2021-22

UNIVERSAL REGISTRATION DOCUMENT

and Annual Financial Report

UBISOFT

Contents

AFR In the table of contents, the components of the annual financial report are identified by the pictogram AFR

DPEF In the table of contents, the components of the Statement of non-financial performance are identified by the pictogram DPEF

2021-22

UNIVERSAL REGISTRATION DOCUMENT

AND ANNUAL FINANCIAL REPORT

The Universal Registration Document was filed on June 14, 2022 with the Autorité des Marchés Financiers (AMF – the French Financial Markets Authority), the competent authority in this respect under Regulation (EU) 2017/1129, without any prior approval requirement, as set out in article 9 of said regulation.

The Universal Registration Document may be used for the purpose of a public offering of securities or their admission to trading on a regulated market if it is supplemented with a securities note and, where applicable, a summary and all amendments made to the Universal Registration Document. This set of documents is then approved by the AMF in accordance with Regulation (EU) 2017/1129.

The Universal Registration Document is a copy of the french official version of the Universal Registration Document established in xHTML format and available on the issuer's website.

MESSAGE FROM THE CHAIRMAN AND CHIEF EXECUTIVE OFFICER

Yves Guillemot

Over the past year, despite meaningful challenges we have progressed on key strategic priorities, including growing our major brands and proprietary technologies, building an increasingly recurring business, and implementing profound transformation of our organization. As an organization, we have demonstrated that we can rely on dependable brands, production and technology assets which are stronger than ever at a time when the value of assets has never been so high.

Our full-year performance was built on many brands and content, across new releases and back-catalog, as well as our capacity to increasingly leverage the competition among platforms through high-value partnerships. Our three biggest brands, *Assassin's Creed, Far Cry* and *Rainbow Six*, each delivered well over 300 M€ of net bookings, a first in Ubisoft's history, reflecting *Assassin's Creed* Valhalla's stellar performance, *Far Cry*'s best year ever and the expansion of the *Rainbow Six* universe. Back-catalog revenues were up 11% and represented more than 50% of total net bookings for the fourth consecutive year.

If we look back at the past two years, they have arguably been quite intense for the world, for our industry and for Ubisoft. We have seen a meaningful increase in competition, with growing player expectations and an abundance of high-quality content. Simultaneously, the Covid crisis has led to major production challenges across the industry that have caused more than 30 premium titles being delayed in calendar year 2021 alone and, while clear productivity improvements are being made, every month continues to see major content postponed. These production challenges have been exacerbated over the past 12 months by The Great Reshuffle trend that has been impacting all industries across the world.

Despite all this, we have delivered the biggest line-up of quality content in the industry. At the same time, we have been thoroughly transforming our organization in order to successfully seize the many great opportunities our fast-evolving industry has to offer and continue to deliver outstanding experiences to players. We appointed new leaders across the company, expanded our Executive Committee, and continued building best-in-class governance. We have also evolved our decision-making process for managing our productions' capital allocation, with a close collaboration between the Brand Portfolio Management, Editorial, Production Project Management and the Studio Operations teams. This new framework is destined to:

- define each brand's DNA and market opportunities;
- create long-lasting meaningful experiences that will fulfil players rising expectations for self-expression and social experiences;
- elaborate a new global set of KPIs and processes to deliver even more predictability in Ubisoft's productions.

In parallel, one year ago we created the role of VP Production Technology. This was designed to ensure alignment of our technologies across Ubisoft, and maximize the focus on both our biggest existing opportunities and the most promising technological breakthroughs. As part of this process, we took the decision to focus our engine efforts on the development of our industry-leading Anvil and Snowdrop proprietary tools as well as on the development of our cloud-native technology, Scalar. We have also continued to invest in other promising technologies, including enhanced AI and Web3.

Reflecting our reputation as a great place to work, we welcomed back last year more than 600 talents who had previously worked at Ubisoft. We also made significant additions to our teams, from industry leading producers and creators to highly recognized experts in artificial intelligence and programming. Women now represent 25% of our total workforce, and represented one third of total recruitment in the past 12 months. Furthermore, we have a strong representation of women at leadership levels with respectively 42% and 45% for the Executive Committee and the Board [(1)]. We have ambitious plans to continue building a more diverse and inclusive organization. And while attrition has been a challenge over the past 12 months, the actions we have implemented on talent retention are starting to pay-off.

We are now entering a new multi-year phase of significant topline growth, driven by the meaningful expansion of our talent force over the past five years to:

- grow our biggest franchises thanks to ambitious roadmaps to bring them to new heights with notably four promising mobile games under development;
- expand meaningfully our portfolio;
- and continue building an increasingly recurring business.

We have been working on the biggest pipeline in Ubisoft's history through a mix of highly ambitious premium games, multiplatform Free-to-Play experiences to reach significantly wider audiences, new internally developed brands as well as titles based on massive entertainment brands licenses.

The future of our industry looks brighter than ever, with an ever-expanding total addressable market, falling platform, business model and geographical barriers, as well as exciting new technological breakthroughs. We have the talents, the industrial, and the financial scale, and a large portfolio of powerful IPs to create massive value in the coming years and even more benefits to our communities.

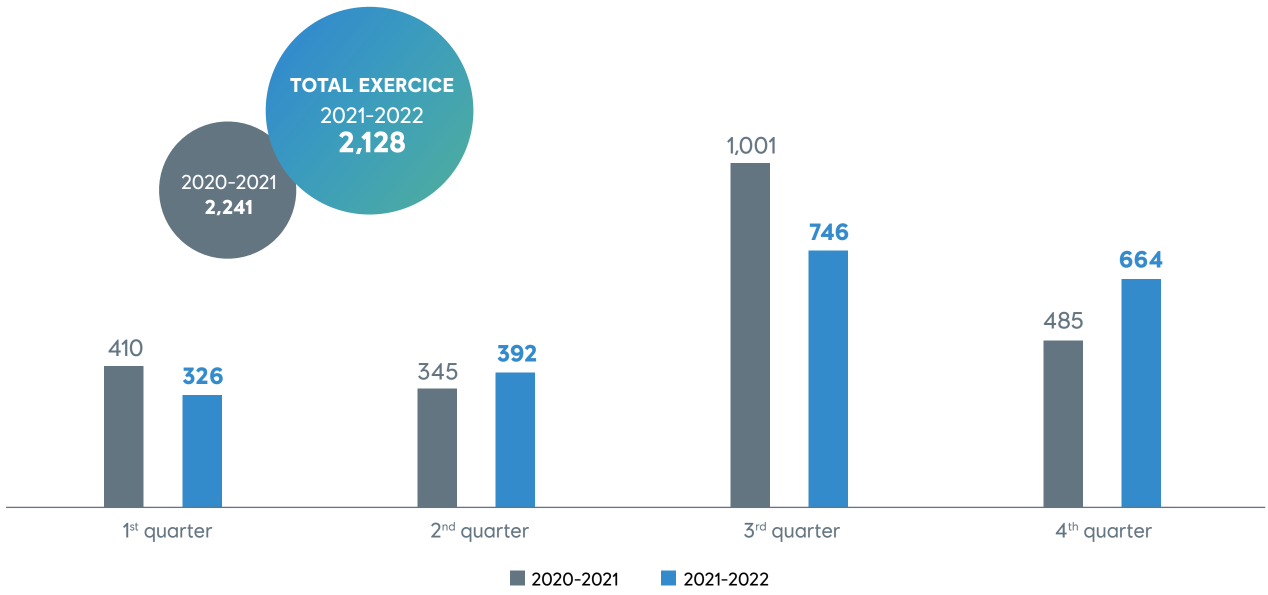
I heartily thank our talented teams for their resilience and engagement, and also players, partners and shareholders for your loyalty, support and confidence in us.

(1) *Subject to shareholder approval on the appointment of Claude France*

1 KEY FIGURES

1.1 QUARTERLY AND ANNUAL CONSOLIDATED SALES

NET BOOKINGS
(in € millions)



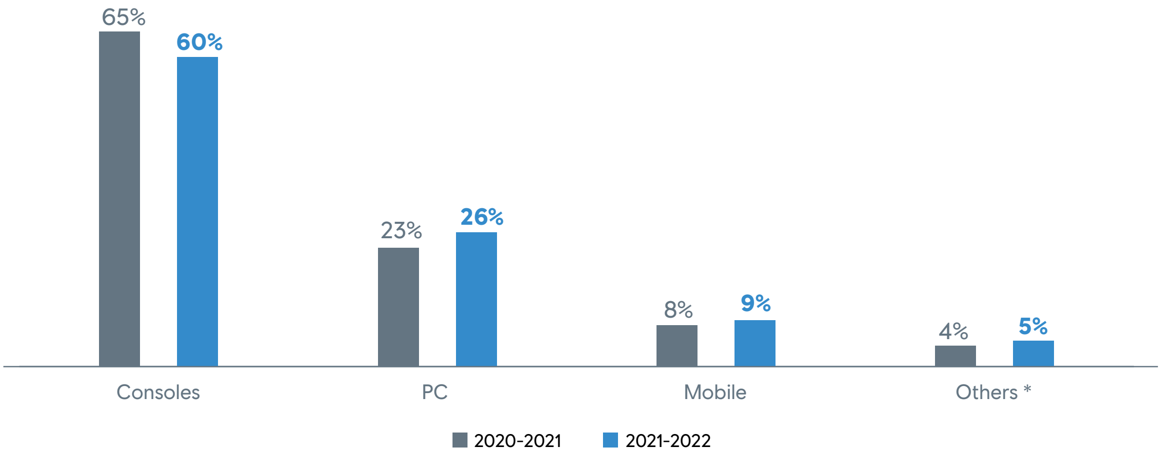
Net bookings [(1)] *(in € millions)*	**2021-2022**	**2020-2021**	**Change at current exchange rates**	**Change at constant exchange rates** [(2)]
1st quarter	326	410	-20.5%	-17.4%
2nd quarter	392	345	13.8%	14.1%
3rd quarter	746	1,001	-25.5%	-26.1%
4th quarter	664	485	37.0%	33.7%
FINANCIAL YEAR TOTAL	**2,128**	**2,241**	**-5.0%**	**-5.4%**

(1) Net bookings are defined in section 2.6.1
(2) Net bookings at constant exchange rates are calculated by applying to the data for the period under review the average exchange rates used for the same period of the previous financial year

IFRS 15 Sales *(in € millions)*	**2021-2022**	**2020-2021**	**Change at current exchange rates**	**Change at constant exchange rates ***
1st quarter	353	427	-17.4%	-14.2%
2nd quarter	399	330	20.9%	21.1%
3rd quarter	666	965	-31.0%	-31.8%
4th quarter	708	502	41.1%	38.0%
FINANCIAL YEAR TOTAL	**2,125**	**2,224**	**-4.4%**	**-4.8%**

** Sales at constant exchange rates are calculated by applying to the data for the period under review the average exchange rates used for the same period of the previous financial year*

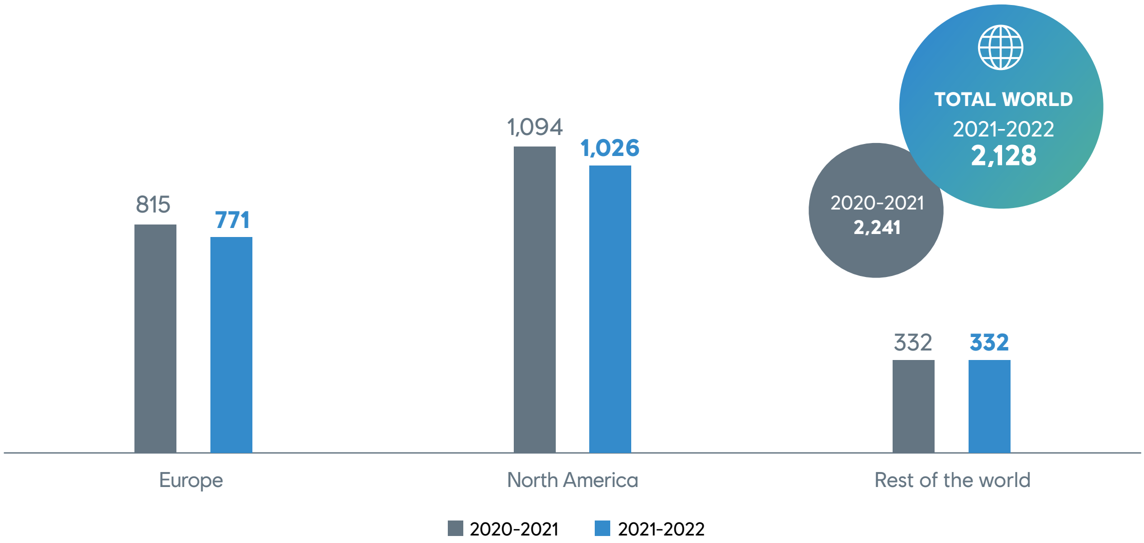
1.2 SALES BY PLATFORM (NET BOOKINGS)



* *Derivatives, etc.*

1.3 SALES BY GEOGRAPHIC REGION (NET BOOKINGS)

The breakdown of Group net bookings by geographic region is as follows *(in € millions)*:



2 GROUP PRESENTATION

1 2 3 4 5 6 7 8 9

2.1 GROUP BUSINESS MODEL AND STRATEGY

Ubisoft is a leader in the video game industry. the Group 's main business activities are centered around the production, publishing, distribution and "operation" of video games for consoles, PC and smartphones. Ubisoft stands out thanks to a unique production organization which enables the Group to continue creating successful new brands, to hold all of its most significant franchises, and to release high quality new content and games on a regular basis. This strategy has enabled Ubisoft to grow strongly and organically, while significantly increasing the recurrence of its revenues. Taking advantage of these assets, the Group has considerably transformed and expanded its portfolio of franchises, which now focus more on long-term player engagement: *Assassin's Creed*®, *The Crew*®, *Far Cry*®, *For Honor*®, *Just Dance*®, *Immortals Fenyx Rising*™, *Mario + Rabbids*®, *Riders Republic*®, *Tom Clancy's Ghost Recon*®, *Tom Clancy's Rainbow Six*®, *Tom Clancy's The Division*® and *Watch Dogs*®.

Moreover, with the strong growth in its digital business in recent years, Ubisoft has managed to successfully transform its economic model. Thanks to the depth of its portfolio of franchises, the ownership of its brands and studios, the leading production team among the industry's "pure players", its cutting-edge technologies and a culture which is profoundly focused on long-term sustainability, innovation and cooperation, the Group provides a sustainable environment for ensuring the full development of its talents, and for creating long-term value for its shareholders. Player communities are at the very heart of our games and the digital transformation seen in the last 10 years has enabled Ubisoft to establish a direct relationship with these groups. Ubisoft is committed to creating gaming experiences that enhance players' lives and environments in which they can fully enjoy the gaming experience with their friends in complete safety. This requires:

- the creation of games that offer more than just entertainment:
  - with *Assassin's Creed*, players can immerse themselves in history by traveling back to the time of the Viking raids in England, the Crusades, the Italian Renaissance, the American or French revolutions, the industrial revolution during the reign of Queen Victoria, and even ancient Egypt or ancient Greece. They can also interact with famous individuals such as Leonardo da Vinci, Napoleon, George Washington, Cleopatra or Socrates, etc.,
  - *Just Dance* is a fitness game to be enjoyed by the whole family today,
  - games such as *The Division*, *Ghost Recon*, and *Rainbow Six* require players to develop tactical and cooperative skills,
  - open-world games such as *Far Cry*®, *Riders Republic*, *The Crew*®, *Watch Dogs*® or *Immortals Fenyx Rising* offer players the freedom to define their own experience,
  - Ubisoft ensures that diversity is well represented in its games, including *Assassin's Creed Freedom Cry*, *Assassin's Creed Odyssey*, *Beyond Good & Evil*, *Child of Light*, *Far Cry 6*®, *Prince of Persia*, *Rainbow Six Siege*, *Watch Dogs*® *2*,
  - in addition, some Ubisoft games touch on a wide range of subjects including autism, slavery, or the experiences of combat troops in the First World War through the letters sent by soldiers,
  - *Dig Rush*™, a game developed jointly with doctors, helps treat amblyopia (an eye condition),
  - *Rocksmith*® is an excellent way of learning to play guitar,
  - and awards won for *Discovery Tour: Ancient Egypt* at the 2019 Game for Change awards, *Rabbids Coding* at the 2020 Games for Change awards, and *Anno 1800* winning the UNEP Choice at the 2021 Green Game Jam;
- the adoption of monetization and engagement policies that respect the player experience and are sustainable in the long term. At Ubisoft, the golden rule when developing AAA games is to allow players to enjoy the game in full without having to spend more. Our monetization offer within premium games makes the player experience more fun by allowing them to personalize their avatars or progress more quickly, however this is always optional;
- the development of a safe player environment. Ubisoft is constantly investing in the implementation of efficient solutions for the protection of player privacy and data and to prevent toxic behavior online.

With growth that has been mainly organic over the more than 35 years of its existence, Ubisoft has placed its teams at the very heart of its value creation process. The Group's long-term potential depends substantially on its capacity to attract and retain the best talent in a highly competitive environment. Building on these achievements, the Group strives to constantly improve and adapt its organization to offer a safe and inclusive working environment so that its teams can learn, express their full potential and perform to the best of their ability. Ubisoft therefore makes a point of promoting and enriching a strong corporate culture:

- focused on innovation;
- with a long-term approach in order to give its teams the opportunity to bring their visions to life and adapt to changes in the market;
- by providing a stimulating working environment in which each individual is respected;
- by promoting the diversity its teams;
- by developing autonomy to ensure each team is able to thrive, fulfill its potential, and constantly improve its processes;
- by encouraging efficient cooperation, based on the sharing of skills, know-how, and technology;
- with particular attention being paid to individual and collective well-being and within teams.

Over the coming years, Ubisoft will benefit from numerous solid drivers of growth thanks to the strong investments it has made in recent years, which have enabled it to build the richest pipeline of premium and free-to-play games in its history.

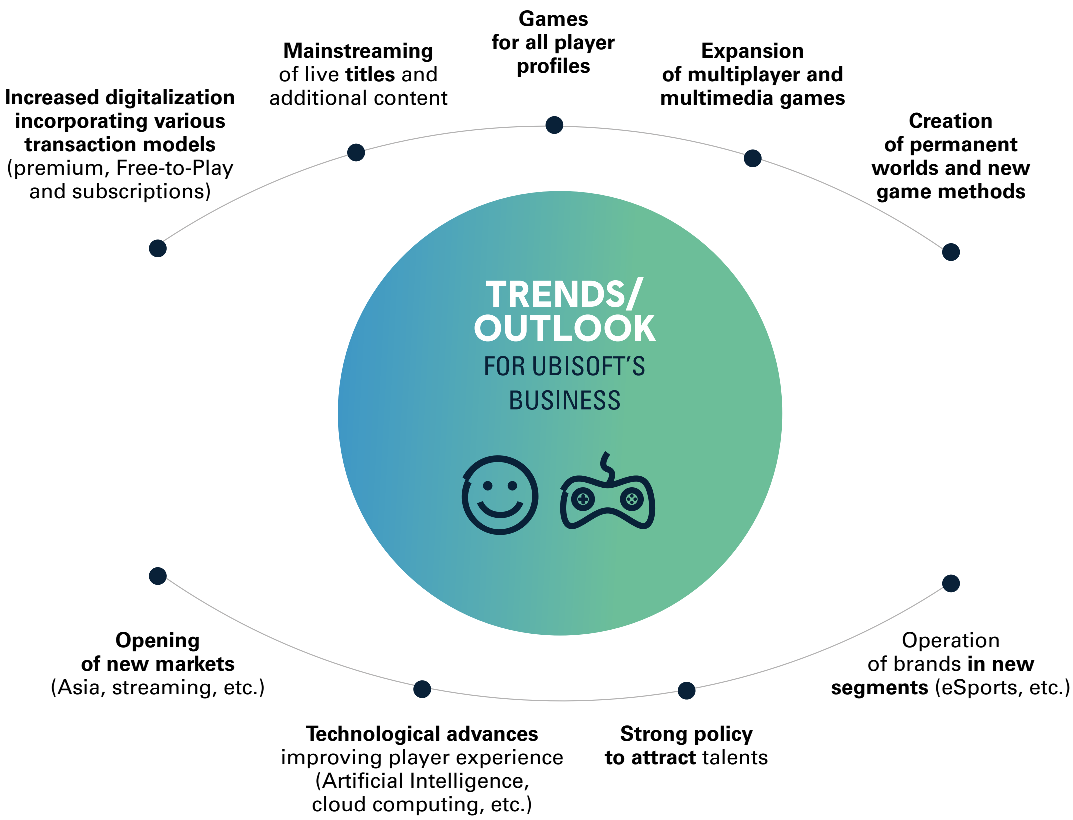
The Group will also benefit from the strong growth potential of the mobile and PC segments and the growing footprint of e-Sports. The potential generated by these opportunities must be balanced against certain risks, such as regulatory risks in China in particular, and those related to gaming time and monetization. Ubisoft monitors these topics closely in order to remain fully compliant with the rules in force and offer players a positive experience. New methods of gaming and forms of monetization have emerged in recent years on PCs and consoles, Ubisoft's traditional segments. This is the case in particular with regard to the "free-to-play" and subscription options which, in parallel with the "premium" model, offer the possibility of reaching a wider and more diverse public and strengthening player engagement. This means that Ubisoft's games must be sufficiently flexible so as to adapt to these three forms of monetization (premium, free-to-play, and subscription).

The video gaming industry has always grown through technological progress and cloud computing is going to provide developers with unprecedented calculation power which they will use to create permanent worlds that are increasingly captivating, rich, interactive and immersive. However, while the potential represented by cloud computing is significant, this does however raise questions as to the monetization model. Ubisoft will also closely monitor the impact of streaming on the environment as it necessitates intensive server use.

Video gaming is by far the largest entertainment industry in the world and its growth will continue thanks to its unique characteristics: interactivity, social links with communities, and the fact that players are active rather than passive. The development of this industry will continue to benefit from new technological developments and have an increasing impact on people's day-to-day lives. Ubisoft is ideally positioned to benefit from this long-term trend, as it has already proven over the last 35 years, due to its capacity to act with agility and react quickly.

Thanks to the control of its brands, studios, technologies and its unique enterprise culture which allows talented individuals to develop and reach their full potential, a portfolio of rich and varied franchises, and a profound wish to add value to players' lives, Ubisoft offers long-term visibility to its talents, its player community, and its shareholders.

Trends/Outlook for Ubisoft's business



CONTENTS

OUR STRATEGY TO ENRICH THE LIVES OF OUR PLAYERS WHILE CREATING ORIGINAL AND MEMORABLE GAME EXPERIENCES

Video games for consoles,
PCs and mobiles in digital and physical format

OUR STRATEGY

Development of franchises with strong player commitment to provide them with benefits through entertainment and much more.

- **Closer developer/player and communities relationships**
- **More electronic, multiplayer and multimedia games, leveraging new technologies and accessible to all**
- **A protected environment, in which players' personal data are protected, building up solid relationships in the communities**

RESOURCES	VALUE CREATION FOR OUR STAKEHOLDERS

To enrich the lives of players through entertainment and much more

PLAYERS

Resources	Value creation
High quality and diversified games and experiences	141 million active players Games that promote strategic and collective thinking, learning, cognitive skills, etc.
Engaged player communities who are stakeholders in our universes	Brands recognized for their quality and their relationships with their communities
Games tailored to the individual permitting a positive and risk-free experience	Prevention of toxic behaviors and problematic game usage Monetization policy in premium games which is exclusively optional Data protection strengthened by the GDPR Games accessible to people with disabilities

Thanks to a corporate culture focused on the long-term, creativity and innovation

ECONOMIC AND STRATEGIC

Resources	Value creation
Ownership of all our brands, studios and key technologies	All the main brands are wholly owned
Recognized agility and adaptability	Transformation of *Assassin's Creed*® into an RPG franchise and of *Rainbow Six*® into an e-sport game
Organic growth and targeted acquisitions	Net bookings: +22.9% over 5 financial years (FY17 through FY22)
An R&D policy that incorporates the most recent technological advances	Streaming & Cloud Computing
Internalization of the vast majority of the production	Percentage of internal production in total R&D expenses: 95%
Independent directors that complements the long-term presence of the founders on the Board of directors	50% independant directors and 40% female directors
Transformation of the business model toward more recurring activity (back catalog) and more profitability (digitalization)	Share of recurring revenue (back catalog): 67.0% Share of digital revenue: 78.3% Non-IFRS operating margin: from 16.3% in FY17 to 19.1% in FY22

A fulfilling work environment

TALENTS

Resources	Value creation
A recognized employer brand to attract and retain the best talent	4,340 hires in FY22
Hybrid and flexible working environments to adapt to changes in society	Work-from-home hybrid approach deployed throughout the Group
A culture of transmission and collaboration so that everyone can grow every day	33,2 % of team members completed training during the year and 10 years of experience in inter-studio cooperative culture
An outstanding creative force and diverse teams to offer worlds that are the reflection of our world	20,665 team members in 31 countries, 25.5% women and 113 nationalities

Long-term relationships with our business partners

BUSINESS PARTNERS

Resources	Value creation
Trusted partners	Lasting win-win relationships with Tencent, Google, EPIC, Apple, Nintendo, Sony, Microsoft, Amazon, Disney, etc.
A responsible supply chain (*i.e.* for the manufacturing of derived products, etc.)	Criteria focused on Human Rights in the selection of partners

By developing our local roots

LOCAL SOCIO-ECONOMIC ECOSYSTEM

Resources	Value creation
Partnerships with local suppliers Direct and indirect job creation in regions with high potential	4,765 direct jobs and 2,175 indirect jobs supported in Quebec in average per year
A commitment to social causes related to our business Local charitable actions	Contribution to local ecosystems development through 4 pillars: education, entrepreneurship, culture and environment
Contribution to regional standing through technology and culture	University partnerships through La Forge in Canada, China, France and Germany

And by optimizing our environmental impact

ENVIRONMENT

Resources	Value creation
A commitment to contribute to global carbon neutrality	GHG sequestration projects with partners
A decarbonization plan for our direct operations Increasing digitization of our products	A quantified target for reducing our emissions per employee by 2024
Inspire to commit to action within our games alliance	Active participation in the Playing for the Planet alliance

2.2 HISTORY

1986: Creation of Ubisoft

By the five Guillemot Brothers.

1989-1995: International expansion

Ubisoft opens its first sales and marketing subsidiaries in the United States, Germany, and the United Kingdom, and its first internal development studios in France and Romania.

Launch in 1995 of *Rayman*®, Ubisoft's first major franchise.

1996-2001: Internal growth and strategic acquisitions

Flotation on the Paris stock exchange in 1996.

Opening of new studios including Shanghai in 1996 and Montreal in 1997. Acquisition in 2000 of Red Storm Entertainment (*Tom Clancy* games) and acquisition in 2001 of Blue Byte Software. This strategy powered Ubisoft into the world's top 10 independent publishers in 2001.

2002-2006: A development strategy for owned franchises

Launch of *Tom Clancy's Ghost Recon*®, *Prince of Persia*® and *Tom Clancy's Splinter Cell*®, acquisition of *Driver*® and *Far Cry*® franchises.

2007-2022: A real creator of franchises and acceleration of the digital business

Ubisoft maintains its reputation as a key player. With *Assassin's Creed*®, *Watch Dogs*® and *Tom Clancy's The Division*®, Ubisoft achieved three of the best new brand launches in the history of video gaming. During this period, Ubisoft also created the video game series *Just Dance*® and the open-world game *Immortals Fenyx Rising*.

The Group makes a major shift towards multiplayer franchises with the successful comeback of *Tom Clancy's Ghost Recon*® and *Tom Clancy's Rainbow Six*® and the creation of *For Honor*®, *Riders Republic*®, *The Crew*®, and *Tom Clancy's The Division*®.

Launch in 2012 of Uplay, an online services platform (PC and consoles) and distribution platform (PC), and extension of this platform in 2020 under the name Ubisoft Connect, in particular to make cross-platform functionalities a standard for the future.

Between financial years 2013 and 2022, the percentage of Net Bookings Digital rose from 11.7% to 78.3%.

Studios opened in Chengdu (China) in 2007, Singapore and Kiev in 2008, and Toronto in 2009. Launch in 2011 of the Motion Pictures business. Studios opened in the Philippines and in Belgrade in 2016, in Bordeaux, Berlin, Saguenay and Stockholm in 2017, in India, Ukraine and Winnipeg in 2018, in Vietnam in 2019, and in Sherbrooke in 2021.

Acquisitions:

- the Tom Clancy name for video games and ancillary products, the Massive Entertainment studio (Sweden) and Pune (India) in 2008;
- the Nadeo studio in 2009;
- the Owlient studio, specializing in free-to-play games, and RedLynx, specializing in downloadable games in 2011;
- THQ Montreal and two specialists in free-to-play games: Digital Chocolate (Barcelona) and Future Games of London in 2013;
- the Ivory Tower studio (France) and the assets of Longtail Halifax (Canada) in 2015;
- the publisher of the free-to-play Ketchapp mobile games and the assets of the Leamington studio in 2016;
- the free-to-play mobile game *Growtopia*® in 2017;
- the 1492 Studio and Blue Mammoth Games, specialists in free-to-play games, in 2018;
- i3D.net, leader in hosting solutions for the video game industry and a majority stake in Green Panda Games, a specialist in hyper casual free-to-play mobile games, in 2019;
- a majority stake in the free-to-play mobile game publisher Kolibri Games, leader in idle games, in 2020.

2.3 HIGHLIGHTS

2.3.1 FINANCIAL YEAR HIGHLIGHTS

April 2021/March 2022

Transformation of HR organization and building a strong D&I

Anika Grant, Chief People Officer, and her team are hard at work on the evolution of the HR organization and on helping build a safe, respectful, and inclusive workplace for everyone at Ubisoft. They continue to engage with our global teams to make incremental and meaningful progress toward this goal and to ensure the organization constantly challenges itself and grows. During the year, a second anti-harassment and anti-discrimination training course and the new Code of Conduct were rolled out to all Ubisoft employees. In parallel, Raashi Sikka, Vice President of Global Diversity & Inclusion, and her team are deeply focused on implementing the right operating framework for the Group's Employee Resource Groups (ERGs). The strengthening of support for ERGs is just one example of how Ubisoft is acting on its commitment to become a more diverse and inclusive organization. Another meaningful example is that an internal content review committee now examines the game and marketing content to provide additional perspectives on its content, and a global Inclusive Games and Content team is being created to ensure that diversity and inclusion are embedded into the production processes. Additionally, in a December 2021 interview on Ubisoft News, Anika Grant went over all of the changes being implemented at Ubisoft.

July 2021

All resolutions adopted at the Ubisoft General Meeting held on July 1, 2021

The shareholders approved all of the resolutions featured on the agenda for the meeting. In particular, they voted to approve the resolutions authorizing the Board to grant free shares to employees as well as for the increase in share capital to the benefit of employees, which is instrumental in the Group's recruitment and retention policy. The vote also led to the renewals of Mrs. Laurence Hubert-Moy, Mr. Didier Crespel, Mr. Claude Guillemot, Mr. Michel Guillemot and Mr. Christian Guillemot as directors as well as the ratification of the co-option of Mrs. Belén Essioux-Trujillo as a director.

September 2021

Ubisoft appoints Igor Manceau as Chief Creative Officer

Ubisoft announced that Igor Manceau, a Creative Director with more than 20-years' experience at the company, was appointed as its Chief Creative Officer and joins Ubisoft's Executive Committee. Igor Manceau is responsible for defining and nurturing Ubisoft's overall creative vision and guiding the creative direction of its games so that they are accessible, irresistible, and enriching for all players.

November 2021

New studio in Sherbrooke and extension of the partnership with Québec to 2030

25 years after its first steps in Québec, Ubisoft announced the opening of a fourth video game development studio in the province, in Sherbrooke, as well as the extension of its partnership with the province to 2030. This new studio reaffirms Ubisoft's commitment as a major economic player serving the province's workforce, communities and ecosystems and it will leverage the city's hotbed of talent and high-tech expertise as well as its burgeoning digital ecosystem. This partnership is yet another example of the virtues of Ubisoft's Lead & Associate organization, enabling a regional and international footprint to attract the best talents from around the world in order to deliver its organic growth opportunities.

Ubisoft appoints Fawzi Mesmar as Vice President of Editorial

Ubisoft announced that Fawzi Mesmar, a veteran Game Designer with more than 18 years of experience, is being appointed as the newest Vice President of Editorial. More recently the Head of Design at DICE, Fawzi will work closely with Ubisoft's worldwide production teams to shape the creative vision of Ubisoft's vast portfolio of games and franchises. He will also partner with teams across Ubisoft to ensure they are including diverse perspectives throughout the production process.

December 2021

Ubisoft Toronto begins development of a Splinter Cell remake

Ubisoft has announced that the development of a Splinter Cell® remake is underway. The project is led by the team at Ubisoft's Toronto and will leverage the power of Ubisoft's Snowdrop engine. This once again highlights the value that lies within Ubisoft's portfolio of iconic brands.

Launch of Ubisoft Quartz, a NFT platform

Ubisoft announced the launch of Ubisoft Quartz, a new platform for players to acquire Digits, the first NFTs (Non-Fungible Tokens) playable in a AAA game and running on Tezos, an energy-efficient technology.

Ubisoft announces the departure of its Chief Studio Operating Officer

Ubisoft announced the departure of Virginie Haas, who served as Chief Studios Operating Officer of the Group for the past 16 months following 3 years as an independent director on its Board of Directors, to pursue other activities.

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December 2021 (next)

Share buyback during the 2021 calendar year

The Group announced that it bought back 3,213,419 shares during the 2021 calendar year (excluding the liquidity contract) for a total amount of €167.4 million.

January 2022

Ubisoft's support for Ukrainian teams

The Group's absolute priority is to ensure the safety and well-being of its teams and their families. When the events in Ukraine escalated in mid-February, Ubisoft recommended that all teams take refuge in a safe place. To assist them during this difficult time, the Group sent additional funds to Ubisoft team members to help cover their exceptional costs and paid salaries in advance to anticipate the disruption of banking systems. The Group set up alternative accommodation in neighboring countries where its teams and their families can take refuge if they wish and are able to do so. The Group has also set up dedicated hotlines to provide personalized support and assistance to all team members and has set up a fund of more than one million euros to support its Ukrainian teams. Finally, in light of the ongoing tragedy, the Group has decided to suspend its digital sales in Russia.

February 2022

Cyber Security incident

Ubisoft experienced a cyber security incident that caused temporary disruption to some of its games, systems and services. Player personal information was not accessed or exposed as a by-product of this incident.

March 2022

Ubisoft unveils Ubisoft Scalar, a cloud-native breakthrough technology that changes the way games are made and experienced

Ubisoft announced Ubisoft Scalar, a new cloud-native technology for game development. Spearheaded by Ubisoft Stockholm in collaboration with Ubisoft studios located in Malmö (Ubisoft Massive), Helsinki (Ubisoft Redlynx), Bucharest and Kyiv, Ubisoft Scalar unlocks the power and flexibility of cloud computing for Ubisoft's game engines – the software used for creating games – reducing dependency on players' hardware and providing new possibilities for game development and player experience.

2.3.2 POST FINANCIAL YEAR HIGHLIGHTS

April 2022

Ubisoft announces *Tom Clancy's Rainbow Six Mobile*

Ubisoft announced *Tom Clancy's Rainbow Six Mobile*, a new free-to-play for iOS and Android devices.

Ubisoft appoints Cameron Lee as VP Executive Producer on *Rainbow Six*

Ubisoft announced that Cameron Lee, a veteran game developer with 20 years of leadership and production experience, notably on the Call of Duty franchise, is being appointed as VP, Executive Producer on the *Rainbow Six* franchise.

May 2022

Ubisoft to propose the appointment of Claude France to its Board of Directors

In line with its stated objective to have a majority of independent members, the Board of Directors of Ubisoft, following a recommendation from the Board's Nomination, Compensation and Governance Committee is proposing the appointment of Claude France as independent director. She will bring her expertise in technology, notably in cloud and online services as well as her experience working in international multi-cultural environments. With this appointment, which is subject to shareholder approval, the Board will once again have an absolute majority of independent directors and 45% women representation, in line with our commitment.

Ubisoft appoints Marie-Sophie de Waubert as Senior Vice President of Studio Operations

Ubisoft announced that Marie-Sophie de Waubert, a Ubisoft veteran with more than 20 years' experience in the video game industry, is being appointed as Ubisoft's SVP Studio Operations.

Ubisoft broadens and strengthens its Executive Committee to support the Group's strategy and accelerate its transformation

Ubisoft is expanding and strengthening its Executive Committee with the appointment of new members who will play a critical role in delivering Ubisoft's major strategic orientations to achieve strong, sustainable and inclusive growth, to the benefits of its external and internal communities.

2.4 SUBSIDIARIES AND EQUITY INVESTMENTS

2.4.1 INVESTMENTS DURING THE FINANCIAL YEAR

Acquisition of new companies

None.

Exercise of call options

On April 14, 2021, Ubisoft acquired an additional 4% in Kolibri Games GmbH by exercising its first call option, then on October 4, 2021, it acquired the remaining 21% of the company, which it now owns in full.

Opening of subsidiaries

July 2021: Creation of Hotrod Tanner LLC in the United States

Merger, dissolution of subsidiaries

July 2021: Dissolution of Performance Group BV

September 2021: Dissolution of SmartDC Heerlen BV

March 2022: Dissolution of Dev Team LLC

March 2022: Merger of Ivory Art & Design SARL with Ivory Tower SAS

2.4.2 BUSINESS ACTIVITIES OF SUBSIDIARIES

Production subsidiaries

These are responsible, under the supervision and within the framework set out by the parent company, for the design and development of the software, including the scenarios, animation, gameplay, layouts and game rules, as well as the development of design tools and game engines, enhanced by increasingly direct relationships with player communities.

Publishing subsidiaries

These are in charge of the worldwide distribution of Ubisoft products in digital and physical format, under the supervision of and within the framework defined by the parent company. They are also in charge of implementing local marketing strategies and campaigns associated with game promotion, as decided by the parent company.

MAIN PUBLISHING SUBSIDIARIES

Subsidiary *(in € millions)*	03/31/22			03/31/21		
IFRS financial statements	**Sales**	**Operating profit (loss)**	**Net income**	**Sales**	**Operating profit (loss)**	**Net income**
Ubisoft Inc. (United States)	895.9	23.5	(23.2)	975.9	25.6	(23.1)
of which intra-group sales	*54.7*			*53.5*		
Ubisoft EMEA SAS (France) *	766.5	12.0	8.5	785.6	13.4	7.9
of which intra-group sales	*115.6*			*148.4*		

* *Excluding IFRS 15 impact for Ubisoft EMEA SAS*

Relations between the parent company and subsidiaries

The existence of subsidiaries involves:

- production subsidiaries billing the parent company for development costs based on the progress of their projects;
- the invoicing by the parent company of a distribution license to the publishing subsidiaries.

The parent company also centralizes a number of costs that it then allocates to its subsidiaries, in particular:

- general and administrative expenses;
- interest related to the cash management agreement, guarantees and loans.

2.4.3 SIMPLIFIED ORGANIZATION CHART

The organization chart below shows the Group companies and/or branches as at March 31, 2022. Unless otherwise indicated, these companies are wholly owned, directly or indirectly.

Ubisoft Entertainment SA

PRODUCTION/DISTRIBUTION VIDEO GAMES (ALL FORMATS)

FRANCE
- Ubisoft Production Internationale SAS
- Ubisoft Paris SAS
- Ubisoft Création SAS
- Ubisoft Montpellier SAS
- Ubisoft Annecy SAS
- Ubisoft Bordeaux SAS
- Ivory Tower SAS
- Nadéo SAS
- Owlient SAS
- Ubisoft Mobile Games SARL
- Ubisoft Paris – Mobile SARL
- 1492 Studio SAS ↳
- Green Panda Games SAS * ↳
- Puzzle Games Factory SAS * ↳
- Solitaire Games Studio SAS * ↳
- Ubisoft Emea SAS
- Ubisoft France SAS

GERMANY
- Ubisoft Blue Byte GmbH
- Kolibri Games GmbH ↳
- Ubisoft GmbH

POLAND
- Ubisoft GmbH spółka z ograniczoną

NETHERLANDS
- BMG Europe BV ↳
- Ubisoft BV

SPAIN
- Ubi Studios SL
- Ubisoft Barcelona Mobile SL ↳
- Ubisoft SA

ITALY
- Ubisoft Studios Srl
- Ubisoft SpA

SWITZERLAND
- Ubi Games SA

UNITED KINGDOM
- Ubisoft Reflections Ltd ↳
- Future Games of London Ltd ↳
- Ubisoft Ltd
- Ubisoft CRC Ltd ↳
- Hyper Beats Ltd ↳

FINLAND
- RedLynx Oy ↳

SWEDEN
- Ubisoft Entertainment Sweden AB

DENMARK
- Ubisoft Nordic A/S

BULGARIA
- Ubisoft EooD

ROMANIA
- Ubisoft Srl

UKRAINE
- Ubisoft Ukraine LLC

SERBIA
- Ubisoft Doo Beograd

RUSSIA
- Ubisoft Games LLC

UNITED ARAB EMIRATES
- Ubisoft Emirates FZ LLC

SINGAPORE
- Ubisoft Singapore Pte Ltd

PHILIPPINES
- Ubisoft Entertainment Philippines

CANADA
- Ubisoft Entertainment Inc.
- Ubisoft Toronto Inc. ↳
- Ubisoft Winnipeg Inc. ↳
- Ubisoft Music Publishing Inc.

UNITED STATES
- Red Storm Entertainment Inc. ↳
- Blue Mammoth Games LLC ↳
- Ubisoft Inc.

VIETNAM
- Ubisoft Vietnam Company Ltd ↳

JAPAN
- Ubisoft Osaka KK
- Ubisoft KK

CHINA
- Shanghai Ubi Computer Software Co., Ltd.
- Chengdu Ubi Computer Software Co., Ltd.

HONG-KONG
- Ubisoft Ltd

TAIWAN
- Ubisoft Limited Taiwan Branch (Hong-Kong)

KOREA
- Ubisoft Entertainment

BRAZIL
- Ubisoft Entertainment Ltda

AUSTRALIA
- Ubisoft Pty Ltd

MOROCCO
- Ubisoft SARL

INDIA
- Ubisoft Entertainment India Private Ltd

GAMES HOSTING

NETHERLANDS
- i3D.net BV
- SmartDC BV ↳

UNITED STATES
- i3D.net LLC ↳

MOVIES

FRANCE
- Ubisoft Motion Pictures SARL
- Ubisoft Motion Pictures Rabbids SAS ↳

UNITED STATES
- Ubisoft L.A. Inc. ↳
- Script Movie Inc. ↳
- Robot Parking Productions LLC ↳
- Very Perry Productions LLC ↳
- Creature Within Productions LLC ↳
- Hotrod Tanner LLC ↳

CANADA
- Hybride Technologies Inc. ↳

OTHER BUSINESS

FRANCE
- Ubisoft International SAS

SWEDEN
- Ubisoft Fastigheter AB ↳

- Branch

↳ Indirectly owned

* 70 % stake

2.5 RESEARCH AND DEVELOPMENT, INVESTMENT AND FINANCING POLICY

2.5.1 RESEARCH AND DEVELOPMENT POLICY

To develop exceptional video games, Ubisoft has established a project-led R&D policy for tools and technologies using the most recent technological advances.

The technical decisions of a game are made very early in the creative process, years before its release, so as to align human resources and funding for innovation. Thanks to the integration of teams of engineers mastering the best existing technologies, Ubisoft employs a very pragmatic approach to its projects: depending on the problems and expected results for a game, the choice of tools will either focus on specific internal developments or on existing software on the market, or most commonly, on a combination of both. Research and analysis are thus focused on innovation and functionality using technologies that are suited to the development of a high-quality product.

In a sector where technological innovation is a constant, a culture of knowledge sharing and re-use is essential to the performance of the teams. A collaborative approach [(1)] is favored to encourage the sharing and transfer of technological knowledge within the Group's different teams (production, support, IT) and to provide the possibility of contributing to ongoing advances in tools and production processes.

Different initiatives have been implemented over the years to develop various tools and sharing platforms to capitalize on this knowledge. The re-use of the technological building blocks that are vital to the creation of a video game is encouraged and allows the production team to focus on their research and development work on the non-generic parts of the games, thus maximizing their added value. These advances, and the promotion of networking between the Group's studios, have enabled the Company to master the development of new products, particularly with regard to the transition toward new generations of consoles and the exploration of new technologies such as cloud computing, virtual reality, and voxels.

Although the Group does not conduct any basic research, it has worked closely with a variety of research partners for many years in order to collaborate with researchers in fields connected to game development. For example, La Forge, an open platform and development initiative, is a real gateway between academic research and video game production, particularly in the use of machine learning artificial intelligence to improve production and player experience. It combines Ubisoft's resources with the expertise of academic researchers to advance innovation in the video game industry while helping to solve real-world issues through scientific publications.

In addition, the Strategic Innovation Lab, which reports to Executive Management, and whose mission is to anticipate the future and to help the organization prepare itself for it, supports these research efforts and strategic recommendations with prototypes and open innovation projects with the academic world, industrial partners, and startups. Lastly, specific collaborations are also taking place with external software providers to improve the productivity of the tools and methods used by Ubisoft in game production.

These different initiatives have enabled Ubisoft to complement its internal software developments while fostering openness to the many technological fields that now fuel the creation of increasingly advanced and immersive interactive experiences and content. Thanks to this openness and its active participation in various technical events and conferences (Games Developers Conference, Dice, Siggraph, etc.), Ubisoft contributes to the promotion of the video game sector for the whole industry.

With regard to the 2021-2022 financial year, internal software development costs amounted to €1,135 million, up 9% from the previous financial year.

2.5.2 INVESTMENT POLICY

In line with its organic growth policy, the vast majority of Ubisoft's production is in-house, thereby affording it full control over its expertise in game development and the ability to share this knowledge between its various studios and projects. This approach is crucial for the development of open-world games – which involve large teams and therefore require close collaboration between the different studios – and for live games with the development of additional game content.

Ubisoft has continued its investment policy to enable the Company to gain traction in new platforms, develop its online business, and more generally increase its market share and improve its financial performance. Studio production costs, financed by the parent company, increased in financial year 2021-2022.

	2021-2022	2020-2021	2019-2020
Internal production-related capex	€1,135 million	€1,041 million	€858 million
Capex per member of production staff	€64,540	€65,562	€64,594

(1) *Cf. 5.4.1.3*

2.5.3 FINANCING POLICY

Ubisoft has broadly two kinds of cash flows:

- cash flows for financing development costs, which are spread evenly throughout the year;
- cash flows linked to games marketing.

These cash flows include a lag between production costs and cash inflows. The business must finance the manufacturing of the products and marketing costs before it can record any income. The Group must therefore finance significant cash flow peaks linked to the game release dates.

However, progress in the development of digital activity is easing financing requirements associated with the physical production of marketed products.

Equity financing

The video game business requires substantial capital expenditure in development, over average periods of three to seven years, which publishers must finance out of their own resources.

In addition, publishers also launch new releases on a regular basis, and their levels of success cannot always be guaranteed.

For these reasons, significant capitalization is essential to guarantee the continuous financing of capital expenditure and to deal with contingencies stemming from the success or failure of games without endangering the future of the Group.

With equity of €1,807 million, Ubisoft group financed investment in internal and external production of games and movies to the tune of €1,196 million for the 2021-2022 financial year.

Other sources of financing

Over the 2021-2022 financial year, Ubisoft group used the following resources to meet its operating cash requirements:

- a €300 million five-year syndicated loan signed in July 2017 with two one-year extension options: the first extension option was exercised in 2018 and extends maturity through July 2023, while the second extension option, exercised in 2019, extends maturity through July 2024;
- a €500 million OCEANE bond issued in September 2019 (maturing in September 2024);
- two bonds of €500 million (maturing in January 2023) and €600 million (maturing in November 2027);
- bilateral credit lines of €10 million (maturing in less than one year);
- a Schuldschein-type loan of €50 million issued in September 2020 (maturing in September 2026);
- a program of short-term negotiable securities (NEU CP or Negotiable EUropean Commercial Paper) with a maximum limit of €300 million.

The Group has recourse to factoring with the transfer of receivables on rights to multimedia title credits in Canada, for one-off transactions.

However, Ubisoft does not use securitization agreements, Dailly assignment agreements, or sale and repurchase agreements.

Covenant management

With regard to the syndicated loan and the bilateral credit lines, Ubisoft must comply with the following ratios calculated on the basis of the IFRS consolidated annual financial statements:

- the "Net debt restated for assigned receivables/equity restated for goodwill" ratio must be below 0.8;
- the "Net debt restated for assigned receivables/EBITDA over the last 12 months" ratio must be below 1.5.

As at March 31, 2022, Ubisoft group was in compliance with these ratios and expects to remain so in the 2022-2023 financial year.

Financing in 2022-2023

For the financial year 2022-2023, and barring a major acquisition, Ubisoft should finance its operations using its cash and the various available credit lines described above.

2.6 2021-2022 PERFORMANCE REVIEW (NON-IFRS DATA)

2.6.1 DEFINITION OF NON-IFRS FINANCIAL INDICATORS

Ubisoft has concluded that these Indicators, which are not strictly accounting measures, provide pertinent additional information for analyzing the Group 's operating and financial performance. Management uses these measures since they are the best reflection of business performance and exclude the majority of non-operating and non-recurring items.

Alternative performance Indicators, not presented in the financial statements, are:

- net bookings corresponds to sales restated for the services component and including unconditional amounts related to license or distribution agreements recognized independently of the achievement of performance obligations;
- player Recurring Investment (PRI) corresponds to sales of digital items, DLC, season passes, subscriptions and advertising;
- non-IFRS operating profit, calculated based on net bookings corresponds to operating profit less the following items:
  - stock-based compensation expense arising on free share plans, group savings plans and/or stock options,
  - depreciation of acquired intangible assets with indefinite useful lives,
  - non-operating income and expenses resulting from restructuring operations within the Group;
- non-IFRS operating margin corresponds to non-IFRS operating income expressed as a percentage of net bookings. This ratio is an indicator of the Group's financial performance;
- non-IFRS net income corresponds to net income less the following items:
  - the above-described deductions used to calculate non-IFRS operating income,
  - income and expenses arising on revaluations, carried out after the measurement period, of the potential variable consideration granted in relation to business combinations,
  - OCEANE bonds' interest expense recognized in accordance with IFRS9,
  - the tax impacts on these adjustments;
- non-IFRS attributable net income corresponds to non-IFRS net income attributable to owners of the parent;
- non-IFRS diluted EPS corresponds to non-IFRS attributable net income divided by the weighted average number of shares after exercise of the rights attached to dilutive instruments.

The adjusted cash flow statement includes:

- non-IFRS cash flow from operations which comprises:
  - the costs of internally developed software and external developments (presented under cash flows from investing activities in the IFRS cash flow statement) as these costs are an integral part of the Group's operations,
  - the restatement of impacts (after tax) related to the application of IFRS 15,
  - the restatement of commitments related to leases due to the application of IFRS 16,
  - current and deferred taxes;
- non-IFRS change in working capital requirement which includes movements in deferred taxes and restates the impacts (after tax) related to the application of IFRS 15, thus canceling out the income or expenses presented in non-IFRS cash flow from operations;
- non-IFRS cash flows from operating activities which includes:
  - the costs of internal and external licenses development (presented under cash flows from investing activities in the IFRS cash flow statement and included in non-IFRS cash flow from operations in the adjusted cash flow statement),
  - the restatement of lease commitments relating to the application of IFRS 16 presented under IFRS in cash flow from financing activities;
- non-IFRS cash flows from investing activities which excludes the costs of internal and external licenses development that are presented under non-IFRS cash flow from operations;
- free cash flow corresponds to cash flows from non-IFRS operating activities after cash inflows/outflows arising on the disposal/acquisition of other intangible assets and property, plant and equipment;
- free cash flow before working capital requirement corresponds to cash flow from operations after cash inflows/ outflows arising on (i) the disposal/acquisition of other intangible assets and property, plant and equipment and (ii) commitments related to leases recognized on the application of IFRS 16;
- cash flow from non-IFRS financing activities, which excludes lease commitments relating to the application of IFRS16 presented in non-IFRS cash flow;
- IFRS net cash/(debt) position corresponds to cash and cash equivalents less financial liabilities excluding derivatives;
- non-IFRS net cash/(debt) position corresponds to the net cash/ (debt) position as adjusted for commitments related to leases (IFRS 16).

2.6.2 CHANGES IN THE INCOME STATEMENT (UNAUDITED)

(in € millions)	03/31/22	03/31/21
IFRS 15 sales	**2,125.2**	**2,223.8**
Deferred revenues related to IFRS 15	3.3	16.7
Non-IFRS net bookings	**2,128.5**	**2,240.6**
Non-IFRS Gross margin	1,858.8	1,914.8
Non-IFRS R&D expenses	(782.7)	(784.9)
Non-IFRS SG&A expenses	(668.6)	(656.6)
Non-IFRS operating income	**407.6**	**473.3**
Non-IFRS net financial income	**(17.7)**	**(19.1)**
Non-IFRS income tax	(120.4)	(138.6)
NON-IFRS CONSOLIDATED NET INCOME	**269.5**	**315.6**
Non-IFRS net income attributable to owners of the parent company	**269.0**	**313.5**
Non-IFRS net income attributable to non-controlling interests	**0.4**	**2.1**
Equity attributable to owners of the parent company	1,807.1	1,655.7
Investment expenditure on internal and external games and movies production	1,195.6	1,104.2
Staff	20,665	20,324

Gross profit as a percentage of net bookings stood at 87.3%, or €1,858.8 million in absolute terms, compared with a gross profit of 85.5% (€1,914.8 million) in 2020-2021.

Non-IFRS operating profit amounted to €407.6 million, down -14.0% from the €473.3 million generated in 2020-2021.

The change in operating profit breaks down as follows:

- decline of €(56.0) million in gross profit;
- R&D costs down by €(2.3) million, to stand at €782.7 million (36.8% of net bookings), compared with €784.9 million for 2020-2021 (35.0%);
- SG&A costs were up by €12.0 million, at €668.6 million (31.4% of net bookings), compared with €656.6 million (29.3%) for the previous financial year:
  - variable marketing expenses stood at €277.2 million (13.0% of net bookings), down in relation to the €307.1 million (13.7%) recorded in 2020-2021,
  - overheads totaled €391.3 million (18.4% of net bookings) compared with €349.4 million (15.6%) in 2020-2021.

Non-IFRS net income attributable to owners of the parent totaled €269.0 million, corresponding to non-IFRS diluted net earnings per share of €2.11, compared with non-IFRS net income of €313.5 million for 2020-2021, or €2.48 per share.

RECONCILIATION OF IFRS NET INCOME AND NON-IFRS NET INCOME

(in € millions)	2021-2022			2020-2021		
except for per share data	IFRS	Adjustment	Non-IFRS	IFRS	Adjustment	Non-IFRS
IFRS 15 Sales	**2,125.2**		**2,125.2**	**2,223.8**		**2,223.8**
Deferred revenues related to IFRS 15		3.3	3.3		16.7	16.7
Net bookings			**2,128.5**			**2,240.6**
Total Operating expenses	**(1,883.7)**	**162.8**	**(1,720.9)**	**(1,934.5)**	**167.2**	**(1,767.2)**
Stock-based compensation	(54.1)	54.1	—	(56.8)	56.8	—
Goodwill/brand impairment	(98.6)	98.6	—	(110.4)	110.4	—
OPERATING INCOME	**241.5**	**166.1**	**407.6**	**289.4**	**184.0**	**473.3**
Net Financial income	(48.4)	30.7	(17.7)	(51.6)	32.4	(19.1)
Income tax	(113.6)	(6.8)	(120.4)	(132.6)	(5.9)	(138.6)
Consolidated Net Income	**79.5**	**190.0**	**269.5**	**105.2**	**210.4**	**315.6**
Net income attributable to owners of the parent company	79.1		269.0	103.1		313.5
Net income attributable to non-controlling interests	0.4		0.4	2.1		2.1
Diluted earnings per share	**0.65**	**1.46**	**2.11**	**0.85**	**1.64**	**2.48**

2.6.3 CHANGE IN NON-IFRS WCR AND NON-IFRS NET CASH POSITION

On the basis of the non-IFRS cash flow statement, the non-IFRS working capital requirement increased by €136.6 million, compared with a decrease of €104.5 million over the previous financial year.

Consumption of non-IFRS cash generated by operating activities stood at €191.6 million (compared with the €169.0 million generated in 2020-2021). This reflects non-IFRS cash flows from operating activities before changes in working capital of €(55.0) million (compared to €64.6 million for 2020-2021).

The non-IFRS net financial position as at March 31, 2022 was €(282.7) million, compared with €79.2 million as at March 31, 2021. This change is the result of the following:

- non-IFRS cash generated by operating activities: €(191.6) million;
- payments and proceeds relating to other intangible assets and property, plant and equipment: €(90.4) million;
- payments and proceeds relating to non-current financial assets: €(35.1) million;
- acquisitions: €(26.5) million;
- exercise of stock options and employee share ownership: €74.4 million;
- purchases/sales of own shares: €(117.0) million;
- interest on convertible bonds: €(5.5) million;
- effect of foreign exchange losses/gains: €29.8 million.

NON-IFRS CASH FLOW STATEMENT (UNAUDITED)

(in € millions)	03/31/22	03/31/21
Non-IFRS Cash flows from operating activities		
Consolidated earnings	79.5	105.2
+/- Share in profit of associates	—	—
+/- Net Depreciation on internal & external games & movies	444.9	433.4
+/- Other depreciation on fixed assets	227.4	225.3
+/- Net Provisions	6.4	(16.1)
+/- Cost of share-based compensation	54.1	56.8
+/- Gains / losses on disposals	0.2	0.9
+/- Other income and expenses calculated	26.4	32.6
+/- Cost of internal development and license development	(855.9)	(753.2)
+/- IFRS 15 Impact	3.4	15.4
+/- IFRS 16 Impact	(41.4)	(35.7)
Non-IFRS cash flow from operation	**(55.0)**	**64.6**
Inventory	2.5	10.9
Trade receivables	(118.2)	(45.7)
Other assets	61.0	(126.7)
Trade payables	1.1	1.2
Other liabilities	(83.0)	264.8
+/- Non-IFRS Change in working capital	**(136.6)**	**104.5**
Non-IFRS cash flow generated by operating activities	**(191.6)**	**169.0**
Cash flows from investing activities		
- Payments for the acquisition of intangible assets and property, plant and equipment	(90.6)	(96.8)
+ Proceeds from the disposal of intangible assets and property, plant and equipment	0.2	0.1
Free Cash-Flow	(282.0)	72.3
+/- Payments for the acquisition of financial assets	(113.4)	(200.4)
+ Refund of loans and other financial assets	78.3	198.1
+/- Changes in scope *	(26.5)	(16.0)
Non-IFRS cash generated by investing activities	**(152.0)**	**(114.9)**
Cash flows from financing activities		
+ New borrowings	158.3	1,139.6
- Refund of borrowings	(215.6)	(506.8)
+ Funds received from shareholders in capital increases	74.4	80.7
+/- Change in cash management assets	239.9	(239.9)
+/- Sales / purchases of own shares	(117.0)	25.8
Cash generated by financing activities	**139.9**	**499.5**
NET CHANGE IN CASH AND CASH EQUIVALENTS	**(203.7)**	**553.6**
Cash and cash equivalents at the beginning of the fiscal year	1,565.2	986.9
Foreign exchange losses/gains	29.8	24.7
CASH AND CASH EQUIVALENTS AT THE END OF THE PERIOD	**1,391.4**	**1,565.2**
* *Including cash in companies acquired and disposed of*	—	—

2.7 OUTLOOK

In 2021, the global video game market grew by 8% (EMEA, Latin America, North America and Asia-Pacific; source: Newzoo). A slight increase is expected in 2022.

The Group's objectives for the financial year 2022-2023 are: significant net bookings growth and non-IFRS operating income of around €400 million.

3 RISKS AND INTERNAL CONTROL

3.1 RISK FACTORS

In the course of its business, the Group is exposed to a series of risks that could affect its performance, its reputation, the achievement of its strategic and financial goals, and its share price.

In early 2022, in an effort to improve the efficiency of internal processes and strategic monitoring, Ubisoft updated its overall risk mapping to take into account the impacts of the Covid-19 health crisis, the armed conflict between Russia and Ukraine, and the consequences of sanctions imposed on Russia. This update was carried out by involving the Group's operational and functional departments and by sending a risk identification and self-assessment questionnaire, supplemented by individual interviews. On this basis, and in accordance with the provisions of Regulation (EU) 2017/1129 of June 14, 2017, revising the Prospectus directive, the key risk factors identified and presented below are those which the Group considers to be material, high-priority and specific to its business, and which are liable, as of the date of publication of this Universal Registration Document, to have a significant impact on its operations, its image, its financial position, its results, and its ability to achieve its objectives.

These risk factors are grouped into four categories, presented in no particular order (business risks, risks related to talent, regulatory risks, technological risks). However, within each category, risk factors are presented on the basis of their net criticality in decreasing order of importance. The net criticality of the risk factors is calculated through a combination of the probability of the risk occurring and the corresponding level of severity, once the risk management measures put in place by the Group have been taken into account. The manner in which each risk factor could impact Ubisoft, as well as the control and mitigation measures put in place by the Group to deal with them, are explained below. However, these measures cannot provide an absolute guarantee that these risks will be controlled.

Other risks, considered less significant by the Group or not yet identified as at the date of this document, could also become significant risk factors able to have an adverse effect on Ubisoft's business and performance. To anticipate, identify, and mitigate the main internal or external risks incurred by the Group, Ubisoft has put in place the internal control and risk management procedures described in section 3.2 of this chapter.

Investors are therefore invited to examine carefully each of the risks described below as well as all of the information presented in this Universal Registration Document in order to make investment decisions in a fully informed manner.

Specific and material risks to which the Group considers itself exposed		Net criticality
Business risks	Restriction or structural limitation of access to certain markets	High
	Failures in the development process of a game leading to delays to its launch	High
	Failure by external partners rendering a flagship game unavailable or altering the player experience	Moderate
	Toxicity in games and services	Moderate
	Cultural inertia in response to changes in the Group	Moderate
Risks related to talent	Departure of key talent	High
	Loss of know-how, experience and professionalism	High
	Inability to attract and retain talent	High
	Misalignment between enterprise values and new employee expectations	Moderate
Regulatory risks	New regulations	High
	Reduction in the level of grants, subsidies, and tax credits	Moderate
Technological risks	Inability to respond rapidly to major technological developments	High
	Delays by Ubisoft or occurrence of disruptive innovation by a competitor	Moderate

Financial risks, not being considered as specific to Ubisoft's business (foreign exchange, financing and liquidity, interest rate and counterparty risks as well as risks relating to the Company's shares), are set out in notes 40 to 45 to the consolidated financial statements included in this Universal Registration Document.

3.1.1 BUSINESS RISKS

Restriction or structural limitation of access to certain markets

Identification and description of the risk

Ubisoft may face restrictions on access to certain markets or have an insufficient presence to note the emergence of potential disruptions to the market.

Typically, the Chinese market, which has enormous potential, has a restrictive and changeable regulatory environment which makes access difficult and could expose the Group to a major loss of competitive advantage compared to competitors who may also be trying to enter this market.

Similarly, the Group may face structural limitations on access to certain markets arising from technological developments or uses such as cross-play. These structural limitations concern in particular:

- hardware (consoles, PC) and mobile equipment, which can vary considerably between countries (the Chinese and Indian markets are very focused on mobile games, with little demand for console games, for example);
- non-standardized age limits for HD and mobile games that can vary between countries, as each country has its own definition of what is inappropriate content (more or less restrictive regulations);
- a lack of interest among first parties to allow purchases made on their platform to be usable on a competitor's platform (barrier to the development of cross-selling).

Potential impacts on the Group

The failure or inability of the Group to penetrate certain markets could trigger:

- a significant fall in market share;
- a loss of opportunity in terms of revenue;
- a loss of competitive advantage;
- an inability to reach new players.

Risk mitigation and control

For the Group, the best way to counter these risks consists in adapting its games in response to local specificities (e.g. requirements imposed by authorities), acting early and being responsive, and developing partnerships with major stakeholders in the sector (e.g. Tencent in China) to facilitate access to the market.

Failure in the development process of a flagship game leading to delays in its launch

Identification and description of the risk

Ubisoft may have to delay the launch of a video game for any of the following reasons:

- difficulty in accurately estimating the time required to develop or test it;
- requirements imposed by the creative process;
- the increasing technological complexity of video game products and platforms;
- challenges in coordinating large development teams, often based in different countries;
- constraints arising from the adoption of new ways of working (remote working, possibility of working from anywhere, etc.), which require appropriate tools, sufficient bandwidth, and adjustments to existing processes. These new working methods also impact the essential testing phases before the release of a game, which may thus take longer than usual;
- organizational and schedule management constraints during the Beta phases of our online games and in particular for free-to-play games;
- the desire to continue to improve the quality of games prior to launch. The marketing of a flagship game that lacks the level of quality required to realize its potential could have a negative impact on the Group's brand and its earnings.

Furthermore, a prolonged failure or unavailability of servers and networks (connectivity between servers), an attack on systems (DDoS, malware), a natural disaster (e.g. damage to submarine cables resulting in an internet outage, etc.) could cause significant harm to Ubisoft, impacting the development of a game or leading to delays in its release.

Similarly, if a competitor brings out a game with significant technological or artistic innovations, the Group might have to postpone the release dates of some of its games to boost their chances of commercial success in a competitive environment where players are very sensitive to the quality and content of games.

Potential impacts on the Group

Any errors in the development process of a flagship game leading to a delay its release could have a negative impact on the Group's income and future earnings, which may differ significantly from the initial targets and could potentially lead to a drop in its share price.

Any failure to meet the production and release schedules for our products can also lead to an increase in marketing and development costs.

Similarly, the postponed release of a game can lead to a loss of competitive advantage, cause reputational damage and harm the brand image of a game, or even lead to the loss of players (disappointed players who may potentially switch to competitors).

Risk mitigation and control

To alleviate these risks, the Group continually strives to improve its development processes, both in the organization of its teams and through leveraging synergies and/or cultivating its in-house expertise. Ubisoft has put in place processes to monitor and assess projects and makes plans at each stage of a game's development in order to ensure that the means and resources required are in line with the product launch objectives. The Group is also developing an increasingly high-performance editorial supervision process, quality controls, and game testing in order for games to be launched with the quality required to compete in the market. Finally, for many years now, Ubisoft has been developing recognized expertise in recording player feedback to ensure that games are improving all the time and to mitigate the impact of certain potential weaknesses on the release of its games.

To deal with the risks of failure or unavailability of IT infrastructure (servers, networks, etc.), Ubisoft has business recovery and continuity plans (duplicating of servers, data centers, internet and private network connections, etc.).

Moreover, the increasing share of the back catalog and digital, offering a larger recurrence in revenues and better profitability, enable it to be less reliant on game launches.

Failure by external partners rendering a game unavailable or altering the player experience

Identification and description of the risk

Any failures by the external partners on which Ubisoft's business activities are dependent, such as game platforms/playstores or servers maintained by Ubisoft or third parties, leading to the temporary unavailability of one or several games for the player community, could cause significant damage to Ubisoft. The Group is also dependent on the level of quality of services provided by these gaming platforms/playstores, which can alter the player experience and lead to dissatisfaction. This risk has been heightened by the increased digitalization and technological developments aimed at improving the gamer experience (cloud gaming, etc.).

Similarly, Ubisoft may, as part of its development activities, call upon external studios under traditional subcontracting agreements to complete projects requiring additional and/or specialized production capacity or to take on original projects in which they have specific expertise. These independent development studios may sometimes have a limited capital base or could have operational weaknesses which would put the completion of a project at risk (failure to meet the deadlines set, inability to provide the quality expected, etc.).

