system reinforces the trust our clients and partners have placed in us.

Marc BUISSON, Secretary General, Up group

RESULTS AND KPI

Certifications

With the introduction of the General Data Protection Regulation in May 2018, the ISO 27 001 standard for information security becomes a strategic issue and a competitive advantage.

4 companies in the Group are ISO 27001 certified:

- Multinet Teckno, Turkey
- Tombou, Bulgaria
- Up Romania, Roumania
- Up Brazil, Brazil

Ratings

In 2020, 4 companies in the Group were evaluated by EcoVadis: an excellent way of comparing its CSR practices with those of other companies and improving them.

In France

- Up, France (Gold Medal)

In the world

- Up Romania, Romania (Gold Medal)
- Up Sí Vale, Mexico (Gold Medal)
- Up Spain, Spain (Gold Medal)

MEASURING MAJOR RISKS

We have been helping our subsidiaries with risk management methods since 2014. For the first time, the Group's major risks were assessed by the General Management of 14 subsidiaries using a standard method. They answered the five questions they were asked for each risk.

5 questions to measure risks

- Is there documentation on the subject?
- Have you defined and performed one or more checks related to the risk under consideration?
- Have you implemented a process for monitoring and managing action plans (APs relating to incidents, permanent or periodic controls)?
- You have already defined KPIs (especially in relation to risks, action plans and incidents) - who is made aware of them?
- Did any incident specifically related to the risk under consideration occur during the reporting period?

Each subsidiary's General Management had to justify its assessment by providing evidence relating to each of the five questions. This exercise was more difficult to conduct in 2020; over the next few years we will have to focus our efforts on the evidence in order to make the evaluation more tangible.

PROTECTING PERSONAL DATA

Compliance with the General Data Protection Regulations (GDPR)

- ✓ 95% of the processes in the Group are described in one register for each subsidiary. This represents a marked improvement over 2019 and reflects the efforts made by the subsidiaries to pursue their compliance.

Topics	Year 2018	Year 2019	Year 2020	Change
GDPR compliance	64 %	85 %	95 %	10 points

Awareness

- ✓ 716 European employees present on 31/12/2020 were made aware of data protection, i.e. 32% of the Group's European workforce.

PROMOTING ETHICS AND COMBATING FRAUD, CORRUPTION, MONEY LAUNDERING AND THE FINANCING OF TERRORISM.

Compliance with the Sapin II Law

The parent company took action in 2018 and 2019 to facilitate the compliance work with subsidiaries.

- ✓ The requirements of the Sapin II Law have also been translated into priority actions. Their progress rate corresponds to the rate of compliance with the text.

This rate fell by 9 points between 2018 and 2019. It increased by 16 points between 2019 and 2020. This increase can be explained by the fact that the subsidiaries can now measure their progress with 25% stage rather than binary mode as it was the case last years.

	Year 2018	Year 2019	Year 2020	Change
Achieving rate of the actions	50 %	41 %	57 %	+ 16 points

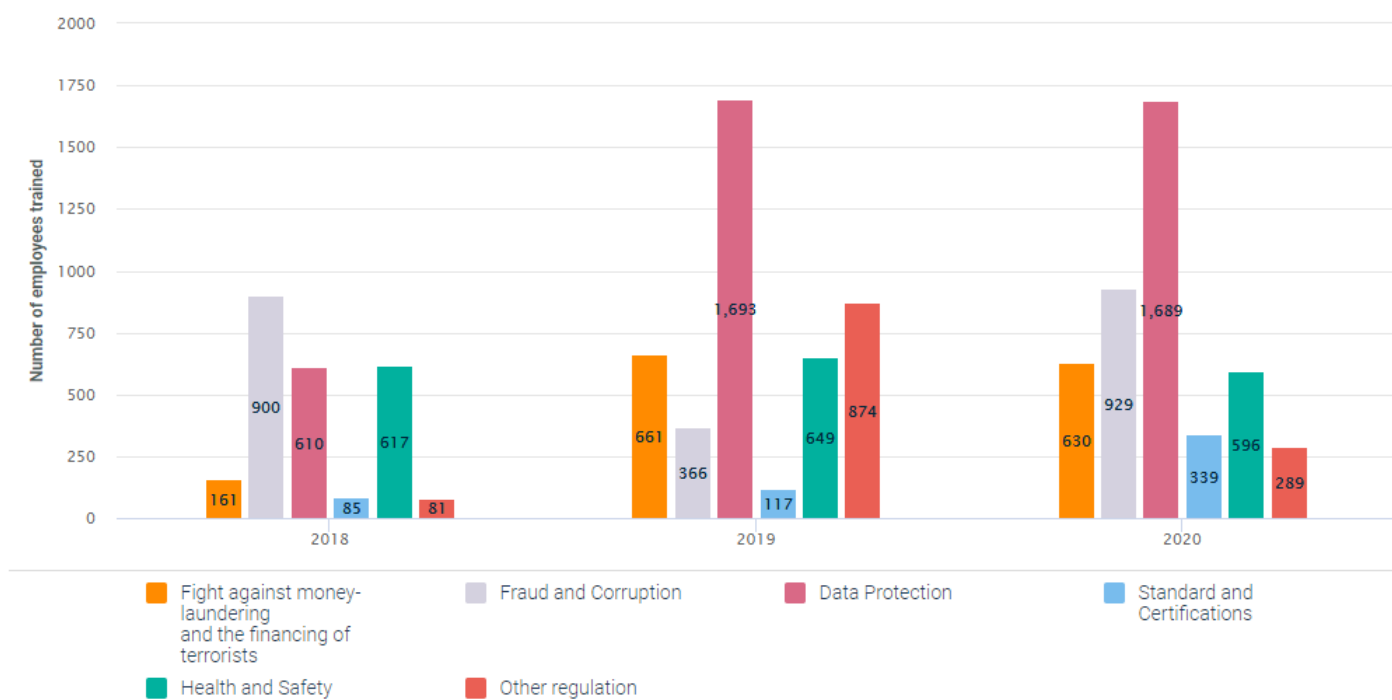
Awareness/training

929 employees have been made aware of the fight against fraud and corruption in 2020. They join the 1,198 employees already trained since 2018.

630 employees were made aware of the fight against money laundering and terrorism financing in 2020. They join the 811 employees already trained since 2018.



Number of trained staff per statutory subject



HIGHLIGHTS

> ASSESSING AND CONTROLLING RISKS WHILE STAYING SELF-SUFFICIENT

The Compliance and Risk organization was reviewed at the Group level in early 2020. It will allow the Group's various legal entities to be more autonomous in order for the management of risk assessment and control to be better aligned with local activities.

> ANNUAL ASSESSMENT

Starting in 2020, the assessment of the Group's 13 long-term risks has become annual. This will enable each legal entity to regularly update the risks that have come up, especially regarding the risks related to the impact of the Covid-19 pandemic in 2020. It will allow the assessment methodology to be harmonized. The Group's Extra-Financial Performance Declaration will henceforth take these assessments into account.

> COMBATING MONEY LAUNDERING AND THE FINANCING OF TERRORISM

At the end of 2020, the Group's Board of Directors adopted the Anti-Money Laundering and Anti-Terrorist Financing Policy in order to continue improving our response to issues relating to our activities' compliance with regulations.

> TRAINING EMPLOYEES AND RAISING THEIR AWARENESS REGARDING REGULATORY ISSUES

In France, we have continued using the Woonoz tool in 2020 to train new employees in the field of data protection. The e-learning platform Talensoft was expanded in 2020 to include three statutory modules: ethics promotion, the fight against corruption, and the fight against money laundering and the financing of terrorism. A campaign devoted to these three modules was launched in December 2020. It will be followed by an additional campaign in February 2021.



> DECENTRALIZING AND STANDARDIZING THE COLLECTION OF INFORMATION

Starting in the third quarter of 2020, we have been using Office 365's collaborative tools, more specifically the "Teams" module, to ensure that the collection of information relating to data protection (GDPR) and the fight against corruption (Sapin II) is both decentralized and standardized, which enables us to have a clear, Group-level grasp of the information.



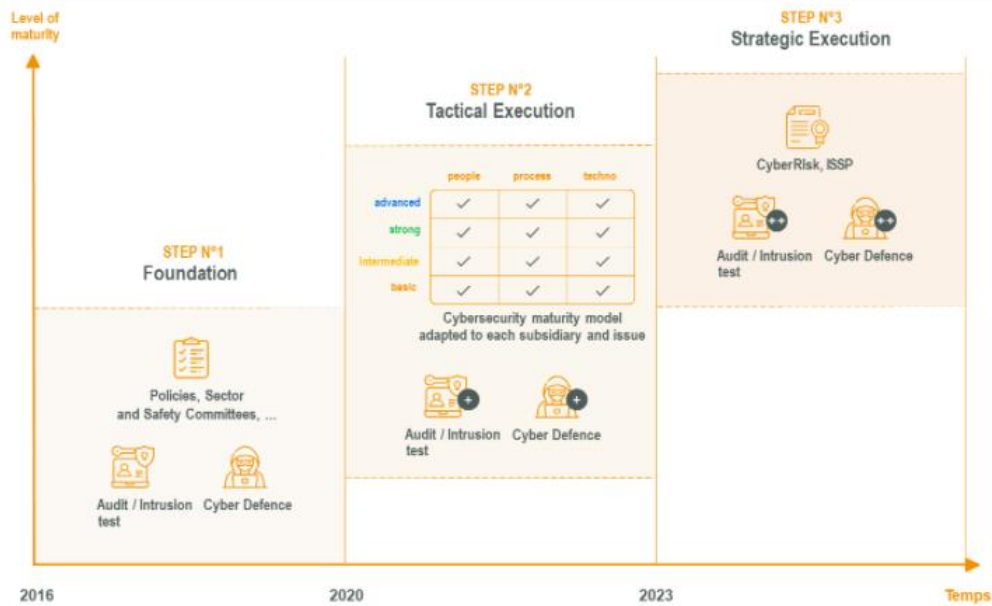
At the end of 2020, we provided employees with three mandatory statutory training modules: a module on the ethics guide, a module on the fight against corruption, and a module on the fight against money laundering and the financing of terrorism. Though it is complex, these training programs are crucial to all our entities, more specifically our Cooperative, which is an E-money Institution. We have designed them with our experts in these fields to make them simple, fun and aligned with our concerns. We are listening to our employees to take their feedback and improve these training programs, which are available on the Academy Up training online space.

Sabine BENOIT, Skills development Officer, Up Cooperative

A cybersecurity approach initiated on April 2016

The Group's approach to cybersecurity consists in moving from technical management to risk-based form of management, based on the ISO 27001 and ISO 27002 standards as well as the EBIOS methodology. It includes three steps: the foundational, tactical, and strategic steps. It is based on 3 pillars: organization, cyber defense, and technical controls.

The tactical phase was initiated in April 2019 and will last three to four years, according to our estimate. It will enable us to assess subsidiaries' maturity in terms of cybersecurity (people, process, technology) regarding their own risks and regarding Group goals.



