

2022

# MANAGEMENT REPORT

→ GROUPE DES ASSURANCES DU CRÉDIT MUTUEL SA



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**G A C M S A**

*Société anonyme* (French Limited Company) with a Management Board and Supervisory Board,  
with a share capital of €1,241,034,904.00  
STRASBOURG TRADE AND COMPANIES' REGISTER 352 475 529  
Registered office: 4 rue Frédéric-Guillaume Raiffeisen - 67000 Strasbourg, France

**I. LEGAL DATA**

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**A. SUPERVISORY BOARD AT DECEMBER 31, 2022**

**Chairman**

Mr. Nicolas Théry

**Vice-Chairwoman**

Ms. Isabelle Pitto

**CAISSE RÉGIONALE DU CRÉDIT MUTUEL DE NORMANDIE**

represented by Mr. Stéphane François

**BANQUE FÉDÉRATIVE DU CRÉDIT MUTUEL**

represented by Ms. Christelle Dantras

**CAISSE RÉGIONALE DU CRÉDIT MUTUEL DU CENTRE**

represented by Ms. Isabelle Ogée

**CAISSE DU CRÉDIT MUTUEL DU SUD EST**

represented by Ms. Nathalie Noël

**CAISSE RÉGIONALE DU CRÉDIT MUTUEL ÎLE-DE-FRANCE**

represented by Mr. Raphaël Rebert

**CAISSE FÉDÉRALE DE CRÉDIT MUTUEL**

represented by Mr. Éric Petitgand

**CAISSE RÉGIONALE DU CRÉDIT MUTUEL MÉDITERRANÉEN**

represented by Mr. Maurice Zirnhelt

**CAISSE FÉDÉRALE DU CRÉDIT MUTUEL DE MAINE-ANJOU ET BASSE-NORMANDIE**

represented by Mr. Jean-Loïc Gaudin

**CAISSE RÉGIONALE DU CRÉDIT MUTUEL NORD EUROPE**

represented by Mr. Benoît Gamand

**CAISSE FÉDÉRALE DU CRÉDIT MUTUEL OCÉAN**

represented by Mr. Jean-Pierre Morin

**CAISSE RÉGIONALE DU CRÉDIT MUTUEL MIDI ATLANTIQUE**

represented by Mr. Marc Vaujany

**CAISSE RÉGIONALE DE CREDIT MUTUEL ANJOU**

represented by Ms. Laurence Carde

**CRÉDIT INDUSTRIEL ET COMMERCIAL**

represented by Mr. Éric Cotte

**CAISSE RÉGIONALE DE CRÉDIT MUTUEL DE LOIRE-ATLANTIQUE ET DU CENTRE-OUEST**

represented by Mr. Dominique Bellemare

**FÉDÉRATION DU CRÉDIT MUTUEL CENTRE EST EUROPE**

represented by Ms. Laurence Genet

**CAISSE RÉGIONALE DU CRÉDIT MUTUEL DAUPHINÉ-VIVARAIS**

represented by Ms. Marie-Rose Moulin

## B. MANAGEMENT BOARD AT DECEMBER 31, 2022

### Chairman

Mr. Pierre Reichert

### Member

Mr. Daniel Baal

### Member

Mr. Nicolas Govillot

### Member

Mr. François Martin

### Member

Ms. Isabelle Soubari

## C. STATUTORY AUDITORS

### Main statutory auditors

#### Cabinet PricewaterhouseCoopers Audit SAS

represented by Mr. Sébastien Arnault

#### Cabinet KPMG SA

represented by Mr. Antoine Esquieu and Mr. Anthony Baillet

## D. SOCIAL AND ENVIRONMENTAL IMPACT

In accordance with Articles L. 225-102-1 and R. 225-104 of the *Code de commerce* (French Commercial Code), the Company is required to disclose, in the management report, a non-financial performance statement (*Déclaration de performance extra-financière*, hereinafter referred to as the "NFPS") as soon as its revenues or statement of financial position exceeds €100 million and its workforce exceeds 500 employees.

As GACM SA is part of Crédit Mutuel Alliance Fédérale, the NFPS is produced at the level of Crédit Mutuel Alliance Fédérale and included in the management report on the consolidated financial statements.

The green taxonomy information that must be included in the NFPS published since January 1, 2022 pursuant to Regulation (EU) 2020/852 of June 18, 2020, is also produced by Crédit Mutuel Alliance Fédérale. This application is consistent with question no. 4 of the European Commission's FAQ on green taxonomy reporting obligations.