Potential impacts on the Group

Any failures by third parties (platform, external server, etc.) leading to the temporary unavailability of one or several games or altering the gaming experience could lead to a loss of revenue, market share, or players (dissatisfaction potentially leading players to switch to a competitor's games). This could also create considerable pressure to find an alternative solution.

Similarly, any failure by a subcontractor in the development of a game may cause delays in production, generate additional costs and, in particular, lead to a loss of revenue linked to the non-delivery/late delivery of an update or a new functionality expected by the community.

Risk mitigation and control

Ubisoft has teams available 24/7 to guarantee optimal service to users. Ubisoft has limited dependence on the technologies that enable its games to be played online and has put in place multiple hosting strategies enabling the risk of dependence on any single service provider to be reduced. Ubisoft publishes its content across all types of gaming platforms, thereby reducing the risk in the event of any failure by a partner. The Group uses external servers to manage peak connections (for example during a game launch) and thus limit the risk of unavailability of a game.

In addition, to limit the risk of financial or operational failure by the independent development studios to which Ubisoft subcontracts the production of certain projects, Ubisoft has put internal monitoring procedures in place (regular communication with the partner to monitor progress made, formalized monitoring with its frequency dependent on the scale of the project, security audits), limits the number of games entrusted to any one studio, and integrates all or part of the technology used by such studios.

Furthermore, concerning mobile gaming, there is a lower risk on Android than on iOS due to the multiple hardware models (Samsung, LG, Google, etc.) and stores (Google Play Store as well as Samsung Store, etc.), which enable Ubisoft to reach its customers through different partners. Should any one of these partners fail to deliver, the end customer could use a substitute solution to recover access to his or her Ubisoft game.

Toxicity in games and services

Identification and description of the risk

Toxicity in online games may manifest itself in various forms such as:

- the fraudulent alteration of players' Game Play experience due to cheating. The use of cheat tools in any form, enabling dishonest players to gain a competitive advantage over other players. Such practices generate an imbalance in the gaming experience within the player community;
- in-game harassment between players may have a significant adverse impact on the gaming experience.

Potential impacts on the Group

Toxic behaviors may have a significant damaging impact on the life of a game and on Ubisoft's image. Low levels of player satisfaction linked to toxicity in the gaming experience can lead to a loss of players, revenue, and market share for the Group.

Risk mitigation and control

To provide a safe gaming experience for players and prevent toxic behavior, Ubisoft has reinforced the level of security of its games by installing cheat-prevention systems and using "ethical hackers" to detect and block this type of risk upstream and rapidly. The Group also monitors player feedback on a regular basis (social networks, escalation of cheats via the player community and other reliable sources) to identify and react to cheating. Finally, Ubisoft penalizes players identified as having cheated by imposing either temporary suspensions or total bans on players having demonstrated toxic behavior so as not to disturb other players' experience, and may even file lawsuits in order to prevent the sale of solutions involving cheating.

Cultural inertia in response to changes in the Group

Identification and description of the risk

The culture of organic value creation embraced by Ubisoft group is based on a certain degree of autonomy given to employees in the developments they wish to address, despite the risk of loss of operational efficiency or profitability in terms of the human, material and financial investments undertaken.

Furthermore, the strong creative vision of the core team, their affection for the games and their desire to go even further can sometimes be an obstacle to decision-making with regard to the follow-up of proposed or developed innovations. These difficulties have a particular impact on the development of free-to-play games, which requires more pragmatism and agility.

Similarly, in a sector in which innovation is a constant, Ubisoft must demonstrate agility in order to respond rapidly to the major changes it faces. However, this innovation needs to be channeled because employees' desire to always do better (project overkill) can be counterproductive.

Potential impacts on the Group

Inertia in the Group's culture in response to changes in the Group and difficulties in making the necessary decisions could lead to:

- loss of operational efficiency;
- loss of revenue and profitability;
- substantial investments to be made urgently that may not necessarily be profitable;
- loss of talent: non-collaborative spirit of competition impacting the social climate.

Risk mitigation and control

To limit these risk and ensure a sound balance between creative freedom and project control, the Group has set up expert teams at the head office, in the Editorial and Production departments, responsible for supporting and advising the teams in the studios.

In addition, Ubisoft created the Tech Advisory Board, which brings together all the Group's Tech leaders to help them make the right choices and anticipate future technological breakthroughs.

3.1.2 RISKS RELATED TO TALENT

Departure of key talent

Identification and description of the risk

Should a top management position become suddenly vacant, including the Chairman and Chief Executive Officer and Deputy Chief Executive Officers, further to an unforeseen event (accident, sickness, death, etc.) or an event insufficiently planned for (retirement, etc.), the Group could experience an impact in relation to the manner in which it makes operational and strategic decisions.

Similarly, the sudden departure of members of the games core teams could be damaging for the Group's development and could have a significant impact on its editorial policy.

Potential impacts on the Group

The departure of members of top management or core teams could have consequences, including:

- **operational and technical impact:** loss of responsiveness and competitiveness, reputational damage, loss of competitive advantage;
- **strategic impact:** damage to the decision-making hierarchy, pressure to find a governance solution as a matter of urgency.

Risk mitigation and control

The Nomination, Compensation and Governance Committee sets out any recommendations relating to the succession plan for corporate officers, in particular in the event of unforeseen vacancies. It is kept informed about the succession plan relating to members of the Group's Executive Committee.

In addition, during the 2021 financial year, the Group began to implement a succession plan for key talent in order to have a pool of talent available to enable it to reduce the impact of any unanticipated departures. This plan particularly concerns the positions of Creative Director, Producer and Chief Executive Officer. The Group plans to continue and extend this exercise beyond this initial scope and to provide support and development initiatives for the potential replacements identified.

Attracting and retaining talented individuals is at the very heart of the Group's long-term strategy, implemented through the creation of a strong corporate culture, an attractive compensation policy, and an inter-studio cooperation model which values the sharing of expertise, know-how, and technologies.

Loss of know-how, experience and professionalism

Identification and description of the risk

The Group's success largely depends on its teams' know-how and skills in a highly competitive international market.

Several factors may lead to a loss of know-how, experience and professionalism in the teams, including:

- the increasing juniority of the workforce due to the combined effects of the need to recruit teams to enable the Group's growth and the difficulty of attracting experienced talent in a highly competitive sector;
- the use of a large number of junior staff requires greater support from experienced employees; this can significantly increase senior employees' workload and be a factor in their decision to leave;
- high turnover associated with the inability to retain talent in a fiercely competitive environment;
- a lack of skills to handle technological developments and meet digital or free-to-play needs, or a lack of cross-expertise (HD, mobile) for example for the development of cross-play;
- training programs not adapted to the sector's challenges.

Potential impacts on the Group

The loss of know-how, experience and professionalism could have multiple consequences:

- **operational and technical impact:** lack of responsiveness, loss of productivity caused by seniors having to spend more time training juniors, loss of quality in game content, loss of competitiveness;
- **financial impact:** loss of revenue;
- **human impact:** loss of motivation among teams.

Risk mitigation and control

Various initiatives are implemented, such as:

- training programs and conferences adapted to the challenges of the video games sector;
- the growing use of collaborative tools and forums to encourage skill-sharing;
- programs aimed at attracting, retaining and motivating employees with strong technical or managerial skills;
- organization of Group resources in higher-potential franchises and new brands offering greater opportunities for value creation.

Inability to attract and retain talent

Identification and description of the risk

With sustained organic growth, Ubisoft has placed its teams at the very heart of its value creation process. The Group's long-term potential depends substantially on its capacity to attract and retain the best talent in a highly competitive environment.

Ubisoft faces increasing pressure from its direct competitors in the video game sector (more aggressive wage policy, etc.), as well as from other sectors/industries in search of the same talents (engineers, etc.), such as GAFAM. For this type of profile, the talent market has become global and the different geographical areas are now in competition with each other. This could lead to a shortage of resources, either in quantity or quality, which could turn out to be damaging to the development of the Group.

Moreover, the video game industry requires a certain number of innovative skills located at the forefront of their respective fields. In this context, the Group is exposed to a situation of dependence on certain key talents whose creativity or technical expertise is rare and therefore highly valued in the market (artificial intelligence, cloud gaming, data, etc.). This scarcity of skills can lead to companies outbidding one another in terms of compensation. Similarly, Ubisoft has a duty to ensure that each individual has the most up-to-date skills in his or her specific area and thereby to avoid the skill sets and expertise held by its teams becoming obsolete as a result of rapid technological changes, which could be damaging to the quality of the games produced.

In addition, damage to the Group's reputation and image, or to the working environment, may also impact its appeal and retention of talent.

Potential impacts on the Group

If the Group is no longer able to attract new talent, or to retain and motivate its key team members, the Group's growth prospects and financial position could be affected.

The inability to attract and retain talent could have multiple consequences:

- **operational and technical impact:** increase in the number of team member departures, extended periods of time before a position is filled, loss of expertise, delays in the development of games, difficulties in exploring new market segments, priority given to deliverables in the short term to the detriment of the medium and long term, fall in the level of team member commitment;
- **financial impact:** one-upmanship on wages and other incentives to attract/retain talent, growing training budgets, fall in productivity linked to the greater number of team members in the process of being onboarded, loss of revenue and/or pressure on results;
- **human impact:** lack of innovation and creativity, loss of competitiveness, loss of players, deterioration in the attractiveness and reputation of the Group.

Risk mitigation and control

Ubisoft applies an active recruitment, training and retention policy, particularly through the following initiatives:

- partnerships with the leading colleges in the various countries in which the Group operates;
- implementation of a specific compensation strategy designed to attract the most expert profiles;
- advertising campaigns regarding the "employer brand";
- multiplication of collaborative tools and forums to encourage skill-sharing;
- implementation of various high-level training programs tailored to the challenges of the video game sector;
- development of a deep-rooted corporate culture promoting well-being at work and the fulfillment of teams, allowing talented team members to reach their full potential.

Furthermore, all of the programs introduced by human resources at local and international levels are first and foremost designed to attract, train, retain and motivate team members with strong technical and/or managerial skills: development opportunities, share purchase plans, stock option plans, personal development plans, etc.

Ubisoft pays great attention to retaining a wide range of talented individuals and also monitors the fair and equal treatment of its team members, offering the same hiring, career development, and compensation opportunities for equivalent performance. Any feeling of unfairness among team members would have an adverse effect on their level of commitment and their motivation. To monitor this risk, the Group regularly assesses the level of commitment and well-being of its team members through various satisfaction surveys.

In addition, to strengthen its corporate culture, its ability to attract, develop and retain talented people, their diversity and well-being at work, in 2021, the Group created the position of Global VP Diversity & Inclusion and hired a new Chief People Officer to restructure and strengthen the HR functions.

Misalignment between enterprise values and new employee expectations

Identification and description of the risk

Adhering to the company's values is a factor of balance and commitment for employees.

There are high expectations from the teams, particularly the younger generation, on issues related to CSR and societal engagement (inclusion, diversity, etc.) as well as well-being at work for an improved work-life balance (leading to new ways of working: remote working, possibility of working from anywhere, etc.).

The challenge for Ubisoft is to be able to reconcile these expectations – which is essential in allowing talented staff members to express their potential – with the constraints they generate (regulatory, organizational, etc.).

If Ubisoft fails to adapt to its team members' new expectations, particularly in terms of the working environment, this could lead to the departure of talent, a loss of team efficiency and a fall in value creation for the Group. Similarly, it could affect Ubisoft's attractiveness in a highly competitive sector.

Potential impacts on the Group

Misalignment between the company's values and employees expectations could have multiple consequences:

- **operational impact:** departure of talent, reduced employer appeal and talent retention, loss of motivation and efficiency, which could lead to lower productivity and creativity;
- **strategic impact:** deterioration in the Group's attractiveness and reputation.

Risk mitigation and control

Various initiatives are being carried out to meet team members' new expectations, including:

- the introduction of a new internal survey (Ubisoft XP) aimed at better listening to team members' expectations in order to act effectively;
- the development of new ways of working, with the introduction of more flexible working conditions adapted to each person in the Group (combination of presence at the office and remote working);
- exploring the "work from anywhere" approach, that allows team members to work from the location of their choice for a set period of time.

3.1.3 REGULATORY RISKS

New regulations

Identification and description of the risk

The introduction of new regulations and any changes tightening current regulations (general or specific to the video gaming industry) are liable to constitute a significant risk factor for Ubisoft, in particular with regard to game content, monetization, loot boxes, gaming time, protection of underage players, marketing and PR operations, and business relations.

Potential impacts on the Group

Changes to regulations could have multiple consequences:

- **technical and operational impact:** player losses, damage to Ubisoft's reputation either locally or globally, risk of failure by suppliers impacted by regulatory non-compliance (for example non-compliance with the Sapin 2 law);
- **legal and financial impact:** loss of revenue, fines/penalties.

Risk mitigation and control

Ubisoft ensures that it complies with applicable regulations and anticipates potential risks by putting in place:

- active legal monitoring of changes to the regulations in the various countries in which the Group operates;
- regular exchanges with public authorities and regulatory authorities worldwide;
- internal control procedures for compliance with the regulations in force (GDPR [(1)], CCPA [(2)], PIPL [(3)], Duty of Care Plan, Sapin 2, etc.) at Group level;
- particular vigilance on the content and functionalities of the games including close relations with the operational teams in charge of the development of the games and the integration of legal teams upstream of projects;
- protection mechanisms for underage players, including, but not limited to, a minimum age indicator, parental control measures, default settings for game options, etc.;
- awareness-raising and training of employees on identified regulatory risks.

(1) General Data Protection Regulation
(2) California Consumer Privacy Act
(3) China Personal Information Protection Law

Reduction in the level of grants, subsidies, and tax credits

Identification and description of the risk

The Group benefits from public policies that support the sector, particularly in France, Canada, the United Kingdom, and Singapore. Ubisoft therefore receives grants, subsidies, and tax credits in connection with its innovation and research and development activities. Any change to the government policies in these countries could lead to a reduction in the level of these subsidies.

The amount and geographical distribution of the grants are detailed in note 13 to the consolidated financial statements.

Potential impacts on the Group

Any reduction in the level of the grants, subsidies, and tax credits awarded to Ubisoft would have an impact on the Group's production costs and profitability.

Risk mitigation and control

To limit the risks related to changes in public policy as far as possible, the Group:

- applies a diversification strategy (*via* a presence in multiple countries);
- makes an active contribution to value creation for these countries *via* the creation of long-term employment and significant investment in education, entrepreneurship and R&D.

3.1.4 TECHNOLOGICAL RISKS

Inability to respond rapidly to major technological developments

Identification and description of the risk

In a sector in which innovation is a constant, Ubisoft must demonstrate agility in order to respond rapidly to major technological changes.

This relates in particular to:

- hardware, in order to cope with the transition to new generations (consoles, PCs, cellphones or new technologies);
- cloud computing, which provides unparalleled technological power to developers and will allow much more expansive, immersive and social video games to be created in the future, to developers allowing video games to be streamed to any screen whatsoever, which the Group considers as a major opportunity in the long term;
- cross-play, which offers players on different platforms (consoles, PC, etc.) the opportunity to play together and have multi-player experiences in an online game.

The Group is doing everything possible to benefit from these technological developments, both in-house through the development of games specifically dedicated to these new methods, and externally by establishing partnerships with traditional stakeholders in this market (Sony, Microsoft, Nintendo), new arrivals (Google, etc.), and expert companies. Nevertheless, Ubisoft is exposed to the risk of a major loss of competitive advantage if the Group were to be unable to adapt its games to suit the new methods and business models generated by cloud gaming, subscriptions, etc., and were to be overtaken or late to the game in comparison with its competitors with regard to these developments or by becoming dependent on external technologies. A lack of anticipation and/or difficulty in implementing new technological tools (cloud, tools for rapid iteration, cross-play services for multi-player games, etc.) would lead to a lack of agility in the face of market expectations, and could force the Group to have to use the video game sector's standard tools, sometimes developed by its own competitors (loss of independence), or render its production tools inadequate in terms of innovations such as the cloud.

Potential impacts on the Group

Any inability on the part of the Group to respond rapidly to major technological developments could lead to:

- a loss of market share;
- a loss of revenue;
- a loss of competitive advantage;
- an inability to reach new players;
- substantial investments to be made urgently (due to a lack of responsiveness), leading to potential organizational difficulties and which may not be profitable.

Risk mitigation and control

To counter these risks and respond rapidly to technological developments, Ubisoft:

- has for several years been able to anticipate major tensions prevailing in the job market, and in response has made very large-scale investments to recruit some of the world's top experts in the fields of software/hardware technology and engineering;
- operates two "Technologies groups", tasked with providing production studios with the tools necessary for the creation of ambitious, innovative products, while at the same time reducing as much as possible any risk of dependence on external technologies;
- created the "Tech Advisory Board", which brings together all the Group's "Tech leaders" to help them make the right choices and anticipate future technological breakthroughs;
- is continuing to work with universities on fundamental research projects.

Delays by Ubisoft or occurrence of disruptive innovation by a competitor

Identification and description of the risk

Ubisoft operates on a market that is becoming increasingly competitive and selective and is subject to concentration, marked by rapid technological changes and economic models requiring significant R&D investment. Although the Group does its utmost to anticipate these new challenges, Ubisoft is exposed to the loss of a major competitive advantage if a competitor introduces a breakthrough innovation in terms of technology, business model or if the Group fails to innovate fast enough to meet the evolving needs of players.

Potential impacts on the Group

The appearance of innovations and disruptive economic models to which Ubisoft would be unable to adapt with sufficient speed would be liable to cause a loss of market share and compromise profitability and future income.

Risk mitigation and control

To limit this type of risk, Ubisoft:

- continues to offer products in different market segments, including the most innovative markets, so as to be ready to respond if these innovative markets were to take off, and the Group has put partnerships in place with leading market stakeholders;
- carries out innovative research with dedicated teams tasked with planning for the next disruptive events or revolutions, particularly in relation to software, gameplay, or technologies;
- created the "Tech Advisory Board", made up of several members of Ubisoft, whose objective is to present the Group's main strategic technological challenges and advise it on the technological developments to be made to best meet market expectations;
- made acquisitions to obtain new technologies (i3D, etc.) and/or established partnerships (Parsec, etc.).

3.2 RISK MANAGEMENT AND INTERNAL CONTROL MECHANISMS

This section sets out the internal control and risk management measures in place. It is based on information and control methods reported by the various parties involved in internal control within Ubisoft and its subsidiaries, as well as the work carried out by the Internal Control Department, at the request of Executive Management and the Audit Committee.

3.2.1 OBJECTIVES AND GENERAL PRINCIPLES

Ubisoft has introduced a range of risk management and internal control measures to pre-empt, identify and address the main internal and external risks facing the Group in the context of its activities and that could have a negative impact on its performance, image, financial position, or ability to reach its targets.

To complete this range of measures, Ubisoft refers to the reference framework of France's *Autorité des Marchés Financiers* (French Financial Markets Authority – AMF) and its application guide, updated in July 2010, and to the guidelines issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO), updated in 2013.

Internal control and risk management are measures that contribute to the management of activities, the effectiveness of operations, and the efficient use of resources, and which enable appropriate consideration to be given to any material risks, whether operational, financial or compliance risks.

The range of internal control measures is designed in particular to ensure:

- compliance with laws and regulations;
- application of the instructions and policies set down by Executive Management and the Audit Committee;
- proper functioning of the Group's internal processes, particularly those involving the security of its assets;
- reliability of the financial information published.

The risk management system is a component of internal control. It allows Ubisoft to anticipate and identify the key internal or external risks that could pose a threat and prevent it from achieving its objectives. This management tool seeks in particular to:

- create and preserve the value, assets, and reputation of the Group;
- secure the Group's decision-making and processes to help it achieve its objectives;
- contribute to ensuring that all actions are consistent with Group values;
- involve Group team members in a common vision of the principal risks.

Therefore, these measures play a key role in the conduct and monitoring of its activities.

However, Ubisoft is aware that its risk management and internal control system cannot provide an absolute guarantee that its objectives will be met and that all risks will be controlled.

3.2.2 ORGANIZATION OF INTERNAL CONTROL

The internal control system relies on a solid foundation of autonomy and collaboration within the Group's teams, encouraging the alignment of goals, resources and mechanisms deployed. It is based on the clear identification of goals and responsibilities, a human resources policy ensuring that resources and skill levels are sufficient, and information systems and tools adapted to each team and/ or subsidiary. Each subsidiary is responsible for implementing the relevant strategies to achieve these objectives, although the monitoring and verification of the internal control system and risk management is highly centralized by the functional departments.

Each subsidiary's internal control systems include both the application of Group procedures and the definition and application of procedures specific to each business line in terms of its organization, culture, risk factors, and operational characteristics. As the parent company, Ubisoft monitors the existence and adequacy of internal control systems and specifically the accounting and financial procedures implemented by fully consolidated entities.

The internal control process undergoes constant modification to adapt to changes in the economic and regulatory environment, the Group's organization, and its strategy. In addition, to ensure the efficiency of its internal control and risk management system, the Group created an internal audit division in 2021 whose main missions are presented below.

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Key parties involved in the internal control system

BOARD OF DIRECTORS

Its internal rules define the rules of governance that specify the role of the Board of directors, assisted by its committees, in particular the Audit Committee, which is tasked with ensuring the quality of internal control.

AUDIT COMMITTEE

- ensures that the Group has reliable procedures that enable the monitoring of the internal control system and the risk identification, assessment and management system;
- annually defines the priority internal control objectives and communicates them to the Internal Control Department;
- ensures that its recommendations are implemented;
- oversees the preparation of the accounting and financial information.

EXECUTIVE MANAGEMENT *

Responsibilities:

- overseeing the Group's activities and the implementation of the strategic and development policies decided by the Board of Directors;
- establishing the procedures and mechanisms deployed to ensure both the functioning and monitoring of the internal control system.

Operational Departments

- the major policies and goals are determined by the General Management in each area and are approved by the Executive Management before being sent to the subsidiaries;
- each subsidiary has its own general management, its management team, and is responsible for implementing the strategies designed to ensure that these goals are achieved;
- the finance and accounting teams, present in all Group subsidiaries, are responsible for performing analysis and control functions, including budgeting and the preparation of the financial statements.

Functional Departments

- help to define the key accounting, finance, legal, fiscal, IT and human resources policies, in collaboration with the Executive Management;
- support the subsidiaries in the implementation of key policies;
- ensure that the internal control system is satisfactory by conducting audits and training sessions in the subsidiaries and issuing recommendations.

These functional departments are presented in detail in section 3.2.3 "Control activities"

Internal control and Audit Department

Internal control

- prepares and implements the risk management assessment methodology based on an approach focused on processes that allow the identification of risks and key controls;
- provides support to operational teams through the implementation of internal control tools and software;
- organizes activity monitoring by defining key indicators to assess the relevance of the internal control system and facilitate decision making;
- defines Group procedures aimed at structuring and improving internal control.

Internal Audit

Division created in 2021

- evaluates the effectiveness of the internal control system and contributes to its improvement by issuing and following up recommendations;
- performs various audit assignments (investigations when allegations have been made, analyses of operational and financial processes, IT audits, etc.);
- contributes to risk mapping.

EXTERNAL AUDITORS/REGULATORS

* *Executive Management appoints the Chairman and Chief Executive Officer, Yves Guillemot, and the members of the Executive Committee*

Clear goals and responsibilities

The division of powers and responsibilities is clearly defined by the organization charts.

To enable the various operational teams to achieve their goals, temporary and permanent operational and banking authorizations are granted. These are frequently reviewed by the Treasury Department assisted by the Administration Department and are updated to reflect any changes in roles and responsibilities. Executive Management defines the rules for delegating power to subsidiaries.

Consequently, at an individual level, each subsidiary has local internal control procedures (delegation of bank signing authority, verification of day-to-day transactions, principle of segregation of duties, etc.) to minimize the risk of fraud.

Similarly, budgetary goals are defined annually by Executive Management and monitored in each subsidiary by the accounting and finance teams. Business performance is monitored by financial planning teams: at subsidiary level, these teams provide relevant cost analyses to operational managers so that they can make the necessary management decisions. This information is periodically reported in a standard format and is consolidated by head office teams, who analyze the differences between objectives and actual performance.

Adequate resources and skills

Recruitment, training, and skills management are key elements of the range of internal control measures which ensure, across all areas and in particular those that require specific expertise, the required level of skill, in accordance with the Group's values.

All the programs introduced by human resources at local and international levels are first and foremost designed to attract, train, retain and motivate team members with strong technical and/or managerial skills by offering them development opportunities, share purchase plans, stock option plans, personal development plans, customized training, etc.

The human resources teams are also tasked with ensuring compliance with local regulations and applying Group policies.

Risk identification and management

In early 2022, in an effort to improve the efficiency of internal processes and strategic monitoring, Ubisoft updated its overall risk mapping produced in 2021 to take into account the impacts of the Covid-19 health crisis, the armed conflict between Russia and Ukraine, and the consequences of sanctions imposed on Russia. The risk mapping is communicated to the Audit Committee and then to the Board of directors and is updated on a regular basis to take into account an environment increasingly exposed to change (regulatory, economic, etc.). The methodology used, based on sending a risk identification and self-assessment questionnaire and conducting additional interviews involving the Group's operational and functional departments, makes it possible to identify and analyze situations and risks scenarios liable to have adverse consequences (strategic, financial, operational, commercial, human, etc.) for Ubisoft. The risks thus identified are then ranked according to their net criticality to prioritize the action plans to be put in place to limit the probability of these risks occurring and to minimize the consequences thereof.

The main risk factors that the Group considers to be significant, high priority, and specific to its business, together with the measures designed to control such risks, are described in section 3.1 Risk factors.

Other sources, such as summaries of assignments at subsidiaries conducted by Audit and Internal Control, and the comments and recommendations made by the Statutory Auditors are also taken into consideration when defining the actions to be taken.

Combating corruption

To comply with the requirements imposed by article 17 of the law of December 9, 2016 on transparency, combating corruption, and the modernization of the economy (known as the "Sapin 2 Law"), Ubisoft has reinforced its range of risk management and internal control measures by integrating a program to prevent corruption and influence peddling.

To do this, the Group has an intranet dedicated to the prevention of corruption, with the aim of providing all team members with the resources necessary to act in accordance with the principles of integrity defined by the Group. This intranet allows them to access:

- the Ubisoft Code of Conduct: this in particular defines the behaviors to be banned as liable to constitute acts of corruption or influence peddling. It is also a decision-making guide that covers a wide range of topics, from the prevention of corruption to environmental protection, which explains to team members how to respond to the most frequent and critical situations encountered at work, such as confidentiality of information, acceptance of gifts from suppliers, data protection, conflicts of interest, etc. In June 2021, the Group released a new version of its Code of Conduct, translated into 17 languages, in which topics related to the Sapin 2 law, among other things, were enhanced by incorporating a specific section on the whistleblowing system and by clarifying the principles and expectations of the Group's team members. In addition, a version of the Code of Conduct intended for external use has been available on the Group's official website since early December 2021;
- a secure and anonymous online whistleblowing platform for reporting situations that are in breach of the Code of Conduct;
- an online training program enabling team members to identify and react in response to potential situations of corruption which may arise in a professional context. In parallel with this training program, those team members who have the greatest exposure to risks of corruption and influence peddling, such as management or purchasing staff, have received special training and awareness-raising on these aspects;
- the disciplinary regime which sets out the sanctions for any breaches of the Code of Conduct.

The Group is continually working to strengthen its anti-corruption and anti-influence peddling program. To enhance its third-party integrity assessment system, the Group has appointed external consultants to carry out an analysis of the current system in the 2022 financial year and assist Ubisoft in implementing identified areas for improvement.

Furthermore, the corruption risk map established in 2018 is being updated to determine priority action to be taken and adapt the third-party assessment system and existing accounting controls to ensure that accounting is not used to conceal acts of corruption or influence peddling.

In March 2022, the Group recruited a Sapin 2 compliance manager to strengthen the coordination, monitoring and consistent and standard application of the various Sapin 2 measures within the Group and to provide better support at the operational level, particularly in terms of expertise and training.

Adapted solutions and operating methods

The IT teams provide the different business lines with solutions adapted to their activities. They define, implement and operate these solutions. The range of solutions used includes commercial software as well as IT solutions developed in-house. This range is constantly evolving in line with the ever-increasing requirements in managing and analyzing information, while ensuring compliance with the security standards in place at Ubisoft.

In particular, the Internal Control Department has a risk management information system enabling the automation and real-time monitoring of the progress of the periodic controls carried out by the subsidiaries, in particular under the law known as "Sapin 2", as well as the modeling of the subsidiaries' operational processes.

Similarly, each subsidiary and team strives to continuously improve processes and documentation. This also involves frequently reviewing and updating procedures to ensure uniform application. These procedures are made available to the relevant teams through collaborative tools developed by the Group.

Procedures associated with the preparation of accounting and financial information are described in section 3.2.4.

3.2.3 CONTROL ACTIVITIES

In addition to the risk management system, the Group has many control processes in place at all Group levels. Functional departments at the registered office play a crucial role in ensuring that subsidiaries' initiatives comply with Group guidelines and providing support for risk management, especially when local teams lack sufficient expertise in terms of team members.

The centralized organization of these support functions enables consistent dissemination of the major policies and goals of Executive Management:

- **the Financial Planning Department** is responsible for analyzing the Company's performance using operational monitoring based on monthly reports from all Group subsidiaries. It also coordinates meetings between Executive Management and the Operational and Finance Departments during which the various reporting Indicators are reviewed and the differences between actual performance and initial forecasts are analyzed, enabling the quarterly, interim, annual and multiannual forecasts to be fine-tuned on the basis of actual figures and market outlooks as received from local and operational teams. The financial controllers monitor the whole financial reporting cycle and constantly query subsidiaries on their performance levels, earnings, and business activity. They then set and distribute the financial objectives for the current financial year. The Financial Planning Department also carries out an annual in-depth review of the multiannual forecasts (over three or five years), ensuring consistency with the strategic decisions made by the Group. These processes taken together represent a major component of the Group's internal control system and an ideal tool for monitoring the operations of subsidiaries. They allow the Financial Planning Department to alert Executive Management to the financial consequences and the levels of performance of the different operations undertaken whenever necessary. Furthermore, the Financial Planning Department regularly performs an alignment of management processes and improves its management tools, in addition to establishing management standards with the Information Systems Department so as to provide a common language for all team members to work with;
- the role of **the Consolidation Department** is to monitor standards, to define the Group's accounting policies, to produce and analyze the consolidated financial statements, and to prepare the accounting and financial information. It is the main point of contact for the Statutory auditors during the half-yearly reviews and annual audits.

  The IFRS accounting standards applicable to the Group are identified by the Consolidation Department and systematically distributed *via* the online accounting policies manual accessible by all accounting and financial services. Technical monitoring is carried out by the team that organizes and manages the updating process *via* instructions or training.

  The Consolidation Department centralizes all expertise on the preparation and analysis of the Group's monthly, interim and annual consolidated financial statements. It audits the accounting information received from subsidiaries, checks its compliance with the accounting policies manual and performs reconciliations to ensure the standardization of procedures. A detailed report is sent to Executive Management each month so that the Group's performance may be monitored and analyzed. It ensures compliance with applicable standards and regulations so as to provide a true picture of the Group's business activities and position;
- **the Treasury Department** checks the suitability and compatibility of exchange rate and liquidity risk management policies, as well as the financial information published. It arranges foreign exchange derivative contracts and coordinates cash flow management at French and foreign subsidiaries, in particular by overseeing cash pooling solutions and cash flow projections. It centralizes and verifies the authorizations granted to a limited number of team members, who are exclusively authorized by Executive Management to handle certain financial transactions, subject to pre-defined limits and authorization procedures. The Treasury Department provides support to the Group's subsidiaries in the implementation of tools for enhancing controls and the security of means of payment;

- acquisitions are managed by **the Acquisitions Department**, which reports to the Finance Department in close collaboration with the Legal Department. The Acquisitions Department examines and assesses the strategic interest of the planned total or partial takeover of a company and submits the relevant proposal to Executive Management, which makes the final decision, given that, in excess of a certain acquisition value, the decision must first be approved by the Board of directors;
- **the Legal Department** consists of legal experts in business law, including, but not limited to, contract law, intellectual property law, consumer law, competition law, personal data law, etc. The legal teams are based at the head office in France, North America (US, Canada), and Asia (China). They are responsible for proposing innovative legal solutions that comply with current laws and regulations in the various countries in which Ubisoft operates. As partners of the operational teams, they are positioned upstream of operations and set legal strategies based on the assessment of risks and opportunities. The Legal Department is responsible for the management of litigation and legal proceedings with the support of specialized local law firms;
- **the Tax Department** assists and advises the Group's French and foreign companies with the analysis of the tax aspects of their projects. In coordination with external tax consultants, it ensures the Group's tax security by organizing risk prevention, identification and management. It determines the Group's transfer pricing policy and ensures compliance with reporting requirements;
- **the Information Systems Department** is involved in selecting IT solutions, ensures their consistency, and monitors their technical and functional compatibility. The IT Department monitors the progress of IT projects and ensures that they are compatible with requirements, existing systems, budgets, etc. A periodic review of medium-term projects is also carried out to take into account changes within the Group, priorities and constraints.

  The Risk Security and Management Department is responsible for ensuring and organizing the protection of Ubisoft activities, which include but are not limited to the security of applications, information systems, online games, human resources, and property. To this end, rules and control measures are established with the aim of preventing and managing risks. These internal policies and procedures are reviewed regularly, circulated and adapted to maximize their efficiency.

3.2.4 INTERNAL CONTROL OF THE PREPARATION OF FINANCIAL AND ACCOUNTING INFORMATION

The internal control procedures relating to the preparation of financial and accounting information are aimed in particular at guaranteeing:

- compliance with accounting rules and the correct application of the principles used for the preparation of the accounts;
- the quality of the information escalated which is used for the preparation of the accounts;
- that fraud and accounting irregularities are, as far as possible, prevented and detected;
- reliability of the financial information published.

These are mainly implemented *via* the various accounting, financial and IT departments.

Organization and security of the financial information systems

With a view to continually improving its information system and ensure the integrity of accounting and financial data, the Group invests in implementing IT solutions and procedures to meet the requirements and constraints of both local teams and the Group, while at the same time reinforcing the measures put in place for the separation of duties and the improvement of the control of access rights.

The large majority of the subsidiaries is integrated in PeopleSoft – Oracle for the accounting and management of operational flows (procurement, logistics, etc.). This centralized application, which uses a single database, allows the sharing of frameworks and transaction formats (product database, customer and supplier files, etc.).

With a view to integrating and automating accounting and financial solutions, the Group is gradually implementing PeopleSoft – Oracle in its new subsidiaries. The computerization of data exchange (interfaces between accounting systems and the consolidation system, daily integration of banking entries, automated payments, etc.) optimizes and improves processing and guarantees greater reliability of accounting processes.

The consolidation and management forecasting applications are used by all Group companies, providing an exhaustive and standardized view of business activities, and accounting and financial data. They thus help improve the effectiveness of information processing.

Similarly, special attention is paid to the security of IT data and processing. The Security and Risk Management Department is constantly working with IT to improve levels of control to ensure:

- availability of online services and systems;
- data availability, confidentiality, integrity and traceability;
- protection of online services from unauthorized access;
- monitoring of the network against internal and external threats;
- data security and recovery.

These systems are mainly hosted in our internal data centers but also by partners providing cloud-based services and software as a service (SaaS). Security audits are carried out both upstream and downstream within the context of our quality audit to ensure the security of the information system.

Financial statement preparation and consolidation process

The financial statements of each subsidiary are drawn up, under the responsibility of their manager, by the local accounting departments, which ensure compliance with country-specific regulatory and tax constraints. For those subsidiaries with the greatest contribution in terms of sales or capitalized production, Statutory auditors conduct:

- limited reviews at the half-year closing (covering 80% of Group sales and 65% of capitalized production);
- full audits or limited reviews at annual closing depending on the size of the subsidiary (covering 93% of Group sales and 93% of capitalized production).

Reporting of accounting information, in standardized monthly reports, is carried out according to the schedule established by the Consolidation Department and approved by the Administration Department. Each subsidiary must apply existing Group procedures to the recording of accounting data for monthly reporting, half-year and annual financial statements and quarterly forecasts.

Reporting for subsidiaries is compiled in accordance with the IFRS applicable to the Group. These are identified by the Consolidation Department and systematically distributed *via* the online accounting policies manual issued to all accounting and financial services. Consolidation packages for subsidiaries with a contribution of more than 1% of sales or capitalized production are subject to either a limited review or an audit, if necessary, to ensure the proper application of Group principles.

The subsidiaries' accounting information is uploaded, reconciled, and then consolidated in a central software solution, HFM from Oracle, under the responsibility of the Consolidation Department. This software supports automatic verification and consistency checking of flows, the statement of financial position, specific line items in the income statement, etc. It also allows fast, reliable data reporting and is designed to make the consolidated financial statements secure.

The Group has taken measures to shorten the process of preparing the consolidated financial statements and to make it more reliable. For example, the Consolidation Department has drawn up procedures, which are updated periodically, enabling subsidiaries to optimize understanding and effectiveness of the solutions, and to guarantee the standardization of published accounting and financial data:

- drawing up a Group chart of accounts;
- implementing automatic mapping between the separate financial statements and the consolidated financial statements;
- drawing up a user manual for the consolidation statement;
- drawing up a consolidation manual;
- drawing up an accounting policies manual.

The Consolidation Department also carries out ongoing monitoring so as to track and anticipate changes to the regulatory framework applicable to Group companies.

Accounting and financial information validation procedures

Ubisoft's accounting and financial information is prepared by the Administration Department under the supervision of the Chairman and Chief Executive Officer, with the Board of directors responsible for final approval, based on a presentation by the Audit Committee.

The consolidated financial statements are subject to a limited review by the Group's Statutory auditors as at September 30, and an audit as at March 31. The Administration Department works in constant collaboration with the Statutory auditors to coordinate the year-end process and to anticipate significant accounting treatments.

One-off assignments during the financial year, such as pre-closing reviews prior to each interim and annual closing date, make it possible to forecast and assess specific accounting issues in advance. This systematic review eases finalization at the statement of financial position closing date and reduces the time needed to prepare the consolidated financial statements.

At international level, the audit of the financial statements in certain subsidiaries is carried out by the KPMG and Mazars networks, co-Auditors for the parent company. Their local representative does everything required as regards the Statutory auditors. This organization helps to standardize audit procedures.

The Group announces its sales on a quarterly basis and its earnings every six months.

The Consolidation Department checks and delivers the accounting information included in the Group's financial releases that relate to the consolidated financial statements.

External financial information management process

The Financial Communications Department distributes the financial information required for the Group's strategy to be understood to shareholders, financial analysts, investors, etc.

All financial and strategic releases are reviewed and approved by Executive Management. Financial information is published in strict compliance with market regulations and in keeping with the principle of equal treatment of shareholders.

3.2.5 ONGOING SUPERVISION OF THE INTERNAL CONTROL SYSTEM

The introduction of an overall formalized approach to internal control:

- allows the quality of controls in subsidiaries to be understood, particularly by means of:
  - ensuring that risk levels associated with their business and functional organization are taken into account,
  - ensuring that activities carried out locally are in line with Group strategy and guidelines,
  - justifying investments and expenditure,
  - evaluating the efficient utilization of resources (human, material or financial);
- improves operational and financial practices by means of corrective and optimization initiatives to remedy shortcomings;
- allows effective monitoring of compliance with these procedures and controls.

To ensure the continual improvement of the Internal Control measures in place, the Group continued its efforts in 2021-2022, with the following actions in particular:

- further strengthening of the anti-corruption program as part of the project to ensure compliance with the law of December 9, 2016 on transparency, combating corruption, and the modernization of the economy (known as the "Sapin 2" law) – see section 3.2.2 – Organization of internal control/Combating corruption;
- the updating of the Group's global risk mapping;
- the acquisition of a GRC tool (governance, risk & compliance) to enable centralized management and a more proactive approach to risk monitoring, controls, and action plans;
- an IT audit to assess the level of internal control of the accounting information system and thus contribute to its improvement through the recommendations issued;
- the drawing up of Group procedures aimed at structuring and improving internal controls.

In 2022-2023, the Group will continue to support its subsidiaries with a proactive approach to the assessment of operational risk and the definition of action plans and the corresponding controls.

In addition, the Audit Committee, which comprises three independent directors, receives regular updates on the roll-out of internal control measures, the results of the audits carried out within subsidiaries, any major risk identified during the risk mapping exercise, and the monitoring of action plans relating to the control of such risks. It thereby guarantees the effectiveness of the internal control systems, risk management, and the security of the Group's IT systems.

The Audit Committee is also tasked with monitoring the process used for the preparation of financial and accounting information. It examines the annual and half-year consolidated financial statements as well as the conclusions of the Statutory auditors prior to their presentation to the Board of directors.

3.2.6 INSURANCE AND RISK COVERAGE

The insurance management policy falls under the general scope of risk management. It aims to protect the Group and its staff against the consequences of certain potential and identified events that could have an impact on it or them.

So as to take advantage of its international presence, Ubisoft combines the standardized coverage of global risks with the specific management of local risks.

The main insurance programs coordinated by the Group relate to:

- **commercial liability insurance:** this worldwide program offers coverage for:
  - operations liability,
  - product liability – including the withdrawal of goods,
  - professional liability.

This program provides standardized and coordinated coverage for all Ubisoft subsidiaries:

- **transport and storage insurance:** the Group acts as a service platform offering arranged coverage, up to a maximum limit. All European and Canadian subsidiaries are covered;
- **civil liability insurance for corporate officers:** this is in place to cover any claims made against *de jure* or *de facto* executives, as well as defense and ancillary costs;
- **customer credit risk insurance:** to protect itself against the risks of non-payment, the Group has set up a global risk pooling policy that covered 94% of Group revenue excluding digital at the end of March 2022.

Moreover, other insurance is managed locally by the entities, with support from the registered office:

- **property damage and trading loss insurance:** this type of insurance is taken out directly by the subsidiaries so as to take account of the specific nature of their businesses and any local insurance opportunities;
- **specific coverage,** such as insurance for building and construction work, vehicle insurance, employee health and retirement benefits, occupational accidents, business travel, or expatriation. These policies are set up in accordance with local regulations and requirements.

Through these programs, the Group aims to obtain comprehensive and extensive coverage for risks and pays particular attention to the financial conditions offered.

Total premiums paid on insurance policies in force during the financial year ended March 31, 2022 amounted to €2.4 million excluding credit insurance.

4 CORPORATE GOVERNANCE REPORT

This chapter constitutes the report of the Board of directors on corporate governance presented to the Shareholders' General Meeting, in accordance with the provisions of articles L. 225-37, paragraph 6, L. 225-37-4 and L. 22-10-8 to L. 22-10-11 of the French commercial code.

It was presented to the Nomination, Compensation and Governance Committee prior to its adoption by the Board of directors at its meeting of May 11, 2022.

The main parties involved in preparing and drawing up the report are the Chairman and Chief Executive Officer, the members of the Board of directors and of the committees, working in close collaboration with the Administration Department in charge of its preparation, assisted by the Human Resources Department.

ABBREVIATIONS USED IN THE CONTEXT OF THIS CHAPTER

AGA: Free ordinary share grant

AGAP: Free preference share grant

AMF: French Financial Markets Authority (*Autorité des Marchés Financiers*)

Board: Board of directors

CEO: Chief Executive Officer

Chairman and CEO: Chairman and Chief Executive Officer

CSR Committee: Corporate Social Responsibility Committee

Deputy CEO: Deputy Chief Executive Officer

General Meeting: Shareholders' General Meeting

2020 General Meeting: Combined General Meeting of July 2, 2020

2021 General Meeting: Combined General Meeting of July 1, 2021

2022 General Meeting: Combined General Meeting of July 5, 2022

NCGC: Nomination, Compensation and Governance Committee

OS: Ordinary shares

Ubisoft Share(s) or **Share(s):** Ubisoft Entertainment SA ordinary share(s) listed on the Euronext Paris market

SOP: Share purchase and/or subscription options

4.1 CORPORATE GOVERNANCE

The Company is committed to applying the best corporate governance practices in order to ensure efficient, transparent governance, in keeping with the long-term interest of the Company and all of its stakeholders.

To this effect, the Board relies on the work of its committees and lead director, and on:

- the feedback from the governance roadshows conducted every year with the governance teams of Ubisoft's main shareholders and proxy advisors, in the presence of the Finance and Investor Relations Department and the Human Resources Department and, where appropriate, the lead director and/or the President of the NCGC;
- the recommendations of the Afep-Medef Corporate Governance Code for listed companies revised in January 2020 (the "**Afep-Medef Code**");
- the results of assessments of the functioning of the Board and its committees (see 4.1.2.3.4);
- lastly, the succession plans, which are reviewed on an annual basis.

The Board makes sure that Ubisoft's governance bodies operate in a smooth and efficient way, with due regard to the balance of powers, thanks to the existence of solid checks and balances (see 4.1.2.2.1).

4.1.1 PRESENTATION OF THE BOARD OF DIRECTORS AND ITS COMMITTEES

4.1.1.1 Summary presentation at May 11, 2022

☆ Committee President | Audit Committee | Nomination, Compensation and Governance Committee | Corporate Social Responsibility Committee

13 DIRECTORS **11** appointed by the General Meeting	**50%** INDEPENDENT DIRECTORS (1)	**40%** BALANCE WOMEN/MEN (2)
o/w **1** DIRECTOR representing employee shareholders and **2** DIRECTORS elected by employees	o/w **100%** on the Audit Committee and the NCGC; **50%** on the CSR Committee	with **56.38** YEARS average age
1 INDEPENDENT LEAD DIRECTOR	Committee Presidents **100%** INDEPENDENT WOMEN	**31%** OF FOREIGN NATIONALITY or DUAL NATIONALITY (3)

(1) Directors representing employees and employee shareholders are not taken into account for the calculation of the independence rate on the Board and its committees, in accordance with the Afep-Medef Code

(2) Directors representing employees and employee shareholders are not taken into account in the calculation of this percentage, in accordance with articles L. 225-27-1, II and L. 225-23 of the French commercial code

(3) Two foreign nationals and two dual nationals/three directors who are based abroad

13	92% (1)	50% (2)	40% (3)
DIRECTORS	AVERAGE ATTENDANCE RATE AT MEETINGS OF THE BOARD OF DIRECTORS FY22	INDEPENDENCE RATE OF DIRECTORS	RATE OF WOMEN

> Yves GUILLEMOT

Chairman and Chief Executive Officer
Director
61 years old
French

> Claude GUILLEMOT

Deputy Chief Executive Officer in charge of operations
Director
65 years old
French

> Michel GUILLEMOT

Deputy Chief Executive Officer in charge of development, strategy and finance
Director
63 years old
French

> Gérard GUILLEMOT

Deputy Chief Executive Officer in charge of publishing
Director
60 years old
French-American

> Christian GUILLEMOT

Deputy Chief Executive Officer in charge of administration
Director
56 years old
French

> Didier CRESPEL

INDEPENDENT Lead Director
60 years old
French

> Laurence HUBERT-MOY

INDEPENDENT Director
60 years old
French

> Florence NAVINER

INDEPENDENT Director
59 years old
French

> Corinne FERNANDEZ-HANDELSMAN

INDEPENDENT Director
60 years old
French

> Belén ESSIOUX-TRUJILLO

INDEPENDENT Director
56 years old
Spanish

> John PARKES

Director representing employee shareholders
52 years old
French-English

> Lionel BOUCHET

Director representing employees
48 years old
French

> Anne WÜBBENHORST

Director representing employees
33 years old
German

(1) Based on 8 meetings
(2) Directors representing employees and employee shareholders are not taken into account, in accordance with the Afep-Medef Code
(3) Directors representing employees and employee shareholders are not taken into account in accordance with articles L. 225-27-1, II and L. 225-23 of the French commercial code

AUDIT COMMITTEE

> **Florence NAVINER**
>
> **President**
> Independent director

> **Laurence HUBERT-MOY**
>
> Independent director

> **Didier CRESPEL**
>
> Independent director

100%	**67%**	**6**	**94%**
INDEPENDENT	WOMEN	FY22 MEETINGS	ATTENDANCE

NOMINATION, COMPENSATION AND GOVERNANCE COMMITTEE

> **Laurence HUBERT-MOY**
>
> **President**
> Independent director

> **Corinne FERNANDEZ-HANDELSMAN**
>
> Independent director

> **Belén ESSIOUX-TRUJILLO**
>
> Independent director

100%	**100%**	**5**	**100%**
INDEPENDENT	WOMEN	FY22 MEETINGS	ATTENDANCE

CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

> **Corinne FERNANDEZ-HANDELSMAN**
>
> **President**
> Independent director

> **Gérard GUILLEMOT**
>
> Director

> **Lionel BOUCHET**
>
> Director representing employees

50% (1)	**50%** (2)	**4**	**100%**
INDEPENDENT	WOMEN	FY22 MEETINGS	ATTENDANCE

(1) The director representing employees is not taken into account, pursuant to the Afep-Medef Code
(2) The director representing employees is not taken into account, pursuant to article L. 225-27-1, II of the French commercial code

4.1.1.2 Individual presentation of the members of the Board of directors and committees

4.1.1.2.1 Summary presentation at May 11, 2022

Name	Personal information				Position within the Board			Attendance (FY22)				Offices in listed companies (outside the Ubisoft group)
	Age	Gender	Nationality	Number of shares (05/11/22)	Start of 1st term	End of current term of office	Years of presence on the Board	Board (1)	Audit Committee	NCGC	CSR Committee	
EXECUTIVE MANAGEMENT												
Yves Guillemot, Chairman and CEO	61	M	French	990,627	02/28/88	2024	34	100%	—	—	—	0
Claude Guillemot, Deputy CEO	65	M	French	754,776	02/28/88	2024	34	88%	—	—	—	1
Michel Guillemot, Deputy CEO	63	M	French	505,325	02/28/88	2025	34	100%	—	—	—	1
Gérard Guillemot, Deputy CEO	60	M	French-American	462,201	02/28/88	2024	34	75%	—	—	100%	1
Christian Guillemot, Deputy CEO	56	M	French	68,493	02/28/88	2025	34	75%	—	—	—	1
DIRECTORS DEEMED INDEPENDENT												
Didier Crespel	60	M	French	320	11/20/13	2023	9	100%	83%	—	—	0
Laurence Hubert-Moy	60	F	French	414	06/27/13	2025	9	100%	100%	100% (2)	—	0
Florence Naviner	59	F	French	315	09/29/16	2024	6	75%	100% (2)	—	—	0
Corinne Fernandez-Handelsman	60	F	French	190	09/22/17	2023	5	88%	—	100%	100% (2)	0
Belén Essioux-Trujillo	56	F	Spanish	235	12/08/20	2023	1.5	100%	—	100%	—	0
DIRECTOR REPRESENTING EMPLOYEE SHAREHOLDERS												
John Parkes	52	M	French-English	185 (3)	07/02/20	2024	2	100%	—	—	—	0
DIRECTORS REPRESENTING EMPLOYEES												
Lionel Bouchet	48	M	French	148 (3)	03/07/18	2022	4	100%	—	—	100%	0
Anne Wübbenhorst	33	F	German	222 (3)	12/16/20	2024	1.5	100%	—	—	—	0

(1) Based on 8 meetings
(2) Committee President in FY22
(3) Held personally: excluding employee share ownership plans

4.1.1.2.2 List of offices and positions of corporate officers as of March 31, 2022

Yves GUILLEMOT

Chairman and Chief Executive Officer/Director

61 years old
French
1st appointment (director)
02/28/88
End of current term
2024 General Meeting

Number of shares at 03/31/22
990,627
Number of terms of office (directors/members of the Supervisory Board of listed companies): 1
Ubisoft Entertainment SA

OTHER APPOINTMENTS AND ROLES

CURRENT POSITIONS **WITHIN** THE UBISOFT GROUP AS AT 03/31/22

FRANCE

President of Ubisoft Annecy SAS, Ubisoft Production Internationale SAS, Ubisoft International SAS, Ubisoft Paris SAS, Ubisoft Montpellier SAS, Ubisoft France SAS, Ubisoft EMEA SAS, Nadéo SAS, Owlient SAS, Ubisoft Motion Pictures Rabbids SAS, Ubisoft Création SAS, Ivory Tower SAS, Ubisoft Bordeaux SAS, 1492 Studio SAS, Green Panda Games SAS, Puzzle Games Factory SAS, Solitaire Games Studio SAS
General Manager of Ubisoft Motion Pictures SARL, Ubisoft Mobile Games SARL, Ubisoft Paris - Mobile SARL

ABROAD

General Manager of Ubisoft Blue Byte GmbH (Germany), Ubisoft GmbH (Germany), Kolibri Games GmbH (Germany), Ubisoft Studios Srl (Italy), Ubisoft EooD (Bulgaria), Ubisoft Sarl (Morocco), Blue Mammoth Games LLC (United States), i3D.net LLC (United States)
CEO and Director of Ubisoft Emirates FZ LLC (United Arab Emirates)
Director of Ubisoft Pty Ltd (Australia), Ubisoft SA (Spain), Ubi Studios SL (Spain), Ubisoft Ltd (United Kingdom), Ubisoft Reflections Ltd (United Kingdom), Hyper Beats Ltd (United Kingdom), Future Games of London Ltd (United Kingdom), Ubisoft Ltd (Hong Kong), Ubisoft SpA (Italy), Ubisoft KK (Japan), Ubisoft Osaka KK (Japan), RedLynx OY (Finland), Ubisoft BV (Netherlands), BMG Europe BV (Netherlands), i3D.net BV (Netherlands), SmartDC BV (Netherlands), Ubisoft Srl (Romania), Ubisoft Entertainment Sweden AB (Sweden), Ubisoft Fastigheter AB (Sweden), Ubisoft Barcelona Mobile SL (Spain), Ubisoft DOO Beograd (Serbia)
President and Director of Ubisoft Entertainment Inc. (Canada), Hybride Technologies Inc. (Canada), Ubisoft Toronto Inc. (Canada), Ubisoft Music Publishing Inc. (Canada), Ubisoft Winnipeg Inc. (Canada), Ubisoft Nordic A/S (Denmark), Ubisoft CRC Ltd (United Kingdom), Ubisoft Entertainment India Private Ltd (India), Red Storm Entertainment Inc. (United States)
Executive Director of Shanghai Ubi Computer Software Co., Ltd. (China), Chengdu Ubi Computer Software Co., Ltd. (China)
Chief Executive Officer and Director of Ubisoft Singapore Pte Ltd (Singapore)
Vice-President and Director of Ubisoft Inc. (United States)
Chairman and CEO of Ubisoft Vietnam Company Limited (Vietnam)

BIOGRAPHY

Fresh out of business school, Yves Guillemot and his four brothers embarked on an adventure in the nascent video game industry and founded Ubisoft in 1986. Early on, they understood that creating original content in-house and developing proprietary brands would be key to Ubisoft's success. Originating from the word "ubiquity," Ubisoft immediately announced its intention to be present with all players worldwide. Yves Guillemot was appointed Chairman by his brothers. He established Ubisoft's strategy of using ground-breaking technologies or changing habits to innovate, create brands and capture market share. With a strong focus on organic growth, he developed an organization recognized for its top-ranking talents and collaborative approach.
For more than 35 years, Yves has been supporting Ubisoft's growth in a constantly evolving industry. Under his leadership, Ubisoft's passionate teams have been able to make the most of technological breakthroughs to innovate and reinforce player commitment. His extensive professional experience is highly valued by international groups such as Andromède, where he sits on the Board.
Yves Guillemot was named Entrepreneur of the Year by Ernst & Young in 2009 and 2018, and Glassdoor elected him one of the Top 2 most esteemed CEOs in France in 2018. In March 2020, at the Pegase awards (French academy of video game arts and technique), he received a Prize of Honor in recognition of his entire career.

EXPERTISE BROUGHT TO THE BOARD OF DIRECTORS

- Video game industry
- International strategy and innovation
- Finance
- Governance and management

OTHER APPOINTMENTS AND ROLES

CURRENT POSITIONS **OUTSIDE** THE UBISOFT GROUP AS AT 03/31/22

FRANCE

Director of AMA SA, Andromède SAS
Deputy Chief Executive Officer of Guillemot Corporation SA (*)
Chief Executive Officer of Guillemot Brothers SAS

ABROAD

Director and Deputy Chief Executive Officer of Guillemot Brothers Ltd (United Kingdom)
Director of Playwing Ltd (United Kingdom), AMA Corporation PLC (*) (United Kingdom)
Director of Guillemot Ltd (United Kingdom), Guillemot Inc. (United States), Guillemot Inc. (Canada)

EXPIRED POSITIONS **WITHIN** THE UBISOFT GROUP (LAST 5 FINANCIAL YEARS)

FRANCE

General Manager of Ubisoft Learning & Development SARL, Script Movie SARL, Ivory Art & Design SARL
President of Ubisoft Motion Pictures Assassin's Creed SAS, Ubisoft Motion Pictures Splinter Cell SAS, Krysalide SAS

ABROAD

General Manager of Ubisoft Entertainment SARL (Luxembourg), Dev Team LLC (United States)
Director of Performance Group BV (Netherlands), SmartDC Holding BV (Netherlands), SmartDC Heerlen BV (Netherlands)
President and Director of Ubi Games SA (Switzerland), Ubisoft L.A. Inc. (United States), Script Movie Inc. (United States)
President of Dev Team LLC (United States)

EXPIRED POSITIONS **OUTSIDE** THE UBISOFT GROUP (LAST 5 FINANCIAL YEARS)

FRANCE

Member of the Supervisory Board of Lagardère SCA (*)
Director of Rémy Cointreau SA (*)

ABROAD

N/A

(*) Listed company

Claude GUILLEMOT

Deputy Chief Executive Officer in charge of operations/Director

65 years old
French
1st appointment (director)
02/28/88
End of current term
2024 General Meeting

Number of shares at 03/31/22
754,776
Number of terms of office (directors/members of the Supervisory Board of listed companies): 2
Ubisoft Entertainment SA
Guillemot Corporation SA

OTHER APPOINTMENTS AND ROLES

CURRENT POSITIONS **WITHIN** THE UBISOFT GROUP AS AT 03/31/22

FRANCE
N/A

ABROAD
Director of Ubisoft Nordic A/S (Denmark), Ubisoft Emirates FZ LLC (United Arab Emirates)
Alternate Director of RedLynx OY (Finland), Ubisoft Entertainment Sweden AB (Sweden), Ubisoft Fastigheter AB (Sweden)

CURRENT POSITIONS **OUTSIDE** THE UBISOFT GROUP AS AT 03/31/22

FRANCE
Chairman and Chief Executive Officer and Director of Guillemot Corporation SA (*)
President of Hercules Thrustmaster SAS, Guillemot Innovation Labs SAS
Chief Executive Officer of Guillemot Brothers SAS
Director of AMA SA

ABROAD
President and Director of Guillemot Inc. (Canada), Guillemot Recherche & Développement Inc. (Canada), Guillemot Inc. (United States)
Director and Deputy Chief Executive Officer of Guillemot Brothers Ltd (United Kingdom)
Executive Director of Guillemot Electronic Technology (Shanghai) Co., Ltd. (China)
Director of Guillemot SA (Belgium), Guillemot Ltd (United Kingdom), Guillemot Corporation (HK) Ltd (Hong Kong), Guillemot Srl (Italy), Guillemot Romania Srl (Romania), Guillemot Spain SL (Spain)
Director of Playwing Ltd (United Kingdom), AMA Corporation (*) PLC (United Kingdom)
General manager of Guillemot GmbH (Germany)

EXPIRED POSITIONS **WITHIN** THE UBISOFT GROUP (LAST 5 FINANCIAL YEARS)

FRANCE
N/A

ABROAD
N/A

EXPIRED POSITIONS **OUTSIDE** THE UBISOFT GROUP (LAST 5 FINANCIAL YEARS)

FRANCE
N/A

ABROAD
N/A

BIOGRAPHY

Claude Guillemot is the Chairman and Chief Executive Officer of Guillemot Corporation, which specializes in audio solutions under the Hercules brand and gaming accessories for PC, mobiles, and consoles under the Thrustmaster brand. Since 1997, he has been in charge of the development of the Company that now markets these products in more than 140 countries, with the backing of several R&D, commercial and logistics centers in Europe, Canada and China.
Claude Guillemot co-founded Ubisoft in 1986. He sits on Ubisoft's Board of directors and is Deputy Chief Executive Officer in charge of operations. He provides entrepreneurial spirit to the Board of directors of Ubisoft, as well as his international experience of Asia, where he lived, and his in-depth knowledge of gaming technologies for PCs, consoles and accessories.
Claude Guillemot holds a Master's Degree in Economic Science from Rennes 1 University (France) and an Industrial Computing Certificate from ICAM (Lille, France).

EXPERTISE BROUGHT TO THE BOARD OF DIRECTORS

- Hardware technologies
- International development

(*) Listed company

Michel GUILLEMOT

Deputy Chief Executive Officer in charge of development, strategy and finance/Director

63 years old
French

1st appointment (director)
02/28/88

End of current term
2025 General Meeting

Number of shares at 03/31/22
505,325

Number of terms of office (directors/members of the Supervisory Board of listed companies): 2
Ubisoft Entertainment SA
Guillemot Corporation SA

OTHER APPOINTMENTS AND ROLES

CURRENT POSITIONS **WITHIN** THE UBISOFT GROUP AS AT 03/31/22

FRANCE
N/A

ABROAD
N/A

CURRENT POSITIONS **OUTSIDE** THE UBISOFT GROUP AS AT 03/31/22

FRANCE
Deputy Chief Executive Officer and Director of Guillemot Corporation SA (*)
Chief Executive Officer of Guillemot Brothers SAS
Director of AMA SA

ABROAD
Director and Deputy Chief Executive Officer of Guillemot Brothers Ltd (United Kingdom)
Director of Playwing Ltd (United Kingdom), Artificial Intelligence Research Lab Ltd (United Kingdom), AMA Corporation PLC (*) (United Kingdom)
President and Director of Ariann Finance Inc. (Canada), Divertissements Playwing Inc. (Canada), Laboratoire de recherche sur l'intelligence artificielle (AIRLAB) Inc. (Canada)
Director of Guillemot SA (Belgium), Guillemot Ltd (United Kingdom), Guillemot Inc. (United States), Guillemot Inc. (Canada), Playwing Ltd (Bulgaria)

EXPIRED POSITIONS **WITHIN** THE UBISOFT GROUP (LAST 5 FINANCIAL YEARS)

FRANCE
N/A

ABROAD
N/A

EXPIRED POSITIONS **OUTSIDE** THE UBISOFT GROUP (LAST 5 FINANCIAL YEARS)

FRANCE
N/A

ABROAD
N/A

BIOGRAPHY

With a passion for information technology, Michel Guillemot created Guillemot International Software in 1984. At the time, the Company was positioned in a niche segment – the distribution and import of video games – in which it rapidly became the French leader.
In 1986, Michel Guillemot co-founded Ubisoft with his brothers. In charge of the creation of Ubisoft's studios, he took part in the Company's first major production: Rayman. He then co-founded Gameloft, which he steered toward the development of mobile games and managed from 2001 to 2016. Under his leadership, Gameloft experienced strong growth and became a major player in the global market. Michel Guillemot is now developing new companies specializing in artificial intelligence (AI).
He is a member of the Board of directors of Ubisoft and Deputy Chief Executive Officer of development, strategy and finance. He brings to the Board of directors his in-depth knowledge of mobile games and the mechanisms to attract and engage a mass-market audience, as well as his expertise in all AI aspects.
He graduated from EDHEC business school and holds a degree (DECS) in accounting.

EXPERTISE BROUGHT TO THE BOARD OF DIRECTORS

- IT
- Video game industry
- Mobile industry
- Finance

(*) Listed company

Gérard GUILLEMOT

Deputy Chief Executive Officer in charge of publishing/Director
CEO of Ubisoft's cinema and television business
Member of the CSR Committee

60 years old
French-American

1st appointment (director)
02/28/88

End of current term
2024 General Meeting

Number of shares at 03/31/22
462,201

Number of terms of office (directors/members of the Supervisory Board of listed companies): 2
Ubisoft Entertainment SA
Guillemot Corporation SA

OTHER APPOINTMENTS AND ROLES

CURRENT POSITIONS **WITHIN** THE UBISOFT GROUP AS AT 03/31/22

FRANCE
N/A

ABROAD
President and Director of Ubisoft L.A. Inc. (United States), Script Movie Inc. (United States)

CURRENT POSITIONS **OUTSIDE** THE UBISOFT GROUP AS AT 03/31/22

FRANCE
Deputy Chief Executive Officer and Director of Guillemot Corporation SA (*)
Chief Executive Officer of Guillemot Brothers SAS
Director of AMA SA

ABROAD
President of Longtail Studios Inc. (United States), Longtail Studios Halifax Inc. (Canada), Longtail Studios PEI Inc. (Canada)
Director and Deputy Chief Executive Officer of Guillemot Brothers Ltd (United Kingdom)
Director of Playwing Ltd (United Kingdom), AMA Corporation PLC (*) (United Kingdom)
Director of Guillemot Ltd (United Kingdom), Guillemot Inc. (United States), Guillemot Inc. (Canada)

EXPIRED POSITIONS **WITHIN** THE UBISOFT GROUP (LAST 5 FINANCIAL YEARS)

FRANCE
N/A

ABROAD
Vice-President of DevTeam LLC (United States)

EXPIRED POSITIONS **OUTSIDE** THE UBISOFT GROUP (LAST 5 FINANCIAL YEARS)

FRANCE
N/A

ABROAD
N/A

BIOGRAPHY

Gérard Guillemot is the founder, Chairman and Chief Executive Officer of Longtail Studios, a company producing video games for family audiences. In 2000, he founded Gameloft, which was then a pioneer in the development of online games. Gérard Guillemot founded Ubisoft with his brothers in 1986, being in charge of editorial content and the production teams. He plays an active role in the strategy of the creation of original brands. The holding of proprietary franchises is now a distinctive pillar of the Group's strategy, providing long-term visibility and security to shareholders. Gérard Guillemot also supported the expansion of Ubisoft in North America.
He is now at the helm of Ubisoft's Film &Television division. He also sits on the Board of directors and is Deputy Chief Executive Officer in charge of publishing. Deeply rooted in the United States and with a keen interest in the dynamics of social media and online community management, he brings to the Board his understanding of these essential aspects for the success of video games.
Gérard Guillemot took on the presidency of the CSR Committee from its creation until April 6, 2021.
He is a graduate of the EDHEC business school and has been living in the United States for around fifteen years.