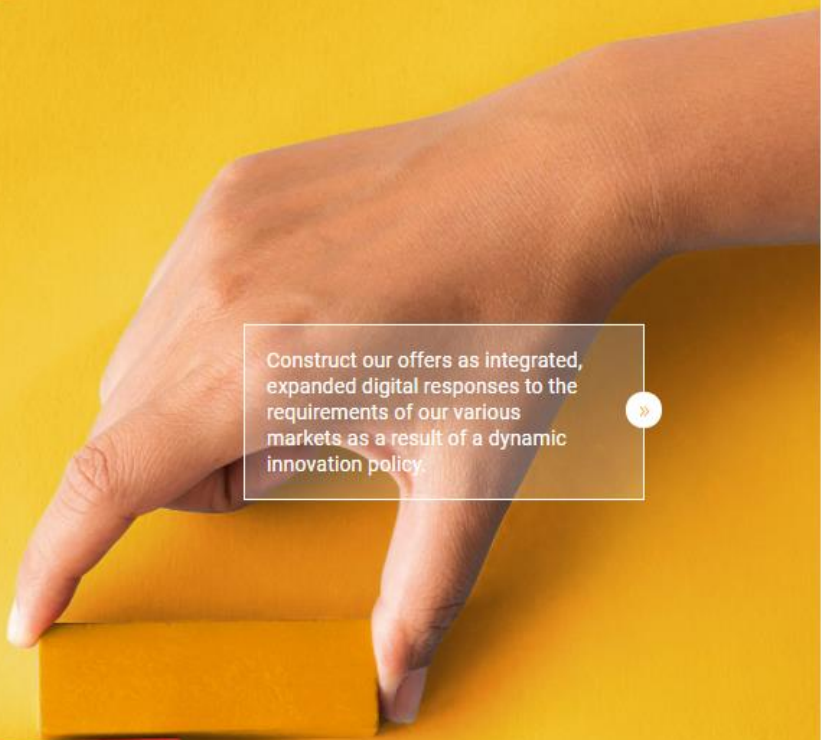
The number of regulations is increasing; so is their complexity. They draw up very strict rules which companies must comply with. Companies are also required to keep their parent company informed of their compliance with these rules. In 2020, the Group has drawn up 5 documents that list the compliance actions its subsidiaries are expected to take. These actions have to do with data protection, the fight against fraud, the fight against money laundering and the financing of terrorism, the fight against corruption and their compliance with competition laws. These measures facilitate both local compliance measures and the central monitoring of the Group's overall compliance with these regulations. Statutory training is organized locally by the subsidiaries.



By working on the 13 risks in collaboration with the Group's Compliance and Risk teams, we faced a number of challenges when it came to understanding and defining risks. First and foremost, controlling risks means implementing preventative solutions to avoid them from materializing. This requires time and discipline, as people are always tempted to overlook difficulties that are hardly perceptible, yet whose consequences can be very damaging. Therefore, the role of the compliance manager is key when it comes to guaranteeing appropriate risk management and ensuring that we comply with the regulations in place, since good risk management is part of our company's public image.

Marek MARSZALEK, General Director, Up Bonus, Polande

ECONOMY PROGRAMME



Construct our offers as integrated, expanded digital responses to the requirements of our various markets as a result of a dynamic innovation policy.



Leading the Group to transform its activities

CONTEXT

The Covid-19 pandemic, whose outcome is still uncertain, has led to contractions in most markets and will have lasting effects on productivity and work organization. Up group, its clients, affiliates and beneficiaries are directly affected by this crisis. We can only expect concrete results from our recovery policy if all our stakeholders are involved. In the aftermath of the crisis, it will be necessary to credibly reaffirm our desire to take sustainable measures and to make the necessary transformations to strengthen our strategy's long-term prospects. The collective coordination and international cooperation of our subsidiaries will be essential to our collective success.



POLICY

Up Group's policy regarding the resuming of activities serves as a guide for all managers and helps them improve the Group's ability to bounce back and to improve customer satisfaction while also seizing new business opportunities.

Given the context, in 2020 we were unable to finalize this policy; it is therefore still under construction and will be more resilient in the long term. This policy is based on a recovery plan launched in 2020 whose concrete goals reflect our sustainable intentions regarding this policy:

- > **accelerating the development of digital tools, of new offers and services :**
 - transforming digital platforms to offer a unique customer experience;
 - improving and digitizing the customer experiences ;
 - creating multi-platform payment solutions: PayByFace, X-pay solutions, cards, paper vouchers, etc;
- > **focusing on core business activities and creating new partnerships :**
 - sharing our expertise and co-constructing new projects with trusted partners;
 - increasing our market share on money having smart impact;
- > **controlling our costs to :**
 - maintain the Group's competitiveness ;
 - strengthen the resources required to pay for our various needs ;
 - limit risk exposure in Up group's emerging countries.

GOALS AND ACTION PLANS

*The action plans are tackled in the 2020 financial management report

Refocusing each sector on core business activities and on our customers

A policy of alliances and partnerships

Accelerating the digital transformation and preserving our offers' competitiveness

Refocusing the offer on our core business activities with a limited number of key, profitable and differentiating products and services

→ Relaunching the growth dynamic and mobilizing our employees to improve the services provided to customers while facilitating their autonomy

Providing more offers and services through collaborations and partnerships, particularly in the digital field

Increasing the impact of our activities in Europe

Responding to the sector's economic difficulties

Developing a plan to sell several subsidiaries in order to rebuild our cash flow and meet our cash requirements*

→ Repositioning our geographical development in Europe and developing a territorial and local/regional approach that is aligned with the nature of our offers and solutions*

Limiting exposure to economic, financial and currency risks linked to non-euro assets*

Ensuring the company's financial sustainability

Improve the Group's cash flow

Developing a plan to optimize our assets: improving the profitability of the revenue generated by our investments and optimizing opportunities for economic growth*

→ Developing a plan to rationalize investments, tools and processes in order to increase efficiency and to limit the use of external resources*

Develop a 22 million euros savings plan for the Group, including 15 million euros for the Cooperative and 7 million euros for the subsidiaries*

Develop a plan to adjust the capacity of buildings/headquarters in order to better respond to changes in the workplace while optimizing expenses

RESULT

With these solutions, Up group aims to support territories through local merchants and beneficiary employees in the very unstable context we have seen in 2020.

This year has indeed been marked by changes in work and consumption habits as and by uncertainties regarding purchasing power. The health measures have driven a strong dynamic of online purchases on specialized platforms as well as food deliveries.

In order to constantly innovate and meet the needs of the market and its customers, Up group continues to develop offers that are well-adapted to the current environment by investing in its expertise while adapting to new practices and technologies by creating partnerships.



of the new offers launched in 2020 are digital

The digital offers showcase our decision to digitize our offers while sharing and capitalizing on our expertise. This dynamic has been carried out in 2020 through the following subsidiaries (amongst others):

- **Up Monizze – Launch of the consumption “cheque” in Belgium**
The 300-euro consumer voucher financed by Belgian companies, which was initially announced in paper form and which aimed to support local businesses and to help people cope with the crisis, has become an e-money card launched by our subsidiary. Orders have reached to sever 23,000 beneficiaries. We are the only company in Belgium to offer this service in electronic form.
- **New gift cards in Greece (UpCadhoc) and in Spain (Up Regalo)**
This incentive and reward solution, which is aimed at employees and suppliers or customers, is contributing to build customer loyalty and already available in several countries, has now been launched in Greece and Spain as well.
- **Up Hellas and Up Servicii – Launch of the Sport Up Fit solution with QR Code in Greece and in Moldova**
This is an ecological sports solution. Our clients’ employees wave the QR code in front of the entrance on each visit to the gym.
- **Up Day, Up Romania and Up Multinet – new solidarity cards in Italy (Buoni Solidali), in Romania (Up Social) and in Turkey (Multigift)**
These solutions assist individuals or families in the need and improve their quality of life in alignment with the Group’s values. These cards are more flexible than food donations or social allowances and they guarantee that the funds allotted by public authorities will be used specifically for the targeted purposes, such as basic necessities, health or education.
- **Application and multi-product card in Belgium and in Italy**
A single mobile app interface and a single multi-product card which allow each client, financial backer, merchant and beneficiary to make easier the management of employee benefits offered by Up Monizze and Up Day (meals, gifts, social benefits, sports, culture, consumption, etc.). This has enabled these subsidiaries to grow despite the crisis.
- **Up Slovensko – Creation of a flexible benefits platform**
A new flexible benefits management platform (of the cafeteria type) is being added to meal solutions to meet the requirements specified by the Bratislava magistrát. This will allow employees to enjoy a pleasant lunch while contributing to the local economy.
- **Coopérative Up – New homepage UpCadhoc**
This new online ordering platform, which was launched in November 2020, helps our finance customers simplify their purchasing journey from order to delivery, and allows them to be self-sufficient from start to finish by accessing their transactions with Up.

The rise of Move Up Solutions



Building an ecosystem to facilitate and control the digital transformation and to make the launching of card products easier for the Group’s subsidiaries ;

- Alios, regulated cards (meal vouchers, debit cards...) and non regulated cards (private payment cards, loyalty cards, gift cards) manufacturer ;
- Aganea & Up, entities emitting currency ;
- Move Up, a platform for issuing and authorizing transactions.



The Electronic Money Institution (EMI) status allows Up to manage all types of voucher orders: special payment vouchers (products benefiting from tax and/or social security refunds) as well as electronic money (provision of funds on a card).

Whatever the securities, the flows presented do not change. Regarding the latter, the EMI status allows for greater security, given the monetary nature of the funds.

Expanding our acceptance network through the digitalization of vouchers

In order to adapt to new practices and to offer users a simple, robust and fluid experience, several subsidiaries have joined or have accelerated the digitalization process that was launched several years ago. One of the main areas of development has been to extend the beneficiaries' payment options. This has resulted in the expansion of their offers, which now include mobile payment and wallet functions as well as card acceptance on delivery platforms :

- **Delivery platforms** : Up Spain and Up Portugal - Deliveroo, JustEat et Glovo
- **Google Pay Solution** : Up Hellas (scheduled in 2021 for Up Portugal and Up Romania)
- **Up Mobil** : Up Romania and Up Servicii
- Up Česká republika and **X-pay and click&collect**
- Up Brazil and the **Lagoa and Live Up platforms**

In addition, Up Cooperative now offers two new cards with new features :

- the UpDéjeuner hybrid card, accepted by all affiliate partners ;
- 4C Mastercard card registered in the Up application and compatible with :
 - ApplePay and Google Pay solutions ;
 - Deliveroo, Domino's Pizza, Pizza Hut, Dejbox, Class'croute, Nestor, Frichti.

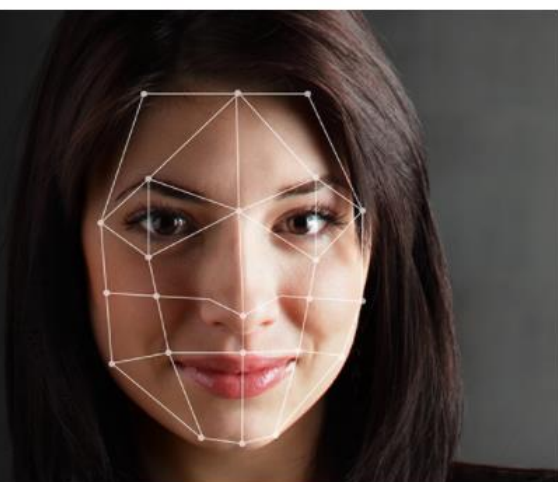
Partnerships allow us to extend the acceptance of our solutions among merchants and in consumer habits.

