UNIVERSAL REGISTRATION DOCUMENT
Year 2019

18, rue du Quatre Septembre
75002 Paris – France
Email: abc@abc-arbitrage.com
Website: www.abc-arbitrage.com

ABC arbitrage Group

Contents

Disclaimer

This annual report and its constituent parts have been translated from the original French versions. For the purposes of interpretation, the French originals will take precedence over the English translation.

Société ABC arbitrage
Société anonyme au capital de 936,192.848 €
Siège social : 18 rue du Quatre Septembre, 75002 Paris
400 343 182 RCS Paris

Tel. : 33 (0)1 53 00 55 00
Fax : 33 (0)1 53 00 55 01
Email : abc@abc-arbitrage.com
Website : http://www.abc-arbitrage.com/

UNIVERSAL REGISTRATION DOCUMENT Year 2019

Management report

ABC arbitrage Group

1. Business review

Key consolidated figures for 2019 are presented below:

In EUR million	Dec. 31, 2019 IFRS	Dec. 31, 2018 IFRS	Change
Advisory revenues	-	na	*na*
Investment Services Fees(1)	14.4	16.8	*-13.9%*
Net gains at fair value through profit or loss	22.6	23.3	*-3.2%*
Net revenues	37.0	40.1	*-7.7%*
Payroll costs	(12.0)	(13.1)	*-8.8%*
Occupancy costs	(1.3)	(1.6)	*-15.7%*
Other expense	(5.5)	(5.8)	*-5.2%*
Other taxes	(0.1)	(0.2)	*-56.7%*
Total costs	(18.9)	(20.8)	*-8.8%*
Income before tax	18.1	19.3	*-6.5%*
Net income attributable to equity holders	18.3	19.7	*-6.8%*

(1) Investment Services Fees relate to the services that the Group's management companies bill to Quartys Limited and ABCA Funds Ireland Plc.

IFRS net revenues amounted to €37.0 million and net income to €18.3 million at December 31, 2019, decreasing nearly 6.9% year-on-year.

Return on equity (ROE) in 2019 was 12.8%.

In EUR thousand	Dec. 31, 2019 IFRS	Dec. 31, 2018 IFRS
Equity at January 1, 2019	146,291	148,867
Equity at December 31, 2019	139,902	146,291
Average equity	**143,096**	**147,579**

Return on equity	**12.8%**	**12.8%**
Gross return on equity	**24.9%**	**26.1%**

Return on equity = (net income / average (opening equity + closing equity)) x 100.
Gross return on equity = (proprietary trading revenues / average (opening equity + closing equity)) x 100.
Equity corresponds to shareholders' equity plus provisions adjusted for deferred taxes.

In a difficult market environment (the benchmark volatility index (VIX) for 2019 was 15.4% vs. 16.6% for 2018), the Group reported a 7.6% decrease in net revenues.

The correlation between the Group's results and volatility remains significant. Volatility, which remained significantly below its historical average, and the weakness of operations on all world markets, explain the entire decline in net revenues.

Management fees include services provided by the Group's asset management companies.

Personnel expenses still represent the most significant cost, but are nevertheless decreasing by 8.8%, due to the year-on-year reduction in the workforce (average headcount of 77 people in 2019 compared to 83 in 2018) and the adjustment of the variable components of compensation in response to a decrease in net revenues.

Return on equity (around 24.9%), although satisfactory, stands below the Group's expectations.

2. Activity and statutory accounts

ABC arbitrage key figures for 2019 are presented below:

In EUR thousand	**Dec. 31, 2019 IFRS**	**Dec. 31, 2018 IFRS**	**Change**
Income	732	860	*-14.83%*
Operating income	(2,666)	(2,252)	*18.36%*
Financial income	25,936	15,502	*67.31%*
Extraordinary income and expense	-	(50)	*-100.00%*
Net Income	**23,217**	**13,108**	***77.11%***

The increase in ABC Arbitrage's income is mainly explained by the increase in its financial result, itself mainly explained by dividends received from its subsidiaries.

3. Research & Development activity

With the Arbitrage Market being extremely competitive, our company constantly focuses on improving its reactivity. To succeed, investments are maintained at the highest levels in order to emphasize on optimizing models and algorithms with both quality and efficiency. This is an ongoing concern for the Group as per our numerous R&D projects.

4. Subsidiaries and holdings

A list of subsidiaries and holdings can be found in note 3.4. to the parent company financial statements[1].

At December 31, 2019, ABC arbitrage is furthering its international expansion strategy to take into account the demands of its partner financial institutions as well as competition and regulatory requirements.

The ABCA Opportunities fund, designed to partially disconnect from volatility, underperformed during the 2019 first semester due to an unfavorable market environment : volatility was fairly limited (around 13% for the S&P[2]), but above all the M&A[3] environment remains difficult, with spreads between valuations and failures and a particularly low rate of announcements during the first four months of the year. The second semester of 2019 was much more positive, which ultimately led to an annual performance level higher than last year: 4.56% in 2019 vs. 2.81% in 2018.
The ABCA Reversion fund, designed to benefit from volatility, performed well in the first part of the year with results in line with expectations due to sustained volatility in January and February. Then the context was less favorable, with a decline in global volatility and a resurgence of tensions related to the trade war, which created local decorrelations between the indexes (particularly from March to May).
Overall, the half-yearly performance is in line with the moral contract of the expected performance of the fund in relation to the level of volatility provided by the market. In the second half of 2019, ABCA Reversion's performance was very consistent in an unfavorable market environment.
The total assets of the ABCA Funds Ireland Plc amounted to €261 million at 31 December 2019 compared with €302 million at 31 December 2018. The Group maintains its aim to develop a range of diversified investment funds and increase new money flows.

ABC arbitrage Asset Management, which is authorized by the French securities regulator (Autorité des Marchés Financiers – AMF), as a portfolio management company under Directive 2011/61/ EU, referred to as the AIFM since 22 July 2014, (updated and validated on the 6th December of 2017), is the Group's main investment management company, with expertise in alternative investment funds, discretionary management mandates, investment strategy advice and trading in financial instruments with qualified investors and professional clients.

On 23 July 2019, the company obtained approval to manage complex financial instruments (extension of approval) and obtained the market passport in France granted by the AMF on 17 September 2019; it also got authorization to market in Switzerland on 17 July 2019.

[1] Cf. French version on ABC arbitrage website.

[2] The S&P 500 is a stock market index based on 500 large companies listed on US stock exchanges. The index is owned and managed by Standard & Poor's (financial rating companies). It covers approximately 80% of the US stock market by capitalization.

[3] M&A for “Mergers & Acquisitions”

The company's investments continue to support its ongoing drive to develop its expertise in equity derivative products and maximise its ability to adapt to market conditions.

ABC arbitrage Asset Management incurred a loss of 3,033 thousand euros in 2019.

ABC arbitrage Asset Management Asia Pte Ltd, an asset manager declared as a Registered Fund Management Company (RFMC) by the Monetary Authority of Singapore (MAS), continued to develop the Group's business in Asian markets.
Its result remains a deficit of 738 thousand euros due to investments needed to increase its activity.
Its contribution to the Group is in line with initial expectations, especially in terms of high volumes traded.

Quartys Limited, a financial instrument trader, continued to develop its business after significant capital increases.
The year 2019 was once again a year with a high level of activity, which resulted in a net income of 22.4 million euros.
However, the decrease in income compared to the previous year is a direct consequence of the market parameters described above.

Clients' assets amounted €347 million at December 31, 2019.

ABC arbitrage doesn't have any secondary establishment in France or abroad.

5. Human resources

The Group employed an average of 77 people in 2019, compared with 83 in 2018.
During 2019, staff costs decreased by nearly 9%. Without compromising the compensation policy (consideration being given to competitive constraints, coupled with a policy of hiring first-rate people), the slight workforce's reduction and the slowdown of the capital program have led to this situation.

With a view to motivating our people over the long term and aligning their interests with those of our shareholders, management has developed various share-based incentive schemes to drive growth by retaining core skills while containing payroll and other fixed costs in a highly competitive environment.

As part of the Ambition 2016 and Step Up 2019 plans, the Group carried out the following operations:

Ambition 2016 and step-up 2019 share-based incentive programs:

Name of the plan	Plan	Acquisition date	Acquisition period	Number of shares	Effective acquisition date for granted shares	Number of shares to be granted	Number of shares definitely granted
01/2014	Ambition 2016	14/05/2014	2	283 333	2016	0	166 928
02/2014	Ambition 2016	14/05/2014	3	283 333	2017	0	183 916
03/2014	Ambition 2016	14/05/2014	4	283 334	2018	0	141 468
01/2015	Ambition 2016	12/05/2015	2	300 000	2017	0	290 000
02/2015	Ambition 2016	12/05/2015	3	300 000	2018	0	186 168
03/2015	Ambition 2016	12/05/2015	4	300 000	2019	0	153 780
01/2016	Ambition 2016	14/06/2016	2	187 000	2018	0	133 466
02/2016	Ambition 2016	14/06/2016	3	187 000	2019	0	95 841
03/2016	Ambition 2016	14/06/2016	4	187 000	2020	149 273	75 005*
APE-3.1/2017	Step-up 2019	16/06/2017	2	68 500	2019	0	23 701
APE-3.2/2017	Step-up 2019	16/06/2017	3	68 500	2020	48 000	17 947*
APE-3.3/2017	Step-up 2019	16/06/2017	4	68 500	2021	48 000	Pending
APE-3.1/2018	Step-up 2019	15/06/2018	2	10 000	2020	10 000	Pending
APE-3.2/2018	Step-up 2019	15/06/2018	3	10 000	2021	10 000	Pending
APE-3.2/2018	Step-up 2019	15/06/2018	4	10 000	2022	10 000	Pending
APE-3.1/2019	Step-up 2019	14/06/2019	2	30 000	2021	30 000	Pending
APE-3.2/2019	Step-up 2019	14/06/2019	3	30 000	2022	30 000	Pending
APE-3.3/2019	Step-up 2019	14/06/2019	4	30 000	2023	30 000	Pending
Total if applicable	**N/A**	**N/A**	**N/A**	**2 636 500**	**N/A**	**365 273**	**1 472 697**

*Taking into account the condition of presence and the results achieved over the period, the number of shares that should be definitively allocated by the end of the first half of 2020.

Stock options subscription programs:

Name of the plan	Plan	Acquisition date	Acquisition Period	Number of granted options	Exercise period start date	Options expired Date	Exercise adjusted price	Number of options to be granted	Number of unexercised options
04/2016	Ambition 2016	14/06/2016	2	373 000	2018	15-juin-2022	5,5654	0	315 217
05/2016	Ambition 2016	14/06/2016	3	313 000	2019	15-juin-2022	5,8958	0	191 924
06/2016	Ambition 2016	14/06/2016	4	313 000	2020	15-juin-2022	6,2262	259 311	130 295**
SO-1.1/2017	Step-up 2019	16/06/2017	2	563 333	2018	30-juin-2022	5,5611	0	526 207
SO-1.2/2017	Step-up 2019	16/06/2017	3	563 333	2019	30-juin-2022	5,9044	0	395 451
SO-1.3/2017	Step-up 2019	16/06/2017	4	563 334	2020	30-juin-2022	6,2477	473 334	237 835**
SO-2.1/2017	Step-up 2019	16/06/2017	2	276 000	2019	30-juin-2023	5,9044	0	134 089
SO-2.2/2017	Step-up 2019	16/06/2017	3	276 000	2020	30-juin-2023	6,2477	240 266	89 833***
SO-2.3/2017	Step-up 2019	16/06/2017	4	276 000	2021	30-juin-2023	6,5909	262 318	Pending
SO-1.1/2018	Step-up 2019	15/06/2018	2	155 000	2020	30-juin-2024	6,3566	140 000	62 684**
SO-1.2/2018	Step-up 2019	15/06/2018	3	155 000	2021	30-juin-2025	6,7230	140 000	Pending
SO-1.3/2018	Step-up 2019	15/06/2018	4	155 000	2022	30-juin-2026	7,0895	140 000	Pending
Total si applicable	**N/A**	**N/A**	**N/A**	**3 982 000**	**N/A**	**N/A**	**N/A**	**1 655 229**	**2 083 536**

** Taking into account the condition of presence and the results achieved over the period, number of SARs that should be definitively allocated by the end of the first half of 2020 and thus become exercisable

Stock Appreciation Rights - SAR:

Name of the plan	Plan	Acquisition date	Acquisition Period	Number of granted units	Exercise period start date	Options expired Date	Exercise adjusted price	Number of units to be granted	Maximum number of units to be exercised
07/2016	Ambition 2016	22/09/2016	2	745 870	2018	22-sept.-2022	5,7389	0	65 460
08/2016	Ambition 2016	22/09/2016	3	745 870	2019	22-sept.-2022	6,0729	0	49 194
09/2016	Ambition 2016	22/09/2016	4	745 870	2020	22-sept.-2022	6,4070	68 200	34 268***
SAR-4.1/2017	Step-up 2019	16/06/2017	2	167 000	2019	NA	0,0000	0	0
SAR-4.2/2017	Step-up 2019	16/06/2017	3	167 000	2020	NA	5,2262	144 000	53 840***
SAR-4.3/2017	Step-up 2019	16/06/2017	4	167 000	2021	NA	5,2262	144 000	Pending
Total if applicable	**N/A**	**N/A**	**N/A**	**2 738 610**	**N/A**	**N/A**	**N/A**	**356 200**	**202 762**

*** Taking into account the condition of presence and the results achieved over the period, number of stock-options that should be definitively allocated by the end of the first half of 2020 and thus become exercisable

For all plans:

No shares will vest if net income is less than €12 million a year and they will vest progressively thereafter on a linear basis. In order that 100% of the capital products can be definitively granted, cumulated results must reach:

- 55 million euros for a plan with a 2 years vesting period
- 90 million euros for a plan with a 3 years vesting period
- 125 million euros for a plan with a 4 years vesting period

For example, if net income is €20 million a year over the entire period, 51% shares will vest and if net income is €25 million a year over the entire period, 66% shares will vest.

The expense related to these plans is deferred over the vesting period. The corresponding amount recognized in equity is calculated on the basis of the overall plan value determined on the date of grant by the Board of Directors.

In accordance with IFRS 2, an expense of €193 thousand, calculated on the basis of the estimated probable number of shares under various plans, was recognised in respect of fiscal year 2019 (compared to €563 thousand at December 31, 2018 and €1,186 thousand at December 31, 2017). This expense is related both to the initiation of new programs and to the re-assessment of quantities expected to be granted given the program’s progression and the realized incomes.

The loss on share buybacks used amounted to €1,841 thousand (vs €376 thousand at December 31, 2018).

Since the company’s incorporation in 1995, a total of 10,148,200 new shares, representing 17% of the capital, have been granted to employees in respect of equity instruments that have vested.

6. Earnings allocation

At December 31, 2019, ABC arbitrage’s share capital was represented by 58,512,053 fully paid ordinary shares with a par value of €0.016 each ; no change compared to December 31, 2018.

Net consolidated earnings per ordinary share amounted to €0.31 in 2019.
Profit for the period totaled €0.40.

As a reminder, a year ago, the Executive management proposed to the Board of Directors to gradually introduce a quarterly distribution instead of the usual half-yearly distribution.
Following approval by the General Meeting on 14 June 2019, two distributions of 0.10 euro per share were made in October and December 2019; both payments were made in the form of share premiums.

Finally, subject to necessary approvals, the Board of Directors had also intended to make an interim dividend payment of €0.10 per share out of FY2019 income during the first half of April 2020 to complete the implementation of the quarterly distribution policy. The Board of Directors confirms this announcement and specifies that an interim dividend of 0.10 euro will be paid on April 23, 2020, with payment on April 27, 2020.

7. Corporate governance

7.1. Corporate governance

The underlying rules of the current governance system are based mainly on common sense and aim to strike an appropriate balance between implementing value added processes for improved security and maintaining the simplicity needed by an organization the size of the ABC arbitrage group.

The Board adopted MiddleNext's corporate governance code for small and midcaps as its reference code when it was published in December 2009. The MiddleNext code was updated in September 2016 and can be consulted on www.middlenext.com. It is approved by the Autorité des Marchés Financiers (AMF) as a reference code.

ABC arbitrage is an active member of the MiddleNext association. The group shares the association's belief that each company should adapt best governance practices based on its ownership structure, size and legal form, in order for the governance system to be closely aligned with its corporate practices. Dominique CEOLIN, Chief Executive Officer has been appointed President of Middlenext on June 19th 2018. Dominique CEOLIN is strongly committed to value this ecosystem which contributes to develop the French economy. He pledged that his involvement remains intact for the ABC arbitrage’s Board.
Other employees of the group also provide help and clarification on subjects that are known and practiced in their daily lives.

7.2. Board membership

The Board of Directors acts as a forum for exchanging the views and ideas of the management team that runs the company on a day-to-day basis, the main shareholders who make strategic choices as the company's owners, and external advisers who provide the benefit of their own experience and an objective, independent opinion.

This broad range of backgrounds and interests is considered to be the best way for the Board to work effectively and make the right decisions for the company and its various stakeholders.

As of December 31, 2019, the Board of Directors of ABC arbitrage had six members and one non-voting member.

The percentage of capital owned as a collective shareholding by the employees being below 3%, there is no member elected by the employees. A representative of the works council is invited to all Board meetings with advisory capacity.

The following table lists the other directorships and offices held by the members of the Board:

Name	Independent administrator?	Gender	Age (GM date)	Nationality	Directorships and other offices	Group	Listed company
Dominique CEOLIN (Chief executive officer)	No	M	52	French	Chief Executive Officer of ABCA AM	O	N
					Member of the Board of ABCA AM Asia	O	N
					Chairman of the Board of Financière WDD	N	N
					President of MiddleNext*	N	N
David HOEY (Deputy CEO)	No	M	50	Irish	Member of the Board of ABCA AM	O	N
					Member of the Board of ABCA Asia	O	N
					Member of the Board of ABCA Funds Ireland Plc	N	N
AUBEPAR INDUSTRIES SE	Director Xavier CHAUDERLOT is Permanent representative of Aubépar Industries SE	H	56	Belgian	**Aubépar Industries SE:** Director of Aubépar SE	N	N
					Chairman of H24 aviation SAS	N	N
					Member of the board of Financière de Bailli SA (represented by Xavier CHAUDERLOT)	N	N
					Chairman of the Supervisory Board of Lehmann Aviation SAS (represented by Xavier CHAUDERLOT)	N	N
					Member of Strategy Committee of Avel Robotics SAS (represented by Xavier CHAUDERLOT)	N	N
					Xavier CHAUDERLOT: Chairman of Aubépar Industries S.E.	N	N
					Director of Aubépar S.E.	N	N
					Director of Quartys Ltd	O	N
					Director of Financière de Bailli SA	N	N
					Teaching Manager of Lazy 8 Flight School	N	N
					Manager of SCI Bessard Frères et Fils	N	N
					Manager of SCI LZ Observatoire	N	N
					Manager of SCI LZ Assas	N	N
					Manager of SCI LZ Raspail	N	N
					Manager of SCI Immobilière Saint Opportune	N	N
					Manager of SCI Immobilière Saint Anselme	N	N
					Manager of SCI La Source du Roubertou	N	N
Sabine ROUX de BEZIEUX	Director	F	55	French	Managing director of Notus Technologies SAS	N	N
					Member of the Supervisory Board of Banque Transatlantique	N	N
					Member of the Supervisory Board of Tarkett	N	O
					Manager of Galiseo SARL	N	N
					Co-manager of Soparcom SARL	N	N
Marie-Ange VERDICKT	Director	F	57	French	Member of the Supervisory Board of Wavestone, Chairman of the Audit Committee	N	O
					Member of the Supervisory Board of CapHorn Invest	N	N
					Member of the Supervisory Board of Interparfums, Chairman of the Audit Committee	N	O
					Member of the Supervisory Board and Chairman of the Audit Committee Bonduelle SCA until 2 December 2019	N	N
					Member of the Board of Directors of Bonduelle SA as of December 2, 2019	N	N

Muriel VIDEMONT DELABORDE	Director	F	50	French	Chief executive of Axa Services, in charge of Finance, risks and compliance	N	N
					Director of strategic projects of Axa Services	N	O
					Member of the Executive Committee of Axa Services	N	N
Jean-François DROUETS	Director	H	57	French	Chairman of Catella Valuation Advisors	N	N
					Member of the steering committee of Catella France	N	N
Jacques CHEVALIER	Non-voting Director	H	N/A	N/A	N/A	N/A	N/A

ABCA : ABC arbitrage ABCA AM : ABC arbitrage Asset Management ABCA Asia : ABC arbitrage Asset Management Asia

** Only for the CEO of ABCA we also indicate the associative or trade union mandates.*

The directors have the experience and expertise required to fulfil their duties.

Dominique CEOLIN, Chairman, is a qualified actuary and holds an advanced degree in mathematics and information technology. In 1994, he joined ABN Amro Securities France where he took part in developing the Domestic Arbitrage business. In 1995, he used this experience to help found ABC arbitrage.