EXPERTISE BROUGHT TO THE BOARD OF DIRECTORS

- Publishing
- Content creation
- Talent recruitment and management
- Corporate social responsibility

(*) Listed company

Christian GUILLEMOT

Deputy Chief Executive Officer in charge of administration/Director

56 years old
French

1st appointment (director)
02/28/88

End of current term
2025 General Meeting

Number of shares at 03/31/22
68,493

Number of terms of office (directors/members of the Supervisory Board of listed companies): 2
Ubisoft Entertainment SA
Guillemot Corporation SA

OTHER APPOINTMENTS AND ROLES

CURRENT POSITIONS **WITHIN** THE UBISOFT GROUP AS AT 03/31/22

FRANCE
N/A

ABROAD
Director of Ubisoft Nordic A/S (Denmark)

CURRENT POSITIONS **OUTSIDE** THE UBISOFT GROUP AS AT 03/31/22

FRANCE
Chairman and Chief Executive Officer and Director of AMA SA
President of Guillemot Brothers SAS, AMA Opérations SAS, AMA Research and Development SAS
Deputy Chief Executive Officer and Director of Guillemot Corporation SA (*)
General Manager of Guillemot Administration et Logistique SARL

ABROAD
Chairman and Chief Executive Officer and Director of AMA L'Œil de l'Expert Inc. (Canada)
Chairman and Chief Executive Officer and Director of Guillemot Brothers Ltd (United Kingdom), AMA Xperteye Inc. (United States), AMA Corporation PLC (*) (United Kingdom)
President and Director of Playwing Ltd (United Kingdom)
President and Director of Playwing Entertainment SL (Spain)
Director of AMA Xperteye Ltd (United Kingdom), AMA Xperteye Limited (Hong Kong), AMA Xperteye KK (Japan)
Executive Director of AMA (Shanghai) Co., Ltd (China)
Director of Laboratoire de recherche sur l'intelligence artificielle (AIRLAB) Inc. (Canada), AMA Xperteye Srl (Romania), AMA Xperteye S.R.L (Italy), Guillemot SA (Belgium), Guillemot Inc. (Canada), Guillemot Recherche & Développement Inc. (Canada), Guillemot Inc. (United States), Guillemot Ltd (United Kingdom), Guillemot Corporation (HK) Ltd (Hong Kong)
President of AMA Xperteye SL (Spain)
General Manager of AMA Xpert Eye GmbH (Germany)

EXPIRED POSITIONS **WITHIN** THE UBISOFT GROUP (LAST 5 FINANCIAL YEARS)

FRANCE
N/A

ABROAD
N/A

BIOGRAPHY

Christian Guillemot is CEO of AMA Corporation Plc, a group he co-founded with his brothers in 2004. The AMA group is one of the world leaders in new uses in the fields of telehealth and remote help using connected eyeglasses.
With a passion for innovation, entrepreneurship and new technologies, Christian Guillemot is actively involved in the creation of French Tech digital accelerators. He is also Chairman and Chief Executive Officer of Guillemot Brothers Ltd, the family holding company of the Guillemot group.
Christian Guillemot co-founded Ubisoft in 1986 with his brothers. He is a member of the Board of directors and Deputy Chief Executive Officer in charge of administration. He has overseen the creation, consolidation and integration of Ubisoft's international subsidiaries and played a key role in the Company's stock market listing and in the Group's defense strategies in this regard. With his in-depth knowledge of new technological uses and his expertise in finance, accounting and legal matters, he is an essential voice on the Board of directors.
Christian Guillemot is a graduate of the European Business School.

EXPERTISE BROUGHT TO THE BOARD OF DIRECTORS

- Administration
- Finance and stock market transactions

OTHER APPOINTMENTS AND ROLES

EXPIRED POSITIONS **OUTSIDE** THE UBISOFT GROUP (LAST 5 FINANCIAL YEARS)

FRANCE

President of SAS du Corps de Garde
Liquidator of SAS du Corps de Garde

ABROAD

President of Playwing Srl (Romania)

(*) Listed company

Didier CRESPEL

Independent lead director
Member of the Audit Committee

60 years old
French

1st appointment (director)
11/20/13

End of current term
2023 General Meeting

Number of shares at 03/31/22
320

Number of terms of office (directors/members of the Supervisory Board of listed companies): 1
Ubisoft Entertainment SA

OTHER APPOINTMENTS AND ROLES

CURRENT POSITIONS **WITHIN** THE UBISOFT GROUP AS AT 03/31/22

FRANCE
N/A

ABROAD
N/A

CURRENT POSITIONS **OUTSIDE** THE UBISOFT GROUP AS AT 03/31/22

FRANCE
General Manager of Crespel & Associates SARL
President of Mecamen SAS, AMPM SAS, AMS SAS

ABROAD
President of Mecamen Polska spzoo (Poland)

EXPIRED POSITIONS **WITHIN** THE UBISOFT GROUP (LAST 5 FINANCIAL YEARS)

FRANCE
N/A

ABROAD
N/A

EXPIRED POSITIONS **OUTSIDE** THE UBISOFT GROUP (LAST 5 FINANCIAL YEARS)

FRANCE
N/A

ABROAD
N/A

BIOGRAPHY

Didier Crespel has over 30 years of experience as a senior financial manager and entrepreneur. He is the President of Crespel & Associates – a consulting firm he founded in 2013 – that specializes in business strategy and equity investment. He is also the majority shareholder and President of Mecamen, an industrial group.
From 2000 to 2012, Didier Crespel was the CEO of Shapers, an international subsidiary of the Arkk Group listed on the Tokyo Stock Exchange. He contributed to the Group's compliance by implementing the J-SOX regulations. From 1984 to 2000, he served as Chief Financial Officer and then Chief Executive Officer of Valeo's German subsidiary, where he supervised financial transactions, as well as several major mergers and acquisitions.
Didier Crespel has been sitting on Ubisoft's Board of directors as an independent director since 2013. He sits on the Audit Committee, which he chaired until May 2018. His in-depth knowledge of finance and the Company's strategy is a precious asset to help Ubisoft seize new opportunities that arise. The Board of directors also benefits from his entrepreneurial mindset and international experience to support the Company's diversification strategy and identify new opportunities.
Didier Crespel is a graduate of the EDHEC Business School.

EXPERTISE BROUGHT TO THE BOARD OF DIRECTORS

- Finance
- International experience
- Strategy/Entrepreneurship
- Mergers & Acquisitions

Laurence HUBERT-MOY

Independent director
President of the Nomination, Compensation and Governance Committee
Member of the Audit Committee

60 years old
French

1st appointment (director)
06/27/13

End of current term
2025 General Meeting

Number of shares at 03/31/22
414

Number of terms of office (directors/members of the Supervisory Board of listed companies): 1
Ubisoft Entertainment SA

OTHER APPOINTMENTS AND ROLES

CURRENT POSITIONS **WITHIN** THE UBISOFT GROUP AS AT 03/31/22

FRANCE
N/A

ABROAD
N/A

CURRENT POSITIONS **OUTSIDE** THE UBISOFT GROUP AS AT 03/31/22

FRANCE
Professor at the University of Rennes
Member of the Scientific Programs Committee of the CNES (French National Center for Space Studies)
Scientific Director of the ENVAM Digital Campus

ABROAD
N/A

EXPIRED POSITIONS **WITHIN** THE UBISOFT GROUP (LAST 5 FINANCIAL YEARS)

FRANCE
N/A

ABROAD
N/A

EXPIRED POSITIONS **OUTSIDE** THE UBISOFT GROUP (LAST 5 FINANCIAL YEARS)

FRANCE
N/A

ABROAD
N/A

BIOGRAPHY

Laurence Hubert-Moy is a Professor at the University of Rennes. A member of the Scientific Programs Committee of the French Space Agency (Agence Spatiale Française) since 2019 and of the French Air and Space Academy (Académie de l'Air et de l'Espace) since 2018, she chaired the Scientific Earth Sciences Committee of the CNES (the French National Center of Space Studies) between 2013 and 2019. She is also the Scientific Manager of the ENVAM Digital Campus, a French consortium of three universities and schools. From 2017 to 2020, she was a partner in the creation and development of Kermap, a company that offers services to land development professionals based on the use of airborne and space data. In her current research focusing on the processing of large datasets, she collaborates with scientists based in several European countries and in India.
Laurence Hubert-Moy has sat on Ubisoft's Board of directors as an independent member since 2013. She chairs the Nomination, Compensation and Governance Committee and is a member of the Audit Committee. Her scientific research and her interest in big data analysis put R&D, innovation and the construction of open worlds at the heart of the agenda of Ubisoft's Board of directors.
Laurence Hubert-Moy holds a Ph.D. and completed post-doctorate studies at Boston University. She also holds a certificate in business administration from the IFA-Sciences Po Paris.

EXPERTISE BROUGHT TO THE BOARD OF DIRECTORS

- Technology and digital
- Modeling of environmental risks
- Governance and strategic planning

Florence NAVINER

Independent director
President of the Audit Committee

59 years old
French
1st appointment (director)
09/29/16
End of current term
2024 General Meeting

Number of shares at 03/31/22
315
Number of terms of office (directors/members of the Supervisory Board of listed companies): 1
Ubisoft Entertainment SA

OTHER APPOINTMENTS AND ROLES

CURRENT POSITIONS **WITHIN** THE UBISOFT GROUP AS AT 03/31/22

FRANCE
N/A

ABROAD
N/A

CURRENT POSITIONS **OUTSIDE** THE UBISOFT GROUP AS AT 03/31/22

FRANCE
N/A

ABROAD
Chief Financial Officer and Director of Upfield Group BV (Netherlands)

EXPIRED POSITIONS **WITHIN** THE UBISOFT GROUP (LAST 5 FINANCIAL YEARS)

FRANCE
N/A

ABROAD
N/A

EXPIRED POSITIONS **OUTSIDE** THE UBISOFT GROUP (LAST 5 FINANCIAL YEARS)

FRANCE
N/A

ABROAD
Chief Financial Officer and Senior Vice-President of Mars Wrigley Confectionery (United States)

BIOGRAPHY

Following a long career at Mars Incorporated, which she joined in 1992, Florence Naviner has been Chief Financial Officer of Upfield, the global leader in vegetable fats and plant-based cheese, since September 2020. Upfield was founded in July 2017 from the disposal of Unilever's former Margarine division to investment fund KKR, and is in a unique position to meet the needs of consumers who are increasingly concerned about the impact of their diet. She is involved in all the Group's finance activities, IT services and acquisition operations. Her previous role was as CFO at Mars Wrigley Confectionery, one of the US multinational's divisions. She brings to Ubisoft more than 30 years of experience in financial and strategic departments within leading consumer goods.
After several years as Vice-President of Mars Financial Services, where she rolled out a shared financial services center for Mars Inc, and then as Chief Financial Officer for Wrigley, she played an active role in the global integration of Mars Chocolate and Wrigley. In 2017, she became Chief Financial Officer of the new entity, Mars Wrigley Confectionery. In this position, she managed the global finance team and co-steered the implementation of the strategy and operations of the global confectionery leader.
Florence Naviner also has solid international experience, gained from her positions as Chief Financial Officer for Mars Petcare in Europe, VP Finance for Mars in China (2006-2008), and VP Finance for Mars Petcare in the United States (2008-2011). She drove business turnarounds, managed cost competitiveness programs and oversaw the creation of synergies in post-acquisition periods. She started her career at Arthur Andersen in Paris in 1985.
Florence Naviner is a member of the Audit Committee, which she has chaired since May 18, 2018.
She graduated from HEC Business School in Paris and has a DESCF degree in accounting.

EXPERTISE BROUGHT TO THE BOARD OF DIRECTORS

- International experience
- Accounting and financial techniques
- Acquisitions, integration processes
- Strategic planning and development processes

Corinne FERNANDEZ-HANDELSMAN

Independent director
Member of the Nomination, Compensation and Governance Committee
President of the Corporate Social Responsibility Committee

60 years old
French
1st appointment (director)
09/22/17
End of current term
2023 General Meeting

Number of shares at 03/31/22
190
Number of terms of office (directors/members of the Supervisory Board of listed companies): 1
Ubisoft Entertainment SA

OTHER APPOINTMENTS AND ROLES

CURRENT POSITIONS **WITHIN** THE UBISOFT GROUP AS AT 03/31/22

FRANCE
N/A

ABROAD
N/A

CURRENT POSITIONS **OUTSIDE** THE UBISOFT GROUP AS AT 03/31/22

FRANCE
Partner and Industrial & Technology Practice Leader of Cabinet Progress

ABROAD
N/A

EXPIRED POSITIONS **WITHIN** THE UBISOFT GROUP (LAST 5 FINANCIAL YEARS)

FRANCE
N/A

ABROAD
N/A

EXPIRED POSITIONS **OUTSIDE** THE UBISOFT GROUP (LAST 5 FINANCIAL YEARS)

FRANCE
Director of Coheris SA (*)

ABROAD
Director of IIC Partners

BIOGRAPHY

Corinne Fernandez-Handelsman is currently Industrial & Technology Practice Leader, Partner at Progress, specializing in senior executive recruitment. Progress is a member of IIC Partners' international network, which brings together independent, market-leading recruitment agencies. For several years, Corinne Fernandez-Handelsman managed the network's Technology, Digital Media and Telecommunications Practice.
She brings Ubisoft her expertise in recruitment and valuable knowledge in sourcing, and attracting and retaining talent in the digital and technology sectors. She started her career at SNCF before joining the Boston Consulting Group as a consultant in 1986. In 1988, she joined GSI, a digital services company that was purchased by ATOS in 1997, where she held consecutive positions as Director of Marketing and Communications, Manager for business units, and Global Account Manager. She joined Progress in 1999.
Corinne Fernandez-Handelsman sits on the Nomination, Compensation and Governance Committee and on the Corporate Social Responsibility Committee. She is a graduate of HEC Paris.

EXPERTISE BROUGHT TO THE BOARD OF DIRECTORS

- Talent assessment, recruitment and development
- Management of an international headhunting network

(*) Listed company

Belén ESSIOUX-TRUJILLO

Independent director
Member of the Nomination, Compensation and Governance Committee (since 10/28/21)

56 years old
Spanish

1st appointment (director)
12/08/20

End of current term
2023 General Meeting

Number of shares at 03/31/22
235

Number of terms of office (directors/members of the Supervisory Board of listed companies): 1
Ubisoft Entertainment SA

OTHER APPOINTMENTS AND ROLES

CURRENT POSITIONS **WITHIN** THE UBISOFT GROUP AS AT 03/31/22

FRANCE
N/A

ABROAD
N/A

CURRENT POSITIONS **OUTSIDE** THE UBISOFT GROUP AS AT 03/31/22

FRANCE
Director of Human Resources in the Professional Products division of L'Oréal

ABROAD
N/A

EXPIRED POSITIONS **WITHIN** THE UBISOFT GROUP (LAST 5 FINANCIAL YEARS)

FRANCE
N/A

ABROAD
N/A

EXPIRED POSITIONS **OUTSIDE** THE UBISOFT GROUP (LAST 5 FINANCIAL YEARS)

FRANCE
N/A

ABROAD
N/A

BIOGRAPHY

A Spanish national, holder of a master's degree in law (1989) and a graduate of the ICADE business school in Madrid, Belén Essioux-Trujillo started her career with the Boston Consulting Group (BCG), where she spent two years. Belén Essioux-Trujillo then held several key positions in the field of human resources in international companies: she headed up human resources for the European subsidiaries of the PSA group (1993-1998), she led career development at Valeo Thermique Habitacle (1999-2000), and at Danone (2000-2004) she held successive positions as Director of Human Resources Development in the Biscuits division and Group Director of International Mobility. She was also Director of Human Resources in the Hermes Industrial division (2005-2008) and then of Hermes Sellier (2008-2012). From 2012 to 2016, she was Director of Human Resources at Kering, a role which also made her a member of the Executive Committee. Since 2019, Belén Essioux-Trujillo has held the position of Director of Human Resources in the Professional Products division of L'Oréal.
Belén Essioux-Trujillo brings to the Ubisoft Board of directors her in-depth operating experience together with a vision honed at major international companies, helping to successfully grow their teams and talents as well as to transform their organizations. Her expertise and knowledgeable perspective on human resources will assist the Board of directors' thinking on these subjects, which are of major importance to Ubisoft.
Belén Essioux-Trujillo was appointed independent director on December 8, 2020 by way of co-option, replacing Virginie Haas, who resigned as a director, following her appointment as Ubisoft's Chief Studios Operating Officer.

EXPERTISE BROUGHT TO THE BOARD OF DIRECTORS

- Experience in large international groups
- Human resources management
- Organizational transformation process

John PARKES

Director representing employee shareholders

52 years old

French-English

1st appointment (director representing employee shareholders)
07/02/20

End of current term
2024 General Meeting

Number of shares at 03/31/22
185

Number of terms of office (directors/members of the Supervisory Board of listed companies): 1
Ubisoft Entertainment SA

OTHER APPOINTMENTS AND ROLES

CURRENT POSITIONS **WITHIN** THE UBISOFT GROUP AS AT 03/31/22

FRANCE
Managing Director of Ubisoft France

ABROAD
N/A

CURRENT POSITIONS **OUTSIDE** THE UBISOFT GROUP AS AT 03/31/22

FRANCE
N/A

ABROAD
N/A

EXPIRED POSITIONS **WITHIN** THE UBISOFT GROUP (LAST 5 FINANCIAL YEARS)

FRANCE
N/A

ABROAD
N/A

EXPIRED POSITIONS **OUTSIDE** THE UBISOFT GROUP (LAST 5 FINANCIAL YEARS)

FRANCE
N/A

ABROAD
N/A

BIOGRAPHY

Currently Managing Director of Ubisoft France, John Parkes has spent a large portion of his career at Ubisoft, which he joined in 2002 after serving as Brand Manager at Schweppes in Paris, and later Senior Key Account Manager at SC Johnson in London. He graduated from the HEC Business School in Paris and has a Science degree from the University of Bristol in the United Kingdom.
John Parkes first joined Ubisoft as Marketing Director UK in London, where he was in charge of UK marketing and brand development.
In 2005, he was appointed VP Marketing EMEA in Paris, where he was responsible for developing marketing strategies and the launch of the Ubisoft brand portfolio for the EMEA region. He managed a public relations/communications, digital marketing and brand marketing team.
In 2010, he was named Managing Director of Ubisoft France, responsible for commercial management and the development of sales, brands and Ubisoft communities on the French market. At the end of 2021, John Parkes joined the management team of the new Global Publishing structure as SVP Marketing Services & Consumer Experience. With his teams, he leads operational marketing strategy and execution and engagement for Ubisoft brands globally through communication, media, CRM, communities and customer relations.
With 19 years of commercial and marketing expertise in the gaming and entertainment industry, John Parkes notably brings an understanding of the market and associated opportunities to the Board of directors. As a Ubisoft employee and manager with in-depth knowledge of the Group, John Parkes also contributes an operational perspective of the Group's activities and organization.

EXPERTISE BROUGHT TO THE BOARD OF DIRECTORS

- Marketing and business strategy
- Product development and innovation
- In-depth knowledge of the industry
- Multi-cultural education and international experience

Lionel BOUCHET

Director representing employees
Member of the Corporate Social Responsibility Committee

48 years old
French

Election (director representing employees)
03/07/18

End of current term
2022 General Meeting

Number of shares at 03/31/22
148

Number of terms of office (directors/members of the Supervisory Board of listed companies): 1
Ubisoft Entertainment SA

OTHER APPOINTMENTS AND ROLES

CURRENT POSITIONS **WITHIN** THE UBISOFT GROUP AS AT 03/31/22

FRANCE
Technology Director at Ubisoft's French Studios

ABROAD
N/A

CURRENT POSITIONS **OUTSIDE** THE UBISOFT GROUP AS AT 03/31/22

FRANCE
N/A

ABROAD
N/A

EXPIRED POSITIONS **WITHIN** THE UBISOFT GROUP (LAST 5 FINANCIAL YEARS)

FRANCE
N/A

ABROAD
N/A

EXPIRED POSITIONS **OUTSIDE** THE UBISOFT GROUP (LAST 5 FINANCIAL YEARS)

FRANCE
N/A

ABROAD
N/A

BIOGRAPHY

Lionel Bouchet sits on the Board of directors as a director representing employees.
Currently Technology Director at the Group's headquarters, he has worked at Ubisoft since the start of his career in 1996. He first worked as a programmer on POD, the very first racing game developed by Ubisoft, and then on several Formula 1 games. Since 2005, he has been focusing on ramping up the successful franchise Ghost Recon, becoming head of the development of the brand's engine and production pipeline, an ambitious project co-developed in France by three studios: Ubisoft Paris, Ubisoft Montpellier and Ubisoft Bordeaux. With over 20 years of experience in French production studios, he is able to identify all of the challenges facing the production teams, with a particular focus on technological issues.
As a Ubisoft employee with thorough understanding of the Group, Lionel provides the Board of directors with an operational perspective on the Group's entities.
He sits on the Corporate Social Responsibility Committee.
Lionel Bouchet holds a Computer Engineering degree from EERIE in Nimes.

EXPERTISE BROUGHT TO THE BOARD OF DIRECTORS

- Video game production
- Video game technical development pipeline
- General IT

Anne WÜBBENHORST

Director representing employees

33 years old

German

Election (director representing employees)
12/16/20

End of current term
2024 General Meeting

Number of shares at 03/31/22
222

Number of terms of office (directors/members of the Supervisory Board of listed companies): 1
Ubisoft Entertainment SA

OTHER APPOINTMENTS AND ROLES

CURRENT POSITIONS **WITHIN** THE UBISOFT GROUP AS AT 03/31/22

FRANCE

Senior Gameplay Programmer at Ubisoft's Paris Studio

ABROAD

N/A

CURRENT POSITIONS **OUTSIDE** THE UBISOFT GROUP AS AT 03/31/22

FRANCE

N/A

ABROAD

N/A

EXPIRED POSITIONS **WITHIN** THE UBISOFT GROUP (LAST 5 FINANCIAL YEARS)

FRANCE

N/A

ABROAD

N/A

EXPIRED POSITIONS **OUTSIDE** THE UBISOFT GROUP (LAST 5 FINANCIAL YEARS)

FRANCE

N/A

ABROAD

N/A

BIOGRAPHY

Currently Senior Gameplay Programmer at Ubisoft's Paris Studio, Anne joined Ubisoft in 2014, after starting her career at Ninja Kiwi, a publisher of online and mobile games, based in Scotland and New Zealand.
Anne started her Ubisoft career as a member of the Just Dance team, where she spent five years working on that same number of versions of the game, and contributed to its success by introducing major innovations to the brand.
Following this valuable experience, Anne joined Ghost Recon's Artificial Intelligence Gameplay team as Senior Gameplay Programmer.
Passionate about innovation and new technologies, Anne brings to the Board an outlook that reflects the spirit and aspirations of young generations, together with her in-depth understanding of game production processes.

EXPERTISE BROUGHT TO THE BOARD OF DIRECTORS

- Video game production
- Experience in game programming (specialty Artificial Intelligence)
- Outlook of younger generations

4.1.1.3 Changes in the Board of directors and its committees during the financial year

Board of directors		
Appointment [1]	**Term of office ended**	**Renewal**
N/A	N/A	Claude Guillemot (2021 General Meeting) [2] Michel Guillemot (2021 General Meeting) [2] Christian Guillemot (2021 General Meeting) [2] Didier Crespel (2021 General Meeting) [2] Laurence Hubert-Moy (2021 General Meeting) [2]
Audit Committee		
Appointment	**Term of office ended**	**Renewal**
N/A	N/A	Didier Crespel (07/01/21) [3] [4] Laurence Hubert-Moy (07/01/21) [5]
NCGC		
Appointment	**Term of office ended**	**Renewal**
Belén Essioux-Trujillo (10/28/21)	N/A	Laurence Hubert-Moy (07/01/21) [5]
CSR Committee		
Appointment	**Term of office ended**	**Renewal**
Corinne Fernandez-Handelsman (President) (04/07/21) [6]	Gérard Guillemot (04/06/21) (President) [6]	N/A

(1) Appointment of Belén Essioux-Trujillo by co-opting (Board meeting 12/08/20) ratified by the 2021 General Meeting pursuant to article L. 225-24 of the French commercial code
(2) Staggered renewal (see 4.1.2.3.1)
(3) Reappointment as lead director for the duration of his term of office as director
(4) Continuation of his position as a member of the Audit Committee following the renewal of his term of office as a director (2021 General Meeting)
(5) Continuation of her position as a member of the Audit Committee and member and President of the NCGC following the renewal of her term of office as a director (2021 General Meeting)
(6) Appointment as President of the CSR Committee to replace Gérard Guillemot

4.1.1.4 Composition of the Board of directors (post-2022 General Meeting)

At the 2022 General Meeting, shareholders will be asked to vote on the appointment of Claude France as an independent director (14th resolution) (see 8.2.1). Her biography is provided below:

Claude FRANCE
Independent director

58 years old
French
1st appointment (director)
07/05/22
End of current term
2025 General Meeting

Number of shares at 03/31/22: 0
Number of terms of office (directors/members of the Supervisory Board of listed companies): 0

OTHER APPOINTMENTS AND ROLES

CURRENT POSITIONS **WITHIN** THE UBISOFT GROUP AS AT 03/31/22

FRANCE
N/A

ABROAD
N/A

CURRENT POSITIONS **OUTSIDE** THE UBISOFT GROUP AS AT 03/31/22

FRANCE
Head of Mobility & e-Transactional Services (MTS) of Worldline Group
Managing Director of Worldline France
Permanent representative of Worldline SA, President of Worldline France SAS
Director of Ingenico Group SA, Santeos SA, Worldline Participation 1 SA

ABROAD
N/A

EXPIRED POSITIONS **WITHIN** THE UBISOFT GROUP
(LAST 5 FINANCIAL YEARS)

FRANCE
N/A

ABROAD
N/A

EXPIRED POSITIONS **OUTSIDE** THE UBISOFT GROUP
(LAST 5 FINANCIAL YEARS)

FRANCE
N/A

ABROAD
Director of Worldline NV/SA (Belgium)

BIOGRAPHY

A graduate of the Institut national polytechnique of Grenoble, Claude France began her career in the telecoms sector at Alcatel.
Claude then joined SEGIN group (1988-2003), where she held various operational and sales positions and was appointed Director of the Banking and Finance business unit.
In 2003, Claude joined Atos Worldline as Executive Vice-President following the merger of the two groups. She led integration projects in multiple countries before managing Worldline France's activities from 2011 and joining the Executive Committee of Worldline Group.
Claude is currently Managing Director of Worldline France, Head of Mobility & e-Transactional Services (MTS) of Worldline group and a member of the Board of directors of Ingenico Group SA..

EXPERTISE BROUGHT TO THE BOARD OF DIRECTORS

- Experience in large international groups
- Business transformation, marketing and strategy

Subject to the approval of this resolution, the Board of directors will be composed as follows:

14	54.55% (1)	45.45% (2)
DIRECTORS	INDEPENDENCE RATE OF DIRECTORS	RATE OF WOMEN

(1) Directors representing employees and employee shareholders are not taken into account, in accordance with the Afep-Medef Code

(2) Directors representing employees and employee shareholders are not taken into account, in accordance with articles L. 225-27-1, II and L. 225-23 of the French commercial code

4.1.2 GOVERNANCE ORGANIZATION

The articles of association provide that the Board includes directors appointed by the General Meeting and/or appointed by employees. The Board's internal rules supplement the legal and regulatory rules and those of the articles of association and specify its operating procedures, in line with the Afep-Medef Code.

The Board is constantly seeking optimal ways of operating the Company. The composition of the Board and its committees complies with the provisions on the balanced representation of women and men and the presence of independent directors. It takes into account the significant proportion of the capital held in concert by the Guillemot family in the Company's share capital as well as the statutory number of directors representing employees and/or employee shareholders.

4.1.2.1 Governance rules and principles

Ubisoft's corporate governance structure is suited to its specific needs, including the constant pursuit of progress. The activities of the various committees are coordinated by their respective President. Matters relating in particular to the strategy or effectiveness of governance are supervised by the G5 or the lead director, who may discuss such matters at meetings of the independent directors organized by him as deemed necessary (see 4.1.2.4.2).

Operational and functional activity is carried out by the members of the Executive Committee (see 4.1.2.2.3).

The relevance of this organization is regularly discussed within the Company's Board, building on the recommendations of the NCGC, taking into account comments on the matter that may have been made by independent directors (see 4.1.2.4.2), as well as during internal or external assessments (see 4.1.2.3.4), thereby providing the Board with the necessary elements to make any decisions related to its operation.

The operation of the Ubisoft group involves multiple decisions that must be taken at the right level of the organization, reserving the Board's involvement to those falling within its area of expertise, particularly in terms of financial policy, strategy and sustainable development in all its social, societal and environmental components.

Based on the recommendations of the NCGC, the Company's Board makes every effort to establish a governance structure that can meet the demands of the functions that are entrusted to it, while being able to meet the challenges specific to the Ubisoft group and following best market practices in this area.

As such, the Board believes that its current organization is adapted to the challenges facing the Group and that it has proven its worth, in particular during periods of instability caused by the Covid-19 crisis or following allegations of harassment and inappropriate behavior, as well as more recently with the situation in Ukraine. These events required both rapid responsiveness and the ability to manage complex situations, both in France and internationally, with consistency and resilience, while recreating/generating a climate of trust for both team members and stakeholders alike.

Corporate Governance Code

The Company refers to the Afep-Medef Code available on the AFEP website (www.afep.com).

In accordance with the provisions of article L. 22-10-10, 4° of the French commercial code, the following table indicates the Afep-Medef Code recommendations that were not taken into consideration by the Company and the reasons for this.

Provisions of the Afep-Medef Code	Explanation
10.2 Assessment of the Board of directors *"The assessment has three objectives: [...] assessing the actual contribution of each director to the work of the Board."*	The actual contribution of each director to the work of the Board was assessed during the triennial evaluation by an independent third party in March 2020 (see 4.1.2.3.4). These assessments gave rise to individual interviews with the Chairman and CEO during which the responses to the questionnaire were analyzed and discussed. In addition to the triennial assessments by an independent third party, the question of the skills and the individual contribution of the directors to the work of the Board and that of the committees, is assessed on an ongoing basis with a particular review when the terms of office as directors and committee members are renewed. The annual assessments carried out by the NCGC through a detailed questionnaire, which deals specifically with the functioning of the Board, allow the directors, if they so wish, to freely express their assessment of the individual contributions of other directors.
18.1 Composition (of the Committee in charge of compensation) *"It is recommended [...] that one of its members be an employee director."*	Directors representing employees take part in Board meetings where compensation is reviewed and discussed on the basis of the comprehensive reports prepared by the NCGC. The Board of directors is aware of the importance of the Group's employees' vision, and considers it important that they are represented on the CSR Committee. It is for this reason that Lionel Bouchet has been on the CSR Committee since its inception, and Anne Wübbenhorst was appointed as a member with effect at the end of the 2022 General Meeting.
26.1 Permanent information *"All of the executive corporate managing officers' compensation components, whether potential or vested, must be publicly disclosed immediately after the meeting of the Board approving the relevant decisions."*	The potential or vested components of compensation are not made public after a decision is made by the Board but are set out in section 4.2 of the Universal Registration Document on the compensation of corporate officers ("*Ex Post*" or "*Ex Ante*" vote).

Internal rules of the Board of directors

The internal rules of the Board of directors, in conjunction with and/or in addition to legal and regulatory provisions and those of the articles of association, intended in particular to specify details of the composition, organization and operation of the Board and its committees, were adopted during the meeting of the Board on July 27, 2004. The internal rules of the Board also constitute the directors' governance charter.

They are examined and updated at regular intervals by the Board – the most recent update was made on July 1, 2020.

The internal rules of the Audit Committee, the NCGC and the CSR Committee are appended to the Board's internal rules.

The internal rules of the Board, published on the Company's website, set all the principles, which, without being set up as strict rules, should guide the composition of the Board.

4.1.2.2 Executive Management and management bodies

The law:

- on the one hand, provides that the Board elect from among its members a Chairman, who is a natural person, who organizes and directs the work of the Board, on which he reports to the General Meeting and ensures the proper functioning of the Company's corporate bodies; and
- on the other hand, offers the Board the choice of entrusting the Executive Management of the Company to the Chairman of the Board of directors or to another natural person, director or not, bearing the title of Chief Executive Officer.

Yves Guillemot assumes the duties of Chairman of the Board of directors and Chief Executive Officer and was reappointed by the Board at the end of his term of office as director by the 2020 General Meeting. This choice is subject, at each renewal of the term of office of Yves Guillemot, to in-depth structured discussions by the independent directors during a meeting without the presence of the executive officers in particular.

In addition, in accordance with legal provisions and those of the articles of association, the Board may, based on a proposal by the Chief Executive Officer, appoint Deputy Chief Executive Officers, who are individuals, and who may or may not be directors, to assist the Chief Executive Officer; the maximum number of Deputy Chief Executive Officers is five.

Yves Guillemot is assisted in his duties as Chief Executive Officer by Claude Guillemot, Deputy Chief Executive Officer in charge of operations, Michel Guillemot, Deputy Chief Executive Officer in charge of development, strategy and finance, Gérard Guillemot, Deputy Chief Executive Officer in charge of publishing, and Christian Guillemot, Deputy Chief Executive Officer in charge of administration (the "**G5**").

Yves Guillemot is also assisted in his duties by the Executive Committee (see 4.1.2.2.3) responsible for monitoring the implementation of cross-functional policies giving rise to frequent and regular exchanges on major issues inherent to the Group's business.

4.1.2.2.1 Executive management procedures

The Afep-Medef Code states that:

> *"**3.1**: French law offers all joint-stock companies (French "SA") a choice between a single body format (Board of directors) and a dual structure (Management Board and Supervisory Board).*
> ***3.2**: In addition, companies with a Board of directors may choose to separate the functions of Chairman and Chief Executive Officer. The law does not favor either formula and allows the Board of directors to choose between the two forms of exercise of executive management. It is up to the Board to make and justify its decision".*

In this respect, the Board of the Company decided, following the renewal by the 2020 General Meeting of the term of office as a director of Yves Guillemot, to maintain the aggregation of the positions of Chairman of the Board of directors and Chief Executive Officer. The choice of this method of exercising Executive Management was also confirmed by the directors during the assessment of the Board and its committees, carried out by an independent third party in March 2020 (see 4.1.2.3.4).

In a constant effort to choose a method of governance to optimize the Group's economic and financial performance and to create the most favorable conditions for its long-term development, the Board believes that this method of Executive Management allows for flexible, responsive, and effective decision-making:

- on the one hand, by benefiting from the effectiveness of a decision-making circuit that has proven itself over time in line with the specificities of the Group, whose business sector requires rapid decision-making in a constantly evolving and particularly competitive international environment, while ensuring and strengthening the cohesion of the entire organization (strategy and operational function) and thus optimizing the decision-making process; and
- on the other hand, by promoting a close relationship between the shareholders and the Chairman and Chief Executive Officer, who is a single point of contact with an in-depth knowledge of the Group and its business lines and thus ensuring that the definition of the Group's strategy takes into account the expectations and interests of shareholders over the long term.

This method of organization of the Executive Management also ensures that the Board functions optimally and facilitates the Group's strategic orientations thanks to rapid decision-making and fluid communication between the Board and the management teams.

This structure is therefore lighter and more responsive, with a governance method that is more easily understood both internally and externally, with a single representative speaking with one voice to all stakeholders.

The aggregation of the positions of Chairman of the Board of directors and Chief Executive Officer is also in line with Ubisoft's governance tradition with regard to the specific nature of its share ownership structure, as well as respect of the rules of balanced governance through the implementation of a system of checks and balances that is constantly being strengthened:

- the presence since March 3, 2016 of an **independent lead director** in the person of Didier Crespel, with his own powers (see 4.1.2.4.2), whose main mission is to assist the Chairman and Chief Executive Officer in his relations with shareholders in matters of governance. The lead director's prerogatives include the possibility of bringing together the independent directors and the opportunity to propose, if necessary, to the Chairman of the Board of directors the addition of items to the agenda of the Board meetings, to request that a meeting be convened or, as the case may be, directly convene the Board on a given agenda whose importance or urgency would justify the holding of an extraordinary meeting of the Board;
- holding **independent directors' meeting(s)** without the presence of the executive corporate managing officers, at least once a year when convened by the lead director to discuss issues outside a plenary meeting of the Board (see 4.1.2.4.2).

A balanced organization through:

- **limitations** provided by the Board to the **powers of the Chief Executive Officer**.

The Board's internal rules state that the following are subject to prior authorization by the Board:

> *"Any significant transaction falling outside the announced strategy of the Company and/or the Group, as well as all strategic investment projects relating to external growth transactions likely to have a significant impact on the Group's profit or loss, the structure of its statement of financial position or its risk profile exceeding the powers of the Chief Executive Officer, i.e. any external investment transactions involving the acquisition of equity interests or assets in an amount greater than one hundred (100) million euros and not already approved by the Board of directors. The amount to be used is that of the enterprise value regardless of the terms of payment of the price (immediate or deferred, in cash or in securities, etc.) ".*

On May 11, 2022, the Board renewed the overall annual amount of €150 million granted to the Chairman and Chief Executive Officer in order to grant sureties, endorsements and guarantees, including commitments made by controlled companies within the meaning of II of article L. 233-16 of the French commercial code, notwithstanding the exemption offered in this regard by article L. 225-35 of said code:

- **the independence and powers of the Board and committees**
  Diversity policy for the composition of the Board (see 4.1.2.3.3) and in particular the presence of independent directors contributes to the balance of powers and thus allows the Board to fully exercise its oversight duties. The balance of powers is also ensured by the full involvement of directors in the work of the Board and the committees (the three committees are chaired by the independent directors). The open-ended review of the topics examined by the committees also allows the directors on the committees to go deeper into certain topics and stay in direct contact with Ubisoft group's teams;
- **the information** with full transparency provided to directors, who are kept regularly informed of all aspects relating to the Group's business and performance by Executive Management;
- the regular **interaction** between non-executive directors and key senior executives, in particular during presentations made to the Board, in Committee meetings or at strategic meetings (see 4.1.2.3.6).

4.1.2.2.2 G5/Deputy Chief Executive Officers

The Chief Executive Officer and the four Deputy Chief Executive Officers, the G5, as founding shareholders, have extensive knowledge of the Group. The G5 meets every two weeks for an update on strategic cross-cutting issues requiring their specific expertise in the areas of operations, development and strategy, publishing and finance, thereby assisting the Chief Executive Officer to perform his duties.

The complementary skills of the members of the G5 combined with the large family-owned stake (representing 15.42% of the share capital and 21.42% of voting rights at March 31, 2022), are a major asset for the future of the Group and provide long-term vision for management.

The G5 reports to the Board on a quarterly basis.

4.1.2.2.3 Executive Committee

The Executive Committee, of which each member makes proposals in terms of strategy and organization, brings together the operational and functional executive management bodies around the Chairman and Chief Executive Officer of Ubisoft, reflecting the complementarity of the Group's expertise. The Executive Committee implements policies and procedures that apply generally to the entire Group and are decided on by the Executive Management. It ensures the coordination between the various activities and/or projects of the Group by focusing on the operational management of Ubisoft's strategy in terms of objectives, progress and action plans as well as the human resources strategy.

As at May 11, 2022, the members of the Executive Committee are *(in alphabetical order)*:

Sandrine Caloiaro	F	Chief Portfolio Officer
Alain Corre	M	Chief Publishing Officer
Jean-Michel Detoc	M	Chief Mobile Officer
Laurent Detoc	M	Chief Direct to Player
Frédérick Duguet	M	Chief Corporate Finance Officer
Anika Grant	F	Chief People Officer
Yves Guillemot	M	Chairman and Chief Executive Officer
Caroline Jeanteur	F	Chief Purpose Officer
Igor Manceau	M	Chief Creative Officer
Cécile Russeil	F	Chief Legal Officer
Martin Schelling	M	Senior Vice President Production
Marie-Sophie de Waubert	F	Senior Vice President Studios Operations

Furthermore, in accordance with the provisions of article L. 22-10-10, 2° of the French commercial code and the Afep-Medef Code, which states that:

> *"**7.1**: On the proposal of Executive Management, the Board sets gender equality targets within the governing bodies. Executive Management presents the Board with a method for implementing the objectives, with an action plan and the timeframe within which these actions will be carried out. Executive Management informs the Board of the results obtained on an annual basis."*

The Executive Committee now has 12 members, compared with four previously, with a gender diversity rate of 41.67% - bearing in mind that the rate provided for in article L. 1142-11 of the French labor code, enacted by law no. 2021-1774 of December 24, 2021 (the "Rixain" Law) is 30% by FY26 and 40% by FY29.

The Board also regularly ensures, through work on this subject by the NCGC, that the executive corporate managing officers implement a policy of non-discrimination and diversity, in particular in terms of balanced representation on the governing bodies: information on the Ubisoft group's objectives and actions in terms of diversity and inclusion is presented in 5.4.2.

4.1.2.2.4 Succession plans

For the past financial year, the Board reviewed and/or monitored discussions relating to the short-term succession plan of Executive Management (G5), as reviewed and/or updated by the NCGC. The Board is also kept informed by the NCGC of the work carried out by an external consultant since November 2021 on the medium-term plan for the G5.

During the annual review of succession plans and, more specifically, when the terms of office as Chairman and CEO or Deputy CEO are renewed, the Board, in light of the diligence provided in this area by the NCGC, ensures the consistency of the succession plan for the G5, given the particular nature of its family share ownership and its composition, with the practices of the Group and the market. In this regard, it assesses the relevance of the proposals made in view of the composition of its management bodies, in keeping with the measures implemented to ensure the Group's continuity and efficiency at all levels.

In addition, the NCGC, as part of the monitoring of the Executive Committee's succession plan, verifies that the targets set in terms of gender balance are met (see 4.1.2.2.3) with regard to existing profiles. The Board of directors is also informed annually by the Executive Management of its discussions on the integration of new members on the Executive Committee and takes note of the results obtained in terms of gender equality.

4.1.2.3 The Board of directors and its committees

The rules and operating procedures of the Board are defined by law, the Company's articles of association and the Board's internal rules.

4.1.2.3.1 Rules governing the composition of the Board of directors

- **Number of directors:** According to the Company's articles of association, the Board of directors shall comprise at least three and no more than eighteen members, notwithstanding any derogation permitted by law. The directors representing employees and employee shareholders are not included in this calculation.
- **Method of appointment:** Over the life of the Company, the directors, except for those representing employees, are appointed or reappointed by the Ordinary General Meeting; however, in the event of a merger or demerger, the appointment may be made by the Extraordinary General Meeting held to deliberate on the operation concerned. Between two General Meetings, and in the event of a vacancy due to death or resignation, temporary appointments may be made by the Board; they are then submitted for ratification at the next General Meeting.
- **Term of office as director:** Pursuant to article 8 of the Company's articles of association, the term of office of directors is four years with a system of staggered renewal of directors appointed by the General Meeting. In accordance with the recommendations of the Afep-Medef Code, the aim of this staggered renewal system is to promote the smooth renewal of the Board of directors and avoid the simultaneous renewal of all members. The General Meeting can, in exceptional circumstances, appoint or re-elect one or more directors for a term of two or three years so as to stagger re-elections.

  Pursuant to applicable legislative and regulatory provisions, if a director is appointed to replace another, he or she shall only hold this position for the remainder of his or her predecessor's term.

  The term of office of directors ends following the Ordinary General Meeting called to approve the financial statements for the previous financial year and held in the year in which that term of office expires.
- **Age limit for directors:** The articles of association set an age limit of 80.
- **Number of Ubisoft Shares held:** In accordance with the Board's internal rules, each director must gradually acquire – within one year of their appointment, following the payment of the compensation allocated to them for their director's duties - a number of Shares amounting to €10,000 (in terms of acquisition value), which they must hold throughout their term of office. The number of Shares held by the directors is variable as the Company currently believes that the number of shares held by the directors is not a corollary of their commitment to performing their duties.
- **Director(s) representing employees:** In accordance with the provisions of article L. 225-27-1 of the French commercial code, the number of directors representing employees is equal to one (1) if the number of directors comprising the Board, under the provisions of articles L. 225-17 and L. 225-18 of the French commercial code, is less than or equal to eight (8) and two (2) if this number is greater than eight (8).

> ***Extract from article 8.2 of the Company's articles of association***
>
> *"Directors representing employees will be appointed, [...], by election among the employees of the Company and its subsidiaries, whether direct or indirect, whose registered office is located in France [...]. The election will be carried out by a single college, by majority vote in two rounds when only one seat is to be filled and by proportional representation and the largest remainder system, and without mixing, when at least two seats are to be filled. Applications are based on free will or, where applicable, are submitted in accordance with the terms set out in article L. 225-28 paragraph 4 of the French commercial code. In the case of a majority vote in two rounds, if no candidate obtains an absolute majority in the first round, only the two candidates who obtain the greatest number of votes in the first round shall go through to the second round. The election may take place by electronic vote. Election rules are drawn up for each election in order to set the terms and conditions."*

- **Director(s) representing employee shareholders:** In application of the provisions of articles L. 225-23 and L. 22-10-5 of the French commercial code and article 8.3 of the Company's articles of association, when at the end of a financial year the report prepared in application of article L. 225-100 of the French commercial code shows that the shares held by Company employees, where applicable, as well as by employees of related companies within the meaning of article L. 225-180 of the French commercial code, represent more than three percent (3%) of the Company's share capital, a director representing employee shareholders is appointed by the General Meeting in accordance with the terms set by the regulations in force and by the Company's articles of association.

Extract from article 8.3.3 of the Company's articles of association

"The General Meeting rules on the basis of a list of candidates proposed by employee shareholders and appointed as follows:

a) When the shares are held directly by the employees referred to in the aforementioned article L. 225-102, including via a Group savings scheme, and the related voting rights are exercised directly by the latter, the candidates are appointed during elections organized by the Company. These elections, preceded by calls for candidates from among the aforementioned employee shareholders, are organized by the Company by any technical means that ensures the reliability of the vote. At the end of these elections, a principal representative and an alternate representative (i.e. the candidate having obtained the second-highest number of votes, behind the person appointed as representative) are elected. The principal representative will be responsible for taking part in the vote for the candidate from among the members of the Supervisory Board(s) referred to in (b) below, reserving the right to also stand as a candidate following this vote, which would thus bring the number of candidates for the position of director representing employee shareholders to two.

b) When the shares are held by employees and former employees referred to in the aforementioned article L. 225-102 through one or more company mutual funds (FCPE) and the related voting rights are exercised by the Supervisory Board(s) of the FCPE(s), the Supervisory Board(s) of the FCPE(s) and the principal employee shareholder representative referred to in a) above jointly appoint by majority vote one candidate chosen from among the members of the Supervisory Board who responded to calls for candidates for this purpose - it being specified that the candidate who obtains the second- highest number of votes (behind the candidate appointed) will assume the role of alternate [...].

In the event of more than one candidate [...] one candidate representing employee shareholders referred to in a) above and one candidate representing employee shareholders via a company mutual fund referred to in b) above, the candidates will be put to the vote of shareholders in decreasing order in relation to the number of shares held at the end of the first financial year by each of the categories referred to in a) and b) above - it being specified that the vote of the shareholders will cease as soon as a director representing employee shareholders is appointed."

4.1.2.3.2 Process for selecting directors

The process for selecting directors consists of several phases, during which the NCGC plays a key role.

Thus, the process takes into account the desired diversity in the composition of the Board and its committees (training, career path, diversity, independence, etc.) as well as the needs of the Board. For each vacancy, the NCGC studies the profiles of several potential members and the candidates proposed to it, seeking complementarity of the directors and coherence of the composition of the Board and its committees. In this way, the NCGC strives to provide the Board with a range of skills (sectoral, societal, financial, etc.) (see 4.1.2.3.3). This analysis takes into account short-term needs with regard to the expiry of terms of office and also includes a medium-term projection.

A list of potential candidates is thus drawn up on the basis of the needs defined. This list consists of candidates suggested by the NCGC, the members of the Board or the Executive Management as well as, if applicable, by one or more recruitment firm(s) or from unsolicited applications.

Once the list of potential candidates has been drawn up by the President of the NCGC, a review is carried out by the NCGC, which collectively decides which candidate(s) to meet. During the interviews conducted by the NCGC, the latter endeavors to assess for each candidate the appropriateness of their experience for the needs of the Company, their ability to supplement the skills required for the Board, their availability and their motivation as well as potential conflicts of interest and compliance with the independence criteria as set out in the Afep-Medef Code.

When the pre-defined list is presented to the Board, directors who wish to do so are invited to interview candidates.

Once these various steps have been completed, the Board, having taken note of the conclusions of the work successively accomplished by the NCGC and the conclusions of the interviews conducted, deliberates on the proposed candidacies and decides which ones will actually be submitted to the General Meeting or, in the event of a vacancy between two General Meetings to be co-opted by the Board subject to ratification by the most next General Meeting (see 4.1.2.3.1).

In the specific case of directors representing employees and directors representing employee shareholders, the appointment and/or election procedure, as the case may be, is governed by the Company's articles of association (see 4.1.2.3.1).

4.1.2.3.3 Diversity policy applied to members of the Board of directors

In accordance with the Afep-Medef Code and pursuant to the Board's internal rules, which provide that:

> *"It is the responsibility of the Board of directors, on the proposal of the Nomination, Compensation and Governance Committee, to seek a balance in terms of its composition and that of the committees it establishes within it, in particular in terms of the representation of women and men, nationalities, age, qualifications and professional experience".*

The Board periodically examines, in light of the recommendations of the NCGC, the desirable balance between its composition and that of its committees by examining in detail the elements that it must take into account in this respect in accordance with the aforementioned provisions of the Afep-Medef Code.

The table below shows the objectives, procedures and results in this regard:

Objectives	The Board deems that, to achieve a good balance, it must have a diversity of profiles, in particular in terms of age, length of service, qualifications and work experience, as well a sufficient number of independent directors. The Board strives to maintain a good balance between directors with long-standing knowledge of the Group and more recently appointed directors.
Implementation procedures	The balance of the composition of the Board and its committees is one of the topics that are reviewed each year as part of the assessment of the Board *. The NCGC takes this diversity objective into account when it examines candidates for a director's position, an executive corporate managing officer's position or a position in a committee. When the NCGC makes proposals to the Board of directors for the appointment, renewal or revocation of a director's term of office, it ensures that the diversity policy is applied. The composition of the Board of directors is reviewed every year, in particular as part of the Board meeting that approves the draft resolutions to be submitted to the General Meeting. In accordance with the law and articles of association, the Board includes two directors representing employees and one director representing employee shareholders, thereby contributing to the diversity policy.
Results obtained	**Expertise** The NCGC has identified a set of skills and expertise that support Ubisoft group's strategy and development objectives. It has also defined a core of skills and expertise which are common to all directors, namely: ■ a sense of innovation and an entrepreneurial dimension; ■ a strategic vision; ■ dedication to Ubisoft's interest and that of its shareholders; ■ quality of judgment; ■ ethics; ■ experience and knowledge of the operation of governance bodies; as well as a set of skills and expertise in line with the Group's strategy and development objectives, leading to a body of directors with complementary attributes developed through their different professional experiences and undertakings. Their personal skills and expertise cover areas related to the Group's strategy, as shown in the chart below. With their complementary expertise and free judgment, the directors jointly ensure that the measures adopted support the implementation of the Group's strategy.

* *See 4.1.2.3.4*

TABLE OF SKILLS

		Ubisoft business lines	International experience	Talent management	Technology	Finance – Audit	CSR
EXECUTIVE MANAGEMENT	**Yves GUILLEMOT,** Chairman and CEO	●	●	●		●	
	Claude GUILLEMOT, Deputy CEO	●	●		●		
	Michel GUILLEMOT, Deputy CEO	●	●		●	●	
	Gérard GUILLEMOT, Deputy CEO	●	●	●			●
	Christian GUILLEMOT, Deputy CEO	●	●			●	
INDEPENDENT DIRECTORS	**Didier CRESPEL**		●	●		●	
	Laurence HUBERT-MOY		●		●		●
	Florence NAVINER		●			●	
	Corinne FERNANDEZ-HANDELSMAN			●			●
	Belén ESSIOUX-TRUJILLO		●	●			
DIRECTOR REPRESENTING EMPLOYEE SHAREHOLDERS	**John PARKES**	●	●	●			
DIRECTORS REPRESENTING EMPLOYEES	**Lionel BOUCHET**	●			●		
	Anne WÜBBENHORST	●			●		
		8	10	6	5	5	3

Results obtained (continued)	
	Independent directors

In accordance with the Company's internal rules, directors deemed independent must undertake at all times to maintain their independence with regard to analysis, judgment, decisions and action. To this end, they must not seek out or accept benefits from the Company or associated companies, either directly or indirectly, which are likely to be considered prejudicial to their independence.
Based on the questionnaire sent by the NCGC to each independent director, the Board of directors of April 12, 2022 reviewed their independence with regard to their individual declaration under each criterion defined by the Afep-Medef Code.
The independent directors have no relationship of any kind whatsoever with the Company, its Group or its management that could compromise their judgment.

	Didier Crespel	Laurence Hubert-Moy	Florence Naviner	Corinne Fernandez-Handelsman	Belén Essioux-Trujillo
Criterion 1: Employee corporate officer for the past five years (1)	N/A	N/A	N/A	N/A	N/A
Criterion 2: Cross-directorships (2)	N/A	N/A	N/A	N/A	N/A
Criterion 3: Significant business relationships (3)	N/A	N/A	N/A	N/A	N/A
Criterion 4: Family ties (4)	N/A	N/A	N/A	N/A	N/A
Criterion 5: Statutory Auditors (5)	N/A	N/A	N/A	N/A	N/A
Criterion 6: Term of office exceeding 12 years (6)	N/A	N/A	N/A	N/A	N/A
Criterion 7: Status of non-executive corporate managing officer (7)	N/A	N/A	N/A	N/A	N/A
Criterion 8: Status of major shareholder (8)	N/A	N/A	N/A	N/A	N/A

The Board, noting that no business relationship, even minor, that could potentially compromise the independence of the directors concerned existed between directors and the Company or the Group, decided that there was no point at this stage in setting a percentage threshold below which a business relationship would not be material.

Nationalities and international experience

2 of the Board members have dual nationality and 2 have foreign nationality.
Most of the directors have had an international career and responsibilities. 3 of the directors are based abroad.

Gender balance

The Board deems that the ratio of 40% women directors, required by legal regulations, makes for a good gender balance. However, it will remain attentive to any recommendations that the NCGC may make in this area. The three committees are chaired by a woman (Audit Committee, NCGC and CSR Committee) and, out of the eight positions on these committees (the director(s) representing employees (9) and the director representing employee shareholders (10) are not included in this calculation), six are held by women, *i.e.* a proportion of 75%.

Age/Length of service

At March 31, 2022:
- the average age of directors is 56.38 years old;
- the average length of service of the directors is 16 years. If we exclude the "founding" directors, it is 4.75 years.

(1) Must not be or have been during the previous five years (i) an employee or executive corporate managing officer of the Company (ii) an employee, executive corporate managing officer or director of a company that the Company consolidates and (iii) an employee, executive corporate managing officer or director of the Company's parent company or of a company consolidated by this parent company
(2) Must not be an executive corporate managing officer of a company in which the Company holds a directorship, directly or indirectly, or in which an employee appointed as such or an executive corporate managing officer of the Company (currently in office or having held such office within the last five years) is a director
(3) Must not be a customer, supplier, corporate banker, investment banker or advisor (i) considered significant to the Company or its Group or (ii) for which the Company or its Group represents a significant part of the business
(4) Must not be related by close family ties to a corporate officer
(5) Must not have been a Statutory Auditor of the Company within the previous five years
(6) Must not have been a director of the Company for more than 12 years
(7) Must not be a non-executive corporate managing officer receiving variable compensation in cash or securities or any compensation linked to the performance of the Company or Group
(8) Must not be, control or represent a shareholder holding, alone or in concert, more than 10% of the share capital or voting rights at General Meetings of the Company or its parent company
(9) Article L. 225-27-1, II of the French commercial code
(10) Article L. 225-23 of the French commercial code

4.1.2.3.4 Assessment of the work of the Board of directors and committees

The internal rules of the Board provide that the Board must discuss its own operation at least once a year in order to improve the effectiveness of its work and to arrange for a formalized assessment of its operation to be conducted at least once every three years by an external firm (the "**External Assessment**").

The last External Assessment was conducted in March 2020 under the supervision of the President of the NCGC. This External Assessment also focused on the individual contribution of the directors.

The analysis of the responses to the 2020 External Assessment led to an assessment report presented by the NCGC to the entire Board.

An internal assessment of the Board and its committees was conducted under the aegis of the NCGC and each Committee President in March 2021 (the "**2021 Internal Assessmen**t") and March 2022 (the "**2022 Internal Assessment**").

A reminder of the areas for improvement brought to light by the previous assessments of the Board and its committees is set out below:

	Improvements adopted as a result of previous assessments
2020 **(external)**	■ Proposed changes to succession plans ■ Addition of governance to the Nomination and Compensation Committee ■ Reassert the Board's steering role with regard to the committees' work ■ Report more regularly between the G5 and the Board ■ Place the monitoring and review of the Duty of Care Plan on the agenda of the CSR Committee ■ Implementation of a more user-friendly and efficient platform for the exchange of documents to better structure the agendas of Board and committee meetings ■ Review the structuring of the agenda for Board meetings (produce a dashboard, etc.) ■ Consider appointing an independent director with M&A experience ■ Increase the knowledge of the strategic framework surrounding the acquisition proposals submitted to the Board ■ Hold a second strategic Board meeting ■ Quarterly reporting of information between the G5 and the Board;
2021 **(internal)**	■ Organize more meetings of independent directors ■ Continue discussions on diversity, the skills grid and succession plans ■ Increase the frequency of review or communication of certain documents ■ Improve the structure of the distribution of topics between the various committees and/or the Board ■ Consider setting up inter-committee meetings ■ Establish more regular exchanges with the Executive Committee and Executive Management ■ Dedicate more time to strategic topics during Board meetings

The main conclusions of the 2022 Internal Assessment are presented below:

	Areas for improvement identified during the 2022 Internal Assessment
2022 **(internal)**	■ Consider the appointment of an independent director with an international business profile in the tech or entertainment industry (video games) ■ Organize one inter-committee meeting per year to address interdisciplinary topics ■ Develop the informal activities of the Board of directors ■ Continue to develop exchanges with the Executive Committee and Executive Management ■ Improve the flow of information/communication between Board meetings

4.1.2.3.5 Ethics

Directors are subject to the rules of ethics of the Afep-Medef Code. The Board's internal rules set out the rules and duties to which the directors are subject. Article 4 of the internal rules specifies the duties and obligations of the directors in terms of confidentiality, independence, loyalty, conflicts of interest and prevention of insider trading.

Declarations relating to the corporate officers

To the Company's knowledge and on the basis of the information provided by the members of the Board in response to the questionnaire sent individually to each director by the NCGC (the "**Declaration**"), no member of the Board has, during the last five years:

- been convicted of fraud or received an official reprimand and/or charges from statutory or regulatory authorities;
- been involved as a director in a bankruptcy, receivership or liquidation;
- been disqualified by a court from serving as a member of an administrative, management or supervisory body of an issuer, or from participating in the management or conduct of the business of an issuer.

It is also evident from the Declaration completed by each director that:

- there are no arrangements or agreements with shareholders, customers, suppliers or other party whereby a member of the Board of directors was appointed on that basis;
- there are no service agreements between members of the Board and the Company or any of its subsidiaries granting benefits under the terms of such agreement;
- regarding independent directors, no family ties between them and other members of the Board.

Conflicts of interest

In accordance with the internal rules of the Board, all Company directors must - whenever a conflict of interest exists or could potentially arise between the corporate interests of the Company and their direct or indirect personal interests, or the interests of the shareholder or group of shareholders they represent - abstain from voting on the corresponding resolution. In addition, to minimize the risk of conflicts of interest and to allow the Board to provide shareholders and the markets with accurate information, each director is required to complete the above-mentioned Declaration, provided each year by the NCGC, and notify the Board in the event of a change, as soon as they become aware of any situation in which they have a conflict of interest, potential or otherwise.

On the basis of the Declaration completed by each director, to the Company's knowledge, there are no potential conflicts of interest between the duties of the Board members with regard to Ubisoft and their private interests and/or other duties.

It should be recalled that the specific regulation on so-called "regulated agreements" (set out hereunder) is aimed at dealing with issues of conflicts of interest that may exist between the Company and its executives (Chief Executive Officer, Deputy Chief Executive Officers, directors, President of a simplified joint-stock company (French "SAS"), General Manager of a limited liability company (French "SARL"), etc.) or between the Company and one of its shareholders with more than 10% of voting rights (or the Company controlling such a shareholder), within the framework of (i) agreements between such parties and the Company or (ii) agreements for which said executives or shareholders may have indirect interests or (iii) agreements between two companies that have executives in common.

Consequently, since Yves, Claude, Michel, Gérard, and Christian Guillemot serve in Executive Management and/or, as applicable, sit on the Board of directors of their respective companies, any potential conflicts of interest that may arise would mainly be those resulting from agreements concluded between the Company or its subsidiaries with one of the companies belonging to the groups of Claude, Michel, Gérard, and Christian Guillemot. Entering into such agreements would then be subject, at the level of each company party to the agreement, to the regulated agreements procedure prescribed by the provisions of articles L. 225-38 *et seq.* and L. 22-10-13 of the French commercial code, provided that such agreement is entered into with the Company itself (or any article of the French commercial code applicable to the form of the contracting company for any company other than the Company itself).

Information on agreements

Regulated agreements within the meaning of article L. 225-37-4, 2°

In accordance with article L. 225-37-4, 2° of the French commercial code, the corporate governance report must mention, except for normal business transactions entered into at arm's length, agreements made directly or through an intermediary by, on the one hand, the Chief Executive Officer, a Deputy Chief Executive Officer, a director (the "**Corporate Officers**") or a shareholder with more than 10% of the Company's voting rights (a "**Shareholder**") and, on the other hand, a company controlled by the Company within the meaning of article L. 233-3 of the French commercial code.

The Company is not aware of the existence of any such agreements having been entered into during the financial year ended March 31, 2022, between the Corporate Officers or a Shareholder and any company controlled by the Company as referred to in article L. 225-37-4, 2° of the French commercial code.

Regulated agreements within the meaning of articles L. 225-38 *et seq.* and L. 22-10-13

Concerning agreements and commitments subject to prior authorization pursuant to the provisions of articles L. 225-38 *et seq.* and L. 22-10-13 of the French commercial code, the Statutory Auditors, in the special report required under the provisions of article L. 225-40 of said code, state that they were not informed of any agreement or commitment (i) authorized and entered into during the past year to be submitted to the approval of the General Meeting, or (ii) authorized and entered into during previous financial years and which was still in force in the financial year ended March 31, 2022.

Ordinary agreements

In accordance with the provisions of article L. 22-10-10, 6° of the French commercial code, the Company's corporate governance report must include a description of the procedure put in place by the Company to regularly assess whether the agreements concerning ordinary operations entered into on arm's length conditions actually meet these conditions, as well as a description of the implementation of this procedure. To this effect, the Board's internal rules take account of the following principles and procedure:

- the ordinary nature of the operations and their arm's length nature are cumulative criteria:
  - ordinary operations usually concern operations performed as part of the Company's business, particularly in connection with its corporate purpose – while taking into account the usual practices of companies in a similar situation,
  - the conditions are considered normal if they are similar to those usually encountered in operations of the same type or if they consist of the usual conditions applied by the Company in its dealings with third parties;
- these criteria are appraised on a case-by-case basis by the Administration Department, with the support of the Ubisoft group's Legal Department if necessary;
- at least once a year, and at the latest during the first Board meeting after the close of the financial year, the Board assesses whether the agreements classified as ordinary operations entered into on arm's length conditions (the "**Non-Regulated Agreements**") still meet those criteria;
- this classification is re-examined by the Board upon any modification, renewal, extension or termination of a Non-Regulated Agreement.

Prevention of breaches and insider trading

The internal rules of the Board, the Group's Code of Conduct and the dedicated training materials (e-learning, intranet) define the rules applicable to trading in the Company's securities, in accordance with European and French regulations on breaches and insider trading and abstention obligations (in particular the Market Abuse regulation, the French monetary and financial code and the AMF's General Regulation).

Permanent insiders (directors and persons having management responsibilities, treated as executive corporate managing officers, and any person having permanent access to any inside information of the Company and designated as such by the Chairman and Chief Executive Officer) are subject **to obligations of confidentiality and abstention** from carrying out transactions on Company securities when they hold inside information and during **blackout periods**:

- for the announcement of half-year and annual results (consolidated financial statements): during a period of 30 calendar days before publication;
- for the announcement of quarterly results (unaudited financial statements): during a period of 15 calendar days before publication.

The provisional calendar of future abstention periods is sent to all permanent insiders.

The Company keeps an updated list of permanent insiders. It sends everyone a market ethics charter regarding trading, informing them of their status, their registration on the list of permanent insiders and their confidentiality and abstention obligations under the applicable regulations. Each permanent insider is required to sign this code of ethics and to comply with it.

Furthermore, **occasional insiders** who have one-off access to inside information of the Company are subject to the same obligations of **confidentiality and abstention** from carrying out transactions on Company securities when they have inside information. To that effect, the Company creates a list of occasional insiders specifically for the inside information concerned and keeps that list up-to-date. It sends everyone a market ethics charter regarding trading, informing them of their status, their registration on the list of occasional insiders and their confidentiality and abstention obligations under the applicable regulations. Each occasional insider is required to sign this code of ethics and to comply with it, until he/she no longer has the status of occasional insider.

In addition to the obligations of confidentiality and abstention described above, the **executives** of the Company (more specifically, the directors and the persons having management responsibilities, treated as executive corporate managing officers) and persons closely related to them, are required to **declare their transactions** to the Company and to the AMF in accordance with applicable regulations using the strict procedures set out in the market ethics charter intended for permanent insiders and provided to them by the Company. Transactions carried out between April 1, 2021 and May 11, 2022 are summarized in the table below.

More generally, to ensure the proper implementation of the policy on the prevention of insider trading and misconduct, the Company has set up internal procedures for the identification and management of inside information. In particular, the Company has set up a **Disclosure Committee** responsible for identifying and publishing such information in accordance with applicable regulations. The Company has also appointed **ethics officers for trading** ("**ethics officers**") whose duties include making team members aware of trading rules and training them in the concept of inside information and the prevention of insider misconduct (in particular the precautions and obligations pertaining to possession of inside information and the abstention periods during which insiders must comply with the rules of confidentiality and abstention). Training sessions suited to the Company's business have been put in place. Furthermore, the Company has adopted a **market ethics charter** detailing the principles of trading ethics and the rules that apply to trading in the Company's securities.

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Surname, first name, position on the date of the transaction	Type of transaction	Date of transaction	Number of shares	Type	Unit price	Amount of transaction
SECURITIES TRANSACTIONS BY EXECUTIVE						
Yves Guillemot, Chairman and CEO	Conversion	12/16/21	11,334	AGAP *	€57.00	€646,038.00
	Acquisition by way of inheritance	03/30/22	5,736	OS	€62.82	€360,335.52
Claude Guillemot, Deputy CEO	Exercise	12/01/21	3,674	SOP	€31.96	€117,402.67
	Acquisition by way of inheritance	03/30/22	5,733	OS	€62.82	€360,147.06
Michel Guillemot, Deputy CEO	Exercise	11/17/21	3,674	SOP	€31.96	€117,402.67
	Acquisition by way of inheritance	03/30/22	5,733	OS	€62.82	€360,147.06
Gérard Guillemot, Deputy CEO	Exercise	12/09/21	3,674	SOP	€31.96	€117,402.67
	Disposal	12/09/21	3,490	OS	€43.75	€152,673.54
	Acquisition by way of inheritance	03/30/22	5,733	OS	€62.82	€360,147.06
Christian Guillemot, Deputy CEO	Disposal	09/13/21	49,559	OS	€56.33	€2,791,494.93
	Exercise	11/15/21	3,674	SOP	€31.96	€117,402.67
	Disposal	11/15/21	3,490	OS	€47.04	€164,158.78
	Acquisition by way of inheritance	03/30/22	5,733	OS	€62.82	€360,147.06
John Parkes, Director representing employee shareholders	Acquisition	05/13/21	185	OS	€54.42	€10,067.70
	Acquisition	06/24/21	4,530	AGAP *	€60.44	€273,793.20
Anne Wübbenhorst, Director representing employees	Acquisition	11/02/21	222	OS	€45.23	€10,041.06
Belén Essioux-Trujillo, Director	Acquisition	12/10/21	235	OS	€43.43	€10,206.05
SECURITIES TRANSACTIONS BY RELATED PERSONS						
Guillemot Brothers Ltd, legal entity linked to Christian Guillemot, Deputy CEO	Disposal	05/27/21	90,000	OS	€60.56	€5,450,382.00
	Disposal	05/28/21	210,000	OS	€60.38	€12,679,926.00

* *Conversion of preference shares into ordinary shares (see 4.2.3.3)*

Loans and guarantees granted to members of the Board of directors

The Company has not granted any loans or guarantees to any member of the Board.