Partnerships allow us to extend the acceptance of our solutions among merchants and in consumer habits.

Romania – PayByFace : an innovation, first company to use this solution

Facial recognition payment technology, which has been available in China since 2019, is now rolling out in Europe in the retail sector. Up Romania offers a new contactless payment method to its beneficiaries using their biometric information, in partnership with Romanian fintech PayByFace.

This new technology, which is currently being launched by affiliated merchants in Bucharest, allows Up to take another step forward in terms of digitalization, to offer new services for merchants and to simplify their customer experience.



Developing our partnerships

This has been a very strange and challenging year. Our responsiveness and capacity for innovation have been central to our recovery plan with our new partners, which aims to provide our stakeholders with specific solutions that were well-adapted to this unprecedented situation.

Our prepaid and dematerialized products, which are available across many countries, illustrate our approach to improving the quality of life of beneficiaries and to supporting local merchant affiliates.

Up Sí Vale – 6 partnerships in Mexico for a more diverse range of products :

- paycheck advance ;
- credit to SMBs ;
- Midiconline, online teleconsultation platform (please see "Societal" section)
- various individual insurance policies: funeral, home, windshield coverage.

Up Spain – Up Teletrabajo platform

A remote working platform released after the Covid-19 crisis arose, allowing companies to participate in the payment of expenses linked to remote work by enabling remote access to high-tech products, office equipment...

Up Slovensko – Shell fuel card

This payment solution – which includes mobile payment – is accepted among a wide network of petrol stations and is an efficient way to control fuel payments for a fleet.

Up Portugal –digitalization of menus

A menu digitization solution for restaurants that uses QR codes to ensure that customers and employees do not manipulate cards. It also provides direct links to the websites and social media of affiliated restaurants.

WITH A
PARTNERSHIP



One in four offers is
built in partnership

Improving our services to companies and affiliated clients

The Group is committed to continuously improving in two main areas for the benefit of our clients and merchants: on the one hand, optimizing and simplifying business relations and, on the other hand, making our information and solutions more secure.

The measures we have implemented are designed to create a secure, user-friendly and customer-centered ecosystem.

Alios (France) – PCI CP certification (Payment Card Industry Card Production)

Alios has taken the PCI-CP compliance audit in order to be part of the regulated card market and to become the producer and personalizer of its parent company's cards.

After this audit, Alios will be able to produce Mastercard-approved cards, for instance.

CEV (France) – 2 digital "Up Pulse" platforms to encourage our clients' teams

The first assistance platform assesses and enhances the HR commitment of employees by providing modules such as volunteer forms and games: a photo contest, a quiz, a survey, scratch cards, a memory game, a puzzle, a blind test, a mastermind game.

The second one aims to reinforce team cohesion by building team dynamics around a sporting event. Teams can partake in challenges, follow their results and convert their gift points in our online store.

Up Cooperative (France) – simplified customer relationships

The Up Cooperative is focusing on improving its services to customers and is re-centralizing its multi-product commercial management through single representatives and commercial managers. This will allow users to quickly find their whole folder as well as their history.

New web portals for funders and merchants

In France, the Up Cooperative now offers new online spaces :

- a merchant platform (moncommerce.up.coop) for our merchant customers, aiming to facilitate the centralized management of their activities with Up;
- the UpDéjeuner financial backers dedicated platform, aiming to simplify the purchasing process, from order to delivery, and to allow them to be self-sufficient from start to finish by visualizing their transactions with Up.
- In the Eurasia zone, online platforms have been developed for backers and beneficiaries, offering an optimal reading and navigation experience regardless of the connection medium.

Several of the Group's companies have launched relocation projects in alignment with the steps already taken by Up Spain and Up Portugal in 2019.

This plan aims to adjust the capacity of buildings/head offices in response to the changes that are occurring in the workplace while optimizing costs. It has been adopted by both the parent company and the international subsidiaries.

- Up Brazil relocated to new offices that offer a number of flexible/free workstations for the management of partial remote work – from 1,750 to 1,100 m²; annual costs decreased by 51% ;
- Up Multinet relocated in December 2020 - from 4,350 to 2,100 m²; annual costs decreased by 64% ;
- Up Si Vale terminated one of the leases on its Mexico City premises in order to adjust its needs to the new remote work policy, reducing the leased area from almost 3,460 to 1,790m² and decreasing its expenses by 34% ;
- Up Cooperative signed the lease on the Up Garden building which is under construction and offers more suitable premises, including collaborative work spaces (decreasing the surface area by half, i.e. 15,000 m²) and which will allow us to save approximately 66% of the annual cost.



For stakeholders – Summary of the action plans and results covered in the 2020 Group Financial Management Report

In order to find new ways to grow, Up group has been investing in the acquisition of subsidiaries for several years. In so doing, we have invested in recruitment, research and development and in several dematerialized solutions. Our revenue's natural growth, which results from external growth, has not resulted in equivalent growth in terms of profitability. The investments and fixed costs generate proportionally low takings and penalize profitability, especially in times of crisis.



HIGHLIGHT

> GREECE TRAVEL VOUCHERS

The Greece travel vouchers are part of our core business activity: they are targeted products meant for specific beneficiaries. A study and a joint project in partnership with Up Romania and the Bucharest Academy of Economic Studies were shared with subsidiaries in the region. They highlight the vouchers' potential for the tourism economy in Moldova, Greece and Bulgaria. The bill, which was supported by Up Hellas in collaboration with the Greek hotel association, was passed by the Greek Parliament in late July 2020 and will pay off in 2021.



> RENEWAL OF THE BRADESCO INVITATION TO TENDER IN BRAZIL

Up Brazil helps major banks in Brazil manage their "non-bank correspondent" program. In the face of the closure of bank branches, an outlet can become a local banking solution. As part of its efforts to promote banking inclusion, Bradesco Bank's invitation to tender, which was won in July 2020, will help increase the number of outlets that are to be managed from 3,500 to over 7,000 throughout 2021.

Tarjeta Digital Oficina en Casa



Continúa con el crecimiento de tu empresa a la distancia con Tarjeta Digital Oficina en Casa y sigue cubriendo los servicios que requiere tu equipo para realizar su trabajo.

Up sí vale
El poder de crecer

> CREATION OF A FINTECH IN MEXICO

Because the products "Up Sí Vale Incentive Card", "Oficina en Casa" and "Regalo" fall within the scope of fintech laws, Up Sí Vale chose to create a fintech to carry out its operations and sales and to create new products that fall within the scope of fintech laws. For example, "Remesas" enables beneficiaries to transfer money from one country to another and from one beneficiary to another.

Legislation changes regarding special vouchers in France

In the context of the country's post-lockdown recovery, the French government decided to relax the conditions that restrict the use of meal vouchers, increasing the daily limit from 19 euros to 38 euros including on Sundays and during public holidays for the exclusive benefit of restaurant owners. This measure supports both the restaurant sector and the employees who benefit from it.

The Minister of Economy and Finance announced new measures on December 8, 2020 to support local purchases, local businesses and to help territories by :

- Extending the meal voucher ceiling to 38 euros until September 1st, 2021 ;
- Extending the validity of the 2020 vouchers over the same period ;
- Extending the ceiling for the refund of social security contributions for gift certificates ranging from 171 euros to 342.80 euros and which are valid until December 30, 2020.

These measures illustrate the Group's ability to work with our stakeholders and to influence the decisions of public authorities.



**SOCIAL
PROGRAMME**



Attract and develop the loyalty of competent staff, motivated by our corporate development plan, with the support of strong employer branding. »

Supporting employees in the transformation of the Group and its jobs

CONTEXT

In 2020, the health crisis affected all the countries in which Up group operates. We faced an unprecedented situation which we could not have anticipated. The Group had to adjust to the situation in real-time and to implement the best possible measures.

In addition to its effects on public health, the crisis has had an important economic and social impact, particularly regarding work organization and work relations. We had to respond appropriately to ensure business continuity and to ensure the protection and well-being of employees.

This has led to changes in our HR policy to face the short and medium-term effects of the crisis. However, we have stayed on track when it came to implementing HR projects to continue transforming the Group and its jobs in order for them to be more aligned with the challenges we face. We hope that 2021 will allow us to have a more stable HR policy and goals for the years to come.

POLICY



In 2020, the HR Department decided to combine the two orientations relating to employee retention and attractiveness. This unique orientation, which was supported by an employer brand, invites each employee to turn his or her skills into strengths in order to promote simpler living and a fairer society.

Social response to the health and economic crisis

→ Managing national lockdowns and coping with economic difficulties by rationalizing service costs and securing the expertise that is required for business continuity and which had to be put to use. These moves were accompanied by communication measures designed to combine the management of the crisis, the support of employees and the continued development of employee and manager skills.

Promoting the quality of life at work (QWL)

→ In a context of reduced activity due to the public health crisis, QWL featured heavily in discussions on social issues. Support and communication measures were implemented as part of the crisis management process, while the internal mobility policy and the overhaul of the Car Policy were maintained.

Fighting against discrimination and sexual harassment

→ Carrying on with the fight against discrimination, sexism and sexual harassment and promoting diversity by ensuring the continued employment of people with disabilities. Raising awareness and promoting openness/acceptance by participating in and/or creating events such as International Women's Day or the European Disability Employment Week (EDEW).

Carrying on with the digital transformation

→ In order to support the digital transformation of our activities and to maintain the passing down of expertise, we worked on shared skills via the Group's Talent Management solution in order to ensure that employees were equipped with new skills to adjust to the Group's transformation. The digitization of HR offers was showcased by the launch of projects such as Academy Up, the production and distribution of the Group's HR indicators, and the validation of the resumption of the Human Resources Information System (HRIS) project. In 2020, the circumstances largely contributed to our increased use of communication networks to maintain social cohesion and the continuation of our activities.

Fostering a shared culture



In order to ensure that employees were committed to the challenges faced by the Group, we have prioritized international measures such as shared skills, the running and support of the managerial community, and advertising our HR brand We Are Up Makers, all of which was meant to improve anticipation and to capitalize on in-house human resources and to limit the risk of talent retention.



In the context of the public health and economic crisis, the Human Resources and Employee Commitment Department reiterates its commitment to supporting and accompanying Up Group employees.

In 2020, we decided on five goals in alignment with the context and with our commitment to employees.

We live in an increasingly connected and digitalized world which is bringing new orientations to our businesses. This is a good thing and we must act in accordance with these changes in our organizations while taking our social responsibility as a member of the Social and Solidarity Economy into consideration.

Audrey RICHARD, Director of Human Resources and Employee Commitment, Up group

GOALS AND ACTION PLANS

The 5 major goals developed by the Human Resources and Employee Commitment Department deal with an unprecedented context while focusing on the continuation of its commitments, its intrinsic missions, the transformation of the Group and business support.

Social response to the health and economic crisis

- Researching and develop national funding mechanisms to support businesses.
- Implementing educational business communication with regards to the public health crisis and regarding the rules implemented in each of the Group's companies in order to maintain social cohesion between employees.
- Organizing work by taking our internal mobility issues and the management of remote work into account.
- Changing our training offers in response to the need for remote management and to help employees adjust to remote work while continuing to develop employees' skills to ensure business continuity.