Aubépar Industries SE is one of the historical owners and founders of the group and is still one of the main shareholders with 14%. Its representative on the Board combines in-depth knowledge of arbitrage operations with an objective view of the business.

The other members qualify as independent directors based on the definition of MiddleNext's corporate governance code.

Sabine ROUX DE BEZIEUX is a graduate of ESSEC business school and has a degree in accounting and financial studies (DECF). She started her career in CCF's investment banking division before spending 13 years at Arthur Andersen. From 2002 to 2012, she directed her own consulting service, Advanceo, before joining the Board of several listed companies and began chief Executive Officer of Notus Technologies. She has been involved for more than ten years in Foundation, first with ARAOK which she co-created in 2005, and then by creating the association "Un Esprit de Famille", which gathers family foundations in France. She is also active in the associative sector, as treasurer of “United Way L’Alliance” and President of “Fondation de la Mer”.

Marie-Ange VERDICKT is a graduate of the Ecole Supérieure de Commerce in Bordeaux (1984) and a member of the SFAF. After having gained experience as an auditor at Deloitte and as an analyst at Euronext, in 1998 she joined Financière de l'Echiquier, a portfolio management company where she was a mutual fund manager for 15 years. She has also developed Socially Responsible Investment practices during that time.

Muriel VIDEMONT DELABORDE holds an engineering degree from ESPCI ParisTech and an MBA from the University of Toronto. After working for the Boston Consulting Group, where she rose to the position of Principal, in 2009 she became Head of Strategic Projects for the Life & Health Partnership Division at Allianz France, where she was appointed Head of Strategy and Strategic Project Steering in 2011 and has been Vice President Controlling & Financial Steering since 2013. In 2018 she joined the Axa Group as Executive Director of AXA Services.

Jean-François DROUETS is a graduate of HEC business school and has a post-graduate diploma (DESS) in conveyancing law and is a Chartered Surveyor. He is the chairman and founder of Catella Valuation Advisors, a real estate valuation and consulting firm owned by Swedish group Catella. He provides the group with the benefit of his broad business experience.

The Board exercised its right to invite any person of its choice to take part in Board meetings on a consultative basis or as a non-voting member, to provide additional insight. Jacques CHEVALIER regularly took part in three Board meetings in 2016, as a non-voting member.

Jacques CHEVALIER, graduate of the Ecole Normale Supérieure, mathematics professor, qualified actuary, was a university lecturer.

A representative of the works council, Cédric LORANS until 3 December 2019, and Antoine ROBILLARD since then, is invited to all Board meetings. Mr LORANS has been a financial analyst with ABC arbitrage Asset Management since 2000 and is now deputy manager of the Analysis & Research department. Antoine ROBILLARD joined the group on April 1, 2016 and works as a stock exchange legal expert.

In accordance with the by-laws, each director owns at least one share of the company.

Application of the principle of equal representation of women and men:
Women account for 50% of Board members. Excluding the founding shareholder directors, women represent 75% of the Board (three in four members). By comparison, the average representation of women on company boards was about 43.7% for SBF 120 companies at 1 March 2019 (source: Ethics & Boards).

Independent directors:

The definition of independent director is the same as set out in recommendation 3 of the MiddleNext Code:
- is not and has not been in the past five years an employee or executive officer of the company or a group company;
- must not have a significant business relationship with the company or its group (client, supplier, competitor, banker, etc), and must not have been in such a situation within the last two years;
- is not a major shareholder of the company and do not have a significant percentage of voting rights;
- is not related by close family ties to an executive officer or major shareholder;
- has not been an auditor of the company in the previous six years.

Term of office:

The choice of four-year terms is suited to the specific needs of the company, within the limits laid out by the law and in line with recommendation no.9 of the MiddleNext code.

Name	Position	Date of first term	Date last elected to the Board	Term ends
Dominique CEOLIN	Director	October 10, 1997	June 14, 2019	AGM held to approve the 2022 financial statements
	Chairman of the Board	October 10, 1997	June 14, 2019	AGM held to approve the 2022 financial statements
Aubépar Industries SE *Represented by Xavier CHAUDERLOT*	Director	June 1, 2012	May 27, 2016	AGM held to approve the 2019 financial statements
Jean-François DROUETS	Director	April 11, 2006	June 14, 2019	AGM held to approve the 2022 financial statements
Sabine ROUX de BEZIEUX	Director	Mars 10, 2011	June 14, 2019	AGM held to approve the 2022 financial statements
Marie-Ange VERDICKT	Director	January 24, 2013	June 16, 2017	AGM held to approve the 2020 financial statements
Muriel VIDEMONT DELABORDE	Director	May 27, 2016	May 27, 2016	AGM held to approve the 2019 financial statements

AGM: Annual General Meeting of Shareholders

Conflicts of interest and code of conduct:

Dominique CEOLIN is the Chairman and Chief Executive Officer of ABC arbitrage. The Board decided to combine the two roles after making sure that the principles of segregation of executive and supervisory functions would be upheld through sufficient counterweight to his powers and that the combined Chairman/Chief Executive role would not therefore pose a threat to the Group.

The Board asked the compliance officer, Gaëtan FOURNIER, to relate any unusual events or potential conflicts of interest. In 2019, no such events were brought to the Board's attention by the compliance officer, Chairman or any of the directors.

The Charter of the Board explicitly requires all members of the Board to assess whether they are faced with a potential, perceived or actual conflict of interest both as soon as they take up their directorship and throughout their entire term of office, and, if they are, to disclose the situation at the next Board meeting. The director concerned must then abstain from voting on any matters involved with or affected by the conflict.

At the beginning of each Board meeting, the Board assesses the independence of its directors and identifies any potential conflict of interest areas. During this assessment, the directors are required to declare in writing that they are not aware of any conflict of interest that has not already been disclosed to the Board.

Compliance with codes of conduct and regulations is a key concern for Board members in accordance with recommendation 1 and 2 of MiddleNext's code, particularly in view of Directors' deontology and absence of conflict of interest.

This emphasis has been reinforced in view of the growing interest shown in this matter by investors in funds managed by ABC arbitrage Asset Management. In 2019, 63% of investors in number representing 53% of ABCA Funds Ireland share capital sent a due diligence questionnaire to the asset management company, which included questions about whether there had been any investigations or criminal, civil or administrative proceedings involving the company, an affiliated company or any of their key executives or employees over the past five years.

Appointment of directors:

The suitability of potential candidates for election to the Board of Directors is reviewed in a full Board meeting and several meetings are then arranged between the candidate or candidates and the independent directors, without the Chairman being present. Non-voting directors are then appointed by decision of all the members of the Board.
At annual general meetings, each director is proposed for election or re-election in a separate resolution, in accordance with recommendation 8 of MiddleNext's code, to allow shareholders to freely decide on the membership of the Board. The list of candidates for election or re-election to the Board has been posted on the Group's website, along with details of their experience and skills.

7.3. Board practices and procedures

Directors' Charter:

On December 7, 2010, the Board drew up a Directors’ Charter setting out the Board’s key practices and principles that are in line with recommendation N°7 of the MiddleNext code.

The Charter describes the Board’s roles and powers, as well as certain specific rules to be adhered to by directors in addition to the relevant provisions of French law and the company’s bylaws. This is a purely internal document and under no circumstances does it take precedence over French company law or any related regulations or the relevant provisions of the company’s bylaws.

The Directors’ Charter can be viewed on the company’s website.

A recast of the Directors’ Charter (for updating and taking into account changes introduced by the “PACTE” law) is ongoing.

Board committees:

Recommendation 6 of the MiddleNext Code requires us to report to you on the special committees created by the Board, namely the Audit Committee, the Compensation Committee and the Strategy Committee. Members are designated on a case-by-case basis depending on the issues to be addressed. They meet at the request of executive management or any Board member.

□ **Audit Committee**

As a reminder, the Accounts Review Committee was redesignated as the Audit Committee by the Board of Directors on January 17, 2017.
The Audit Committee is composed of four Directors (Aubépar Industries represented by Xavier CHAUDERLOT, Sabine ROUX DE BEZIEUX, Marie-Ange VERDICKT and Muriel VIDEMONT DELABORDE) including three Independent Directors within the meaning of MiddlexNet Code, being precised that the other Directors and the Executive Management are allowed to join the meetings.
The Board of Directors of January 17, 2017 appointed Muriel VIDEMONT DELABORDE, independent director, as Chairman of the Audit Committee. The duties and functioning of the audit committee were redefined in accordance with the recommendations of the MiddleNext code by the Board of Directors and are included in the Audit Committee charter signed in 2019.
Without prejudice to the Board, the Audit Committee has three main missions:

- firstly, monitoring issues relating to the preparation and control of accounting and financial information. The audit committee monitors the process for preparing financial information and, where appropriate, makes recommendations to ensure its integrity. It examines the Group's draft interim and annual consolidated financial statements, the annual financial statements of ABC Arbitrage, as well as the presentation made by management describing the Group's risk exposure and material off-balance sheet as well as the selected accounting options.
- secondly, the audit committee ensures the existence and effectiveness of internal control systems, internal audit and the management of the most significant risks that the group may face in the course of its activities.
  Following the strengthening of its missions on risk monitoring, it carries out at least once a year an overall review of the main risks to which the Group may be exposed.
- thirdly, the Committee monitors the statutory audit of the Group's annual and half-yearly consolidated financial statements and the company's annual financial statements, ensures the independence of the Statutory Auditors and, more generally, monitors the performance of their assignment.

The members have both financial and accounting expertise and knowledge of the group's business sector. Their skills and backgrounds enable the Committee to fulfill its mission with the required experience.

The Audit Committee adopted a charter on December 3, 2019 in order to take into account the new missions assigned to it following the audit reform that came into force on June 17, 2016.

The Audit Committee met on March 21, 2019 to review the 2018 financial statements. It was composed of all Committee members. Gaëtan FOURNIER (Head of Finance and Internal control) and the others Directors who wished to join also attended. The Committee also met on September 19, 2019 to review the 2019 interim financial statements. All the members of the Audit Committee attended. Gaëtan FOURNIER also attended as the Head of Finance and Internal Control.

The Audit Committee reported to the Board on the findings of the audit, it also explained to the Board how the statutory audit contributes to the integrity of financial reporting and what role it had played in this process.
This integrity was also verified by the following controls:

- The Group does not entrust mission to the statutory auditors apart from certification of the accounts; The audit committee confirmed with the Group's finance department that they had submitted them every request different from accounts certification.
- The Group has not renewed or appointed a new auditor.
- The audit committee checked that the audit firms had indeed submitted their report to the audit committee before issuing their final report. The audit committee discussed with the auditors the key points of the audit and noted that there were no matters requiring particular attention in its internal control system or its accounting system.

During the year 2019, the Audit Committee strived to fulfil its mission to assist and inform the Board of Directors. After each meeting of the Audit Committee, it reported to the Board on its work and summaries and issued recommendations on specific points of attention. These recommendations were discussed within the Board.

In addition to its main tasks, the Audit Committee reported to the Board on:

- The review of the draft of the Annual Financial Report ;
- The review of the financial press releases prepared by the General Management ;
- The review of the Corporate Governance Report ;
- The monitoring of the main risk areas and the internal control system, in particular the updating of the risk mapping ;
- Monitoring the independence of the statutory auditors and getting a written statement from them ;
- The review of the audit approach proposed by the statutory auditors for discussion (fees, process, risks, hedging, etc.) ;
- The review of anti-abuse market procedures and codes of conduct ;
- The cash management monitoring.

The Committee's role, ahead of the Board meetings held to approve the financial statements, is to review a report of all significant events during the period and particularly key issues relating to the financial statements, whether raised internally or by the statutory auditors during their audit work.
At the two meetings held in 2019, in particular, the following points were discussed:

- Overview of the Group's operating activities
    - Analysis of results in relation to the market environment
    - Current strategy
    - Analysis of important events concerning the Group's companies
    - Overview and analysis of business risks
    - Changes in the operating structure and relationships with the main counterparties
- Accounting, regulatory and tax changes
- Changes in headcount, compensation policy and monitoring of corporate actions
- Pending litigation
- ABC arbitrage share price
- Distributable income

□ Compensation Committee

This committee's role is to prepare the Board's compensation-related decisions and, more generally, to review compensation policy issues. The aim is to diversify and optimize the group's compensation policy in order to attract, motivate and retain its executives and employees and thereby preserve and improve the group's performance.

The Strategy Committee is made up of all directors, who may consult external advisors with specialized knowledge of the matter at hand. The Strategy Committee meets as frequently as necessary to fulfil its remit.

During 2019, the Committee met once, on November 21.

□ Strategy Committee

The Strategy Committee makes recommendations to the Board of Directors on the overall strategic direction of the Company and the Group, the business development strategy and any other important strategic issues examined by the Board. It also examines in detail any major investment, acquisition, divestment or disposal projects submitted for its review and makes recommendations to the Board as to whether the projects should be approved or rejected.

The Strategy Committee is made up of all directors, who may consult external advisors with specialized knowledge of the matter at hand. The Strategy Committee meets as frequently as necessary to fulfil its remit.

During 2019, the Committee met twice, on February 7 and November 21.

Board meetings:

The Board of Directors, on the basis of the work of the Strategy Committee, defines the overall strategy of the company and the group and oversees its implementation by executive management. More specifically, the Board plays an active role in the strategic development of subsidiaries of the Parent company. Except for those powers expressly vested in the shareholders in general meeting, the Board of Directors considers and decides on all matters related to the company's affairs, subject to compliance with the corporate purpose.

Board meetings are scheduled several months ahead to enable as many directors as possible to attend. Proposed changes to the timetable are first discussed with the directors in order to take into account directors' prior commitments whenever possible. In 2019, the attendance rate at Board meetings was 97%.

The Board reached a quorum for all of its meetings. After discussions, all decisions were made unanimously.

Board meetings are held at the head office. They may be called by any method, but in practice are usually called by email, fax or verbally. Prior to a meeting, directors receive an agenda and any available preparatory information, according to recommendation N°4 of the MiddleNext code in order for the Directors to collect all the information they need to duly perform their work. All directors are encouraged to take part in the discussions, based on full, synthetic and relevant information, with a focus on the core, mainly strategic, issues.

Minutes of each meeting are drawn up and held in a special register kept at the head office.

As required by article L. 823-17 of the French Commercial Code, the statutory auditors are invited to the meetings held to review the financial statements. They attended the meetings at which the Board reviewed and approved the 2018 annual and 2019 interim financial statements, as well as the Board of Directors' meeting of December 3, 2019 for the presentation of the audit plan for the approval of the 2019 accounts.

The Board of Directors met 5 times in 2019, thereby complying with recommendation 5 of the MiddleNext Code, on: March 21, April 20, June 14, September 19, December 3, and December 23.

Under the share buyback program authorized by the shareholders at their annual general meeting of June 14, 2019, the Chief Executive Officer may not commit the company to amounts in excess of €500,000 without the prior authorization of the Board of Directors. There are no other restrictions on the Chief Executive Officer's powers.

As required by the recommendations 19 of the MiddleNext Code, at its various meetings the Board of Directors discusses the key points for attention and focuses on any developments in this area. The Board also discusses the company's equal opportunity and equal pay policies annually.

Key decisions in 2019:

The Board of Directors reviewed and monitored progress in the company and the group's various projects. It also discussed the key points for attention set out in the MiddleNext corporate governance code that are relevant to the ABC arbitrage group.

The Board's main work in 2019 involved:

- Review of the annual and interim financial statements;
- Discussion and approval of financial information for earnings announcements;
- Approval of management reports;
- Discussion of the Chairman's report on corporate governance and internal control procedures implemented by the company in 2019 ;
- Review of related-party agreements;
- Preparations for the Annual General Meeting on June 14, 2019 ;
- Approval of the special report on the share and share-equivalent buyback program ;
- Approval of the report on the resolutions to be submitted to the Annual General Meeting ;
- Approval of the report on stock options and performance share awards;
- Approval of the delegations of authority and powers granted by the Annual General Meeting to the Board of Directors for share issues;

- Decision to increase the capital of ABC arbitrage Asset Management Asia;
- Appointment of its representative on the Board of Directors of ABC Arbitrage Asset Management ;

- Renewal of the mandate as Chairman of the Board of Directors of Mr. Dominique CEOLIN ;
- Renewal of the mandate of the deputy chief executive officer ;
- Implementation of the share buyback program, block purchases and monitoring of the buyback account ;
- Distribution of the final 2018 dividend ;
- Vesting of performance shares and definition of new performance share plans;
- Definition of the awarding of "Share Appreciation Rights" (SAR);
- Review of the action plan to promote gender equality in the workplace ;
- Approval of the 2019 interim financial statements of the Group ;
- Distribution of issue premiums in October 2019 ;
- Distribution of issue premiums in December 2019 ;

- Decision to introduce or not an additional employee profit-share for 2019 ;
- Exceptional year-end bonus ;
- Setting directors' fees and variable compensation of executive officers;
- Discussion of new internal rules of procedure for the board of directors ;
- Decision to increase the capital of ABC arbitrage Asset Management Asia.

Related-parties agreement:

In application of Article L. 225-100 paragraph II of the French Commercial Code, the Board of March 19, 2020, adopted a charter that gives from the one hand to remind the regulatory and legal framework applicable to related-parties agreement, and on the other hand, to formalize the internal procedure of identification of related-parties agreement and evaluation of agreements concluded on normal terms.

This procedure shall apply prior to every conclusion of an agreement which could be qualified as a related-parties agreement and on the occasion of any modification, renewal or resiliation of an agreement, and which allow the identification of any agreement concluded on normal terms.

Board assessment:

In line with Recommendation 11 of the MiddleNext Code, a survey to assess the work of the Board of Directors was sent to the directors.
The results of this survey were used as a basis for the discussion held by the directors at the Board meeting of 3 December 2019 on the work of the Board, its committees and the preparation of its work. The Board of Directors thus identified areas for improvement for 2020.

7.4. Directors' fees and executive compensation

This report of the Board of Directors on the compensation policy for all corporate officers including Directors for the financial year 2019 will be submitted to the shareholders for approval pursuant to the new Article L.225-37-2 of the French Commercial Code introduced by the 'Pacte' law of May 22, 2019 relating to the growth and transformation of companies and the decree of November 29, 2019.

The compensation of the Group's corporate officers is determined in accordance with the principles set out in the Middlenext Corporate Governance code updated in September 2016.

The elements of the compensation policy presented below are the subject of project resolutions submitted for the approval of the Shareholders' Meeting deliberating under the quorum and majority conditions required for Ordinary General Meetings. If the General Meeting does not approve these resolutions, the previous compensation policy, which was previously approved at the General Meeting of 14 June 2019, will continue to apply. The Board of Directors will have to submit for the approval of the next General Meeting a draft resolution presenting a revised compensation policy and indicating the manner in which the shareholders' vote was taken into account and, where applicable, the opinions expressed at the General Meeting.

Like the group' employees, executives are subject to the internal policy on the management of conflicts of interest, which includes instructions which employees must follow in order to identify, prevent and manage conflicts of interest.

At the beginning of each meeting, the Board reviews the situation of each of its members to ensure their independence and to identify potential areas of conflict of interest. At this occasion, each Director declares on his or her honour that he or she is not in a situation of conflict of interest that has not already been declared to the Board of Directors.

Compliance with codes of ethics and regulations is at the heart of the concerns of the members of the Board of Directors, in accordance with recommendations No. 1 and No. 2 of the MiddleNext Code, relating respectively to the ethics of Board members and the absence of conflicts of interest.

The compensation policy for executive managers is reviewed each year by the Board of Directors. In this context, the Compensation Committee presents its recommendations to the Board of Directors.

Compensation policy for corporate officers submitted to the ex ante vote of the shareholders pursuant to Article L.225-37-2 of the French Commercial Code, at the General Meeting of 12 June 2020

The compensation policy respects the social interest and contributes to the company's business strategy and sustainability.

Compensation takes into account the conditions of employment and salary of employees within the company:

- the compensation policy principles are applied in the same way for both executives and employees : fairly low fixed salary, a performance-related bonus, and performance stock options. The Board applies the seven principles listed by recommendation 13 of MiddleNext corporate governance code for the determination of executive compensation: completeness, balance, benchmark, consistency, readability, measurement and transparency.

- following recommendation 18 of MiddleNext corporate governance’s code, the Board takes due care that the executive managers are not allocated an unreasonable proportion of performance shares and performance stock options. Therefore, no beneficiary may be granted more than 15% of shares or options under a plan. The definitive allocation of shares is subject to performance conditions that reflect the Group's medium/long-term interest.

Compensation is largely dependent on the group's performance as measured by net income, thereby taking account of all expenses borne by the shareholders, including executive compensation. In addition, compensation is also determined as a function of each person's operational responsibilities.

Directors' fees:

- **Fixed compensation of the Directors and the Chairman of the Board allocated by the General Meeting of Shareholders**

In accordance with the law, the total amount of directors' compensation is set by the General Meeting. The individual amount of directors' remuneration is set by the Board of Directors on the recommendation of the Compensation Committee.

As a reminder, the Annual General Meeting of May 31, 2007 had decided to set at €60,000 the maximum overall amount of compensation to be allocated to the members of the Board of Directors for the 2007 financial year and subsequent financial years, until further decision, with the Board of Directors being required to vote annually on the individual allocation of these fees.