Work in this area is being carried out by a working group set up by the Confédération Nationale du Crédit Mutuel. GACM SA implements the actions chosen in this area.

## II. HIGHLIGHTS OF THE PERIOD

### Disposal of GACM España

After several years operating in Spain, GACM has decided to continue its development as a priority in France, Belgium and, starting soon, in Germany, to support the country strategy of its parent company, Crédit Mutuel Alliance Fédérale.

Thus, on December 13, 2022, GACM and Axa Seguros Generales, S.A. de Seguros y Reaseguros (Axa Spain) signed an agreement, subject to obtaining regulatory authorizations, for the disposal by GACM SA of 100% of the share capital of GACM España, to Axa Spain. The sale price

amounts to €311.7 million, to which may be added, subject to conditions, an earn-out amounting to a maximum of €20 million. This intended disposal is expected to be finalized in mid-2023.

It should be noted that creditor insurance policies marketed by Cofidis Spain are excluded from this transaction. They will be subject to prior transfer to ACM IARD SA and ACM VIE SA.

## III. GROUPE DES ASSURANCES DU CRÉDIT MUTUEL IN 2022

The Groupe des Assurances du Crédit Mutuel SA (GACM SA) is an insurance group company within the meaning of Article L. 322-1-2 of the *Code des assurances* (French Insurance Code), whose main business consists of acquiring and managing equity investments, mainly in insurance and reinsurance companies. GACM SA has no operational activities of its own.

GACM SA is thus the parent company:

- of life insurance companies:
  - ACM VIE SA (mixed);
  - North Europe Life Belgium (NELB) SA incorporated under Belgian law; and
  - International Crédit Mutuel Life (ICM LIFE) SA incorporated under Luxembourg law.
- non-life insurance companies:
  - ACM IARD SA;
  - Sérénis Assurances SA;
  - Partners Assurances SA under Belgian law.
- the holding company GACM España SA incorporated under Spanish law;
- various service companies such as ACM COURTAGE SAS and ACM SERVICES SA.

GACM SA also holds equity investments in other companies:

- 10.0% of the capital of the Canadian insurance group Desjardins;
- 30.0% of the capital of the Tunisian insurance company Astree SA.

No-share capital-companies, Assurances du Crédit Mutuel Vie SAM, a mutual insurance company, and MTRL, a mutual insurance company listed in Book II of the *Code de la mutualité* (French Mutual Insurance Code), are bound by GACM SA affiliation agreements. They are an integral part of the Group and are included in the consolidated financial statements of GACM SA.

## IV. PROFIT (LOSS) FOR THE PERIOD

The profit for the 2022 financial year amounted to €412 million, down by 25.0% compared to the previous financial year (€549 million).

	<i>(in millions of euros)</i>			
	2022	2021	Chg.	Chg. (%)
Operating income	-	4	-4	-100.0%
Finance income	445	556	-111	-20.0%
<i>of which finance income from equity investments</i>	444	555	-111	-20.1%
<i>of which positive exchange rate differences</i>	1	1	-	-
Non-recurring income	-	-	-	n/a
<b>Total income</b>	<b>445</b>	<b>560</b>	<b>-115</b>	<b>-20.6%</b>
Operating expenses	9	6	2	37.7%
Financial expenses	29	5	24	x 5
<i>of which allowances for depreciation, amortization and impairment</i>	14	-	14	n/a
<i>of which interest and similar expenses</i>	14	3	11	x 4
<i>of which net expenses on disposals of marketable securities</i>	-	2	-2	-100.0%
<i>of which negative exchange rate differences</i>	1	-	1	n/a
Non-recurring expenses	-	-	-	n/a
Income tax	-4	-	-4	n/a
<b>Total expenses</b>	<b>34</b>	<b>12</b>	<b>22</b>	<b>191.1%</b>
<b>Net profit (loss)</b>	<b>412</b>	<b>549</b>	<b>-137</b>	<b>-25.0%</b>

The annual net profit recorded a decrease, due in particular to the fall in dividend income from ACM VIE SA.

In addition, financial expenses increased significantly, due to the impairment of equity securities in PARTNERS

ASSURANCES SA on the one hand, and on the other hand, the interest expenses on the subordinated debt issued in October 2021.