Promoting quality of life at work (QWL)

- Implementing QWL measures to reduce the impact of lockdowns and the difficulties caused by self-isolation.
- Remaining vigilant regarding the quality of life of employees in their professional and personal environments.
- Offer mobility policies that are well-suited to the Group's needs.

Fighting against discrimination and sexual harassment

- Making employees aware of the principles of professional equity between men and women and women's place in the civil Society.
- Fighting against sexism and sexual harassment.
- Raising people's awareness of the measures that promote the employment of vulnerable people (people with disabilities, elderly people, long-term job seekers).

Carrying on with the digital transformation

- Expanding our international training offer by creating and launching the Corporate Academy Up university project to pass on fundamental knowledge and to provide the Group with the appropriate business skills.
- Implementing monthly/quarterly monitoring of the Group's human resources indicators through the Metrio platform.
- Digital Work Place: increasing the use of digital sharing tools (videoconferencing, document sharing).
- Postponing, adjusting and recalibrating the HRIS project in hopes that it will be deployed in January 2022.

Fostering a shared culture

- Developing a human resources brand specific to the Group, We Are Up Makers, to reaffirm employees' commitment and to foster a sense of belonging at work.
- Developing shared skills worldwide.
- Implementing talent reviews with regards to the Executive Committee and top management in the Group's five zones.
- Implementing succession planning for the Executive Committee and top management in the Group's five zones.

Social response to the health and economic crisis

7 countries have implemented national funding and/or short-time working schemes :

- France
- Belgique, Up Monizze ;
- Brazil, Up Brasil ;
- Spain, Up Spain ;
- Italy, Up Day ;
- Czech Republic, Up Česká republika ;
- Turkey, Up Multinet.

In Mexico, Up Sí Vale implemented a « Flex day » policy every Friday.

The training offer has been adjusted to the demands of social distancing through webinar formats in all countries, either live or on a learning management system (LMS) platform.

- In the Czech Republic and in Turkey, an online selling training program was implemented to promote continued interactions with customers and to stay focused on important elements and on the use of technological devices.
- In Turkey, 100% of the HR process (including recruitment and onboarding) was digitalized.
- In Belgium, an LMS and a training catalog revolving around soft and hard skills were developed in French, English and Dutch.
- In Italy, in-house courses on project management and time management were developed.

Promoting the quality of life at work (QWL)

Implementing QWL measures to overcome the isolation problems that were caused by the successive lockdowns:

- in France, weekly yoga, physical fitness and sophrology sessions were organized: 43 sessions were scheduled which welcomed 329 participants from May to December;
- in Belgium and in France, a social assistance policy and a hotline were set up for employees;
- in Turkey, a series of weekly health tips (diet, mental health, physical health...) was offered in addition to Mindfulness training programs for stress management. Moreover, pilates classes were available on Instagram starting in March until late June; ;
- in the Czech Republic, webinars were offered on the topic "How to stay resilient";
- in Brazil, videoconferences were conducted in partnership with health professionals on mental health, family health and long-term care during Covid.

Actions were taken to improve the quality of life of employees in their professional and personal environment:

- in Belgium, Brazil, France and Mexico, tools and office equipment were provided;
- in France, Poland and Turkey, a study of employees' feelings was conducted via phone calls and online surveys to improve HR support;
- in Brazil, periodic visits to employees living in depressed areas to promote good working conditions (workplace, equipment, etc.).

Fighting against discrimination, sexism and sexual harassment

- The Group's employees participated in International Women's Rights Day: 613 participants in 10 countries, over 200 photos for the "International Women's Day" photo challenge.
- 100% of employees in France have received the "United against sexism and sexual harassment" guidebook. 140 of them were trained on the subject by the Egaé consulting firm.
- A disability agreement was signed in France and approved by DIRECCTE.
- 100% of employees in France received the guidebook relating to the Disability Agreement during European Disability Employment Week.

Carrying on with the digital transformation

- The first batch of the Academy Up corporate university was developed in 15 countries and in 2 languages (French and English) around 3 themes: onboarding, statutory training and management.
- Active use of Microsoft Office tools in a context that favors remote work: management meetings open to employees in all countries, webinars, HR document sharing platform, etc.
- Quarterly production of the 5 HR management KPIs for Up group using the Metrio solution.

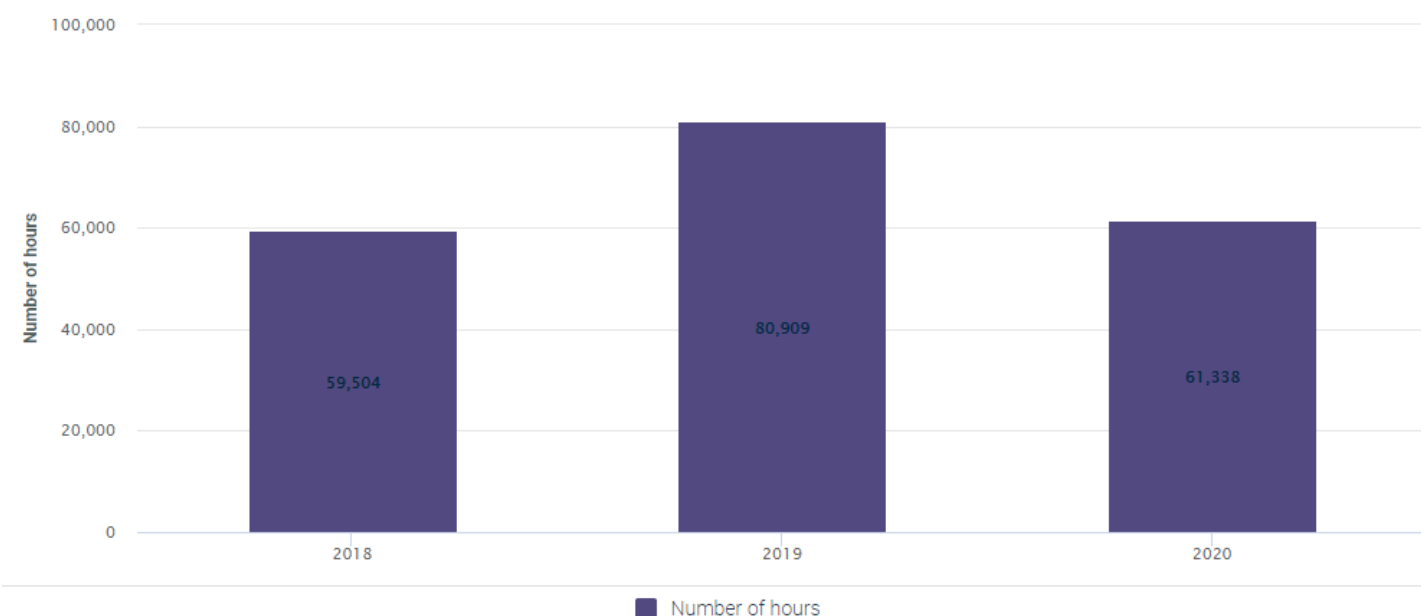
Fostering a shared culture

- The slogan and communication plan of the We Are Up Makers Group employer brand were shared to international HR managers.
- Quarterly HR talks with international HR managers to better face the public health crisis by exchanging information on the Group's HR policies.
- Implementation of shared skills in HR tools: annual interviews, training offer and recruitment guidebook shared with countries during HR talks and on the HR homepage.
- 92 employees were included in the talent reviews in the Group's five zones.
- 13 general management/manager meetings within the Coopérative Up.
- A seminar for the Group's management which brought together the Board of Directors and the General Managers of each country: videoconference sessions during three half-days on September 22, 23 and 24.

✓ In 2020, 25% of the Group's 537 managers, 43% of whom are women, were trained in management.



Number of training hours



Staff per contract

		Permanent contracts		Short-time contracts (including part-time)		Corporate Officer		TOTAL Number
		Number	%	Number	%	Number	%	
GROUP	2018	3,379	94.04%	214	5.96%	-	-	3,593
	2019	3,560	94.91%	190	5.07%	1	0.03%	3,751
	2020	3,380	95.45%	160	4.52%	1	0.03%	3,541

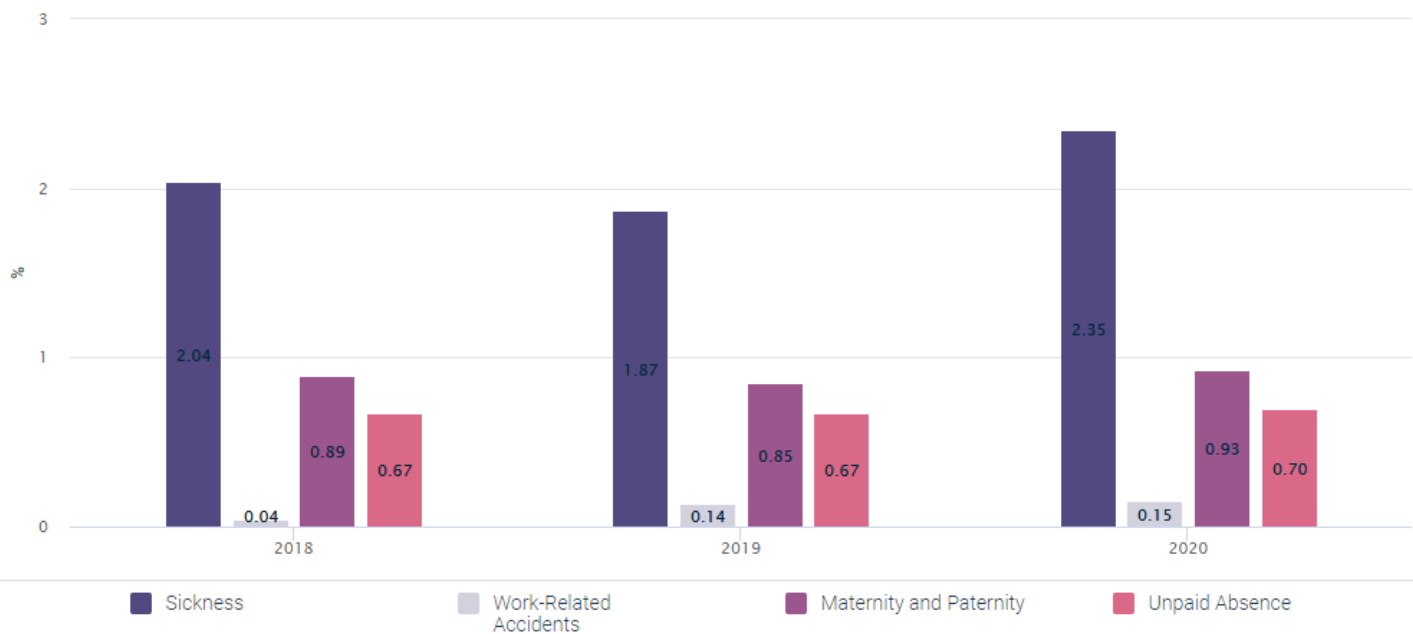
Average seniority (2020)



Turnover rate

	2018	2019		2020	
	Turnover rate	Turnover rate	Trend	Turnover rate	Trend
GROUP	19.98%	17.88%	-10.51%	15.71%	-12.13%

Level of absenteeism



HIGHLIGHTS

> SUPPORT DURING THE CRISIS

Up group has developed occupational health and safety measures for its employees in terms of risk prevention (masks, hydroalcoholic gel, posters, barrier gestures, etc.) associated with reinforced information meetings via digital tools (Office 365) in order to maintain social cohesion and to enable the continuation of remote working activities.