The Board of Directors has decided to allocate a fixed amount to each kind of meeting. The payment of Directors’ fees is based on the actual presence of the representative and takes into account his actual contribution to the work of the board, in accordance with recommendation N°10 of the MiddleNext code.

The Board decided to allocate a fixed sum for each type of meeting, based on attendance as follows (excluding separate fees for and specific technical or preparatory work):

- €700 for each Board meeting attended;
- €1,400 for each Board of Directors meeting attended approving the financial statements;
- €700 for each shareholders' meeting attended;
- €700 for active participation in the shareholders' meeting;
- €2,100 for each audit committee meeting attended;
- €700 for each compensation committee meeting attended;
- €700 for other committee meetings or work sessions attended.

The final fees are set after discussion at a Board meeting as some directors may decide to waive all or part of their fees. For example, the founding directors have decided to limit their directors' fees to €2,000.

- **Exceptional compensation**

No director received any exceptional compensation for the financial year ended December 31, 2019.

- **Absence of benefits**

The Executive manager and the deputy CEO do not receive benefits.

General guidelines of ABC Arbitrage Compensation

It is reminded that the principles of the remuneration policy are applied in the same way for both executives and employees ((see paragraph “Compensation policy for corporate officers submitted to the ex ante vote of the shareholders pursuant to Article L.225-37-2 of the French Commercial Code, at the General Meeting of 12 June 2020” above).

The principles governing executive compensation were first established in the early 2000s and remain unchanged today. Compensation is largely dependent on the group's performance as measured by net income, thereby taking account of all expenses borne by the shareholders, including executive compensation. In addition, compensation is also determined as a function of each person's operational responsibilities.

Following recommendation 18 of MiddleNext corporate governance’s code, the Board takes due care that the executive managers are not allocated an unreasonable proportion of performance shares and performance stock options, and also ensures that the performance conditions reflect the group’s medium and long-term interests.

Fixed compensation:

Dominique CEOLIN and David HOEY, respectively Chief executive officer and deputy CEO, have resigned from their salaried positions on February 28, 2018. As of this date, there is no longer a combination of an employee and an executive function.
Therefore, all benefits as a salaried employee are not applicable. Corporate officer’s fixed compensation reaches €228,000 per year for Dominique CEOLIN and €166,080 per year for David HOEY.

Variable compensation

Executive compensation forms part of an overall compensation policy covering all companies and employees throughout the group. It is mainly based on the principle of rewarding performance through bonuses.

Bonuses are based on the audited financial statements and are paid in half-yearly instalments by the management of each group company.
Executive officers’ compensation are set by the Board and capped at between 1% and 3% of consolidated net income.

Compensation is based on a number of both objective (quantitative) and subjective (qualitative) criteria, including the Group's performance, risk-reward profile, quality of management (staff turnover, etc.) and more generally any initiative designed to consolidate the Group's long-term development. In other words, the actual bonus depends partly on an assessment of the executive officer's quality of work and behaviour within the group.

Termination benefits

The aim of the contracts signed with the executive officers is to enable a complete or partial change of management to take place without threatening the company's stability. The Board of Directors is careful to ensure that any divergence of opinion with an executive officer will not prevent it from reorganizing the company's management on a basis determined beforehand when both parties shared the same view of the company's interests and their relationship was harmonious.

Executive officers are not entitled to termination benefits (recommendation 16 of MiddleNext corporate governance’s code).

However, as of 2008, the Board decided to add a further bonus equal to 0.25% of consolidated net income for executive officers. Paying a percentage of each year’s income to executive officers in the form of a bonus means that the officers are directly rewarded for their contribution to results and their long-term commitment.

This special bonus is designed to compensate the executive officer in advance for any future loss of office and, in part, for his non compete clause.

In exchange, the executive officer expressly agrees not to claim any benefit upon termination, whatever the cause, except where blatantly unjustified.

Executive Directors' compensation approval

The General Meeting, in application of Article L. 225-100 paragraph II of the French Commercial Code, reviewed and approved the fixed, variable and exceptional compensation granted for the financial year just ended and every benefit of any nature to Dominique CEOLIN, Chief Executive Officer.

In application of "Sapin II" regulation, of "PACTE" law and the decree of 27 November 2019, variable and exceptional compensations of the directors are submitted to earlier audit and ex post verification.

Non-compete clause

Dominique CEOLIN (the executive manager) and David HOEY (the deputy CEO) are executive officers of several ABC arbitrage group companies, which give them access to expertise, confidential and strategic information and business partners in the arbitrage and alternative investment business. Should they leave the group for any reason, they may not become involved either personally or through an intermediary in developing or conducting any arbitrage or alternative investment activity or service for their own account or on behalf of third parties that might compete with those activities and services already conducted by an ABC arbitrage group company on the date of their departure.

The executive manager and the deputy CEO have also undertaken not to use the processes, methods and confidential information obtained during the performance of their duties to the detriment of any ABC arbitrage group company.

This non-compete clause will apply for a period of eighteen months after the departure from the ABC arbitrage group and covers all financial markets in which the group exploits arbitrage strategies on the date of their departure, including but not limited to Europe and North America. It also covers all portfolios and clients that the executive managers may manage now or in the future.

In exchange, upon the departure from the group the executive manager or deputy CEO will be irrevocably entitled to receive compensation in an amount equal to 40% of their average annual gross performance-related bonuses for the last 36 months in office, capped at a gross total of €150,000. This compensation will be in addition to the special bonus received during their term of office as referred to above.

It will be payable monthly in arrears over a period of eighteen months, provided that the company receives some form of evidence that the executive office has complied with their non-compete undertaking each quarter (French Pole Emploi certificate, payslip, employer's certificate, affidavit).

Pension commitments towards the executive managers

Following recommendation 17 of MiddleNext corporate governance's code, the executive manager is not covered by any company-funded defined contribution or defined benefit pension plans and the Board of Directors has clearly stated that it is opposed to any such benefits being provided.

Attendance fees

The annual general meeting sets the annual amount of attendance fees allowed to members of the Board of Directors.

The Board has decided to set a fixed amount to every type of meetings and to vote annually for individual attribution of individual attendance fees, based on the actual attendance and contribution of every director to the Board's activities, in accordance with recommendation 10 of MiddleNext corporate governance's code.

The CEO decided each year to limit the payment of his attendance fees to 2,000 euros.

Absence of benefits

The Executive manager and the deputy CEO do not receive benefits

Options and performance shares grant

The Executive manager and the deputy CEO are eligible for free shares and stock option plans offered by the company to benefit the Group's employees and directors. The free shares or stock options or subscription from which they benefit , are subject to performance criteria set by the Board of Directors.
For information the law no longer authorises to grant executive managers performance shares and stock-option which exceed 10% of custody regardless of the amount of debt, nor of capital products that would lead to exceed these 10%. The Chief executive Dominique CEOLIN cannot benefit from performance shares and/or stock option plans.

Share Appreciation Rights (SAR) performance related grant

The Executive manager and the deputy CEO are eligible for SAR performance related plans.

Statements of directors' transactions on ABC arbitrage shares.

To ensure transparency and prevent insider trading, restrictions apply to directors when trading ABC arbitrage shares. From the first day of the accounting year until the day after the annual financial report is published, and from July 1st to the day after interim results are published, directors are required not to do any transactions on ABC arbitrage shares.

Directors' transactions involving the Company's securities must be reported to the Company and to the AMF for their websites. The reporting threshold is €20,000 by calendar year. It concerns equities, debt securities, derivative instruments, and financial instruments related to these securities. Reports have to be submitted to the AMF and ABC arbitrage in the 3 working days after the trade date.

In 2019, directors performed the following trades on the ABC arbitrage securities:

Name	Purchases (in €)	Sales (in €)	Subscriptions (in €)	Number of ABCA Shares held at Dec. 31
Dominique CEOLIN	€15,461.07	€0.00	€0.00	2,490,591
Financière WDD*	€0.00	€0.00	€0.00	6,668,695
David HOEY	€10,398.67	€0.00	€0.00	3,212,442
Aubépar Industries	€0.00	€0.00	€0.00	8,367,490
Jean-François DROUETS	€0.00	€0.00	€0.00	10,549
Sabine ROUX DE BEZIEUX	€0.00	€0.00	€0.00	120
Marie-Ange VERDICKT	€0.00	€7,591.72	€0.00	18,000
Muriel VIDEMONT DELABORDE	€0.00	€0.00	€0.00	1

** Holding 50.01%-owned by Dominique Ceolin*

Elements of compensation paid during the financial year 2019 or allocated for the same financial year submitted to the ex post vote of the shareholders at the General Meeting of 12 June 2020

Pursuant to Article L.225-100 of the French Commercial Code, the total compensation of executive officers, as described below, is in accordance with the compensation policy adopted at the General Meeting of 14 June 2019.

Directors' fees:

Directors' fees paid in 2019 by group companies amounted to €51,700 broken down as follows:

Name	Position	Directors' fees (€)	
		2019	2018
Dominique CEOLIN	Chairman of ABCA	2000	2000
Aubépar Industries SE représentée par Xavier CHAUDERLOT	Director of ABCA	10500	12600
Jean-François DROUETS	Director of ABCA	6300	5600
Sabine ROUX de BÉZIEUX	Director of ABCA	10500	8400
Marie-Ange VERDICKT	Director of ABCA	8400	10500
Muriel VIDEMONT DELABORDE	Director of ABCA	13300	15400
Jacques CHEVALIER	Non-voting director of ABCA	700	500

Executive compensation:

- **Dominique CEOLIN**

In 2019, the compensation granted in euros to Dominique CEOLIN, Chairman and Chief Executive Officer of the Company, compared to the two previous ones, in respect of his duties as a director or employee of ABC arbitrage companies, excluding directors' fees, breaks down as follows:

In EUR	2019	2018	2017
Gross salary (as employee)	0	36,800	223,025
Vacation pay and statutory bonus adjustments	0	36,619	0
Incentive plan	20,262	20,130	19,866
Profit-sharing plan	14,600	19,593	7,666
Fixed compensation (as director)	197,040	190,000	0
Termination without cause benefit	45,500	49,250	46,000
Gross variable bonuses	182,000	197,000	183,000
Share-based compensation	9,401	154,719	188,735
Post-employment benefits	0	0	0
Benefits in kind	0	0	0
Total	**503,763**	**708,111**	**672,292**

- **David HOEY**

In 2019, the compensation granted in euros to David HOEY, Deputy Chief Executive Officer of the Company, in respect of his duties as a director or employee of ABC arbitrage companies, excluding directors' fees, breaks down as follows:

In EUR	2019	2018
Gross salary (as employee)	0	26,545
Vacation pay and statutory bonus adjustments	0	18,987
Incentive plan	20,262	20,130
Profit-sharing plan	14 600	19,593
Fixed compensation (as director)	166 080	138,400
Termination without cause benefit	45,500	49,250
Gross variable bonuses	182 000	197,000
Share-based compensation	67,078	154,719
Post-employment benefits	0	0
Benefits in kind (car)	0	0
Total	**496,532**	**626,624**

For these two executive officers, the compensation in euros paid for fiscal year 2019 is as follows:

In EUR	Dominique CEOLIN	David HOEY
Gross salary (as employee)	0	0
Vacation pay and statutory bonus adjustments	0	0
Incentive plan	20,130	20,130
Profit-sharing plan	19,593	19 593
Fixed compensation (as director)	230,000	166,080
Termination without cause benefit	48,000	48,000
Gross variable bonuses	192,000	192,000
Share-based compensation	9,401	67,078
Post-employment benefits	0	0
Benefits in kind (car)	0	0
Total	**517,123**	**511,893**

Compensation multiples and changes

In accordance with the provisions of Article L.225-37-3 of the French Commercial Code, the table below shows the change over five years in the ratio between the level of compensation of the Chairman and the Deputy Chief Executive Officer and the average and median compensation on a full-time equivalent basis of the employees of the Economic and Social Unit comprising the employees of ABC Arbitrage and ABC Arbitrage Asset Management, as well as the change in such compensation and performance criteria.

The employees concerned are those of the Economic and Social Unit, i.e. all employees in France who are continuously present over a financial year. Employee compensation includes fixed and variable compensation and bonuses. The same applies to the compensation of executive directors in order to standardize the criteria used to determine these ratios.

Year	31/12/2019	31/12/2018	31/12/2017	31/12/2016	31/12/2015
Equity Ratio / Average Compensation Dominique CEOLIN	**5.9**	6.1	7.3	7.5	6.4
Equity Ratio / Median Compensation Dominique CEOLIN	**6.8**	6.9	8.7	9.7	7.1
Equity Ratio / Average Compensation David HOEY	**5.1**	5.1	7.2	7.3	6.9
Equity Ratio / Median Compensation David HOEY	**5.8**	5.7	8.7	9.5	7.6
Change in average salary(1)	**9.87%**	-3.65%	-7.11%	22.30%	N/A
Change in median salary(1)	**8.53%**	2.96%	0.43%	4.18%	N/A
Consolidated revenue organic growth (1)	**-7.66%**	4.17%	-27.85%	11.90%	N/A

(1) Trend for year N compared to year N-1

7.5. Table of Delegation of authority and powers to the Board of Directors[4]

General Meeting Date	Nature of delegation	Modalities and limits	End of delegation	Date, terms and conditions of use by the Board of Directors
16/06/2017	Authorisation to grant stock options or common shares to employees and to Executives of the company or companies of the Group (resolution n°10)	The subscription price or the share purchase price will range between 95% and 140% of the average closing price during the 20th trading session preceding the granting of the plan. The General meeting expressly waives its pre-emptive rights to subscribe for shares issued on the exercise of these stock options, in favour of the beneficiaries of the stock options. The total number of options allocated under this authorisation may not give rights to subscribe for or purchase a number of shares in excess of 11 million shares.	16/08/2020	Options granted under conditions (2,518,000 used as of June 16, 2017 and 465,000 used as of June 15, 2018)
15/06/2018	Delegation of authority granted to the Board of Directors for the purpose of issuing shares or any securities giving access to the share capital while maintaining shareholders' preferential subscription rights. (Resolution no. 12)	The total amount of the capital increases that may be carried out may not exceed 250,000 euros in par value, without prejudice to any adjustments made. The shareholders have a preferential subscription right to the securities to be issued pursuant to the delegation of authority to the Board of Directors.	15/08/2020	Unused
15/06/2018	Delegating authority to the Board of Directors to issue ordinary shares and/or any other securities that give access to the share capital with cancellation of shareholders' preferential subscription right, as defined in article L.411-2 II of the French Monetary and Financial code (resolution n°13)	The total amount of capital increases likely to be performed immediately and/or in the future may not exceed 10% of the share capital per year. The Board of Directors will determine the subscription price for the shares, or securities issued, this price will be greater than or equal to the weighted average of the opening price on the three trading days preceding the date on which it is set, after deducting, if deemed necessary, a maximum discount of 5%.	15/08/2020	Unused
15/06/2018	Authority granted to the Board of Directors in order to allocate existing ordinary shares or to issue performance shares of the Company, to employees and to Executives of the company or companies of the Group (resolution n°14)	The total number of such bonus shares shall not exceed 250,000, including shares already granted in preceding authorizations, shall not exceed 10% of the share capital the day of the decision of the Board of Directors. This percentage shall not exceed 30% of the capital when the grant of performance share will benefit all salaried employees of the company.	15/08/2021	Used in a number of 30,000 shares granted under conditions on 15/06/2018 and 90,000 shares granted on 14/06/2019
15/06/2018	Delegation of authority granted to the Board of Directors to issue ordinary shares and/or other securities that give access to the share capital with cancellation of shareholders' preferential subscription right to the benefit of Société Générale (resolution n°16)	The par value of the capital increases likely to be performed shall not exceed an amount of €92,800. The Board of Directors will determine the unit subscription price for new ordinary shares to be issued upon the exercise of the warrants , greater or equal to the volume-weighted average price of Ordinary Shares observed traded, during the trading day immediately preceding their issue, with a maximum 8% discount.	15/08/2020	Unused
14/06/2019	Authorization to cancel some or all of the shares or any type of securities giving access to the capital (resolution n°11)	The Board of Director has the authorization to cancel, at its sole discretion, within a limit of 10% of the shares calculated on the day of the cancellation decision, of the registered capital of the Company during any twenty four month period, or could come to hold, and to decrease the amount of the Company's share capital accordingly, in accordance with applicable legal and regulatory provisions.	14/06/2021	Unused
14/06/2019	Capital increase by incorporating into the share capital all or part of the reserves, benefits and/or "additional paid-in capital (resolution n°17)	The Board of Directors will determine all the characteristics, take all measures and carry out the useful formalities. The maximum nominal amount of the capital increases that may be carried out shall not exceed €250,000.	14/08/2020	Unused
14/06/2019	Authorization granted to the Board of Directors in order to issue ordinary shares and/or any other securities that give access to the share capital to employees and to Executives of the company or companies of the Group (resolution n°18)	The Board of Directors will decide all conditions regarding the necessary transactions, in particular the subscription price for the new shares. The total amount of capital increases likely to be performed may not exceed a nominal value of €40 000 without prejudice of any adjustments realized as defined in article L. 228-98 and L. 228-99 of the French Monetary and Financial code.	14/08/2020	Unused

4 According to the article L225-37-4 3° of the French Monetary and Financial code

The General Meeting of June 14, 2019 has decided to set the ceiling of nominal of capital increases likely to be performed under the delegations of authority granted to the Board of Directors to €250,000 by the 18th resolution voted during that meeting and the one performed under the delegations of authority granted by the 10 resolution voted during the general meeting of June 16, 2017 and the 12th, 13th, 14th and 16th resolutions adopted by the general meeting of 15 June 2018.

7.6 Other information

Attendance at general meetings of shareholders:

All shareholders are entitled to attend general meetings on the basis set out by law and the regulations, regardless of the number of shares held.

In accordance with article L.225-106 of the French Commercial Code, shareholders who are unable to attend the general meeting in person may:

- Give proxy to any legal entity or natural person of their choice including the chairman of the general meeting; or
- Sign and return the proxy form to the company without naming the proxy; or
- Vote by post.

The proxy documents provided for in articles R.225-81 and R.225-83 of the French Commercial Code (including the annual financial statements and a presentation of the proposed resolutions) can be obtained by writing to the company's head office in accordance with the applicable laws and regulations.

The documents to be presented during the meeting (as referred to in article R.225-73-1 of the French Commercial Code) are posted on the company's website (http://www.abc-arbitrage.com), at the latest on the 21st day preceding the meeting.

Shareholders may submit written questions to the Board of Directors. To be taken into account, the questions should be sent no later than the fourth day preceding the meeting, in accordance with the applicable laws and regulations.

Shareholders who fulfil the relevant legal and regulatory requirements may ask for resolutions or items to be added to the agenda of the meeting. To be taken into account, any such requests should be sent no later than the twenty-fifth day preceding the meeting, in accordance with the applicable laws and regulations.

Dominique CEOLIN, the Company's Chairman and Chief Executive Officer, meets significant shareholders regularly during the year and not just at General Meetings, in order to create the basis for a productive dialog (recommendation 12 of the MiddleNext Code).

Succession plan

In accordance with the MiddleNext Code (recommendation 14), Dominique CEOLIN, Chairman and Chief Executive Officer, presents details of the Company's succession plan to the Board of Directors once a year.

Related-parties agreement

No related-parties agreements were signed nor any agreement between a shareholder holding more than 10% of ABC arbitrage share capital and voting rights or a Director and any of its subsidiaries.

8. Internal control

The purpose of the internal control system implemented by the various group companies is to:

- Ensure that management decisions, business operations and staff behaviour comply with the guidelines set by the company's corporate governance structures, the applicable laws and regulations, and the company's own values, standards and rules;
- Prevent and control risks arising from the company's business operations and the risk of error or fraud;
- Ensure that the accounting, financial and management information provided to the company's corporate governance structures gives a true and fair view of the company's operations and financial position;
- To manage the identified risks.

More generally, the internal control system aims to provide shareholders and investors with reasonable assurance that the strategic objectives set by the Board in agreement with the shareholders will be met with an adequate level of security, control over risks and processes, and compliance with all applicable standards. Like any control system, it cannot provide absolute assurance that these risks will be totally eliminated.

8.1. Regulations

The ABC arbitrage group's internal control system is based on the following regulations and standards:

- The regulations and standards applicable to French companies whose shares are traded on a regulated market, in particular the general regulations and internal control guidelines published by the AMF;
- The regulations and standards applicable to French asset management companies, in particular the AMF's general regulations, the Code of Ethics issued by Association Française de Gestion (AFG) and the AIF Rulebook for alternative investment funds.

8.2 Internal control players

Control over the operating departments is exercised by the Finance & Internal Control and Market Risks units.

The boards have full power to request disclosure of the information they wish to obtain. Gaëtan FOURNIER, Head of Compliance and Internal control (RCCI) and the Chairman and Chief Executive Officer, Dominique CEOLIN can be contacted for risk management and internal control related matters.