4.1.2.3.6 Preparation and organization conditions of the work done by the Board of directors and its committees

The preparation and organization of the Board come within the scope defined by the statutory and regulatory provisions applicable to French joint-stock companies (French "SA") and the Company's articles of association, and the provisions of the internal rules of the Board and its committees updated on July 1, 2020.

The Board, a collegial body, collectively represents all shareholders. It performs the duties assigned to it by law, acts under all circumstances in the corporate interest of the Company, and strives to promote the creation of long-term value, while taking into consideration the social and environmental impacts of the Group's activities. It determines the strategic business policies of the Company and/or Group and ensures their implementation within the limits of the Company's corporate purpose and the powers expressly granted by law to General Meetings. It regularly examines existing opportunities and the main risks (including financial, legal, operational, labor- related, societal and environmental risks), as well as the measures taken in this regard. To that effect, the Board receives all of the information required to perform its mission, in particular from the executive corporate managing officers.

Over and above the expertise and powers of the Board and its committees, the internal rules of the Board prescribe the principle of confidentiality for information disclosed to members, and state that the office as director shall be held in accordance with the rules on independence, ethics and integrity. Moreover, the internal rules of the Board of directors stipulate the requirement that each of the director shall inform the Board in the event of a real or potential conflict of interests in which he/she may be directly or indirectly involved. The rules specify the content and procedures for exercising the prerogatives of the Board (including the independent directors, the director(s) representing employees and employee shareholders), the specialized committees created within the Board, the Chairman and Chief Executive Officer, the Deputy Chief Executive Officers and the lead director.

Operation of the Board of directors

It meets as often as required by the Company's business, at the registered office or at any other place chosen by the Chairman. No special form is required for meeting notices. As a collegial body, its decisions are binding on all its members.

In his capacity as Chairman of the Board of directors, the Chairman and Chief Executive Officer prepares, organizes and supervises the work of the Board, sets the agenda for its meetings, advises the directors of any information required for the performance of their duties, ensures the proper functioning of the Company's bodies, the proper execution of decisions made by the Board and compliance with the rules of proper conduct adopted by the Company. He reports to the General Meeting on the functioning, work and decisions of the Board.

The internal rules of the Board of directors provide an opportunity for directors to participate in the Board's deliberations *via* videoconference or telecommunications, including conference calls, which enable them to be identified and which guarantee their effective participation, under the conditions determined by the regulations in force. Directors who participate in the Board's deliberations in this way are deemed to be present for quorum purposes, except for Board meetings relating to the establishment of the annual consolidated and separate financial statements, and the management report.

In the context of the Covid-19 crisis, the Board was forced to hold the meeting relating to the closing of the financial statements for the year ended March 31, 2021 under the exceptional provisions provided for by Order no. 2020-321 of March 25, 2020, by videoconference.

Board of directors' information

The Chairman and Chief Executive Officer provides the directors with the information and documentation necessary for them to carry out their duties and prepare for meetings, in accordance with article L. 225-35 of the French commercial code.

Each director may also independently obtain additional information from the Chairman and Chief Executive Officer, who is available to provide relevant information and explanations to the Board.

In this respect, the elements essential to the examination of the points on which the Board is called upon to discuss are communicated to the members of the Board prior to the meeting. Accordingly, each Board member is provided with a preparatory file including information and documents, subject to their availability and depending on the progress of the files, relating to the topics on the agenda. The implementation of a secure platform has made it possible to improve the dematerialization of Board and committee files, facilitating their transmission and archiving, and improving the level of confidentiality.

Directors are bound by a duty of confidentiality as regards confidential information that is provided as such by the Chairman of the Board of directors.

The committees tasked by the Board of directors to examine specific issues make a contribution through their work and reports, providing the Board of directors with the information it needs to make its decisions (see 4.1.2.4).

Directors receive on an ongoing basis all documents that are issued by the Company and its subsidiaries to the public, especially information intended for shareholders. They are informed of market developments, the competitive environment and the main challenges, including in the area of corporate social responsibility.

The directors may, if they wish, discuss with the operational staff and meet the main managers of the Company, even without the presence of the executive corporate managing officers, provided that they have been informed in advance, in order to better understand the Group's business lines if they deem it necessary.

The Board is informed at least twice a year, during a special session, of the Group's major strategic policies in terms of human resources and organization. A strategy update is now systematically included on the agenda of each Board meeting.

In addition, directors have access to:

- the daily press review relating to Ubisoft group news and more generally on video game industry news ("Ubisoft Daily Newsletter");
- at Global Publishing, KOM, which provides a true immersion into the universe of Ubisoft games; and

are included on:

- the "Ubisoft World" mailing list enabling them to receive all messages sent to Ubisoft group teams;
- as well as the "Public Relations" mailing list enabling them to receive all press releases published by Ubisoft.

Training of directors

Each director is entitled, upon his/her appointment and throughout his/her term of office, to training on corporate governance and on the Company's specific features, its business lines, its business segment, and its corporate social responsibility challenges. During the financial year ended March 31, 2022, directors were able to attend webinars on monetization, cryptocurrencies, video game technologies, the state of the video game market and the outlook for the next three to five years – topics identified in the survey carried out by the NCGC on their training needs.

In accordance with the legal provisions in force, the directors representing employees and employee shareholders may receive appropriate training of least 40 hours per year.

Some directors have taken, at their request, certification training relating to directors' duties at Sciences Po Paris/IFA.

In order to facilitate the integration of new directors and their assumption of duties, an induction program has been set up, including in particular, in addition to the information tools referred to above:

- the provision of the documents necessary for the role of director (Universal Registration Document, articles of association, internal rules, etc.);
- access to presentations and videos to better understand the Ubisoft environment.

Furthermore, members of the Audit Committee are entitled, upon their appointment and at their request, to information on accounting, financial or operational specificities of the Company/Group.

4.1.2.4 Missions of the Board of directors, the committees and the lead director/ FY22 activity

During the financial year ended March 31, 2022, the Board met eight times, with an attendance rate of 92% as detailed below:

	Board	Audit Committee	NCGC	CSR Committee
	8 sessions FY22	6 meetings FY22	5 meetings FY22	4 meetings FY22
Yves Guillemot	100%	–	–	–
Claude Guillemot	88%	–	–	–
Michel Guillemot	100%	–	–	–
Gérard Guillemot	75%	–	–	100%
Christian Guillemot	75%	–	–	–
Didier Crespel	100%	83%	–	–
Laurence Hubert-Moy	100%	100%	100% (1)	–
Florence Naviner	75%	100% (1)	–	–
Corinne Fernandez-Handelsman	88%	–	100%	100% (1)
Belén Essioux-Trujillo	100%	–	100% (2)	–
John Parkes	100%	–	–	–
Lionel Bouchet	100%	–	–	100%
Anne Wübbenhorst	100%	–	–	–
TOTAL	**92%**	**94%**	**100%**	**100%**

(1) Committee President
(2) Three Board meetings out of five held between the date of appointment as a member and 03/31/22

4.1.2.4.1 Board of directors

Missions and responsibilities

In accordance with the provisions of article L. 225-35 of the French commercial code and its internal rules, the Board decides the Company's policies and oversees their implementation.

In particular, the Board gives its opinion on all decisions relating to major strategic, economic, corporate, financial and technological policies of the Company and oversees their implementation by the Executive Management, particularly in accordance with the Board's internal rules.

Subject to the powers expressly bestowed on General Meetings and within the limit of the corporate purpose, the Board may discuss any issue affecting the proper functioning of the Company and make decisions to resolve matters that concern it. It also carries out the verifications and controls it deems appropriate. Thus, the Board:

- chooses the organizational arrangements for the Executive Management (separation of the offices of Chairman and Chief Executive Officer, or combination of such offices);
- implements, when it deems appropriate, the delegations of authority and/or authorizations granted to it by the General Meeting;
- examines and approves the financial statements;
- monitors the quality of the information provided to shareholders and to the markets in the financial statements or when major transactions are carried out.

In addition, the Board contributes to the determination of the Group's objectives and strategy in line with its culture and values.

Main topics addressed by the Board of directors during FY22

The agenda of meetings of the Board is determined pursuant to applicable laws and regulations.

During the financial year, the main issues addressed by the Board were the following:

Financial position, cash position and commitments of the Group	■ Taking note of the minutes of the Audit Committee's work (see 4.1.2.4.3), including work on the taxonomy and cybersecurity. ■ Reviewing and approving the separate and consolidated financial statements for FY21 and the 1st half of FY22. ■ Financial information/financial reports. ■ Establishing forecast management documents. ■ Implementing the share buyback program. ■ Monitoring the work of the internal control team. ■ Authorizing the CEO to provide sureties, endorsements, and guarantees on behalf of the Company and issue bonds.
Major strategic policies and operations of the Ubisoft group	■ Discussions on the strategic topics of the Ubisoft group, including the "green" strategy. ■ Approving the three-year business plan. ■ Monitoring the impacts of the Covid-19 crisis. ■ Reviewing the risk map. ■ Implementing the so-called "financial" delegations and authorizations granted by the General Meeting (see 7.2.3).
Corporate governance	■ Reviewing reports on the work of the NCGC, CSR Committee (see 4.1.2.4.3), lead director (see 4.1.2.4.2), meetings of the independent directors and the G5. ■ Updates on the health crisis related to the Covid-19 epidemic and the crisis related to the movement to denounce toxic and sexist behaviors: discussions with the external consultant (in particular, without the presence of the Chairman and CEO) and on the conflict in Ukraine. ■ Annual update on the operation of the Board and its committee (review of qualification as an independent director, review of the composition of Board committees): • Discussions on the profile of a new independent director as part of the monitoring of the selection procedure followed by the NCGC; • Appointment of Corinne Fernandez-Handelsman, independent director, as President of the CSR Committee, to replace Gérard Guillemot; • Appointment of Belén Essioux-Trujillo, independent director, as a member of the NCGC; • Discussions on the composition of the CSR Committee as part of the expiry of the term of office of Lionel Bouchet, a director representing employees. ■ Reviewing the succession plans for executive corporate managing officers, the Executive Committee and the lead director, and the contingency plan of the G5 annually. ■ Follow-up of the discussions held by the Chief Executive Officer on the composition of the Executive Committee and the decisions taken in this regard. ■ Review of points and areas for improvement presented by the NCGC for the 2021 Internal Assessment (see 4.1.2.3.4).
Compensation/ Employee share ownership	■ Implementing the delegations and authorizations granted by the General Meeting in relation to "employee share ownership" (setting up plans and validating the achievement of performance conditions). ■ Compensation: • Approval of the compensation policy for corporate officers; • Annual review and setting of components of compensation for the executive corporate managing officers; • Determining any financial and non-financial criteria to be applied (annual variable, LTI) (see 4.2.1.3 and 4.2.1.4); • Recognition of the level of achievement of performance conditions (annual variable compensation, LTI) of executive corporate managing officers (and also members of the Executive Committee (LTI)).
Miscellaneous	■ Calling the General Meeting behind closed doors, powers to the Chairman and CEO to determine how the General Meeting will be held, appointing scrutineers and replying to written questions *, adopting reports and approving draft resolutions. ■ Annual review of agreements and commitments (article L. 225-40-1 of the French commercial code). ■ Business matters. ■ Communication of answers to points raised, where applicable, during meetings of independent directors (see 4.1.2.4.2).

* *Order no. 2020-321 of 03/25/20 (extended and amended by order no. 2020-1497 of 12/02/20) and decree no. 2020-148 of 04/10/20 (extended and amended by decrees no. 2021-1614 of 12/18/20 and no. 2021-255 of 03/09/21)*

The Board has also received presentations on specific topics requested by its members.

Pursuant to article L. 823-17 of the French commercial code, the Statutory Auditors were invited to attend the Board meetings approving or examining the financial statements.

4.1.2.4.2 Lead director/Meetings of the independent directors

Pursuant to the internal rules of the Board and of its committees, a lead director, chosen from among the independent directors, may be appointed by the Board, following a proposal of the NCGC, where the positions of Chairman and Chief Executive Officer are held by the same person.

The lead director is appointed for a period of two years, which must not exceed the term of his or her directorship. The lead director may be re-elected on the proposal of the NCGC.

Didier Crespel has held the position of lead director since March 3, 2016. Didier Crespel was confirmed as lead director for the duration of his term of office as a director, as renewed by the 2021 General Meeting, until the General Meeting called to approve the financial statements for the financial year ended March 31, 2023.

Responsibilities

The main responsibility of the lead director is to oversee the proper functioning of the Company's governance bodies. In this regard, he:

- chairs the meetings of the Board in the event that the Chairman is unavailable and following a proposal from the latter in accordance with the provisions of the articles of association;
- temporarily assumes the chair of the Board of directors in the event that the Chairman is unavailable;
- chairs, convenes and organizes at least one meeting per year for the independent directors during which they can discuss topics of their choice outside of a plenary meeting of the Board;
- maintains ongoing dialog with the directors and, where required, acts as their spokesman with the Chairman of the Board of directors and in particular acts as a liaison if required between the independent directors and the Chairman of the Board of directors;
- ensures that all shareholder questions are answered, is available to communicate with shareholders at the request of the Chairman of the Board of directors and keeps the Board informed of these exchanges;
- oversees the assessment of the Board of directors' operating procedures where required.

Resources

While performing his duties, the lead director can:

- suggest that the Chairman add items to the agenda of Board meetings, where necessary;
- request that the Chairman convene a meeting or, where applicable, directly convene the Board meeting on a specific agenda whose importance or urgency would justify the holding of an extraordinary meeting of the Board;
- assume, in conjunction with legal and regulatory provisions, the duties of the Chairman of the Board of directors in the event that the latter is unavailable (temporarily chairs meetings);
- meet with the independent directors at least once a year under terms and conditions and at the times that he may deem appropriate;
- attend and/or participate in any meetings with Company shareholders upon request of the Chairman of the Board of directors;
- make recommendations of any kind in relation to the assessment of the Board.

The lead director ensures that the directors have the opportunity to meet and speak with the senior executives and the Statutory Auditors, in accordance with the provisions of the internal rules.

More generally, the lead director ensures that the directors are provided with the information required to perform their duties under optimum conditions, in accordance with the provisions of the internal rules.

The lead director is also in charge of relationships with shareholders, in particular concerning corporate governance issues.

The lead director may be the President or a member of one or more of the committees of the Board of directors. The lead director reports once a year to the Board. During General Meetings, he may be invited by the President to report on his actions.

Activity during FY22

Since his appointment as lead director on March 3, 2016, Didier Crespel has been in frequent contact with the Company's shareholders in order to provide an overview of "Governance" activities and in particular the operating procedures and activities of the administrative and management bodies.

The lead director also invited the independent directors to meet on three occasions during FY22, on April 9, and on September 24, 2021 and on January 18, 2022.

The lead director attended the governance roadshows and helped to prepare the roadshows on the resolutions submitted to the 2022 General Meeting and, to this end, was in regular contact with relevant persons within the Group.

In accordance with the Board's internal rules, the lead director reported on his activities of the past financial year at the Board meeting of April 12, 2022. These activities mainly consisted of the convening of three meetings with the independent directors *(see below)* and the preparation and presentation of the governance roadshow held in December 2021 with the Finance and Investor Relations Department and the Human Resources Department.

Items discussed at meetings of independent directors held during FY22

During the meetings of independent directors, the independent directors engaged in lengthy discussions, shared their opinions, identified areas for improvement and, where applicable, drew up a list of questions to which answers were provided at the Board of directors' meetings that followed through documented materials and/or the intervention of internal or external consultants when deemed useful.

Apart from monitoring the situation related to allegations of harassment or inappropriate behavior, independent directors also reviewed the organization and/or composition of the Board, its committees, the G5 and the Executive Committee, particularly in terms of the division of roles. They also questioned the impact of certain current topics on the Group's business and market price. The independent directors also reviewed the feedback from the December 2021 governance roadshows during these meetings.

4.1.2.4.3 Committees of the Board of directors

Under its internal rules, the Board of directors has the option of creating one or more committees to assist it:

- the Audit Committee;
- the Nomination, Compensation and Governance Committee;
- the Corporate Social Responsibility Committee.

Committee roles and operating procedures

The committees act in an advisory capacity. Their particular responsibilities include reviewing matters that the Board or its President submits for their consideration and reporting their findings to the Board in the form of minutes, proposals or recommendations. Members chosen from among the directors are appointed by the Board, which also appoints each committee's President. The responsibilities and operating procedures of each committee were specified by the Board when they were established and were included in the internal rules.

The Board reserves the right to change the number and/or the composition of these committees at any time, as well as the scope of their duties. Finally, it should be noted that the internal rules of each committee – as well as any change that a committee may ultimately suggest – must receive the Board's formal approval.

The committees may not unilaterally decide to discuss issues beyond the scope of their mission. They have no decision-making power but only that of making recommendations to the Board.

The committees meet at the behest of their President and may be called by any means. The committees may meet at any place and in any way, including by videoconferencing and teleconferencing. They may only validly meet if at least half of their members are present. As members are personally appointed, they may not be represented by others. The frequency of Committee meetings must be at least that laid down in each committee's internal rules.

The agenda of Committee meetings is set by their President. The committees report on their work to the subsequent Board meeting in the form of oral statements, opinions, proposals, recommendations or written reports.

AUDIT COMMITTEE

> Florence NAVINER

Committee President
Independent director

Area of expertise
Finance/Audit

> Laurence HUBERT-MOY

Member
of the Committee
Independent director

Area of expertise
Technology (risk mapping)

> Didier CRESPEL

Member
of the Committee
Independent director

Area of expertise
Finance/Audit

100% INDEPENDENT

67% WOMEN

6 FY22 MEETINGS

94% ATTENDANCE

RESPONSIBILITIES OF THE AUDIT COMMITTEE

The internal rules of the Audit Committee, which are attached to the internal rules of the Board, describe the Audit Committee's responsibilities and operating procedures.
The Audit Committee is responsible for monitoring the preparation of accounting, financial and non-financial information, the effectiveness of internal control, risk management and IT security systems, statutory audits of the separate and consolidated financial statements by the Statutory Auditors and the independence of the latter. It prepares and facilitates the work of the Board of directors with regard to these matters.
At the beginning of the year, the Committee lays down its work program.

MAIN RESPONSIBILITIES

Accounting, financial and non-financial information

- Monitoring the preparation of the financial information and, where required, issuing recommendations to guarantee its integrity.
- Examining the pertinence of the accounting basis chosen, the sustainability of the accounting methods applied, the accounting policies used and the estimates made in order to process material transactions in the scope of consolidation.
- Examining certain accounting and financial information documents issued by the Company before they are made public.

Internal control systems for risk management and IT system security

- Reviewing and monitoring the effectiveness of internal control and risk management systems and the security of information systems concerning procedures relative to the preparation and processing of accounting, financial and non-financial information, without infringing on its independence.
- Examining risks, including those relating to social and environmental issues, legal disputes and material off-statement of financial position commitments.

Statutory auditing

- Making recommendations to the Board, in accordance with the provisions of article 16 of Regulation (EU) 537/2014, on the appointment or reappointment of the Statutory Auditors and approval of the amount of the fees charged.
- Monitoring the Statutory Auditors' work, taking into account the findings and conclusions of the Haut Conseil du Commissariat aux Comptes (French auditing authority) following the checks made pursuant to articles L. 821-9 *et seq.* of the French commercial code.
- Approval of the provision by the Statutory Auditors or their network, of services other than the certification of the financial statements mentioned in article L. 822-11-2 of the French commercial code, pursuant to the Audit Committee Charter.
- Annual request, when the annual financial statements are approved, for details of the fees for auditing and non-auditing services paid by the Company and other Group companies to the firms and networks of the Company's Statutory Auditors.

WORK OF THE AUDIT COMMITTEE IN FY22

Accounting, financial and non-financial information

- Examining the annual (separate and consolidated) and half-yearly (consolidated) financial statements, and financial reports.
- Reviewing the work of the Statutory Auditors on the annual and half-yearly financial statements.
- Reviewing forecast management documents (article L. 232-2 of the French commercial code).

Internal control systems for risk management and IT system security

- Monitoring the work on internal control and its organization.
- Reviewing operating progress in terms of compliance with the "Sapin 2" law (Code of Conduct, whistleblowing system, corruption risk mapping, assessment of third parties, accounting controls, training schemes, disciplinary regime, internal control and assessment system, French anti-corruption agency questionnaire).
- Drawing up the list of subsidiaries in which an internal control review will be conducted.
- Reviewing the report on corporate governance, risk management and internal control.

Statutory auditing

- Assessment of the independence of the Statutory Auditors with regard to their duties.

Other

- Review of the progress of work in terms of:
  - Green taxonomy (presentation by KPMG SA, schedule, communication);
  - Cybersecurity;
  - Digitization projects.
- Annual internal self-assessment of the committee's work.

NOMINATION, COMPENSATION AND GOVERNANCE COMMITTEE

> Laurence HUBERT-MOY

Committee President
Independent director

Area of expertise
International experience (recruitment and compensation of high-level managers)

> Corinne FERNANDEZ-HANDELSMAN

Member
of the Committee
Independent director

Area of expertise
Talent management

> Belén ESSIOUX-TRUJILLO

Member
of the Committee
Independent director

Area of expertise
Talent management

100%	100%	5	100%
INDEPENDENT	WOMEN	FY22 MEETINGS	ATTENDANCE

RESPONSIBILITIES OF THE NCGC

The Company has a single Nomination, Compensation and Governance Committee.
The NCGC's internal rules, which are attached to the internal rules of the Board, describe its responsibilities and operating procedures.
The NCGC is responsible for the selection of the members of the Board and of the Executive Management, the succession plans for the Executive Management of the Company, the members of the Executive Committee and the lead director, as well as the compensation policy of all corporate officers and the proper application of governance rules. It prepares and facilitates the work of the Board of directors with regard to these matters.
At the beginning of the year, the Committee lays down its work program.
No executive corporate managing officer sits on the Committee. The Chairman and CEO does not take part in the meetings but is kept informed of the Committee's work, except for the agenda items that relate to him.

MAIN RESPONSIBILITIES

Nominations

- **Composition and functioning of the Board of directors and its committees:**
  - Periodically assessing the structure, size and composition of the Board of directors, ensuring compliance with the diversity policy applied to the members of the Board and its committees;
  - Evaluating the opportunity for reappointment of directors in office, submitting recommendations to the Board regarding any possible changes, implementing a procedure for selecting future directors;
  - Making proposals on the creation and composition of Board committees.
- **Composition of the G5:**
  - Examining, as necessary and, in particular at the end of the term of office in question, the renewal of the term of office of the Chairman and CEO and/or the Deputy CEO(s);
  - Examining and making proposals to the Board on the choice between the various forms of organization of the Company's management and control powers;
  - Implement a procedure guaranteeing the presence of at least one person of each gender among the candidates for Deputy CEO positions.
- **Composition of the Executive Committee and executive management teams:** keeping informed on the methods used by the Company to strive to achieve a good gender balance within the Executive Committee and diversity in the top 10% of positions with the greatest responsibility.
- **Succession plans:** conducting an annual review of the succession plan(s) for executive corporate managing officers, the Executive Committee and the lead director in the event of an unforeseen vacancy, a change in responsibilities, retirement, etc.

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RESPONSIBILITIES OF THE NCGC (continued)

Governance

- **Compliance:** examining changes in corporate governance rules, monitoring their application (particularly in the context of the Afep-Medef Code), assisting the Board in adapting these rules and making proposals in this regard.
- **Internal rules of the Board and its committees:** conducting a regular review.
- **Diversity policy:** ensuring that the executive corporate managing officers implement a policy of nondiscrimination and diversity, particularly with regard to the balanced representation of women and men on the governing bodies, and report to the Board of directors accordingly.
- **Independence of directors:** periodically reviewing the criteria applied by the Board to classify a director as independent and examining the position of each director on an annual basis with respect to those criteria.
- **Director skills:** establish a skills matrix listing the different areas of expertise of the Board members and ensure monitoring.
- **Conflicts of interest:** keeping informed by the Chairman of the Board whenever a director is unable to attend or take part in a vote due to a conflict of interest, examining, where applicable, the directors' periodic declarations of conflicts of interest, preparing a list of subjects likely to give rise to conflicts of interest and referring them to the Board accordingly.
- **Training of directors:** offering courses to directors and catering to their needs in this respect; offering an on-Boarding program for new directors.
- **Assessment of the Board and its committees:** managing the annual self-assessment as well as the external triennial assessment and proposing the choice of an independent third party, ensure that the recommendations of the lead director in this area are taken into account.
- **Equal pay and opportunities:** assessing the policies and actions implemented.
- **Review of policies or voting intentions:** reviewing the comments made by proxy agencies or investors during the roadshows in particular with regard to the resolutions submitted to the vote of the General Meeting relating to governance, employee share ownership and compensation of corporate officers.
- **Communication:** examining the information contained in the corporate governance report and any other document required by applicable law and regulations and, more generally, ensuring the provision of information to shareholders on corporate governance.

Compensation

- **Executive corporate managing officers (Chairman and CEO and Deputy CEOs):**
  - Examining and making recommendations to the Board concerning both (i) the variable and fixed components of said compensation and (ii) any benefits in kind, Share Plans received from any Group company, provisions regarding their pensions and any other benefits of any kind;
  - Proposing individual objectives (financial and non-financial) in coordination, if necessary, with the CSR Committee, in order to assess performance and calculate the variable component(s) of the annual or multi-annual compensation;
  - Analyzing the equity ratios and their change between the compensation of the Company's executive corporate managing officers and the average and median compensation of employees;
  - Ensuring that the Company complies with its obligations in terms of compensation transparency and in particular preparing an annual report on the NCGC's activity which is included in the corporate governance report, and ensuring that all the information required by compensation laws are included in the corporate governance report.
- **Directors:** examining and making recommendations to the Board concerning overall and individual amounts as well as the allocation method used, taking into account the directors' attendance at Board and Committee meetings in accordance with the Board's internal rules.
- **Executive management teams:**
  - Keeping informed and examining the Group's general compensation policy and making any relevant comment in this regard;
  - Finding out whether the fixed and variable compensation of the executive management teams (including the Executive Committee) is in line with the Company's strategy.
- **Employee share ownership:**
  - Providing an opinion to the Board of directors on the general policy concerning Group employee share ownership, setting out the reasons behind its choices and defining in advance the frequency of allocations;
  - Making any suggestion as to the content of resolutions concerning employee share ownership to be submitted to a vote of the General Meeting, including the defining of the performance criteria applicable to the final allocation, the vesting period and/or the retention period.
- **Communication:**
  - Ensuring that the Company complies with its obligations in terms of transparency of compensation, in particular by reviewing the information provided to shareholders for the vote on the compensation of corporate officers (Say on Pay).

WORK OF THE NCGC IN FY22

Appointment

- **Composition and operation of the Board and its committees:** annual review, followed by the election of the director representing employees due to the expiry of Lionel Bouchet's term of office at the end of the 2022 General Meeting and discussions on the composition of the CSR Committee post-2022 General Meeting, implementation and steering of the procedure for selecting a candidate for independent director (appointment submitted to the 2022 General Meeting), proposal to appoint an independent director as President of the CSR Committee and a third member of the NCGC in the person of Belén Essioux-Trujillo.
- **Composition of the Executive Committee:** proposal to integrate new members, analysis of gender balance.
- **Succession plans:** annual review of the plans of the Chairman and CEO, the Deputy CEOs, the lead director and the Executive Committee. Information on the progress of the medium-term succession plan for Chairman and CEO and Deputy CEOs by an external service provider.

Governance

- **Follow-up of the action plan regarding allegations of harassment and inappropriate behavior:** update on the situation and next steps (intervention of the external consultant on the Board of directors).
- **Independence of directors:** annual review.
- **Training of directors:** drawing up of a list of training requests for all directors, training proposals for directors representing employees and the director representing employee shareholders as well as for CSR Committee members.
- **Internal assessment of the Board and its committees:** managing the process (FY22).
- **Professional and wage equality:** annual review.
- ***Raison d'être***: update.
- **Governance roadshows:** participation in preparation.
- **Responsibilities of the various committees:** initiation of a discussion on cross-business issues and/or segregation of duties.

Compensation

- **Compensation of executive corporate managing officers:**
  - Review of the compensation policy for executive corporate managing officers ("*Ex Ante*" vote at 2022 General Meeting) and determination of their compensation for FY23.
  - Review and determination of the terms and conditions of the targets related to the financial criteria of the annual variable compensation of the Chairman and CEO for FY22 as well as LTI plans (Chairman and CEO, Deputy CEOs) assessed over several financial years, including FY22.
  - Assessing the fulfillment or non-fulfillment of the financial and/or non-financial criteria related to (i) the executive corporate managing officers' long-term incentive plans vesting in FY22 and (ii) the variable compensation of the Chairman and CEO for FY21.
  - Preparation of resolutions relating to the FY22 compensation of the executive corporate managing officers.
  - Validating the annual information on the executive corporate managing officers' compensation provided in the corporate governance report.
- **Compensation of directors:**
  - Review of the compensation policy applicable to the directors.
- **Employee share ownership:**
  - Definition of the general allocation policy (SOP or AGA) and proposal of performance criteria in relation to applicable resolutions.
  - Revue of the acquisition strategy for SOP or AGA plans.
  - Proposal to implement employee share ownership plans under current resolutions (SOP and AGA plans, share capital increases reserved for employees ("MMO Plan").
  - Analysis of the terms and conditions of the Group's key people plan.
  - Draft resolutions relating to employee share ownership to be submitted to the General Meeting.
  - Ascertain whether the attendance and/or performance conditions for the long-term incentive plans for Group employees have been achieved.

Other

- Establishing the annual schedule.
- Review of legal and/or regulatory changes concerning compensation and governance.
- Annual internal self-assessment of the work of the Board and the committee.

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CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

> Corinne FERNANDEZ-HANDELSMAN

Committee President
Independent director

Area of expertise
CSR

> Gérard GUILLEMOT

Member
of the Committee
Director

Area of expertise
CSR

> Lionel BOUCHET

Member
of the committee
Director representing employees

Area of expertise
Ubisoft business lines

50% (1)	50% (2)	4	100%
INDEPENDENT	WOMEN	FY22 MEETINGS	ATTENDANCE

RESPONSIBILITIES OF THE CSR COMMITTEE

The CSR Committee is tasked with examining the strategy and action plan with respect to the Group's Corporate Social Responsibility and putting forward any recommendations it may have in this regard. It also examines the CSR reports submitted to the Board in accordance with applicable legal and regulatory requirements.

Without prejudice to the prerogatives of the Board or Executive Management, the Committee's tasks in respect of the Group's CSR strategy consist of:

- Examining the Group's CSR policies and commitments, as well as the action plans of projects related to these policies and/or the monitoring of the roll-out of the Group's actions.
- Appraising the integration of the Group's CSR commitments in respect of issues which are specific to its business and objectives.
- Ensuring that the decision-making bodies take social and environmental criteria into consideration when making strategic decisions.
- Assessing the risks and identifying new opportunities in respect of the Group's CSR priorities.
- Taking the CSR impact into account in terms of capital expenditure, economic performance and image.
- Reviewing reporting, assessment and internal control procedures and systems to make it possible to produce stable and relevant non-financial information.
- Verifying the annual CSR report and, in general, any CSR information required under applicable laws.
- Carrying out an annual review of the overall non-financial ratings given to the Company and its subsidiaries by non-financial rating agencies.
- Keeping informed of the CSR-related complaints received within the framework of the employee whistleblowing procedure and examining those which come under its remit.

WORK OF THE CSR COMMITTEE IN FY22

- Monitoring of initiatives and/or commitments undertaken by the Group in terms of CSR and/or projects in this area: analysis of feedback from rating agencies where appropriate.
- Examining, analyzing and proposing non-financial performance indicators relative to the CSR initiatives implemented (FY22) or to be rolled out (FY23) with respect to the annual variable compensation of the Chairman and CEO and the multi-annual variable compensation (employee share ownership plans) of all the Company's executive corporate managing officers and members of the Executive Committee.
- Monitoring of Group initiatives in terms of:
  - rate of adherence to the Code of Conduct;
  - impact on the planet/climate (carbon footprint);
  - protection policy for players and employees.
- Annual internal self-assessment of the committee's work.

(1) The director representing employees is not taken into account, pursuant to the Afep-Medef Code
(2) The director representing employees is not taken into account, pursuant to article L. 225-27-1, II of the French commercial code

CONTENTS

4.1.2.5 Other information

Financial authorizations

A table summarizing the valid delegations granted by the General Meeting to the Board in the area of capital increases and showing the use made of these delegations during the financial year ended March 31, 2022 is provided in 7.2.3.

Rules relating to shareholders' attendance at General Meetings

All shareholders have the right to attend General Meetings under legally prescribed conditions. Information about access, participation, and voting at General Meetings can be found in articles 7 and 14 of the Company's articles of association and are detailed in 7.1.1. This information is provided again in the notice of meeting and the convening notice published by the Company before any General Meeting.

Information referred to in article L. 22-10-11 of the French commercial code

Information concerning the elements likely to have an impact in the event of a public tender offer or exchange offer is provided, if appropriate, in 7.1.2.

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4.2 COMPENSATION OF CORPORATE OFFICERS

This chapter, prepared with the assistance of the NCGC, presents:

The compensation policy applicable to corporate officers (Chairman and CEO, Deputy CEOs and directors), by virtue of their corporate office, pursuant to article L. 22-10-8, I of the French commercial code (see 4.2.1).

The 2022 General Meeting will be asked to approve the compensation policy for corporate officers (the "*Ex Ante*" vote). To this end, three resolutions will be presented respectively for the Chairman and CEO, Deputy CEOs and directors. It should be noted that resolutions of this type are submitted for approval to the Shareholders' General Meeting every year under the conditions provided by law.

The report on the compensation paid during the past financial year or granted in respect of this same financial year required under article L. 22-10-34, I and II and L. 22-10-9, I (the "*Ex Post*" vote) specifically include:

- the information indicated in I of article L. 22-10-9 of the French commercial code (see 4.2.2.1) concerning each corporate officer, as well as the ratios between the compensation of each of the executive corporate managing officers (Chairman and CEO and Deputy CEOs) and the compensation of employees within the Group and its change over five financial years in view of the Group's performance, which will be subject to a resolution submitted for approval by the 2022 General Meeting pursuant to article L. 22-10-34 of the French commercial code (the "Overall *Ex Post*" vote); and
- the fixed, variable and exceptional components of the total compensation and benefits of any kind paid during or granted in respect of the same financial year to the executive corporate managing officers, by separate resolutions for the Chairman and CEO and for each Deputy CEO (see 4.2.2.2) (the "Individual *Ex Post*" vote).

The standardized tables summarizing the information to be included in the Universal Registration Document on the compensation paid or granted to the corporate officers by the Company and all companies included in the consolidation scope pursuant to article L. 233-16 of the French commercial code, in accordance with the Afep-Medef Code and the AMF recommendations on this subject (the "AMF Table(s)") (see 4.2.2.1.4).

The reports required by articles L. 225-184 and L. 225-197-4 of the French commercial code on the **grant of SOP, AGA** and **AGAP** (see 4.2.3).

4.2.1 COMPENSATION POLICY ("*EX ANTE*" VOTE)

11th, 12th, and 13th resolutions of the 2022 General Meeting

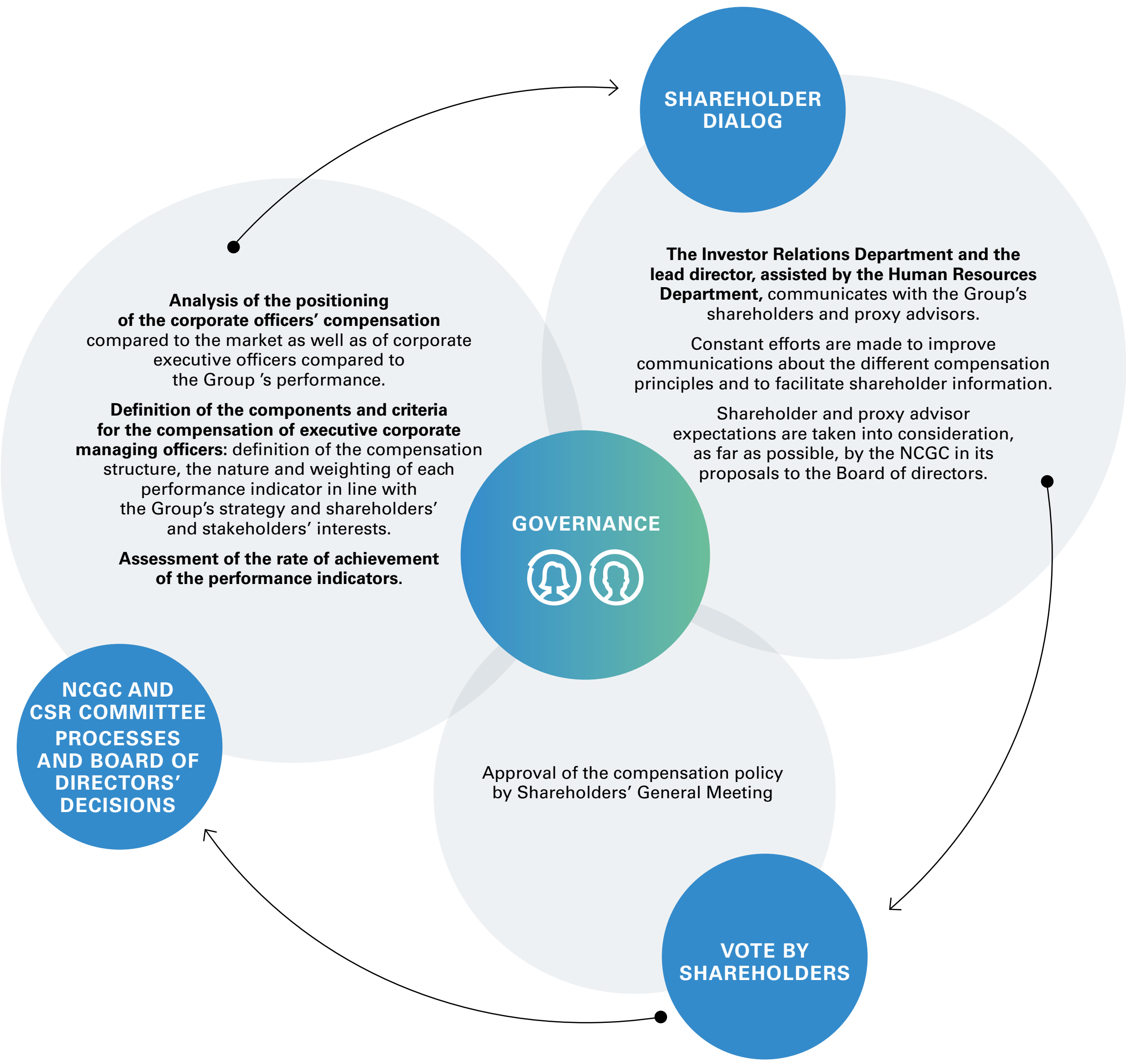
4.2.1.1 Governance

In compliance with the principles defining the compensation policy, the NCGC, exclusively comprising independent directors, follows a rigorous process for preparing the compensation policy for corporate officers in order to enable the Board to rule in compliance with the legal and regulatory provisions and the best governance and market practices.

The NCGC analyzes and proposes the principles and indicators for determining, revising and implementing the compensation policy for corporate officers, as well as the general policy for the grant of SOP or AGA.

The remits, functioning modalities and details of the work of the NCGC during the previous financial year are described in 4.1.2.4.3. The NCGC also relies on the CSR Committee to determine the most relevant performance indicators and targets to be achieved in terms of corporate social responsibility in view of the Group's activity and strategy as well as to assess the rate of achievement of these targets, if applicable.

The NCGC, as well as the lead director, ensure that the expectations expressed by shareholders not represented on the Board are debated by the Board. In this respect, it is recalled that the resolutions relating to the compensation of executive corporate managing officers were approved, with an average score of more than 98%, during the 2021 General Meeting.



The table below shows the details of the votes by resolution ("Individual *Ex Post*" and "*Ex Ante*" votes) relating to the compensation of the executive corporate managing officers.

		Compensation "Individual *Ex Post*"			Compensation "*Ex Ante*"	
	Resolutions	FY20	FY21	Resolutions	FY21	FY22
		2020 General Meeting	2021 General Meeting		2020 General Meeting	2021 General Meeting
		For	For		For	For
 Yves GUILLEMOT, Chairman and CEO	6th	✓ 98.88%	✓ 98.60%	11th	✓ 97.63%	✓ 97.52%
 Claude GUILLEMOT, Deputy CEO	7th	✓ 98.89%	✓ 98.83%	12th	✓ 99.03%	✓ 99.31%
 Michel GUILLEMOT, Deputy CEO	8th	✓ 99.21%	✓ 98.83%			
 Gérard GUILLEMOT, Deputy CEO	9th	✓ 99.21%	✓ 98.78%			
 Christian GUILLEMOT, Deputy CEO	10th	✓ 99.21%	✓ 98.83%			

Managing conflicts of interest

In accordance with the provisions of the internal rules of the Board (see 4.1.2.3.5), the directors work to preserve their independence of judgment, decision and action under all circumstances, and endeavor to avoid all conflicts of interest that may exist between their moral and material interests and those of the Company. To minimize the risk of conflicts of interest, each independent director is required to complete a questionnaire sent each year by the NCGC and to notify the Board in the event of a change, as soon as they become aware of any situation in which they have or may have a conflict of interest.

The provisions relating to the management of conflicts of interest and regulated agreements are presented in the corporate governance report (see 4.1.2.3.5).

4.2.1.2 Directors' compensation policy

The Board refers to the provisions of the French commercial code and the Afep-Medef Code for the directors' compensation policy. It is based on the recommendations of the NCGC, which analyzes the relevant information published by the SBF120 companies with regard to its own composition and the number of its committees.

Rules for determining the annual amount

Directors receive compensation for their participation in the work of the Board and its committees.

The maximum amount of the compensation package to be distributed among the directors is voted by the Shareholders' General Meeting upon the proposal of the Board, in view of the recommendations of the NCGC, taking the corporate interest into account. This amount remains unchanged until a new decision is taken by the General Meeting.

Every year, the NCGC assesses whether the amount of this budget is appropriate to the number of meetings of the Board and its committees, as well as to the number of directors and/or Board members.

Overall compensation budget

The General Meeting of September 22, 2017 set the maximum annual budget that may be allocated to the compensation of directors at €750,000. It will be proposed to the 2022 General Meeting to increase this amount to €850,000 until the General Meeting decides again: this review increases the annual budget compared to that set in 2017 solely to take into account changes in the number of directors on the Board of directors and/or committees. Details of the amount paid in respect of the financial year ended March 31, 2022 can be found in 4.2.2.1.2.

Principles for allocating the annual amount

At the proposal of the NCGC, the Board decides on the method for allocating the overall annual budget allocated by the General Meeting, based on directors' effective attendance of Board meetings and, where applicable, its specialized committees.

The total compensation allocated to each director is capped whatever the number of Board or Committee meetings.

The compensation policy applicable to directors does not provide for individual performance indicators. In order to comply with the recommendations of the Afep-Medef Code, the modalities for allocating directors' compensation were defined by the Board so that the variable component, related to the directors' attendance and participation in committees, is the main component.

A director appointed during the financial year receives the fixed component and variable component due, as described below, as director or President and/or member of a committee, according to his/her date of appointment.

Board of directors

The compensation allocated to the directors is divided as follows:

- a fixed component (annual lump sum); and
- a variable component that takes into account the attendance of the directors at Board meetings, with tiered acquisition.

Directors representing employees and/or the director representing employee shareholders receive compensation in respect of their corporate office under the same conditions as the other members of the Board.

Committees

The compensation allocated to directors on a committee(s) shall be allocated as follows:

- a fixed component (annual lump sum) related to the duties of President of a committee; and
- a variable component that takes into account the attendance of the directors at meetings of the committee(s), based on a predefined amount per meeting and capped at a pre-determined maximum number of meetings.

Lead director

The lead director receives an additional flat-rate compensation in respect of his/her duties.

Rules for allocating the compensation to directors applicable to date

Board of directors	
Fixed	Variable according to attendance (A)
Maximum per year and per director: €40 thousand	
40% (€16,000/year)	60% (€24,000/year)
50% in September (€8,000) Compensation for the period from April 1st to September 30th 50% in March (€8,000) Compensation for the period October 1st to March 31st	If A < 50% - €0 If A ≥ 50% and < 75% - €12,000 If A ≥ 75% - €24,000

Audit Committee		NCGC		CSR Committee		Lead director
Fixed President	Variable Members	Fixed President	Variable Members	Fixed President	Variable Members	Lump sum
€15,000	€2,500 per meeting (capped at four meetings per financial year)	€10,000	€2,500 per meeting (capped at four meetings per financial year)	€5,000	€1,500 per meeting (capped at four meetings per financial year)	€15,000 per financial year

Other means of compensation

Directors do not receive any other compensation in respect of their duties.

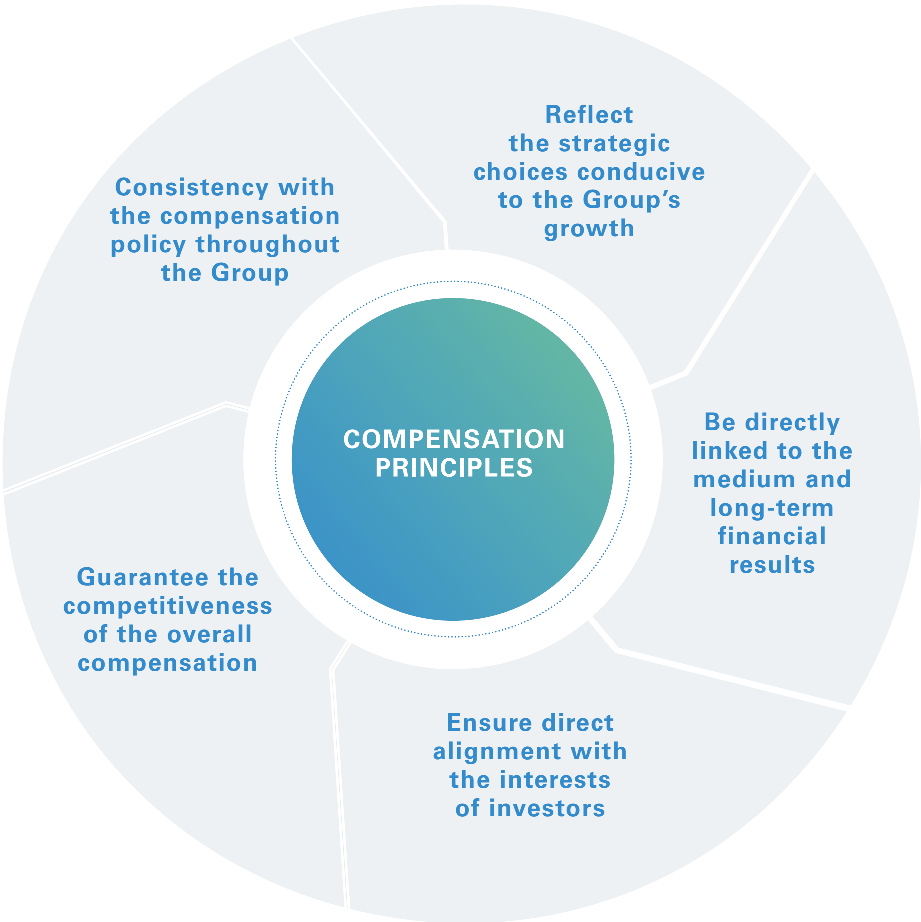
The Board of directors may allocate exceptional compensation for assignments or tasks entrusted to its members. In such a case, this compensation is recognized as operating expenses and subject to the approval of the General Meeting. It is specified for information that no exceptional assignments were carried out in respect of the current financial year.

4.2.1.3 Executive corporate managing officers' compensation policy

The Board refers to the provisions of the French commercial code and to the principles of the Afep-Medef Code for determining the compensation of executive corporate managing officers. It bases its discussions on studies by external experts that inform the NCGC and the Board of directors about best market practices.

The Board ensures that the compensation policy of executive corporate managing officers is aligned with the corporate interests of the Group and the interests of the shareholders and stakeholders. The performance conditions selected when setting the variable (annual and long-term) compensation are aligned with the Group's strategy based on measurable, clear and operational targets that ensure sustainable and solid value creation.

The compensation policy proposed by the NCGC and approved by the Board is based on the following pillars:



Pillar 1	**Reflect the strategic choices conducive to the Group's growth**	The NCGC ensures that there is a correlation between the compensation structure of the executive corporate managing officers and the Group's strategy. Thus, the major challenges to come are reflected in the performance conditions of the variable compensation, for which the targets to achieve are in line with the Group's value creation objectives.
Pillar 2	**Be directly linked to the medium and long-term financial results**	The structure of the total compensation for the executive corporate managing officers is mainly based on the annual and/or long-term variable components. The payment of the variable components is subject to achievement of precise, coherent and demanding performance conditions, in line with the Group's strategy and focused on long-term profitable growth by acting in a responsible way towards all stakeholders.
Pillar 3	**Ensure direct alignment with the interests of investors**	In order to align the compensation of the executive corporate managing officers with investors' interests, part of the total compensation is linked to the Ubisoft Share price, either *via* a grant of AGA ("Performance shares") (1) and/or SOP (2), or *via* multi-annual compensation indexed to the Ubisoft Share price.
Pillar 4	**Guarantee the competitiveness of total compensation (3)**	The NCGC ensures that the total compensation of executive corporate managing officers is competitive. To assess this competitiveness, compensation studies are regularly carried out based on a stable and coherent comparison panel.
Pillar 5	**Consistency with the Group compensation policy**	The NCGC ensures that the compensation policy for executive corporate managing officers is assessed in a consistent way with the compensation components for Group employees. In this respect, the NCGC is responsible, on the one hand, for obtaining information on the general compensation policy for the executive management teams and, on the other hand, analyzing the equity ratios given the level of compensation of the Company's executive corporate managing officers compared to the average and median compensation of employees. Thus, the structure and philosophy for the teams' long-term compensation plans, of which certain elements are presented in 5.4.3.3, the ratio of compensation for women and men and the change in the equity ratios presented in 4.2.2.1.3 are, for example, subject to in-depth discussions.

(1) Pursuant to the provisions of articles L.225-197-1 et seq. and L. 22-10-59 et seq. of the French commercial code and subject to approval by the General Meeting
(2) Pursuant to the provisions of articles L.225-177 et seq. and L. 22-10-56 et seq. of the French commercial code and subject to approval by the General Meeting
(3) Compared to the practices of companies whose characteristics are comparable to those of the Ubisoft Group, while respecting a principle of moderation

Executive corporate managing officers receive compensation consisting of annual fixed compensation as well as long-term variable compensation and, for the Chairman and CEO, annual variable compensation.

The payment and/or final grant of annual (Chairman and CEO) and long-term variable compensation (Chairman and CEO and Deputy CEOs) is subject in full to the achievement of financial and non-financial performance conditions, including at least one CSR performance condition (the "Performance Conditions"). The related indicators, which are approved by the Board of directors and are based on the recommendations of the NCGC and/or the CSR Committee, are systematically constructed to be measurable and accompanied by demanding target objectives in line with the Group's value creation objectives (the "Indicators").

Annual fixed compensation

The annual fixed compensation reflects the responsibilities, experience and skills of the executive corporate managing officer. Its amount is set by the Board when the person is appointed and/or their term of office is renewed and is regularly reassessed to ensure that the positioning takes into account changes in the market, based on compensation studies and the Group's results.

Annual variable compensation

Chairman and CEO

The annual variable compensation is aligned with the Group's performance and is designed to encourage the proper execution of the Business Plan each year. As such, the annual variable compensation applies only to the Chairman and CEO who, assisted by the Executive Committee, is in charge of Group operational management.

The annual variable compensation granted to the Chairman and CEO is determined in accordance with the principles set out above and is expressed as a percentage of his fixed compensation.

The financial Indicators selected are designed to reflect the achievement of the Business Plan each year. The non-financial Indicators enrich this view and take into account the achievement of the strategic choices required for the growth of Ubisoft group, including in particular the environmental and/or societal challenges faced by the Group.

It is specified that, for each Indicator, no annual variable compensation will be paid in the event that:

- achievement of performance conditions is less than 80% for financial Indicators; and
- the minimum threshold is not achieved for non-financial Indicators.

Furthermore, annual variable compensation is capped at 150% of fixed compensation, thereby enabling outperformance to be compensated within a defined framework. Annual variable compensation follows a tiered increase up to the target and then increases proportionally between the target and the maximum, encouraging any performance beyond the target by compensating it fairly.

It is to be noted that, pursuant to article L. 22-10-34, II of the French commercial code, the payment of the variable compensation components in cash will be subject to the result of the "Individual *Ex Post*" vote at the General Meeting called to approve the financial statements for the financial year ended.

The Performance Conditions of the Chairman and CEO's annual variable compensation for FY23 are detailed in 4.2.1.4.

Deputy CEOs

The compensation policy applicable to the Deputy CEOs takes into account the specificities of the Group's shareholding structure and their particular role within the G5 (see 4.1.2.2.1) alongside the Chairman and CEO, and their greater contribution to strategic thinking and the creation of long-term value. In line with this role, the Deputy CEOs do not receive any annual variable compensation.

Long-term variable compensation

Long-term variable compensation, applicable both to the Chairman and CEO and to Deputy CEOs, ensures sustained and solid value creation. It is directly aligned with the interests of shareholders and the achievement of Performance Conditions in line with the Group's strategic plan.

The long-term variable compensation may consist, where recommended by the NCGC, in the grant of instruments such as Performance shares and/or SOP ("Share Plans") or a payment in cash as part of multi-annual variable compensation plans ("Multi-annual Compensation"). Irrespective of the mechanism (Share Plan or Multi-annual Compensation), it is linked to stringent Performance Conditions to be met over a period of several consecutive financial years or calendar years, it being understood that the Multi-annual Compensation is only intended to be put in place in the event that Share Plans cannot be granted.

The financial and non-financial Indicators used ensure the correlation between the value of the long-term variable compensation and the performance of the Ubisoft Share, while taking into account the Group's economic, environmental and/or societal challenges. It is specified that, for each Indicator, if a minimum threshold is not reached, no long-term variable compensation will be vested/paid. The vesting/payment of long-term variable compensation follows a tiered increase until the target is reached. The achievement of the performance conditions determining the vesting/payment of long-term variable compensation is assessed over a period of at least three consecutive financial years or calendar years. The performance conditions assessed over three consecutive financial years or calendar years allow to directly align the dilution connected to the vesting of the Performance shares and SOP with the value creation for the shareholder. The Share Plans are definitively vested after a minimum vesting period of four years [1]. Vesting/payment is also conditional upon remaining in office as an executive corporate managing officer.

Pursuant to articles L. 225-185 and L. 225-197-1 II of the French commercial code, and in accordance with the provisions of the Afep-Medef, Code, the Board of directors sets the number of Shares stemming from the exercise of SOP or the definitive vesting of AGA that each executive corporate managing officer is required to hold in registered form until the expiry of their term of office. This percentage is set by the Board, on the recommendation of the NCGC, when new SOP or AGA plans are implemented in favor of executive corporate managing officers.

The executive corporate managing officers do not use hedging instruments for Share Plans.

(1) *For AGA, the vesting date corresponds to the date on which the Shares are delivered, and for SOP it corresponds to the date on which the exercise rights are opened*

It is to be noted that, pursuant to article L. 22-10-34, II of the French commercial code, in the event of Multi-annual Compensation (in cash), payment will be subject to the result of the "Individual *Ex Post*" vote by the General Meeting called to approve the financial statements for the financial year ending March 31st following the vesting date.

The Performance Conditions for the long-term variable compensation of the Chairman and CEO and Deputy CEOs for the FY23 grant are detailed in 4.2.1.4.

Compensation that may be granted in respect of the office as director

The Chairman and CEO and the Deputy CEOs may also be granted compensation in respect of their offices as directors, comprising a fixed portion (40%) and a variable portion related to attendance (60%), and/or as member of a committee (see 4.2.1.2).

Derogation in exceptional circumstances

In accordance with the provisions of article L. 22-10-8, III, paragraph 2, of the French commercial code, in the event of exceptional circumstances, the Board may, on the recommendation of the NGCC, derogate from the application of the compensation policy if this exemption is temporary, in accordance with the corporate interest, and necessary to guarantee the sustainability or viability of the company, provided that these exceptional circumstances:

- are proven to result from external events that are outside of the Company's control and/or decisions;
- may have an impact on predefined Indicators prior to such circumstances; and
- if the Company has made every effort to reduce the impacts on the said Indicators as far as possible, if applicable.

For example, a major event impacting the industry as a whole or a change in accounting method imposed by legislation could lead the Board to use its discretion in order to temporarily make adjustments to certain existing components of compensation as it deems necessary to ensure consistency between the performance of the compensation of the executive corporate managing officer(s) and that of the Company in accordance with the principles of this compensation policy. In accordance with the provisions of article L. 22-10-8, II, paragraph 1, the Board will have to assess whether the adjustments so made constitute one or more significant changes to the compensation policy that must be put to a vote at the General Meeting.

Where applicable, the use of such an exemption by the Board would relate exclusively to the components of annual or long-term variable compensation, as defined by the Board of directors on the recommendations of the committees in accordance with the compensation policy, and would result in:

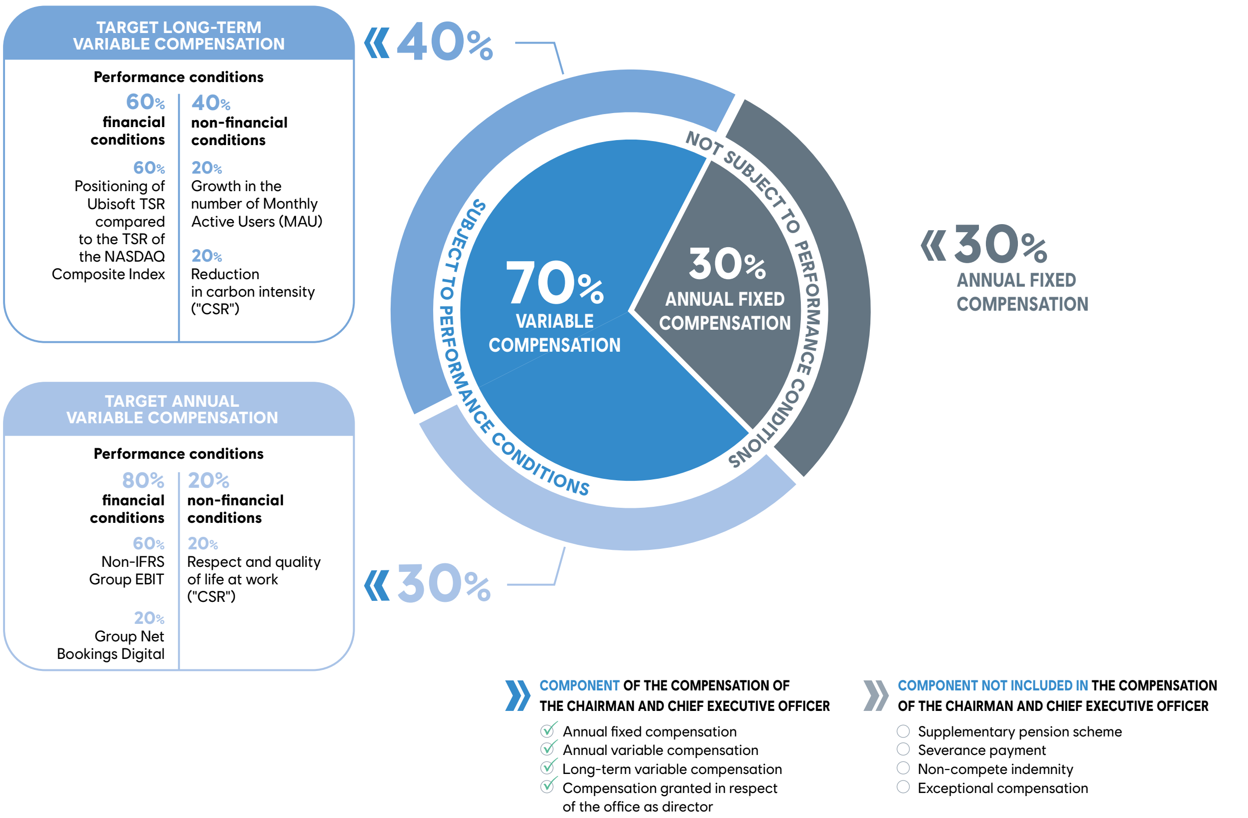
- the modification of the thresholds, targets and/or maximum of the Performance Conditions determining the vesting and/or payment in cash of variable compensation, both upwards and downwards, where applicable in accordance with the resolutions relating to the Share Plans voted on by the General Meeting;
- the adaptation of the scope and/or methodology for calculating an Indicator;
- the removal of an Indicator that has become unenforceable or its replacement in the event of an unexpected and sudden change related to an external event, it being understood that any new Indicator would be subject to demanding targets related to the creation of the Group's value;
- the adjustment of the weight of the Indicators maintained in the event of the removal of an Indicator if the previous point occurs.

Thus, the use of such a derogation shall not allow for an increase in the value of the target and maximum amounts to be paid or granted.

It is understood that if such a derogation is used by the Board of directors, the modifications will be duly justified and made public after the Board meeting that approved them and these modifications must preserve the alignment of shareholder interests with those of the executive corporate managing officers.

4.2.1.4 Chairman and CEO – Application of the compensation policy for the financial year ending March 31, 2023

Total compensation structure of the Chairman and CEO



In line with the 5 compensation pillars mentioned above in 4.2.1.3, as well as the Group's entrepreneurial culture, its mission and the goal of developing its position as a market leader, the Chairman and Chief Executive Officer's total compensation structure relies heavily on variable components, while maintaining a consistent and competitive level of total compensation.

It is noted that the NCGC recommended that the Board maintain the structure of the Chairman and CEO's total compensation, as well as the weight of the Indicators inherent in the annual variable compensation and long-term variable compensation, set in respect of the financial year ended March 31, 2021 for the duration of the current term of office, excluding any derogations expressly stipulated in the compensation policy covered in 4.2.1.3, in accordance with article L. 22-10-8, III, paragraph 2 of the French commercial code.

Target positioning and change in total compensation

The NCGC ensures that the total compensation of the Chairman and CEO is competitive. To assess this competitiveness, compensation studies are regularly carried out based on a stable and coherent comparison panel.

This panel comprises European (mainly French) companies, operating in sectors or industries where the economic, technological and competitive challenges are similar to those of the Group, as set out below for the study conducted in 2021:

ALTEN	CELLNEX TELECOM	COMPUTACENTER	DASSAULT SYSTEMES
EDENRED	FLUTTER ENTERTAINMENT	ILIAD	INFORMA
IPSOS	JCDECAUX	LOGITECH	METROPOLETV – M6
OCADO	SAGE	SCHIBSTED	TECHNICOLOR
TELE2	TF1	UNITED INTERNET	WORLDLINE

The NCGC is aware of the entertainment, media and high-tech industries that make up the panel, as selected by the Human Resources Department, accompanied by an external partner.

The panel constituted has the following characteristics:

- median sales (€2,407 million for the study carried out in 2021);
- median stock market capitalization (€8,164 million for the study carried out in 2021);
- median headcount (11,726 team members for the study carried out in 2021).

The comparison panel which serves as a benchmark to establish the first quartile and the median of the market (respectively the "First Quartile of the Market" and the "Market Median") is reassessed during each new compensation study in order to take into account any changes in the structure and businesses of the companies in it, and the change in the Group's Indicators.

Total compensation aims to be positioned at the Market Median if the performance conditions set for the annual and long-term variable compensation are met, with the portion of fixed compensation remaining below the Market Median. This positioning for total compensation at the Market Median and in particular with long-term compensation being the larger element, is justified by the growth and transformation of the Group over the last few years that has placed Ubisoft among the industry's leaders. During the financial year ended March 31, 2022, the NCGC, following the compensation study, noted the existence of a negative lag between the Chairman and CEO's total compensation level and the Market Median. While reaffirming the principle of competitiveness of the total compensation set out in 4.2.1.3, the Board decided that the **total target compensation of the Chairman and Chief Executive Officer would remain unchanged during the financial year ended March 31, 2023**. The Board will reassess the advisability of increasing the Chairman and CEO's total compensation in subsequent years, based on the one hand on compensation studies and on the other hand on the Group's results.

Annual fixed compensation

As a result of the decision to maintain the target total compensation for the Chairman and CEO, referred above, **the fixed compensation for the financial year ended March 31, 2023 corresponds to that approved for the financial year ended March 31, 2020 and unchanged since then, namely: €584,824.**

Annual variable compensation

The target value for annual variable compensation corresponds to around 30% of the total compensation for the Chairman and CEO, *i.e.* 100% of fixed compensation with a maximum of 150% of the fixed compensation.

Annual variable compensation is linked to so-called financial and non-financial Indicators. At the proposal of the CSR Committee and the NCGC, the theme of the "Respect and quality of life at work" Indicator is renewed for the financial year ended March 31, 2023. Introduced for the financial year ended March 31, 2022, the objective of this theme was to assess the deployment of several measures included in the action plan built in response to the social context of summer 2020. For the financial year ended March 31, 2023, the Board decided to change this Indicator's measurement to the results of the employee engagement survey carried out by the Group each year at the global level with the assistance of an external service provider.

The Indicators selected for the financial year ending March 31, 2023 are as follows:

	Financial Indicators		Non-financial Indicator
	Group EBIT Non-IFRS	Group Net Bookings Digital	Respect and quality of life at work (CSR)
Target as a % of annual fixed compensation	60%	20%	20%
Purpose of the Indicator	These two Indicators provide an additional indication of the quality of the Group's economic and financial management. Non-IFRS Group EBIT is the benchmark Indicator for measuring the Group's financial performance (see 2.6.1). Net Bookings Digital corresponds to the digital revenue from Net Bookings (see 2.6.1) and measures the change in the share of the revenue that creates the most value for the Group.		Ubisoft is a group of talents, and the well-being of its teams is key to the success of its mission. The Group works to promote a working environment where employees feel completely safe to express themselves, take risks, and fully be themselves at work. The purpose of this Indicator is to measure the teams' well-being through three dimensions included in the Group's annual engagement survey carried out with the assistance of an external service provider. The three dimensions chosen for this Indicator are **engagement, diversity and inclusion**, and **respect**.
Calculation method	The method consists in comparing the level of each of these Indicators, observed at March 31st of the past financial year with the annual target communicated to the market (the target) at the beginning of the financial year or, in the absence of a stated target, against the target set by the Board in line with the Group's value creation objectives.		**Engagement, diversity and inclusion**, and **respect** are associated with one or more questions in the engagement survey. Progress targets relative to year N-1 have been defined for each of these dimensions, and their result is aggregated in the form of an average to obtain the Indicator's overall result.

For each Indicator, the payment of the annual variable compensation follows the following framework:

	Performance conditions				
	< 1st Threshold	1st Threshold	2nd Threshold	Target	Maximum
	FINANCIAL INDICATORS (80%)				
Non-IFRS Group EBIT *(in € millions)*				to be defined *	
As % of target for this Indicator	*< 80%*	≥ 80% < 90%	≥ 90% < 100%	*100%*	*125%*
Annual variable compensation as a % of fixed compensation	0%	18%	30%	60%	90%
	% of payment defined by tier			% of payment defined proportionally	
Group Net Bookings Digital *(in € millions)*				to be defined *	
As % of target for this Indicator	*< 80%*	≥ 80% < 90%	≥ 90% < 100%	*100%*	*125%*
Annual variable compensation as a % of fixed compensation)	0%	6%	10%	20%	30%
	% of payment defined by tier			% of payment defined proportionally	
	NON-FINANCIAL INDICATOR (20%)				
Respect and quality of life at work ("CSR")	< +2 points	≥ +2 points < +2.5 points	≥ +2.5 points < +3 points	+3 points	+4 points
Annual variable compensation as a % of fixed compensation	0%	6%	10%	20%	30%
	% of payment defined by tier			% of payment defined proportionally	
	TOTAL				
Annual variable compensation as a % of fixed compensation	0%	30%	50%	100%	150%

* *The target corresponds to the annual target communicated to the market at the beginning of the financial year or, in the absence of a stated target, to the target set by the Board in line with the Group's value creation objectives*

Long-term variable compensation

The objective is to grant long-term variable compensation for each financial year that, in the event the fixed Performance Conditions are met, could align the total compensation with the Market Median.