## V. TAXES

GACM SA is the parent company of the tax group whose members are:

- ACM IARD SA;
- ACM VIE SA;
- ACM VIE SAM;
- MTRL;
- SÉRÉNIS ASSURANCES SA;
- ACM SERVICES SA;
- ACM COURTAGE SAS;

- EXPERTIZEN SAS;
- FONCIÈRE MASSÉNA SA;
- IMMOBILIÈRE ACM SAS.

Dividends received by GACM are exempt for 99% of their amount (distributions within the tax consolidation group) or 95% (parent-subsidiary regime). Given the weight of dividends in net profit (loss), GACM SA thus recorded a net corporate tax income of €4 million as of December 31, 2022. Moreover, corporate income tax at the GACM SA level takes into account the effects of the tax consolidation carried out at its level.

## VI. BALANCE SHEET AT DECEMBER 31, 2022

### Detail of assets

*(in millions of euros)*

	2022	2021	Chg. %
Property, plant and equipment	-	-	-
Financial fixed assets	4,161	4,169	-0.2%
Receivables	47	12	288.0%
Marketable securities	105	94	12.5%
Cash	-	-	-4.3%
Prepaid expenses	3	4	-9.7%
Bond redemption premium	2	2	-9.7%
<b>Total</b>	<b>4,318</b>	<b>4,280</b>	<b>0.9%</b>

### Statement of changes in equity

*(in millions of euros)*

	2021	Appropriation of profit (loss) 2021	Others changes 2022	2022
Share capital	1,241	-	-	1,241
Merger premiums	149	-	-	149
Contribution premiums	1,005	-	-	1,005
Legal reserves	124	-	-	124
Other reserves	2	-	-	2
Retained earnings	437	148	-	585
Profit (loss) for the period	549	-549	412	412
<b>Total equity</b>	<b>3,507</b>	<b>-400</b>	<b>412</b>	<b>3,518</b>
<b>Dividends</b>		<b>400</b>		

### Balance sheet analysis

At December 31, 2022, the balance sheet totaled €4,318 million (€4,280 million at end-2021).

Equity before allocation amounted to €3,518 million compared to €3,507 million at end-2021.

Profit of €549 million for the 2021 financial year was distributed in the amount of €400 million, with the remainder, *i.e.* €148 million, being allocated to retained earnings.

The net amount of financial fixed assets, listed in the notes to the financial statements, was down by €8 million. This decrease is due to the impairment of the stake in PARTNERS ASSURANCES SA in the amount of €14 million. GACM SA also subscribed to the share capital of AUTO MOBILITE SERVICES SAS and NEMO HEALTH SAS for a total amount of €6 million.

Receivables mainly concern positions resulting from the tax consolidation for €40 million as well as a shareholder's current account for €6 million.

The marketable securities item is composed of cash UCITS.

### Off-balance sheet commitments

The company has recorded an amount of €2 million under "Commitments received" in respect of the bank overdraft authorization.

Under "Commitments given", the company records commitments given to third parties of GIE ACM in an amount of €0.5 million. To calculate this commitment, it was considered that each member of the GIE would retain a portion of the debts identical to its share of the expenses for the financial year repayable to the GIE.

## Customer and supplier payment terms

	Article D. 441 I. -1 of the <i>Code de commerce</i> (French Commercial Code): Invoices received and due but not paid by the reporting date						Article D. 441 I. -2 of the <i>Code de commerce</i> (French Commercial Code): Invoices issued and due but not paid by the reporting date					
	0 days (indicative)	1 to 30 days	31 to 60 days	61 to 90 days	91 days and more	Total (1 day and more)	0 days (indicative)	1 to 30 days	31 to 60 days	61 to 90 days	91 days and more	Total (1 day and more)
<b>(A) Late payment tranche</b>												
Number of invoices concerned	-					2	-					-
Total amount of invoices concerned incl. tax	-	360,000	-	50,400	-	-	-	-	-	-	-	-
Percentage of total amount of purchases during the financial year incl. tax	-	3.51%	-	0.49%	-	-						
Percentage of written premiums for the financial year incl. tax							-	-	-	-	-	-
<b>(B) Invoices excluded from (A) relating to disputed or unrecognized debts and receivables</b>												
Number of invoices excluded	-						-					
Total amount of excluded invoices (specify excl. tax or incl. tax)	-						-					
<b>(C) Reference payment terms used (contractual or legal deadline - Article L. 441-6 or Article L. 443-1 of the <i>Code de commerce</i> (French Commercial Code))</b>												
Payment terms used for the calculation of payment delays	- Contractual terms: 30 days end of month on the 10th - Legal terms: 60 days end of month						- Contractual terms: 0 days - Legal terms: 60 days end of month					