▶ Finance & Internal Control

Finance & Internal Control reports directly to executive management and to the Board of Directors of the asset management company for specific questions. The four-members unit is headed by Gaëtan FOURNIER.

It is responsible for drafting and updating documentation describing the resources required to ensure that internal controls are implemented on an efficient, effective and consistent basis. It also organizes and takes part in recurring and periodical controls.

Through regular meetings with each department, Finance & Internal Control checks that procedures describing the department's tasks in the operating process have been issued and are implemented. Given the size of the company, the reports and recommendations for improvement issued by Finance & Internal Control are discussed during informal meetings with the heads of the relevant departments and the management of group companies.

Finance & Internal Control is also responsible for financial control within the group. At each reporting date, it reviews and approves the manual or automatic accounting entries made by the operating departments.

Checks are performed through:

- Examinations of accounting vouchers, on a comprehensive or test basis ;
- Analytical reviews.

Its conclusions are set out in formal interim and annual reports that are reviewed by the statutory auditors.

▶ Market Risks

The three-member Market Risks unit reports directly to executive management, which in turn reports to the Board of Directors.

The unit is responsible for enforcing strict compliance with the group's investment rules. If this means unwinding all or part of a position, Market Risks has the power to call a meeting of the investment committee, which will define the action plan and timetable.

The unit performs day-to-day second-level controls, with the operating departments scheduling and performing first-level controls. It ensures that positions are effectively hedged, that trading limits are adhered to, that the trading strategies devised by the market operators are reasonable in light of market intelligence and that potential loss calculations are accurate.

Daily control reports are sent directly to the operating teams and the Board of the asset management company, without going through the department head. A meeting between Market Risks and the heads of the operating departments is scheduled at least once every six weeks.

▶ Compliance Officer

The Compliance Officer is responsible for making sure that all industry codes of conduct and practice are strictly observed. These rules are designed to guarantee the quality and integrity of the service offering and to promote its development. In liaison with all people and departments involved, the Compliance Officer makes sure that the rules are implemented and performs controls.

8.3. Risk assessment

The internal control department establishes and monitors a risk map. This mapping details how all the group's services and infrastructure cover the identified risks.

The nature and extent of risks to which the Group is exposed through its dealings in financial instruments are described below.

The Group's trading exposures (“Trading Exposures”) include equities or equity derivatives (such as warrants and convertible bonds), derivative products such as futures, options and foreign exchange; and collective investment undertakings, the vast majority of which are traded on active markets, which may or may be not regulated, and are referred to collectively as “Financial Instruments”. An ensemble of related Trading Exposures constitutes an arbitrage model (“Arbitrage Model”).

An Arbitrage Model is designed to take advantage of an unjustified price differential between two financial instruments. The Group qualifies as "unjustified" only those differentials that can be objectively measured by a mathematical or statistical process, without a guarantee of long-term convergence.

Trading Exposures in Financial Instruments may be held in custody, as a creditor or a debtor to a counterparty or in synthetic format (contracts for differences, swaps).

The Group is exposed to a variety of risks: market risks, credit and counterparty risks, liquidity risks, operational risks and other risks.

ABC arbitrage provides subsidiaries with a general risk-management framework that the subsidiaries' boards of directors adhere to when setting their own policy. The Group oversees the implementation and effectiveness of the controls carried out in its subsidiaries with the support of the executive managers and the control functions (market risk and internal control).

This is because the Group uses leverage as part of its financing agreements with counterparties, allowing it to take larger exposures than would be possible if it were acting alone.

Trading Exposures to Financial Instruments in isolation present a risk of loss of capital. The maximum loss of capital on long Trading Exposures to equities is limited to the fair value of those positions. The maximum loss of capital on long Trading Exposures to future contracts is limited to the notional contract value of those positions. The maximum loss on short Trading Exposures to futures contracts and equities is theoretically unlimited.

► **Market risks**

Market risk is the risk that the fair value or future cash flows of Trading Exposures will fluctuate because of changes in market prices of Financial Instruments and include notably market price risk, interest rate risk and foreign currency risk.

Equity risk
Equity risk, or price risk, arises mainly due to uncertainty about the future prices of Financial Instruments held. It represents the potential loss that could be incurred by the Group as a result of potential movements in price on its exposures to Financial Instruments.

The risk is never related to an unfavourable movement in market prices, for example a stock market crash, but can arise from an unfavourable event related to one of the above operations. By definition, the risks on arbitrage models are not interdependent. The Group hedges risks by spreading them across the greatest possible number of transactions, financial instrument types and geographic areas.

Interest rate risk
Interest rate fluctuations may have a positive or negative influence on the value of Financial Instruments.

In general, the Trading Positions are composed of approximately equal amounts of long Trading Positions and short Trading Positions and the risk is therefore not material. If a specific Trading Position carries a material interest rate risk, this risk is systematically hedged.

Currency risk
The Group may hold Trading Positions denominated in currencies other than the Group’s functional currency. Exchange rate fluctuations against the functional currency may have a positive or negative influence on their value.

Currency risks are systematically hedged by buying or selling the currency (or an exposition to the currency). The only risk is of a secondary nature – that the profit (or loss) realized in a given currency may vary if it is not converted into the functional currency. The Group regularly converts profits (or losses) into the functional currency and its exposure to currency risk is therefore marginal.

▶ Operational risk

Operational risk is the risk of loss due to inadequate or failed internal processes, people and systems.

This risk is managed upstream by ensuring that position taking is guided by written procedures and a rigorous internal control process. However, these procedures and controls cannot provide absolute assurance that operational losses will not occur and due care is taken at all times as this is a structural risk in the Group’s business.

▶ Liquidity risk

Liquidity risk is the risk that the Group may not be able to generate sufficient cash resources to settle its obligations in full as they fall due, or can only do so on terms that are materially disadvantageous.

The Group’s Trading Exposures consist almost exclusively of highly liquid Financial Instruments quoted on active markets and its obligations mainly comprise the necessity to provide Collateral to support the Group’s Trading Positions. The volume of Trading Positions which the Group may enter into is contractually based on the assets transferred as Collateral.

The Group's actual Trading Positions, taking into account existing agreements with Counterparties, is constantly monitored to ensure that the Group benefits from considerable flexibility in conducting its business as well as substantial liquid reserves. In addition, given the highly liquid nature of the Trading Positions the Group can alleviate the need for Collateral by reducing the volume of Trading Positions.

▶ Credit and counterparty risk

This is the risk of a counterparty being unable to honor its contractual obligation to settle a transaction with the Group, due to deterioration in its financial position.

The ABC arbitrage Group deals solely with brokers/dealers (“Brokers”) and credit institutions and investment companies (“Counterparties”). All of these parties are subject to specific controls by the regulatory authorities in the countries in which they operate to ensure their solvency.

The Group’s trading activity mainly comprises financial instruments which are traded on active (if not regulated) markets which predominantly settle via a Central Clearing Party (CCP). The risk of default by Brokers for each and every market trade is therefore considered to be minimal, as the CCP serves to guarantee settlement, and the securities are not delivered until the Broker has made or received payment.

By unwinding transactions in financial instruments, a counterparty acts as depositary, creditor or debtor, or as counterparty to a synthetic product (CFDs, swaps) for the Group. In general the Group’s business requirements permits that very little (if any) of its assets are held in Custody. A significant proportion of the assets of the Group transferred to Counterparties are either pledged as a first security interest or transferred as margin (collectively “Collateral”) to support the Trading Positions. The Counterparty may re-use this Collateral for its own account but is required by contract to return the assets or equivalent assets upon first demand if it is no longer needed to support the Trading positions.

The risks related to the use of a Counterparty are:

- interruption or discontinuation of services as the Counterparty has the right to amend or discontinue the services;
- increased costs of maintenance of Trading Positions with the Counterparty;
- failure by the Counterparty to return Collateral used due to market events;
- failure by the Counterparty to return sums due as a result of bankruptcy;
- incorrect valuation of Trading Positions held and Collateral transferred to the Counterparty.

The Group manages this counterparty risk through the use of industry standard master agreements, close monitoring of Counterparty credit ratings and diversification of its relationships to spread risk while weighing up the pricing benefits of concentration on larger-scale relationships.

▶ Other risks

Compliance risk (including legal risk)
Compliance risk is the risk of failure to identify and/or comply properly with the provisions governing the Group's business activities. Such failure can lead to malfunctions, financial loss or sanctions (legal, disciplinary, administrative, etc).
An ongoing monitoring system is in place within the Group's legal and tax department.

Conflict of interest risk
Conflict of interest risk is the risk of being confronted with situations where the interests of a client or company may conflict with those of another client or with those of a Group company or a Group employee.

To prevent conflict of interest situations, the Group has implemented:
- an internal conflicts of interest policy including guidance to be followed by employees in order to identify, prevent and manage conflicts of interest;
- strict procedures and rules governing the handling of orders and primacy of the client interest. The Group's asset management companies comply strictly with financial market operating rules and are not permitted to do anything that might contravene the principle of fair and equal treatment of orders. More particularly, orders transmitted to the market are pre-allocated and time and date stamped.

Risks associated with climate change
In light of its business, ABC arbitrage has not identified any material financial risks associated with the effects of climate change.
The Group is nevertheless aware of its responsibilities and endeavors to adopt eco-friendly practices by taking environmental factors into consideration in routine decisions.
The Group's environmental policy is described in the third section of the URD report.

8.4. Internal control organization

In order to face with the previously identified risks, the ABC arbitrage group's internal control system is based on:

Clear, easily accessible staff and line organization charts
The charts provide an overall description of the group's structure and ensure proper segregation of tasks.

Procedures describing the investment processes
Procedures are drafted by employees in different departments describing data flows, as well as the required documents, decisions, entries and controls. These procedures reflect the expertise of the asset management company in its core business.

Investment rules
Investment rules are defined by management in association with Market Risks for all new arbitrage types. These rules ensure that everyone involved follows the same guidelines with regard to trading limits, maximum potential losses, leverage, etc.

Regular controls are performed to ensure that limits exist, are regularly reviewed and are strictly adhered to.

Bespoke information system
The information system is the cornerstone of the organization structure. Adapted to the specific requirements of the business, it is used to perform a large number of programmed controls and to produce daily management reports. A number of blocks can also be set in the system to limit operational errors in the work processes. The information system was developed and is maintained in-house by the asset management company's IT team.

Permanent audit trail
The entire production and operations chain is recorded and archived in the company's system to provide a full audit trail of all transactions.

Accountability of operations staff
Operating staff are responsible for first-level risk management and control to ensure that they are aware of and observe control and compliance rules as regards risk limits and existing standards.

Segregation of execution and control tasks
Preventing the risk of collusion or accidental error depends on segregating the main line functions. Transaction authorization, processing, recording and accounting functions are therefore clearly divided between the various operating departments. Where a particular function cannot be fully segregated due to the group's small size, controls are reported directly to the Board or executive management and decisions are taken on a consensus basis.

Restricted delegated authorities
Only the Chief Executive Officer has the power to represent ABC arbitrage. There is a general delegation of authority in his absence and a special delegation of authority from the Chief Executive Officer to a head of department on a needs only basis.

Codes of conduct
It is assumed that all employees may possess sensitive information or may be faced with a conflict of interest. The code of conduct is specifically designed to reduce the risk of such information being used or the conflict of interest arising.

The code of conduct includes specific rules concerning:
- Use of confidential, inside or sensitive information;
- Blackout periods for dealing in the company shares, imposed by ABC arbitrage's management throughout the life of the company to avoid any arguments or the exercise of personal judgement on share dealing during sensitive periods (e.g. before the results are published).

The group always makes sure that it has sufficient available cash to cope with very difficult market conditions. It has never experienced any financing or credit difficulties.

The group is based in premises that meet its trading room needs and encourage a seamless information flow.

8.5. Preparation of financial and accounting information

ABC arbitrage prepares separate and consolidated financial statements each year. They are drawn up by Finance & Internal Control, reviewed by the Audit Committee and approved by the Board of Directors.

The ABC arbitrage group also publishes interim consolidated financial statements.
The statutory auditors have always issued unqualified opinions on the financial statements of the company and the group.

Led by Finance & Internal Control, the accounting control organization is designed to ensure that ABC arbitrage's information system and associated databases comply with the regulations and, in particular, provide a continuous audit trail.

▶ Matching and freezing entries

A unique internally-developed "Transactions" module allows information about the type and specific features of each arbitrage transaction (direction, type and description of security traded, trade date, value date, quantity, price, fees and commissions, Broker's symbol, deposit account, etc.) to be stored at two levels.

The first level is used by market operators to input their transactions. The second level is used by post-market financial operators to validate the transactions based on the confirmation notes received from counterparties.

This module is a dynamic interface between front and back-office teams that also guarantees full segregation between the input and control tasks carried out by the two units.

For all information flows giving rise to an accounting entry, security mechanisms have been developed that prevent any possibility of editing or deleting an entry once it has been validated.

The security mechanisms apply to transaction data entered by the market operators, which cannot be edited once they have been validated by the financial operators (i.e. they match the confirmation notes received from the Brokers).

Similarly, settlement and delivery information and the associated accounting entries cannot be edited, once confirmed and matched against the counterparty's confirmation notes.

All provisional entries are fixed after accounting validation as of a "freeze date".

Lastly, central ledgers are entered monthly in an accounting application approved by the tax authorities and used for the annual closing procedure no later than the end of the following period. The closing procedure is applied to all movements booked in the accounts.

Entries related to non-operating activities are input directly in the accounting application.

▶ **Creating and editing an account profile**

Only two designated people are authorized to edit (or create) account profiles, one a user and the other an IT team member. They ensure that the account details (number, label, etc.) are accurate and reliable.

▶ **Accounting input templates**

For automatic accounting entries, debit and credit input templates are pre-completed. The financial operator's validation of the transaction type and designated counterparty generates an accounting flow. These flows cannot be edited downstream because this type of transaction cannot be input manually. Flows are therefore automatically subject to the various desk checks performed by the various operating departments.

For manual entries, which may only be recorded for certain specific transaction types, there are also pre-set debit and credit input templates to guide the operator and limit the available options.

In addition, Finance & Internal Control reviews the accounting treatment of any proposed new or complex transaction and, if necessary, has it validated by the statutory auditors ahead of their audit work.

▶ **Limitation of menu lists**

All application screens offer the operators pre-set menu lists. These lists are restrictive and help speed up data input, avoid many material errors and prevent data inconsistency. The menu lists are updated dynamically for all users once approved by two responsible persons.

The main data menu lists concern currencies, securities, choice of accounts proposed depending on the counterparty (clients, brokers, Prime Brokers, etc.) and accounts having an impact on P&L depending on transaction type.

▶ **Second level controls performed by Finance & Internal Control**

Daily recurring controls are performed by the middle and back offices to check that transactions generated by the management systems have been properly uploaded to the accounting systems.

As mentioned earlier, Finance & Internal Control is responsible for performing second-level controls. This involves validating on a test basis entries booked manually or automatically in the information system by the operating department. Performed at each accounting close prior to the statutory auditors' audit procedures, the control procedures include reconciliations to external vouchers and consistency tests.

The unit reports formally on its control activity and makes sure that the financial statements accurately reflect the accounting entries.

The current internal control system is designed to support the group's harmonious, profitable growth. It therefore focuses on preventing and controlling risks arising from business activities and, in particular, ensuring that accounting records and the financial statements are reliable and give the shareholders a true and fair view of the company and group. Management will continue its efforts to improve and upgrade the internal control system whilst bearing in mind that the system cannot provide absolute assurance and that the utmost care must always be taken in this area.

9. Share performance and share buyback program

At December 31, 2019, issued capital amounted to €936,192.848 divided into 58,512,053 ordinary shares.
Average daily trading volume came to more than 33,351 shares, representing almost €214 thousand a day in value.

ABC arbitrage shares closed the year 2019 at €6.7. The par value of the shares is €0.016.

The Company has been authorised by shareholders to carry out a share buyback program. The number of shares acquired by the Company shouldn't exceed 10% of its share capital under no circumstances. This could be adjusted by capital transactions completed prior to the General Meeting held on June 14, 2019. Under the terms of the authorisation, the total amount invested in the program may not exceed €20,000,000. In addition, the Board of Directors' authorisation is required for share buyback transactions representing over €500,000.

Reason for the buybacks	Number of shares purchased	Average price in EUR	% capital	Number of shares sold	Average price in EUR	% capital
For market making	145,553	6.42	0.25%	170,405	6.33	0.29%
For employee share offers carried out in 2019	-	-	-	316,104	-	0.54%
For future employee share offers	-	-	-	-	-	-
For cancellation	-	-	-	-	-	-
For allocation on exercise of rights to shares	-	-	-	-	-	-
For external growth transactions	-	-	-	-	-	-
For the payment of stock dividends	-	-	-	-	-	-
Other	-	-	-	-	-	-

From the shares held at December 31, 2018 (493,064 shares), 273,322 were allocated under performance share plans, 12,843 under stock option plans, 9,006 under Stock Appreciation Rights, and 20,933 under the possibility of conversion of Incentive plan into ABC arbitrage shares within the Group Savings Plan.
At December 31, 2019, ABC arbitrage held 176,960 of its own shares.

10. Statutory disclosures

Under Article L. 233-13 of the French Commercial Code, the Board of Directors is required to disclose the names of shareholders whose holdings exceed the statutory disclosure thresholds at December 31, 2019. There was no significant change in the ownership structure in 2019.

Name	% of capital	% of voting rights
Aubépar Industries	14,30%	14,35%
Financière WDD* et IPA **	12,02%	12,06%
Dominique CEOLIN	4,29%	4,30%
Eximium	6,62%	6,64%
David HOEY	5,49%	5,51%
Other Management***	3,79%	3,80%

** Holding company 50.01% owned by Dominique Ceolin*
*** IPA (Investissements et Prestations Administratives) is a company acting in concert with Financière WDD, owning 0.6% of the capital.*
**** Executive management and independent non-executive directors excluding Dominique Ceolin and David Hoey*

At December 31, 2018, ABC arbitrage held 199,634 treasury shares (0.34% of issued capital), at a gross value of €1.246 million euros, against 540,590 treasury shares held in 2018, at a gross value of €3.405 millions of euros.
The free float represented 53.15% of issued capital at the year-end.
No corporate mutual fund has been set up to hold shares on behalf of members of an employee share ownership plan.

11. Dividend policy

The table below shows dividends paid in respect of the last three fiscal years:

In €	2018	2017	2016
Dividend paid	0.43	0.40	0.45

All of these dividends qualified for the 40% tax relief available to individual shareholders resident in France for tax purposes, except for the €0.20398 per share in 2018, €0.37606 per share in 2017 and €0.40985 per share in 2016 dividend distributed from additional paid-in capital.

The Annual Shareholders' Meeting of June 14, 2019 approved a 2018 dividend of €0.23 per share. The dividend is in addition to the €0.20 distribution paid in November 2018. The full distribution for 2018 therefore amount to €0.43 per share.

The ex-dividend date was July 9, 2019, and the dividend was paid on July 11, 2019. Since the distribution was paid for €0.22602 from the share premium account, and €0.00398 was treated as a repayment of capital contributions, pursuant to Article 112-1 of the French tax code (*Code général des impôts*).

The dividend ultimately paid in cash amounted to €13.4 million.

ABC arbitrage distributed twice €0.10 per share, solely in cash. The ex-dividend dates were October 8, 2019 and December 10, 2019, and the dividends were paid on October 10, 2019 and December 12, 2019. Since the distributions were paid from the share premium account, it was treated as a repayment of capital contributions, pursuant to Article 112-1 of the French tax code (*Code général des impôts*). In view of the number of ABC arbitrage shares qualifying for the payment, the total amount came to €11.6 million.

.

12. Other elements

12.1 Sponsorship

In today's constantly evolving world, with ambitious and captivating projects, ABC arbitrage wishes to stay aware of others' jobs, passions, and adventures. Also to meet other men and women who pilot and live important human adventures: they have in common a kind of personal competition, either through sport or studies. Thinking out of our daily life to discover and share the work, innovations, and the challenge to push oneself to the limits, to view things in a new way, to enrich our own career. These are ABC arbitrage ambitions through these featured projects. It is also an excellent opportunity to promote ABC Arbitrage's business.

Under its communication policy, ABC Arbitrage is leading an "Ocean race" sponsorship program as the official partnership of the skipper Jean-Pierre Dick (Absolute Dreamer crew), giving him the opportunity to use the visual identity of the Group over his ship and any other means of communication.

The Group also supports Charly Quivront during competitions or any other events. In return ABC Arbitrage's visual identity can be used over Charly Quivront surfboard and any other means of communication.

ABC Arbitrage supports an innovative program of equal opportunities led by the Fondation Financière de l'Echiquier to enable deserving women scholarship students to pass the entrance examinations for France's most prestigious universities, or grandes écoles parisiennes. We hope that the partnership will make it easier for the new generation to earn scientific degrees, thereby helping to enhance France's performance and reputation for excellence in these fields.

The Group also participated in the Basis.point initiative, a scheme created by the Irish investment fund industry to improve training and educational opportunities for disadvantaged young people in Ireland.

Lastly, ABC arbitrage donated to the Wikimedia Foundation, a non-profit organization dedicated to encouraging the growth and development of free educational content.