Following the proposal by the NCGC, the value of the annual grant of long-term variable compensation, estimated at the grant date (accounting valuation), in the form of Share Plans or Multi-annual Compensation, represents around 40% of the total compensation of the Chairman and CEO, *i.e.* 133% of the fixed compensation.

The long-term variable compensation is set by the Board on the proposal of the NCGC as part of and, for the Share Plans, subject to the resolutions adopted by the Shareholders' General Meeting. Thus, it will be submitted to the vote of the shareholders at the next General Meeting approving the financial statements for the financial year ended March 31, 2022 to authorize the Board to proceed with an AGA in favor of executive corporate managing officers.

The following Indicators will be planned in respect of this resolution:

	Financial Indicator	Non-financial Indicators	
	Positioning of Ubisoft TSR compared to the TSR of the NASDAQ Composite Index	Growth in the Number of Monthly Active Users (MAU)	Reduction in carbon intensity (CSR)
Percentage of the grant in question	60%	20%	20%
Purpose of the Indicator	This external financial Indicator ensures the correlation between the value of long-term compensation and total shareholder return (TSR) of the Ubisoft Share compared to a panel of comparable companies. The choice of the NASDAQ Composite Index, consistent with the practices of our main competitors, makes it possible to compare the performance of Ubisoft Shares with an international panel with strong growth potential and exposed to similar technological challenges. The construction of the objective in the form of a percentile mitigates, on the one hand, sharp fluctuations, upward or downward, in the TSRs of the companies that make up the NASDAQ Composite Index, and on the other hand the effects of entries and exits of companies from the index.	The MAU (Monthly Active Users) correspond to the number of unique players who have, over the course of a month, at least one gaming activity on any type of game published by Ubisoft on consoles and PCs. One of the main strategic priorities for Ubisoft is growth in MAU. The change in the Monthly Active Users is a benchmark measurement for the video games industry that notably assesses the ability to increase the audience and involve players within our experiences, ultimately reflected in economic and financial performance.	Carbon intensity corresponds to the carbon footprint in metric tons of CO_2 equivalent (tCO_2eq) emitted by each full-time equivalent (FTE) team member. In recent years, the Group's significant growth has led to an increase in its carbon footprint, which is mainly linked to the size of its workforce (travel, IT equipment, electricity consumption, etc.). By joining the "Playing for the Planet" program at the United Nations 2019 Climate Action Summit, the Group joined the movement committed by the industry to act together against global warming, an issue whose criticality has accelerated with the multitude of environmental disasters and the growing attention of both internal and external stakeholders. This Indicator thus makes it possible to measure the Group's decarbonization [(1)] efforts by neutralizing the effect of growth.
Calculation method	The level of achievement for this Indicator is assessed over a period of three consecutive years. The method consists in comparing the TSR of Ubisoft with the TSR of the companies in the NASDAQ Composite Index, the TSR being calculated between the grant date and the end of the evaluation period.	The level of achievement for this Indicator is assessed over a period of three consecutive financial years. The change in the number of MAU is measured using the compound annual growth rate between the average MAU during the financial year preceding the year of grant and the average MAU during the last financial year of the evaluation period.	The level of achievement for this Indicator is assessed over a period of three consecutive financial years. The carbon intensity is calculated each year on the basis of the carbon footprint recorded over the calendar year and the number of employees present at December 31st. The method consists of comparing, using an equivalent methodology, the carbon intensity of the year preceding the year of grant [(2)] with the carbon intensity observed three years later.

(1) Decarbonization includes direct efforts to reduce the emissions generated by Ubisoft (scopes 1, 2, 3-upstream: see 5.6.1) and excludes compensation generated by financing responsible projects

(2) The calculation basis for 12/31/24 corresponds to the year 2019, as 2020 and 2021 are not representative of Ubisoft's emissions due to the context of the Covid-19 crisis

For each Indicator, the vesting/payment of long-term variable compensation will be by tier according to the following framework:

	< 50th percentile	≥ 50th and ≤ 60th percentile	> 60th percentile
Positioning of Ubisoft TSR compared to the TSR of the NASDAQ Composite Index (60%)	**0%** of grant on this Indicator	**50%** of grant on this Indicator	**100%** of grant on this Indicator

	< 80% of the target	≥ 80% and < 90% of the target	≥ 90% and < 100% of the target	Target not communicated *
Growth in the Number of Monthly Active Users (MAU) (20%)	**0%** of grant on this Indicator	**30%** of grant on this Indicator	**50%** of grant on this Indicator	**100%** of grant on this Indicator

* *The details of the expected, set and precisely defined level of achievement cannot be disclosed without revealing confidential information about the Group 's strategy. It is recalled that the target objective is demanding and in line with the Group's value creation objectives*

	> -8.6%	≤ -8.6% and > -9.7%	≤ -9.7% and > -10.8%	≤ -10.8% *
Reduction in carbon intensity (20%)	**0%** of grant on this Indicator	**30%** of grant on this Indicator	**50%** of grant on this Indicator	**100%** of grant on this Indicator

* *The target was defined in line with Ubisoft's commitments under the 2030 carbon neutrality plan*

In accordance with the compensation policy for executive corporate managing officers set out in 4.2.1.3, you are reminded that the achievement of the performance conditions determining the vesting/payment of long-term variable compensation is assessed over a minimum period of three consecutive financial years or calendar years. The Share Plans are definitively vested after a minimum vesting period of four years [2]. Vesting/payment is also conditional upon remaining in office as an executive corporate managing officer.

Compensation granted in respect of the office as director

The Chairman and CEO receives compensation for his duties as a director consisting of a fixed portion (40%) and a variable portion (60%) based on his attendance at Board meetings. For the financial year ending March 31, 2023, the amount of this compensation will reach €40,000 if the attendance rate at Board of directors' meetings is achieved (see 4.2.1.2).

Other components of compensation

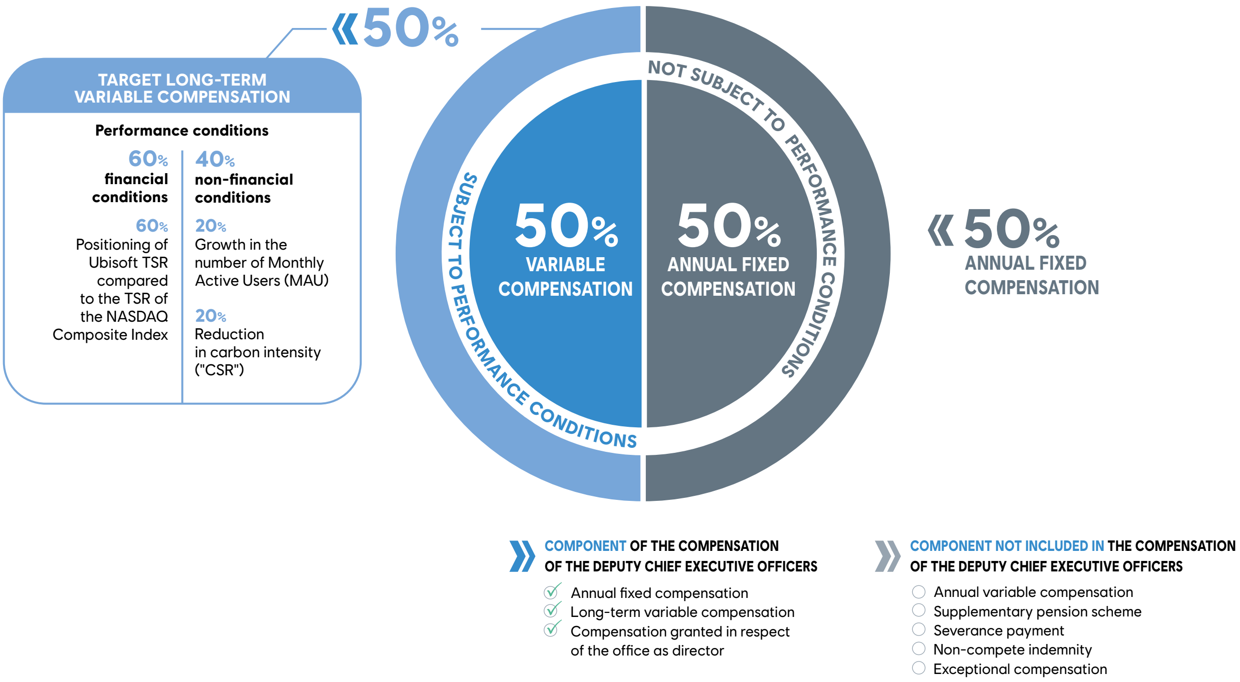
The Chairman and CEO receives no other compensation for his office:

- supplementary pension scheme;
- severance payment;
- non-compete indemnity;
- exceptional compensation.

(2) *For AGA, the vesting date corresponds to the date on which the Shares are delivered, and for SOP it corresponds to the date on which the exercise rights are opened*

4.2.1.5 Deputy CEOs – Application of the Compensation policy for the financial year ending March 31, 2023

Total compensation structure for the Deputy CEOs



In line with the five compensation pillars mentioned in 4.2.1.3 and the objectives of the compensation policy, the Board, upon the proposal of the NCGC, defined the structure of compensation for the Deputy CEOs, notably by ensuring the consistency of this policy with the principles listed in the Afep-Medef Code, the coherence of the total compensation with that of the Chairman and CEO, and its overall competitiveness.

Annual fixed compensation

The fixed compensation of Deputy CEOs is determined taking into account their responsibilities and experience in the role and in the Company's area of business, as well as their years of service in the Group.

The NCGC, while remaining attentive to guaranteeing the competitiveness of total compensation over the long-term, proposed to maintain the fixed compensation of the Deputy CEOs in respect of the financial year ending March 31, 2023 at the level of that approved for the financial year ended March 31, 2019, *i.e.*: **€65,621**.

Long-term variable compensation

Following the proposal by the NCGC, the value of the annual grant of long-term variable compensation, estimated at the grant date (accounting valuation) in the form of Share Plans or Multi-annual Compensation, represents around 50% of the total compensation of the Deputy CEOs, *i.e.* 100% of their fixed compensation.

The long-term variable compensation policy applies under the same terms and conditions as that applicable to the Chairman and CEO indicated above (see 4.2.1.4), it being specified that in the case of Share Plans, a single resolution is submitted for approval by the General Meeting for all executive corporate managing officers.

Compensation granted in respect of the office as director

The Deputy CEOs receive compensation for their duties as directors consisting of a fixed portion (40%) and a variable portion (60%) based on their attendance at Board meetings. For the financial year ending March 31, 2023, the amount of this compensation will reach €40,000 if the attendance rate at Board of directors' meetings is achieved (see 4.2.1.2).

In addition, the Deputy CEOs may receive compensation as described in 4.2.1.2 as member of the Board committees.

Other components of compensation

The Deputy CEOs do not receive any other compensation for their office:

- annual variable compensation;
- supplementary pension scheme;
- severance payment;
- non-compete indemnity;
- exceptional compensation.

4.2.2 COMPONENTS OF THE COMPENSATION PAID TO CORPORATE OFFICERS DURING OR GRANTED IN RESPECT OF THE FINANCIAL YEAR ENDED MARCH 31, 2022 (*"EX POST"* VOTE)

5th, 6th, 7th, 8th, 9th and 10th resolutions of the 2022 General Meeting

4.2.2.1 "*Ex Post*" report ("overall *Ex Post*" vote)

5th resolution of the 2022 General Meeting

4.2.2.1.1 Total compensation and benefits of any kind paid or granted in respect of the office as executive corporate managing officer (FY22)

The Board, on the recommendation of the NCGC, did not make any substantial changes to the compensation policy for executive corporate managing officers, approved by the 2021 General Meeting, pursuant to the provisions of article L. 22-10-8, II of the French commercial code.

All of the components of compensation paid or granted in respect of the office as executive corporate managing officer are presented in the AMF Tables in 4.2.2.1.4.

After review, the Board determined the achievement rates for the Indicators relating to the annual variable compensation of the Chairman and CEO and the long-term variable compensation of the executive corporate managing officers (Chairman and CEO and Deputy CEOs) as follows:

Annual variable compensation granted to the Chairman and CEO in respect of the financial year ended March 31, 2022

The Board meeting of May 11, 2022 noted the achievement of the performance conditions giving rise to the payment of the target annual variable compensation granted in respect of the financial year ended March 31, 2022 to the Chairman and CEO subject to the "Individual Ex Post" vote by the 2022 General Meeting.

ACHIEVEMENT OF PERFORMANCE CONDITIONS FOR THE ANNUAL VARIABLE COMPENSATION GRANTED TO THE CHAIRMAN AND CEO IN RESPECT OF THE FINANCIAL YEAR ENDED MARCH 31, 2022

	Performance conditions					Achievement of objectives
	< 1st Threshold	1st Threshold	2nd Threshold	Target	Maximum	
FINANCIAL INDICATORS (80%)						
Non-IFRS Group EBIT *(in € millions)*	< 400	≥ 400 – < 450	≥ 450 – < 500	500	625	407.6
As % of target for this Indicator	*< 80%*	*≥ 80% – < 90%*	*≥ 90% – < 100%*	*100%*	*125%*	*81.5%*
Annual variable compensation as a % of fixed compensation	0%	18%	30%	60%	90%	18%
	% of payment defined by tier			% of payment defined proportionally		
Group Net Bookings Digital *(in € millions)*	< 1,519	≥ 1,519 – < 1,709	≥ 1,709 – < 1,899	1,899	2,374	1,665.8
As % of target for this Indicator	*< 80%*	*≥ 80% – < 90%*	*≥ 90% – < 100%*	*100%*	*125%*	*87.7%*
Annual variable compensation as a % of fixed compensation	0 %	6%	10%	20%	30%	6%
	% of payment defined by tier			% of payment defined proportionally		
NON-FINANCIAL INDICATOR (20%)						
Respect and quality of life at work ("CSR")	< 70%	≥ 70% – < 80%	≥ 80% – < 85%	85%	100%	98.7 %
Annual variable compensation as a % of fixed compensation	0 %	6 %	10 %	20 %	30 %	29.1% *
	% of payment defined by tier			% of payment defined proportionally		
TOTAL						
Annual variable compensation as a % of fixed compensation	0 %	30 %	50 %	100 %	150 %	53.1 %

* 29.1% corresponds to: 20% + (98.7% - 85%) * (30% - 20%) / (100% - 85%)

The Board meeting of May 11, 2022 noted the achievement of the 1st threshold for non-IFRS Group EBIT and Group Net Bookings Digital objectives, entitling the holder to 30% of the annual variable compensation linked to each of these Indicators, *i.e.* respectively 18% and 6% of annual fixed compensation.

Furthermore, with regard to the "Respect and quality of life at work" Indicator, the objective of which was to assess the deployment of several systems included in the action plan built in response to the social context of summer 2020, brought together 3 major areas: providing teams with the means to express themselves, training managers and employees in "respect at work" and evaluating team member on the exemplarity of their behavior; the Board noted in particular for the financial year ended March 31, 2022:

- the deployment of an employee engagement survey carried out by the Group each year at the global level with the assistance of an external service provider;
- the completion of several training programs on the theme of respect in the workplace for employees, managers, and executives;
- the inclusion of a new attribute on exemplarity at work in the Group's performance management system.

Based on the predefined quantifiable targets for each area, the overall level of achievement for the "Respect and quality of life at work" Indicator is 98.7%, entitling the holder to receive 145.6% of the annual variable compensation related to this Indicator, *i.e.* 29.1% of the annual fixed compensation.

Consequently, the achievement of non-IFRS Group EBIT, Group Net Bookings Digital and Respect and quality of life at work (CSR) targets entitles the holder to annual variable compensation equal to 53.1% of the annual fixed compensation, *i.e.* €310,607.

At the same Board meeting, the Chairman and CEO indicated that he would waive payment of his annual variable compensation in the proportions referred to above, and the Board took due note of this decision.

Long-term variable compensation granted to the Chairman and CEO and Deputy CEOs in respect of the financial year ended March 31, 2022

In accordance with the principles and criteria for determining, distributing and granting the components of compensation submitted to the shareholders' vote at the 2021 General Meeting, on December 7, 2021, on the proposal of the NCGC, the Board granted 20,263 AGA to the Chairman and CEO (IFRS valuation: €695,629) and 1,705 AGA to each Deputy CEO (IFRS valuation: €58,532) as part of the 27th resolution of the 2021 General Meeting. Details of this grant are presented in AMF Table no. 6 in 4.2.2.1.4.

The vesting of AGA is conditional:

(i) for 60%, on the total shareholder return of Ubisoft Shares (the "Ubisoft TSR") compared with the TSRs of the companies in the NASDAQ Composite Index, TSRs being calculated over a three-year period from the grant date, *i.e.* from December 7, 2021 to December 6, 2024;

(ii) for 20%, on Growth in the Number of Monthly Active Users (MAU), measured by the compound annual growth rate between the average MAU in the financial year ended March 31, 2021 and the average MAU in the financial year ending March 31, 2024;

(iii) for 20%, on the basis of a "CSR" performance condition (reduction in carbon intensity) calculated by comparing, using an equivalent methodology, the carbon intensity measured in 2023 with the carbon intensity measured in 2019.

For each Indicator, the vesting of the AGA will be by tier according to the following framework:

	< 50th percentile	≥ 50th and ≤ 60th percentile	> 60th percentile
Positioning of Ubisoft TSR compared to the TSR of the NASDAQ Composite Index (60%)	**0%** of grant on this Indicator	**50%** of grant on this Indicator	**100%** of grant on this Indicator

	< 80% of the target	≥ 80% and < 90% of the target	≥ 90% and < 100% of the target	Target not communicated *
Growth in the Number of Monthly Active Users (MAU) (20%)	**0%** of grant on this Indicator	**30%** of grant on this Indicator	**50%** of grant on this Indicator	**100%** of grant on this Indicator

* *The details of the expected, set and precisely defined level of achievement cannot be disclosed without revealing confidential information about the Group 's strategy. It is recalled that the target objective is demanding and in line with the Group's value creation objectives*

	> -7.0%	≤ -7.0% and > 7.9%	≤ -7.9% and > -8.8%	≤ -8.8% *
Reduction in carbon intensity (20%)	**0%** of grant on this Indicator	**30%** of grant on this Indicator	**50%** of grant on this Indicator	**100%** of grant on this Indicator

* *The target was defined in line with Ubisoft's commitments under the 2030 carbon neutrality plan*

The level of achievement of these Indicators is assessed over a period of three consecutive financial years or calendar years conditioning the vesting of the long-term compensation. The AGA plan will vest definitively after a vesting period of four years [(1)].

Vesting will also be conditional upon remaining in office as an executive corporate managing officer. The Group undertakes to communicate the level of achievement of the performance conditions in the Universal Registration Document published in respect of the financial year in which the vesting of the rights occurs.

(1) *The vesting date corresponds to the date on which the Shares are delivered*

Long-term variable compensation (Share Plan) definitively vested during the financial year ended March 31, 2022

For information purposes, the Share Plans that expire in FY22 are listed below.

AGAP Plan of December 14, 2016 (see 4.2.3.3): the 394 AGAP granted to the Chairman and CEO, definitively vested on December 16, 2019 in view of compliance with the associated performance conditions, resulted in a conversion ratio of 28.766 ordinary shares for 1 AGAP and subsequent delivery, on December 16, 2021, of 11,334 ordinary shares (versus 11,820 ordinary shares if the maximum ratio (30 ordinary shares for 1 AGAP) provided for in the plan is applied).

SOP Plan of December 17, 2018 in favor of the Chairman and CEO (41,607 SOP) and Deputy CEOs (3,606 SOP each): the Board of directors meeting of February 23, 2022, following information provided by the NCGC, noted that none of the performance conditions were met and that this plan therefore did not give rise to the exercise of any rights:

	< Threshold 1	Threshold 1	Threshold 2	Target	Level of achievement
Average non-IFRS Group EBIT (50%)	< 80%	≥ 80% and < 90%	≥ 90% and < 100%	≥ 100%	**67%**
Long-term variable compensation as a % of the definitive grant	0% of grant on this Indicator	30% of grant on this Indicator	50% of grant on this Indicator	100% of grant on this Indicator	**0%** of grant on this Indicator

	< Threshold	Threshold	Target	Level of achievement
Positioning of Ubisoft TSR compared to the TSR of the NASDAQ Composite Index (50%)	< 50th percentile	≥ 50th and ≤ 60th percentile	> 60th percentile	**< 50th percentile**
Long-term variable compensation as a % of the definitive grant	0% of grant on this Indicator	50% of grant on this Indicator	100% of grant on this Indicator	**0%** of grant on this Indicator

Exercise of SOP carried out by executive corporate managing officers as well as the AGAP converted into ordinary shares during the financial year ended March 31, 2022 are presented in AMF Tables nos. 5 and 7 in 4.2.2.1.4.

A history of the Share Plans for executive corporate managing officers is presented in section 4.2.3.3.

4.2.2.1.2 Total compensation and benefits of any kind paid or granted in respect of the office as director (FY22)

The compensation granted to directors for their participation in the work of the Board and its committees in respect of the financial year ended is summarized in the table below:

	Board of directors		Audit Committee [1]		NCGC [2]		CSR Committee [3]		Lead director	
	Fixed	Variable	Fixed	Variable	Fixed	Variable	Fixed	Variable	Flat-rate [4]	Total
Yves Guillemot	€16,000	€24,000	—	—	—	—	—	—	—	€40,000
Claude Guillemot	€16,000	€24,000	—	—	—	—	—	—	—	€40,000
Michel Guillemot	€16,000	€24,000	—	—	—	—	—	—	—	€40,000
Gérard Guillemot	€16,000	€24,000	—	—	—	—	—	€6,000	—	€46,000
Christian Guillemot	€16,000	€24,000	—	—	—	—	—	—	—	€40,000
Didier Crespel	€16,000	€24,000	—	€10,000	—	—	—	—	€15,000	€65,000
Laurence Hubert-Moy	€16,000	€24,000	—	€10,000	€10,000	€10,000	—	—	—	€70,000
Florence Naviner	€16,000	€24,000	€15,000	€10,000	—	—	—	—	—	€65,000
Corinne Fernandez-Handelsman	€16,000	€24,000	—	—	—	€10,000	€5,000	€6,000	—	€61,000
Belén Essioux-Trujillo	€16,000	€24,000	—	—	—	€7,500	—	—	—	€47,500
John Parkes	€16,000	€24,000	—	—	—	—	—	—	—	€40,000
Lionel Bouchet	€16,000	€24,000	—	—	—	—	—	€6,000	—	€46,000
Anne Wübbenhorst	€16,000	€24,000	—	—	—	—	—	—	—	€40,000
										€640,500

(1) 6 meetings in FY22
(2) 5 meetings in FY22
(3) 4 meetings in FY22
(4) Lead director: flat rate for the financial year

4.2.2.1.3 Internal comparison components/ equity ratio

Pursuant to article L. 22-10-9, I-6° and 7°, of the French commercial code, and although the Company does not have any employees, the Board of directors decided to refer to the guidelines on equity ratios established by the Afep to determine the ratios between the level of compensation of each of its executive corporate managing officers on the one hand, and the average and median compensation on a full-time equivalent basis of employees other than the executive corporate managing officers on the other, notwithstanding any legal obligations incumbent on it.

In order to prepare a stable, consistent model, which does not depend on changes in the workforce in countries where levels of compensation are not comparable, the selected scope targets all team members that work and benefit from an employment contract with one of the Group's subsidiaries in France, representing more than 20% of the Group's workforce. In accordance with the Afep recommendations, only team members in the scope that are continuously present over two financial years are retained for the calculation, which reinforces the consistency and comparability of the scope over time. This representative scope includes around 2,600 team members whose functions cover the Group's entire value chain.

In the numerator and denominator are found the compensation and benefits of any kind paid or granted during the financial year, according to the information that appears to be the most relevant for the Company.

Compensation is taken into account on a gross full-time equivalent basis and includes the companies included in the consolidation scope within the meaning of article L. 233-16 of the French commercial code according to the following list:

- the fixed component;
- the variable component paid during financial year N;
- the exceptional compensation paid during financial year N;
- the compensation paid during year N in respect of the office as director and, where applicable, the President/member of a committee;
- the long-term variable component: Share Plans, other long-term variable compensation instruments and multi-annual variable compensation granted during financial year N, the components granted being valued at their IFRS fair value;
- the benefits in kind received during financial year N.

Comparative change over the last five financial years

ANNUAL CHANGE, BETWEEN TWO CONSECUTIVE FINANCIAL YEARS, IN UBISOFT'S PERFORMANCE, TOTAL COMPENSATION OF EXECUTIVE CORPORATE MANAGING OFFICERS AND AVERAGE COMPENSATION OF EMPLOYEES ON A FULL-TIME EQUIVALENT BASIS

	2017-2018	2018-2019	2019-2020	2020-2021	2021-2022
UBISOFT'S PERFORMANCE					
Non-IFRS Net Bookings	+19%	+17%	-24%	+46%	**-5%**
Non-IFRS EBIT	+26%	+49%	-92%	+1,284%	**-14%**
EMPLOYEE COMPENSATION (1)					
Average compensation	-10%	+14%	-3%	-8% (2)	**+9%**
TOTAL COMPENSATION OF EXECUTIVE CORPORATE MANAGING OFFICERS (1)					
Yves Guillemot – Chairman and CEO	+77%	+21%	+1%	-27% (2)	**+19%**
Claude Guillemot – Deputy CEO	+8%	+4%	0%	0%	**-4%**
Michel Guillemot – Deputy CEO	+45%	+4%	0%	0%	**-4%**
Gérard Guillemot – Deputy CEO	-1%	0%	+6%	-4%	**-2%**
Christian Guillemot – Deputy CEO	+8%	+4%	0%	0%	**-4%**

(1) It should be noted that in certain years, the Group did not have the opportunity of granting long-term variable compensation to the teams and/or executive corporate managing officers, which accounts for a large portion of the variations noted. To a lesser extent, the growth in the scope through increased recruitment of young talents over the last few years has also had an impact on these variations

(2) Due to the financial results for the financial year ended 03/31/20, the amount of employee savings and/or annual variable compensation paid to employees and the Chairman and CEO during the financial year ended 03/31/21 were significantly below the amounts paid in the previous financial year

It should be noted that between the financial year ended March 31, 2017 and the financial year ended March 31, 2020, in line with the compensation principles set out in 4.2.1.3 and in view of the Group's growth and transformation over the past few years, the Group has made adjustments to the total target compensation of the Chairman and CEO in order to position it at the Market Median, particularly through higher long-term variable compensation.

ANNUAL CHANGE, BETWEEN TWO CONSECUTIVE FINANCIAL YEARS, IN THE RATIOS BETWEEN THE TOTAL COMPENSATION OF EXECUTIVE CORPORATE MANAGING OFFICERS AND AVERAGE AND MEDIAN COMPENSATION OF EMPLOYEES ON A FULL-TIME EQUIVALENT BASIS

	2017-2018	2018-2019	2019-2020	2020-2021	2021-2022
Yves Guillemot – Chairman and CEO					
Ratio compared to average employee compensation	24	26	27	21	**23**
Change in the ratio (in %) compared to the previous financial	*+100%*	*+8%*	*+4%*	*-22%*	*+10%*
Ratio compared to median employee compensation	30	35	35	27	**30**
Change in the ratio (in%) compared to the previous financial year	*+76%*	*+17%*	*0%*	*-23%*	*+11%*
Claude Guillemot – Deputy CEO					
Ratio compared to average employee compensation	2	2	2	2	**2**
Change in the ratio (in %) compared to the previous financial	*0%*	*0%*	*0%*	*0%*	*0%*
Ratio compared to median employee compensation	3	3	3	3	**3**
Change in the ratio (in %) compared to the previous financial	*0%*	*0%*	*0%*	*0%*	*0%*
Michel Guillemot – Deputy CEO					
Ratio compared to average employee compensation	2	2	2	2	**2**
Change in the ratio (in %) compared to the previous financial	*0%*	*0%*	*0%*	*0%*	*0%*
Ratio compared to median employee compensation	3	3	3	3	**3**
Change in the ratio (in %) compared to the previous financial	*+50%*	*0%*	*0%*	*0%*	*0%*
Gérard Guillemot – Deputy CEO *					
Ratio compared to average employee compensation	11	10	11	11	**10**
Change in the ratio (in %) compared to the previous financial	*+10%*	*-9%*	*+10%*	*0%*	*-9%*
Ratio compared to median employee compensation	14	14	14	15	**13**
Change in the ratio (in %) compared to the previous financial	*0%*	*0%*	*0%*	*+7%*	*-13%*
Christian Guillemot – Deputy CEO					
Ratio compared to average employee compensation	2	2	2	2	**2**
Change in the ratio (in %) compared to the previous financial	*0%*	*0%*	*0%*	*0%*	*0%*
Ratio compared to median employee compensation	3	3	3	3	**3**
Change in the ratio (in %) compared to the previous financial	*0%*	*0%*	*0%*	*0%*	*0%*

* *Gérard Guillemot receives compensation for his duties as CEO of the cinema and television business*

The NCGC, attentive to compliance with the pillars of the compensation policy for executive corporate managing officers and in particular its Consistency with the Group compensation policy (see 4.2.1.3), considers benchmarks carried out in France as well as internationally.

CONTENTS

4.2.2.1.4 Standardized tables summarizing the compensation paid or granted to corporate officers by the Company and by all companies included in the consolidation scope within the meaning of article L. 233-16 of the French commercial code

As an introduction, it is specified that:

- AMF Tables no. 8 and no. 10 concerning Share Plans still valid as at March 31, 2022 (for all beneficiaries) are presented in sections 4.2.3.5 and 4.2.3.6;
- to the extent that the compensation received by the directors representing employees and the director representing employee shareholders under their employment contract within the Ubisoft group is not related to the exercise of their office as director and furthermore, that they do not exercise executive functions within the Company, it has been agreed not to disclose them.

Executive corporate managing officers

TABLE 1: SUMMARY OF COMPENSATION, STOCK OPTIONS AND/OR SHARES GRANTED

	03/31/22		03/31/21	
Yves Guillemot, Chairman and CEO	**Ubisoft**	**Other companies**	**Ubisoft**	**Other companies**
Compensation granted for the financial year (1)	€624,824	—	€1,034,201	—
Valuation of multi-annual variable compensation granted during the financial year (2)	—	—	—	—
Valuation of options granted during the financial year (2)	—	—	€774,708	—
Valuation of performance shares (3) granted during the financial year (2)	€695,629	—	—	—
TOTAL	**€1,320,453**	**–**	**€1,808,909**	**–**

(1) *Details given in Table 2 below, "Summary of compensation"*
(2) *IFRS fair value at the grant date*
(3) *Ubisoft Shares*

	03/31/22		03/31/21	
Claude Guillemot, Deputy CEO	**Ubisoft**	**Other companies**	**Ubisoft**	**Other companies**
Compensation granted for the financial year (1)	€105,621	—	€105,621	—
Valuation of multi-annual variable compensation granted during the financial year (2)	—	—	—	—
Valuation of options granted during the financial year (2)	—	—	€65,347	—
Valuation of performance shares (3) granted during the financial year (2)	€58,532	—	—	—
TOTAL	**€164,153**	**–**	**€170,968**	**–**

(1) *Details given in Table 2 below, "Summary of compensation"*
(2) *IFRS fair value at the grant date*
(3) *Ubisoft Shares*

	03/31/22		03/31/21	
Michel Guillemot, Deputy CEO	**Ubisoft**	**Other companies**	**Ubisoft**	**Other companies**
Compensation granted for the financial year (1)	€105,621	—	€105,621	—
Valuation of multi-annual variable compensation granted during the financial year (2)	—	—	—	—
Valuation of options granted during the financial year (2)	—	—	€65,347	—
Valuation of performance shares (3) granted during the financial year (2)	€58,532	—	—	—
TOTAL	**€164,153**	**–**	**€170,968**	**–**

(1) *Details given in Table 2 below, "Summary of compensation"*
(2) *IFRS fair value at the grant date*
(3) *Ubisoft Shares*

1 2 3 4 5 6 7 8 9

Gérard Guillemot, Deputy CEO	03/31/22 Ubisoft	03/31/22 Other companies	03/31/21 Ubisoft	03/31/21 Other companies
Compensation granted for the financial year (1)	€111,621	€594,746 (4)	€116,621	€595,416 (4)
Valuation of multi-annual variable compensation granted during the financial year (2)	—	—	—	—
Valuation of options granted during the financial year (2)	—	—	€65,347	—
Valuation of performance shares (3) granted during the financial year (2)	€58,532	—	—	—
TOTAL	**€170,153**	**€594,746**	**€181,968**	**€595,416**

(1) Details given in Table 2 below, "Summary of compensation"
(2) IFRS fair value at the grant date
(3) Ubisoft Shares
(4) For his duties as CEO of the cinema and television business (amounts subject to impact of exchange rates)

Christian Guillemot, Deputy CEO	03/31/22 Ubisoft	03/31/22 Other companies	03/31/21 Ubisoft	03/31/21 Other companies
Compensation granted for the financial year (1)	€105,621	—	€105,621	—
Valuation of multi-annual variable compensation granted during the financial year (2)	—	—	—	—
Valuation of options granted during the financial year (2)	—	—	€65,347	—
Valuation of performance shares (3) granted during the financial year (2)	€58,532	—	—	—
TOTAL	**€164,153**	**–**	**€170,968**	**–**

(1) Details given in Table 2 below, "Summary of compensation"
(2) IFRS fair value at the grant date
(3) Ubisoft Shares

TABLE 2: SUMMARY OF COMPENSATION PAID OR GRANTED BY THE ISSUER AND BY ALL COMPANIES (ARTICLE L. 233-16 OF THE FRENCH COMMERCIAL CODE)

Yves Guillemot, Chairman and CEO		03/31/22 Amounts granted *(in euros)* (1)	03/31/22 Amounts paid *(in euros)* (2)	03/31/21 Amounts granted *(in euros)* (1)	03/31/21 Amounts paid *(in euros)* (2)
Gross fixed compensation before tax		584,824	584,824	584,824	584,824
Annual variable compensation		0 (3)	409,377	409,377	52,634
Multi-annual variable compensation		—	—	—	—
Exceptional compensation		—	—	—	—
Compensation granted in respect of the office as director	Fixed component (4)	16,000	16,000	16,000	16,000
	Variable component (4)	24,000	24,000	24,000	24,000
Benefits in kind		—	—	—	—
TOTAL		**624,824**	**1,034,201**	**1,034,201**	**677,458**

(1) Compensation granted to the executive corporate managing officer for his duties during the financial year, irrespective of the date of payment
(2) Compensation paid to the executive corporate managing officer for his duties over the financial year
(3) The Chairman and CEO indicated that he would waive payment of his annual variable compensation (€310,607)
(4) 40% fixed and 60% variable

Claude Guillemot, Deputy CEO		03/31/22 Amounts granted *(in euros)* (1)	03/31/22 Amounts paid *(in euros)* (2)	03/31/21 Amounts granted *(in euros)* (1)	03/31/21 Amounts paid *(in euros)* (2)
Gross fixed compensation before tax		65,621	65,621	65,621	65,621
Annual variable compensation		—	—	—	—
Multi-annual variable compensation		—	—	—	—
Exceptional compensation		—	—	—	—
Compensation granted in respect of the office as director	Fixed component (3)	16,000	16,000	16,000	16,000
	Variable component (3)	24,000	24,000	24,000	24,000
Benefits in kind		—	—	—	—
TOTAL		**105,621**	**105,621**	**105,621**	**105,621**

(1) Compensation granted to the executive corporate managing officer for his duties during the financial year, irrespective of the date of payment
(2) Compensation paid to the executive corporate managing officer for his duties over the financial year
(3) 40% fixed and 60% variable

Michel Guillemot, Deputy CEO		03/31/22 Amounts granted *(in euros)* (1)	03/31/22 Amounts paid *(in euros)* (2)	03/31/21 Amounts granted *(in euros)* (1)	03/31/21 Amounts paid *(in euros)* (2)
Gross fixed compensation before tax		65,621	65,621	65,621	65,621
Annual variable compensation		—	—	—	—
Multi-annual variable compensation		—	—	—	—
Exceptional compensation		—	—	—	—
Compensation granted in respect of the office as director	Fixed component (3)	16,000	16,000	16,000	16,000
	Variable component (3)	24,000	24,000	24,000	24,000
Benefits in kind		—	—	—	—
TOTAL		**105,621**	**105,621**	**105,621**	**105,621**

(1) Compensation granted to the executive corporate managing officer for his duties during the financial year, irrespective of the date of payment
(2) Compensation paid to the executive corporate managing officer for his duties over the financial year
(3) 40% fixed and 60% variable

Gérard Guillemot, Deputy CEO		03/31/22 Amounts granted *(in euros)* (1)	03/31/22 Amounts paid *(in euros)* (2)	03/31/21 Amounts granted *(in euros)* (1)	03/31/21 Amounts paid *(in euros)* (2)
Gross fixed compensation before tax		660,367 (3)	660,367 (3)	661,037 (3)	661,037 (3)
Annual variable compensation		—	—	—	—
Multi-annual variable compensation		—	—	—	—
Exceptional compensation		—	—	—	—
Compensation granted in respect of the office as director and President/member of a committee	Fixed component (4)	16,000	16,000	21,000	21,000
	Variable component (4)	30,000	30,000	30,000	30,000
Benefits in kind		—	—	—	—
TOTAL		**706,367**	**706,367**	**712,037**	**712,037**

(1) Compensation granted to the executive corporate managing officer for his duties during the financial year, irrespective of the date of payment
(2) Compensation paid to the executive corporate managing officer for his duties over the financial year
(3) Including €594,746 (FY22) and €595,416 (FY21) for his duties as CEO of the cinema and television business (amounts subject to impact of exchange rates)
(4) Including 40% fixed and 60% variable components for his term of office as director and a fixed and variable component as President (until 04/06/21)/member of the CSR Committee (see 4.2.2.1.2)

Christian Guillemot, Deputy CEO		03/31/22 Amounts granted *(in euros)* (1)	03/31/22 Amounts paid *(in euros)* (2)	03/31/21 Amounts granted *(in euros)* (1)	03/31/21 Amounts paid *(in euros)* (2)
Gross fixed compensation before tax		65,621	65,621	65,621	65,621
Annual variable compensation		—	—	—	—
Multi-annual variable compensation		—	—	—	—
Exceptional compensation		—	—	—	—
Compensation granted in respect of the office as director	Fixed component (3)	16,000	16,000	16,000	16,000
	Variable component (3)	24,000	24,000	24,000	24,000
Benefits in kind		—	—	—	—
TOTAL		**105,621**	**105,621**	**105,621**	**105,621**

(1) Compensation granted to the executive corporate managing officer for his duties during the financial year, irrespective of the date of payment
(2) Compensation paid to the executive corporate managing officer for his duties over the financial year
(3) 40% fixed and 60% variable

TABLE 4: SHARE PURCHASE OR SUBSCRIPTION OPTIONS GRANTED DURING THE FINANCIAL YEAR TO EACH EXECUTIVE CORPORATE MANAGING OFFICER BY THE ISSUER AND BY ALL GROUP COMPANIES

No SOP were granted to the executive corporate managing officers between April 1, 2021 and March 31, 2022.

TABLE 5: SHARE PURCHASE OR SUBSCRIPTION OPTIONS EXERCISED DURING THE FINANCIAL YEAR BY EACH EXECUTIVE CORPORATE MANAGING OFFICER

Options exercised during the financial year between April 1, 2021 and March 31, 2022			
Identity of the executive corporate managing officer	Number of options exercised	Exercise price	Plan no. Plan date – Expiry date
Yves Guillemot, Chairman and CEO	—	—	—
Claude Guillemot, Deputy CEO	3,674 *	€31.96	no. 33 12/14/16 – 12/13/21
Michel Guillemot, Deputy CEO	3,674 *	€31.96	no. 33 12/14/16 – 12/13/21
Gérard Guillemot, Deputy CEO	3,674 *	€31.96	no. 33 12/14/16 – 12/13/21
Christian Guillemot, Deputy CEO	3,674 *	€31.96	no. 33 12/14/16 – 12/13/21

* *5% to be held in registered form until the expiry/termination of duties*

The history of the SOP plans for the Company's executive corporate managing officers is presented in section 4.2.3.3.

TABLE 6: PERFORMANCE SHARES GRANTED DURING THE FINANCIAL YEAR TO EACH EXECUTIVE CORPORATE MANAGING OFFICER BY THE ISSUER AND BY ALL GROUP COMPANIES

Free ordinary shares (AGA) granted between April 1, 2021 and March 31, 2022						
Identity of the executive corporate managing officer	Valuation of the shares according to the method selected for the consolidated financial statements	Number of instruments granted during the financial year	Vesting date	Availability date	Performance conditions	Date of the plan
Yves Guillemot, Chairman and CEO	€40.99/€29.89 (1)	20,263 (2)	12/08/25	12/08/25	1/3: TSR (over three years/ vesting by tier) 1/3: Growth in number of monthly active users (MAU) (over three financial years/vesting by tier) 1/3: "CSR" Indicator (reduction in carbon intensity (over three financial years/vesting by tier)	12/07/21
Claude Guillemot, Deputy CEO	€40.99/€29.89 (1)	1,705 (2)	12/08/25	12/08/25		12/07/21
Michel Guillemot, Deputy CEO	€40.99/€29.89 (1)	1,705 (2)	12/08/25	12/08/25		12/07/21
Gérard Guillemot, Deputy CEO	€40.99/€29.89 (1)	1,705 (2)	12/08/25	12/08/25		12/07/21
Christian Guillemot, Deputy CEO	€40.99/€29.89 (1)	1,705 (2)	12/08/25	12/08/25		12/07/21

(1) €40.99 for shares subject to internal performance conditions and €29.89 for shares subject to external performance conditions
(2) 5% to be held in registered form until the expiry/termination of duties

TABLE 7: PERFORMANCE SHARES THAT BECAME AVAILABLE DURING THE FINANCIAL YEAR FOR EACH EXECUTIVE CORPORATE MANAGING OFFICER

Preference shares (AGAP) that resulted in conversion between April 1, 2021 and March 31, 2022			
Identity of the executive corporate managing officer	Number of AGAP resulting in conversion	Date of the plan – Expiry date (4)	Number of OS issued from the conversion of AGAP
Yves Guillemot, Chairman and CEO	394 (1)	12/14/16 - 12/16/21 (2)	11,334 (3) (5)
Claude Guillemot, Deputy CEO	—	—	—
Michel Guillemot, Deputy CEO	—	—	—
Gérard Guillemot, Deputy CEO	—	—	—
Christian Guillemot, Deputy CEO	—	—	—

(1) 1 AGAP may give entitlement to 30 ordinary shares subject to the achievement of share market price conditions, with the application, where appropriate, of a proportional and linear sliding scale (see 4.2.3.3)
(2) Waiver of the conversion period in favor of automatic conversion by an amendment to the plan regulations on 09/18/19
(3) 5% to be held in registered form until the expiry/termination of duties
(4) Conversion date of AGAP
(5) Exchange rate: 28,766 ordinary shares for 1 AGAP with the right to delivery of 11,334 ordinary shares

The history of the AGA or AGAP plans for the Company's executive corporate managing officers is presented in section 4.2.3.3.

TABLE 11: SUMMARY TABLE OF COMPENSATION AND BENEFITS OWED AS A RESULT OF THE COMPANY'S EXECUTIVE CORPORATE MANAGING OFFICERS LEAVING OFFICE

	Total term with an employment contract with the Company		Supplementary pension scheme		Indemnities or benefits payable or that may be payable due to termination or change in responsibilities		Compensation relating to a non-compete clause	
Name	Yes	No	Yes	No	Yes	No	Yes	No
Yves Guillemot, Chairman and CEO		✓		✓		✓		✓
Claude Guillemot, Deputy CEO		✓		✓		✓		✓
Michel Guillemot, Deputy CEO		✓		✓		✓		✓
Gérard Guillemot, Deputy CEO		✓		✓		✓		✓
Christian Guillemot, Deputy CEO		✓		✓		✓		✓

Non-executive corporate officers

TABLE 3: TABLE ON THE COMPENSATION RECEIVED BY NON-EXECUTIVE CORPORATE OFFICERS

		03/31/22		03/31/21	
Identity of the non-executive corporate officers		**Amounts granted** *(in euros)* [1]	**Amounts paid** *(in euros)* [2]	**Amounts granted** *(in euros)* [1]	**Amounts paid** *(in euros)* [2]
Didier Crespel					
Compensation	Fixed component	€31,000 [3]	€31,000 [3]	€31,000 [3]	€31,000 [3]
	Variable component	€34,000 [5]	€34,000 [5]	€34,000 [5]	€34,000 [5]
Other compensation		—	—	—	—
TOTAL		**€65,000**	**€65,000**	**€65,000**	**€65,000**
Laurence Hubert-Moy					
Compensation	Fixed component	€26,000 [4]	€26,000 [4]	€26,000 [4]	€26,000 [4]
	Variable component	€44,000 [5]	€44,000 [5]	€44,000 [5]	€44,000 [5]
Other compensation		—	—	—	—
TOTAL		**€70,000**	**€70,000**	**€70,000**	**€70,000**
Florence Naviner					
Compensation	Fixed component	€31,000 [4]	€31,000 [4]	€31,000 [4]	€31,000 [4]
	Variable component	€34,000 [5]	€34,000 [5]	€34,000 [5]	€34,000 [5]
Other compensation		—	—	—	—
TOTAL		**€65,000**	**€65,000**	**€65,000**	**€65,000**
Corinne Fernandez-Handelsman					
Compensation	Fixed component	€21,000	€21,000 [4]	€16,000	€16,000
	Variable component	€40,000 [5]	€40,000 [5]	€40,000 [5]	€40,000 [5]
Other compensation		—	—	—	—
TOTAL		**€61,000**	**€61,000**	**€56,000**	**€56,000**
Belén Essioux-Trujillo					
Compensation	Fixed component	€16,000	€16,000	€5,333 [6]	€5,333 [6]
	Variable component	€31,500 [6]	€31,500 [6]	€3,000 [6]	€3,000 [6]
Other compensation		—	—	—	—
TOTAL		**€47,500**	**€47,500**	**€8,333**	**€8,333**
John Parkes					
Compensation	Fixed component	€16,000 [6]	€16,000 [6]	€12,000 [6]	€12,000 [6]
	Variable component	€24,000 [6]	€24,000 [6]	€15,000 [6]	€15,000 [6]
Other compensation		[7]	[7]	[7]	[7]
TOTAL		**€40,000**	**€40,000**	**€27,000**	**€27,000**
Lionel Bouchet					
Compensation	Fixed component	€16,000	€16,000	€16,000	€16,000
	Variable component	€30,000 [5]	€30,000 [5]	€30,000 [5]	€30,000 [5]
Other compensation		[7]	[7]	[7]	[7]
TOTAL		**€46,000**	**€46,000**	**€46,000**	**€46,000**
Anne Wübbenhorst					
Compensation	Fixed component	€16,000 [6]	€16,000 [6]	€5,333 [6]	€5,333 [6]
	Variable component	€24,000 [6]	€24,000 [6]	€3,000 [6]	€3,000 [6]
Other compensation		[7]	[7]	[7]	[7]
TOTAL		**€40,000**	**€40,000**	**€8,333**	**€8,333**

(1) Compensation granted to non-executive corporate officers for their duties over the financial year, irrespective of the date of payment
(2) All compensation paid to non-executive corporate officers for their duties over the financial year
(3) Including flat-rate fee as lead director
(4) Including the fixed component as President of a Committee (see 4.2.1.2)
(5) Including the variable component as member of a Committee (see 4.2.1.2)
(6) Pro rata for the term of office as director and/or member of a committee (see 4.2.1.2)
(7) John Parkes, director representing employee shareholders, Lionel Bouchet and Anne Wübbenhorst, directors representing employees, holding employment contracts within the Ubisoft group, receive compensation unrelated to their terms of office as directors. As a result, this information has not been communicated

4.2.2.2 Individual compensation ("Individual *Ex Post*" vote)

6th, 7th, 8th, 9th and 10th resolutions of the 2022 General Meeting

Pursuant to article L. 22-10-34, II of the French commercial code, a breakdown of the total compensation and benefits of any kind, paid during or granted in respect of the financial year to the Chairman and CEO and to each Deputy CEO, submitted for a shareholder vote, is set out here below.

Chairman and CEO: Yves Guillemot (6th resolution)

Components of compensation granted or paid for FY22

Annual gross fixed compensation (the "Fixed" compensation)

	Amount granted FY22	Amount paid FY22
Compensation in force since April 1, 2019.	**€584,824**	**€584,824**

Annual variable compensation

	Amount granted FY22 (payment FY23)	Amount paid FY22 (granted FY21)
The target value corresponds to around 30% of the total compensation, *i.e.* 100% of Fixed compensation with a maximum of 150% of the Fixed compensation.	The achievement of the performance conditions (see 4.2.2.1.1) entitles the individual to annual variable compensation equal to 53.1% of the Fixed compensation, *i.e.* €310,607, **waived by decision of the Chairman and CEO.**	The achievement of the performance conditions (see 4.2.2.1.1 of the 2021 URD) entitles the individual to an annual variable compensation equal to 70% of the Fixed compensation.
	€0	**€409,377**
	no payment FY23 – submitted to approval by the General Meeting of 07/05/22 (6th resolution)	*paid FY22 – approval by the General Meeting of 07/01/21 (6th resolution)*

Performance shares (AGA)

	Accounting valuation (FY22 grant)	
The value of the annual grant of long-term variable compensation corresponds to approximately 40% of the total compensation, or 133% of the Fixed compensation.	**€695,629 (20,263 AGA)**	N/A
	Characteristics and performance conditions specified in 4.2.2.1.1.	

Gross compensation granted in respect of the office as director

	Amount granted FY22	Amount paid FY22
Board of directors: €40,000 maximum in total Fixed: 40% Variable: 60% prorated according to attendance at Board meetings during the financial year: ■ attendance < 50%: no payment ■ attendance ≥ 50% and < 75%: payment of half ■ attendance ≥ 75%: payment of entire amount	**€40,000**	**€40,000**
	Attendance rate at the FY22 Board meetings referred to in 4.1.2.4.	

Deferred variable compensation	Annual exceptional compensation	Stock options	Other long-term compensation (redeemable equity warrants, etc.)	Benefits in kind	Severance payment	Non-compete indemnity	Supplementary pension scheme
N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A

Deputy CEOs: Claude, Michel, Gérard and Christian Guillemot (7th, 8th, 9th and 10th resolutions)
Components of compensation granted or paid for FY22

Annual gross fixed compensation (the "Fixed" compensation)

		Amount granted FY22	Amount paid FY22
Compensation in force since April 1, 2018.	**Claude Guillemot (7th)**	**€65,621**	**€65,621**
	Michel Guillemot (8th)	**€65,621**	**€65,621**
	Gérard Guillemot (9th)	**€65,621 ***	**€65,621 ***
	Christian Guillemot (10th)	**€65,621**	**€65,621**

Performance shares (AGA)

		Accounting valuation (FY22 grant)	
The value of the annual grant of long-term variable compensation corresponds to approximately 50% of the total compensation, or 100% of the Fixed compensation.	**Claude Guillemot (7th)**	**€58,532 (1,705 AGA)**	N/A
	Michel Guillemot (8th)	**€58,532 (1,705 AGA)**	
	Gérard Guillemot (9th)	**€58,532 (1,705 AGA)**	
	Christian Guillemot (10th)	**€58,532 (1,705 AGA)**	
		Characteristics and performance conditions specified in 4.2.2.1.1.	

Gross compensation granted in respect of the office as director and/or committee member

		Amount granted FY22	Amount paid FY22
Board of directors: €40,000 maximum Fixed: 40% Variable: 60% prorated according to attendance at Board meetings during the financial year: ■ attendance < 50%: no payment ■ attendance ≥ 50% and < 75%: payment of half ■ attendance ≥ 75%: payment of entire amount **CSR Committee** (Gérard Guillemot) Variable (members): €1,500 per meeting (capped at four meetings per financial year)	**Claude Guillemot (7th)**	**€40,000**	**€40,000**
	Michel Guillemot (8th)	**€40,000**	**€40,000**
	Gérard Guillemot (9th)	**€46,000**	**€46,000**
	Christian Guillemot (10th)	**€40,000**	**€40,000**
		Attendance rate at FY22 Board meetings (and the CSR Committee for Gérard Guillemot) referred to in 4.1.2.4.	

Annual variable compensation	Deferred variable compensation	Annual exceptional compensation	Stock options	Other long-term compensation (redeemable equity warrants, etc.)	Benefits in kind	Severance payment	Non-compete indemnity	Supplementary pension scheme
N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A

* *For his duties as CEO of the cinema and television business, in respect of the financial year ended 03/31/22, Gérard Guillemot received gross annual compensation of €594,746 (subject to impact of exchange rates)*

4.2.3 REPORTS REQUIRED BY ARTICLES L. 225-184 AND L. 225-197-4 OF THE FRENCH COMMERCIAL CODE

4.2.3.1 Principles and rules used for the grant of share purchase and/or subscription options or free shares

Long-term incentive plans are a fundamental component of the Ubisoft business culture and its compensation policy.

They effectively help to:

- foster entrepreneurial spirit, which has always been one of the fundamental reasons for Ubisoft's performance;
- retain, incentivize, reward and promote the medium and long-term commitment of the Group's executives, key managers and talent through their involvement in the Group's development and their contribution to its growth;
- boost the competitiveness of the Group's team member compensation.

4.2.3.2 Grants during the financial year ended March 31, 2022

For the financial year ended March 31, 2022, the Board granted SOP and AGA (see 4.2.3.5 and 4.2.3.6) in favor of employees, members of the Executive Committee of the Ubisoft group and/or executive corporate managing officers of the Company, under authorizations in force granted by the General Meeting.

As of March 31, 2022, the authorizations in force granted to the Board by the General Meeting are listed below:

Authorization in force at 03/31/22		Minimum budget		Expiry date Duration
Share purchase and/or subscription options	Employees/Executive Committee	1% of the share capital at the grant date (1)	07/02/20 28th	09/01/23 38 months
Free share grant	Employees/Executive Committee	2% of the share capital at the grant date (2)	07/01/21 26th	08/31/24 38 months
	Executive corporate managing officers	0.1% of the share capital at the grant date (3)	07/01/21 27th	08/31/24 38 months

(1) Joint maximum shared by the 28th and 29th resolutions of the General Meeting of 07/02/20
(2) Joint maximum shared by the 26th and 27th resolutions of the General Meeting of 07/01/21
(3) Maximum on the 26th resolution of the General Meeting of 07/01/21 replacing the 29th resolution of the General Meeting of 07/02/20

Note that plans are automatically canceled in the event of termination of employment or corporate office (except in the event of disability, death). In addition, in the event of a change in control of the Company within the meaning of article L. 233-3 of the French commercial code, the SOP and AGA plans, with the exception of those concerning executive corporate managing officers, immediately cease to be subject to (i) the condition that the beneficiaries are Group employees on the date of exercise of the SOP or transfer of ownership of the Shares and (ii) the achievement of the performance conditions, if applicable.

4.2.3.3 Grants during the financial year ended March 31, 2022 to executive corporate managing officers

The grants made to executive corporate managing officers of the Company during the past financial year are summarized in AMF Tables nos. 4 and 6 in 4.2.2.1.4.

The exercise of SOP carried out by the executive corporate managing officers in respect of the past financial year as well as the Shares that became available under AGAP plans, following conversion, in respect of said financial year are presented in AMF Tables nos. 5 and 7 in 4.2.2.1.4.

The history of SOP and/or AGA/AGAP plans in favor of the Company's executive corporate managing officers, including the grants for the past financial year, is set out below.

HISTORY OF THE ALLOCATIONS OF SHARE PURCHASE AND/OR SUBSCRIPTION OPTIONS TO EACH EXECUTIVE CORPORATE MANAGING OFFICER BY THE ISSUER AND BY ALL GROUP COMPANIES

General Meeting	**09/25/06**	**07/04/07**	**09/22/08**	**07/10/09**	**07/02/10**
Board (plan no.)	**04/26/07 (no. 14)**	**06/27/08 (no. 17)**	**05/12/09 (no. 19)**	**04/29/10 (no. 22)** (3)	**04/27/11 (no. 24)**
Price	€17.45 (1) (2)	€27.35 (1) (2)	€14.75 (2)	€9.91 (2)	€6.77 (2)
Number of executives	5	5	5	5	5
Initially granted	151,680 (2)	139,648 (2)	125,392 (2)	120,336 (2)	111,232 (2) (4)
Yves Guillemot, Chairman and CEO	101,120 (2)	91,108 (2)	80,896 (2)	75,840 (2)	70,784 (2) (4)
Claude Guillemot, Deputy CEO	12,640 (2)	12,135 (2)	11,124 (2)	11,124 (2)	10,112 (2) (4)
Michel Guillemot, Deputy CEO	12,640 (2)	12,135 (2)	11,124 (2)	11,124 (2)	10,112 (2) (4)
Gérard Guillemot, Deputy CEO	12,640 (2)	12,135 (2)	11,124 (2)	11,124 (2)	10,112 (2) (4)
Christian Guillemot, Deputy CEO	12,640 (2)	12,135 (2)	11,124 (2)	11,124 (2)	10,112 (2) (4)
Exercise	0	0	0	0	111,232
Balance at 03/31/22	0	0	0	0	0
Performance conditions	N/A	N/A	N/A	**100%** Internal conditions (cumulative): sales and profitability (3)	**100%** Internal conditions (cumulative): sales and profitability

(1) Two-for-one stock split effective 11/14/08
(2) Subscription price and number adjusted following the issuance of share subscription warrants on 04/10/12 (articles L. 225-181 and L. 288-99 of the French commercial code)
(3) Plan of 04/29/10 → Board meeting of 07/01/14: acknowledgment of the early expiry due to the failure to meet the cumulative performance conditions of sales and profitability at 05/15/14
(4) Plan of 04/27/11 → Board of directors of 03/09/12: change in the designation of 417,000 options from share subscription options to purchase options
(5) Plan of 03/17/14 → Board meeting of 07/01/14: 25% cancelation of the allocation granted to the Chairman and CEO following the recognition of non-compliance with the collective performance condition by the Compensation Committee on 06/26/14
(6) Plan of 12/14/16 → Board meeting of 05/14/20: recognition of 75.97% achievement of the performance condition related to the average non-IFRS Group EBIT over 4 financial years giving rise to the exercise of 3,674 SOP for each Deputy CEO
(7) Plan of 12/14/16 → Proportional vesting as follows:
- if average non-IFRS Group EBIT < 70% of the target average non-IFRS Group EBIT: acquisition of SOP canceled
- if average non-IFRS Group EBIT > 70% and < 100% of the target average non-IFRS Group EBIT: acquisition of SOP proportional to the % achieved
- if average non-IFRS Group EBIT > 100% of the target average non-IFRS Group EBIT: acquisition of 100% of the SOP confirmed

(8) Plan of 12/17/18 → Board meeting of 02/23/22: recognition of early expiry due to failure to meet performance conditions (9) (10)
(9) Acquisition by tier as follows:
- < 80% of the average non-IFRS Group EBIT → 0% of the allocation for this Indicator
- ≥ 80% and < 90% of the average non-IFRS Group EBIT → 30% of the allocation for this Indicator
- ≥ 90% and < 100% of the average non-IFRS Group EBIT → 50% of the allocation for this Indicator
- ≥ 100% of the average non-IFRS Group EBIT → 100% of the allocation for this Indicator

(10) Acquisition by tier as follows [TSR]:
- < 50th percentile → 0% of the allocation for this Indicator
- > 50th and < 60th percentile → 50% of the allocation for this Indicator
- > 60th percentile → 100% of the allocation for this Indicator

(11) Acquisition by tier as follows [MAU]:
- < 80% of the target → 0% of the allocation for this Indicator
- ≥ 80% and < 90% of the target → 30% of the allocation for this Indicator
- ≥ 90% and < 100% of the target → 50% of the allocation for this Indicator
- ≥ 100% of the target → 100% of the allocation for this Indicator

(12) Acquisition by tier as follows [CSR]:
- < 23% women in the teams → 0% of the allocation for this Indicator
- ≥ 23% and < 24% women in the teams → 50% of the allocation for this Indicator
- ≥ 24% women in the teams → 100% of the allocation for this Indicator

	09/24/12	**09/23/15**	**09/23/15**	**06/27/18**	**06/27/18**	**07/02/20**
	03/17/14 (no. 27)	**12/16/15 (no. 31)**	**12/14/16 (no. 33)**	**12/17/18 (no. 41)** (8)	**12/12/19 (no. 43)**	**12/08/20 (no. 47)**
	€11.92	€26.85	€31.955	€68.59	€54.30	€77.76
	5	3	4	5	5	5
	100,000	37,500	19,344 (6)	56,031	67,743	49,104
	60,000 (5)	0	0	41,607	50,683	36,716
	10,000	12,500	4,836 (6)	3,606	4,265	3,097
	10,000	12,500	4,836 (6)	3,606	4,265	3,097
	10,000	12,500	4,836 (6)	3,606	4,265	3,097
	10,000	0	4,836 (6)	3,606	4,265	3,097
	85,000 (5)	37,500	14,696 (6)	0	0	0
	0	0	0	0 (8)	67,743	49,104
	100% Internal condition (average Non-IFRS Group EBIT over four financial years/% based on tiers) of which **25%** collective performance condition	**100%** Internal condition (average Non-IFRS Group EBIT over four financial years/ % based on tiers)	**100%:** Internal condition (average Non-IFRS Group EBIT over four financial years/ proportional acquisition (7))	**50%:** Internal condition (average Non-IFRS Group EBIT over three financial years/ acquisition by tier (9)) **50%:** External condition (TSR over three years/ acquisition by tier (10))	**50%:** Internal condition (average Non-IFRS Group EBIT over three financial years/ acquisition by tier (9)) **50%:** External condition (TSR over three years/ acquisition by tier (10))	**60%:** TSR (over three years/ acquisition by tier (10)) **20%:** Growth in number of monthly active users (MAU) (over three financial years/ acquisition by tier (11)) **20%:** "CSR" Indicator (Increase in the gender diversity of teams) (over three financial years/acquisition by tier (12))

HISTORY OF ALLOCATION OF PERFORMANCE SHARES TO EACH EXECUTIVE CORPORATE MANAGING OFFICER BY THE ISSUER AND BY ALL GROUP COMPANIES

General Meeting	09/23/15	09/23/15	07/01/21
Board	12/16/15	12/14/16	12/07/21
Type of shares	preference shares (1)	preference shares (1)	ordinary shares
Number of executives	2	1	5
Initially granted	1,500 preference shares -- convertible to a maximum of 45,000 ordinary shares (1)	394 preference shares -- convertible to a maximum of 11,820 ordinary shares (1)	27,083 ordinary shares
Yves Guillemot, Chairman and CEO	1,333 preference shares	394 preference shares	20,263 ordinary shares
Claude Guillemot, Deputy CEO	N/A	N/A	1,705 ordinary shares
Michel Guillemot, Deputy CEO	N/A	N/A	1,705 ordinary shares
Gérard Guillemot, Deputy CEO	N/A	N/A	1,705 ordinary shares
Christian Guillemot, Deputy CEO	167 preference shares	N/A	1,705 ordinary shares
Acquired	1,500 preference shares (2) converted into 45,000 ordinary shares (3)	394 preference shares (2) converted into 11,334 ordinary shares (3) (4)	0
Balance at 03/31/22	0	0	27,083 ordinary shares
Performance conditions	**100%:** Internal condition (average non-IFRS Group EBIT over three financial years/ acquisition by tier (5))	**100%:** Internal condition (average non-IFRS Group EBIT over three financial years/ acquisition by tier (6))	**60%:** TSR (over three years/ acquisition by tier (7)) **20%:** Growth in number of monthly active users (MAU) (over three financial years/ acquisition by tier (8)) **20%:** "CSR" Indicator (reduction of the Group's carbon intensity) (over three financial years/acquisition by tier (9))

(1) 1 preference share ("AGAP") convertible into 30 ordinary shares subject to market conditions at the end of the vesting period
- *if ↘ in the share price in relation to the floor market price*: the AGAP do not give the right to any ordinary share*
- *if ↗ in the share price up to 50% compared to the floor market price *: each % of ↗ recorded gives entitlement to 0.6 ordinary share*
- *if ↗ in the share price ≥ 50% of the floor market price*: 1 AGAP entitles the holder to 30 ordinary shares*

** Average price over the 20 trading days preceding the Board of directors' meeting granting the shares*

(2) Plan of 12/16/15 → Definitive vesting date of the AGAP on 12/17/18 - Board meeting of 10/30/18: finding that 100% of the performance condition has been met (5)
Plan of 12/14/16 → Definitive vesting date of the AGAP on 12/16/19 - Board of 05/15/19: finding that 100% of the performance condition has been met (6)

(3) Plan of 12/16/15 → Automatic conversion date 12/17/20 - Conversion ratio: 30 ordinary shares for 1 AGAP/Subsequent cancelation of 1,500 AGAP
Plan of 12/14/16 → Automatic conversion date 12/16/21 - Conversion ratio: 28.766 ordinary shares for 1 AGAP/Subsequent cancelation of 394 AGAP
Plans of 12/16/15 and 12/14/16: 5% of the ordinary shares resulting from automatic conversion to be held in registered form until the expiry of duties

(4) Delivery of existing shares (see 7.2.4)

(5) Acquisition by tier as follows:
- *If < 80% of the target → 0% of the allocation for this Indicator*
- *If ≥ 80% and < 90% of the target → 50% of the allocation for this Indicator*
- *If ≥ 90% and < the target → 70% of the allocation for this Indicator*
- *If ≥ the target → 100% of the allocation for this Indicator*

(6) Proportional vesting as follows:
- *if EBIT < 70% of the target → 0% of the allocation for this Indicator*
- *if EBIT ≥ 70% of the target and < 100% of the target → allocation proportional to the % achieved*
- *if EBIT ≥ 100% of target → allocation of 100% of approved AGAP*

(7) Acquisition by tier as follows [TSR]:
- *< 50th percentile → 0% of the allocation for this Indicator*
- *≥ 50th and ≤ 60th percentile → 50% of the allocation for this Indicator*
- *> 60th percentile → 100% of the allocation for this Indicator*

(8) Acquisition by tier as follows [MAU]:
- *< 80% of the target → 0% of the allocation for this Indicator*
- *≥ 80% and < 90% of the target → 30% of the allocation for this Indicator*
- *≥ 90% and < 100% of the target → 50% of the allocation for this Indicator*
- *≥ 100% of the target → 100% of the allocation for this Indicator*

(9) Acquisition by tier as follows [CSR]:
- *< 80% of the target → 0% of the allocation for this Indicator*
- *≥ 80% and < 90% of the target → 30% of the allocation for this Indicator*
- *≥ 90% and < 100% of the target → 50% of the allocation for this Indicator*
- *≥ 100% of the target → 100% of the allocation for this Indicator*

4.2.3.4 AMF Table No. 9: Stock options granted to and exercised by the ten employee grantees other than corporate officers who received or exercised the largest number of options

Options granted between April 1, 2021 and March 31, 2022			
	Options granted during the financial year ended 03/31/22 to the 10 employees other than corporate officers who received the highest number of options so granted	Average weighted price	Plan no. Expiry date
Complete information for all Group companies combined	**4,009**	**€66.94**	no. 48 04/06/26