> MAINTAINING GOOD QUALITY OF LIFE WHILE WORKING FROM HOME

We raised awareness about the need for physical activity at home and provided psychological support (through videoconferences/a helpline) to support the Group's employees. The HR teams also maintained social cohesion with employees (through telephone calls/visits). Equipment was loaned to employees for remote work. These organizational changes have allowed discussions and negotiations on remote work to be carried out.

> GENDER EQUALITY INDEX

Gender equality in the workplace, which was declared a major national concern in France, requires everyone to mobilize. The Act on the freedom to choose one's professional future should enable companies to evaluate the results of the policies that have been implemented, with the help of the Gender Equality Index which is calculated according to five indicators.

In 2020, three of the Group's entities which were under this obligation got the following results:

- Cooperative Up : 86/100
- Cityzen : 87/100
- Kalidea : 94/100.



I am very impressed by the teams' innovative spirit and sense of responsibility while dealing with the Covid-19 crisis. Remote work is very well-organized, as are people working in sales, and people have mobilized and adjusted to make sure the business ran smoothly.

Bertrand LEGER, Director North-Western Europe, Up Group



> TOWARDS MEASURABLE EQUALITY BETWEEN WOMEN AND MEN

Emphasis was laid on gender equality in order to raise awareness, in particular by training the Executive Committee and the French Management Committee on sexist and sexual harassment. International Women's Rights Day was used to raise awareness on this issue among Group employees, and French employees received a guide entitled "United against sexist and sexual harassment".



> TALENTSOFT PRICE FOR THE COOPÉRATIVE UP!

Talentsoft, an international company and European leader that offers global digitalized human resources management solution awarded its prize to Up in the "Project Leader" category in November. This award recognizes projects that aim to improve the experience of trainees, candidates or employees. Up was rewarded for its policy and annual evaluation/interview campaigns.

> 5 UP GROUP HR KPIS

In 2020 the Group's reporting tool Metrio was updated on a quarterly basis to produce the five human resources indicators defined in the 2019 KPI roadmap. As a result, indicators relating to headcount, absenteeism, turnover, training hours and employees trained are now available.



The sessions that were organized by Up group to raise managers' awareness have been a decisive factor in helping people learn how to react when facing sexist or sexual violence in the workplace. The exchanges were rich and the feedback very positive.

Caroline DE HAAS, Associate Director of the Egaé Group

Maintaining labor relations and reinforcing European relations

In and out of France, the health and economic crisis has been a new challenge when it came to maintaining social discussions with elected representatives and trade union organizations.

In France, meetings were held remotely, both to discuss the health context and to continue monitoring and developing the collective agreements implemented within the Cooperative or the Group's French companies. Internationally, the fortnightly meetings with the HR directors of the Group's subsidiaries in English and French are important opportunities to discuss local HR policies. These exchanges are particularly useful when preparing for future discussions with the members of the European Works Council (EWC), the Group's European social dialogue body. During the four EWC meetings, which include several exceptional ones during the first 2020 lockdown, it showcased its usefulness in terms of information and prevention and its ability to renegotiate its conditions to improve optimization and savings.

List of agreements:

Up Cooperative area:

- Remote work agreement
- Union security agreement
- Profit sharing agreement
- Working time agreements (working hours, on-call duty, modulation, leave)
- Agreement on professional equality and quality of life at work
- Agreement on fixed-term contracts with defined goals
- Agreement on mandatory annual consultation (MAC)

France area :

- Job grading agreements and salary scale
- Group agreement for disabled employees
- Agreement on Inter-Corporate Social and Cultural Activities (CASCIE)
- Group Agreement on Combating Discrimination and promoting Diversity

International area* :

- Collective agreement on the establishment of the European Works Council

* This area only takes into account the collective agreements that involve several of the Group's legal entities in several countries. The collective agreements of each of the Group's entities, managed by local HR teams, are not mentioned.



A photograph of two hands, one slightly above the other, cupping a small, bright red heart. The hands are positioned in the upper left quadrant of the page. The background is a solid, vibrant blue.

SOCIETAL PROGRAMME

Lead the sponsorship policy and mobilise adequate human and financial resources. »

Prove our difference through a Groupwide responsible purchasing policy. »

Empowering people to act together

and strengthening the bonds between our territories

CONTEXT

Since 2017, Up Group's philanthropy policy illustrates and embodies the "power to act together" by which Up group affirms its commitment to serve the general interest and its resolve to contribute to improving daily life for the greatest number, with the goal of social progress and local impact.

A source of enhancement for the Group's identity, having no commercial aim, its philanthropy efforts complement its societal activity (sponsoring, emergency aid and partnerships in connection with the general interest) that directly contribute to its economic development and its notoriety.



POLICY

The power to act is the bond that resembles us, brings us together, and unites us deeply with society.

Up group's philanthropy policy contributes to creating social bonds to combat the exclusion of "invisible" people (people on the margins of society, who are isolated or dependent).

It aims to give them access to what is essential in order to flourish freely in society, by supporting longer-term projects (minimum 3 years), in 4 main areas of action:

Food

→ promote production, sharing and social bonding;

Housing

→ promote accessibility, autonomy and social cohesion;

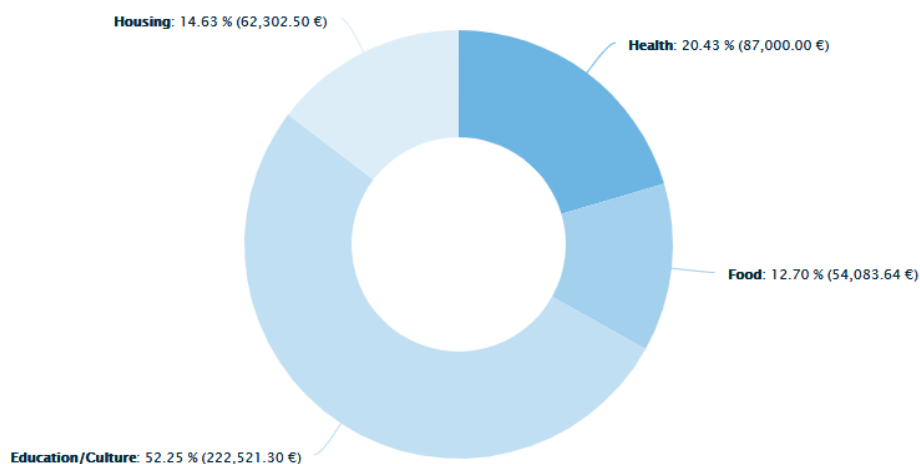
Health

→ facilitate daily life for patients, their loved ones and health professionals;

Education and culture

→ promote the understanding of the world, free access to culture and progressing together.

IMPULSE philanthropy programme breakdown by field of action (2020)



GOALS AND ACTION PLAN

Spinning off Up group's philanthropy in its territories

→ Support provided to the subsidiaries enabled the development of a philanthropic commitment specific to each, through financial assistance and volunteerism. Two projects in Brazil (with the Amigos do Bem association) and in Tunisia (with the Regional Sousse Observatory which fights against illiteracy) were carried out in 2020.

Facilitating meeting with project owners, in the subsidiaries, in order to monitor, enhance and evaluate project impact

→ Alongside all project leaders, Up group participates in their events and, when possible, develops societal actions. Up group encourages meetings between the players in a given territory around the same themes or identifies interesting cross-fertilizations, mainly in France. The Foundation's website and its social media also allow us to promote each supported project and to relay our partners' news. Lastly, after 2 years of providing support and evaluating projects, the Up Foundation has established an evaluation methodology. This methodology enables the compilation of social impact data and improved visualization of the project's evolution and results. The conclusions of this development make it possible to determine whether the project should be renewed or not.

Engage employees in the service of territories and the general interest

→ In addition to financial assistance, Up group offers a variety of opportunities and engagement schemes. They give meaning to work and share the values of the company based on solidarity. One of the aims is to increase the number of engaged employees. However, due to the 2020 health epidemic context, we had to work with the organizations to find new formats for compatible remote engagement. 21 people per action in 2020 expressed their commitment through new digital and sometimes face-to-face uses.

FOCUS

FORMS OF SOLIDARITY WITHIN UP GROUP

IMPULSE PHILANTHROPY

Restoring the power to act to those who are invisible. Minimum 3-year commitment, without any commercial intent or consideration, to support actions in 4 areas: food, housing, health, education/culture.

NON-IMPULSE PHILANTHROPY

Specific grant provided without anything required in return, to organizations of general interest for issues such as emergencies, climate events, support to a specific population or cause...

SOCIETAL ACTIONS

Partnerships, philanthropy actions agreed between Up group and actors working in the field of solidarity (associations, foundations...) seeking a direct return on the action carried out (image, notoriety, commercial interest, for example).

RESULTS AND KPI

THE 2020 COMMITMENT: AN INNOVATIVE YEAR OF SOLIDARITY IN AN EXCEPTIONAL CONTEXT

Two new sponsorship projects have been launched in 2020, enabling the Impulse program to continue its progress in the territories: in Brazil and in Tunisia. In 2020, the entire planned endowment of 1,250,000 euros has already been invested in projects, as part of the three-year support plan.

> Since 2017

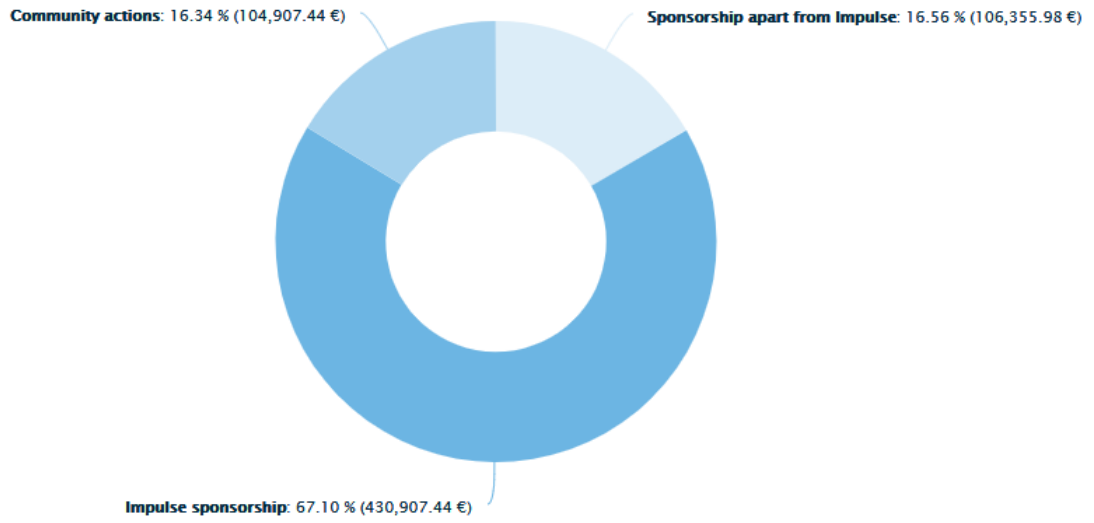
12 have become involved: Belgium, Brazil, Bulgaria, Spain, France, Italy, Mexico, Romania, Slovakia, Czech Republic, Tunisia, Turkey.