## VII. AMOUNTS DISTRIBUTED OVER THE LAST THREE FINANCIAL YEARS

In accordance with Article 243 bis of the *Code général des impôts* (French General Tax Code), the amounts distributed over the last three financial years are as follows:

*(in euros)*

Financial year		Dividend per share	Dividends eligible for tax relief	Dividends not eligible for tax relief	Type of payment
2022	for the financial year ended 12/31/2021	5.00	400,333,840	-	in cash
2021	for the financial year ended 12/31/2020	-	-	-	n/a
	exceptional dividend	18.73	1,499,650,565	-	in cash
2020	for the financial year ended 12/31/2019	-	-	-	n/a

## VIII. SHARE CAPITAL INFORMATION

As of December 31, 2022, the subscribed capital consisted of 80,066,768 fully paid-up shares of €15.50 each, all of the same class, representing a total share capital of €1,241 million.

The company's main shareholders at December 31, 2022 are:

- Banque Fédérative du Crédit Mutuel (BFCM): 50.0% of the share capital;
- Crédit Industriel et Commercial (CIC): 16.1% of the share capital;
- Caisse Régionale du Crédit Mutuel Nord Europe: 10.2% of the share capital;
- Caisse Fédérale du Crédit Mutuel MABN: 7.4% of the share capital;
- Caisse Fédérale du Crédit Mutuel Loire-Atlantique et du Centre-Ouest: 5.4% of the share capital;
- Caisse Fédérale du Crédit Mutuel Océan: 2.9% of the share capital.

## IX. TERMS OF OFFICE OF THE MEMBERS OF THE SUPERVISORY BOARD AND CORPORATE OFFICERS

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The composition of the Supervisory Board and the Management Board at December 31, 2022 is presented in Chapter I.

### Changes to the composition of the Supervisory Board in 2022

CRCM Nord Europe appointed Mr. Benoît Gamand as permanent representative from January 3, 2022, replacing Mr. Éric Charpentier.

CRCM Midi Atlantique appointed Mr. Marc Vaujany as permanent representative from February 4, 2022, replacing Mr. Jean-Marc Mathioudakis.

At the General Meeting of May 10, 2022, CRCM Anjou, represented by Ms. Laurence Carde, was appointed as a member of the Supervisory Board for a term of six years.

CCM Sud-Est appointed Ms. Nathalie Noël as permanent representative from June 1, 2022, replacing Mr. Jean-Luc Robischung.

FCM CEE appointed Ms. Laurence Genet as permanent representative from June 1, 2022, replacing Ms. Nathalie Noël.

### Changes to the composition of the Management Board in 2022

None.

### Terms of office of the Statutory Auditors

KPMG SA, represented by Mr. Antoine Esquieu and Mr. Anthony Baillet, appointed at the General Meeting of May 3, 2017, for a term of six years.

### Corporate officers

The list of offices and positions held during the financial year by Mr. Pierre Reichert, Chairman of the Management Board, Mr. Daniel Baal, Mr. Nicolas Govillot, Mr. François Martin and Ms. Isabelle Soubari, members of the Management Board, as well as by the members of the Supervisory Board, is given in the appendix.

During the financial year Messrs. Pierre Reichert, Daniel Baal, Nicolas Govillot and François Martin, as well as Ms. Isabelle Soubari, did not receive any compensation or benefits in kind from GACM SA or any other company controlled by GACM SA within the meaning of Article L. 233-16 of the *Code de commerce* (French Commercial Code).

GACM SA has not granted any stock options to its corporate officers.

### Post-closing governance change

Mr. François Martin resigned from his duties as a member of the Management Board from January 31, 2023.

CRCM Loire-Atlantique Centre-Ouest appointed Ms. Carole Le Moaligou as permanent representative on the Supervisory Board of GACM from February 2, 2023, replacing Mr. Dominique Bellemare.

PricewaterhouseCoopers Audit SAS, represented by Mr. Sébastien Arnault, was appointed at the General Meeting of May 6, 2020, for a term of six years.

## X. SUBSEQUENT EVENTS SINCE THE END OF THE FINANCIAL YEAR

No subsequent events occurred since the end of the 2022 financial year.