Options exercised between April 1, 2021 and March 31, 2022			
	Options exercised during the financial year ended 03/31/22 by the 10 employees other than corporate officers who received the highest number of options so exercised	Average weighted price	Plan no. Expiry date
Complete information for all Group companies combined	**149,188**	**€33.41**	no. 32 no. 34 06/22/21 03/29/22

4.2.3.5 AMF Table no. 10: Summary of free share plans valid as of March 31, 2022

General Meeting	06/27/18	06/27/18	06/27/18	06/27/18	06/27/18	06/27/18	06/27/18	07/02/19
Board	06/27/18	09/12/18	10/30/18	12/17/18	02/01/19	05/15/19	07/02/19	09/18/19
Performance conditions	(1) (2)	(1)	(1)	(1)	(1)	(1)	(1) (2)	(1)
Number of beneficiaries	2,085	13	7	94	34	28	2,288	8
Executive corporate managing officers								
Yves Guillemot, Chairman and CEO	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A
Claude Guillemot, Deputy CEO	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A
Michel Guillemot, Deputy CEO	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A
Gérard Guillemot, Deputy CEO	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A
Christian Guillemot, Deputy CEO	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A
Vesting period	4 years	4 years	4 years	4 years	4 years	4 years	4 years	4 years
Vesting date of the shares	06/27/22	09/12/22	10/31/22	12/19/22	02/01/23	05/15/23	07/03/23	09/18/23
Retention period	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A
Total number of shares granted initially	606,869	8,631	3,708	77,151	31,791	41,097	876,828	5,901
Cumulative number of shares canceled	177,605	3,387	1,675	31,710	5,676	2,517	218,674	918
Balance at 03/31/22	429,264	5,244	2,033	45,441	26,115	38,580	658,154 (3)	4,983

(1) 100% subject to individual performance objectives linked to the beneficiary's position
(2) For members of the Executive Committee (Plan of 06/27/18: 3 beneficiaries/Plan of 07/02/19: 2 beneficiaries):
- *1/3 conditional on the achievement of an average non-IFRS Group EBIT (with acquisition by tier) assessed over 3 financial years*
- *1/3 conditional on the achievement of a Ubisoft TSR compared to the TSR of the companies in the NASDAQ Composite Index (with acquisition by tier) assessed over 3 years*
- *1/3 conditional on individual objectives (see (1)) assessed over 4 years*

(3) Early delivery of 123 ordinary shares to the heirs of a beneficiary pursuant to the provisions of article L. 225-197-3 of the French commercial code
(4) Employees (excluding members of the Executive Committee/excluding executive corporate managing officers)
(5) For members of the Executive Committee (Plan of 12/07/21: 2 beneficiaries) and executive corporate managing officers (5 beneficiaries):
- *60% conditional on the achievement of a Ubisoft TSR compared to the TSR of the companies in the NASDAQ Composite Index (with acquisition by tier) assessed over 3 years*
- *20% subject to growth in the number of monthly active users (MAU) (with acquisition by tier) assessed over 3 financial years*
- *20% conditional on achieving a "CSR" Indicator (reduction of the Group's carbon intensity) (with acquisition by tier) assessed over 3 financial years*

07/02/19	07/02/19	07/02/19	07/02/19	07/02/19	07/02/19	07/02/19	07/02/19	07/01/21	07/01/21	07/01/21
12/12/19	02/13/20	07/01/20	10/29/20	12/08/20	02/10/21	04/07/21	06/30/21	10/28/21	12/07/21	02/23/22
(1)	(1)	(1)	(1)	(1)	(1)	(1)	(1)	(1)	(1) (5)	(1)
4	35	2,576	8	75	3	72	2,756	40	40	24
N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	20,263	N/A
N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	1,705	N/A
N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	1,705	N/A
N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	1,705	N/A
N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	1,705	N/A
4 years	4 years	4 years	4 years	4 years	4 years	4 years	4 years	2 years (1/3) 3 years (1/3) 4 years (1/3)	2 years (1/3) (4) 3 years (1/3) (4) 4 years (1/3) (4) 4 years (5)	2 years (1/3) 3 years (1/3) 4 years (1/3)
12/12/23	02/13/24	07/01/24	10/29/24	12/09/24	02/10/25	04/07/25	06/30/25	10/30/23 10/28/24 10/28/25	12/07/23 (4) 12/09/24 (4) 12/08/25 (4) 12/08/25 (5)	02/23/24 02/24/25 02/23/26
N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A
2,954	32,275	966,574	4,088	59,980	1,147	66,818	1,239,402	60,444	105,996	26,045
939	17,894	220,318	2,972	20,074	0	16,910	127,549	10,131	11,089	0
2,015	14,381	746,256	1,116	39,906	1,147	49,908	1,111,853	50,313	94,907	26,045

4.2.3.6 AMF Table no. 8: Summary of share purchase and/or subscription option plans valid as at March 31, 2022

Plan	Plan 35	Plan 36	Plan 38	Plan 39	Plan 40
General Meeting	09/23/15	09/23/15	09/23/15	09/23/15	06/27/18
Board of directors	06/27/17	09/22/17	04/13/18	06/27/18	06/27/18
Number of beneficiaries	75	2	2	4	56
Number granted	418,500	11,000	11,500	19,579	188,454
of which executive corporate managing officers					
Yves Guillemot, Chairman and CEO	N/A	N/A	N/A	N/A	N/A
Claude Guillemot, Deputy CEO	N/A	N/A	N/A	N/A	N/A
Michel Guillemot, Deputy CEO	N/A	N/A	N/A	N/A	N/A
Gérard Guillemot, Deputy CEO	N/A	N/A	N/A	N/A	N/A
Christian Guillemot, Deputy CEO	N/A	N/A	N/A	N/A	N/A
Opening date	06/27/18	09/22/18	04/13/19	06/27/19	06/27/19 06/27/22 (1) (2)
Expiry date	06/26/22	09/21/22	04/12/23	06/26/23	06/26/23
Subscription or purchase price (without discount)	France €50.02 World €51.80	€57.26	€73.86	€94.58	€94.58
Terms and conditions of exercise	25% per year from 06/27/18	25% per year from 09/22/18	25% per year from 04/13/19	25% per year from 06/27/19	25% per year from 06/27/19 06/27/22 (1) (2)
Number of options exercised between allocation and 03/31/22	201,125	0	0	0	0
Number of options canceled or void since allocation	49,000	3,000	1,500	4,659	52,563
Number of options outstanding at 03/31/22	168,375	8,000	10,000	14,920	135,891

(1) For members of the Executive Committee (Plan 40: 1 beneficiary/Plan 42 and 46: 2 beneficiaries) and executive corporate managing officers (Plans 43 and 47: 5 beneficiaries), the options become exercisable only after the 4th year of the plan

(2) Plan 40 (1 member of the Executive Committee)/Plan 42 (2 members of the Executive Committee)/Plan 43 (5 executive corporate managing officers):
- *50% of the acquisition contingent upon the achievement of average non-IFRS Group EBIT assessed over 3 financial years, with an acquisition by tier as follows:*
  - *< 80% of the average Group EBIT → 0% of the allocation for this Indicator*
  - *≥ 80% and < 90% of the average Group EBIT → 30% of the allocation for this Indicator*
  - *≥ 90% and < 100% of the average Group EBIT → 50% of the allocation for this Indicator*
  - *≥ 100% → 100% of the allocation for this Indicator*
- *50% of the acquisition contingent on the positioning of the Ubisoft TSR compared to the TSR of the NASDAQ Composite Index assessed over 3 years, with an acquisition by tier as follows:*
  - *< 50th percentile → 0% of the allocation for this Indicator*
  - *> 50th and < 60th percentile → 50% of the allocation for this Indicator*
  - *> 60th percentile → 100% of the allocation for this Indicator*

(3) Plan 46 (2 members of the Executive Committee), 100% of the vesting conditional on:
- *the positioning of the TSR Ubisoft compared to the TSR of the companies in the NASDAQ Composite Index assessed over 3 years*
- *growth in MAU assessed over 3 financial years*
- *increase in the gender diversity of teams (CSR) assessed over 3 financial years*

(4) Plan 47 (5 executive corporate managing officers) (see 4.2.2), the vesting is conditional:
- *for 60%, on the positioning of the Ubisoft TSR compared to the TSR of the NASDAQ Composite Index, assessed over 3 years, with acquisition by tiers as follows:*
  - *< 50th percentile → 0% of the allocation for this Indicator*
  - *> 50th and < 60th percentile → 50% of the allocation for this Indicator*
  - *> 60th percentile → 100% of the allocation for this Indicator*
- *for 20%, on the basis of the growth in MAU assessed over 3 financial years, with acquisition by tiers as follows:*
  - *< 80% of the target → 0% of the allocation for this Indicator*
  - *≥ 80% and < 90% of the target → 30% of the allocation for this Indicator*
  - *≥ 90% and < 100% of the target → 50% of the allocation for this Indicator*
  - *≥ 100% of the target → 100% of the allocation for this Indicator*
- *for 20%, on the increase in the gender diversity of teams (CSR) over 3 financial years, with acquisition by tiers as follows:*
  - *< 23% women in the teams → 0% of the allocation for this Indicator*
  - *≥ 23% and < 24% women in the teams → 50% of the allocation for this Indicator*
  - *≥ 24% women in the teams → 100% of the allocation for this Indicator*

Plan 42	Plan 43	Plan 44	Plan 45	Plan 46	Plan 47	Plan 48
06/27/18	06/27/18	06/27/18	06/27/18	07/02/20	07/02/20	07/02/20
07/02/19	12/12/19	02/13/20	07/01/20	07/02/20	12/08/20	04/07/21
62	5	4	62	2	6	1
330,678	67,743	21,515	271,629	60,821	55,673	4,009
N/A	50,683 (2)	N/A	N/A	N/A	36,716 (4)	N/A
N/A	4,265 (2)	N/A	N/A	N/A	3,097 (4)	N/A
N/A	4,265 (2)	N/A	N/A	N/A	3,097 (4)	N/A
N/A	4,265 (2)	N/A	N/A	N/A	3,097 (4)	N/A
N/A	4,265 (2)	N/A	N/A	N/A	3,097 (4)	N/A
07/02/20 07/02/23 (1) (2)	12/12/23 (1) (2)	02/13/21	07/01/21	07/02/24 (1) (3)	12/08/21 12/08/24 (1) (4)	04/07/22
07/01/24	12/11/24	02/12/25	06/30/25	07/01/25	12/07/25	04/06/26
France €69.55 World €69.70	€54.30	€73.80	France €68.45 World €73.40	France €68.59 World €76.50	€77.76	€66.94
25% per year from 07/02/20 07/02/23 (1) (2)	12/12/23 (1) (2)	25% per year from 02/13/21	25% per year from 07/01/21	07/02/24 (1) (3)	25% per year from 12/08/21 12/08/24 (1) (4)	25% per year from 04/07/22
11,010	0	0	0	0	0	0
72,336	0	14,855	41,115	0	0	0
247,332	67,743	6,660	230,514	60,821	55,673	4,009

5 CORPORATE SOCIAL RESPONSIBILITY

5.1 METHODOLOGY NOTE ON EMPLOYEE-RELATED, ENVIRONMENTAL AND SOCIETAL REPORTING

5.1.1 INDICATOR FRAMEWORK

Ubisoft has defined its framework with a view to tracking performance relating to the Group's main environmental, employee-related and societal issues, based on:

- the regulatory requirements of articles L. 225-102-1 and R. 225-105-2 imposing the obligation to produce a Statement of non-financial performance (hereinafter the "DPEF") following the transposition of European Directive 2014/95/EU on the disclosure of non-financial information (Order no. 2017-1180 of July 19, 2017 and Decree no. 2017-1265 of August 9, 2017);
- the G4 guidelines of the Global Reporting Initiative (GRI), a multiparty organization, which prepares a framework of sustainable-development reporting indicators that are internationally recognized and whose purpose is to develop globally applicable directives for reporting on companies' economic, environmental and social performance.

All the information required in the DPEF can be found in the relevant cross-reference tables at the end of this Universal Registration Document.

5.1.2 REPORTING PERIOD

Reporting periods differ depending on CSR themes. These break down as follows:

CSR data	Reporting period 04/01/21 – 03/31/22 (12 months)	Reporting period 01/01/21 – 12/31/21 (12 months)
Employee-related	✓	
Societal	✓	
Environmental		✓

5.1.3 SCOPE OF REPORTING

The scope used for CSR reporting is the Group, which is defined as all fully consolidated companies.

However, some Indicators are only available for a limited scope. Where this is the case, and in the interests of consistency, the reporting scope is defined as follows:

- **employee-related Indicators** [1]: companies outside France ≥ 20 employees and French companies [2];
- **environmental Indicators** [3]: sites outside France ≥ 20 employees and French sites.

Where appropriate, the scope covered is always indicated, giving the companies/sites concerned and/or their representativeness as a percentage of the Group's headcount.

5.1.4 CHANGE IN METHOD/CONDITIONS COMPARED WITH THE PREVIOUS FINANCIAL YEAR

Change in the method used to calculate environmental Indicators

Environmental reporting includes a full calculation of GHG emissions based on the method recommended by the ADEME (the French Ecological Transition Agency) in 2021 and including an assessment of the carbon impact of working from home since 2020. The data for 2020 have been restated to take into account methodological changes and to be comparable with the data for 2021.

Change in the method used to calculate employee-related Indicators

The accident severity and frequency rate is calculated based on the number of days worked by all team members over the year. From FY22, our HR information system calculates the number of days worked per company on a per-employee basis, taking into account paid leave, public holidays and any other absence actually recorded over the period. Until FY21, this Indicator was calculated on a theoretical basis according to each company's policy on absences.

To calculate the ratio of men's compensation to women's compensation, a new methodology was applied from this year, in partnership with a specialist external service provider, Aon.

Methodology for FY22: the gender pay gap, based on the total workforce, is calculated by our external partner using a regression-based statistical analysis. It produces a statistical model of the relationship between compensation and different variables such as location, position, performance, level of responsibility and experience. Accordingly, it determines pay gaps for each team member that are not explained by these variables and identifies potential situations of inequality. The overall Group score is calculated by aggregating these individual gaps. The score is positive when the gap is in favor of men and negative when the pay gap favors women.

(1) *The scope defined in this way covered 99.5% of the Group's workforce at the end of March 2022*
(2) *Scope defined on the basis of the Group workforce at the end of September 2021*
(3) *The scope defined in this way covered 99.4% of the Group's workforce at the end of March 2022*

Methodology for FY21 and previous years: the gender pay gap, based on the overall workforce, is calculated by country, area of employment, level of responsibility and business line within each subsidiary for which men and women are represented. For each set of comparisons, the difference is calculated between the average compensation of the gender with the highest compensation and that of the gender with the lowest compensation. In this way, when the average compensation of men is higher than that of women, the difference is a positive number. Conversely, the figure is negative when it reflects a difference in compensation in favor of women. These differences are then aggregated by applying a weighting by the sum of men or women, whichever is lower.

5.1.5 INDICATORS DEEMED IRRELEVANT BY THE GROUP AND NOT SUBJECT TO A SPECIFIC DEVELOPMENT IN THE DPEF

Themes covered by the DPEF	Ubisoft comments
■ Actions to prevent food waste	Ubisoft group is committed to the fight against food waste. However, given the nature of its business and since there is no company cafeteria at many of its sites, it only handles a small quantity of food waste.
■ Ways to combat food insecurity and promote a responsible, fair and sustainable food system	Not applicable to our business.
■ Respect for animal welfare	Not applicable to our business.
■ Promoting sport and physical activity	Although sport and physical activity is not applicable to our business, they are promoted through some games in Ubisoft's portfolio, such as *Just Dance*®.

5.1.6 REPORTING PRINCIPLE

The Corporate Social Responsibility Department (CSR) is in charge of leading and coordinating CSR reporting. To this end, it has drawn up this reporting protocol specifying:

- the list of CSR Indicators illustrating their correlation with the GRI framework;
- Indicator definitions to ensure that they are uniform for the whole Group and leave no room for interpretation;
- the scope used;
- the processes to be followed for the collection of information and the calculation of Indicators;
- the information sources and supporting documentation to be provided (this list is not exhaustive. They are provided as examples and may be added to where necessary);
- the format in which data/information is to be recorded;
- the list of published Indicators and the relevant paragraph numbers of the Group's Registration Document for the period N-1.

This protocol serves as a reference for the collection and consolidation of data. To this end, the CSR Department must:

- tell its local representatives or contacts what information they need to collect;
- ensure that the information collected is available, uniform, and documented;
- verify the completeness, consistency, and accuracy of the data (see section 6.2);
- ensure that:
  - any absence of information has been justified and explained,
  - any variation of more or less than 15% in quantitative data against the previous period is explained;
- formally validate the data collected.

Once the collected data have been validated, the CSR Department also works to:

- consolidate the data;
- prepare the consolidated Statement of non-financial performance;
- verify the accuracy of the CSR information presented in the consolidated Statement of non-financial performance to be published in the Ubisoft group Universal Registration Document.

Specifications on the internal controls carried out on collected and consolidated data

To ensure the reliability of the published information, the collected and consolidated data are subject to formal controls including:

- an analytical review of the data (comparison with n-1 data);
- analysis and calculation of ratios;
- consistency checks;
- sample documentation checks.

Specifications on the methods for collecting data

- Regarding **employee-related Indicators**, these are collected:
  - either directly, using the MicroStrategy reporting tool, which makes it possible to exploit data from the human resources management software program (HRTB) used by all the Group's subsidiaries,
  - or *via* the reporting tool Act21 which enables the recording of employee-related information not tracked in HRTB.

It should be noted that for all employee-related Indicators, the members of staff taken into account are those defined in the total headcount unless stated otherwise.

- With regard to the **environmental and societal Indicators**, these are collected:
  - for each site through a qualitative and quantitative questionnaire managed using the reporting tool Act21, prepared in accordance with the reporting protocol,
  - from cross-functional departments for the collection of global data at Group level.

Consolidation and verification

The subsidiaries submit their employee-related, environmental and societal data to the CSR Department in charge of collecting and ensuring the consistency of the data.

On the basis of all the consolidated data, the Corporate Social Responsibility Department conducts various controls (analytical review of data, consistency checks, spot checks on documentation, etc.) to improve the reliability of the information published.

5.1.7 METHODOLOGICAL CLARIFICATION OF INDICATORS

Regarding player data

- A new Indicator has been included in the reporting process this year: Percentage of players of our main online multi-player games stating that they have read a code of Conduct applicable to the game. This percentage is drawn from an annual survey conducted in partnership with our partner polling institute among a representative sample of players of our main online multi-player games in different countries (CRM basis taking into account three levels of gaming time: low/medium/high).

Regarding employee-related data

- The workforce is defined as all employees registered at the end of the period with an open-ended or fixed-term contract, regardless of the type of employment (full- or part-time). Casual workers, seasonal workers, freelancers, interns, subcontractors and temporary workers are not included.
- A hire is defined as any individual who joins the workforce during the period in question. Fixed-term contract renewals are not included in new hires.
- The gender pay gap, based on the overall workforce, is calculated by country, area of employment, level of responsibility and business line within each subsidiary for which men and women are represented. For each set of comparisons, the difference is calculated between the average compensation of the gender with the highest compensation and that of the gender with the lowest compensation. In this way, when the average compensation of men is higher than that of women, the difference is a positive number. Conversely, the figure is negative when it reflects a difference in compensation in favor of women. These differences are then aggregated by applying a weighting by the sum of men or women, whichever is lower.
- To determine the number of training hours, only training activities undertaken face-to-face or virtual training by an internal or external trainer and attendance at specialist conferences are included in the training plan. This excludes e-learning courses, team meetings, etc. Furthermore, only training hours relating to sessions undertaken and completed during the financial year are taken into account, irrespective of their duration. Logged training hours also include training given to employees present during the period but who had left the Group as of the reporting date.
- In order to determine the number of employees trained, an employee who takes part in several training programs is only counted once. The number of employees that have undertaken e-learning training is also presented in a separate Indicator.
- A manager is defined as someone who is hierarchically responsible for at least one person (including interns not counted as staff).
- A top manager is defined as a member of the Executive Committee or a Director reporting directly to the Executive Committee.

Regarding environmental data

- The reporting includes data on the environmental impact of consumables used by the Group's main suppliers to manufacture games and tie-in products.
- To determine its greenhouse gas emissions, the Group uses the following procedures (1):

Purchases (2) (3)	■ Breakdown of purchases into ten categories (excluding services and goods already taken into account in other emission categories) and application of ADEME monetary emission factors.
Buildings (energy used in offices) (4)	■ Local recording of energy consumption for 2021. ■ Application of emission factors based on the use of renewable energy according to the market-based approach (source: ADEME, AIB, EPA, local government).
Buildings (energy used when working from home) (5)	■ Estimated electricity consumption in the office and at home when working from home. These emissions are included in scope 2 of the GHG emissions.
Buildings (air conditioned)	■ Local collection of data on the number of air conditioning systems. Estimation of the breakdown of refrigerant gas. ■ Application of ADEME emission factors.
Buildings (fixed assets)	■ Local recording of the number of m² in the buildings and number of parking spaces. ■ Application of ADEME emission factors.
Data centers (energy)	■ Local recording of energy consumption for 2021. ■ Application of emission factors based on the use of renewable energy according to the market-based approach (source: ADEME, AIB, EPA, local government).
Data centers (servers)	■ Application of emission factors provided by manufacturers for the most representative models of Ubisoft's servers, over their useful lives.
Data centers (fixed assets)	■ Local collection of data on the surface area of buildings in m². ■ Application of ADEME emission factors.
Data centers (hosting services)	■ Application of ADEME monetary emission factors.
IT equipment (6)	■ Local inventory of IT equipment excluding data center servers. ■ Application of ADEME emission factors over the useful lives.
Freight	■ Collection of t.km according to the means of transport. ■ Application of ADEME emission factors.
Manufacturing	■ Collection or estimation of the composition of products and quantities. ■ Application of ADEME emission factors on the quantities of various materials.
Employee commuting (7)	■ Local recording of means of transport used. Calculation according to the city, the number of working days, and the number of days' presence in the office.
Visitors	■ Application of an emissions factor provided by an external expert in 2015, in proportion to the number of in-person days.
Business trips	■ Local recording of flights booked for the entity's staff and guests in 2021. ■ Application of ADEME emission factors (updated in 2021 including contrails).

(1) Does not include food for employees, hotel nights, other travel (excluding air travel) that is not considered sufficiently relevant to the Group's activities
(2) Purchases of services refer to a very wide range of services and the monetary emission factors – used here – are less accurate than physical emission factors – used for other emission categories
(3) Estimated on the basis of a relevant activity Indicator according to each source of emissions, such as the amount spent on Purchases and the number of persons for commuting and visitors
(4) Energy consumption inseparable from the expenses of certain sites is excluded
(5) The scope of calculation for working from home covers French companies and companies outside France with 20 or more employees as at September 30, 2021, representing 99.5% of the workforce at March 31, 2022
(6) The scope of reporting covers all sites in France and outside France, with the exception of Pasadena
(7) Estimated based on a relevant activity Indicator for each emission source, for example the amount spent for Purchases and the workforce for commuting and visitor travel

5.1.8 METHODOLOGICAL LIMITS OF THE INDICATORS

The Indicators may present methodological limits due to:

- a lack of standardization in national/international definitions and legislation;
- the representativeness of the measurements and estimates made;
- the practical methods of collecting and entering information.

CONTENTS

5.2 CORPORATE SOCIAL RESPONSIBILITY GOVERNANCE

5.2.1 CORPORATE SOCIAL RESPONSIBILITY STRATEGY

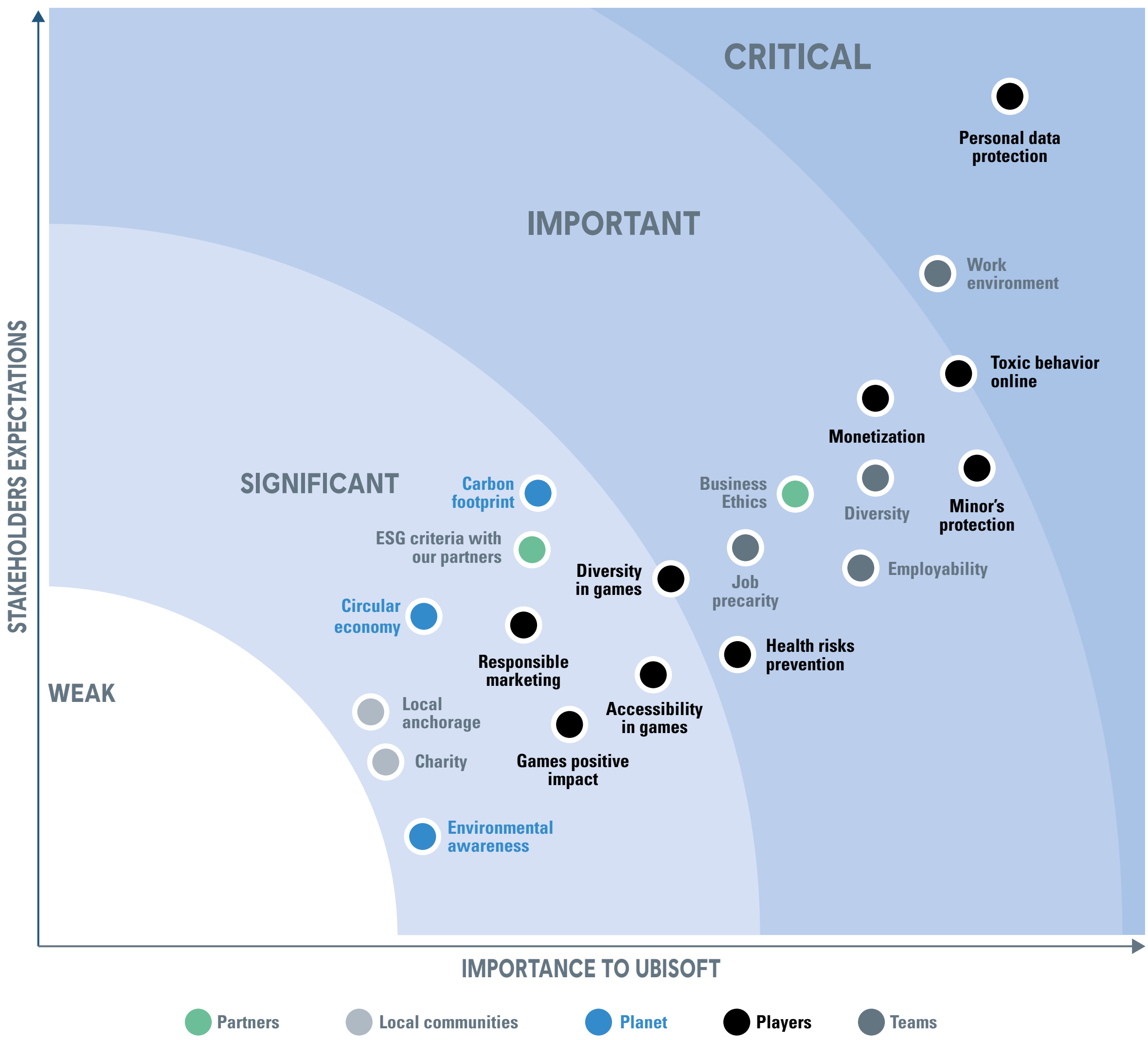
Ubisoft is committed to developing a positive and long-lasting impact for all its stakeholders, both internal and external. The corporate social responsibility strategy is broken down by stakeholder type: players, teams, local communities, business partners, and the planet.

The materiality matrix produced in December 2019 with the assistance of a specialist consultancy has enabled the Company to supplement the social responsibility issues identified internally with the expectations of its stakeholder ecosystem. The methodology used to establish the matrix was based on a questionnaire assessing the criticality of Ubisoft's societal impacts that was sent to a selection of partners, players, and teams and to the company's management. To ensure equal consideration of the four categories of stakeholders, the consolidated scores of each stakeholder were considered with an equivalent weighting in the final matrix.

The actions undertaken in 2021 with regard to player protection, respect in the workplace, and the environmental impact, were continued in 2022 in order to increase their impact over the long term.

To strengthen its action plans, in 2022, Ubisoft carried out an analysis of external risks with the assistance of a specialized firm. The results are provided in section 5.7 with the Duty of Care plan.

MATERIALITY MATRIX



This report therefore reflects all of the initiatives implemented to respond to these material societal issues for Ubisoft.

MATERIAL SOCIETAL ISSUES FOR UBISOFT AND ASSOCIATED RISKS

	Issues	Associated risks and opportunities	Commitments	Reference
Players	**Personal data protection**	Risks: ■ Fraud ■ Hacking Opportunities: ■ Being recognized as a publisher that places data protection at the heart of its strategy ■ Earning players' trust and attracting new players	**Ensure the responsible and transparent collection and use of personal data**	**5.3 & 5.7**
	Toxic behaviors online	Risks: ■ Fraudulent alteration of players' game play experience ■ Harassment having a negative impact on the game experience Opportunities: ■ Being perceived as a major player in efforts to combat inappropriate behaviors in online games	**Provide players with a safe gaming environment**	**3.1 & 5.3**
	Protection of minors	Risks: ■ Offending users ■ Inappropriate behavior in online communities Opportunities: ■ Reputational benefit ■ Being recognized as a publisher that offers a safe gaming environment for underage players	**Ubisoft is committed to protecting young players to offer them an age-appropriate gaming experience**	**5.3**
	Monetization	Risks: ■ Distorting the gaming experience ■ Reputational damage Opportunities: ■ Positive reputational impact ■ Attracting new players	**Apply monetization and engagement policies that respect the player experience and are sustainable in the long term**	**5.3**

	Issues	Associated risks and opportunities	Commitments	Reference
Teams	**Work environment**	Risks: ■ Loss of talent ■ Undermining Ubisoft's attractiveness in a highly competitive sector ■ Inappropriate behavior Opportunities: ■ Making our working environment a factor in attracting and retaining talent	**Guarantee a respectful and safe working environment for all**	**3.1 & 5.4**
	Diversity and inclusion	Risks: ■ Loss of attractiveness ■ Turnover within teams ■ Inappropriate behavior Opportunities: ■ Adopting a position as an employer that integrates a variety of profiles while ensuring the performance and cohesion of its teams ■ Fostering creativity and innovation	**Ubisoft encourages diversity and inclusion within its teams with a view to creating a healthy and inclusive working environment and encouraging creativity through diverse perspectives**	**5.4**
	Employability	Risks: ■ Loss of know-how, experience and professionalism Opportunities: ■ Ensuring team members have cutting-edge skills throughout their careers ■ Retaining talent	**Training teams to ensure employee have key skills for their future careers**	**3.1 & 5.4**
Partners	**Business ethics**	Risks: ■ Regulatory non-compliance Opportunities: ■ Being acknowledged as respecting its partners ■ Developing long-term partnerships with partners	**Ubisoft undertakes to comply with all applicable regulations and laws concerning business ethics**	**5.2**

	Issues	Associated risks and opportunities	Commitments	Reference
Planet	Carbon footprint	Risks: ■ Impact of climate hazards ■ Growing scarcity of certain metals used in the construction of consoles and computer hardware ■ Constraints linked to the energy transition on certain energy-intensive games Opportunities: ■ Establishing a leadership position to reduce our carbon impact in video games ■ Attracting new investors through our environmental commitment ■ Attracting new employees committed to the environmental cause	**Ubisoft is committed to contributing to carbon neutrality**	5.6
	Environmental awareness	Risks: ■ Deterioration of employer brand ■ Failure to meet announced carbon reduction targets Opportunities: ■ Attracting new profiles of team members and players, who are aware of environmental issues ■ Being perceived as a leader on the environment in the video game or entertainment sector ■ Contributing to carbon neutrality by raising awareness among our teams, partners and players	**Ubisoft is committed to raising its teams' awareness of their environmental impact**	5.6

5.2.2 ORGANIZATION

The Corporate Social Responsibility Department comprises a dedicated team that develops, coordinates and/or leads projects designed to address the material societal issues identified.

The Corporate Social Responsibility (CSR) Committee was set up by the Board of directors in 2018. It is tasked with examining the strategy and action plan with respect to the Group's CSR and putting forward any recommendations it may have in this regard. It also audits the CSR information to be included in the Universal Registration Document and submitted to the Board of directors in accordance with applicable legal and regulatory requirements. The operation, organization and duties of the CSR Committee (see 4.1.2.4) are described in the appendix to the Board of directors' internal rules (see 4.1.2.1).

For the 2021-2022 financial year, the CSR Committee notably proposed non-financial "CSR" performance Indicators in relation to the annual variable compensation of the Chairman and Chief Executive Officer and the multi-annual variable compensation (employee share ownership plans) of all executive corporate managing officers for 2022-2023, indexed to the achievement of CSR targets defined as priorities for the Group [1]. Other matters addressed by the CSR Committee in 2021/2022 are described in 4.1.2.4.

[1] *See section 4.2 Compensation of corporate officers*

The criteria proposed for the past four years are summarized in the table below. The priority issues are thus covered and continue to be monitored over time.

CSR criterion in the compensation of the CEO	Sub-Indicators	Target	Target assessment year	Reference for details
Player protection	GDPR	Protect players' personal data by reinforcing the means of control offered to players over the use of their data beyond the scope of application of GDPR.	March 31, 2020	DPEF FY20 – *4.2 Compensation of corporate officers* DPEF FY21 – *5.3.2 Offering our players a safe gaming environment for a positive experience*
	Reputation sanction score	Set up the reputation sanction service to limit online toxicity.	March 31, 2020	DPEF FY20 – *4.2 Compensation of corporate officers* DPEF FY21 – *5.3.2 Offering our players a safe gaming environment for a positive experience*
	Protection of young players on PC	Global implementation of a protection program for young players for free games (FTP) with a rating below ESRB.	March 31, 2021	DPEF FY21 – 4.2 *Compensation of corporate officers* DPEF FY21 – *5.3.2 Offering our players a safe gaming environment for a positive experience*
	Protection of young players on mobile	Implementation of an "age gate" on new mobile games for which the target audience is minors, with the aim of protecting them by deactivating certain functionalities by default.	March 31, 2021	DPEF FY21 – *4.2 Compensation of corporate officers* DPEF FY21 – *5.3.2 Offering our players a safe gaming environment for a positive experience*
Acting as a responsible employer	Respect and quality of life at work	Action plan consisting of three major areas: listening to teams, training managers and team members in "respect at work", and assessing team members on the exemplarity of their behavior. Team members' well-being is measured through three dimensions in the employee engagement survey conducted by the Group each year with the assistance of an external service provider. The three dimensions measured for this Indicator are engagement, diversity and inclusion, and respect.	March 31, 2022 March 31, 2023	DPEF FY21 – *4.2 Compensation of corporate officers* DPEF FY21 – *5.4.3. Guaranteeing a respectful and safe working environment for all*
	Increase gender diversity	Reach 24% women in the teams.	March 31, 2023	DPEF FY21 - 4.2 Compensation of corporate officers DPEF FY21 - 5.4.2.1. Strengthening diversity and inclusion within our teams
Optimizing the environmental impact	Reduction in carbon intensity	Reduce the carbon intensity per employee by 8.8% in three years. Reduce the carbon intensity per employee by 10.6% compared with 2019.	March 31, 2024 March 31, 2025	DPEF FY21 - 4.2 Compensation of corporate officers DPEF FY21 - 5.6.2. Ubisoft's commitment to carbon neutrality

5.2.3 CODE OF CONDUCT

In 2021, the Group worked with numerous experts to develop an internal Code of Conduct that gives team members guidelines and key contacts to help deal with sensitive situations they may face during their day-to-day working lives. Broken down by stakeholder type, this code covers gifts and invitations as well as confidential data, corruption and inappropriate behavior. This Code of Conduct is shared with all of the teams and updated each year in line with sectoral and organizational changes affecting the Group. As of March 31, 2022, the code had been signed by 96% of the teams.

The Code of Conduct constitutes a key basis for raising awareness of our duty of care and combating corruption. It is also a cornerstone for ensuring a respectful working environment for everyone.

The initiatives rolled out during the year to boost compliance with the law on transparency, combating corruption, and the modernization of the economy, known as the "Sapin 2 Law", are presented in the chapter of this report dedicated to risk management and internal control (see 3.2.2).

5.2.4 PREVENTING TAX EVASION

With operations in several countries, Ubisoft is committed to complying with tax regulations: entities declare and pay their taxes in accordance with their local obligations, as well as the taxes due. The group responds appropriately and promptly to requests from tax authorities regarding the exchange of information and in compliance with tax conventions. The Group does not promote any form of tax evasion.

Intragroup transactions are governed by a transfer pricing policy. It is based on the recommendations of the OECD and in particular on the arm's length principle. A comparative study of the pricing of intragroup transactions worldwide ensures the consistency of the practices implemented.

The Group complies with country-by-country reporting obligations, presenting: sales, pre-tax profit, taxes paid and due, headcount, etc. It is clear from this that its choices of location are not guided by tax considerations.

5.2.5 RELATIONS WITH STAKEHOLDERS

The Group considers all people and organizations directly or indirectly affected by the Company's business activities to be stakeholders.

Ubisoft maintains constant dialog with its stakeholders and establishes lasting relationships that respect the interests of everyone. The main methods of dialog with these stakeholders are presented below:

Stakeholders	Methods of dialog
Customers	■ Online communication (for online games)
	■ Consumer get-togethers (focus groups)
	■ Publication of information about our products
	■ Networking events during promotional tours or industry events (E3, Gamescom, etc.)
	■ e-Sport tournaments (R6 invitational), *Just Dance* world championships
	■ Ubisoft club, star players program
Suppliers	■ Buyer/supplier meetings
	■ Supplier selection process
Shareholders and investors	■ Conferences for the presentation of results, meetings and plenary meetings
Employees	■ Biannual team member satisfaction surveys
	■ Group and local satisfaction surveys on well-being at work
	■ Dialog with employee representation bodies (if applicable under local regulations)
	■ Organization of Sharetimes and other teamworking initiatives
Research centers	■ Collaborative approach, creation of and participation in R&D programs, university chairs, open innovation events
Communities, NGOs	■ Partnerships with NGOs and/or local associations
Local businesses	■ Partnerships with local businesses (local retailers, etc.)
State, public organizations, etc.	■ Participation in working groups on the challenges facing our industry
	■ Local meetings with town councils or local government entities

5.3 OFFERING A CUSTOMIZED GAMING EXPERIENCE THAT ENRICHES PLAYERS' LIVES BEYOND PURE ENTERTAINMENT

5.3.1 DEVELOPING THE POSITIVE IMPACT OF OUR GAMES BEYOND PURE ENTERTAINMENT

Ubisoft strives to offer increasingly inclusive games that enable players to acquire knowledge and skills beyond pure entertainment. As a publisher of video games, offering a positive gaming experience is a key challenge that forms part of our vision for society.

APPROACH

To address this challenge, workshops and presentations are organized throughout the year to raise awareness among development teams and enable them to integrate more and more knowledge (social interactions, diversity, inclusion, accessibility, etc.) and to develop mechanisms for learning through play. However, this integration decision belongs to each production team and has to be consistent with the world selected by the team. A Positive Play team dedicated to the benefits and positive impacts of video games was created in 2021 to support and inspire the production teams and a new Positive Entertainment Track was included in the Ubisoft Entrepreneurs Lab 2021 program to support young video game companies focused on education, health and social ties.

The process is long-term and hence, progressive. Over the past few years, the projects developed have helped make progress in the following areas:

Acquisition of knowledge and skills

In addition to providing fun and emotions, games are great ways to discover history (ancient Egypt in *Assassin's Creed Origins*®, ancient Greece in *Odyssey*, and the Vikings in *Valhalla*). Games also promote learning (learning to play the guitar with *Rocksmith*, programming with *Rabbids Coding!*), socialization and leadership development (online team games such as *Rainbow Six Siege*) or physical activity (*Just Dance*®).

Ubisoft also creates technological experiences that facilitate learning and openness to culture. Gaming can also be a source of inspiration for teachers who create fun modules and lessons. In 2021, we made interactive experiences promoting historical and cultural heritage available to the general public, for example a virtual reality tour of *Notre-Dame de Paris* Cathedral (as part of an exhibition held in the archaeological crypt of the *Île de la Cité* following the fire at the cathedral), and a mobile augmented reality *Rabbids* game set in the gardens of the *Château de Versailles*. In co-production with Little Big Story and France Télévisions, we have also developed Lady Sapiens, a virtual reality time-travel experience to discover a woman's daily life in paleolithic times, which has been available to play at the Cabinet of Virtual Reality in the *Grande Galerie de l'Évolution* at the Paris Natural History Museum since October 2, 2021.

Overcoming stereotypes by developing rich and complex characters consistent with our universes, which tend to reflect the diversity of the world around us

The production teams increasingly strive to develop characters that reflect the world's diversity. Thus, a choice that first started with *Assassin's Creed Odyssey*® (selecting the gender of the main character) is now also found in Valhalla, released in 2020 (possibility of deciding if Eivor is a man or a woman), and in *Far Cry 6*, released in 2021 (whether Dani Rojas is a man or a woman), while the new *Immortals Fenyx Rising*™ franchise stars a heroine. The same goes for the *Watch Dogs*® franchise which, after representing a diverse range of protagonists in the context of Silicon Valley with its characters Marcus Holloway (African American) or Josh Sauchak (on the autism spectrum), in the latest *Watch Dogs*® *Legion*, features a very wide variety of everyday characters (doctor, pilot, artist, etc.) with its "play as anyone" game system. More than six years after its launch, *Rainbow Six Siege* continues to offer players a wide variety of agents (more than fifty characters available) with varied ethnic origins, nearly half of whom are women, with season six also seeing the arrival of Osa, the game's first transgender operator, in August 2021.

Developing game accessibility for people with disabilities

Ubisoft has strengthened its commitment to accessibility in order to offer a lasting, positive gaming experience for all, irrespective of their physical or mental condition. The project on the accessibility of video games for people with disabilities was launched in 2017 and has enabled us, for the first achievement threshold, to rapidly achieve compliance with the US law applicable from January 1, 2019 (Communication and Video Accessibility Act) aimed at increasing the accessibility of communication services in video games (written chat, voice chat, video) to people with disabilities.

This commitment has been strengthened and is now an integral part of the process of developing and validating our games (integration of accessibility in the content validation process for our games to ensure it is taken into account upstream of production) and our production teams are therefore assisted by in-house and external accessibility consultants. An Accessibility team was officially created in 2020 to provide cross-functional support to all teams in order to make the user experience accessible from end to end (from press and marketing communications such as the Ubisoft Forward online conference to the official website in France, *via* the online store and, of course, games), and this team is expanding with the hiring of a web accessibility specialist in 2021.

In-depth work is also underway with the engine and tools teams to achieve efficiency gains directly in our tools to facilitate the work of all our production teams in incorporating accessibility features.

The accessibility of our games is assessed using an internal framework inspired by assessment systems put in place by groups of players with disabilities. This framework helps to assess the accessibility level of games, from "basic" (ability to play the game, even without access to all of its functionalities, for a player with disabilities) to "exceptional" (ability to play it fully like any other person), via "intermediate" and "advanced" depending on the type of disability (motor, cognitive, visual, auditory).

Like our AAA games released in 2020 – *Assassin's Creed Valhalla*®, *Watch Dogs Legion*®, and *Immortals Fenyx Rising*™, which were rated "intermediate" level and won awards in different categories at the Can I Play That Accessibility Awards at the end of 2020 – our latest AAA games, *Far Cry 6*, *Riders Republic*, and *Rainbow 6 Extraction*, released at the end of 2021 and early 2022 also achieved this level. *Far Cry 6* was nominated in the "Innovation in Accessibility" category of The Game Awards 2021 and *Assassin's Creed Valhalla*® won the Accessibility Innovation Award from the International Game Developers Association (IGDA) in August 2021.

Furthermore, several of our studios are working with associations for players with disabilities (CapGame in France, AbleGamers in the United States, Special Effect in the United Kingdom, Funbikator in Sweden) in order to raise teams' awareness of their needs and work together with them on the design of upcoming games by inviting them to take part in user tests.

Finally, in order to inform the communities concerned, a page dedicated to the accessibility features of our games is available on the Customer Support website and on Ubisoft News. This information allows players to find out whether it will be possible for them to play the game before buying it.

Fostering social interaction between players outside the game and supporting e-Sport professionals

Community developers organize player communities, learn more about their needs and ensure a link with the development teams in order to improve the gaming experience. Competitions and tournaments bring players together, mainly online due to the global pandemic, and foster social interaction. Even outside the competitive environment, our online multi-player games allow players to continue to interact with others and keep in touch with their loved ones despite the Covid crisis. Ubisoft has also contributed to the "Play apart together" awareness program with other major players in the video game industry, an initiative supported by the World Health Organization.

In e-Sport, Ubisoft continues to develop its international scene with the organization of regular competitions such as the "Six Invitationals" and the "Majors" for *Rainbow Six Siege*, as well as international tournaments for Brawlhalla and a world championship for Trackmania.

Certain players have become professional e-Sport players and set up clubs with a coach and gaming analysts, a role that requires high levels of dedication and strong day-to-day discipline. Thus, in *Rainbow Six Siege*, we support our best players around the world through their clubs and continue to develop the e-Sport gaming ecosystem to contribute to their professionalization.

5.3.2 OFFERING OUR PLAYERS A SAFE GAMING ENVIRONMENT FOR A POSITIVE GAMING EXPERIENCE

As a video games publisher, we take the well-being of our players very seriously and we want to ensure they have the most positive gaming experience possible. We listen to our communities and work with our main unions and stakeholders to identify potential risks associated with the gaming environment and find solutions that are shared with the video game industry.

APPROACH

Prevent inappropriate behaviors in online communities

Ubisoft has a responsibility to provide its players with the best gaming experience possible. With this in mind, particular attention is given to problems of toxicity in online communities. Any form of harassment, racism, discrimination, threatening behavior, fraud or cheating within the games or the communities will not be tolerated.

All of Ubisoft's multi-player games and forums are covered by codes of conduct, which set out the types of behavior that are forbidden, the safety regulations and possible sanctions. These codes of conduct are available on the game websites, on forums, and on the Customer Support site. A new global Code of Conduct has also been published on the Customer Support site in order to become the reference at Group level. According to a survey conducted in April 2021, 77% of players in our main online multi-player games are aware of the existence of these codes of conduct and 48% say they have read one of them. This survey will be carried out annually to better understand and measure the impact of inappropriate behaviors in our online communities.

Our "Customer Relations Centers", located in Europe, North America, and Asia, are always available to our players and a new support platform released in 2021, entitled "Help" and available on all media, makes it easier to find information and answers to the most frequently asked questions. In addition, these Customer Relations Centers encourage players to identify and report, inappropriate behaviors immediately so that appropriate measures are taken (warning, banning, etc.) using the existing sanctions system.

In addition, a dedicated team is responsible for moderating forums and content created by players, and "automatic filter" systems enable players to hide abusive or discriminatory words and comments in chats (instant messaging used in online games) in real time (the associated lists are regularly updated).

It should also be noted that in addition to the system entitled "reverse friendly fire" included in the competitive team game *Rainbow Six Siege* in 2019 to combat "teamkill" behaviors consisting in voluntarily eliminating one or more team-mates during the game, in 2020 and 2021 Ubisoft continued to intensify its efforts to further combat cheating, improve account security, and give content creators and players the option to better protect their online identity by activating Streamer Mode, deployed on *Rainbow 6 Siege* in 2021 (see Focus below).

Ubisoft is a partner of the "Raising Good Gamers" initiative and is now a member of the "Fair Play Alliance" alongside other players in the video game industry.

FOCUS: STREAMER MODE IN *RAINBOW SIX SIEGE*

In 2021, in addition to the efforts to combat cheating in *Rainbow Six Siege*, a new online service called Streamer Mode was rolled out to protect players livestreaming their games with options used by the game development team.

These new privacy options prevent malicious persons from using a player's livestream to obtain information giving them an unfair advantage or to show disruptive behavior intended to sabotage or harass the streamer (stream sniping).

Protect and inform young players and their families

Ubisoft is committed to protecting young players to offer them an age-appropriate gaming experience. For example, Ubisoft has set up a young player account for its free-to-play games. This account's default setting has no targeted ads or data sharing and includes the sending to parents of automatic notifications (related to in-game spending) and activity reports (playing time, friends added, etc.). Furthermore, for mobile games for young players, an "age gate" is rolled out worldwide to automatically disable targeted advertising, data sharing and targeted promotional offers for minor players.

In addition, in order to strengthen communication with families, a "Family & Gaming" page is available on the Ubisoft main website. It aims to answer the main questions parents have about playing video games: choosing a suitable game for their child, developing skills through games, supporting their child in their playing. This page has been prepared in partnership with associations including PédaGojeux, the AskAboutGames initiative, a psychologist specializing in digital technologies and by speaking directly to families about their main concerns.

Moreover, throughout the whole life cycle of a game, the production and distribution teams work directly with the ratings agencies and consumer protection bodies to ensure that all content developed is compliant with age classifications. The main bodies are PEGI (Pan European Game Information) for Europe, ESRB (Entertainment Software Rating Board) for the United States, OFLC (Office of Film and Literature Classification) or COB for Australia, USK *(Unterhaltungssoftware Selbstkontrolle* – in English: Entertainment Software Self-regulation Body) for Germany and CERO (Computer Entertainment Rating Organization) for Japan.

These organizations help consumers learn about the nature of the products and their recommended ages based on classification systems designed to guarantee the clear and transparent labeling of video games.

Prevent risks linked to intensive video game playing

Ubisoft remains committed to offering its consumers a protected environment by working directly with the professional trade associations of the video game industry, such as SELL [(1)] in France, the ISFE [(2)] in Europe and the ESA [(3)] in the United States.

The Group has been working with psychologists and external experts since 2018 and studies and trials are regularly carried out to allow the best understanding of issues encountered by healthcare professionals and in particular, the risk factors associated with intensive video game playing, for instance in the context of e-Sport.

Protect personal data [(4)]

Ubisoft is fully committed to implementing the General Data Protection Regulation (GDPR) and other regulations governing the processing of personal data such as the California Consumer Privacy Act (CCPA) in California. By establishing the GDPR and its requirements as a standard applied as widely as possible to all of its markets and subsidiaries, the Group sees this as an opportunity to strengthen the relationship of trust that it has developed with its players, as well as with all of its teams around the world.

The Group has worked to enhance transparency and the methods offered to players to enable them to better control the use of their personal data. These efforts have strengthened players' confidence regarding the sharing of their data. These data notably help us to improve the games and the user experience.

The Group undertakes to only collect information that is useful for the experiences offered to players and not to share it with third parties without prior warning or without offering them the opportunity to oppose or to consent to this transmission. Ubisoft also allows people to exercise their rights under the GDPR, such as their right to access, amend or delete such information.

Significant resources are therefore implemented to ensure the compliance of internal and external processes: confidentiality policies have been updated, and training has been provided to all teams, notably *via* awareness-raising modules featuring the *Rabbids*. A dedicated data protection team works with all operational teams and company experts to ensure Group compliance at all levels.

(1) SELL: Syndicat des Éditeurs de Logiciels de Loisirs *(French union of entertainment software publishers)*
(2) *ISFE: Interactive Software Federation of Europe*
(3) *ESA: Entertainment Software Association*
(4) *See Duty of Care Plan, "Risks linked to the use by the Group of player and employee personal data"*

For players with a Ubisoft account, the space where they manage their personal data, directly accessible online, allows them to also make an automatic request to extract their data without having to go through customer services, to define their own privacy and sharing settings as well as to activate the 2-Factor Authentication (2FA) system to strengthen the security of their account. Since the introduction of an automated data download solution in October 2018, more than 400,000 players and players have accessed their data.

It should also be noted that in 2018, Ubisoft was awarded the Governance label by the CNIL (French National Commission for Information Technology and Liberties) in France. Ubisoft also voluntarily organizes audits by third parties (such as the Information Commissioner's Office (ICO) in the UK in 2021) or its in-house teams to continuously improve the procedures put in place.

5.3.3 MAIN RISKS ASSOCIATED WITH GAME USE

Personal data protection

Guaranteeing the collection and use of personal data in a responsible and transparent manner is at the very heart of Ubisoft's projects aimed at providing a safe gaming environment for all. Ubisoft ensures that it complies with applicable regulations in terms of collecting, using, storing and transferring personal data relating to players, its partners and its employees.

The Group includes the same rules relating to security and control in all agreements with its partners. Ubisoft is also very vigilant when it comes to collecting personal data from young players.

Despite all of these measures and a strong determination to protect players, its partners and its employees, there are still risks inherent in the collection and processing of personal data. Risks of fraud, hacking and flaws in IT system security in particular could result in the loss and/or theft of confidential data and legal action being taken by those involved.

Toxicity in games and services

Offering a safe gaming environment is a strategic priority for the Group, which runs various initiatives to educate, safeguard and support vulnerable players. The measures taken include preventing inappropriate behaviors in online communities, safeguarding minors and their families, mitigating the risks around problematic use of video games, and protecting personal data.

Despite these measures and the precautions taken, the risk of harm to consumers may still exist. This could damage Ubisoft's reputation and impact the Group's player retention.

5.4 ACTING AS A RESPONSIBLE EMPLOYER

5.4.1 ATTRACT THE BEST TALENT

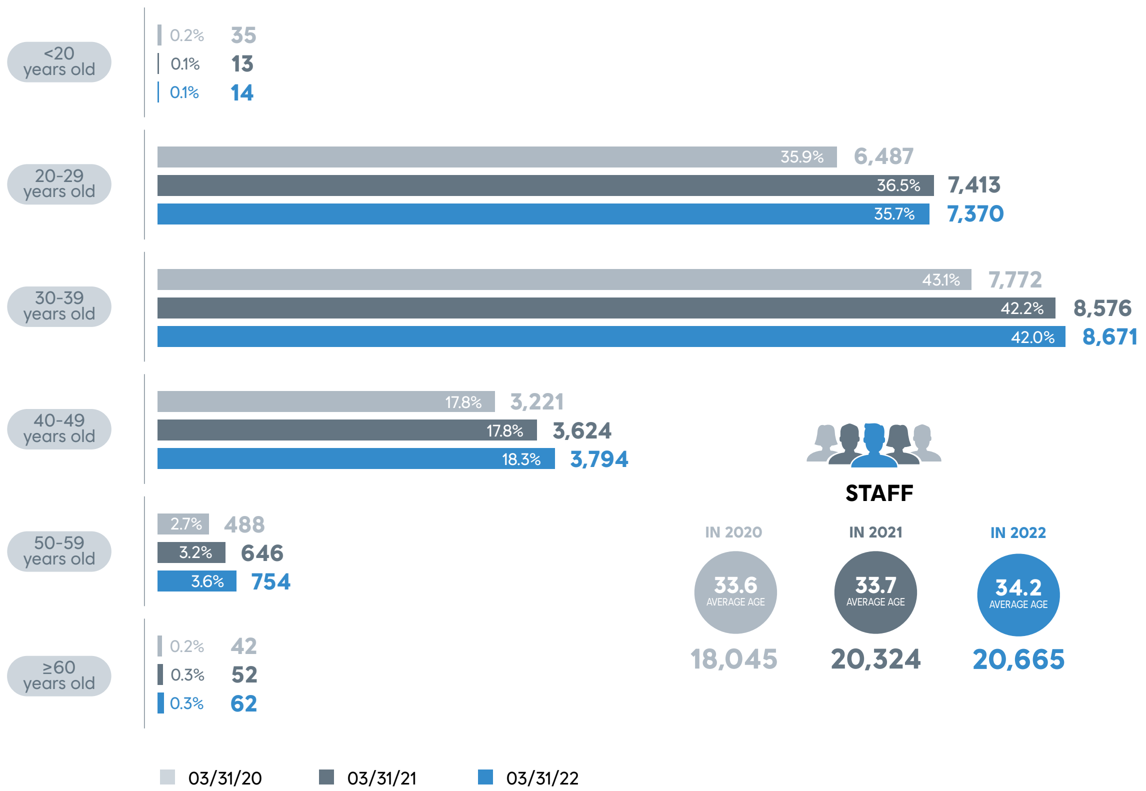
5.4.1.1 Attract and recruit the best talent

As at March 31, 2022, Ubisoft employed 20,665 talented people. Over the year, 4,340 people were hired, 84.2% of whom in production activities.

Headcount	03/31/22	03/31/21	03/31/20
Total headcount	20,665	20,324	18,045

	03/31/22	03/31/21	03/31/20
Total number of hires	4,340	4,578	4,803
Dismissals	147	150	268

Breakdown of staff by business line	03/31/22	%	03/31/21	%	03/31/20	%
Production	17,785	86.1%	17,449	85.9%	15,560	86.2%
Business	2,880	13.9%	2,875	14.1%	2,485	13.8%



Ubisoft strives to be a benchmark employer for a wide range of talent.

Particular attention is paid to the recruitment and support of young talent. In a context of strong growth, Ubisoft offers them the opportunity to quickly contribute to gaming projects and thus provides real learning opportunities. Over the course of the financial year, 1,289 interns and apprentices benefited from an enriching and empowering professional experience at Ubisoft, compared with 1,196 during the previous financial year. These internships are instructive and act as a springboard for joining the Group. More than 20% of participants were offered a job at the end of their internship or apprenticeship.

Offering a stable employment structure is also part of Ubisoft's human-oriented employer brand. Over the year, 99% of the teams were hired to full-time positions. Only 1% of Ubisoft employees are on part-time contracts, and are generally recruited to cover the increased workload during the game creation process, particularly during quality control or testing phases.

5.4.1.2 Develop international and diverse teams

Ubisoft is a global company that enriches the lives of its players and players through memorable gaming experiences. To develop these experiences, Ubisoft has international teams throughout its network of studios and offices. Ubisoft currently operates in 31 countries and its teams include 113 nationalities. It has also developed a unique co-development model, through which multiple teams around the world work together to develop games, thereby fostering learning, knowledge sharing and innovation.

	03/31/22	03/31/21	03/31/20
Number of nationalities	113	111	109

Geographic region	03/31/22	03/31/21	03/31/20
Americas	6,577	6,609	6,252
Asia/Pacific	3,208	3,208	2,755
EMEA	10,880	10,507	9,038
% Americas	31.9%	32.5%	34.6%
% Asia/Pacific	15.5%	15.8%	15.3%
% EMEA	52.6%	51.7%	50.1%

	03/31/22	03/31/21	03/31/20
Number of countries	31	31	30

In addition to this diversity of regions and origins, there is a wide range of ages, since several different generations work together within the Group, with an average age of 34.

Over the financial year, 32% of all new hires were female, enabling Ubisoft to grow gender diversity over and above the target set for the year. Ubisoft's ability to attract diverse talent has been supported by changes in the recruitment process such as the use of inclusive language, training for hiring managers and recruiters, removing limiting criteria such as specific schools or seniority and more structured, objective assessments.

For more details on strategy and actions regarding diversity and inclusion, see section 5.4.2.3.

5.4.1.3 Develop new ways of working: the Future of Work program

In 2020, at the onset of the global pandemic, Ubisoft had to adapt its ways of working and deploy remote working on a global scale. In 2021, recognizing that the nature of work had changed fundamentally, Ubisoft began defining the Ubisoft Future of Work – how to embrace the changes in working habits, ensure the collective productivity required to create games, while continuing to nurture a unique people centric culture. This work was co-created with employees and leaders from around the world, anchored in a common global philosophy, outlined below:

- focus on outcomes – healthy and happy teams, striving for excellence, and maximizing our collective productivity – not where the work is being done;
- embrace a hybrid and tailored approach to work arrangements;
- avoid a one-size-fits-all approach and empower local leaders to make the best decisions for their teams and their projects;
- the office remains a core pillar of the Ubisoft experience – a place for collaboration, learning, socialization and coming together as teams;
- test and learn – will track progress against key outcomes – happy and healthy teams, productivity and quality products – and adjust and refine the approach as needed;

Based on these principles leaders in each location were able to define a local policy that took into account their specific talent and business context, to ensure a relevant and engaging approach to flexible working.

As at March 31st 2022 31 countries have communicated and deployed their Future of Work policy. On average, Ubisoft employees have the opportunity to work 2-3 days a week remotely, depending on their role and the context of the work they are doing. A small number of roles remain office based due to their nature or technical constraints, and some Ubisoft employees have the opportunity to work fully remotely.

To support the changes in working arrangements Ubisoft has provided managers training in how to operate in a hybrid and remote working context. As a part of this training there is a distinct focus on supporting mental and physical well-being.

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5.4.2 GUARANTEEING A SAFE, INCLUSIVE AND RESPECTFUL WORKING ENVIRONMENT

5.4.2.1 Ensure the health and safety of team members

The COVID pandemic has highlighted the importance of mental and physical health and work/life balance in the workplace.

Ubisoft is also working to ensure that all employees in all our studio and business locations have access to an Employee Assistance Program to provide confidential counselling support for them and their families.

Monitoring absenteeism and occupational accidents

Number of days of employee absence (1)	03/31/22	03/31/21	03/31/20
Illness (all reasons)	88,021	68,229	81,491
Occupational accidents (2)	266	282	642
TOTAL	**88,286**	**68,511**	**82,133**
Group absenteeism rate linked to occupational accidents and illnesses (3)	2.1%	1.4%	1.9%
Average number of days' sickness per employee	4.30	3.50	4.80

(1) Days of absence are defined in working days
(2) Occupational accident = fatal and non-fatal accidents occurring during or due to work, according to local practices. Occupational accidents are only recognized if they have been reported to the relevant authorities and are being dealt with by said authorities
(3) Calculation method = total number of days of absence over the scope used/sum of theoretical number by company of days worked without these absences

Health and safety in the workplace	03/31/22	03/31/21	03/31/20
Number of occupational accidents with time off (4)	51	29	43
Number of fatal accidents	—	—	—
Frequency rate of occupational accidents with time off (5)	2	1	1
Severity rate of occupational accidents with time off (6)	0.008	0.008	0.021
Number of occupational illnesses (7)	0	0	0

(4) For this Indicator, occupational accidents and illnesses are only recognized if they have been reported to and are being dealt with by the relevant authorities
*(5) Number of occupational accidents with time off/total per company (no. of days worked * theoretical number of annual hours worked per employee) x 1,000,000*
*(6) Number of days lost per occupational accident/total per company (no. of days worked * theoretical number of annual hours worked per employee) x 1,000*
(7) Occupational illness recognized according to applicable local legislation

The overall situation is returning to that seen in FY20, before the Covid-19 pandemic, with the number of days off due to sickness declining from 4.8 per employee in FY20 to 4.3 in FY22. Although the number of absences due to illness increased between FY21 and FY22, the number of days' absence for occupational accidents continued to decline, and the number of accidents was almost stable compared to FY20, improving the severity rate calculated above.

Facilitating access to healthcare professionals

Free, low-cost, or refundable medical consultations are available at some of the Group's largest sites (for example Montreal, Toronto, Shanghai, Bucharest). These services are available not only to team members but to their families as well.

FOCUS: OUR SUPPORT FOR OUR EMPLOYEES IN UKRAINE

Ubisoft has been monitoring the geopolitical situation in Ukraine since 2014 and reinforced its efforts in November 2021 when tensions with Russia escalated.

At the beginning of December, a dedicated, cross-functional crisis cell was mobilized with the objective of ensuring the safety and wellbeing of teams. To date, the crisis cell has taken the following actions in order to support Ubisoft's Ukrainian employees and their families:

- Prior to any military actions, all employees working in Ukraine were given the possibility to relocate to a place where they felt safe.
- Financial support was provided in the form of an exceptional allowance and advance salary payments.
- Ubisoft subsidiaries in Poland and Romania have organized accommodation, food and other support for Ukrainian employees and their families able to cross the borders.
- A psychological support hotline in local language and 24-hour communications support through the existing Ubisoft customer support centres have been put in place; Ubisoft has also implemented an emergency messaging system enabling communications through text messages to continue in crisis zones.
- Accelerated mobility opportunities for Ukrainian employees wishing to relocate permanently to another location.

In addition to the activities directly supporting our employees in Ukraine, Ubisoft has held listening sessions with Ukrainian and Russian nationals working outside of their home countries and the Ubisoft Russian team. These listening sessions, hosted by our VP Global D&I and Chief People Officer have helped Ubisoft better understand how to best support teams during this very complex time.

5.4.2.2 Ensure a respectful working environment

In the summer of 2020 Ubisoft launched the Respect roadmap, in order to respond to issues of workplace conduct and ensure a safe, inclusive and respectful workplace for all. Through 2021 a number of key initiatives have occurred:

- Building on the deployment of Whispli in 2020, continued improvements to the process for reporting and managing potential misconduct.
- Recruiting a team of experts to establish a new global Employee Relations function, responsible for managing the reporting and investigations process and for working with managers and HR on any required actions; moving forward this team will start to work more proactively with managers and HR on preventative actions.
- Publishing of an updated Code of Conduct in order to clarify what is expected from employees in terms of business ethics and respect at work. In June 2021 a communication campaign was run which resulted in 96% of employee signatures on 31st of March, 2022. Going forward this campaign will be run annually.
- Publishing global policies on Anti-Harassment, Anti-Discrimination, No Retaliation and Personal Relationships at work, followed by the deployment of a global training. This global training will be refreshed annually in the form of a mandatory e-learning module dedicated to anti-harassment.
- Implementing a new employee listening strategy, anchored in a new global employee survey, Ubisoft XP, leveraging the Glint platform. In November of 2021 the first Ubisoft XP survey was launched with 78% participation. The Ubisoft XP survey has specific questions related to respect including a benchmark question "I am treated with respect and dignity" – Ubisoft employees scored 82 (out of 100) on this question, four points above the external benchmarks provided by our partner Glint.

Ubisoft has partnered with a firm specialized in dealing with workplace behavioral issues to ensure confidentiality and neutrality in the reporting process. This firm provides the top management and the members of the Board of directors with an annual update on the situation within the group. In 2021, Ubisoft established an independent Ombuds for Canadian entities. In its first annual report, the Ombuds concluded that, "the type and number of requests addressed to the Ombuds are comparable to those received for other companies".

In 2021 the Ubisoft Singapore studio was audited by TAFEP (Tripartite Alliance for Fair & Progressive Employment Practices) the national watchdog for fair employment practices. Following multiple months of investigation TAFEP concluded that the studio has a structured system in place to handle misconduct reports and that reports were dealt with appropriately.

5.4.2.3 Put Diversity and Inclusion at the heart of our strategy

Ubisoft has ramped up its efforts to encourage diversity and inclusion within its teams with a view to creating a healthy and inclusive working environment and fostering creativity through diverse perspectives.

The Group strives to be an essential employer for talented employees with diverse expertise and from different cultures. Ubisoft aims to achieve this goal by continuing to enhance its inclusive and international culture and by strengthening the measures taken to ensure that all teams can achieve their full potential.

The Global VP Diversity & Inclusion (D&I), with the support of the Group's executives, has created an action plan to make Ubisoft a leading player on diversity and inclusion in the tech and entertainment sector.

The overall D&I strategy was shared with the entire Group in June 2021. It is based on 4 pillars: colleagues, culture, content, and community.

Colleagues

Ubisoft wants to build the most creative, inclusive, and diverse teams in all areas of expertise. To achieve this goal, the Group is placing inclusion at the very heart of its processes while ensuring equal opportunities for all team members. This involves a partnership with the Human Resources teams to integrate diversity and inclusion at the heart of all the systems, tools, and processes that impact the employee experience. Beyond this focus, the Group prioritizes an inclusive approach designed to attract and promote all types of diversity. The commitment to gender diversity is a strategic challenge and the target of 24% of women in the headcount for the year ended March 31, 2023 has been included in the Chairman and Chief Executive Officer's multi-annual variable compensation.