> 2022

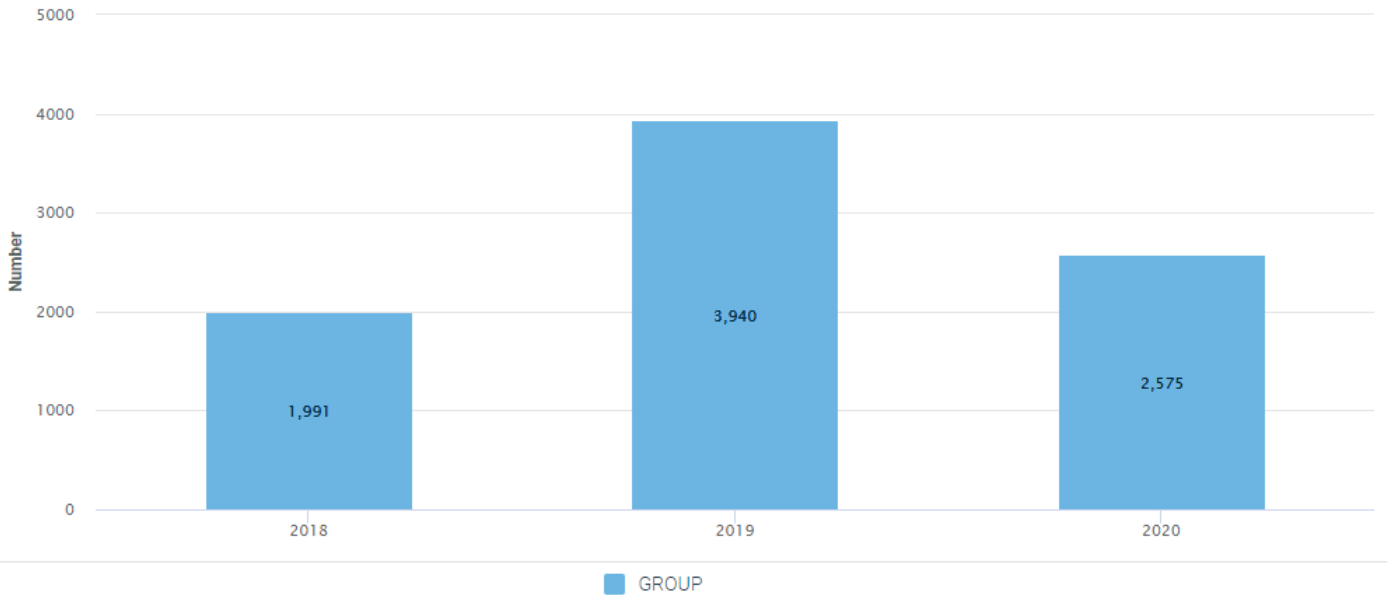
More than 53,000 people are expected to regain the power to act through Up group's Impulse philanthropy program, which began in 2017.



Breakdown of grants awarded by action area (2020)



Cumulative number of employees hired per year



HIGHLIGHTS

> SOLIDARITY ACTIONS

An essential commitment factor

Promoting our employees' commitment in ways that move beyond financial aid illustrates how many opportunities for commitment are offered by public sector organizations across territories. In France, after the health crisis put a stop to the social actions offered to employees via the commitment platform, the solidarity month in December made it possible to restore measures such as the rounding off of salaries, online donations, food collections or awareness webinars (La Tablée des chefs, Les Banques alimentaires, Possible) on how to support young people in custody, at the end of which employees undertook to partake in solidarity missions. These initiatives have led to the emergence of a patronage of skills, committed volunteers or specific actions with partner organizations (La Tablée des chefs, Solidarité Sida, Chemins d'enfance, Possible).



> THE THREE-YEAR MULTI-YEAR PLAN

In 2020, 53 public interest projects were supported through Impulse sponsorship in 12 Group countries, amounting to 430,907 euros (down 10% on 2019).

290,968 euros were allotted exclusively by the Up Corporate Foundation during its third year. This concerns 31 projects.

> A FIRST ROUND OF PROJECT EVALUATION

Of the 23 projects that were due to undergo a first round of evaluation, three asked for a postponement due to the difficult context of the year 2020, which saw an unprecedented rise in poverty that directly affected both beneficiaries and volunteers. However, the structures that were monitored have emphasized the extent to which the Up Foundation's method and support over the long term have enabled them to find perspective and to improve the development of their projects. 11 videos made their testimonies public. The Board of Directors of Up Foundation has reiterated its confidence in the structures and project leaders thanks to the fourth year of funding in line with the agreements initially signed in 2017/2018.

> INCREASING THE VISIBILITY OF OUR PARTNERS' ACTIONS

Because the number of people living in poverty has increased considerably due to the crisis, Up France wanted to extend the Up Foundation's support of its partners by offering visibility and awareness via inserts in our socially-oriented vouchers. The beneficiaries of our solutions were informed of 6 organizations' actions (La Tablée des chefs, Solidarité laïque, La Cloche, Audition Solidarité, Fondation des femmes, Emmaüs Solidarité, Bibliothèques sans Frontières).



SALARY ROUNDING IS EXPANDING WITHIN UP GROUP

In 2020, four subsidiaries of Up group - Spain, France, Italy and the Czech Republic - have been proposing salary rounding to their employees, i.e. 15% of all employees.



Subsidiaries	Amount collected in Euros €	Number of employee donors	Number of beneficiary entities
Cooperative Up	12 565,79€	395	4
Up Ceska Republika	1 239,00€	15	1
Up Spain	1 797,40€	60	4
Up Day	1 439,08€	89	2
Total	17 041,27€	559	11

COMBATING FOOD INSECURITY

Up group philanthropy contributes to the fight against food insecurity, as shown by the 4 collective projects that have received the support of the Up Foundation and of other subsidiaries of the Group since 2018:

- Les Colverts in France (project supported by Cityzen);
- Les Anges Gardins in France (project supported by the Up Foundation);
- La Tablée des chefs in France (project supported by the Up Foundation and Cityzen);
- Nutre a un niño in Mexico (project supported by the Up Foundation and Up Si Vale).

In addition to fighting against food insecurity, these socially innovative projects also contribute to increasing the visibility of more responsible food models that promote people's autonomy and which combat food waste. These projects are mainly local and are committed to environmental, social, cultural and educational challenges.

The actors in the supported entities consider that striving for multiple goals is key to their success. They promote a qualitative project based on the idea that the support provided in the field of nutrition must be dignified, useful and sustainable rather than quantitative and short-term-oriented.

For example, in December, the "Les grandes toques" event organized by La Tablée des chefs made it possible to cook and then distribute more than 25,000 meals to people in need. La Tablée des chefs has resumed its activities in colleges and in several children's foster homes, in compliance with preventive health measures.



Audition Solidarité has risen to the challenge posed by swarming by creating the 'rendez-vous solidaires' to increase the impact of its humanitarian missions to help those in need in various territories. This new, promising concept has already brought together 98 hearing centers that welcome people in need. This is a local service which was made possible by the commitment of the community of hearing aid practitioners.

Odile PETIT, co-founder of the Audition Solidarité association



Both the 'Un toit partagé' and the 'Un toit parmi les âges' projects encourage young and elderly people to re-discover the importance of social cohesion when it comes to housing and loneliness. Its social innovation and its solidarity network in the Hauts-de-France region have enabled the organization to increase the visibility of people and actions that contribute to creating social cohesion.

Anne-Sophie LAPALUS, Director of the Générations et Cultures association

Co-building with our suppliers and partners

CONTEXT



In order to achieve long-term success, it is important to control the risks that can negatively impact the smooth running of the business. The Group's risk management policy aims to secure all its processes, including the purchasing process. The Responsible Purchasing Policy draws up the regulatory framework that applies to the purchasing process.

For Up, being a committed economic player that stands out means buying differently. In order to implement a purchasing policy that is coherent with its strategy and to build lasting relationships with its suppliers, Up has drafted a Responsible Purchasing Charter.

Beyond the so-called "standard" criteria (quality, costs, deadlines), responsible purchasing is both a social issue and an environmental issue that affects every step of the purchasing process, especially when choosing suppliers, products and services.

This approach is based on implementing relationships and cooperation with suppliers, to achieve bilateral control of sustainable development issues.

POLICY

The Responsible Purchasing Charter, which was published in 2015, was developed by a work group that included employees whose positions were not necessarily purchasing-related. It provides guidelines for maintaining long-term relationships with Up's suppliers.

A Responsible Purchasing Policy was drafted in 2018, placing the Charter and the approach in a regulatory and normative context that has changed significantly over the past 4 years (Duty of Care, Sapin II and ISO 20400). This policy reflects Up's resolve to govern its purchasing practices in accordance with the principles of the United Nations Global Compact, as well as local legislation and standards in force in the Group's countries of operation.

This document draws up the Group's commitment to social issues, defines its principles and offers key steps to a responsible approach and to building lasting relationships with its suppliers that are based on trust, cooperation, co-construction and mutual respect within the framework of proximity and value creation.

It is intended for all employees, particularly decision-makers, buyers and prescribers, and is available to all.

Since 2020, the responsible purchasing policy comes with educational methods that make it more operational, that improve skill levels and that ensure that the Group's entities can gradually become comfortable with this question.

GOALS AND ACTION PLANS

Standing out by purchasing differently



Incorporating "responsible" criteria i.e. linked to Corporate Social Responsibility (CSR) in addition to "standard" criteria (quality, costs, deadlines, etc.) in all stages of the purchasing process, particularly when choosing products or services and suppliers.

Encouraging subsidiaries to have at least one CSR criterion in the selection of their suppliers.

Reducing the negative impact of activities.

Building services in collaboration with our suppliers



Making sustainability a top priority when it comes to our relationships with suppliers and partners.

Creating a win-win relationship with shared value.

Offering innovative products and services.

Developing cross-disciplinary CSR projects



Strengthening the consistency between the environmental policy, the responsible purchasing policy and their implementation.

Pooling our requirements and expertise when it comes to responsible purchasing and sustainability in cross-disciplinary projects (In 2020, we started a pilot project which consisted in creating a best practice guidebook for car policy).

RESULTS AND KPI*

*All calculations listed below apply to the main subsidiaries only

In 2020, three CSR criteria sheets were shared with the Group's main subsidiaries via "Teams", an online collaboration tool (module of Office 365), so that they could access them and incorporate them into their daily life.

The CSR criteria sheets include examples of social, societal and environmental criteria specific to the Group's activities. They aim to promote inclusion when it comes to sourcing, shortlisting and choosing suppliers.

In 2020, 44% of the subsidiaries in the scope include at least one CSR criterion in their choice of suppliers, i.e. 7 subsidiaries: Cityzen, Up Cooperative, Up Day, Up Multinet, Up Romania, Up Slovensko and Up Spain.