The total amount of partnership amounts to €133 thousands.

12.2 Payment periods

All trade payables outstanding at December 31, 2019 were payable no later than thirty days from the end of the month.

	Article D.441 I. 1°: Invoices received not paid by 31/12/2019 whose term has expired					Article D.441 I. 1° : Invoices issued not paid by 31/12/2019 whose term has expired				
	from 1 to 30 days	from 31 to 60 days	from 61 to 90 days	91 days and more	Total (1 day or more)	from 1 to 30 days	from 31 to 60 days	from 61 to 90 days	91 days and more	Total (1 day or more)
(A) Late payment instalment										
Number of invoices involved					0					0
Total amount of invoices involved (excluding VAT)						0	0		0	0
Percentage of total purchases for the year										
Percentage of revenue for the year						0%	0%	0%	0%	0%
(B) Invoices excluded from (A) relating to disputed or unrecognized debts and receivables										
Number of invoices involved					2					0
Total amount of invoices excluded (excluding VAT)					11156.36					0€
(C) Reference payment periods used (contractual or legal period - art L441-6 or L443-1 of the French Commercial Code)										
Payment periods used to calculate late payments	Legal deadlines: 30 days					Contractual period: 30 days end of month				

12.3 Sumptuary expenditures: Article 223 quater of the French General Tax Code

On December 31, 2019, we acknowledge the absence of non-deductible expenses mentioned in article 39-4 of the French General Tax Code.

12.4 Post-balance sheet events

At this time, the Board of Directors is not aware of any post-balance sheet events that may have occurred since the financial closing.

13. Outlook

Since the end of February, volatility has increased sharply, reaching levels higher than in 2008. In this health crisis environment, the Group has executed its Business Continuity Plan for its activities and for the safety of its employees. In the current state of margin calls deposited as a guarantee of activity, the Group is not facing any collateral problems despite a significant increase in activity. The Group's analytical data is consistent with the market parameters encountered. The Group confirms a significant increase in the pace of activity over a large part of its strategies. Moreover, in a context of "hyper-volatility", M&A strategies are encountering a negative "mark to market" impact, which was typical of the previous crises of 2001, 2007 and 2008. The final realisation and extent of this impact will depend on the successful convergence of the operations in progress. The Group's major risks related to this crisis are, for example, an uncoordinated decision to close stock exchanges; a ban on short sales that would limit the ability of liquidity providers, core business of the Group, to intervene; a sharp rise in failure rates and/or a fall in bid prices on ongoing M&A transactions. Moreover, compared to the crisis of 2008, the sharp fall in the financial markets could lead to massive outflows that would affect the Group's turnover but in a minor way. After the quiet months of January and February, the Group's pace of activity is in line with the average of the first half of 2019, with significant growth in earnings potential since the beginning of March. The entire Group is mobilized to deliver performance in line with the current volatility, while respecting its employees and the current restrictions in force. Given the seriousness of this global health crisis with as yet undetermined consequences, the Group remains particularly attentive to future developments.

The results of the "Step Up 2019" plan are significant and consistent with the exogenous parameters encountered and the Group's current know-how, but remain below initial ambitions. The Group has presented its strategic plan "ABC 2022" in March 2020, "ABC 2022" is focused on a strong development of the third-party asset management activity and an increase in R&D investments.
In the face of the latest events, the Group has decided to focus on handling the current health crisis without losing its determination and means to build the principles to adapt to future economic support measures taken by Centrals Banks and Governments.

The Board of Directors
March 19, 2020

UNIVERSAL REGISTRATION DOCUMENT Year 2019

Consolidated financial statements

18, rue du Quatre Septembre
75002 Paris - France
Email : abc@abc-arbitrage.com
Internet : www.abc-arbitrage.com

Groupe ABC arbitrage

Contents

Disclaimer:

This annual report and its constituent parts have been translated from the original French versions.
For the purposes of interpretation, the French originals will take precedence over the English translation.

Balance sheet - assets

In EUR	Note	Dec. 31, 2019 IFRS	Dec. 31, 2018 IFRS
Intangible assets	3.1	174,074	187,715
Right-of-use assets - IFRS 16	1. / 3.1	1,814,900	0
Property and equipment	3.1	1,056,705	973,386
Work in progress	3.1	0	0
Non-current financial assets	3.2	619,873	602,663
Deferred tax assets		166,608	389,208
Total non-current assets		**3,832,161**	**2,152,972**
Financial assets at fair value through profit or loss	3.4	127,363,340	133,901,357
Other accounts receivable	3.6	7,155,355	8,689,613
Current tax assets		214,375	281,085
Cash and cash equivalents		7,788,516	6,958,096
Total current assets		**142,521,585**	**149,830,150**
TOTAL ASSETS		**146,353,746**	**151,983,122**

Balance sheet - liabilities

In EUR	Note	Dec. 31, 2019 IFRS	Dec. 31, 2018 IFRS
Paid-up share capital		936,193	936,193
Additional paid-in capital		47,516,870	59,472,407
Retained earnings		73,109,773	66,203,520
Interim dividend		-	-
Net income		18,339,083	19,678,922
Total equity attributable to equity holders	3.3	**139,901,919**	**146,291,042**
Minority interests		(180)	(180)
Total equity		**139,901,739**	**146,290,862**
Provisions	3.7	50,000	50,000
Lease liability - IFRS 16	1.	2,241,657	-
Non-current financial liabilities		-	-
Deferred tax liabilities		-	-
Non-current liabilities		**2,291,657**	**50,000**
Financial liabilities at fair value through profit or loss	3.4	1,301	192,376
Other liabilities	3.6	4,158,540	5,449,884
Taxes payable		-	-
Short-term debt		509	-
Current liabilities		**4,160,350**	**5,642,260**
TOTAL EQUITY AND LIABILITIES		**146,353,746**	**151,983,122**

Statement of income

In EUR	Note	Dec. 31, 2019 IFRS	Dec. 31, 2018 IFRS
Net gain/loss on financial instruments at fair value through profit or loss	**4.1**	22,519,740	23,132,539
Investment services fees	**4.2**	14,422,746	16,756,927
Other revenue	**4.3**	302,549	342,000
Administrative expenses	**4.4**	(5,467,005)	(6,723,436)
Taxes and duties		(573,328)	(697,684)
Payroll costs	**4.5**	(11,653,660)	(12,777,961)
Depreciation and amortisation expense		(572,905)	(914,273)
Depreciation and amortisation expense - IFRS 16		(907,450)	0
OPERATING INCOME		**18,070,686**	**19,118,112**
Provision expense	**4.6**	35,000	200,000
Interest expense - IFRS 16	**1.**	(34,457)	0
INCOME BEFORE TAX		**18,071,228**	**19,318,112**
Current taxes	**4.7**	214,375	205,970
Deferred taxes		53,480	154,840
NET INCOME		**18,339,083**	**19,678,922**
Attributable to equity holders		18,339,083	19,678,922
Attributable to minority interests		-	-
Number of ordinary shares		*58,512,053*	*58,512,053*
Earnings per ordinary share		*0.31*	*0.34*
Diluted earnings per ordinary share		*0.31*	*0.33*

Statement of comprehensive income

In EUR	Note	Dec. 31, 2019 IFRS	Dec. 31, 2018 IFRS
Net income		18,339,083	19,678,922
Change in foreign exchange		-	-
Remeasurement of available-for-sale assets		-	-
Remeasurement of hedging instruments		-	-
Remeasurement of non-current assets		-	-
Actuarial gains and losses on defined benefit plans		-	-
Share of other comprehensive income on equity-accounted affiliates		-	-
Income tax		-	-
Total other comprehensive income		**-**	**-**
NET INCOME AND OTHER COMPREHENSIVE INCOME		**18,339,083**	**19,678,922**
Attributable to equity holders		18,339,083	19,678,922
Attributable to minority interests		-	-

In EUR thousand	Paid-up share capital	Equity instruments and related reserves	Elimination of treasury shares	Retained earnings and net income	Total equity attributable to equity holders	Minority interests	Total equity
At December 31, 2017	**929**	**117,739**	**(4,334)**	**34,533**	**148,867**	**nm**	**148,867**
Issue of shares	7	(7)	-	-	-	-	**-**
Elimination of treasury shares	-	-	929	-	929	-	**929**
BSAA Cancellation	-	(37)	-	-	(37)	-	**(37)**
Appropriation of 2017 net income	-	-	-	(11,682)	(11,682)	-	**(11,682)**
2018 interim dividend	-	-	-	(11,592)	(11,592)	-	**(11,592)**
Share-based payments	-	-	-	128	128	-	**128**
Net income for the year 2018	-	-	-	19,679	19,679	-	**19,679**
At December 31, 2018	**936**	**117,695**	**(3,405)**	**31,065**	**146,291**	**nm**	**146,291**
Issue of shares	-	-	-	-	-	-	**-**
Elimination of treasury shares	-	-	2,159	-	2,159	-	**2,159**
BSAA Cancellation	-	-	-	-	-	-	**-**
Appropriation of 2018 net income	-	1	-	(13,404)	(13,403)	-	**(13,403)**
2019 interim dividend	-	-	-	(11,660)	(11,660)	-	**(11,660)**
Share-based payments	-	-	-	(1,824)	(1,824)	-	**(1,824)**
Net income for the year	-	-	-	18,339	18,339	-	**18,339**
At December 31, 2019	**936**	**117,696**	**(1,246)**	**22,516**	**139,902**	**nm**	**139,902**

nm: non-material

In EUR thousand	Dec. 31, 2019 IFRS	Dec. 31, 2018 IFRS
Net income	**18,339**	**19,679**
Net allocations to provisions	(35)	(150)
Net allocations to depreciation and amortisation	573	914
Depreciation and amortisation expense - IFRS 16	907	-
Change in deferred taxes	223	281
Share-based payments - IFRS 2	191	563
Net cash provided by operations before changes in working capital	**20,198**	**21,287**
Changes in working capital	**6,692**	**1,243**
Net cash provided by operating activities	**26,890**	**22,530**
Net cash used by investing activities	**(3,382)**	**(693)**
Leases - IFRS 16	2,242	-
Net cash provided by capital transactions	-	(37)
Dividends paid	(25,063)	(23,275)
Share-based payments	144	493
Net cash used by financing activities	**(22,678)**	**(22,818)**
Net change in cash and cash equivalents	**830**	**(981)**
Cash and cash equivalents, beginning of period	6,959	7,939
Cash and cash equivalents, end of period	7,788	6,959

Contents

1. Accounting principles and policies

The Group's fiscal year runs from January 1 to December 31, 2019. The consolidated financial statements are presented in euros.

The financial statements have been approved by the Board of Directors and audited by the Group's two Statutory Auditors, Ernst & Young et Autres and Deloitte & Associés.

The ABC arbitrage Group's consolidated financial statements have been prepared in accordance with the International Financial Reporting Standards (IFRS) issued by the International Accounting Standards Board (IASB) as adopted by the European Union as of December 31, 2019.

The Group has applied the new standards, amendments and interpretations adopted by the European Union that are compulsory as of January 1, 2019.

IFRS 16:

IFRS 16 - Leases was adopted on 9 November 2017 by the European Union and is effective for periods beginning on or after January 1, 2019.

IFRS 16 requires all leases to be recognized in the lessee's balance sheet, as follows:
- In assets: recognition of a right-of-use asset and
- In liabilities: recognition of a lease liability

Therefore, in the statement of income, a depreciation of the leased asset must be recognized separately from the portion of the lease payments corresponding to interest.

The Group has adopted the modified-retrospective approach as at 1 January 2019 and has restated all its eligible leases, but without restating the comparative periods. The income statement and balance sheet have been modified accordingly (amortization of the rights of use of recognized assets and interest expenses relating to rental debts, debts related to rental activities). These rental assets correspond to the premises occupied.
Leases with a term of less than one year and service contracts are not subject to restatements.

As a reminder, as specified in paragraph 6.2 of the consolidated financial statements as at 31 December 2018, ABC arbitrage has entered into a commercial lease as a tenant. This one took effect on 1 January 2016 for a period of 6 years. For the 2018 financial year, the annual rent amounted to 969,000 euros.

The discount rate used to value the rental debt in the first half of 2019 is 1.03%.

The impact of the application of this standard on 1 January 2019 is reflected in an increase in the Group's debt of €2.2 million and an increase in fixed assets by €1.8 million at the end of 2019.

IFRIC 23:

The IFRIC 23 interpretation on uncertainty regarding tax treatments was published by the IFRS Foundation on June 7, 2017 and applies as of January 1, 2019. This interpretation (which is part of International Financial Reporting Standards - IFRS) clarifies how income tax is recognised and measured when there is uncertainty about the tax treatment to be applied.

It is necessary to determine whether it is likely that the tax treatment chosen will be accepted by the competent authorities, on the basis that they will monitor the treatment in question and will have all relevant information at their disposal. If the probability of acceptance of the tax treatment is less than 50%, this uncertainty must be reflected in the amount of tax assets and liabilities, based on a method that reflects the best estimate of the realisation of the uncertainty.

This interpretation has no impact on the Group's shareholders' equity at January 1st 2019 and has not led to a change in the presentation of income tax provisions in the balance sheet since that date.

The financial statements are presented in euro, which is the functional currency of the Group companies. Where amounts are indicated in thousand euros rounding errors may occur.

Preparation of the financial statements required ABC arbitrage Group to make estimates and assumptions, which could have an impact on the amounts at which assets, liabilities, income and expenses are stated. The estimates, and the assumptions underlying them, have been made on the basis of other factors considered to be reasonable in the circumstances. They thus serve as the basis for the judgement made in determining the carrying amounts of assets and liabilities that could not be determined directly from other sources. The definitive amounts that will be stated in ABC arbitrage Group's future financial statements may be different from the amounts currently estimated. These estimates and assumptions are reviewed on a continuous basis.

The Group takes an industrial approach to its business, focusing on the exclusive design of arbitrage strategies that take advantage of market imbalances in order to help eliminate them and thereby make the market both liquid and efficient.
Its main aim is to deliver annual returns within a well-defined risk framework and to invest in the resources needed for sustainable growth.

1.1. Intangible assets and property and equipment

Intangible assets and property and equipment are carried on the balance sheet at cost. They are calculated on a straight-line basis over their expected useful lives.

The amortisation and depreciation periods generally applied by the Group are as follows:
- Intangible assets: 1 to 2 years
- Information systems equipment: 3 to 5 years
- Fixtures and fittings: 5 to 10 years

Amortisation and depreciation charges are recognised in the income statement under "*Depreciation and amortisation expense*".

1.2. Fair value of financial instruments

The Group's trading exposures ("Trading Exposures") include equities or equity derivatives (such as warrants and convertible bonds), derivative products such as futures, options and foreign exchange; and collective investment undertakings, the vast majority of which are traded on active markets, which may or may not be regulated. An ensemble of related Trading Exposures constitutes an arbitrage model ("Arbitrage Model").

An Arbitrage Model is designed to take advantage of an unjustified price differential between two financial instruments. The Group qualifies as "unjustified" only those differentials that can be objectively measured by a mathematical or statistical process, without a guarantee of long-term convergence.

Trading Exposures in Financial Instruments may be held in custody, as a creditor or a debtor to a counterparty or in synthetic format (contracts for differences, swaps).

Trading Exposures in Financial Instruments are held solely for trading purposes. They are classified as held-for-trading and are recognised in the accounts at fair value through profit or loss.

The fair value hierarchy is comprised of the following levels:
- quoted prices (unadjusted) in active markets for identical assets or liabilities (Level 1);
- inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices) (Level 2);
- inputs for the asset or liability that are not based on observable market data (unobservable inputs) (Level 3).

Financial assets and liabilities at fair value through profit or loss are initially recognised and measured at their fair value and are remeasured at fair value in subsequent periods. To measure its financial instrument portfolio, an entity must use the same assumptions that market participants would use to price an asset or liability, assuming they are acting in their own economic best interest. Fair value is defined as the price at which an asset could be exchanged, or a liability settled, between knowledgeable willing parties in an arm's length transaction on the main market (or if there is no main market, on the most advantageous market) on the valuation date (i.e. an exit price), whether that price is directly observable or estimated using valuation techniques. Furthermore, IFRS 13 states that fair value must include all the risk assumptions that market participants would use.

As part of the application of IFRS 13 and in light of real business conditions for trading financial instruments, the exit price used to measure the financial instrument portfolio is the mid-price between bid and ask, quoted at the time when the financial instruments in the arbitrage transaction were last quoted simultaneously or with the smallest possible interval. If there is no active market for the instrument, fair value is determined using valuation techniques.

A financial instrument is regarded as quoted in an active market if quoted prices are readily and regularly available from an exchange, dealer, broker, industry group, pricing service or regulatory agency, and those prices represent actual and regularly occurring market transactions on an arm's length basis.

In accordance with IAS 32, cash and securities receivable and deliverable are netted off when there is a legally enforceable right to offset the recognised amounts and there is an intention to settle on a net basis, or to realise the asset and settle the liability simultaneously. The netting off of such balance sheet items results in a fairer presentation of the Company's financial position. It has no impact on the statement of comprehensive income.

The financial assets and liabilities held for trading purposes are recognised on the balance sheet at fair value under "*Financial assets or liabilities at fair value through profit or loss*". Changes in fair value are recorded in the statement of income for the period as "*Net gains or losses on financial instruments at fair value through profit or loss*".

The Group derecognises a financial asset or liability when the contractual rights to the cash flows from the financial asset or liability expire, or it transfers the rights to the contractual cash flows of the financial asset or liability in a transaction in which substantially all the risks and rewards of ownership of the financial asset or liability are transferred.

1.3. Portfolio revenue

Equity revenue is accounted for when realized. Tax credits linked to equity revenue are included in "*Portfolio revenue*".

1.4. Dividend income

Dividend income is recognised on the ex-dividend date.

1.5. Share-based payment

ABC arbitrage has granted stock options and performance shares to employees. On exercise of stock options, ABC arbitrage issues new shares or sells to employees shares previously acquired by the Group.

IFRS 2 "Share-Based Payment" requires the recognition of an employee expense equal to the fair value of the services rendered by the employees in return for the equity instruments granted to them.

1.6. Provisions

A provision is recognised when the Group has a legal or constructive obligation as a result of a past event, provided that it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation.

On the occurrence of the risk or expense, the provision release does not qualify as income as it does not result in a net increase in equity. It is therefore recognised as a reduction of the expense concerned. If the actual expense is lower than the provision and the balance of the provision is no longer required, the surplus then qualifies as income and is booked under the same line item as the original provision charge.

1.7. Corporate income tax

Corporate income tax includes current taxes and adjustments to deferred taxes. Deferred taxes are calculated on all timing differences between the recognition of income and expenses for financial reporting and tax purposes and on consolidation adjustments. Deferred tax assets and liabilities are calculated using the liability method, at the tax rates that are expected to apply when the timing differences reverse. They are not discounted.

The probability of deferred tax assets being recovered is reviewed regularly and may, where necessary, give rise to the derecognition of previously recognised deferred tax assets.

1.8. Financial statement presentation

1.8.1. Consolidation principles

The amendment to IFRS 10 “Consolidated financial statements”, approved by Regulation (EU) no. 1174/2013 of November 20, 2013 and published in the EU Official Journal on November 21, 2013, gives a definition of what constitutes an “investment entity” and introduces an exception to the consolidation requirements for subsidiaries of entities meeting that definition. Such investments are required to be measured at fair value through profit or loss.

A parent company shall determine whether it is an investment entity. An investment entity is an entity that: (a) obtains funds from one or more investors for the purpose of providing those investor(s) with investment management services; (b) commits to its investor(s) that its business purpose is to invest funds solely for returns from capital appreciation, investment income, or both; and (c) measures and evaluates the performance of substantially all of its investments on a fair value basis.

Amendments to IFRS 10 and IAS 28, approved by Regulation (EU) no. 2016/1703 of September 22, 2016, stipulate that only subsidiaries that conduct business related to that of an investment entity parent and that are not investment entities themselves have to be fully consolidated. Accordingly, investment entity subsidiaries must be measured at fair value.

Under the standards, ABC arbitrage is considered as an investment entity, meaning that its investments:

1. in Quartys and ABCA Funds Ireland are presented as financial assets at fair value through profit or loss, since both entities are considered as investment entities due to the nature of their business;
2. in ABC arbitrage Asset Management and ABC arbitrage Asset Management Asia, the Group's asset management companies, remain fully consolidated because both companies provide services related to the Group's asset management business without actually qualifying as an investment entity.

1.8.2. Earnings per share

Diluted earnings per share is equal to net income for the year divided by the number of shares outstanding at December 31, 2019 plus the impact of all potentially estimated dilutive instruments.

2. Consolidation principles

ABC arbitrage, ABC arbitrage Asset Management and ABC arbitrage Asset Management Asia are fully consolidated.

Company	Country	% interest	Consolidation method
ABC arbitrage	France	Parent company	Fully consolidated
ABC arbitrage Asset Management	France	100.0%	
ABC arbitrage Asset Management Asia	Singapore	100.0%	

ABC arbitrage Asset Management and ABC arbitrage Asset Management Asia are the Group’s asset management companies.