Number of men/women	03/31/22	03/31/21	03/31/20
% Women	25.45%	23.50%	22.00%
% Men	74.48%	76.50%	78.00%
% Other	0.07%	—%	—%

Number of men/women – Production	03/31/22	03/31/21	03/31/20
% Women	23.56%	21.56%	19.90%
% Men	76.37%	78.43%	80.09%
% Other	0.07%	0.01%	0.01%

Number of men/women – Business	03/31/22	03/31/21	03/31/20
% Women	37.14%	35.01%	34.82%
% Men	62.77%	64.99%	61.18%
% Other	0.09%	—%	—%

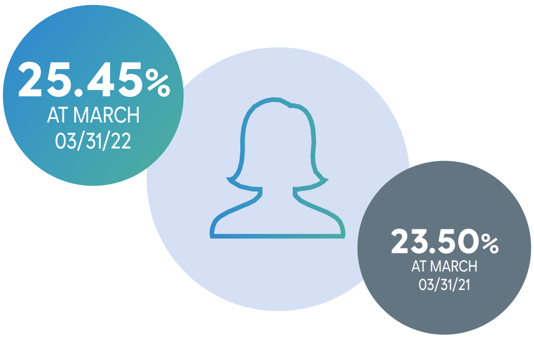
Women in management	03/31/22	03/31/21	03/31/20
% Women top managers (1)	29.00%	27.00%	22.10%
% Women managers (2)	25.40%	24.10%	23.60%

(1) A top manager is defined as a member of the Executive Committee or a Director reporting directly to the Executive Committee, or a Subsidiary Managing Director
(2) A manager is defined as someone who is hierarchically responsible for at least one person (including interns not counted as staff)

	03/31/22	03/31/21	03/31/20
% of women hired	32.90%	28.70%	24.20%

Training rate by gender	03/31/22	03/31/21	03/31/20
Women	38.50%	66.60%	65.40%
Men	31.50%	62.10%	60.50%
Other	16.70%	100%	100%

PERCENTAGE OF WOMEN AT UBISOFT



At the end of March 2022, the Group comprised 25.45% women and 74.48% men, representing an improvement of 1.9 points compared to March 2021. The increase in the percentage of women in the workforce is the result of efforts made by all subsidiaries, in particular by increasing awareness-raising initiatives and the visibility of vacancies among women. Efforts have also been made by training schools specializing in video gaming, where students are 80% male, to include more women in their new intakes.

With a view to encouraging gender equality, Ubisoft also launched a mentoring pilot program this year, called Upgrade, which aims to pair senior and less experienced women team members to boost their careers.

Ubisoft is also rolling out initiatives for the employment of people with disabilities.

At present, 81.1% of team members work in premises accessible to persons with disabilities.

For the third time, Ubisoft took part in Duoday, an event proposed by the French government and Europe to facilitate the employment of people with disabilities. A total of 17 duos were created to raise awareness before, during, and after the day.

During the national month dedicated to raising awareness of the employment of people with disabilities, Ubisoft Philippines created official guidelines on color-blindness and assisted with the creation of visuals. Also, a workshop hosted by the non-profit Deaf Rainbow Philippines (DRP) was organized for employees wishing to learn Philippine Sign Language.

Ubisoft integrates D&I into all aspects of the team members experience, from its internal tools to the onboarding process. For example:

Keen to respect the identity of each individual, for more than a year the Group has given non-binary employees the option to be registered as neither man nor woman in the Group's human resources monitoring tools. For the first time, D&I was integrated into the Group's survey strategy with the Ubisoft XP survey carried out in November 2021, which included questions about equal opportunities and authenticity at work. The score on the authenticity question, "I feel I can be myself at work", was 79%. The score on the issue of equal opportunities, "Everyone has equal opportunities at Ubisoft whatever their background", was 63%. These results will be used to guide the Group's future actions to create a more welcoming and inclusive workplace for all teams.

The creation of inclusive tools and systems is also part of the Group's strategy to foster an inclusive working environment. In 2021, a preferred pronoun option was added to our intranet.

A D&I presentation was included in the onboarding process to ensure that everyone understands the Group's ambitions in terms of diversity and inclusion. D&I teams also work with local and global recruitment teams to address prejudice and identify opportunities to be even more inclusive.

Culture

In order to encourage a culture of inclusion in which everyone feels seen, listened to and considered, Ubisoft wants to continue to support and develop Employee Resource Groups (ERGs). A position has been specifically created to carry out this mission with the ERGs. ERGs have played an important role in the development of D&I initiatives at Ubisoft and were a very valuable source of feedback for the Chairman and CEO, the Chief People Officer, and the Global VP Diversity & Inclusion.

ERGs are set up and managed by team members – they bring together people with shared identities or experiences. These groups provide support and safe spaces to chat and share and contribute to team members' well-being and professional development. Today, Ubisoft has seven global ERGs. In addition to the development of ERGs, training teams on D&I topics is a key part of the Group's strategy. In March 2022, a pilot training program on diversity and inclusion was launched within the HR teams. In early 2022, a training program aimed at improving intercultural management was launched among the 300 managers of the publishing team. Ubisoft now wants to extend this type of initiatives to the entire Group.

Content

Ubisoft ensures that its games reflect the diversity of players by integrating D&I into the production process as well as through initiatives such as the Content Review Group. Furthermore, the accessibility of games is increasingly directly integrated into the Ubisoft game creation process and in our online sites. Progress made is detailed in section 5.3.

Communities

Ubisoft works with external partners to broaden its knowledge of diversity and inclusion and advocate inclusion in the video game industry. For example, since 2019 Ubisoft has been working alongside Women in Games to strengthen the representation and role of women in the video game industry. The initiatives carried out are detailed in section 5.5.

5.4.2.4 Foster constructive social dialog and listening to understand employees' needs and expectations

Social dialogue is an important element of ensuring a safe, respectful and inclusive workplace and in ensuring employee input into company strategy and operations. The Ubisoft approach is anchored in open exchange and collaboration with teams, and where required by law, is governed within the framework of a formal employee representative structure. In France, this representation of the teams is ensured through the existence of Social and Economic Committees (CSE) in all required locations. Within the framework of these bodies, employee and Management representatives meet regularly to discuss the company's operations and future strategic guidelines and, where applicable, enter into collective agreements on specific topics (for example, incentive plans in France). At March 31, 2022, two collective bargaining agreements were in force in France on incentives and profit-sharing, in line with the previous financial year.

The Group promotes dialog through its internal social network, which enables interaction at all levels of the Company. This widely-used platform is accessible to all teams. It encourages the exchange of information and provides a forum for commenting on a variety of issues, such as new developments in the video game industry or sharing best practice.

For over two decades, Ubisoft has conducted a global employee survey, Express Yourself, every two years. The purpose of this survey was to measure the teams' understanding and commitment to Ubisoft's strategy, and collect their feedback on key workplace subjects such as well-being, career management, internal collaboration and communication. This year, Ubisoft has evolved the Express Yourself survey and implemented a new approach for listening to employee feedback. The cornerstone of this new employee listening strategy is a new annual survey – Ubisoft XP – powered by an external tool from our partner, GLINT. Working with GLINT also enables access to their benchmark survey data from 800+ companies as an external point of reference. In November 2021 Ubisoft conducted the first Ubisoft XP survey with an Engagement index of 74%, compared to 75% from GLINT's benchmark data. For 2022 targets have been set, and agreed with the Board, on key questions covering overall Engagement, Respect and Diversity & Inclusion. Ubisoft XP will be run at least once a year, with the opportunity for local studio or business teams to launch their own location specific surveys using the same platform and leveraging the same global database. The GLINT platform provides all people managers and HR teams access to data and powerful analytics to better support them transform employee feedback into insights and most importantly, concrete actions.

The Employee Representative Groups (ERGs), detailed above in section 5.4.2.3, are another important channel for employee feedback, in particular from under-represented communities.

Finally, top management holds sharing sessions throughout the year (at a global, business entity or local studio level) providing employees' the opportunity to ask questions and provide feedback directly.

5.4.3 DEVELOPING TEAMS MEMBERS' CAREERS AND SKILLS

5.4.3.1 Develop the employability and skills of our teams

At Ubisoft, people are at the heart of our business. Working in a fast moving and tech-enabled industry it's necessary to constantly be giving employees the opportunity to develop and grow new skills. Learning & Development at Ubisoft is achieved through formal classroom and on-line training, self-study options, but also through formal Communities of Practices and formal and informal mentoring programs.

Training (excluding e-learning)	03/31/22	03/31/21	03/31/20
Total on-site training hours	85,457.20	147,054.60	191,704.50
% of average headcount trained	33.20%	63.10%	61.60%
Average duration of training (in hours) per employee trained	12.50	12.00	18.20

E-learning	03/31/22	03/31/21	03/31/20
Number of e-learning modules accessible to all employees	675	748	681
Number of people trained *via* e-learning	19,650	14,618	8,311

- This year, 85,457.2 hours of training were completed, with 33.2% of Ubisoft's workforce taking part. Training lasted an average of 12.5 hours per employee trained.
- The number of hours of on-site training decreased in FY22, as the health crisis meant a large number of employees were working from home, which limited opportunities for in-class training (note that in 2021, under similar health conditions, the figures were high due to the massive rollout of anti-harassment training).

In 2021, the Covid-19 crisis accelerated the development of e-learning, making training available to more employees. As such, this year, 19,650 people attended an e-learning course.

The video game industry requires rare skills that are in high demand on the labor market (production, online, testing, e-Sport, community management, digital marketing, data science, artificial intelligence, cloud computing, UX, etc.) as well as leadership, communication, and collaboration skills inherent in companies operating in fast-growing and disruptive markets. The Group closely follows emerging societal and technological trends and adapts its training offering accordingly so as to ensure that the teams' skills remain consistent with the latest market developments. Training aims to cover all levels of expertise, from the most junior to the most senior, and all types of learners. To achieve this, a multitude of learning opportunities are available, providing teams with the opportunity to compare best practices and improve their know-how, as well as offering more traditional training courses to improve specific expertise. The most common are:

- on-site training and virtual classrooms;
- digital training courses that combine e-learning modules with selected content from the online training catalogs;
- communities of practice established for key business families (for example, producers) or critical skills (for example, monetization or blockchain);
- resources in different formats, accessible to all, to meet the requirements of all learners: Q&A, surveys, market analyses, benchmarks, videos;
- internal and external conferences with experts, researchers and/or professors and international meetings to discuss specific areas of expertise;
- online discussion forums are available to the teams to exchange ideas on various topics.

An important part of the Ubisoft learning culture is the ability for teams to identify or create their own content and then share within the Ubisoft community. A dedicated learning and Knowledge Management team has been established to identify, organize and distributed employee-generated contented leveraging our internal collaboration tools.

This learning culture is also evident in the way internal experts organize best practice and knowledge dissemenation through sharing sessions, videos and dedicated articles shared via the group intranet.

This year, to accelerate the development of critical technical skills, specific training programs on UX, monetization, project management and AI have been rolled out.

These training and skills development actions reflect Ubisoft's desire to offer equal opportunities to all team members so that everyone can develop, improve their skills or acquire new ones, and take on new responsibilities.

Communities of Practice (CoPs) are a key competitive advantage for Ubisoft in terms of talent management, culture, and collaboration. CoPs are groups of people with common expertise who want to share their know-how with others. Ubisoft currently has 80 internal CoPs, some of which focus on a particular topic (such as artificial intelligence), while others are dedicated to specific business expertise (for example, creative management).

The philosophy of the CoPs is based on three pillars: talent development, innovation and excellence, and collaboration and collective intelligence. For example, the XR (Extended Reality) community is a think tank on the opportunities that XR could bring for Ubisoft, while the Voxel community is made up of team members who use this new technology in their projects and form a technical self-help group.

5.4.3.2 Put listening and exemplarity at the heart of our performance management system

Ubisoft has a performance philosophy that seeks to recognize and reward the overall impact of each employee on our strategy: it's not just about the achievement of objectives but also how those objectives are met.

In 2021, Ubisoft implemented an additional performance attribute relative to exemplarity. The addition of this attribute ensures that managers take into account their teams' overall impact and have a way to recognize and reward behavior that promotes a respectful, diverse and inclusive working environment, and to clearly identify any shortcomings that an employee needs to remedy.

The performance management ecosystem at Ubisoft includes at least two formal meetings between the employee and their manager during the year, to review performance, progress against objectives and discuss career aspirations. The annual check-in is also an opportunity to discuss compensation and set clear objectives for the coming year. Ubisoft has an internal systems MAP to support this process, including the setting of objectives, the collection of feedback and the documentation of discussions.

Following feedback from employees, in 2021 Ubisoft introduced an automated 360 degree feedback functionality into the performance management process, providing managers a holistic view of their teams performance. Further building and supporting a feedback culture at Ubisoft will be a priority for fiscal year 2023.

5.4.3.3 Reward performance in a holistic manner

Ubisoft has a total rewards philosophy that is anchored in driving performance, providing fair, transparent rewards that provide financial security, while balancing market competitiveness and overall affordability.

On an annual basis individual salary increases are defined depending upon individual performance, the level of expertise in the role, and the position of the job on the market. A particular focus is taken to ensure equal treatment between women and men and for under-represented minorities (in those places we are able to track the data today). Since 2014, Ubisoft has regularly refined its analysis and calculation methods to provide an ever more relevant view of the differences observed between the average compensation of women and men.

To further improve the accuracy of these analyses, the Group decided in 2021 to launch an annual audit process carried out by an external partner, AON.

In March 2022, the gender pay gap for Ubisoft employees [1] was 1.3%, down from 1.7% in 2021. This outcome was validated by AON who observed that this result is lower than the average gap observed in the industry [2]. This reflects the Group's commitment to guaranteeing equal treatment between women and men.

Across different businesses in Ubisoft there are a number of bonus programs providing short-term cash incentives to reward performance and align employees around business outcomes. In general employees at all levels are able to participate in a bonus program with increasing variability aligned with seniority. A combination of Group, entity, project and individual performance determine individual payouts.

Long-term incentives (LTI) are also awarded to the most critical employees in key roles, through the allocation of free shares and stock options. In line with industry norms, over the last few years Ubisoft has evolved it's LTI programs to be based on share awards with stock options reserved for Top Management. At the end of March 2022 and all plans combined, 12,9% of employees benefited from this.

In addition, Ubisoft offers all employees the possibility to become shareholders through an advantageous employee share ownership program run on an annual basis. In 2021, 49,1% of employees participated in this program, providing these employees a way to directly benefit from the financial success of the company.

Finally, the Group ensures that salaries, contracts and working conditions allow all employees to have financial security.. Items related to payroll costs are more precisely presented and detailed in note 13 to the financial statements.

(1) Employees with a permanent or temporary employment contract, excluding work-study employees and employees of recently acquired companies or those in the process of acquisition, namely Kolibri, Green Panda Games, and i3d

(2) This pay gap was calculated using a different methodology from previous years, the AON model, whereas the gap for 2021 (1,7%) and 2020 (2,2%) were calculated using an internal model. For further information on the methodology applied, please see 5.1.4

5.4.4 RISKS ASSOCIATED WITH RECRUITING AND RETAINING TALENTS

Regarding the following risks, please refer to section 3.1.2 for potential effects on the Group and control and mitigation measures.

Loss of know-how, experience and professionalism

The Group's success largely depends on the talent and skills of its production and marketing teams in a highly competitive international market.

Several factors can lead to the loss of know-how, experience and professionalism among team members, including:

- the increasing juniority of the workforce due to the combined effects of the need to recruit teams to enable the Group's growth and the difficulty of attracting experienced talent in a highly competitive sector;
- the use of a large number of junior staff requires greater support from experienced employees; this can significantly increase senior employees' workload and be a factor in their decision to leave;
- high turnover associated with the inability to retain talent in a fiercely competitive environment;
- a lack of skills to handle technological developments and meet digital or free-to-play needs, or a lack of cross-expertise (HD, mobile) for example for the development of cross-play;
- training programs not adapted to the sector's challenges.

Inability to attract and retain talent

With strong organic growth, Ubisoft has placed its teams at the very heart of its value creation process. The Group's long-term potential is highly dependent on its ability to attract and retain talent in an extremely competitive environment.

Ubisoft faces increasing pressure from its direct competitors in the video game sector (more aggressive wage policy, etc.), as well as from other sectors in search of the same talents (engineers, etc.), such as GAFAM. For this type of profile, the talent market has become global and the different geographical areas are now in competition with each other. This could lead to a shortage of resources, either in quantity or quality, which could turn out to be damaging to the development of the Group.

Moreover, the video game industry requires a certain number of innovative skills located at the forefront of their respective fields. In this context, the Group is exposed to a situation of dependence on certain key talents whose creativity or technical expertise is rare and therefore highly valued in the market (artificial intelligence, cloud gaming, data, etc.). This scarcity of skills can lead to companies outbidding one another in terms of compensation. Similarly, Ubisoft has a duty to ensure that each individual has the most up-to-date skills in his or her specific area and thereby to avoid the skill sets and expertise held by its teams becoming obsolete as a result of rapid technological changes, which could be damaging to the quality of the games produced.

In addition, damage to the Group's reputation and image, or to its working environment, may also impact its appeal and retention of talent.

Misalignment between enterprise values and new team members' expectations

Adhering to the company's values is a factor of balance and commitment for team members.

There are high expectations from the teams, particularly the younger generation, on issues related to CSR and societal engagement (inclusion, diversity, etc.) as well as well-being at work for an improved work-life balance (leading to new ways of working: remote working, possibility of working from anywhere, etc.).

The challenge for Ubisoft is to be able to reconcile these expectations – which is essential in allowing talented staff members to express their potential - with the constraints they generate (regulatory, organizational, etc.).

If Ubisoft fails to adapt to its team members' new expectations, particularly in terms of the working environment, this could lead to the departure of talent, a loss of team efficiency and a fall in value creation for the Group. Similarly, it could affect Ubisoft's attractiveness in a highly competitive sector.

5.5 DEVELOPING OUR LOCAL ANCHORAGE

Ubisoft promotes local economic development and is committed to the creation of sustainable links with the community. The Group is active *via*:

- contributions to the development of employment and the local economy;
- commitments to promote social causes related to its business.

5.5.1 SUPPORTING LOCAL ECONOMIC GROWTH

Strengthened by uninterrupted growth in sales and headcount, Ubisoft contributes to local economic development by creating direct jobs, supporting local employment, and giving preference to local companies for local services for team members.

The Group, remaining loyal to its entrepreneurial roots, is committed to assisting local start-ups and innovative initiatives in the digital and entertainment sectors, and is participating in the emergence of new regional centers of expertise in various state-of-the-art sectors (programming, artificial intelligence, etc.).

Ubisoft contributes to local economic development by creating jobs in the districts and cities where the Group has chosen to set up premises

Ubisoft, which pays close attention to its impact on the local job market, is careful to locate itself in cities that have a strong pool of talent and to select local service providers for the services supplied to its employees. This policy has been in place for several years and is designed to be sustainable, which is why the Group measures the economic footprint of its main subsidiaries on a regular basis in order to customize the measures taken.

The latest Montreal International study indicates that Ubisoft's activities in Quebec generated 4,765 direct jobs in 2020 and an average of around 2,175 indirect jobs per year.

The hiring and development of local talent is essential to support the growth of the Group. At the end of March 2022, local team members accounted for 80.6% [(1)] of the Group's workforce, stable overall with the figure for the previous financial year.

In line with its diversity policy, the Ubisoft group also encourages multiculturalism within its subsidiaries by local recruitment of different nationalities and by sending employees on international secondments. This only happens in cases where rare skills are not available locally.

Ubisoft supports research and development in the regions in which it operates

Support for RESEARCH AND DEVELOPMENT allows Ubisoft to bridge the gap between academic research and video game production in order to create the tools and processes of the future.

FOCUS: UBISOFT LA FORGE

Facilitating technological prototyping based on academic progress:

Ubisoft La Forge is a gateway between academic research and video game production. It combines Ubisoft's resources with the expertise of academic researchers to advance innovation in the video game industry while helping to solve real-world issues through scientific publications. After five years of exploration and experimentation, Ubisoft La Forge announced the expansion of its R&D network in several studios around the world with teams now located in Canada, China, and France, and the launch of activities in Germany.

A benchmark in R&D in the video game industry with more than 70 prototypes, 30 of which have already been integrated into production technologies, and more than 25 major scientific publications.

Ubisoft La Forge now encompasses the majority of the Group's technological R&D activities, with the ambition of creating ever more realistic worlds, supporting creators, and developing powerful tools that improve players' experience.

For example, in 2021, in partnership with York University and the University of Waterloo, Ubisoft La Forge Toronto worked on two research projects funded by Ubisoft and MITACS.

- Speech to Gesture research focuses on ways to systematically identify various types of speech (anger, joy, etc.), which can then be directly translated into movements and gestures. This research will benefit the entire animation industry.
- Dead Reckoning seeks to build a better forecasting model of a player's location in an open-world online game. Dead Reckoning technology is used by all transportation industries, including airlines, car-sharing, etc.

Ubisoft gives preference to local businesses and suppliers

Ubisoft also contributes to local economic development by calling on local companies to provide a wide variety of services to ensure its team members' well-being at work.

A number of subsidiaries accordingly give preference to local suppliers who take account of social and/or environmental criteria in their services, thereby increasing the sustainability of the local economic fabric.

The use of local products is a practice which is widespread across the various sites. In addition, the largest sites offer their employees the opportunity to receive baskets of fruit and vegetables from local growers.

(1) *Information collected on a voluntary, declarative basis*

5.5.2 SUPPORTING CAUSES RELATED TO OUR BUSINESS

Every year, Ubisoft engages with local communities by offering innovative pathways to develop digital education and make the power of play available to the largest possible audience, by taking action through its four key pillars.

We are convinced that playing is a way to foster the creation of social ties and encourage self-development. Launched at the end of 2017, the Group's "Play for Good" charity program provides games and organizes events for disadvantaged people. Under this program, Ubisoft allows team members to engage with their communities over the longer term by making available volunteer days and donating games:

- volunteering days: the Group allows in-house team members to use up to three paid workdays per year for their community activities. This has allowed several subsidiaries to organize charitable teambuilding days, with team members working to help a local cause (repainting a house, sorting and distributing food packages, etc.);
- the Good Game initiative: each team member has the opportunity to gift Ubisoft games for PCs to the associations or public bodies of their choice. The Group has donated 800 video games to MO5.COM to preserve video game heritage, and to the Les Petits Princes non-profit, which makes the dreams of seriously ill children come true.

The Group wants to contribute positively to the development of local ecosystems through its four key pillars: EDUCATION, ENTREPRENEURSHIP, CULTURE and THE ENVIRONMENT.

Ubisoft encourages young people to become interested in the video gaming sector and in new technologies by offering innovative education programs

EDUCATION is the Group's first key pillar. To help students prepare for a future career in the digital world, Ubisoft team members are committed to sharing their knowledge and skills.

Since 2018, the **Ubisoft Education** program based on a Montreal initiative has three objectives: to attract more young people to science, technology, engineering, and mathematics-related subjects, to support the development of young people's skills in these areas, and to diversify the technology talent pool. In the same vein, several initiatives were implemented or renewed in the Group's subsidiaries in 2021, also raising awareness of the fight against discrimination:

Promote science, technology, engineering, and mathematics among young people

In Quebec, Ubisoft has partnered with Code MTL, which promotes digital literacy through visual programming in children between 5 and 12 years of age. The goal is to introduce students from kindergarten to the sixth year of elementary school to the basics of coding through eight fun workshops. The Code MTL program uses Scratch educational software, which brings together 40 million projects created and shared by some 15 million children around the world. Every year, more than 3,000 Montreal students and their teachers take part in eight fun programming workshops, with the support of Ubisoft.

Ubisoft Gaming School is a free week-long program that allows young people aged 14 to 17 to discover the different aspects of video game design through a series of workshops and group work. Ubisoft developers support students and help them develop basic skills in production as well as in communication, collaboration, presentation, and creation. At the end of the program, participants present their games to their families and developers. Launched in the UK, this program has been extended to Annecy, Düsseldorf, Newcastle and Leamington Spa. The studios pay particular attention to applications from:

- young people from underprivileged districts;
- women and non-binary persons;
- neurodiverse persons.

To expand access to this program for young people, a new virtual format is being developed. It will include animated introductions, tutorials, expert videos, and will aim to be accessible to all.

In November 2021, Ubisoft Belgrade and the French Institute of Belgrade created the Game Dev School for Girls program, in which teams hosted five sessions for eight girls aged 12 to 15 to introduce them to careers in programming. They used the *Rabbids Coding!* game to illustrate their classes and at the end of the five sessions the students were able to create their own level in the game. Ubisoft Belgrade intends to repeat this program every year in order to continue to inspire young women.

Develop the skills of the next generations

Since 2016, Ubisoft Philippines has been pursuing its commitment to education through a partnership with De La Salle University (DLSU). In 2021, the studio was behind 16 initiatives: mentoring sessions presented by artists, programmers, level designers, game testers, and recruiters, who also guided students in the creation of their own games. Conferences on video game professions were held throughout the year. Some team members (Ubi Professors) have committed as teachers to develop two comprehensive interactive entertainment diploma programs with DLSU.

As announced last year, Ubisoft launched a competition to create additional levels for the game *Rabbids Coding!* This competition was organized internationally. More than 300 registrations were received in 85 schools and universities from around ten countries. From all the levels submitted, eight students were selected by a jury of specialists and the User Research Lab. On September 8, 2021, the students attended an online ceremony where they presented their work and were able to discuss with Ubisoft team members.

This competition was organized in collaboration with the NGO Libraries Without Borders, also a member of the jury. Under this partnership, Ubisoft has decided to contribute €50,000 to the NGO to support its actions and develop collaboration over the long term. Libraries Without Borders has been working since 2007 to provide the world's most vulnerable people with the means to learn and educate themselves, in particular through the Ideas Box, a traveling multimedia library.

In line with the partnership with the Quebec organization, Fusion Jeunesse, launched in 2019, the initiative is continuing with the Quebec studios (Montréal, Québec, Saguenay, and Toronto) and teams in Ontario, Bordeaux, and Paris. The objective is still to apply the concepts learned in class and to strengthen the motivation of the most vulnerable young people. Over 1,735 young people took part in the experiment between 2021 and 2022.

Diversify the talent pool

Kids Code Jeunesse is a bilingual, not-for-profit Canadian organization that aims to give each child access to digital skills education, particularly for girls and the most vulnerable communities. The organization offers free introductory activities in schools and public spaces, allowing young people to explore coding and its infinite possibilities. As the organization's first partner, Ubisoft has supported the development of the Code Québec initiative, committed to introducing nearly 600 teachers and 15,000 children to the basics of programming by the end of 2022.

To celebrate National Day for Truth and Reconciliation, Ubisoft Toronto announced its partnership with Hack the ROM at the Royal Ontario Museum (ROM). This digital learning program engages indigenous students and their peers in north and south Ontario by developing their digital literacy skills and connecting 2,046 students with indigenous knowledge and ancestral objects at the ROM. Ubisoft Toronto team members volunteered as mentors to design and animate indigenous ancestral objects that will be used by the students in the creation of their own video games.

FOCUS: PARTNERSHIP WITH SIMPLON TRAINING ORGANIZATION

In order to increase its commitment to diversity in the technological professions, Ubisoft has partnered with Simplon, a network specializing in inclusive digital training. This partnership bore fruit in October 2021, when lessons began for the first class offering people excluded from employment the possibility to become network system technicians or senior technicians. The first class has 17 students, including 12 women.

After six months of intensive training, participants will begin a one-year work-study program with Ubisoft's IT teams. This joint program funded by Ubisoft aims to strengthen gender diversity in high demand system and network administration positions. The work-study participants will be hosted at the Group registered office in the Paris region as well as in the Bordeaux and Annecy studios from May 2022. Ubisoft intends to extend this pilot program nationally and internationally.

Many of the Group's subsidiaries have helped combat discrimination with fun and festive activities

Ubisoft raises players' awareness of all forms of discrimination and promotes diversity and inclusion in games as well as in real life.

Since February 2022, Ubisoft has been in partnership with the Afrogameuses association, which aims to encourage a more representative video game ecosystem for ethnic minorities at all levels: characters, streaming platforms, training, e-Sports, and in the workplace. Afrogameuses, with Women in Games France, organized a coaching session for members of both associations to mark International Women's Day 2022. The purpose of this session was to encourage the careers of women and non-binary people in the video game industry through group and individual coaching, to boost participants' confidence and understanding of recruitment practices, and to create a networking effect with meetings between participants and representatives from Ubisoft's HR team.

Several studios organized Diversity Months and Pride Months or initiatives to raise teams' awareness of inclusion and diversity:

- for example, in 2021, Ubisoft Reflections sponsored a Northern Pride project entitled "Life in Lockdown". This was one of the activities that replaced the physical celebration of Pride weekend in 2020. The project focused on how the pandemic has changed people's lives and documented how, in a difficult situation, individuals thrive, are creative, set up businesses, connect with new people, and support each other, as well as placing the spotlight on a myriad of other positive outcomes during the lockdown;
- the Bulgarian studio in Sofia set up a number of initiatives in which team members can participate on a voluntary basis: screening of films every week focused on broadening viewpoints and promoting diversity, video-conference cooking courses to discover the world's culinary traditions, photo contest on diversity, and additions of books to the studio library. Over the year, the studio in Sofia also provided teams with tools and content on diversity and inclusion (internal and external resources).

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In 2019, Ubisoft Paris and the Toronto studio launched "Ubisoft Future Women in Games". After a successful first edition, this program continued in 2021, and is still dedicated to women students and young graduates, allowing them to benefit from the expertise of the studio's specialists in programming and game design. Joined by Ubisoft Annecy, Kiev and Odessa, the program has been renamed "WomXn Develop at Ubisoft" because it is open to women and non-binary people. The latest session began in January 2021 in Annecy and Paris and more than 30 women and non-binary people were given coaching and support in realizing their projects from experts in programming and game design. Womxn Develop at Ubisoft helps participants gain self-confidence and build a network in the industry.

On June 28, 2021, Ubisoft San Francisco organized a charity live stream, Mythic Quest x Black Girls Code. At the start of the event, participants attended a round table of instructive and empowering discussions on how to find a place in the industry, how to seize opportunities, and the importance of mentoring. The second part of the live stream was devoted to a Brawlhalla game session. This live stream attracted 9,816 participants. A total of $29,620 was collected for the association in 2021 ($25,000 *via* a donation from Ubisoft and $4,620 through the live stream event). Black Girls Code aims to train one million women by 2040 to lead and innovate in the fields of science, technology, engineering, and mathematics.

In 2020, the Rainbow Six franchise ushered in the launch of the Sixth Guardian program, an in-game sponsorship initiative that allows players to donate to charity. For each season, it is possible to purchase limited editions of cosmetic items (apparel, weapons, accessories, etc.) in the association's colors. All the amounts collected are donated to the chosen charity. The first edition of Sixth Guardian was held from December 1, 2020 to March 15, 2021, in partnership with AbleGamers, an association campaigning to make video games more accessible to people with disabilities. It raised €146,516. In season 3, players will be able to buy a pack for the new Thunderbird character. All amounts raised will go to the charity Indspire, which aims to enable all indigenous Canadian students of this generation to obtain a diploma. Indspire acts for First Nations, Inuit and Métis students in remote communities, rural areas, and urban centers across Canada.

Ubisoft supports local start-ups and innovative initiatives in the technology and entertainment sectors

ENTREPRENEURSHIP is the second pillar of our local ecosystem development strategy. Ubisoft actively participates in the growth and success of local tech-creative entrepreneurs.

Provide mentoring and support to tech-creative start-ups and independent video game studios through events and competitions

2021 marked the fifth anniversary of the Ubisoft Indie series presented by National Bank in Quebec and Ontario. This annual competition for independent video game studios offers financial aid and mentoring, as well as creative, marketing, and financial tools to help local studios promote their games in Canada and internationally. Since 2016, 200 studios have submitted applications, and more than 100 finalists have competed to win a total of $750,000 in prizes and 600 hours of mentoring.

In addition, Ubisoft once again participated in Indie Arena Booth Online 2021 *via* the Ubisoft Entrepreneurs virtual booth. The event took place during Gamescom & Devcom on August 23-29, 2021 in Germany. Ubisoft selected seven independent studios from the United States, Canada, Germany, and Austria, giving them the chance to present their games to business partners and the media. The participating teams were the winners of various local Ubisoft Entrepreneurs initiatives (Ubisoft Indie Series, Indie Camp, La Caravane, Newcomer Award) and a US team supported by Ubisoft's Open Innovation Accelerator.

Establish partnerships and collaboration to support entrepreneurs in their projects

The following three initiatives are examples of collaborations set up to boost entrepreneurial initiatives.

Fusion Campus, the German Center of Games Competence, promotes skills and technologies related to video games and acts as an accelerator for start-ups seeking to establish themselves in the local industry. Ubisoft is co-founder of Fusion Campus and hosts the start-ups at its Ubisoft offices in Düsseldorf. The aim is to create an anchor point for local industry and a driving force for other industries.

In France, in March 2021, the National center for film and moving images (CNC) launched a call for projects on "Knowledge and culture" to stimulate the creation of cultural and educational video games for young audiences. This partnership brings together the CNC, France Télévisions, and Ubisoft, whose participation includes a financial contribution and significant mentoring time for the projects selected. The subsidies awarded by the CNC in connection with this call for projects amounted to €50,000, to support independent studios during the video game pre-production or production phase.

Finally, Ubisoft partnered with the SpielFabrique game start-up accelerator to support its African Games Co-Production Market (AGCM) initiative. AGCM aims to encourage the growth of a strong, dynamic and independent African gaming ecosystem. As a lead partner, Ubisoft awarded €30,000 in prizes for three African gaming projects, as well as providing free mentoring and drawing on its network of independent studios to foster future collaboration. The winners of the Ubisoft Game Concept Prize were Kayfo Games of Senegal for its game Awa the Unmasked, Kunta Content of Kenya for Hiru, and Jiwe Studios – also from Kenya – for Usoni.

FOCUS: UBISOFT ENTREPRENEURS LAB (UEL)

The Ubisoft Entrepreneurs Lab is part of the Strategic Innovation Lab, a think-tank coupled with a do-tank whose goal is to consider and prepare for the future in terms of tech.

The UEL provides start-ups with a privileged framework for collaboration with Ubisoft in the broad sense: networking (with our gaming and web3 ecosystem), business and financial partnerships, and the sharing of expertise with Ubisoft talent on tech, gaming, finance, media, communication, strategy and blockchain.

This year, Ubisoft's teams selected 11 start-ups (including eight international firms) to explore two themes: positive entertainment and blockchain.

The 2021 season notably enabled us to collaborate and build a long-term partnership with the start-up Aleph.im (which provides decentralized storage and cloud computing solutions).

Ubisoft's teams aligned with the start-up and the services it proposes to strengthen the Group's internal network.

For several years, ubisoft has been committed to sharing cultural and historical wealth through its games and its partnerships with exhibitions open to the general public

Ubisoft's third pillar is to share the wealth of cultural and historical heritage that can be found in its games beyond its player communities in order to gain a better understanding of the world in all its diversity and complexity.

Ubisoft has partnered with the Micro-Folie program, a cultural policy promoted by the French Ministry of Culture and coordinated by the Villette cultural center in association with 12 institutions including the Château de Versailles, the Louvre Museum, the Musée d'Orsay and the Paris Opera. The Micro-Folie initiative currently represents 200 local cultural institutions, including 162 in France and 38 around the world. Access to Micro-Folies is free, and the goal of the program is to create welcoming places for both school groups and the general public. The purpose of the partnership is to offer, *via* the Micro-Folies network, new ways of learning, through the educational systems developed by Ubisoft such as *Discovery Tour: Ancient Greece*, *Discovery Tour: Ancient Egypt* and *Discovery Tour: Viking Age*, as well as *Rabbids Coding!* and the immersive virtual reality tour, *Notre-Dame de Paris: Journey to the Past*.

To mark the 15th anniversary of the *Rabbids* license, Ubisoft offered to create a new game for young players for the Château de Versailles. This game has been published in the form of an augmented reality mobile app available free of charge in five languages. It allows children and families to play with the *Rabbids* while exploring the gardens of Versailles from a fun and educational perspective. This initiative won the 2021 Experiential Activation category award from Licensing International France.

Ubisoft collaborated with the team behind the documentary film *Lady Sapiens* (Little Big Story & France Télévisions), by allowing them to use images directly from the engine of the *Far Cry Primal* game. *Lady Sapiens* is a global program comprising a documentary, learning material for young people, and a 12-minute virtual reality experience. It is already present at the Paris Natural History Museum and at the Paléosite in Saint-Césaire, Charente-Maritime. Seventeen minutes of images filmed in the game illustrate this 90-minute scientific documentary. Broadcast on France 5 on September 30, 2021, the film attracted a large audience of 1.4 million prime-time viewers, a 6.7% market share, a record for the scientific documentary category. The teams from Ubisoft, Little Big Story and France Télévisions StoryLab saw Lady Sapiens, The Experience, win the Grand Prize at the Pixii/Sunny Side of the Doc Festival (June 2021), as well as the Best Educative Experience Award at Stereopsia (Brussels, September 2021), and Best Immersive Experience at the Sandbox Immersive Festival (Beijing 2021).

On March 31, 2022, Ubisoft Motion Pictures was a partner of the "Écran d'après" event dedicated to the audiovisual sector. This event aims to produce new audiovisual stories for a desirable future, with the drafting of a manifesto to be signed by industry professionals. The objective is to establish a systematic reflection before the creation and production of content as to its social, societal, and environmental impact, and to prioritize the approach most likely to bring about the changes needed to ensure a more responsible, supportive, inclusive, and sustainable world.

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Ubisoft steps up for the environment

The fourth pillar of Ubisoft's contribution to the development of the Group's local ecosystems is the ENVIRONMENT. The Group draws on the power of gaming and is strengthening its ties with its communities in favor of the environment. To this end, Ubisoft's subsidiaries offer artistic or solidarity-based events that are accessible to all in order to respond to and raise awareness about climate issues.

Since 2020, Ubisoft has participated in the Green Game Jam, an annual event organized by the Playing for the Planet Alliance, an initiative launched by the United Nations. This competition aims to raise player awareness of climate-related issues through gameplay.

At the 2021 Green Game Jam, Ubisoft launched a campaign to support Ecologi, a charity dedicated to planting trees through the financing of climate-related projects. Thanks to the involvement of players, 566,000 trees were planted in the *Ghost Recon Breakpoint* game and in Madagascar.

The program includes other in-game events throughout the year, in addition to the commitment by 15 Ubisoft studios to the 2022 Green Game Jam to raise community awareness of climate issues. For more information on this initiative, please see section 5.6.5, which sets out the Group's ambition to raise awareness among its player communities by involving associations to draw attention to major environmental issues.

Ubisoft responds to humanitarian crises

The year 2021 saw a series of major crises around the world that closely affected Ubisoft and its player communities. The Group has invested in a variety of initiatives to help those affected as well as its team members.

In addition to setting up a fund worth more than €1 million to support our Ukrainian teams, Ubisoft has donated €200,000 to the Red Cross and to Save the Children in support of Ukraine. Internationally, twelve Ubisoft studios supported this cause, mainly through additional donations to associations and internal initiatives such as the collection of medical equipment and essential items. For more details on the Group's efforts to support the Ukrainian teams during this crisis, see 5.4.

To help the Afghan diaspora, in January, Ubisoft partnered with Video Games Without Borders to provide educational support through gaming with various projects. The Group's teams are supporting the NGO with the creation of a new character for the games, "Antura and the Letters" and "Learn A New Language With Antura", free mobile games that help children learn to read in their mother tongue and the language of their host country. Originally designed to help Syrian refugees, the game has been translated into Pashto and Dari (the official languages of Afghanistan). A donation of €50,000 euros was made to finalize the programming and translation of the games into Pashto and Dari. Thanks to this association, the *Rabbids: Coding!* game will be translated into Dari in order to make the basics of coding available to displaced young Afghans. Finally, some specialists provide one-time help to the NGO to help them analyze data from their games.

In June 2021, Ubisoft partnered with the Swasth and Hemkunt Foundations to help them deal with the growing Covid-19 epidemic. The contribution by Ubisoft Pune and Mumbai allowed Swasth to purchase 17 high-flow oxygen concentrators, each of which can help more than 550 patients. In total, nearly 10,000 patients have been treated with these units. The Group's support for the Hemkunt Foundation allowed the purchase of 32 oxygen tanks and accessories.

As part of Gamescom 2021, the German studios of Ubisoft, as well as Ubisoft Deutschland GmbH, Assemble Entertainment and Gaming Aid, organized a charity live stream named "Play for Good – Gaming helps flood victims". This event raised €35,000 for victims of the July 2021 floods in Germany.

5.6 OPTIMIZING OUR ENVIRONMENTAL IMPACT

5.6.1 UBISOFT'S COMMITMENT TO CARBON NEUTRALITY

At the Climate Action Summit in September 2019, Ubisoft committed to doing its part to fight climate change and joined the "Playing for the Planet" alliance as a founding member. The Group has published its commitments to raise awareness of the climate emergency: using gaming to inspire its players to take action to protect the environment and continue to optimize its carbon footprint through greater use of renewable energies, and an ever more careful selection of suppliers and technological devices.

During the 2020 calendar year, the Group defined two priority areas aligned with its commitments:

- reducing its carbon footprint across the entire value chain (from suppliers to customers);
- inspire positively: the Group continued its work to raise awareness among its stakeholders (business partners, employees, players) and encourage action for the climate and the environment.

The goal of reducing Ubisoft's carbon footprint has resulted in the definition of concrete actions:

- an initial decarbonization plan was launched, setting the short-term target of reducing the carbon footprint of its direct operations (scopes 1, 2 and 3 upstream) by -8.8% per employee by the end of 2023 [(1)];
- voluntary contributions have been made to external projects aimed at reducing or capturing emissions around the world. These contributions represent a quantity of CO_2 equal to the carbon footprint of Ubisoft's direct operations in 2020 and beyond.

During the 2021 calendar year, the Group strengthened its commitment:

- by making a commitment to the Science-based Target Initiative (SBTi), an independent body responsible for validating Ubisoft's global carbon footprint reduction plan by 2030, in accordance with scientific defined requirements to limit global warming to +1.5°C. Ubisoft has defined two priority areas of action:
  - reducing its greenhouse gas emissions in scopes 1 and 2, in line with the goal of limiting global warming to +1.5°C,
  - obtaining commitments from its suppliers, encouraging them to define an environmental strategy and an emission reduction target;
- by completing the questionnaire issued by the Carbon Disclosure Project (CDP), in order to publish the Group's annual progress, both in terms of managing its impact and in its journey towards environmental leadership. The Group received a score of B- for its environmental performance in 2020, placing Ubisoft in the "Management" category: this bonus highlights the quality of its non-financial reports and its management of environmental and climate-related issues.

Ubisoft's participation in the CDP goes hand in hand with its commitment to the SBTi: the SBTi guarantees the relevance of its environmental targets, while the CDP reflects the progress made in achieving these targets and confirms the adequacy of both the strategy and resources employed to achieve them.

In line with these medium- and long-term commitments, the Group has set a new target to reduce the carbon footprint of its direct operations. The new target was included in the calculation of the medium-term compensation [(2)] of the Chairman and Chief Executive Officer for the financial year ending March 31, 2025 under the incentive "Reducing the carbon footprint of direct operations (scopes 1, 2 and 3 upstream) by -10.8% per employee by the end of 2024 [(3)]."

(1) *With 2019 as the benchmark year and using the 2019 pre-covid methodology*
(2) *This Indicator is presented in section 4.2 "Compensation of corporate officers"*
(3) *With 2019 as the pre-Covid benchmark year and using the 2021 methodology*

5.6.2 UBISOFT'S "PLAY GREEN" COMMITMENT

Reducing greenhouse gas emissions

Objectives:

- accelerate the reduction of the greenhouse gas emissions of the Group's direct operations (scopes 1, 2 and 3 upstream) with a target reduction of -10.8% per employee by December 2024, compared to the benchmark point of 9,5 tCO_2eq per employee [(1)]. This objective, identified as strategic, is included in the calculation of the medium-term compensation of the Chairman and Chief Executive Officer;
- participate financially in the development of greenhouse gas avoidance and capture projects for all residual emissions (scopes 1, 2 and 3 upstream). The objective is an annual participation, corresponding to 100% of the Group's emissions that cannot be reduced in the short term;
- help raise the awareness of all stakeholders in the industry (suppliers, gaming platform manufacturers, etc.) and forge partnerships with them to actively reduce emissions downstream in the value chain (scope 3 downstream).

Since 2015, Ubisoft has been reporting on its environmental impact in the interests of transparency and accountability to its stakeholders. In 2020, the Group made a commitment to contribute to global carbon neutrality by implementing a decarbonization plan for its operations, combined with the financing of climate contribution projects (also simply yet inaccurately referred to as carbon "offset" projects).

To comply with this new commitment, a complete update of the Group's carbon footprint was carried out for scopes 1, 2 and 3 upstream, for a total of 148 metric kilotons of CO_2eq [(2)]. The Group has also financed greenhouse gas avoidance and capture projects outside its value chain, up to the amount of its emissions in 2021.

Among the sources of emissions identified, purchases (mainly services) are the primary source of emissions. The production and promotion of new games are the main categories of these purchases, which fell slightly in 2021. The Group also acts on the energy consumption of its buildings and data centers. The consumption of electricity from renewable energies has been identified as a key action to reduce GHG emissions related to this category. In 2021, all decarbonization commitments and best practices for the IT, Workplace, Purchasing and HR & Communication functions were consolidated in a document entitled Decarbonization Guidance. This guide, aimed at all Group subsidiaries, was designed to coordinate local decarbonization actions in order to make them more efficient and consistent. These actions target energy (prioritizing renewable energy sources), efficiency (optimization), restraint (assessment of actual and unnecessary consumption needs) and the transition to low-carbon alternatives. Decarbonization Guidance is a tool that enables each entity to identify the key actions to be taken in order to reduce its emissions.

In addition to its own footprint and the scope under its control (scopes 1, 2 and 3 upstream), the CSR department and various Group stakeholders have continued to review the ecological impact of video games and supported initiatives in this area for several years.

In order to measure the impact of its video game production as a whole, two Life Cycle Analyses (LCAs) were carried out in 2019 and 2021, respectively. LCA is a standardized assessment method (in accordance with ISO 14040/44) that measures the potential environmental impacts of products. This method has been applied to video games produced by Ubisoft. The product life cycle is considered in its entirety, from the extraction of the energy raw materials necessary for to manufacture the product to its end-of-life, distribution and use.

Inspire positively

Objective:

- increase team and general public awareness of Ubisoft games; As a media and entertainment company, Ubisoft has access to a large audience that it can inspire through its games and content. For this reason, the Group confirms its commitment to creating games that will encourage players to take action on environmental issues and to adopt more sustainable behaviors.

In addition, many teams and studios are working on local actions, and employee "green" committees are mobilizing in various Ubisoft studios and offices around the world with the goal of making work environments more sustainable. Thanks to all these various initiatives and projects, the Group has been able to initiate a positive and collaborative dynamic, and now wants to accelerate its transformation in order to go even further in terms of positive impact and change. To that end, Ubisoft has launched several projects:

- Climate School: a learning tool accessible to all Group team members that addresses the climate challenges of the industry and each operational function;
- Green Weeks: an annual event to discuss and open up a space for contributions and solutions to environmental issues in the video game sector;
- Green Game Jam: a competition that encourages the production teams to develop narratives that raise awareness of their impact on the environment. The Green Game Jam is a video game industry event where projects centered on different themes such as protection of forests, oceans, coral reefs and climate change, are developed and presented. Ubisoft presented 5 projects during its participation in the 2021 Green Game Jam.

Implementation

The implementation of this commitment is based:

- mainly on cross-functional and collective leadership (in particular with the CSR, Purchasing, IT, Real Estate, Travel and HR Departments) to transform these commitments into tangible results and to include sustainable development criteria more broadly in operational decision-making;
- in addition, on collaboration with other industry partners committed to the subject (suppliers, business partners, institutions, customers);
- lastly, on the growing determination of all teams to support this long-term approach.

(1) *With 2019 as the benchmark year and using the 2021 methodology*
(2) *The Group's carbon footprint is detailed in section 5.7.3*

5.6.3 UBISOFT'S ENVIRONMENTAL IMPACT IN 2021

2021 greenhouse gases emissions (GHG emissions)

Methodology and scope

Ubisoft follows the greenhouse gas emissions accounting guidelines provided by the World Resources Institute (WRI) and the World Business Council for Sustainable Development (WBCSD), *i.e.* the "GHG Protocol". This protocol offers the world's most widely used accounting standards on greenhouse gases, designed to provide a framework for companies, governments and other entities to measure and report their greenhouse gas emissions in an effort to support their missions and mitigation goals. In 2016, 92% of Fortune 500 companies that responded to the Carbon Disclosure Project (CDP) used a program based directly or indirectly on the GHG Protocol. In addition, Ubisoft commissioned an expert consulting firm in 2015 to adapt the protocol to its operations for the first carbon footprint assessment.

Since 2015, Ubisoft has thus annually measured the change in the main items comprising its greenhouse gases emissions. Since 2020, a complete update of its GHG emissions has been carried out every year and reported to the ADEME (Ecological Transition Agency, under the supervision of the French Ministries responsible for Research and Innovation, the Ecological and Solidarity Transition, and Higher Education).

The scope of the measurement covers Ubisoft's direct operations, *i.e.* all direct and indirect emissions necessary for the operation of the business, from upstream emissions of suppliers to downstream emissions of the logistics activity distributing products to retailers or digital distribution platforms:

- scope 1 covers direct emissions, mainly derived from fuel in data centers and fugitive emissions from refrigerant gases leaks;
- scope 2 covers indirect emissions, from electricity consumption, in offices and data centers;
- scope 3 – upstream covers all other indirect emissions from Ubisoft's activities, including product distribution, whether in physical or digital format.

2021 Update

For 2021, the GHG emissions associated with Ubisoft's activity in the above-mentioned scope were 148 metric kilotons of CO_2eq, *i.e.* 7.2 tCO_2eq per FTE.

In each table presenting the Group's environmental data, the data referred to as "published" are the data reported in the annual report for the corresponding year. Since the date of the published data, certain methodology update significantly have impacted Ubisoft's carbon footprint, and in order to obtain comparable results, the data for 2020 and 2019 have been restated according to the 2021 methodology [1]. Each table detailing an emissions item presents the 2021 methodology updates in the "Comments" column [2].

Ubisoft's GHG emissions were estimated at 158 metric kilotons of CO_2eq in 2020. This represents 8.4 tCO_2eq per FTE, *i.e.* a decrease of 14% between 2020 and 2021.

GHG emissions by scope (tCO_2eq)	2021	2020	2019
Scope 1	2,760.00	1,889.00	1,805.00
Scope 2 – Market-based method	16,355.00	13,337.00	8,780.00
Scope 3 – Upstream	128,876.00	142,985.00	147,999.00
TOTAL – ON A COMPARABLE DATA BASIS	**147,991.00**	**158,211.00**	**158,584.00**
tCO_2eq/person	7.2	8.4	9.5

Despite an increase in the company's workforce, Ubisoft's overall carbon footprint has decreased, which has also reduced carbon intensity per employee (tCO_2eq/FTE). This reduction can primarily be attributed to the reduction in purchases of marketing and production services, but also to the reduction in travel that continued in 2021 due to Covid-19. However, IT equipment emissions increased more than the workforce, due not only to the widespread implementation of work from home initiatives but also to an improvement in the data collection process employed by the local IT teams.

At this stage, to assess the Group's additional efforts in terms of decarbonization, the use of carbon intensity per employee (tCO_2eq/FTE) is recommended, as the workforce is the main driver of its carbon footprint.

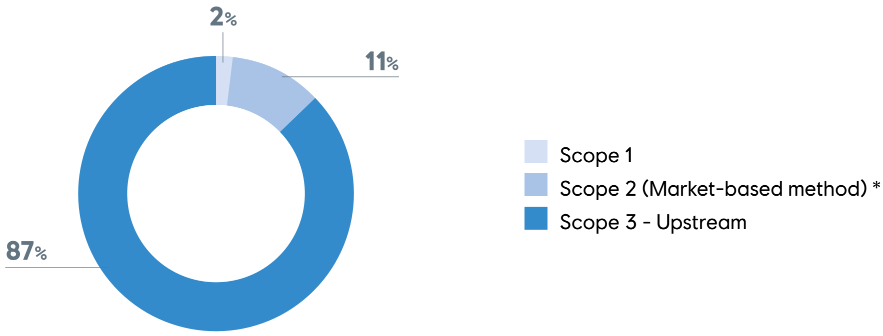
The main sources of greenhouse gas emissions are:

- purchases (excluding services and goods already taken into account in other emissions categories);
- buildings (energy consumption, fixed assets and air conditioning systems);
- manufacture of boxes, video game consoles and tie-in products, as well as their transportation to storage and distribution locations;
- data centers (including external hosting services and energy consumption);
- IT equipment.

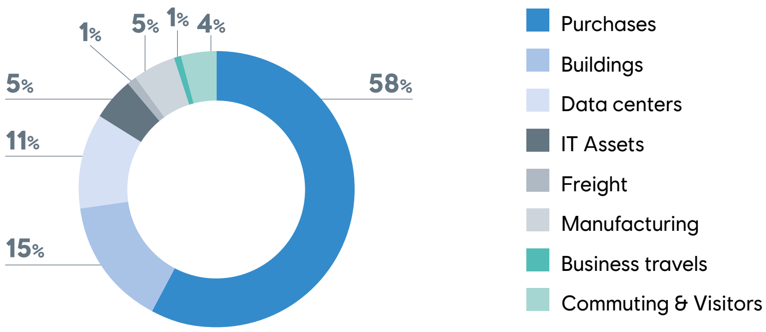
(1) *For reference purposes, according to the 2019 methodology, the GHG emissions associated with Ubisoft's activity were estimated at 77 ktCO_2eq in 2021. This represented 3.8 tCO_2eq per FTE in 2021, compared to an estimate of 5.7 tCO_2eq in 2019*

(2) *For methodology updates from previous years, please refer to previous annual reports*

Carbon footprint by scope



Carbon footprint by category



* *For reference, using the location-based method of the GHG Protocol, scope 2 represented 25,507 tCO_2eq in 2021*

5.6.4 REDUCE ITS FOOTPRINT

Decarbonization of direct operations (scopes 1, 2, 3 upstream)

As a multinational Group with nearly 20,000 employees at more than 90 sites worldwide, a comprehensive and structured decarbonization plan is essential in order to accelerate and achieve significant emission reductions. This is why in 2019, Ubisoft commissioned a consulting firm to identify the main levers for reducing its emissions and set preliminary targets. The main results of the study were tested during an internal feasibility study in 2020. The results of the study gave rise to the Group's commitment to actively contribute to global carbon neutrality by launching both a decarbonization plan for its direct operations and a voluntary climate contribution strategy.

Business trips

	2021	2020	2019
Total *(thousands of kilometers traveled)*	6,588	26,924	130,404
Kilometers traveled/person	321	1,428	7,791

GHG emissions (tCO_2eq)	Comments	2021	2020	2019
Reported data		1,098	2,355	29,080
Restatement of data	*Update of emission factors **		1,959	(8,187)
TOTAL – ON A COMPARABLE DATA BASIS		**1,098**	**4,314**	**20,893**
tCO_2eq/person		0.05	0.23	1.25

* *Updated ADEME air transport emission factors including contrails*

In 2021, business travel accounted for 1% of Ubisoft's carbon footprint compared to 3% in 2020. Covid-19 and the closure of borders in many countries brought all travel to a virtual halt starting in March 2020 and which had not resumed in 2021. As a result, the CO_2 emissions from these trips decreased by 75% between 2020 and 2021. However, this decrease was associated with an exceptional situation and does not reflect the reality of a situation outside the pandemic.

In 2021, the Group continued to roll out remote collaboration solutions such as Microsoft Teams (messaging, video conferencing), Citrix (desktop virtualization), Parsec (event streaming) and Miro (brainstorming, electronic whiteboard). The objective is to encourage team members to replace their business trips, in part or in whole, with digital solutions for collaboration with their colleagues or customers, while maintaining a high level of productivity and conviviality.

Buildings

	Comments	2021	2020	2019
Consumption of sites in MWh (excluding work from home)		54,184	52,268	51,287
Estimated consumption at home of team members in MWh (work from home)		29,448	20,940	
Consumption per person in kWh (excluding work from home)		2,644	2,772	3,064
Consumption per person in kWh (total)		4,081	3,882	3,064

GHG emissions related to electricity consumption (tCO_2eq) [1]

		2021	2020	2019
Location-based approach	Reported data	16,711 [2]	21,041 [3]	14,325
Restatement of data	Integration of more recent emission factors		(7,127)	(5,200)
Total on a comparable data basis		16,711 [2]	13,914 [3]	9,125
Market-based approach	Reported data	14,905 [2]	16,083 [3]	9,501
Restatement of data	Integration of more recent emission factors		(3,673)	(1,714)
TOTAL – ON A COMPARABLE DATA BASIS		**14,905** [2]	**12,410** [3]	**7,787**
tCO_2eq/person		0.73	0.66	0.47

(1) GHG emissions expressed according to the GHG Protocol's location-based and market-based approaches
(2) O/w 5,884 tCO_2eq related to working from home
(3) O/w 3,980 tCO_2eq related to working from home (data published in 2020: 6,018 tCO_2eq)

Over 86% [1] of emissions related to the energy consumption of our buildings comes from their electricity consumption. In 2021, average electricity consumption per person at Ubisoft sites [2] decreased by 5% compared to 2020. This consumption was also below 2019 levels, with the widespread use of work from home initiatives, estimated at 70% of working days in 2021, based on our annual data collection. It was also still relatively high in view of the work from home rate, with some team members continuing to return to the office, and some IT equipment having to remain switched on to be controlled remotely. An estimate of the electricity consumed at home by team members and contributing to Ubisoft's operations completes this total.

The Group encourages its sites to switch to a renewable electricity supply wherever possible, and in 2021, seven of them were able to make this transition: Chengdu, Craiova, Helsinki, Milan, Sao Paulo, San Francisco and Sofia. Accordingly, in 2021, 67% of the electricity consumed at Group sites came from renewable sources [3] versus 62% in 2020. In particular, all the Canadian studios in the Quebec City region are supplied by Hydro-Québec, which generates 99% of its electricity using hydroelectric dams and wind farms.

The Group continuously works to improve the efficiency and energy restraint of its workspaces, in particular through refurbishment or renovation projects, through continuous improvement of maintenance, heating and air conditioning systems (including through the implementation of smart office automation and zoning solutions) and through the modernization of lighting (LED, energy efficient bulbs). The environmental performance of buildings is also taken into account in the selection of new offices: for example, in 2021, the Bucharest site invested in a new BREEAM Outstanding certified building.

(1) In addition to electricity consumption, some sites use other energy sources for heating, which represent 1% of the Group's total carbon footprint
(2) Excluding data center consumption
(3) Only sites with a contract specifying a % electricity from the supplier's own renewable energy have been taken into account (methodology respecting technical criteria of the RE100 initiative)

FOCUS: UBISOFT'S GREEN IT APPROACH

The use of computer hardware and software is essential to Ubisoft's day-to-day operations, which is why it is critical for Ubisoft's IT teams to play their part in the Group's environmental strategy.

Ubisoft launched its Green IT approach by training its teams in responsible digital issues and levers for action: through the Climate School, an e-learning module dedicated to Green IT was created for all Group team members. In addition, to ensure that all new employees are aware of these issues, a Green IT training course has been included in the onboarding program for the IT teams.

The improvement of the IT hardware management system and the reduction of the associated energy consumption were identified as priority issues in 2021. They are addressed by ensuring that the IT products and services purchased, as well as selected suppliers and partners, take the environmental impact into account while also meeting the needs of the teams.

In conjunction with this idea, initiatives have been launched to extend the average life of the main IT equipment and to obtain better visibility over the end-of-life recycling process, aimed at giving equipment a second life when possible. A task force was formed to define recommendations and best practices for studios to reduce the environmental impact of equipment during the end-of-life phase.

In November 2021, Ubisoft signed the Planet Tech'Care Manifesto, led by Numeum, the trade union of digital companies in France: the main companies operating in the digital industry, such as Google and Microsoft, also took part in this initiative. By signing this Manifesto, Ubisoft made a public commitment to contribute to the ecological transition in collaboration with multiple digital companies [1].

(1) https://www.planet-techcare.green/

IT equipment (excluding data centers)

GHG emissions (tCO_2eq)	Comments	2021	2020	2019
Reported data		7,192	10,257	18,884
Restatement of data	*Update of emission factors*		(3,985)	(14,255)
TOTAL – ON A COMPARABLE DATA BASIS		**7,192**	**6,272**	**4,629**
tCO_2eq/person		0.35	0.33	0.28

In 2021, IT equipment accounted for 5% of Ubisoft's carbon footprint. On a comparable basis and methodology, emissions in this category amounted to 7,192 tCO_2eq compared with 6,272 for the previous financial year. In addition to the expansion of our workforce, this 15% increase was also due to the Covid-19 pandemic, which forced Ubisoft team members to work from home, calling for the purchase of additional IT hardware. Finally, this increase can be attributed to the release of new-generation consoles, calling for some equipment to be replaced, and to an improvement in the data collection process employed by the local IT teams.

Data centers

	Comments	2021	2020	2019
Total consumption in MWh		39,654	27,955	24,755
GHG emissions related to electricity consumption (tCO_2eq) [1]				
Location-based approach	Reported data	8,907	7,953	7,264
Restatement of data	Integration of more recent emission factors	0	(1,383)	(933)
TOTAL – ON A COMPARABLE DATA BASIS		**8,907**	**6,570**	**6,331**
Market-based approach	Reported data	1,450	1,072	1,360
Restatement of data	Integration of more recent emission factors		(146)	(367)
TOTAL – ON A COMPARABLE DATA BASIS		**1,450**	**926**	**993**
GHG emissions from other sources (tCO_2eq) [2]				
	Reported data	14,470	10,203	8,688
Restatement of data	Update of emission factors for servers		2,268	2,484
TOTAL – ON A COMPARABLE DATA BASIS		**14,470**	**12,471**	**11,172**
Total GHG emissions, market-based approach (tCO_2eq)				
TOTAL – ON A COMPARABLE DATA BASIS		**15,920**	**13,397**	**12,165**

(1) GHG emissions expressed according to the GHG Protocol's location-based and market-based approaches
(2) Fuel consumption, servers, buildings and purchases of hosting services

Data centers represented 11% of Ubisoft's carbon footprint in 2021. The 19% rise in CO_2 emissions compared to 2020 was mainly due to the increase in the number of servers and thus the electricity consumption of data centers.

The average PUE [4] of the data centers owned by the Ubisoft group remained stable between 2020 and 2021, at around 1.41.

Despite 95% [5] of electricity consumed being renewably-sourced, the carbon footprint of data centers is significant and their use by team members and players is expected to increase. The Group's business is increasingly based on live services, hence online hosting, and on significant computing power. It is therefore important to anticipate and implement strategies capable of generating efficiency gains in our own data centers, as well as with external hosting and cloud partners. To that end, Ubisoft is working closely with its most influential and committed partners to create collective climate change initiatives.

Manufacturing and freight

GHG emissions from manufacturing (tCO_2eq)	Comments	2021	2020	2019
Standard and non-standard products – Published data		8,492	11,626	9,184
Restatement of data	Expanded scope and updated emission factors		(768)	(535)
TOTAL – ON A COMPARABLE DATA BASIS		**8,492**	**10,858**	**8,649**

In 2021, the manufacture of standard products (physical video games) and non-standard products (tie-in products) accounted for 5% of Ubisoft's carbon footprint. Using a comparable methodology and scope, CO_2 emissions amounted to 8,492 tCO_2eq in 2021 compared to 10,858 in 2020. This 22% decrease was due to the decrease in the number of physical games produced in 2021 compared to 2020.

CO_2 emissions associated with the delivery of these products to points of sale amounted to 1,234 tCO_2eq in 2021 compared with 2,102 in 2020, at comparable methodology and scope.

The increasing digitization of Group products makes it possible to mitigate the carbon impact of the growth in sales volumes. In financial year 2019, an estimated 48% of games were downloaded digitally, based on units sold on the Xbox (Microsoft), PlayStation (Sony) and Switch (Nintendo). In financial year 2022, this percentage climbed by more than 15 points compared to financial year 2019.

Purchasing

GHG emissions (tCO_2eq)	Comments	2021	2020	2019
Reported data		85,891	75,566	19,407
Restatement of data	*Update of emission factors and scope **	0	18,920	63,460
		0	0	
TOTAL – ON A COMPARABLE DATA BASIS		**85,891**	**94,486**	**82,867**
tCO_2eq/person		4.19	5.01	4.95

* *Review of scope and addition of expenses written off in the balance sheet*

In 2021, purchases of services (and to a lesser extent goods) accounted for 58% of the Group's carbon footprint. CO_2 emissions amounted to 85,891 tCO_2eq compared with 94,486 in 2020, based on a comparable methodology and scope. Most of these services are purchased from subcontractors or are marketing costs. The carbon footprint of purchases decreased in 2021, mainly due to lower marketing purchases than in 2020.

Commuting and guests

CO_2 emissions from commuting and guests are directly linked to the expansion of the workforce. Based on a comparable scope and methodology, commuting and guest emissions amounted to 5,995 tCO_2eq compared with an estimated 8,267 tCO_2eq in 2020. In 2021, this category represented 4% of Ubisoft's carbon footprint. There has been little change in methods of transportation used since 2015, but more people worked from home in 2020 and 2021. Despite the increase in the workforce, these emissions fell 27% due to employees working from home during the Covid-19 pandemic.

Decarbonization of the value chain (scope 3)

In 2021, the Group updated its life cycle analysis (in accordance with ISO 14040/44), aimed at assessing the environmental impacts associated with all stages in the life cycle of its commercial products and services: not only their development by Ubisoft but also their distribution by downstream business partners and their use by our players *via* gaming platforms. This theoretical exercise required a complete inventory of the energy and materials needed for our value chain: extraction of raw materials, transformation, product manufacturing, distribution, use, recycling, final disposal of materials. This update confirmed the estimate that the Group's direct operations (scopes 1, 2 and 3-upstream) represent between 5% and 10% of total life cycle GHG emissions. The remainder (90% to 95%) comes from scope 3 downstream: emissions outside Ubisoft's scope, mainly related to the manufacture and use of networks and terminals to access and play games.

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[4] *Power Usage Effectiveness: ratio between the energy used by the facilities and the energy supplied to the servers. It thus measures the efficiency with which a data center uses energy (lower PUE is preferable)*

[5] *Only sites with a contract specifying a % electricity from the supplier's own renewable energy have been taken into account (methodology respecting technical criteria of the RE100 initiative)*

Scope 3 – upstream

The Group's objective is to encourage its suppliers to take greater account of sustainable development and decarbonization issues in their product and service offerings (in particular by transparently disclosing their emissions and committing to relevant carbon footprint reduction targets). Ubisoft's participation in the SBTi program calls for a commitment on the part of its suppliers, encouraging them to define an environmental strategy and an emissions reduction target.

Scope 3 - downstream

Although Ubisoft does not have direct control over this majority of emissions related to its value chain, the Group strives to address them as part of its commitment to contribute to global carbon neutrality. Ubisoft is therefore an active contributor to the "Playing for The Planet" alliance, particularly concerning the joint effort to mobilize the industry around goal of reducing its carbon footprint, to ensure that it has tools at its disposal to measure and reduce its emissions. The commitments and initiatives of our main partners in the alliance contribute to the collective effort in which we also play an active role.

Voluntary climate contribution

In addition to its decarbonization efforts, the Group financed projects in 2021 (as it did in 2020) aimed at avoiding and capturing greenhouse gases outside its value chain, covering the level of its emissions in 2021 (scopes 1, 2 and 3 upstream). This is a necessary, albeit inadequate, step towards global carbon neutrality, as it helps projects around the world to develop carbon sinks or reduce third-party emissions; projects that could not be implemented without the revenue derived from the sale of carbon credits.