The challenge for all the Group's main subsidiaries will be to incorporate CSR criteria when choosing their suppliers within three years.

Because of this year's unprecedented context, we were unable to perform actions aiming to help subsidiaries map their purchases and suppliers as part of our risk management and prioritization policies.

The Group has also implemented indicators to monitor the three commitments listed in the Responsible Purchasing Charter:

> Placing CSR at the heart of buyer-supplier relationships: 7 out of 16 subsidiaries provide their suppliers with a responsible purchasing charter or equivalent documentation: Cityzen, Up Cooperative, Up Day, Kalidea, Up Multinet, Up Romania, Up Si Vale and Up Spain;

> Respecting all stakeholders involved in the value chain. In 2020, Up Cooperative, Up Day and Up Slovensko evaluated their suppliers using CSR criteria. This represents 53 suppliers, which accounts for 1.05% of the Group's suppliers;

> Working to preserve the common good for future generations: 158 of our suppliers come from the protected, adapted, and integrated sectors; they account for 3.14% of our suppliers.

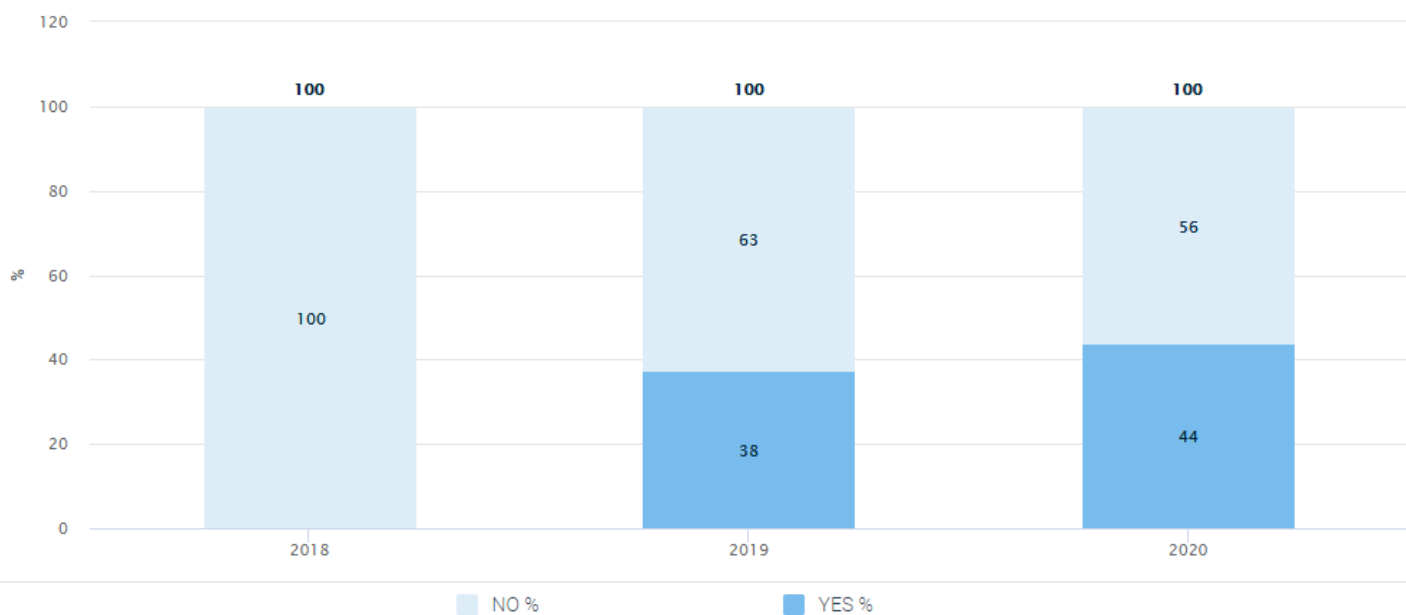
Over half of our subsidiaries make purchases of high environmental value.

Suppliers with fewer than 250 employees account for nearly 24% of the supplier panel.

Local suppliers (from the same country as the subsidiaries) account for almost 94% of the supplier panel.



Share of subsidiaries with at least one CSR criterion in their purchases (2018 To 2020)



Proportion of local suppliers (2018 To 2020)

		%
GROUP	2018	72.91%
	2019	89.37%
	2020	94.44%

HIGHLIGHTS

INCORPORATING CSR WHEN PURCHASING

> ASSESSING THE PANDEMIC'S IMPACT ON SUSTAINABLE PURCHASING PRACTICES

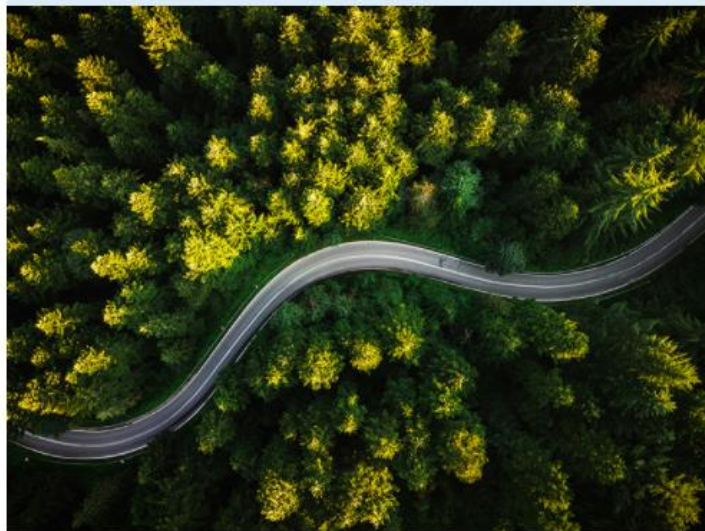
The implementation of responsible purchasing practices within the Group has slowed down and, in some cases, was postponed. The crisis is an opportunity for us to improve our approach to purchasing by making more responsible purchases in order to support our partners, to facilitate collaboration and to be on good terms with our suppliers.

> INTEGRATION OF CSR CRITERIA IN PURCHASING

The Group can incorporate CSR in different parts of the purchasing process by choosing trustworthy suppliers or selecting sustainable products or services. For example, two thirds of the Group's entities have chosen to use renewable electricity. Over half of the paper used to produce the vouchers marketed by the Group comes from sustainably managed forests. This allows Up Group to offer more responsible products to its customers.

> A CAR POLICY THAT INCORPORATES CSR CRITERIA

A best practice guidebook has been provided by the Group based on eight car policies which have already been implemented in various entities. The guidebook draws up the car policy's essential guidelines and gives examples of practices that can enhance our commitment to social and environmental issues. The guidebook comes with action sheets that promote other responsible and sustainable initiatives such as the use of CSR criteria when selecting vehicles for our fleets.



The Car Policy in France and the energy transition



Taking sustainability challenges into account when mobilizing a fleet vehicle and establishing environmental criteria allows us to reduce our ecological impact. Since September 2020, the Group's commitment to the energy transition has been illustrated by the fact that, among orders that comprised over 80 vehicles, 80% of the vehicles that were ordered had a low carbon footprint. The first deliveries began in December 2020.

Olivier GUEST, Head of HR administration and pay Up, Up Group

OFFERS CO-DESIGNED WITH SUPPLIERS

> TAKING CARE OF EMPLOYEES

At the beginning of the Covid-19 pandemic, Up Spain set up a partnership with a specialized company to offer its clients an online solution called Up Bienestar revolving around three important areas relating to diversification and digitalization goals. These areas include well-being, mental, physical and nutritional health.



> WIDESPREAD ACCESS TO HEALTHCARE!

Since 2020, Up Si Vale's corporate clients in Mexico have had access to an application that enables remote medical appointments. The application is called MidocOnline and is available online via the Up Bienestar web platform. This service complements the assistance, insurance and discount services that are already available at health and wellness centers. This partnership is particularly helpful in the context of the public health crisis and has enabled 15.800 beneficiaries to have access to remote medical appointments at preferential rates.

Co-building our offers with our suppliers

Up group is changing its development process to design new products and services by involving more suppliers in the design and industrialization of its offer. This mutually beneficial relationship enables the co-development of relevant, competitive and meaningful solutions.

This discussion promotes innovation, win-win relationships and the creation of shared value for both parties.

Even in the context of the public health crisis, Up group's entities have managed to carry on with co-development collaborations with their partners in order to provide offers that are well-suited to the economic and health difficulties encountered clients encounter.



Up Romania remains committed to its customers and affiliates



During the pandemic, our clients and affiliates have faced many challenges. Consequently, as a committed partner, we quickly adjusted our offer by providing free webinars on topics related to legislation, health, occupational health and employee motivation, inspiring blog posts on remote working and cost optimization for SMEs, and special offers relating to B2B2C subscriptions for coaching and psychotherapy.

Ana Maria MIHAILESCU, Marketing and Communication Manager, Up Romania

ENVIRONMENTAL PROGRAMME



Fight global warming by
summoning up collective resources
and encouraging individual
initiatives.



Protecting the environment

CONTEXT

Global warming is a global issue that needs to be addressed collectively. In addressing this major challenge, Up is being proactive and responsible.

By joining the United Nations Global Compact, by including the fight against global warming in its strategic plan, by encouraging its Subsidiaries to carry out substantive actions and by enhancing the initiatives undertaken by its employees... Up is acting at its own level and is helping to build a better world for future generations.



POLICY

In 2018, the Group developed a policy to drive and guide environmental protection efforts. Mobilizing to address the climate challenge is seen as a strong commitment, and a carbon strategy is outlined as part of it.

THIS STRATEGY IS ORGANIZED IN THREE STEPS:

- Measuring** → Often exceeding their regulatory obligations, the Group's main companies regularly perform an inventory of greenhouse gas emissions generated directly or indirectly by their activities.
-
- Taking concrete action and involving employees** → Measures to reduce greenhouse gas are at the heart of the Group's carbon strategy. 5 relevant areas of engagement have been identified:
- Dealing with our raw material supplies
 - Fostering waste reduction
 - Reducing the impact of our travel
 - Dealing with energy consumption
 - Providing our customers with sustainable and more responsible products and services
- The Group's environmental policy sets a framework for developing reduction plans and awareness programs that are tailored to the specifics of its subsidiaries.
-
- Compensating** → Convinced that action must be taken today in order to limit the intensification of the greenhouse effect, Up group is now considering carbon neutrality. To achieve this, and without this being a substitute for reduction activities, the Group's strategy provides for offsetting residual carbon emissions.

GOALS AND ACTION PLAN

TO CARRY OUT OUR CARBON STRATEGY, WE HAVE DEFINED SEVERAL GOALS AND ACTION PLANS:

- > Renew the carbon footprint measurement process in the Group's main companies.
- > Initiate and pursue concrete action to reduce greenhouse gases in line with the Group's environmental policy. The implementation of these actions and their dissemination to stakeholders are monitored through a specific roadmap.
- > Raise awareness and involve employees in the fight against global warming by offering, among other things, a cross-functional mobilization activity: World CleanUp Day.
- > Renew the voluntary compensation process for residual emissions in the main French companies.