In light of the exception to consolidation introduced by IFRS 10 “Consolidated financial statements” (see note 1.8.1), ABC arbitrage's interest in ABCA Funds Ireland and Quartys Limited is presented under financial assets at fair value through profit or loss.

The percentage interests are as follows:

Company	Country	% interest	Consolidation method
Quartys Limited	Ireland	100.0%	Fair value based on net asset value
ABCA Opportunities Fund	Ireland	54.69%	
ABCA Reversion Fund	Ireland	4.98%	

Quartys Limited trades in financial instruments.

ABCA Funds Ireland plc was incorporated in Ireland in 2011 and established as an umbrella fund with segregated liability between sub-funds:

- At 31 December 2019, ABCA Opportunities Fund had €105 million of funds under management.
- At 31 December 2019, ABCA Reversion Fund had €188 million of funds under management.

Due to cross-holdings, ABCA Funds Ireland had total assets of €261 million.

3. Notes to the balance sheet

3.1. Intangible assets and property and equipment

Gross value

In EUR thousand	Gross value Dec. 31, 2018	Acquisitions	Retirements /disposals	Gross value Dec. 31, 2019
Concessions and similar rights	563	131	-	694
Right-of-use assets - IFRS 16		2,722		2,722
Equipment, fixtures and fittings	1,411	5	-	1,415
Vehicles	-	-	-	-
Office and computer equipment, furniture	4,759	506	-	5,265
Total gross value	**6,732**	**3,364**	**-**	**10,096**

Amortisation and depreciation

In EUR thousand	Dec. 31, 2018	Increases	Decreases	Dec. 31, 2019
Concessions and similar rights	(375)	(145)	-	(519)
Right-of-use assets - IFRS 16		(907)		(907)
Equipment, fixtures and fittings	(1,294)	(34)	-	(1,328)
Vehicles	-	-		-
Office and computer equipment, furniture	(3,901)	(394)	-	(4,295)
Total amortisation and depreciation	**(5,570)**	**(1,480)**	**-**	**(7,050)**

Intangible assets are amortised and property and equipment are depreciated over their estimated useful lives. Amortisation and depreciation expense for the year are reported in the income statement under "*Depreciation and amortisation expense*".

3.2. Other non-current financial assets

At 31 December 2019, this item included €620 thousand in guaranteed deposits and securities.

3.3. Consolidated equity

3.3.1. Share-based payment – Ambition 2016 and Step-up 2019 incentive program

Performance Share incentive program:

Name of the plan	Plan	Acquisition date	Acquisition period	Number of shares	Effective acquisition date for granted shares	Number of shares to be granted	Number of shares definitely granted
01/2014	Ambition 2016	14/05/2014	2	283 333	2016	0	166 928
02/2014	Ambition 2016	14/05/2014	3	283 333	2017	0	183 916
03/2014	Ambition 2016	14/05/2014	4	283 334	2018	0	141 468
01/2015	Ambition 2016	12/05/2015	2	300 000	2017	0	290 000
02/2015	Ambition 2016	12/05/2015	3	300 000	2018	0	186 168
03/2015	Ambition 2016	12/05/2015	4	300 000	2019	0	153 780
01/2016	Ambition 2016	14/06/2016	2	187 000	2018	0	133 466
02/2016	Ambition 2016	14/06/2016	3	187 000	2019	0	95 841
03/2016	Ambition 2016	14/06/2016	4	187 000	2020	149 273	75 005*
APE-3.1/2017	Step-up 2019	16/06/2017	2	68 500	2019	0	23 701
APE-3.2/2017	Step-up 2019	16/06/2017	3	68 500	2020	48 000	17 947*
APE-3.3/2017	Step-up 2019	16/06/2017	4	68 500	2021	48 000	Pending
APE-3.1/2018	Step-up 2019	15/06/2018	2	10 000	2020	10 000	4 477*
APE-3.2/2018	Step-up 2019	15/06/2018	3	10 000	2021	10 000	Pending
APE-3.2/2018	Step-up 2019	15/06/2018	4	10 000	2022	10 000	Pending
APE-3.1/2019	Step-up 2019	14/06/2019	2	30 000	2021	30 000	Pending
APE-3.2/2019	Step-up 2019	14/06/2019	3	30 000	2022	30 000	Pending
APE-3.3/2019	Step-up 2019	14/06/2019	4	30 000	2023	30 000	Pending
Total if applicable	**N/A**	**N/A**	**N/A**	**2 636 500**	**N/A**	**365 273**	**1 472 697**

* Based on actual net income for that period and given the continuing presence requirement, number of shares that should be definitively granted by the end of the first semester of 2020.

Stock Appreciation Rights - SAR:

Name of the plan	Plan	Acquisition date	Acquisition Period	Number of granted options	Exercise period start date	Options expired Date	Exercise adjusted price	Number of options to be granted	Number of unexercised options
07/2016	Ambition 2016	22/09/2016	2	745 870	2018	22-sept.-2022	5,7389	0	65 460
08/2016	Ambition 2016	22/09/2016	3	745 870	2019	22-sept.-2022	6,0729	0	49 194
09/2016	Ambition 2016	22/09/2016	4	745 870	2020	22-sept.-2022	6,4070	68 200	34 268**
SAR-4.1/2017	Step-up 2019	16/06/2017	2	167 000	2019	NA	0,0000	0	0
SAR-4.2/2017	Step-up 2019	16/06/2017	3	167 000	2020	NA	5,2262	144 000	53 840**
SAR-4.3/2017	Step-up 2019	16/06/2017	4	167 000	2021	NA	5,2262	144 000	Pending
Total if applicable	**N/A**	**N/A**	**N/A**	**2 738 610**	**N/A**	**N/A**	**N/A**	**356 200**	**202 762**

** Based on actual net income for that period and given the continuing presence requirement, number of shares that should be definitively granted by the end of the first semester of 2020.

Stock options subscription program:

Name of the plan	Plan	Acquisition date	Acquisition Period	Number of granted units	Exercise period start date	Options expired Date	Exercise adjusted price	Number of units to be granted	Maximum number of units to be exercised
04/2016	Ambition 2016	14/06/2016	2	373 000	2018	15-june-2022	5,5654	0	315 217
05/2016	Ambition 2016	14/06/2016	3	313 000	2019	15-june-2022	5,8958	0	191 924
06/2016	Ambition 2016	14/06/2016	4	313 000	2020	15-june-2022	6,2262	259 311	130 295***
SO-1.1/2017	Step-up 2019	16/06/2017	2	563 333	2018	30-june-2022	5,5611	0	526 207
SO-1.2/2017	Step-up 2019	16/06/2017	3	563 333	2019	30-june-2022	5,9044	0	395 451
SO-1.3/2017	Step-up 2019	16/06/2017	4	563 334	2020	30-june-2022	6,2477	473 334	237 835***
SO-2.1/2017	Step-up 2019	16/06/2017	2	276 000	2019	30-june-2023	5,9044	0	134 089
SO-2.2/2017	Step-up 2019	16/06/2017	3	276 000	2020	30-june-2023	6,2477	240 266	89 833***
SO-2.3/2017	Step-up 2019	16/06/2017	4	276 000	2021	30-june-2023	6,5909	262 318	Pending
SO-1.1/2018	Step-up 2019	15/06/2018	2	155 000	2020	30-june-2024	6,3566	140 000	62 684***
SO-1.2/2018	Step-up 2019	15/06/2018	3	155 000	2021	30-june-2025	6,7230	140 000	Pending
SO-1.3/2018	Step-up 2019	15/06/2018	4	155 000	2022	30-june-2026	7,0895	140 000	Pending
Total if applicable	**N/A**	**N/A**	**N/A**	**3 982 000**	**N/A**	**N/A**	**N/A**	**1 655 229**	**2 083 536**

*** Based on actual net income for that period and given the continuing presence requirement, number of stock options that should be definitively granted by the end of the first semester of 2020.

No shares will vest if net income is less than €12 million a year and they will vest progressively thereafter on a linear basis. So that 100% of the capitalistic products be definitively granted, the accumulated comprehensive income must reach:

- €55 million for a 2 years vesting plan
- €90 million for a 3 years vesting plan
- €125 million for a 4 years vesting plan

For example, if net income is €20 million a year over the entire period, 51% shares will vest and if net income is €25 million a year over the entire period, 66% shares will vest.

The expense related to these plans is deferred over the vesting period. The corresponding amount recognised in equity is calculated on the basis of the overall plan value determined on the date of grant by the Board of Directors.

In accordance with IFRS 2, an expense of €193 million, calculated on the basis of the estimated probable number of shares under various plans, was recognised in respect of fiscal year 2019 (compared to €563 million at December 31, 2018). This IFRS 2 expense is related on the one hand to the initiation of new programs and the other hand to the program's progression and the realized income.

The loss on share buybacks used amounted to €1.841 million and was deducted from consolidated equity at 31 December 2019 (vs €376 thousand at December 31, 2018) which reduces the consolidated shareholders' equity.

3.3.2. 2017 Distribution dividend

The Annual Shareholders' Meeting of June 14, 2019 approved a 2018 dividend of €0.23 per share.
The dividend is in addition to the €0.20 distribution paid in November 2018. The full distribution for 2018 therefore amount to €0.43 per share.
The ex-dividend date was July 9, 2019, and the dividend was paid on July 11, 2019. Since the distribution was paid for €0.22602 from the share premium account, and €0.00398 was treated as a repayment of capital contributions, pursuant to Article 112-1 of the French tax code (*Code général des impôts*).

The dividend ultimately paid in cash amounted to €13.4 million.

3.3.3. Distribution of €0.20 per share in November and December 2019

ABC arbitrage distributed twice €0.10 per share, solely in cash. The ex-dividend dates were October 8, 2019 and December 10, 2019, and the dividends were paid on October 10, 2019 and December 12, 2019. Since the distributions were paid from the share premium account, it was treated as a repayment of capital contributions, pursuant to Article 112-1 of the French tax code (*Code général des impôts*).

In view of the number of ABC arbitrage shares qualifying for the payment, the total amount came to €11.6 million.

At December 31, 2019, ABC arbitrage's share capital amounted to €936,192.848 and was represented by 58,512,053 fully paid ordinary shares with a par value of €0.016 each (no change compared to December 31, 2018).

3.3.4. Treasury stock

During 2019, ABC arbitrage sold 170,405 shares under the market-making agreement with Kepler Cheuvreux. At the same time 145,553 have been brought back.

From the shares held at December 31, 2018 (493,064 shares), 273,322 were allocated under performance share plans, 12,843 under stock option plans, 9,006 under Stock Appreciation Rights, and 20,933 under the possibility of conversion of Incentive plan into ABC arbitrage shares within the Group Savings Plan.

At December 31, 2019, ABC arbitrage held 199,634 of its own shares, acquired at a total cost of €1,246 thousand (at December 31, 2018, the company held 540,590 of its own shares, acquired at a total cost of €3,405 thousand).

At December 31, 2019, ABC arbitrage's share capital was represented by 58,512,053 fully paid ordinary shares with a par value of €0.016 each.

In accordance with IFRS, treasury stock is deducted from equity.

3.4. Financial assets/liabilities at fair value through profit or loss

At December 31, 2018, financial assets and liabilities measured at fair value through profit or loss were classified (in the fair value hierarchy described in note 1.2), as follows:

In EUR thousand	Quoted prices in active markets for identical assets or liabilities (Level 1)	Inputs other than quoted prices that are observable for the asset or liability, either directly or indirectly (Level 2)	Unobservable inputs for the asset or liability (Level 3)	Total
Financial assets at fair value through profit or loss	223	133,679	-	**133,901**
Financial liabilities at fair value through profit or loss	(192)	-	-	**(192)**

At December 31, 2019, these instruments were classified as follows:

In EUR thousand	Quoted prices in active markets for identical assets or liabilities (Level 1)	Inputs other than quoted prices that are observable for the asset or liability, either directly or indirectly (Level 2)	Unobservable inputs for the asset or liability (Level 3)	Total
Financial assets at fair value through profit or loss	48	127 315	0	**127 363**
Financial liabilities at fair value through profit or loss	(1)	0	0	**(1)**

Financial assets at fair value through profit or loss classified in Level 2 correspond to the investments in Quartys Limited and the ABCA Funds Ireland Plc sub-funds. These investments are not consolidated, but are measured at fair value through profit or loss, in accordance with IFRS 10 (note 1). These items are classified in Level 2 as the value of the units is not directly observable in an active market, but their net assets comprise exposures to Level 1 financial instruments quoted on active markets, whose prices are directly observable.

There were no transfers between the various levels of the hierarchy during 2019.

Details of Financial instruments to be received and delivered are provided in note 5 “Risks factors”.

Cash reserves earn interest at variable rates (which may be negative) indexed to benchmark market rates.

3.5. Guarantees given

Most financial instruments recorded under "*Financial assets at fair value through profit or loss*" have been given as collateral to the institutions that provide the financing, as specified in note 5.2.

3.6. Other receivables and payables

All receivables and payables are due within less than one year.

In EUR thousand	Other receivables	Other payables
Trade receivables/payables	6 323	(378)
Accrued income/expenses	-	(283)
Accrued taxes and payroll costs	827	(3 432)
Total at December 31, 2019	**7 155**	**(4 159)**
Total at December 31, 2018	*8 690*	*(5 450)*

Accrued taxes mainly comprise tax credits.

Accrued taxes correspond mainly to corporate tax, bonuses payable to employees and amounts due to social security organizations.

Trade payables are generally payable within thirty days from the end of the month.

3.7. Provisions

In EUR thousand	
Total provisions at December 31, 2018	**(50)**
Provisions utilised in 2018	-
Provision reversal in 2018	-
Charge to provisions in 2018	-
Total provisions at December 31, 2019	**(50)**

ABC Arbitrage and ABC Arbitrage Asset Management, members of the same tax group, are subject to accounting verification by the Public Finances Directorate general in respect of the years 2014 to 2016, and 2015 to 2017:

- ABC arbitrage is subject to accounting verification since September 18, 2017 by the Public Finances Directorate generale. At the end of 2019, the Directorate might consider tax imposition in France for all or part of 2015 and 2016 benefits earned by the irish subsidiary. The company has already given the Directorate its formal objection and observations in this respect. Above its own views, the company drew on the opinions on its legal and tax advisers. In accordance with IFRIC 23, the company identifies an absence of provision for tax charges; the risk being considered unlikely.
- The fiscal administration evaluates that the 2015’s accruals of ABC Arbitrage Asset Management (composed of variable compensation, and social contributions related to it) due to the employees for year 2015 and paid the year after, should have been recorded in 2016 and not in 2015. The same holds true for 2016 and 2017. The provision established in 2018 will cover the overdue interests (due to time lag created) related to this reassessment proposal (€50) formally challenged by the group.

4. Notes to the statement of income

4.1. Net gains on financial instruments at fair value through profit or loss

Net gains on financial instruments at fair value through profit or loss amounted to €22,520 thousand in 2019 versus €23,133 thousand in 2018.

Net gains on financial instruments at fair value through profit or loss include all incomes, expenses and costs directly related to the trading business, namely:

- dividends and manufactured dividends;
- gains and losses on disposal of Financial Instruments at fair value through profit or loss;
- changes in fair value of Financial Instruments held or due;
- interest income and expenses;
- Financial Instrument securities carrying or lending costs;
- foreign exchange gains and losses;
- the net gains at fair value through profit or loss of Quartys Limited and the ABCA Funds Ireland Plc sub-funds recognised in accordance with IFRS 10; and
- any other transaction related to revenues or expenses.

4.2. Investment services fees

Investment services fees amounted to €14,423 thousand at December 31, 2019. As of December 31, 2018, they amounted to €16,757 thousand.

Investment services fees relate to the services that the Group's management companies charge to Quartys Limited and ABCA Funds Ireland Plc.

4.3. Other revenue

Other revenue comprises revenue from subletting premises and administrative services amounted to €303 thousand versus €342 thousand during 2018.

4.4. Administrative expenses

Administrative expenses principally comprise data mining and processing costs, together with administrative and communications costs.

This item totalled €5,467 thousand in 2019 versus €6,723 thousand in 2018.

4.5. Payroll costs

The average number of employees was 77 in 2019 versus 83 in 2018.

Payroll costs include €8,493 thousand in fixed and performance-related compensation together with statutory and discretionary profit-sharing (€9,249 thousand in 2018), payroll taxes of €3,160 thousand (€3,524 thousand in 2018). Payroll-based taxes amounted to €349 thousand (€357 thousand in 2018).

The Group does not provide any post-employment benefits (supplementary pensions or health insurance). Other long-term benefits are provided under defined contribution plans, which do not give rise to a future liability as the Group's only obligation is to make regular contribution payments.

During 2019, the following amounts were granted by Group companies to the directors of the parent company:

In EUR	
Directors' fees	434,340
Salary and other benefits	455,000
Gross bonuses	29,199
Share-based compensation	14,226

4.6. Provision expense

Provision income amounts to €35 thousand because of a provision reversal on December 31, 2019. At December 31, 2018, they amounted to €200 thousand income. Provision expense reversal is due to the difficulty to recover tax receivables.

4.7. Corporate income tax

The difference between the theoretical corporate income tax charge determined by applying the standard French tax rate to pre-tax income and the actual tax charge – corresponding to an effective tax rate of -1.48% - can be explained as follows:

Standard French tax rate	**28%**
Impact of permanent differences	0.46%
Impact of tax credit	(1.19)%
Impact of IFRS10 presentation	(34.70)%
Impact of temporary differences	5.95%
Effective tax rate	**-1.48%**

ABC arbitrage elected for group tax relief with ABC arbitrage Asset Management on January 1, 2004.
The tax group has signed an agreement whereby each member of the group (subsidiary and parent) recognises in its accounts the income tax that would be payable if it was taxed on a stand-alone basis. The charge is therefore calculated on their own taxable profit after deduction of any prior year losses.
Any tax savings made by the tax group through the utilisation of tax losses are retained by the parent company and treated as an immediate gain in the year.

5. Risk factors

The Group is exposed to a variety of risks: market risks, credit and counterparty risks, liquidity risks, operational risks and other risks.

ABC arbitrage provides subsidiaries with a general risk-management framework that the subsidiaries' boards of directors adhere to when setting their own policy.
The Group oversees the implementation and effectiveness of the controls carried out in its subsidiaries with the support of the executive managers and the control functions (market risk and internal control).
This is because the Group uses leverage as part of its financing agreements with counterparties, allowing it to take larger exposures than would be possible if it were acting alone.

Trading Exposures to Financial Instruments in isolation present a risk of loss of capital. The maximum loss of capital on long Trading Exposures to equities is limited to the fair value of those positions. The maximum loss of capital on long Trading Exposures to future contracts is limited to the notional contract value of those positions. The maximum loss on short Trading Exposures to futures contracts and equities is theoretically unlimited.

Exposures recorded as financial assets and liabilities at fair value through profit or loss break down as follows:

In EUR thousand	a. Gross carrying amount (before netting)	b. Gross amounts netted in the balance sheet	c. Net carrying amount [a-b] at Dec. 31, 2019	Financial liabilities at Dec. 31, 2019	Financial liabilities at Dec. 31, 2018
Non-derivative financial instruments	555,601	(219,051)	336,550		
Derivatives	56,597	(16,338)	40,260		
Unlisted Derivatives	302,258	(622,875)	(320,617)		
Financial assets at fair value through profit or loss	72,552	-	72,552		
Total long positions	**987,009**	**(858,264)**		**127,363**	**133,901**
Cash and margin accounts	37,176	(377,888)	(340,713)		
Currencies derivatives - Listed	-	(35,016)	(35,016)		
Currencies derivatives - Non listed	384,428	(10,080)	374,348		

	a.	b.	c.	Financial liabilities at Dec. 31, 2019	Financial liabilities at Dec. 31, 2018
In EUR thousand	Gross carrying amount (before netting)	Gross amounts netted in the balance sheet	Net carrying amount [a-b] at Dec. 31, 2019		
Non-derivative financial instruments	-	-	-		
Derivatives	-	-	-		
Unlisted Derivatives	-	-	-		
Total short positions	-	-		**(1)**	**(192)**
Cash and margin accounts	-	(1)	(1)		
Currencies derivatives - Listed	-	-	-		
Currencies derivatives - Non listed	-	-	-		

	a.	b.	c.	Financial liabilities at Dec. 31, 2019	Financial liabilities at Dec. 31, 2018
In EUR thousand	Gross carrying amount (before netting)	Gross amounts netted in the balance sheet	Net carrying amount [a-b] at Dec. 31, 2019		
Non-derivative financial instruments	555,601	(219,051)	336,550		
Derivatives	56,597	(16,338)	40,260		
Unlisted Derivatives	302,258	(622,875)	(320,617)		
Financial assets at fair value through profit or loss	72,552	-	72,552		
Total long positions	**987,009**	**(858,264)**		**127,362**	**133,709**
Cash and margin accounts	37,176	(377,889)	(340,714)		
Currencies derivatives - Listed	-	(35,016)	(35,016)		
Currencies derivatives - Non listed	384,428	(10,080)	374,348		

*a. **Long Trading Exposures means that the Group has acquired an interest in the increase in the price of a Financial Instrument.***
*b. **Short Trading Exposures means that the Group has acquired an interest in the decrease in the price of a Financial Instrument.***

The breakdown of the geographical exposures as of December 31, 2019 is detailed as follows:

Fiscal year	2019	2018
Asia	5%	5%
Euro zone	49%	45%
USA	33%	40%
Other markets	13%	10%
Total	100%	100%

This geographic analysis is determined using the absolute value of the exposures at year-end, broken down by financial market, with the latter grouped by geographic area.