## XI. OUTLOOK

**2023, the final year of the *Ensemble#nouveau monde, plus vite, plus loin!* strategic plan.**

GACM's projects for the 2019-2023 strategic plan were aligned with that of its main shareholder Crédit Mutuel Alliance Fédérale and aimed at increasing the equipment of banking customers, particularly in social protection and the professional and company segment. To this end, a set of insurance offers was renewed during the period.

In a context of strong economic and geopolitical instability, GACM's objective in 2023, in line with Crédit Mutuel Alliance Fédérale's strategic plan, is to provide customers in the banking networks, individuals and companies with a constantly increasing portfolio of services.

In non-life insurance, the main actions are as follows:

- In order to supplement the existing range and meet the specific needs of business and agricultural customers, a co-insurance partnership with Allianz will be rolled out in 2023 on multi-risk business and agricultural policies, including crop insurance.
- In the individual customer market, a new, more comprehensive property damage & liability insurance offer will be launched in 2023.
- In motor, in order to offer a constantly improving quality of service, GACM is working on new services in the field of repair and maintenance of mobility.
- Lastly, in accordance with the commitment made by the profession to maintain purchasing power, the average increases in policyholder premiums will be lower than inflation for the years 2022 and 2023.

In savings & retirement insurance, economic projections for 2023 and, more specifically, the increase in the rate of interest on Livret A savings accounts, create pressure on the return on savings insurance, to which GACM will be attentive in order to preserve its level of premiums and limit the dilution

of returns while supporting the purchasing power of its policyholders.

GACM will also continue its international roll-out, particularly in Germany. In 2023, insurance companies will be created and applications for licenses filed with the German Federal Financial Supervisory Authority (BAFIN).

In Belgium, activity will continue for the two insurance companies, through the partnership with the Beobank banking network, as well as through its own network for Partners Assurances. A new dynamic has been created in 2023 with the change of the brand name of the two companies, which becomes "ACM Insurance". The logo is also changing, as well as the corporate name, with ACM Belgium Life and ACM Belgium replacing the names "North Europe Life Belgium" and "Partners Assurance" respectively, further expressing their position as part of Groupe des Assurances du Crédit Mutuel and its values.

Furthermore, in early 2023, Crédit Mutuel Alliance Fédérale announced the creation of the societal dividend, mobilizing 15% of its net profit each year to build a more sustainable and supportive world, by acting on three pillars: (1) investing in an impact fund to amplify the transformation of production models (50% of the societal dividend), (2) supporting customers and members in the service of the climate and inclusion (35%), and (3) supporting major projects to improve solidarity and the preservation of the environment as close as possible to the regions (15%).

The 2<sup>nd</sup> pillar aims in particular to perpetuate the implementation of inclusive banking and insurance services over the duration of the future strategic plan, in a similar way to the mutual benefit society recovery bonus paid by GACM to professionals in 2020 during the health crisis, or the removal of the health questionnaire at the end of 2021 for loyal creditor insurance customers. GACM will have a role to play in the implementation of this mutual benefit society commitment.

**XII. COMPANY PROFIT (LOSS) OVER THE LAST FIVE FINANCIAL YEARS**

*(in millions of euros)*

	2018	2019	2020	2021	2022
<b>Share capital at year-end</b>					
Share capital	1,241	1,241	1,241	1,241	1,241
Number of shares issued	80,066,768	80,066,768	80,066,768	80,066,768	80,066,768
<b>Transactions and profit (loss) for the financial year</b>					
Profit (loss) before tax, employee profit-sharing, depreciation, amortization and provisions	373	1,784	157	549	422
Income tax	4	7	-1	-	-4
Employee profit-sharing for the financial year	-	-	-	-	-
Allowances for depreciation, amortization and provisions	-	-	-	-	14
Profit (loss) after tax, employee profit-sharing, depreciation, amortization and provisions	369	1,778	158	549	412
<b>Earnings per share (in euros)</b>					
Profit (loss) after tax, employee profit-sharing, but before depreciation, amortization and provisions	4.61	22.20	1.98	6.85	5.32
Profit (loss) after tax, employee profit-sharing, depreciation, amortization and provisions	4.61	22.20	1.98	6.85	5.14
Dividend in euros allocated to each share (before tax credit)	23.50	-	-	18.73 *	5.00

\* exceptional dividend

Strasbourg, March 22, 2023