RESULTS AND KPI*

*All calculations presented below are for the main subsidiaries only

MEASURING

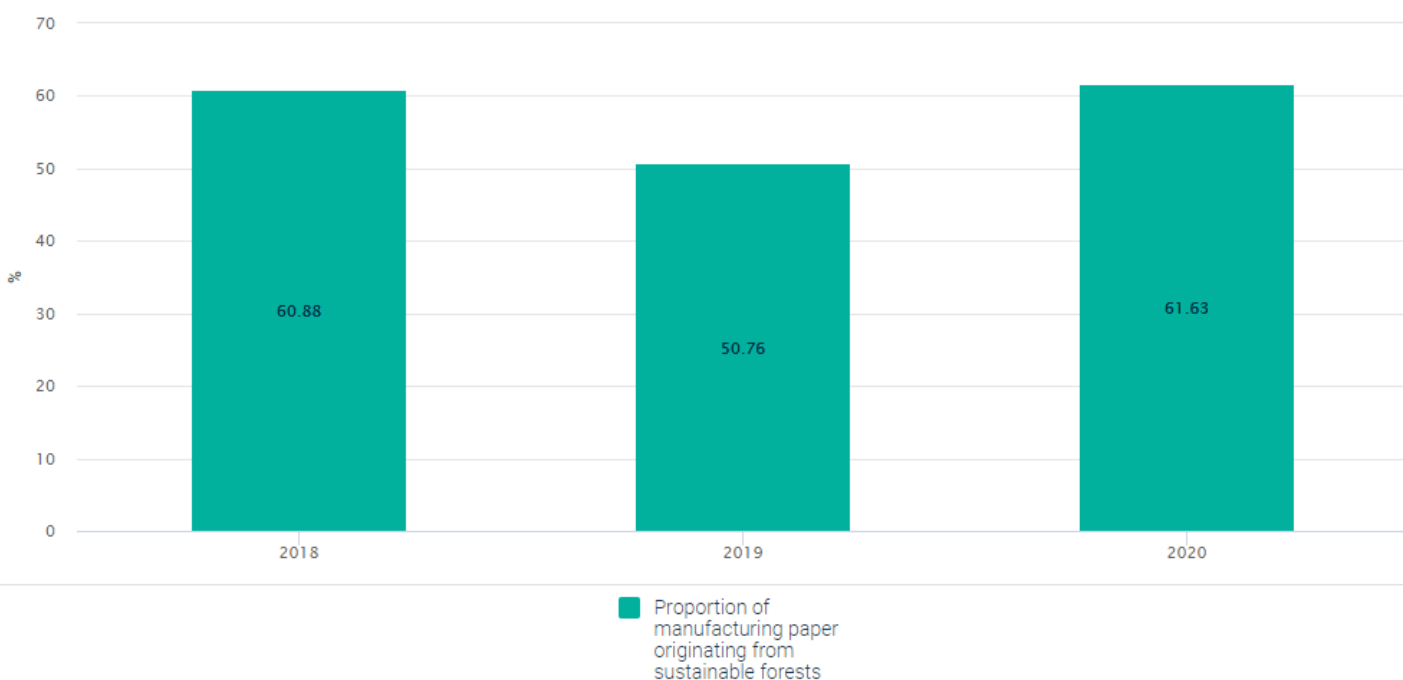
In 2020, we renewed the broad-based goal of measuring the carbon footprint. At the beginning of the year, the Group's main companies collected the 2020 data necessary to establish or update their carbon footprints. This annual exercise is mandatory for French carbon-neutral entities. For the other entities in the Group, it was a matter of fine-tuning the collection process and gaining maturity.

ACTING

RAW MATERIALS



Proportion of manufacturing paper originating from sustainable forests



75% of the main subsidiaries have implemented a recycling solution for their paper products
 15% of the main subsidiaries have implemented a recycling solution for their card products

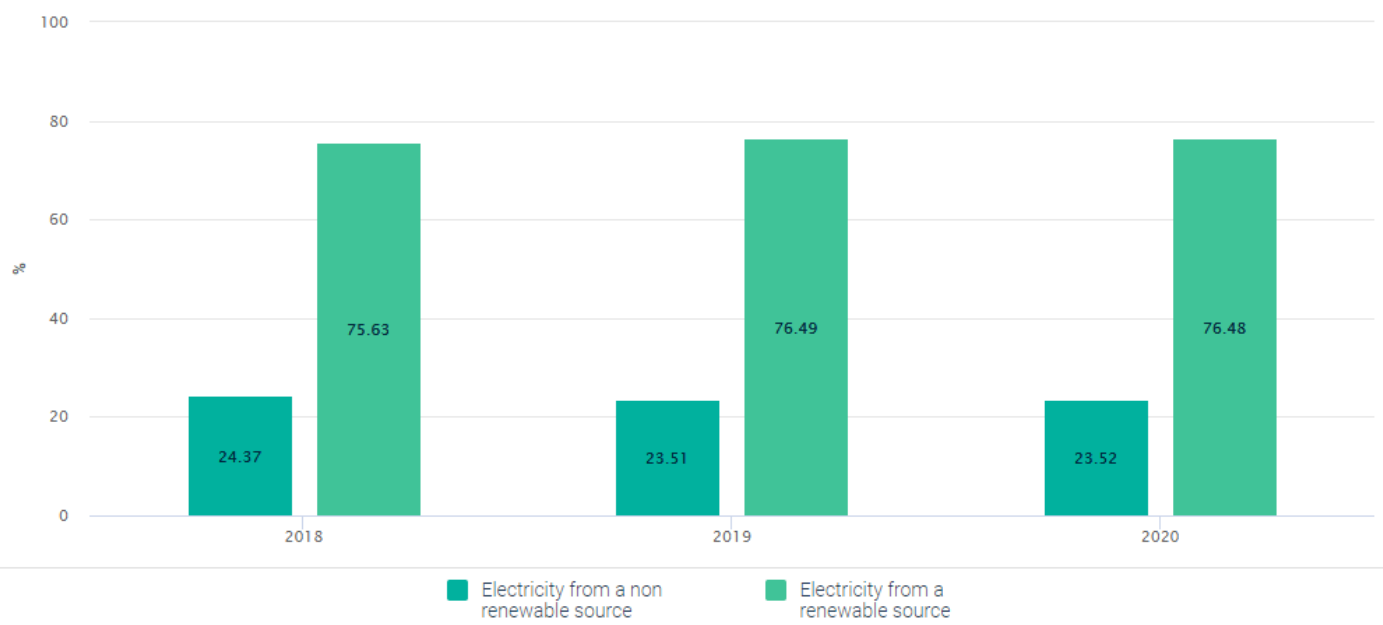
0.29% Electric vehicles in the automotive fleet
 11.37% Hybrid vehicles in the automotive fleet
 88,35% Thermal vehicles in the automotive fleet

2020 was an opportunity to implement the "Car Policy" established last year, especially for the automotive fleet in the French entities. This policy encourages companies to choose hybrid or electric engines.

ENERGY



Proportion of renewable energy within energy consumption



SUSTAINABLE PRODUCTS AND SERVICES

3 products with an environmental purpose: Up Day (and its anti-waste food solution LastMinuteSottoCasa), the Up Cooperative (and its tailor-made offer Adéquation), Up Monizze (and its ecocheque solution)

COMPENSATING

In 2020, for the third year in a row, Up in France opted for carbon neutrality. In addition to reducing their footprints, the main French companies voluntarily offset their residual carbon emissions. 3 projects with strong social, environmental and internationally-recognized standards have been funded.

Turkey: the Balikesir Wind project contributes to the national energy mix improvement plan by co-financing the establishment of a wind farm.

Mexico: the MejoStoves project aims to reduce the use of traditional cooking stoves by replacing them with improved stoves. Increased performance limits wood consumption and helps reduce deforestation and respiratory diseases.

Brazil: the Jatoba project aims to preserve the native forest from deforestation by preventing illegal activities.



HIGHLIGHTS

TAKING ACTION IN FUNDAMENTAL AREAS



> LOW IMPACT CARD PRODUCTION

In Germany, givve® is very meticulous when it comes to the production of its cards. It works in collaboration with a local partner, Exceet Card Group AG, whose production site is ISO 14001 certified. This subsidiary has reduced the ecological impact of its cards. In 2020, givve® was awarded the Klimapatenschaft GmbH label for its commitment to climate action.

> CERTIFICATION PROCESSES AND LABELS

Within the Group three entities are ISO 14001 certified (environmental management system). This showcases their commitment to their customers, prospects and partners. In Mexico, Up Sí Vale was awarded the "Socially Responsible Company" label for the seventh consecutive year. This label rewards companies that publicly take on challenges related to their social responsibility. The company aims to reach the Distinctivo level in 2021.

> A NEW VEHICLE RENTAL MODEL

Up Spain has signed an agreement with Bipi, which is a company offering a new car rental model that allows customers to cancel or change their car reservations.

Car rental is eligible for a tax refund. It is free from income tax on the cost basis of 20% of the vehicle price and after determining the private use percentage. A reduction can be obtained depending on its energy efficiency.



Over the past ten years, Up Monizze customers in Belgium have been able to benefit from Eco-Vouchers to purchase thousands of environmentally friendly goods and services. From fridges to bicycles and to organic products, this voucher covers about a thousand products. By offering the Eco-voucher in digital format, Up Monizze is committed to reducing the ecological impact of its products.

Jean-Louis VAN HOUWE, General Director, Up Monizze, Belgium

ENCOURAGING INITIATIVES AND RAISING EMPLOYEES' AWARENESS



> IT'S TIME TO FOCUS ON NATURE

World Environment Day, which is celebrated every year on June 5th, is one of the main events through which the United Nations raise the public's awareness of environmental issues and attract politicians' attention. On that day in 2020, Up showed its employees' a number of good practices to reduce power consumption and to reduce the ecological impact of their activities on the planet. In so doing, Up encourages its employees to make positive changes to create a fairer and more responsible world.

> HELPING THE PLANET

For three years now, Up Group's employees have participated in World Cleanup Day. The aim of this event is to invite everyone to take action where they can to collect as much waste as possible and to change their behavior. In response to the pandemic's effect on work organization, a special feature was introduced: cleaning up digital waste in order to reduce our ecological footprint in a new way. We initiated a "citizens without borders" movement: employees from ten countries showed their commitment to the cause by cleaning their physical and digital spaces with their colleagues, friends and family.



> MAKING ALL STAKEHOLDERS AWARE OF THE NEED TO COMPLY WITH THE TRAFFIC CODE

On National Traffic Day, which took place on September 25, 2020 and was organized by the National Traffic Council, Up Brazil voiced its concerns on social media to raise its employees', users' and customers' awareness of the importance of the traffic code. Up Brazil encourages everyone to pay attention to the road regardless of the means of transport used (car, motorcycle, bicycle, on foot). In Brazil, five people die every hour in accidents caused by inattentiveness, speed, alcohol and failure to respect the road signs.



> LET'S CYCLE TO WORK!

In September, Up Slovensko supported the national campaign "Do práce na bicykli 2020" for the fifth time to encourage their employees to cycle to work. Every year, Up employees are happy to participate in this campaign, which promotes green mobility and health. Congratulations to the 15 employees who have cycled 1,114 kilometers!



UP GROUP HEAD OFFICE

27-29, avenue des Louvresses 92230 Gennevilliers - France

GROUPE.UP.COOP