5.1. Market risks

Market risk is the risk that the fair value or future cash flows of Trading Exposures will fluctuate because of changes in market prices of Financial Instruments and include notably market price risk, interest rate risk and foreign currency risk.

✓ Market risks

Equity risk, or price risk, arises mainly due to uncertainty about the future prices of Financial Instruments held. It represents the potential loss that could be incurred by the Group as a result of potential movements in price on its exposures to Financial Instruments.

The risk is never related to an unfavourable movement in market prices, for example a stock market crash, but can arise from an unfavourable event related to one of the above operations. By definition, the risks on arbitrage models are not interdependent. The Group hedges risks by spreading them across the greatest possible number of transactions, financial instrument types and geographic areas.

As at 31 December 2019, the aggregate VaR of the Trading Exposures of the Group was €3.3M (vs €4.1M at 31 December 2018). The parameters of calculation are a level of confidence of 99%, a "one year historical" methodology and a holding duration of 1 day.

✓ *Interest rate risk*

Interest rate fluctuations may have a positive or negative influence on the value of Financial Instruments.

In general, the Trading Positions are composed of approximately equal amounts of long Trading Positions and short Trading Positions and the risk is therefore not material. If a specific Trading Position carries a material interest rate risk, this risk is systematically hedged. Consequently, no sensitivity analysis has been disclosed.

✓ *Currency risk*

The Group may hold Trading Positions denominated in currencies other than the Group's functional currency. Exchange rate fluctuations against the functional currency may have a positive or negative influence on their value.

Currency risks are systematically hedged by buying or selling the currency (or an exposition to the currency). The only risk is of a secondary nature – that the profit (or loss) realized in a given currency may vary if it is not converted into the functional currency. The Group regularly converts profits (or losses) into the functional currency and its exposure to currency risk is therefore marginal.

At December 31, 2019, a 2% rise (fall) in the euro against all currencies would, all other things being equal, have increased (decreased) net assets by €277 thousand.

5.2. Credit and counterparty risk

This is the risk of a counterparty being unable to honor its contractual obligation to settle a transaction with the Group, due to deterioration in its financial position.

The ABC arbitrage Group deals solely with brokers/dealers ("Brokers") and credit institutions and investment companies ("Counterparties"). All of these parties are subject to specific controls by the regulatory authorities in the countries in which they operate to ensure their solvency.

The Group's trading activity mainly comprises Financial Instruments which are traded on active (if not regulated) markets which predominantly settle via a Central Clearing Party (CCP). The risk of default by Brokers for each and every market trade is therefore considered to be minimal, as the CCP serves to guarantee settlement, and the securities are not delivered until the Broker has made or received payment.

By unwinding transactions in financial instruments, a counterparty acts as depositary, creditor or debtor, or as counterparty to a synthetic product (CFDs, swaps) for the Group. In general the Group's business requirements permits that very little (if any) of its assets are held in Custody. A significant proportion of the assets of the Group transferred to Counterparties are either pledged as a first security interest or transferred as margin (collectively "Collateral") to support the Trading Positions. The Counterparty may re-use this Collateral for its own account but is required by contract to return the assets or equivalent assets upon first demand if it is no longer needed to support the Trading positions.

The risks related to the use of a Counterparty are:

- interruption or discontinuation of services as the Counterparty has the right to amend or discontinue the services;
- increased costs of maintenance of Trading Positions with the Counterparty;
- failure by the Counterparty to return Collateral used due to market events;
- failure by the Counterparty to return sums due as a result of bankruptcy;
- incorrect valuation of Trading Positions held and Collateral transferred to the Counterparty.

The Group manages this counterparty risk through the use of industry standard master agreements, close monitoring of Counterparty credit ratings and diversification of its relationships to spread risk while weighing up the pricing benefits of concentration on larger-scale relationships.

At year end, the maximum exposure to credit risk is included in the net amounts for financial instruments (note 5).

5.3. Liquidity risks

Liquidity risk is the risk that the Group may not be able to generate sufficient cash resources to settle its obligations in full as they fall due, or can only do so on terms that are materially disadvantageous.

The Group's Trading Exposures consist almost exclusively of highly liquid Financial Instruments quoted on active markets and its obligations mainly comprise the necessity to provide Collateral to support the Group's Trading Positions. The volume of Trading Positions which the Group may enter into is contractually based on the assets transferred as Collateral.

The Group's actual Trading Positions, taking into account existing agreements with Counterparties, is constantly monitored to ensure that the Group benefits from considerable flexibility in conducting its business as well as substantial liquid reserves. In addition, given the highly liquid nature of the Trading Positions the Group can alleviate the need for Collateral by reducing the volume of Trading Positions.

At December 31, 2019, the liquidity position was as follows:

In EUR thousand	Less than one month	One to three months	Three to twelve months	More than twelve months	Total
Financial assets at fair value through profit or loss	48	127,315	-	-	127,363
Other receivables	223	6,768	164	-	7,155
Deferred tax assets	-	-	214	-	214
Cash and cash equivalents	7,789	-	-	-	7,789
Total current assets	**8,060**	**134,083**	**378**	**-**	**142,522**
Financial liabilities at fair value through profit or loss	(1)	-	-	-	(1)
Other liabilities	(1,421)	(1 858)	(880)	-	(4,159)
Current tax liabilities	-	-	-	-	-
Short-term borrowings	(1)	-	-	-	(1)
Total liabilities	**(1,423)**	**(1,858)**	**(880)**	**-**	**(4,160)**
Net balance	**6,638**	**132,225**	**(502)**	**-**	**138,361**

**Financial assets at fair value through profit or loss classified as between one and three months correspond to the investments in Quartys Limited and the ABCA Funds Ireland Plc sub-funds, which are shown at fair value in accordance with IFRS 10 (note 1), since ABC arbitrage is unable to recover their value in less than one month. By contrast, the net assets of these companies are mainly composed of exposures to Level 1 financial instruments traded on active markets and convertible into cash in much less than one month.*

5.4. Operational risk

Operational risk is the risk of loss due to inadequate or failed internal processes, people and systems.

In 2019, losses due to operational incidents represented 0.2% of revenues (against 0.6% in 2018) .

This risk is managed upstream by ensuring that position taking is guided by written procedures and a rigorous internal control process. However, these procedures and controls cannot provide absolute assurance that operational losses will not occur and due care is taken at all times as this is a structural risk in the arbitrage business.

5.5. Other risks

✓ *Compliance risk (Including legal risk)*

Compliance risk is the risk of failure to identify and/or comply properly with the provisions governing the Group's business activities. Such failure can lead to malfunctions, financial loss or sanctions (legal, disciplinary, administrative, etc). An ongoing monitoring system is in place within the Group's legal and tax department.

✓ *Conflict of interest risk*

Conflict of interest risk is the risk of being confronted with situations where the interests of a client or company may conflict with those of another client or with those of a Group company or a Group employee.

To prevent conflict of interest situations, the Group has implemented:
- an internal conflicts of interest policy including guidance to be followed by employees in order to identify, prevent and manage conflicts of interest;
- strict procedures and rules governing the handling of orders and primacy of the client interest. The Group's asset management companies comply strictly with financial market operating rules and are not permitted to do anything that might contravene the principle of fair and equal treatment of orders. More particularly, orders transmitted to the market are pre-allocated and time and date stamped.

Transactions between Group companies are carried out on an arm's length basis.

✓ *Brexit*

The referendum on the accession of the United Kingdom ("UK") to the European Community took place on June 23, 2016, and british people have voted in favour of leaving the European Union ("EU") (Brexit).
After postponing several times the withdrawal agreement of the United Kingdom ("UK"), this agreement has been approved by the British Parliament on January 9, 2020, and by the European Parliament on January 29, 2020, with the entry into force of the agreement of January 31, 2020. The law of the European Union shall no longer apply to the United Kingdom ("UK") from January 1, 2020. The United Kingdom ("UK") will retain its membership status during the eleven months' transitional period.

The group:
- does not have a permanent establishment or business operations in the UK;
- does not commercialise products in the UK;
- does not deploy personnel to the UK (save for infrequent business travel);
- contracts little services from the UK, yet maintains counterparty relationships with UK Credit Institutions (CI's) for financing services.

The group's companies have already signed the new necessary contracts in the early 2019, and these contracts will permit business continuity for all the group's activities without significant impact no matter what the Brexit final outcome might be.
The group has taken the necessary actions to maintain the business continuity from January 31, 2020 and will follow the status of negotiations that will take place during the transition period.

6. Other information

6.1. Related party transactions

There were no material transactions with Aubépar Industries in 2019.

6.2. Fees paid to the Statutory Auditors

	ERNST & YOUNG ET AUTRES				DELOITTE ET ASSOCIES			
	Amount in EUR (excluding VAT)		%		Amount in EUR (excluding VAT)		%	
	2019	2018	2019	2018	2019	2018	2019	2018
Audit fees	37 475	39 376	50%	50%	37 475	39 376	50%	50%
Other services provided to fully consolidated subsidiaries *	29 984	29 400	50%	50%	29 984	29 400	50%	50%
Other audit-related work	0	0	N/A	N/A	0	0	N/A	N/A
TOTAL	**67 459**	**68 776**	**50%**	**50%**	**67 459**	**68 776**	**50%**	**50%**

** Excluding ABC arbitrage Asset Management Asia, whose 2019 financial statements were audited by Crowe Horwath First Trust (€7 thousand of fees).*

6.3. Other information

In the light of the recent evolutions in relation with Coronavirus (Covid-19), the Group took decisions to provide a viable Business Continuity Plan.

Warning levels have been developed internally, resulting in successive recommendations, implementation of hygiene measures, the hardening of travelling of stance to limit risks and reinforced the technical set-up so that every employee would be able to work from home in suitables conditions. In this way, the whole Group's operations are maintained.

Furthermore, Coronavirus (Covid-19) has triggered uncertainty over the Markets. This uncertainty led to a higher level of volatility which provides a favourable climate for the Group's activities. Nevertheless, facing this brand new situation, the Group pays close attention to the future evolutions. The major risks related to this health crisis are the direct of indirect consequences which could be generated over the the listed markets, directly or indirectly:

- Uncoordinated decision to close stock exchanges ;
- Prohibition of short selling, which would limit the ability of liquidity providers such as ABC Arbitrage to intervene in the exercise of their business ;
- Sharp rise in failure rates on M&A deals and/or a drop in bid prices on ongoing M&A deals.

Furthermore, in comparison with the 2008 crisis, the financial market collapse could lead to massive outflows, which would have a secondary impact on the Group's turnover. As things stand, the Group is not worried about its cash position or the equity requirements that would be required to meet the return of market opportunities. However, the group has put in place special monitoring of upward trends in margin calls by banking counterparties or by futures exchanges in particular.

Given the seriousness of this global health crisis with as yet unknown consequences, the Group remains particularly attentive to future developments.

Even though it is difficult to accurately assess all the repercussions of this crisis so far, no impact on the financial statements at December 31, 2019 has been identified.

DELOITTE & ASSOCIES

ERNST & YOUNG et Autres

This is a translation into English of the statutory auditors' report on the consolidated financial statements of the Company issued in French and it is provided solely for the convenience of English speaking users.
This statutory auditors' report includes information required by European regulation and French law, such as information about the appointment of the statutory auditors or verification of the information concerning the Group presented in the management report.
This report should be read in conjunction with, and construed in accordance with, French law and professional auditing standards applicable in France.

ABC arbitrage

Year ended 31/12/2019

Statutory auditors' report on the consolidated financial statements

ERNST & YOUNG et Autres

Tour First
TSA 14444
92037 Paris-La Défense cedex
S.A.S. à capital variable
438 476 913 R.C.S. Nanterre

Deloitte & Associés

6, place de la Pyramide
92908 Paris-La Défense Cedex

ABC arbitrage

Year ended 31/12/2019

Statutory auditor's report on the consolidated financial statements

To the shareholders of ABC arbitrage,

Opinion

In compliance with the engagement entrusted to us by your annual general meeting, we have audited the accompanying consolidated financial statements of ABC arbitrage for the year ended 31/12/2019. These financial statements were approved by the Board of directors on 19/03/2020 on the basis of the information available at that date in the evolving context of the Covid-19 health crisis.

In our opinion, the consolidated financial statements give a true and fair view of the assets and liabilities and of the financial position of the Group as at 31/12/2019 and of the results of its operations for the year then ended in accordance with International Financial Reporting Standards as adopted by the European Union.

The audit opinion expressed above is consistent with our report to the Audit Committee.

Basis for Opinion

Audit Framework

We conducted our audit in accordance with professional standards applicable in France. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Our responsibilities under those standards are further described in the Statutory Auditors' Responsibilities for the Audit of the Consolidated Financial Statements section of our report.

Independence

We conducted our audit engagement in compliance with independence rules applicable to us, for the period from 01/01/2019 to the date of our report and specifically we did not provide any prohibited non-audit services referred to in Article 5(1) of Regulation (EU) No 537/2014 or in the French Code of ethics (code de déontologie) for statutory auditors.

Emphasis of Matter

We draw your attention to the following matter, described in Note 1 "Principes et methodes comptables" of the consolidated financial statements relating to the implementation since 01/01/2019 of the IFRS 16 standard regarding leasing contracts. Our opinion is not modified in respect of this matter.

Justification of Assessments – Key Audit Matters

In accordance with the requirements of Articles L. 823-9 and R. 823-7 of the French Commercial Code(code de commerce) relating to the justification of our assessments, we inform you of the key audit matters relating to risks of material misstatement that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period, as well as how we addressed those risks.

These matters were addressed in the context of our audit of the consolidated financial statements as a whole, approved in the conditions mentioned above, and in forming our opinion thereon, and we do not provide a separate opinion on specific items of the consolidated financial statements.

Key audit matter	Our response
The ABC arbitrage group develops, implements and proposes market arbitrage strategies. As described in the note 5 of the consolidated financial statements, Financial instruments at fair value through profit or loss managed under these strategies relate to equities or equity derivatives, derivatives such as futures, options, currencies or investment fund units Quartys Ltd and the sub-funds of ABCA Funds Ireland Plc hold these instruments. Within these entities, in the application of IFRS 13 "Fair Value Measurement", the ABC arbitrage group determine the fair value of a financial instrument as the "Exit price" (mid-price at the time of purchase and sale or "Mid price"). It is determined at the last time of common quotation of the securities in an arbitrage model or with the smallest interval of time possible. Given the importance of the financial instrument portfolios in ABC arbitrage's consolidated financial statements, we consider that the fair value measurement of these instruments used in the context of arbitrage strategies is a key audit matter. *ABC Arbitrage participations in Quartys Ltd and sub-funds of ABCA Funds Ireland Plc as of December 31, 2019 amounts for k€127,315 as detailed in note 3.4 of the consolidated financial statements.* *As part of these investments, ABC arbitrage group's exposures on financial instruments and derivatives amounts for k€987,009 in long positions and k€858,264 in short positions, as described in note 5 of the financial statements.* *For more details on the accounting principles, refer to note 1.2 of the notes to the consolidated financial statements.*	Our work consisted, involving in our team members with special expertise in financial instruments and information systems, and with the help of the auditors of Quartys Ltd and ABCA Funds Ireland Plc, to: - Assess the coherence of the group valuation principles with IFRS 13 standards ; - examine the automated application process that retrieves the prices of the external repositories and calculates the "Mid price"; - assess the data and assumptions on which the pricing of instruments is based, using the following procedures performed on a sample of instruments in the portfolio: o comparison of prices used by the group with price data from external sources (Bloomberg for example) ; o in the event of a temporary difference in the quotation between the securities making up the arbitrage model, to carry out specific tests consisting in analyzing the rating differences and assessing the validity of the prices retained by the group.

Specific Verifications

We have also performed, in accordance with professional standards applicable in France, the specific verifications required by laws and regulations of the information pertaining to the Group presented in the management report of the Board of directors approved on 19/03/2020. With regard to the events which occurred and the facts known after the date the financial statements were approved by the Board of directors relating to the impact of the Covid-19 crisis, the management indicated to us that they will be communicated to the annual general meeting called to approve the financial statements.
We have no matters to report as to its fair presentation and its consistency with the consolidated financial statements.

Report on Other Legal and Regulatory Requirements

Appointment of the Statutory Auditors

We were appointed as statutory auditors of ABC arbitrage by the annual general meeting held on 23/12/1999 for ERNST & YOUNG et Autres and on 27/05/2009 for DELOITTE & ASSOCIES.

As at 31/12/2019, DELOITTE & ASSOCIES and ERNST & YOUNG et Autres were respectively in their 11th year and 21th year (and about 17 of those years since the Company's shares have been listed on regulated market) of total uninterrupted engagement.

Responsibilities of Management and Those Charged with Governance for the Consolidated Financial Statements

Management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with International Financial Reporting Standards as adopted by the European Union, and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless it is expected to liquidate the Company or to cease operations.
The Audit Committee is responsible for monitoring the financial reporting process and the effectiveness of internal control and risks management systems and where applicable, its internal audit, regarding the accounting and financial reporting procedures.

The consolidated financial statements were approved by the Board of Directors.

Statutory Auditors' Responsibilities for the Audit of the Consolidated Financial Statements

Objectives and audit approach

Our role is to issue a report on the consolidated financial statements. Our objective is to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with professional standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As specified in Article L. 823-10-1 of the French Commercial Code (code de commerce), our statutory audit does not include assurance on the viability of the Company or the quality of management of the affairs of the Company.

As part of an audit conducted in accordance with professional standards applicable in France, the statutory auditor exercises professional judgment throughout the audit and furthermore:

- Identifies and assesses the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, designs and performs audit procedures responsive to those risks, and obtains audit evidence considered to be sufficient and appropriate to provide a basis for his opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtains an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the internal control.

- Evaluates the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management in the consolidated financial statements.

- Assesses the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. This assessment is based on the audit evidence obtained up to the date of his audit report. However, future events or conditions may cause the Company to cease to continue as a going concern. If the statutory auditor concludes that a material uncertainty exists, there is a requirement to draw attention in the audit report to the related disclosures in the consolidated financial statements or, if such disclosures are not provided or inadequate, to modify the opinion expressed therein.

- Evaluates the overall presentation of the consolidated financial statements and assesses whether these statements represent the underlying transactions and events in a manner that achieves fair presentation.

- Obtains sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. The statutory auditor is responsible for the direction, supervision and performance of the audit of the consolidated financial statements and for the opinion expressed on these consolidated financial statements.

Report to the Audit Committee

We submit a report to the Audit Committee which includes in particular a description of the scope of the audit and the audit program implemented, as well as the results of our audit. We also report, if any, significant deficiencies in internal control regarding the accounting and financial reporting procedures that we have identified.

Our report to the Audit Committee includes the risks of material misstatement that, in our professional judgment, were of most significance in the audit of the consolidated financial statements of the current period and which are therefore the key audit matters, that we are required to describe in this report.

We also provide the Audit Committee with the declaration provided for in Article 6 of Regulation (EU) N° 537/2014, confirming our independence within the meaning of the rules applicable in France such as they are set in particular by Articles L.822-10 to L.822-14 of the French Commercial Code and in the French Code of Ethics (code de déontologie) for statutory auditors. Where appropriate, we discuss with the Audit Committee the risks that may reasonably be thought to bear on our independence, and the related safeguards.

Paris-La Défense, 28/04/2020

The Statutory Auditors

French original signed by

ERNST & YOUNG et Autres	Deloitte & Associés
François Holzman	Pascal Colin

UNIVERSAL REGISTRATION DOCUMENT 2019

Corporate Social Responsibility Report

Social, environmental and social responsibility

18, rue du Quatre Septembre
75002 Paris - France
Email : abc@abc-arbitrage.com
Internet : www.abc-arbitrage.com

Groupe ABC arbitrage

Given the size of the company, and in accordance with Décret n° 2017-1265 of August 9, 2017, the Group ABC Arbitrage is no longer subject to any disclosure requirements of non-financial information. Nevertheless, mindful of its corporate responsibility over social, societal and environmental issue improvements, the Group made the choice to present this information to its shareholders.

Our social, environmental and societal responsibility involves two main areas:

- Active recruitment management and employee support:
  Our hiring policy focuses on diversity, without any form of discrimination, while the key aspects of our employee support policy are skills development and incentive-based compensation policies that combines the performance and results of ABC arbitrage.

- Taking environmental and societal considerations into account in our day-to-day decisions:
  We seek to raise employee awareness of environmentally responsible practices and to reduce our direct impact on the environment through the initiatives described below.

The scope of reporting is as follows :
- Details and information concerning our social responsibility and environmental performance focus mainly on the actions undertaken by ABC arbitrage and ABC arbitrage Asset Management, two French companies that represent 94% of the employees.
- Employee-related indicators cover the entire workforce (including the operations in Ireland and Singapore).

Please note that the information concerning these issues has been presented on www.abc-arbitrage.com since the company's creation.

Lastly, as a supplement to this CSR report, it is important to read the management report, which discusses the significant events of the year and our strategic vision and outlook.

Contents

1. Societal information

a. Local, economic and social impact of our business

Since the outset, we have contributed to local development on our own scale, not only as an employer but also through our business activities by bringing liquidity to the markets and contributing to the development of the financial industry.

An arbitrage is a combination of transactions designed to take advantage of imperfections between different financial markets. It ensures that prices are identical in all markets at any given time. It creates smooth flows between the various markets and provides them with liquidity. Through our business, we contribute on our own scale to maintaining useful, efficient markets and compliance with regulations. It enables small retail investors to gain access to the market and acquire financial instruments at their fair value.

However, our contribution to society is not confined to our role in the financial markets. We have always redistributed the value we create to our employees and shareholders and also to the State in the form of different taxes and social contributions.

b. Relations with people or organisations affected by the company's activity

We aim to fulfill our corporate social responsibility by taking into account the expectations of our stakeholders (mainly shareholders and employees), with whom we foster an open and frank dialogue:

- Employees can pass on their requests, suggestions and comments to their managers at any time. Appraisals are held twice yearly to discuss their daily activities and areas for improvement, set targets and plan their career paths. Dialogue also takes place between management and employee representative bodies (see part 2.e below). An intranet site is available to employees providing useful information about the organisation.

- Regularly, high-quality financial reporting keeps investors and shareholders informed of the Group's results and key trends. In addition to the annual shareholders' meeting, regular press releases are issued to keep shareholders informed. Our website (www.abc-arbitrage.com) and email contact address (actionnaires@abc-arbitrage.com) are also available for obtaining any information they may need.

But our role in society and our relations with our stakeholders are not confined to our shareholders and employees. Our community involvement also involves facilitating entry in the workplace, links with educational institutions and membership in professional working groups:

- Employees regularly take part in engineering school forums, technology conferences and also universities to promote the Group and its activities, forge relationships with students and identify future talent. Internships are offered to students on a regular basis and provide a reservoir of talent for future recruitment.

- In today's constantly evolving world, with ambitious and captivating projects, ABC arbitrage wishes to stay aware of others' jobs, passions, adventures. Also to meet other men and women who pilot and live important human adventures : they have in common a kind of personal competition, either through sport or studies. Thinking out of our daily life to discover and share the work, innovations, and the challenge to push oneself to the limits, to view things in a new way, to enrich our own career. These are ABC arbitrage ambitions through these featured projects.

    - Continuously since the school year 2014/2015, funding was provided to the Maison des Talents, an innovative program of equal opportunities led by the Fondation Financière de l'Echiquier to enable deserving women scholarship students (Two girls are sponsored by ABC arbitrage during this school year) to pass the entrance examinations for France's most prestigious universities, or grandes écoles parisiennes.
    Four professionals who went through a demanding school curriculum are supporting them as their mentor. They offer moral support and academic assistance (general methodology and knowledge) and give them a first introduction to professional life.
    They advise them to find internships, jobs, by having them benefit from their network and knowledge of the business world.
    We hope that the partnership will make it easier for the new generation to earn scientific degrees, thereby helping to enhance France's performance and reputation for excellence in these fields.

    - Under its communication policy, ABC Arbitrage have been leading for several years a sponsorship program as "official partnership" of the skipper Jean-Pierre Dick (Absolute Dreamer crew). Since 2018, ABC Arbitrage has supported the new project of Jean-Pierre Dick, the Easy-to-fly. He made up an 8-meters-long' sailing catamaran. Every year, employees and investors are invited to experience a day of sailing with Jean-Pierre Dick and his team.

- The Group have also been supporting Charly Quivront during high-performance competitions and any other sporting events in which he has taken part since 2006.

- The Group got involved with two french artists to promote art and culture in the company. ABC Arbitrage is aware that it contributes to creativity, inspiration and energy, and also arouses social interactions and sharing, promoting well-being of employees.
  - ABC Arbitrage gave carte blanche to the artists for a live performance in its office during ten days : a mix of sketches of who we are at ABC Arbitrage and freestyle.
  - Art photographs are exposed in the cafeteria and are changed every 3 months. The employees participate in the choice of these photographs using a survey platform. Meanwhile, a contest has been launched around Iceland, 3 pictures taken by employees were chosen and hung in the cafeteria.
  - Finally, in every meeting room, accessible to visitors and employees, is exhibited permanently, an original piece of art especially created for ABC Arbitrage around chemicals features: oxygen, zinc, carbon, gold, etc.

- The Group also participated in the Basis.point initiative, a scheme created by the Irish investment fund industry to improve training and educational opportunities for disadvantaged young people in Ireland.

- ABC arbitrage also calls upon the services of non-profit organisations and sheltered workshops that promote social inclusion and entry (or re-entry) in the workplace of disabled adults.

- ABC arbitrage is an active member of MiddleNext and, along with the other midcaps listed on the market, share the belief that we need to tailor corporate governance practices to the needs of different organisational structures, for example based on ownership structure or size, in order to create an informal governance system suited to the company's practices.

- ABC arbitrage is a member of IFA (Institut Français des Administrateurs), which provides corporate directors with all the information, training and expertise they need to carry out their role and brings together all those who wish to help develop professional standards and best governance practices.

- ABC arbitrage Asset Management renewed its memberships in AFG (Association Française de la Gestion Financière). This association represents and defends professionals' interest in portfolio management for third parties. It brings to memberships constant support into legal, fiscal, economical, accountant and technical areas. The AFG is also a mobilizer of ideas for the profession about portfolio management techniques evolutions, research, protection and allocation of savings.

- Last year, ABC arbitrage renewed its donation to the Wikimedia Foundation, a non-profit organization dedicated to encouraging the growth and development of free educational content.

c. Subcontracting and suppliers

The use of subcontractors is restricted to the preparation of pay statements, social security filings and facilities management. Our supplier base is small and offers only a limited selection. Other suppliers are called upon for items that are not directly linked to the group's business activity. As a result, there are no social responsibility or environmental purchasing policies in place; without excluding these guidelines when a decision is to be taken.

d. Fair business practices

ABC arbitrage is listed on a regulated market. Consequently, immediately upon signing an employment contract, employees undertake to comply with all internal control procedures as regards dealing in ABC arbitrage shares and, more generally, the legislation and regulations on preventing insider trading. Similarly, ABC arbitrage Asset Management is a portfolio management company and its business is therefore regulated, subject to authorisation and supervised by the Autorité des Marchés Financiers (AMF). Employees undertake to comply with all of the mandatory rules and regulations governing asset management activities, particularly the primacy of the client's interests and the fight against bribery and money-laundering.
More generally, internal control and risk management procedures have been described in the report of the Chairman of the Board of Directors.
Lastly, ABC arbitrage pledges to uphold human rights, including those covered by the main ILO (International Labour Organization) conventions. Given that we operate in countries where democracy and human rights are promoted and controlled, no particular policy has been devised in this area.

2. Social information

Key employee data are summarised in the table below:

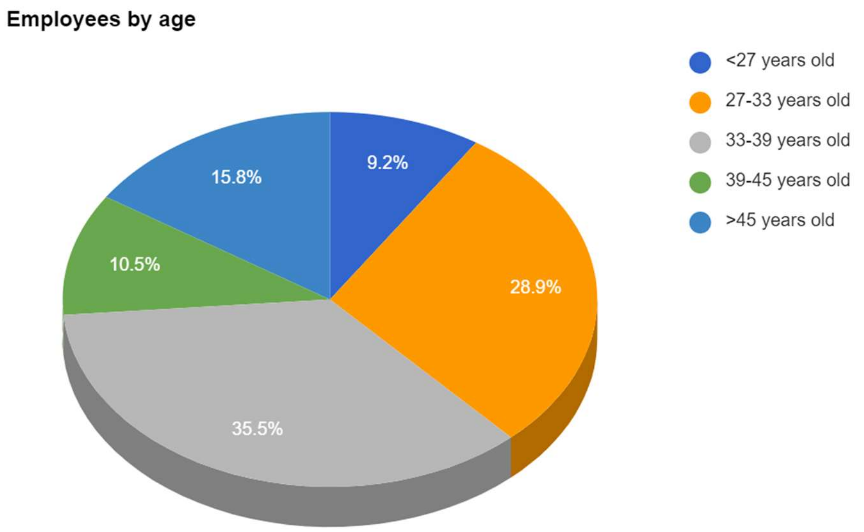
Indicator	Definition/unit of measurement	2019			2018	Change
		France [1]	International [2]	TOTAL	TOTAL	100%
Total headcount[3]	Total number of interns, permanent and fixed term employees	72	5	**77**	**82**	-6%
Average headcount	Total number of interns,permanent and fixed term employees	73	4	**77**	**83**	-7%
Headcount by category	Managers as a % of total headcount	100%	100%	**100%**	**100%**	0%
	Other employees as a % of total headcount	0%	0%	**0%**	**0%**	N/A
Gender balance	% Women	25%	40%	24%	27%	-11%
	% Men	75%	60%	76%	73%	4%
Number of interns during the year	Number of short-term internships	2	0	**2**	**2**	0%
	Number of pre-hire internships	0	0	**0**	**0**	N/A
	Percentage of pre-hire internships converted into permanent employment contracts	N/A	N/A	**N/A**	**N/A**	N/A
New hires	Number of new permanent hires	13	1	**14**	**4**	250%
Resignations	Number of resignations during the year	12	1	**13**	**3**	333%
Contractually agreed terminations	Number of contractually agreed terminations during the year	4	0	**4**	**5**	-20%
Dismissals	Total number of dismissals	1	0	**1**	**0**	N/A
Other[4]	Other contract terminations	1	0	**1**	**0**	N/A
Average age	Average age of permanent employees	35	39	**35**	**34**	3%
Average length of service	Number of years	8	12	**8**	**7**	14%
Absenteeism [5]	Number of days absenteeism in France (%)	3,53	NC	**3,53**	**1,07**	230%

(1) ABCA + ABAM ABCA = ABC arbitrage; ABAM = ABC arbitrage Asset Management;
(2) International = Quartys Ltd based in Ireland (two employees) and ABC arbitrage Asset Management Asia Pte Ltd based in Singapore (three employees).
(3) Total headcount includes permanent employees and the two executive officers.
(4) Other contract terminations correspond to trial period terminations.
(5) Total number of days' absence (including maternity leave) divided by the total number of theoretical working days.

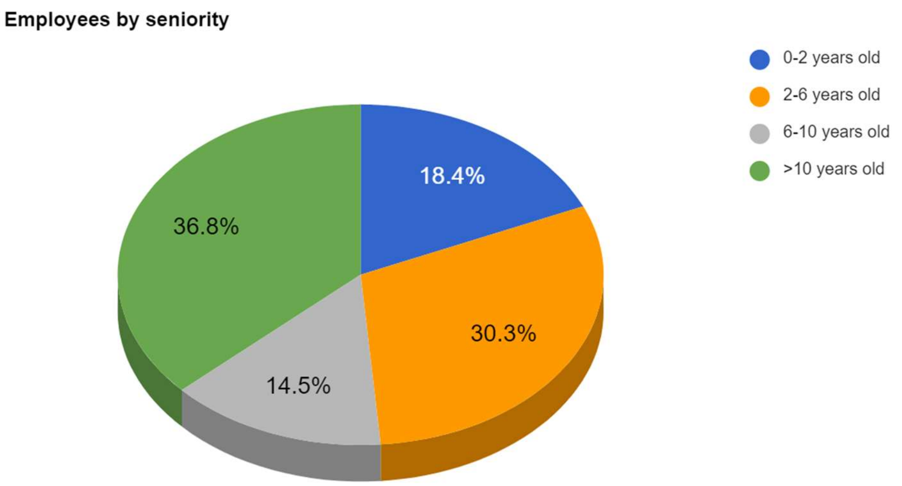
a. Turnover/length of service

Fourteen new permanent employees joined the Group in 2019, representing 18% of the workforce at the end of the year. They reflected our decision to combine recent graduates and veterans with proven technical experience.
This hiring policy encourages the emergence of new ideas and innovation, while capitalising on the expertise of our most loyal employees.

Attesting to our forward-looking vision, the average age of our employees is relatively young (35) and 32 % are aged under 30.



Average length of service for employees in the Group stands at 8 years (plus 1 year in comparison with 2018). However, the company has an experienced, loyal management team, with an average of 18 years of service. These employees lead younger associates who fall into three categories: “2 to 6 years” representing 30% of the employees, “6 to 10 years” representing 14,5% of the employees, and “less than 2 years”, representing18%, as shown in the chart below.
This organization offers us the energy and momentum we need to drive growth.



b. Compensation policy

All of the regulatory information required under Article L.225-102 of the French Commercial Code is disclosed in the management report for 2019.

In 2019, facing the workforce reduction of 6%, the employee costs have decreased by 9%. Without undermining the Group compensation policy (still hiring quality profiles, and taking into account competitive constraints mentioned above), the Group's results in 2019 in difficult market contexts automatically led to a downward revision of the variable part of the compensation of the Group's employees.

The desire to involve teams over the long term and to create a convergence of interests with shareholders is at the heart of management's concerns. The company has developed various share-based incentive schemes to drive growth by retaining core skills while containing payroll and other fixed costs in a highly competitive environment.
This process was initiated by the company well before the 2008 crisis and the G20 recommendations. Despite the additional cost measures taken by various governments, we are still convinced that they have a role to play and we will continue to use them, albeit to a lesser extent.

All of the information concerning the share-based incentive schemes is presented in the management report.

c. Working time organisation

Working time varies according to the job and practices (fixed hours, flexible hours, organisation) and depends on business needs. Employees work the hours specified in the collective agreement, which correspond to the legal working hours, unless otherwise stipulated in their employment contracts. Where possible, subject to business constraints, employees are granted considerable flexibility in their working hours. They may also opt to work part-time.
In 2019, there were four part-time female employees.

d. Absenteeism

Absenteeism and the reasons are monitored by the human resources department. The absenteeism indicator is the ratio between the number of days of absence and the total number of theoretical working days expressed as a percentage.
Short-term absences in 2019(i.e. less than three days), were taken mainly for illness or family events. They represent 61% of absences during the year. Long-term absences are increasing after a commuting accident which has led to a 28-day outage, and part-time work for an employee (the triggering event of this part-time work isn’t related to his position in the company).
These very low percentages attest to the positive workplace environment nurtured across the Group, as well as to the initiatives undertaken to enhance employee well-being.

e. Employee relations

Social dialogue is based on a process of consultation between employer and employees (or their representatives). This dialogue is organised around the Economic and Social Committee which gathers the Works Council and the Health and Safety Committee.

The Economic and Social Committee, plays a business role (company organisation and practices, working conditions, vocational training, apprenticeship, etc.) as well as a social and cultural role. The Committee also protects the health and safety of Group employees and tries to improve their working conditions. They meet once every two months whenever possible, at least six times a year.

The Economic and Social Committee is informed and consulted when major decisions are made in order to take employees' interests into consideration. Employees are informed about them and the way they work, particularly upon first joining the company. The information is also available to everyone on the ABC arbitrage electronic documents.

Social dialogue also takes place regularly through twice-yearly meetings held to present the Group's results. Attendance is mandatory and the meetings provide an opportunity for employees to ask management questions about the company's results, future strategy, etc.

The collective agreements applicable to the Group are mainly those related to the incentive and mandatory profit-sharing schemes for french entities. There was no new agreement signed in 2019.
An employee savings plan is also available to employees in France (94% of employees).

f. Health and safety

Our policy on health in the workplace goes further than simply complying with changes in the regulations. Protecting the health of our people is a key priority for ABC arbitrage.

The Group pays 100% of the basic cost of their top-up health plan. A voluntary flu vaccination campaign is offered each year. In 2019, the occupational risk assessment report was reviewed in association with the occupational physician. This report aims to identify all the risks involved in the jobs carried out within the Group.

We are very attentive to the well-being of our people, which is reflected in various initiatives:

- Maximum flexibility in working hours subject to business constraints;
- Provision of childcare facilities;
- Balancing work and personal life (for example, by not scheduling recurring meetings after 6.00 p.m.);
- A pleasant, ergonomic working area; recently renovated by an interior designer, and a welcoming cafeteria;
- Training on gestures and good postures at work;
- Organization of many conferences (for example : nutrition, exchanges with sportsmen);
- The provision of fresh fruit and dried fruits;
- The provision of a room for yoga class.
- The provision of a resting area in case of need.

In addition to the workplace emergency responders, a number of employees are also trained in basic first aid and some have been appointed and trained as fire officers.

g. Training

Training is a key priority for the ABC arbitrage group. There are two main aspects to our training policy:

- Technological, regulatory and fiscal training:

We organise many training courses enabling employees to keep abreast of regulatory, fiscal and technological developments.

- Core business training:

Our training policy for our core business is based primarily on mentoring and desk research. There is little or no direct training available for the arbitrage business and what is available tends to focus more on directional strategies rather than arbitrage. We therefore believe that mentoring (know-how transfer) is the best way to train our employees. As regards desk research, we encourage our employees to learn by regularly consulting professional and technical blogs and by reading a lot of technical literature.

Attesting to this commitment to training and mentoring, certain interns completing their program are offered pre-employment assignments.

h. Equal opportunity

In its hiring and human resources management process, the ABC arbitrage Group refuses any and all forms of discrimination, in particular as regards nationality, culture, gender or disability. On the contrary, we embrace all our diversity, whether cultural or generational, by hiring and integrating employees from a wide variety of backgrounds.

We endeavour to hire motivated, skilled employees who will integrate effortlessly into the existing team and create an intelligent working relationship between people from a broad variety of backgrounds. Most importantly, we encourage ambition, provided it benefits the group as a whole.
Meanwhile, the Group ensures the gender equity within the Board of Directors. Besides the historical founders, women represent 50% of the Board of Directors (75% of Independent Directors).

3. Environmental information

Given the nature of our business, the ABC arbitrage Group does not have any direct or material impact on the environment.

We are nonetheless aware of our responsibility and we endeavour to respect the environment in the conduct of our business activities, by taking environmental considerations into account in our day-to-day decisions.

a. General environmental policy

Our environmental policy aims to minimise the direct impacts of our internal activities on the environment through strict management of the natural and energy resources needed in our business.

In our arbitrage business, which is based on statistical and mathematical techniques, we select financial instruments to trade in by entirely neutral methods. Market inefficiencies are the only consideration that affects our decisions and we do not apply any environmental screens in our selection process.

Although the ABC arbitrage Group's environmental footprint is very limited, employee awareness is raised through regular email reminders about good environmental practices (turning off computer screens and office light in the evening, only printing documents when strictly necessary, using the various recycling bins, etc.); and encouragement to recycle and manage waste as described below.

b. Pollution and waste management

Various waste management mechanisms are available to employees:

- Recycling points for batteries, coffee capsules and plastic bottle stoppers are provided in the communal areas (coffee area); the company ‘Les Joyeux Recycleurs’ have been able to recycle 300 kg of waste during 2019. 1kg collected = 5 cents of donation reversed to Ares Atelier (Paris, 18th) association promoting integration.
- The cups and containers made available to employees are made of biodegradable materials, but above all are only used in case of “emergency”, every employee was given a mug and bottle of water also made of biodegradable materials (water fountains are made available to limit consumption of plastic bottles).
- Each office has a paper and cardboard recycling bin;
- Printers (of which the number is very limited, the entire workforce sharing just three printers located in central points) are configured by default to print in duplex and in black and white;
- Used toner cartridges are collected by a waste service provider;
- We attempt to find a useful outlet for our used computer equipment (given away to employees, non-profit organisations, etc.). However, if this equipment cannot be "recycled", we ensure that it is properly destroyed (obtaining a certificate of destruction).

In addition, measures have been taken to prevent and reduce air emissions. For example, we took the considered decision to locate our offices in central Paris as it helps to encourage employees to use public transport for their commute.

Employees are made aware of environmental risks and they are encouraged to group their business meetings together to the extent possible in order to reduce business travel, to take the train rather than fly when distance permits, and to make maximum use of new technologies such as video or audio conferencing.

c. Sustainable use of resources

Given its activity, the Group's consumption of raw materials is restricted to:

- Energy, which for us mainly means electricity. The Group recalls the mechanism settled to reduce the use of electricity and air conditioning when moving to the Centorial in 2010. Outside of the programmed time bands (corresponding to our business needs), manual intervention is required to activate one hour of lighting and has to be reset each time. This complies with the legal requirements on the lighting of business premises.

- The paper consumption on which the group makes constant efforts. The group's processes are increasingly digitized, which significantly reduces the use of paper impressions. The digitization of our financial reports are part of this dynamic, as every Board of Directors, the e-consent campaign for the Annual Assembly preparation...

- Lastly, water consumption is minimal, and its cost is included in the property rental. Accordingly, we do not produce detailed data on our water consumption.

www.abc-arbitrage.com