These projects also have multiple co-benefits for local communities and the environment that reflect the Sustainable Development Goals set by the UN in 2015: job creation, improved health and well-being, improved access to education, biodiversity conservation, access to clean drinking water, etc.

For Ubisoft, this means going beyond the recognition of its environmental impact for 2021. The financing of these projects is in no way a substitute for emission reduction targets because it is not a physical and effective offset of emissions calculated by the Group in previous years. This is a voluntary and complementary effort by the Ubisoft group to contribute to the trajectory of global carbon neutrality.

These voluntary purchases of carbon credits were re-invoiced to the Group's main subsidiaries in order to raise their awareness of their footprint, make them more responsible and encourage them to integrate carbon issues in their decision-making and ultimately reduce their own emissions. As a result, we can consider that the climate contribution projects were financed by an internal levy on the carbon emissions of the main subsidiaries.

The Group has joined forces with two partners specializing in the voluntary carbon market to access a large catalog of climate contribution projects that meet various goals:

- avoid greenhouse gas emissions generated by third parties by accelerating their low-carbon transition (development of renewable energy, energy efficiency, etc.);
- preserve existing carbon stocks by protecting ecosystems such as forests;
- capture CO_2 emissions by restoring natural ecosystems and thus creating carbon sinks.

In the interests of transparency and awareness, the Group invited all of its team members to vote for their favorite projects in January and February 2022. More than 1,800 people (approximately 9% of the total workforce) voted and the most popular projects were supported by Ubisoft:

- afforestation, reforestation and protection of existing forests in Spain, Brazil, Kenya and Australia;
- wind power plant in China and India;
- hydroelectric power plants in Brazil;
- biogas development programs in China;
- transportation-related emissions reduction project in France;
- sustainable development projects in the Quebec region of Canada.

FOCUS: NET ZERO INITIATIVE

The Net Zero Initiative is an initiative led by a recognized consulting firm and supported by a dozen pioneering multinationals, as well as by a high-level scientific committee. The initiative publishes recommendations that enable organizations to contribute to global carbon neutrality and manage their climate action in an honest, transparent and constructive way.

Ubisoft's approach is aligned with the guidelines of the Net Zero Initiative, which specifically state that the voluntary purchase of carbon credits should go hand in hand with a decarbonization strategy and that gross greenhouse gas emissions should be reported separately from voluntary purchases of carbon credits.

The Group has ensured that all the projects supported comply with the requirements of internationally recognized standards (Gold Standard, VCS, UNFCCC, etc.) and therefore meet the necessary quality criteria (projects that are actual, measurable, additional, permanent, monitored, verified, and provide the best social and environmental guarantees).

5.6.5 INSPIRE POSITIVELY

Team members

The Group's carbon footprint shows that several sources of emissions are linked to the daily activities of the teams. Accordingly, Ubisoft strives to raise awareness among its teams about their environmental impact and included a section dedicated to environmental protection in its new employee Code of Conduct. Ubisoft expects its teams to actively participate in the Group's environmental commitment, through their professional activity and their use of the workspaces and resources made available to them.

Awareness-raising and training actions are carried out both at Group level and at local level, at the initiative of each site.

In 2021, a priority was placed on the creation and structuring of green committees, awareness-raising *via* Green Weeks and training *via* the Climate School e-learning program.

Green Committees

Green Committees are groups of employee volunteers, focused on a shared interest in environmental challenges (climate, biodiversity, etc.) and committed to promoting sustainable and ethical practices within Ubisoft. They are supervised by team members who are passionate about these issues and want to raise awareness among their colleagues by sharing smart, straightforward advice on how to reduce environmental impact at work or at home.

Since the project was launched, about a dozen "green" committees have been formed around the world, reflecting the ecological commitment of the Ubisoft teams and their dedication to combating global warming. These local committees represent around 4% of the Group's total workforce. Thanks to their commitment, and the involvement of management, many initiatives have emerged, ranging from sorting and reducing waste in workspaces to IT. Their actions encourage team members to help protect the environment by changing their behaviors. Ubisoft encourages these initiatives by giving leaders the opportunity to spend 10% of their working time on the "green" committee they supervise.

FOCUS: UBISOFT GREEN DEVELOPERS INITIATIVE

In December 2020, the Ubisoft Green Developers group was created to explore how video games can contribute to a more desirable and greener future. At the end of December 2021, more than 250 team members around the world answered the call (vs. 90 at end-December 2020).

The objective of the initiative is to discuss how to handle environmental issues in games or other types of entertainment in order to help the Group's production teams address the subject in their content as successfully as possible (audience, sales potential, positive impact on players' environmental behaviors). This initiative gave rise to 12 conferences in 2021.

Green Weeks

Ubisoft's Green Weeks are a two-week global event where a panel of experts from the video game and entertainment industry meets to discuss sustainability at Ubisoft and beyond. Developed from a Green Force initiative in 2020, this annual event aims to open up a dialog through a series of online conferences to explore how video games, and the entertainment industry as a whole, can increase player awareness of environmental issues. Each speaker explores the multiple channels through which video games can reach a large audience and thus have a positive impact on a broad scale. Green Weeks are also an opportunity to engage the teams at the local level by organizing climate and digital workshops, tours of our data centers, and exchanges of ideas on best practices that everyone can apply in their professional and personal lives.

In 2021, more than 3,500 people took part in Green Weeks, giving rise to more than 30 local initiatives around the world.

Climate School

The Group launched its first-ever e-learning program in 2021: Climate School. Available to all Ubisoft employees, this e-learning course provides an opportunity to learn about environmental issues, and particularly the sustainability transformations taking place for all functions within the company. The program is centered on two areas of focus:

- understanding: scientific insight into major climate systems, the collapse of biodiversity, overuse of natural resources and the impact of these changes on human societies;
- action: a roadmap to action so that everyone can work on the company's ecological footprint and their own footprint. One of the strengths of the program lies in the targeted actions proposed to each function in the company (IT Department, Finance Department, Legal Department and Purchasing) in the interest of providing the most personalized support possible. Each employee will therefore have the opportunity to build their own learning path according to their role.

Industry partners in the "Playing for the Planet" alliance

The "Playing for the Planet" alliance is a group of 30 organizations, all members of the private video game sector, that have made voluntary, ambitious, specific and timebound commitments for people and the planet. Some of the biggest names in the video game industry (including Sony Interactive Entertainment, Microsoft, Rovio, Supercell, UKIE, ISFE, Bandai Namco, Unity and Ubisoft) have formally committed to harnessing the power of their platforms and games to help tackle the climate crisis.

Under the aegis of the United Nations Environment Program (UNEP) and with the support of GRID-Arendal and Playmob, the Alliance intends to support the video game industry and achieve four fundamental objectives:

- rally the industry to reduce its carbon footprint so that it has the tools to measure, reduce and set decarbonization targets;
- inspire environmental action through "green" activations in games;
- share lessons from the initiative so that other members of the industry can follow suit;
- explore new strategies for the future around new games and approaches to storytelling.

In 2021, Ubisoft launched a number of initiatives through its participation in the Alliance:

- working with partners, especially Sony and Microsoft, to co-build tools to better measure and reduce the industry's carbon footprint;
- sharing our research on Green Games as well as the various approaches to environmental issues in video game storytelling, in order to help game developers address climate change in-game by proposing relevant solutions based on their individual expertise and the type of game being made;
- involving our production teams: in 2021, five Ubisoft teams took part in the "Green Game Jam", a competition between video game developers aimed at inspiring millions of players to adopt environmentally beneficial habits through in-game activations.

As a member of the Playing For The Planet Alliance, Ubisoft is committed to harnessing the power of its games to inspire new ways of thinking and instill good practices in response to the climate crisis:

"Having seen the contributions from five Ubisoft studios for the Green Game Jam 2021, with the goal of implementing in-game activations that highlight the restoration and conservation of forests and oceans, there's clearly a big appetite from Ubisoft teams to inspire action on the environmental agenda" – Sam Barratt, Chief of Youth, Education and Advocacy at UNEP, which facilitates the Playing for the Planet Alliance.

Educating players through participation in the Green Game Jam

The Green Game Jam is an annual event organized by the Playing for the Planet Alliance. The competition aims to raise player awareness of climate-related issues through gameplay. Together, the members of the Playing for the Planet Alliance are able to reach more than one billion players. The goal of the Green Game Jam is to encourage developers to create green activations in their licenses, which can be offered to players the following year.

In 2021, multiple Ubisoft developers joined forces to inspire their players and integrate green activations in the Group's licenses, including *Anno 1800*, *Ghost Recon Breakpoint*, *Hungry Shark Evolution*, *Hungry Shark World* and *Riders Republic*. Three of their proposals were successfully implemented after the competition, and two are scheduled for 2022. This event showed developers that they can influence a future where players' online actions will have a real impact on the planet. Thanks to the in-game action of thousands of players, the green activation of *Ghost Recon Breakpoint* paved the way for more than half a million trees to be planted.

Of the 25 participating studios, and the top video game designers who showed remarkable creativity (*Minecraft*, *Angry Birds*, *Pokemon Go*, etc.), Ubisoft's projects stood out: *Anno 1800* received the UNEP Choice Award, ahead of *Riders Republic* which took second place. The Ubisoft studios were able to observe the motivation of their teams and take advantage of the unique opportunity offered by the Green Game Jam to participate in workshops with their industry peers, where they met and learned from the leading specialists in their sector on the environmental issues affecting the industry. In addition to its beneficial impact on player awareness, the Green Game Jam experience allows Ubisoft to showcase the Group's commitment and promote a responsible brand image.

Summary tables of in-game environmental activations

Environmental activations are new game features created by participating teams. They aim to highlight environmental issues such as the conservation and restoration of natural spaces. These activations can be translated into in-game features (game modes, maps, events, scenarios, messages, etc.) that ultimately have an impact on real life, whether through player awareness or the implementation of environmentally beneficial initiatives such as planting trees.

By offering these activations to their sizable user bases, the thirty studios participating in the Green Game Jam 2021 highlighted the positive impact that video games can have on a large scale.

Green Game Jam 2021 environmental activations

	Implementation date of activation	Description	Supporting topic	Results
Ubisoft Future Games of London	June 2021	The FGOL studio has developed a new update to the game "Arctic Apocalypse", which aims to educate players about the melting of the polar ice caps and the effects of climate change.	Protection of oceans and marine life, with Oceana	Oceana gained visibility with the download of the "Arctic Apocalypse" activation by 4.8 million people. A total of 480,000 players have embarked on the adventure.
Ubisoft Barcelona, *Hungry Shark Evolution*	September 2021	Player mission: to clean up the ocean, which has been invaded by "trash monsters". Players will choose their favorite shark and equip it with the latest generation of sea vacuums, ready to clean and bring life back to the ocean.	Protection of the coral reef	Nearly 1.3 million players took part in the activation, increasing the visibility of the Glowing Glowing Gone NGO, which works to protect coral reefs.
Ubisoft Paris, *Ghost Recon Breakpoint*	November 2021	Players will solve a series of nature-related riddles on a website, leading them to a specific location in the game world. There, they can plant a seed that will grow into a beautiful tree and they will earn a reward. Players can also purchase a cosmetic ghillie suit in the game store.	Forests	566,000 trees will be planted in real life (IRL) thanks to the involvement of *Ghost Recon Breakpoint* players who planted virtual trees or bought cosmetic ghillie suits.
Ubisoft Mainz, *Anno 1800*	December 2021	This new game mode places players on an untouched island with a low population, requiring them to create a sustainable city. The game environment was created to react to the players' actions: building mono-cultures depletes island fertility, overfishing destroys food supplies for future generations and deforestation leads to desertification. Players must find ways to counteract the negative impact of their city's growth to ensure success.	Forests	Activation in progress.

Other environmental activations

	Implementation date of activation	Description	Supporting topic	Results
Nadeo, *Trackmania*	January 2021	TrackMania Climate Fundraiser (TCF) is an NGO that aims to highlight climate change, which was launched by *TrackMania*'s players and supported by Ubisoft. Two game maps were created for use in a charity tournament: "Competitive grass" and "dirty map". They aim to immerse participants in areas where flora and fauna are developed.	Oceans	During this event, the tournament audience was asked to participate in a fundraiser for OceanCleanup, an NGO working to remove plastic waste from the oceans.
Ubisoft Germany, *Just Dance*	December 2021	*Just Dance 4 Nature* invites the German-speaking community of *Just Dance* to spend in-game "Calories" *via* Sweat Mode. This six-month operation challenges players to reach a target of 250 million calories spent. If the goal is reached, Ubisoft has pledged to make a donation to a local reforestation project.	Forests	Activation in progress.

FOCUS: GREEN GAME SUMMIT

In 2021, Ubisoft and the Playing for the Planet Alliance presented their work at the United Nations Climate Change Conference (COP26) and organized the Green Games Summit with Ukie and the ISFE. The aim of this initiative was to enhance and expand player awareness-raising initiatives led by the Alliance, while at the same time extending a hand to new members and partners.

For the first time, the Green Games Summit brought together twenty climate science and video game experts to discuss – in front of global sector leaders – how the industry can respond to the climate crisis. Ubisoft presented two case studies, illustrating how the gaming industry introduces a "culture of change" within its talent community and among players.

5.6.6 RISKS RELATED TO THE ENVIRONMENT

The Group's own activities do not present any significant and immediate industrial and environmental risks since the Group does not manufacture the physical supports for the video games and tie-in products it publishes and distributes. Nevertheless, the Group remains alert to regulatory changes in countries where it is present. The Group currently has no knowledge of any industrial or environmental risk [(1)] which could have a potential impact.

Moreover, in 2019, the Group carried out a study regarding the impact of climate change on its activities.

The three main risks identified in the long term:

- depending on their location, the operating costs of some data centers could rise due to an increase in heatwaves and failure to adapt cooling equipment. A minority of sites must be monitored to 2050;
- gaming devices could be subject to constraints due to the increasing scarcity of certain metals;
- some new gaming modes (5G, cloud gaming) could be constrained by certain energy transition scenarios.

(1) *To define an environmental risk, Ubisoft uses reference G4 of the GRI: "An environmental risk refers to the possibility of incidents or accidents occurring that are caused by the activities of a company, which may have harmful and significant repercussions for the environment. Environmental risk is measured by considering the probability of occurrence of an event (risk) and the level of danger."*

5.7 DUTY OF CARE PLAN

INTRODUCTION

The Duty of Care Plan was introduced in accordance with French Law no. 2017-399 on the duty of care incumbent upon parent companies and client companies (also known as the Duty of Care Law). This law focuses on measures aimed at identifying and preventing the risk of serious breaches of human rights and fundamental freedoms, danger to personal health and safety or to the environment, connected with the business of the Group and of the subcontractors and suppliers with which the Group has a commercial relationship (hereinafter, "risk of a serious violation"). Ubisoft is committed to identifying and reducing the impact of its risks of serious violations.

Given the nature of the Group's business, no intrinsic risk generated directly by the Group's operations has been identified as constituting a risk of any serious violation of human rights or a danger to personal health and safety or to the environment. Any risks of a serious violation identified are potential indirect risks generated by the Group's suppliers and subcontractors. These risks were subject to a specific risk mapping exercise for 2021-2022 and will therefore be detailed more specifically at the end of the Duty of Care Plan. The Group nevertheless details here all of the risks identified, even where these would not constitute a risk of serious violation.

5.7.1 RESPONSIBLE PURCHASING APPROACH

The departments in charge of purchases at Ubisoft are highly attentive to the establishment of long-lasting relations with the Group's various business partners. It therefore regularly identifies areas for improvement and puts in place joint progress plans which promote a "win-win" relationship between Ubisoft and its partners. In addition to the application of the Sapin 2 and Duty of Care Laws, which have strengthened the selection criteria, Ubisoft aims to favor service providers and suppliers that generate a genuinely positive social, societal and environmental impact. Accordingly, at several subsidiaries, a number of expense items now include social and environmental criteria: choice of maintenance and cleaning service providers that use environmentally-friendly cleaning products, selection of sheltered work companies such as ESATs in France (which help disabled persons find employment), and the manufacture of certain tie-in products using recycled materials.

Ubisoft's policy in relation to sustainable purchasing is therefore based on the following strategies:

(1) conducting CSR due diligence analyses on prospective suppliers or service providers to sign contracts with Ubisoft (see below for more details);

(2) signing contracts that include specific clauses related to compliance with national and international standards applicable governing personal health and safety, human rights, the environment, and corruption;

(3) showing preference for those suppliers and subcontractors that have implemented pro-active CSR measures with a positive impact;

(4) ensuring that the procedure for collecting and reporting complaints and incidents is as open and accessible as possible, to guarantee optimal compliance at all times with the CSR standards and procedures put in place.

In addition to the selection criteria based on the positive impact of the above-named suppliers, this plan sets out the measures taken to reduce risk related to personal health and safety issues, human rights and fundamental freedoms, and environmental protection.

5.7.2 OVERSIGHT AND GOVERNANCE

The deployment of the measures connected with compliance with the Duty of Care Law is steered by the CSR Department. The measures taken to promote compliance with human rights, personal health and safety, and environmental regulations in relation to suppliers and subcontractors are taken by the teams in charge of purchasing, and the tools and methodologies used are developed jointly between the CSR, Purchasing, and Legal teams and the Administration Department. The Duty of Care Plan is integrated in the existing CSR approaches, policies and commitments.

5.7.3 INVOLVEMENT OF STAKEHOLDERS

In 2019, Ubisoft launched a consultation process with its internal and external stakeholders, *via* an analysis of the materiality of the 20 challenges represented by Ubisoft's CSR strategy presented in the governance section of Chapter 5. The stakeholders contacted, comprising gamers, Ubisoft's business partners and members of the Group's management, were asked to assess their expectations with respect to each identified challenge. The materiality analysis has enhanced the process for mapping risks of serious violations against key priorities.

As mentioned in the introduction, Ubisoft carried out a risk mapping exercise specific to its supply chain during the 2021-2022 financial year, in partnership with a specialized consulting firm. Ubisoft teams specializing in their field or operational scope, as well as suppliers representing the Group's supply chain and their own business sector, took part in the exercise.

5.7.4 DIRECT RISKS LINKED TO THE GROUP'S ACTIVITIES: RISK MAPPING AND ACTION TAKEN

Risk mapping methodology

The current risk map meets the requirements of the Due Diligence law and aims to map out the risks of serious violations with respect to Ubisoft's internal and external stakeholders. For a complete map of risks affecting the Group, see Chapter 3 of this document.

In order to establish a map covering the risks specific to their areas of expertise, the CSR teams and relevant teams at Ubisoft employed the risk analysis methodologies and impact studies stemming from know-how and best practices in the sector. This is in particular the case for those risks linked to the use and retention of personal data.

For a more detailed description of the measures taken to mitigate the aforementioned risks of serious violations, please refer to the corresponding challenges listed in the previous sections of Chapter 5 and the table of risks in the appendices to this document.

Risks linked to the use by the Group of player and employee personal data

By its nature, Ubisoft's business requires the collection of a certain amount of personal data in relation both to Group employees and to players. These data may sometimes include more sensitive personal data (data relating to an individual's identity or certain bank information relating to employees). For this reason, Ubisoft is committed to taking the appropriate measures to protect the privacy and personal data of its employees and of the third parties with which the Group does business (players, suppliers, partners). Ubisoft has chosen to conduct its compliance program on the basis of the tools made available by the CNIL (French National Commission for Information Technology and Liberties) (for example, its risk mapping exercise related to the use of personal data uses the impact scales published by the CNIL).

This mapping exercise has highlighted two types of potential risk:

- internal risks linked to a potential IT or behavioral error by the Group, one of its team members or partners, leading to a loss of personal data;
- external risks linked to malicious action by a third party targeting the Group with the aim of stealing or unlawfully using personal data, having a direct impact on our stakeholders.

For the optimal protection of the data in its possession, Ubisoft has adopted multiple standards and procedures defining the principles and measures to be applied and implemented when processing personal data. As Ubisoft has an extremely strong international presence, the Group has established strict, harmonized measures for the protection of personal data, in compliance in particular with European Union regulations (the General Data Protection Regulation or GDPR) [1]. Ubisoft goes beyond the strict regulatory framework by gradually applying GDPR globally.

Measures established to manage our internal risks include:

- the development of specialist teams;
- the enhancement of means of control offered to players and employees regarding the use of their personal data (for players: program of transparency and options to better control their own data in the different worlds where Ubisoft is present on mobile, PC or consoles). The confidentiality policies are regularly updated to meet the expectations of players in terms of transparency and their full understanding of the different ways in which their data is used. The options offered to players in the Ubisoft account are also regularly updated to enable them to better control the use of their data for marketing and advertising purposes;
- the principle of Privacy by Design: the inclusion of respect for personal data from the start of the process of designing any new services or implementing new data processing methods;
- the development of data base mapping in order to have greater knowledge of and control over all media used for the storage of personal data;
- communication and awareness-raising actions among employees;
- reinforced contractual requirements in relation to personal data with our partners (signature of data protection agreements with third parties);
- operating resources used for the secure sharing of data with third parties;
- operating and technical resources to ensure data security and confidentiality;
- the conduct of impact studies relating to privacy [2] (privacy impact assessments).

The measures established to manage our external risks associated with malicious activity include:

- the implementation of procedures by the Customer Service Department to verify the identity of relevant individuals prior to the disclosure of personal data;
- the implementation of a security program aimed at reducing the risk of any data loss from personal data storage systems;
- the implementation of a program for our teams aimed at raising awareness on the subject of data security;
- the aforementioned Privacy By Design process, which also includes security aspects.

In any event, Ubisoft reports personal data breaches to the relevant data protection authorities and to the data subjects, in accordance with applicable regulations. Operating resources have also been established to ensure that judicial and administrative requests are met.

(1) *In Europe, the General Data Protection Regulation (GDPR), which came into force on May 25, 2018, has harmonized the domestic legislation of European countries in relation to data privacy. This legislation has considerably increased the legal constraints applicable to the business carried out by companies that process personal data, in particular, by imposing a new principle of accountability which requires any company processing personal data to be able at all times to demonstrate that it is GDPR-compliant*

(2) *Ubisoft has therefore chosen to adopt the methodology proposed by the CNIL*

Risks linked to the Group's position as a responsible employer

The risks identified by the Group in relation to its position as a responsible employer do not currently constitute a risk of any serious violations. Among the risks identified:

- **psycho-social risks** connected to changes in working patterns during the game development phase: Ubisoft is highly attentive to the work-life balance of its team members and ensures that the number of hours worked by its teams is rigorously monitored, thus being able to offer the compensatory mechanisms for the most intense periods of work. Since 2019, changes have been introduced in the organization of our game production process, leading to improved organization of development team working time. The periods granted for the completion phase were increased to 12 months in order to better prepare for game release deadlines;
- **risk of harassment and discrimination at work**: following the allegations of inappropriate behavior published in summer 2020, the Group set up a dedicated crisis cell to manage any situations encountered with the help of an external specialist firm. The Code of Conduct was entirely revised and shared with all teams, with a signing rate of 96% at March 31, 2022. An anti-harassment policy and anti-discrimination policy were developed and shared with all teams at Group level. The new process for collecting opinions from the teams (see 5.4) makes it easier to detect weak signals. The internal complaint collection team has been expanded and the complaint management process strengthened. Finally, training in non-harassment and non-discrimination was rolled out at all sites in autumn 2020, and a brand new e-learning module on the subject was rolled out to all teams in 2022;
- **risk of insecure working conditions for our teams**: Ubisoft uses temporary and seasonal employees on a limited basis and keeps a significant part of the secondary activities relating to game development (testing, translation, call centers) in-house. Those positions with working conditions generating the greatest exposure to risks of insecurity are closely monitored by our HR teams which, where possible, develop career pathways enabling employees to find long-term positions in the industry.

Risks linked to the Group's environmental impact

The nature of its activities means that the Group has not identified any risk of serious damage to the environment or to the ecosystems identified. The only risks identified present a minor and structural impact, such as the carbon impact. Ubisoft has set a target for reducing GHG emissions per employee by December 2023. To achieve this target, the Group has established a plan to contribute to global carbon neutrality, which involves decarbonizing its direct operations combined with voluntary carbon credit purchase plans. For more information on the measures taken to reduce our carbon impact, see section 5.6.

5.7.5 INDIRECT RISKS LINKED TO THE COMPANIES WITH WHICH THE GROUP HAS ESTABLISHED A BUSINESS RELATIONSHIP

Risk mapping methodology and stakeholders

During the last risk-mapping exercise, the risks that Ubisoft considered significant with regard to the duty of care are related to the Group's supply chain. During the 2021-2022 exercise, Ubisoft thus specifically mapped out the risks associated with its supply chain, aided by a specialist consulting firm. The objective of this analysis was to identify the material risks in its supply chain in terms of human rights, personal health and safety, and environmental impact, and to assess the criticality of the purchase categories in the supply chain with regard to these risk classes.

The Group started by focusing on identifying all risks posed by establishing commercial relationships with external third parties, in three areas: risks of serious violations of human rights, personal health and safety, and the environment. This risk identification phase was carried out *via* interviews, questionnaires and documentary research, calling on teams specializing in their area of expertise or operational scope and on suppliers representing the Group's supply chain and their own business sector. These identified risks were then aggregated into 17 key risks.

Based on these interviews and research, the gross criticality of identified risks was assessed, based on their probability of occurrence and their estimated impact on the relevant stakeholders. Gross criticality does not take into account the risk management or control measures implemented by the Group or the companies in question, and is assessed independently of the purchase amount allocated. This criticality is divided into 4 levels ranging from "low" to "high". The 17 key risks are monitored in a global map covering all of the Group's operational purchasing scopes.

Key Risk	Category	Gross criticality
Forced labor, modern slavery and/or child labor	Human rights	High
Non-compliance with regulations on working hours and labor rights	Human rights	High
Human trafficking	Human rights	High
Purchase of electronic products manufactured using ore from conflict zones	Human rights	High
Unexpected increase in the carbon footprint	Environment	High
Harassment or discrimination in the workplace	Human rights	Significant
Deterioration of working conditions or living conditions	Human rights	Significant
Psycho-sociological disorders in the workplace	Health and safety	Significant
Use of toxic raw materials	Environment	Significant
Waste management failure	Environment	Significant
Use of unsustainable packaging	Environment	Significant
Excessive overtime for skilled workers	Human rights	Moderate
Failure to protect Ubisoft stakeholders' personal data	Human rights	Moderate
Illegal work or undocumented work	Human rights	Moderate
Job instability	Human rights	Moderate
Inadequate health and safety conditions at production sites liable to result in a workplace accident	Health and safety	Moderate
On-site pollution	Environment	Moderate

As this analysis focuses on the risks of serious violations, no risk is classified as low. Group purchases are handled by all of the entities and may be split across various operational departments based on purchase categories. Once the 17 risks were identified, they were cross-referenced with the purchase categories derived from the purchasing nomenclature of all the Group's operational scopes, with each supplier or subcontractor belonging to a given category. This cross-referencing established which risks affect which purchase categories, and highlighted the highest-risk purchase categories as a result. For each purchase category, the three types of risks – environment, personal health and safety, and human rights and fundamental freedoms – were considered to be low, moderate, significant or high risk, according to the following chart:

Low risk	Moderate risk	Significant risk	High risk
The purchase category presents a low risk for the type of risk considered, if it meets the following criteria: ■ No identified risk	The purchase category presents a moderate risk for the type of risk considered, if it meets the following criteria: ■ Three or fewer risks identified ■ No high risk	The purchase category presents a low risk for the type of risk considered, if it meets the following criteria: ■ Three or fewer risks identified ■ One high risk identified	The purchase category presents a low risk for the type of risk considered, if it meets at least one of the following criteria: ■ More than three risks identified ■ At least two high risks identified

Based on this chart, and cross-checking identified risks with the purchase categories, the following map was developed.

	Marketing & Production Operations			NCPS	IT				General expenses		Building		Manufacturing		
	Marketing	Post Launch Operation & Certification	Production	Non-Creative Profit Services	Hosting/IT Service	Software	Hardware	Telecommunication	Office expenses	Travel	Construction works	Facility Management	Merchandise	Promotional material	Distribution
Human rights	Moderate risk	Moderate risk	High risk	Moderate risk	Moderate risk	Moderate risk	High risk	High risk	Low risk	Moderate risk	Moderate risk	Moderate risk	High risk	High risk	High risk
Health and safety	Moderate risk	Low risk	Moderate risk	Low risk	Low risk	Low risk	Low risk	Low risk	Low risk	Low risk	Moderate risk	Moderate risk	Moderate risk	Moderate risk	Moderate risk
Environment	Low risk	Low risk	Significant risk	Low risk	Significant risk	Low risk	High risk	Significant risk	Moderate risk	Significant risk	Significant risk	Moderate risk	High risk	High risk	High risk

Low risk
Moderate risk
Significant risk
High risk

It should be noted, however, that as part of its video game production, publishing and distribution operations, Ubisoft may outsource services, in particular pertaining to IT support, external/freelance development, marketing and other related activities. The outsourcing of its activities reduces the control that the Group may have over risks of serious violations of human rights, personal health and safety or the environment.

5.7.6 IMPLEMENTATION AND MONITORING OF MEASURES

The Group takes two types of measures to address these risks:

- measures decided and put in place directly by the game production studios or by the Management of Group subsidiaries. Some of these measures were defined and implemented prior to the coming into force of the Duty of Care Law and these have been integrated into the day-to-day processes used by the teams in charge, as from their application;
- the measures decided by the CSR Department in conjunction with other teams such as the legal, purchasing, diversity and inclusion, human resources departments and the Administration Department, etc.

For these categories, a risk analysis procedure covering the scope of the Duty of Care and Sapin 2 Laws (human rights and fundamental freedoms, personal health and safety, the environment, corruption) is gradually being deployed. At the end of financial year 2022, this procedure was in the process of being overhauled. The current version involves a three-stage procedure aimed at assessing the level of supplier risk:

- the first stage consists of a **pre-analysis questionnaire** completed by the purchaser using the information provided by the supplier during the sourcing process, information available in-house, and publicly-available information;
- on the basis of the results obtained, **due diligence** must then be carried out with a more in-depth analysis which may lead to the drafting of an action plan with the service provider;
- if the detailed analysis produces an unsatisfactory result but the process for the negotiation of a contract is to continue, the purchaser then launches an **escalation procedure** which leads to the case being put to a committee of internal experts that will issue an opinion on the supplier in question and make a decision as to whether the supplier can be retained on the basis of CSR criteria.

Furthermore, for certain purchase categories identified as high-risk, additional and systematic measures are taken, such as contractual clauses specific to these categories, or on-site social audits carried out by an independent third party on the basis of international standards. In addition, in November 2021 a task force was created to draw up a supplier Code of Conduct, which all Group suppliers and subcontractors will be required to apply.

5.7.7 WHISTLEBLOWING SYSTEM

A secure and anonymous online whistleblowing platform is aimed at collecting reports issued by employees who witness violations of the Group's Code of Conduct or incorporating any breach of international or local law on the part of its stakeholders.

This mechanism is managed at a Group level and hosted by a platform independent from Ubisoft, which guarantees the protection of the whistleblower. Ubisoft is committed to dealing with all reports of misconducts and to follow a timely and impartial process for their management and investigation. Ubisoft is also committed to maintaining confidentiality at all stages of the reporting and investigation process. Whistleblowers may choose to remain anonymous, or allow the individuals tasked with investigating the alert to be informed of their identity. They can thus report any form of potential violation without fear of retaliation. This platform is accessible to all employees, but also to any persons finding themselves in unethical situations involving or affecting the Group.

Ubisoft's reporting and investigation procedures include various internal and external committees, consisting of independent persons and selected to ensure impartiality. The whistleblowing report is then escalated to one of the specialist committees, based on the subject matter, in order to be addressed. These commitments were investigated by the Tripartite Alliance for Fair & Progressive Employment Practices (TAFEP) in Singapore [1], confirming the confidentiality of the system undertaken by the Group and the handling of all cases received, by applying appropriate actions with regard to the perpetrators of the acts when the cases were proven.

This internal whistleblowing system, already in place to allow the teams to report potential serious violations on the part of Groups employees, suppliers and subcontractors, has been expanded for any persons witnessing such situations. It is introduced to new employees during their onboarding and is the subject of an awareness campaign during the annual signing of the Code of Conduct for all Group employees.

The Code of Conduct reinforces the importance of the whistleblowing system in the Group's ethical culture. This document, translated into 17 languages, is available on the intranet to all employees and is also available on the Group's website. After being overhauled in financial year 2020-2021, it was signed by 96% of the teams at March 31, 2022.

(1) *https://www.documentcloud.org/documents/21192173-update-on-tafeps-investigations-into-ubisoft-singapore*

5.8 REPORT OF THE INDEPENDENT THIRD-PARTY ORGANIZATION ON THE VERIFICATION OF CONSOLIDATED NON-FINANCIAL PERFORMANCE STATEMENT INCLUDED IN THE MANAGEMENT REPORT

This is a free translation into English of the Statutory Auditor's report issued in French and is provided solely for the convenience of English-speaking readers. This report should be read in conjunction with, and construed in accordance with, French law and professional standards applicable in France.

To the shareholders,

In our capacity as Statutory Auditor, member of Mazars Group and accredited by COFRAC Inspection under number 3-1058 (scope of accreditation available on www.cofrac.fr), we have performed work to provide a reasoned opinion that expresses a limited level of assurance on the historical information (observed and extrapolated) of the consolidated extra-financial performance statement, prepared in accordance with the entity's procedures (hereinafter the "Statement") for the financial year ended March 31, 2022 (hereinafter respectively the "Information" and the "Statement"), presented in the management report of the group in application of the provisions of Articles L. 225-102-1, R. 225-105 and R. 225-105-1 of the Commercial.

CONCLUSION

Based on the procedures we performed, as described in the "Nature and scope of our work" and the evidence we collected, nothing has come to our attention that causes us to believe that the consolidated non-financial statement is not presented in accordance with the applicable regulatory requirements and that the Information, taken as a whole, is not presented fairly in accordance with the Guidelines, in all material respects.

PREPARATION OF THE NON-FINANCIAL PERFORMANCE STATEMENT

The lack of a commonly used framework or established practice on which to base the assessment and evaluation of information allows for the use of alternative accepted methodologies that may affect comparability between entities and over time.

The Statement has been prepared in accordance with the entity's procedures (hereinafter the "Guidelines"), the main elements of which are presented in the Statement.

RESTRICTIONS DUE TO THE PREPARATION OF THE INFORMATION

The Information may contain inherent uncertainty about the state of scientific or economic knowledge and the quality of external data used. Some of the Information is dependent on the methodological choices, assumptions and/or estimates made in preparing the information and presented in the Statement.

THE ENTITY'S RESPONSIBILITY

The Board of Directors is responsible for:

- selecting or setting appropriate criteria for the provision of the Information;
- preparing the Statement with reference to legal and regulatory requirements, including a presentation of the business model, a description of the principal non-financial risks, a presentation of the policies implemented considering those risks and the outcomes of said policies, including key performance indicators and also, the Information required by Article 8 of Regulation (EU) 2020/852 (EU Taxonomy);
- and implementing internal control procedures deemed necessary to preparation of information, free from material misstatement, whether due to fraud or error.

The Statement has been prepared by applying the Company's Guidelines as referred to above.

RESPONSIBILITY OF THE STATUTORY AUDITOR

Based on our work, our responsibility is to provide a report expressing a limited assurance conclusion on:

- the compliance of the Statement with the requirements of article R. 225-105 of the French commercial code;
- the fairness of the Information provided in accordance with article R. 225 105 I, 3° and II of the French commercial code, *i.e.*, the outcomes, including key performance indicators, and the measures implemented considering the principal risks (hereinafter the "Information").

However, it is not our responsibility to comment on the entity's compliance with other applicable legal and regulatory requirements, in particular the French duty of care law and anti-corruption and tax avoidance legislation nor on the compliance of products and services with the applicable regulations.

This is not our responsibility to express an opinion on:

- the entity's compliance with other applicable legal and regulatory requirements (in particular with regard to the Information required by Article 8 of Regulation (EU) 2020/852 (green taxonomy), the due diligence plan and the fight against corruption and tax evasion);
- the truthfulness of the Information provided for in Article 8 of Regulation (EU) 2020/852 (EU Taxonomy);
- the compliance of products and services with applicable regulations.

REGULATORY PROVISIONS AND APPLICABLE PROFESSIONAL STANDARDS

The work described below was performed with reference to the provisions of articles A. 225-1 *et seq.* of the French commercial code, as well as with the professional guidance of the French Institute of Statutory Auditors ("CNCC") applicable to such engagements and with ISAE 3000 (reviewed).

INDEPENDENCE AND QUALITY CONTROL

Our independence is defined by the requirements of article L. 822-11-3 of the French commercial code and the French Code of Ethics (Code de déontologie) of our profession. In addition, we have implemented a system of quality control including documented policies and procedures regarding compliance with applicable legal and regulatory requirements, the ethical requirements and French professional.

MEANS AND RESOURCES

Our work was carried out by a team of 4 people between March and May and took a total of 4 weeks.

We conducted about ten interviews with the people responsible for preparing the Statement, representing Corporate Social Responsibility, Diversity & Inclusion, Online Services, New Business, Investor Relations and Legal department.

NATURE AND SCOPE OF OUR WORK

We planned and performed our work considering the risks of significant misstatement of the Information.

We are convinced that the procedures we have carried out in the exercise of our professional judgment enable us to provide a limited assurance conclusion:

- we obtained an understanding of all the consolidated entities' activities and the description of the principal risks associated;
- we assessed the suitability of the criteria of the Guidelines with respect to their relevance, completeness, reliability, neutrality and understandability, with due consideration of industry best practices, where appropriate;
- we verified that the Statement includes each category of social and environmental information set out in article L. 225 102 1 III as well as information regarding compliance with human rights and anti-corruption and tax avoidance legislation;
- we verified that the Statement provides the Information required under article R. 225-105 II of the French commercial code, where relevant with respect to the principal risks, and includes, where applicable, an explanation for the absence of the Information required under article L. 225-102-1 III, paragraph 2 of the French commercial code;
- we verified that the Statement presents the business model and a description of principal risks associated with all the consolidated entities' activities, including where relevant and proportionate, the risks associated with their business relationships, their products or services, as well as their policies, measures and the outcomes thereof, including key performance indicators associated to the principal risks;
- we referred to documentary sources and conducted interviews to:
  - assess the process used to identify and confirm the principal risks as well as the consistency of the outcomes, including the key performance indicators used, with respect to the principal risks and the policies presented, and
  - corroborate the qualitative information (measures and outcomes) that we considered to be the most important presented in Appendix 1. Our work was carried out on the consolidating entity and on a selection of entities [1];
- we verified that the Statement covers the scope of consolidation, *i.e.*, all the consolidated entities in accordance with article L. 233-16 of the French commercial code within the limitations set out in the Statement;
- we obtained an understanding of internal control and risk management procedures the entity has put in place and assessed the data collection process to ensure the completeness and fairness of the Information;

(1) *Social risks: Ubisoft Divertissements Inc (Canada)*
Environmental risks : Montréal Saint Laurent, Montréal De Gaspé Nord, Montréal De Gaspé Sud, Quebec, Saguenay

- for the key performance indicators and other quantitative outcomes that we considered to be the most important presented in Appendix 1, we implemented:
  - analytical procedures to verify the proper consolidation of the data collected and the consistency of any changes in those data,
  - tests of details, using sampling techniques, in order to verify the proper application of the definitions and procedures and reconcile the data with the supporting documents. This work was carried out on a selection of contributing entities [2] and covers between 20% and 44% of the consolidated data relating to the key performance indicators and outcomes selected for these tests;
- we assessed the overall consistency of the Statement based on our knowledge of all the consolidated entities.

The procedures performed for a moderate assurance engagement are less extensive than those required for a reasonable assurance engagement performed in accordance with the professional doctrine of the *Compagnie nationale des commissaires aux comptes*. Indeed, the procedures performed for reasonable assurance required more comprehensive verification work.

The independent third-party organisation,

Mazars SAS

Paris La Défense, May 31st 2022

Julien MAULAVE	**Souad EL OUAZZANI**
Partner	Sustainability Partner

[2] *Social risks: Ubisoft Divertissements Inc (Canada)*
Environmental risks : Montréal Saint Laurent, Montréal De Gaspé Nord, Montréal De Gaspé Sud, Quebec, Saguenay

APPENDIX 1 : LIST OF QUALITATIVE INFORMATION, INCLUDING KEY PERFORMANCE INDICATORS AND CONTRIBUTING ENTITIES

Qualitative information (actions and results) relating to the main risks
Environmental policy: environmental strategy, carbon footprint
Policy related to player health and safety: player safety strategy, personal data protection, accessibility of games
Human resources policy

Quantitative indicators including key performance indicators
Headcount (March 31st, 2022) and split by age, gender, and geographic area
Percentage of average workforce trained
Number of training hours per employee trained
Frequency rate of work-related accidents
Severity rate of workplace accidents
Number of days of employee absence per employee
Percentage of female managers
Electricity consumption (excluding servers)
Consumption of gas and oil for local heating (buildings)
Percentage of electricity consumption from renewable sources
Number of kilometers traveled by plane

6 FINANCIAL STATEMENTS

6.1 CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2022

6.1.1 SUMMARY STATEMENTS

Statement of financial position

ASSETS

(in € millions)	Notes	Net 03/31/22	Net 03/31/21
Goodwill	17 to 20	132.1	220.7
Other intangible assets	21 to 23	1,882.0	1,453.2
Property, plant and equipment	24 to 25	207.4	199.8
Right-of-use assets	27 to 28	302.3	282.1
Investments in associates		—	—
Non-current financial assets	38	52.3	16.1
Deferred tax assets	31	180.4	173.1
Non-current assets		**2,756.5**	**2,345.0**
Inventory	10	22.2	23.1
Trade receivables	5	471.0	342.7
Other receivables	12/32	208.1	260.6
Current financial assets	38	0.8	—
Current tax assets		48.0	45.7
Cash management financial assets	37	—	239.9
Cash and cash equivalents	37	1,452.5	1,627.7
Current assets		**2,202.7**	**2,539.8**
TOTAL ASSETS		**4,959.2**	**4,884.8**

LIABILITIES AND EQUITY

(in € millions)	Notes	03/31/22	03/31/21
Capital	47 to 48	9.7	9.6
Premiums		630.2	556.0
Consolidated reserves	50 to 51	1,088.0	987.1
Consolidated earnings		79.1	103.1
Equity attributable to owners of the parent company		**1,807.1**	**1,655.7**
Non-controlling interests	52	2.0	9.3
Total equity		**1,809.0**	**1,665.0**
Provisions	34	10.0	5.0
Employee benefit	14	20.2	21.6
Long-term borrowings and other financial liabilities	37	1,420.3	1,894.9
Deferred tax liabilities	31	183.1	158.5
Other non-current liabilities	34	37.0	34.4
Non-current liabilities		**1,670.6**	**2,114.3**
Short-term borrowings and other financial liabilities	37	649.9	200.0
Trade payables	11/26	156.6	152.0
Other liabilities	6/34	644.9	737.8
Current tax liabilities		28.1	15.8
Current liabilities		**1,479.6**	**1,105.5**
TOTAL LIABILITIES		**4,959.2**	**4,884.8**

Consolidated income statement

(in € millions)	Notes	03/31/22	%	03/31/21	%
Sales	**4**	**2,125.2**	**100%**	**2,223.8**	**100%**
Cost of sales		(269.7)		(325.7)	
Gross profit		**1,855.5**	**87%**	**1,898.1**	**85%**
R&D costs	8	(822.5)		(827.1)	
Marketing costs	8	(412.6)		(442.8)	
Administrative and IT costs	8	(270.2)		(228.4)	
Profit (loss) from ordinary operating activities		**350.2**	**16%**	**399.8**	**18%**
Other non-current operating expenses	#N/A	(108.7)		(110.4)	
Other non-current operating income		—		—	
Operating profit (loss)		**241.5**	**11%**	**289.4**	**13%**
Interest expense		*(24.5)*		*(18.4)*	
Interest income on cash and cash equivalents		*1.5*		*1.1*	
Net borrowing costs		(23.0)		(17.4)	
Net foreign exchange gains/losses		(1.2)		(8.2)	
Other financial expenses		(25.4)		(27.0)	
Other financial income		1.2		1.0	
Net financial income	**36**	**(48.4)**	**-2%**	**(51.6)**	**-2%**
Share of profit of associates		—		—	
Income tax	29 to 30	(113.6)	-5%	(132.6)	-6%
CONSOLIDATED NET INCOME		**79.5**	**4%**	**105.2**	**5%**
Net income attributable to owners of the parent company		79.1		103.1	
Net income attributable to non-controlling interests	52	0.4		2.1	
Earnings per share attributable to owners of the parent company	**53**				
Basic earnings per share *(in euros)*		0.66		0.87	
Diluted earnings per share *(in euros)*		0.65		0.85	

Statement of comprehensive income

(in € millions)	03/31/22	03/31/21
Net profit (loss) for the period	**79.5**	**105.2**
Items reclassified subsequently under profit or loss	**39.1**	**23.0**
Foreign exchange gains and losses on foreign operations	39.1	23.0
Effective part of the change in fair value of cash flow hedges	—	—
Tax on other comprehensive income reclassified subsequently under profit or loss	—	—
Items not reclassified subsequently under profit or loss	**2.8**	**(1.9)**
Actuarial gains and losses on post-employment obligations	3.9	(2.6)
Tax on other comprehensive income not reclassified subsequently under profit or loss	(1.0)	0.7
Other profits (losses) not reclassified subsequently under profit or loss	(0.1)	—
Other comprehensive income	**41.9**	**21.1**
COMPREHENSIVE INCOME FOR THE PERIOD	**121.4**	**126.3**
Attributable to		
■ Owners of the parent company	121.0	124.2
■ Non-controlling interests	0.4	2.1

Consolidated table of change in equity

(in € millions)	Capital	Premiums	Reserves	Trading on own shares	Foreign exchange gains and losses	Financial year net income	Total Owners of the parent	Attributable to non-controlling interests	Total equity
	Attributable to owners of the parent company								
			Consolidated reserves						
SITUATION AT 03/31/20	**9.4**	**475.4**	**1,319.2**	**(306.0)**	**(57.8)**	**(125.6)**	**1,314.6**	**7.2**	**1,321.7**
Profit (loss)	—	—	—	—	—	103.1	103.1	2.1	105.2
Other comprehensive income	—	—	(1.9)	—	23.0	—	21.1	—	21.1
Comprehensive income	**—**	**—**	**(1.9)**	**—**	**23.0**	**103.1**	**124.2**	**2.1**	**126.3**
Allocation of consolidated profit (loss) in N-1	—	—	(125.6)	—	—	125.6	—	—	—
Change in scope	—	—	—	—	—	—	—	—	—
Change in the share capital of the parent company	20.3	80.5	—	—	—	—	80.7	—	80.7
Options on ordinary shares issued	—	—	56.8	—	—	—	56.8	—	56.8
Sales and purchases of own shares	—	—	(11.9)	43.3	—	—	31.4	—	31.4
Commitment to purchase minority shareholders' shares	—	—	48.0	—	—	—	48.0	—	48.0
SITUATION AT 03/31/21	**9.6**	**556.0**	**1,284.6**	**(262.7)**	**(34.8)**	**103.1**	**1,655.7**	**9.3**	**1,665.0**
Profit (loss)	—	—	—	—	—	79.1	79.1	0.4	79.5
Other comprehensive income	—	—	2.8	—	39.1	—	41.9	—	41.9
Comprehensive income	**—**	**—**	**2.8**	**—**	**39.1**	**79.1**	**121.0**	**0.4**	**121.4**
Allocation of consolidated profit (loss) in N-1	—	—	103.1	—	—	(103.1)	—	—	—
Change in scope	—	—	—	—	—	—	—	—	—
Change in the share capital of the parent company	0.1	74.3	—	—	—	—	74.4	—	74.4
Increase/decrease through changes in ownership of interests in subsidiaries without gain/ loss of control	—	—	7.8	—	—	—	7.8	(7.8)	—
Options on ordinary shares issued	—	—	54.1	—	—	—	54.1	—	54.1
Sales and purchases of own shares	—	—	(22.5)	(85.5)	—	—	(108.1)	—	(108.1)
Commitment to purchase minority shareholders' shares	—	—	2.2	—	—	—	2.2	—	2.2
SITUATION AT 03/31/22	**9.7**	**630.2**	**1,432.1**	**(348.3)**	**4.2**	**79.1**	**1,807.1**	**2.0**	**1,809.0**

Cash flow statement

(in € millions)	Notes	03/31/22	03/31/21
Cash flows from operating activities			
Consolidated profit (loss)		79.5	105.2
Share of profit of associates		—	—
Net amortization and depreciation on property, plant and equipment and intangible assets	17/21/24/27	672.3	658.7
Net provisions	5/10/14/34	6.4	(16.1)
Cost of stock-based compensation	15	54.1	56.8
Gains/losses on disposals		0.2	0.9
Other income and expenses calculated		26.4	32.6
Income tax expense	29	113.6	132.6
Cash flows from operating activities		**952.6**	**970.7**
Inventory	10	2.5	10.9
Customers	5	(118.2)	(45.7)
Other assets (excluding deferred tax assets)	32	60.3	(131.4)
Trade payables	11/26	1.1	1.2
Other liabilities (excluding deferred tax liabilities)	34	(52.9)	316.8
Deferred income and prepaid expenses	6/12	(48.8)	(81.1)
Change in working capital linked to operating activities		**(156.0)**	**70.6**
Current income tax expense		(90.9)	(83.4)
Cash flow generated by operating activities (1)		**705.7**	**957.9**
Cash flows from investing activities			
Payments for internal and external developments	22	(855.9)	(753.2)
Payments for other intangible assets	22	(23.7)	(18.7)
Payments for property, plant and equipment	25	(67.0)	(78.1)
Proceeds from the disposal of intangible assets and property, plant and equipment		0.2	0.1
Payments for the acquisition of financial assets	38	(113.4)	(200.4)
Refund of loans and other financial assets	38	78.3	198.1
Change in scope (2)		(26.5)	(16.0)
Cash used from investing activities		**(1,007.9)**	**(868.2)**
Cash flow from financing activities			
New borrowings	37	158.3	1,139.6
Refund of borrowings in relation to leases		(41.4)	(35.7)
Refund of borrowings	37	(215.6)	(506.8)
Funds received from shareholders in capital increases		74.4	80.7
Change in cash management assets	37	239.9	(239.9)
Sales/purchases of own shares	50	(117.0)	25.8
Cash generated by financing activities		**98.6**	**463.8**
NET CHANGE IN CASH AND CASH EQUIVALENTS		**(203.7)**	**553.6**
Cash and cash equivalents at the beginning of the period		1,565.2	986.9
Foreign exchange losses/gains		29.8	24.7
CASH AND CASH EQUIVALENTS AT THE END OF THE PERIOD		**1,391.4**	**1,565.2**
(1) Including interests paid		*(15.4)*	*(10.3)*
(2) Including cash in companies acquired and disposed of		—	—

The change in net cash breaks down as follows :

	03/31/22	03/31/21
Cash and cash equivalents	1,452.5	1,627.7
Bank overdrafts	(61.2)	(62.6)
CASH AND CASH EQUIVALENTS IN THE CASH FLOW STATEMENT	**1,391.4**	**1,565.2**

The main changes are covered in section 2.6.3 of the annual financial report.

6.1.2 NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

CONTENTS

6.1.2.1 Description of the business and basis of preparation of the financial statements

NOTE 1 HIGHLIGHTS AND GENERAL PRINCIPLES

Financial year highlights

April to December 2021: Trading in own shares

- Ubisoft Entertainment SA entrusted Exane BNP Paribas with two share buyback mandates signed on March 23, 2021 and April 1, 2021, for a total of 596,000 shares that may be allocated to the employee share ownership plan or canceled.
  Between April 1 and 9, 2021, the company bought back 432,000 shares at an average price of €66.6, *i.e.* an amount of €28.8 million.
- The company entrusted Kepler Chevreux with four share buyback mandates signed on May 19, 2021, November 2, 2021, December 7, 2021 and December 15, 2021, for a total of 2,252,000 shares that may be allocated to the employee share ownership plan or canceled.
  Between May 21 and December 23, 2021, the company bought back 2,252,000 shares at an average price of €48.3, *i.e.* an amount of €108.6 million.
- On July 22, 2021, the company entered into a forward agreement with a financial intermediary for the purposes of its employee share ownership plans. On August 3, 2021, at the term of the agreement, the company acquired 365,419 shares at an average price of €54.74 for a total amount of €20.0 million.

September 2021: "MMO" employee share ownership plan

The Company's Board of directors decided to carry out a capital increase on February 10, 2021, reserved for employees other than members of Group savings plans. Beneficiaries were offered the option of acquiring Company shares with a 15% discount as part of a leveraged formula through a company mutual fund (FCPE) or stock appreciation rights (SAR). The latter benefited from an additional contribution equal to three times their personal contribution, capped at €300 per holder. After a five-year period, or before the end of this period in the event of early release, each beneficiary is also guaranteed to receive their initial investment in euros (comprising their personal contribution increased by the additional contribution) as well as a multiple of the possible average protected increase in the share price.

On September 22, 2021, Ubisoft Entertainment delivered 864,759 shares (FCPE formula) and created 1,354,140 shares (SAR formula) at a price of €46.68.

February-March 2022: Situation in Ukraine/Russia

In light of the geo-political situation, an impact analysis was performed to measure the loss of productivity in Ukraine.

As at the closing date, there was no indication of asset impairment nor doubts as to the activity of the two studios in Ukraine. The Group's exposure is limited to its investments in buildings, estimated at €5 million, and lease agreements for €6 million.

The Group's activity in Russia is marginal.

March 2022

A cybersecurity incident affected the Group, causing a temporary interruption of some of its games, systems, and services. Players' personal data were not viewed or exposed during this incident.

Company presenting the consolidated financial statements

Ubisoft Entertainment SA is domiciled in France at 2, rue du Chêne Heleuc, 56910 Carentoir.

The consolidated financial statements of Ubisoft Entertainment for the year ended March 31, 2022 cover Ubisoft Entertainment SA and the entities it controls or over which it exerts significant influence (collectively referred to as "the Group").

The financial statements were approved by the Board of directors, which authorized their publication on May 11, 2022. They will be presented for approval at the General Meeting of July 5, 2022.

6.1.2.2 Basis of preparation of the financial statements as at March 31, 2022

Pursuant to European Regulation No. 1606/2002 of July 19, 2002, the accounting principles used for the preparation and presentation of the Group's consolidated financial statements as at March 31, 2022 comply with IFRS standards and interpretations as adopted by the European Union as at March 31, 2022.

The accounting principles applied as at March 31, 2022 are the same as those used for the consolidated financial statements as at March 31, 2021, with the exception of the standards and/or amendments to standards described below, adopted by the European Union and applicable from April 1, 2021.

The principles used for the preparation of the financial statements as at March 31, 2022 are the result of the application:

- of all standards approved and published in the Official Journal by the European Commission prior to March 31, 2022 and mandatory as of April 1, 2021;
- of recognition and measurement options available under IFRS:

Standard		Option used
IAS 2	Inventories	Measurement of inventories according to the weighted average unit cost
IAS 16	Property, plant and equipment	Measurement at historical amortized cost
IFRS 9	Acquisitions of minority financial investments	Measurement at fair value through profit or loss
IAS 36	Intangible assets	Measurement at historical amortized cost

The Group's consolidated financial statements are presented in millions of euros with one decimal place, unless otherwise indicated. Rounding up or down to the nearest million euros may, under certain circumstances, lead to non-significant discrepancies in the totals and sub-totals featured in the tables.

6.1.2.3 Texts for which application is not mandatory for financial years beginning after April 1, 2021 and applied early

None

6.1.2.4 Texts with mandatory application after April 1, 2021 and not applied early

- amendments to IFRS 9, IAS 39, IFRS 7 – Interest rate benchmark reform – Phase 2;
- amendments to IFRS 16 – Covid-19-related rent concessions beyond June 30, 2021;
- amendments to IFRS 3 – Reference to the conceptual framework;
- amendments to IAS 16 – Proceeds before intended use;
- amendments to IAS 37 – Onerous contracts – Cost of fulfilling a contract;
- amendments to IFRS standards 2018-2020 (IFRS 1, IFRS 9);
- IFRIC Decision – Attributing benefit to periods of service (IAS 19);
- IFRIC decision – Configuration or customization of costs in a cloud computing arrangement (IAS 38);
- IFRIC decision – Hedging variability in cash flows due to real interest rates (IFRS 9).

The Group analyzed the impacts and practical consequences of these decisions and amendments and concluded that they had no significant impact on the consolidated financial statements for the year ended March 31, 2022.

6.1.2.5 Use of estimates

Preparation of consolidated financial statements in accordance with IFRS requires the Group's management to make estimates and assumptions that affect the application of the accounting principles and the amounts recognized in the financial statements.

These estimates and underlying assumptions are established and reviewed continuously on the basis of past experience and other factors considered reasonable in light of the circumstances. They therefore serve as a basis for the calculation of the carrying amounts of assets and liabilities that cannot be obtained from other sources. Actual values may differ from estimates.

The Executive Management uses its judgment to define the accounting treatment of certain transactions.

Relevant note		Key sources of estimation
Note 2	Main changes in scope	The key sources of estimation are for the estimation of earn-outs and put option liabilities, which are usually conditional on a future level of performance over a multi-year period.
Notes 19 - 20 - 23	Key assumptions used for the determination and sensitivity of recoverable values	Main assumptions used to determine the recoverable value of assets with indefinite useful lives.
Note 21	Other depreciation, amortization and impairment of intangible assets	Future sales projections used to calculate expected cash flows.
Note 14	Employee benefits	Discount rate, inflation, return on plan assets and wage growth.
Note 15	Compensation in shares and equivalent	Model and underlying assumptions used to determine fair values.
Note 34	Provisions	Underlying assumptions made to appraise and estimate risks.
Note 4	Sales	The assumptions used for provisions for returns and price reductions made on physical retail sales are based on expected inventory sell-off over 6 to 12 months after closing and any reductions in the unit selling price granted by the Company. The Group uses estimates for the estimated period of service for each game category.
Note 31	Deferred tax	Assumptions used to recognize deferred tax assets and assessment of uncertain tax positions in the application of the IFRIC 23 interpretation.
Notes 24 - 27 - 28 - 37	Leases	Assumptions adopted to recognize the right to use a leased asset, valuation of lease liabilities, calculation of the discount rate, of the term of an agreement, the depreciation period of non-removable leasehold improvements, the accounting treatment further to modifications to contractual terms and conditions.

6.1.2.6 Comparability of financial statements

Change in methods used for consolidation, measurement, and presentation

The accounting principles used for these financial statements are identical to those applied to the Group consolidated financial statements for the financial year ended March 31, 2021.

The Group performed an impact analysis on the IFRIC decision on Attributing Benefit to Periods of Service (IAS 19 Employee Benefits) and the cost of configuring and adapting software used in SaaS mode (IAS 38). No impact on the consolidated financial statements was identified.

Additional estimate

None

Other items affecting comparability

None

6.1.2.7 Main changes in scope and consolidation scope

NOTE 2 MAIN CHANGES IN SCOPE

Acquisitions of companies

None

Exercise of call options

On April 14, 2021, Ubisoft acquired an additional 4% in Kolibri Games GmbH by exercising its first call option, then on October 4, 2021, it acquired the remaining 21% of the company, which it now owns in full.

Opening of subsidiaries

July 2021: Creation of Hotrod Tanner LLC in the United States

Mergers and dissolutions of subsidiaries

July 2021: Dissolution of Performance Group BV

September 2021: Dissolution of SmartDC Heerlen BV

March 2022: Dissolution of Dev Team LLC

March 2022: Merger of Ivory Art & Design SARL with Ivory Tower SAS

The dissolutions and merger had no impact on the consolidated financial statements for the financial year.

NOTE 3 SCOPE OF CONSOLIDATION

As at March 31, 2022, 80 entities were consolidated (83 entities as at March 31, 2021).

Only significant entities are presented in the table below. The significance of entities is assessed according to their respective contribution to capitalized production costs and their contribution to Group sales.

Other subsidiaries and special purpose entities whose contribution is not significant are not included in this list:

Company	Country	Percentage of control	Percentage of interest	Consolidation method	Main business
Ubisoft Entertainment SA	France	Parent company	Parent company	FC	Edition
Ubisoft Ltd	United Kingdom	100%	100%	FC	Publishing
Ubisoft Inc.	United States	100%	100%	FC	Publishing
Ubisoft GmbH	Germany	100%	100%	FC	Publishing
Ubisoft Srl	Romania	100%	100%	FC	Production
Ubisoft Entertainment Inc.	Canada	100%	100%	FC	Production
Ubisoft EMEA SAS	France	100%	100%	FC	Publishing
Ubisoft Production Internationale SAS	France	100%	100%	FC	Production
Ubisoft Toronto Inc.	Canada	100%	100%	FC	Production
Ubisoft Paris SAS	France	100%	100%	FC	Production
Ubisoft Montpellier SAS	France	100%	100%	FC	Production
Ubisoft Entertainment Sweden AB	Sweden	100%	100%	FC	Production
Ubisoft Mobile Games SARL	France	100%	100%	FC	Production/ Distribution
Ubisoft Blue Byte GmbH	Germany	100%	100%	FC	Production
Kolibri Games GmbH	Germany	100%	100%	FC	Production/ Distribution
Shanghai Ubi Computer Software Co.Ltd	China	100%	100%	FC	Production
Ubisoft Singapore Pte.Ltd	Singapore	100%	100%	FC	Production
i3D.net BV	Netherlands	100%	100%	FC	Cloud Gaming

FC = Full Consolidation

The closing date of the annual accounting period for consolidated companies is March 31. Certain companies use December 31 as their closing date but draw up financial statements for the period from April 1 to March 31 for the consolidated report.

The organization chart is presented in part 2.4.3 of the annual financial report.

As at March 31, 2022, all companies of the Group are fully consolidated with the exception of Shanghai UNO Network Technology Co. Ltd (consolidated with the equity method).

Non-controlling investments in the net assets of consolidated subsidiaries are presented in a separate line of equity attributable to owners of the parent company "Non-controlling investments".

Non-controlling investments include the amount of non-controlling interests as of the date of taking control and the share held by the non-controlling shareholders in any change in equity since this date. Unless otherwise stipulated by contractual agreement, any negative earnings recorded by subsidiaries are systematically split between the equity attributable to the owners of the parent company and to non-controlling investments on the basis of their respective percentage interests, even if these become negative.

6.1.2.8 Sales

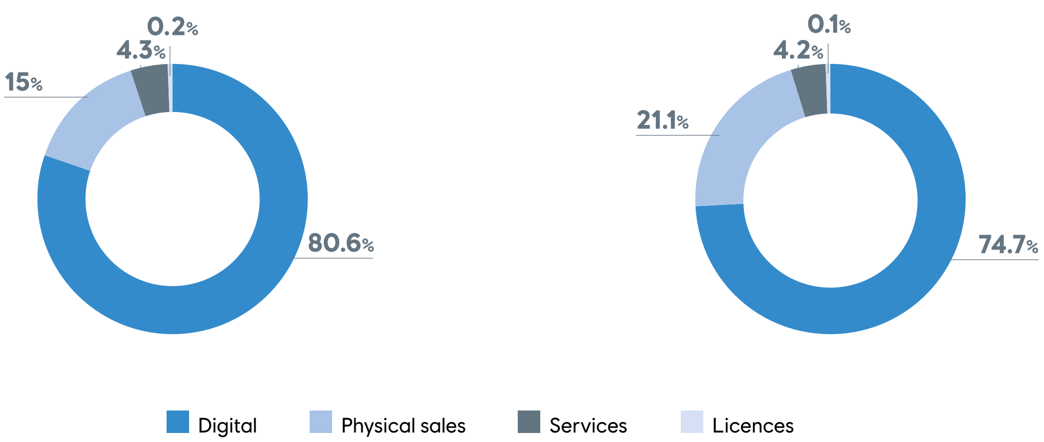
NOTE 4 SALES

Sales	03/31/22	03/31/21	Change	Change current rates	Change constant rates
Digital	1,712.4	1,660.4	51.9	3.1%	2.9%
Physical sales	318.4	468.7	(150.2)	-32.1%	-32.8%
Services	91.0	92.6	(1.6)	-1.8%	-3.0%
Licences	3.5	2.1	1.4	66.8%	63.4%
TOTAL	**2,125.2**	**2,223.8**	**(98.6)**	**-4.4%**	**-4.8%**

Sales decreased by 4.4% at current exchange rates, and by 4.8% at constant exchange rates, between March 31, 2021 and March 31, 2022.

Sales at constant exchange rates are calculated by applying to the data for the period under review the average exchange rates used for the same period of the previous financial year.

Breakdown of sales as at March 31, 2022 **Breakdown of sales as at March 31, 2021**



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ACCOUNTING PRINCIPLES

Sales of video games without associated services (Digital and Physical Sales)

Digital sales of video games

These correspond to the sale of games or additional content through 100% digital media (content for download: downloadable video games, DLC, etc.). Revenue from digital sales is recognized at the date the downloadable content is made available.

If applicable, deferred income is recognized to defer the recognition of sales revenue where the content sold has not been made available to customers at the closing date.

Moreover, in the context of distribution contracts that are the subject of specific compensation methods such as guaranteed minima, reference to the date of transfer of control is liable to lead to one part of the revenue being carried forward.

Physical sales of video games

Sales from the sale of boxed video games is recognized at the date of product delivery to the distributors, less rebates and a provision for returns and price reductions, if applicable.

For boxed games sold in retail but also including digital content (season pass, DLC, etc.), part of this content is isolated and reclassified in digital sales. The allocation is made on the basis of the individual sale of each element included in the offer.

Sales of video games including an online functionality such as Live Services (Digital and Physical sales)

The service identified constitutes a separate service obligation, which is spread out over the estimated lifetime of the service as of the date on which the game is marketed.

Ubisoft identifies two obligations on these types of games:

- an initial obligation associated with the digital or physical delivery of the content, where revenue associated with this initial obligation shall be recognized at the date of delivery of the content. The detailed methods used for the recognition of the revenue are identical to those described for the associated sales without services;
- a performance obligation corresponding to the provision of a set of services to the end user (the player) including in particular rights over unspecified future content (updates, corrections, improvements, maintenance and potentially any delivery of free content) and functionalities enabling online access to this content. The sale price relating to this service obligation is calculated depending on the service charge calculated by category of game. The revenue associated with this service obligation is recognized in accordance with a linear spread profile over the expected lifetime of the game for final users.

Licenses relating to video games or works of cinema

Licensing agreements constitute:

- either an access right staggered over time;
- or a recognized right-of-use as of a given date, based on the use made of the license by the license-holder which corresponds to the date on which the licensed content is transferred to the client and which the client may benefit from without restriction.

The reference made to the date of transfer of control is liable to lead to one part of the revenue being carried forward.

Virtual currency

Virtual currency constitutes a separate performance obligation. Revenue is staggered over the estimated term of use of the credits.

Subscriptions

Revenue from subscriptions is recognized on a straight-line basis over the term of the service provided.

NOTE 5 TRADE RECEIVABLES AND RELATED ACCOUNTS

Trade and other receivables	Opening	Movement	Reclassifications	Change in scope	Foreign exchange conversion	Closing
Trade receivables	344.7	118.2	—	—	10.3	473.2
TOTAL AT 03/31/22	**344.7**	**118.2**	**–**	**–**	**10.3**	**473.2**
TOTAL AT 03/31/21	**309.2**	**45.7**	**(0.6)**	**–**	**(9.6)**	**344.7**

Provisions	Opening	Provisions	Reversals	Reclassifications	Change in scope	Foreign exchange conversion	Closing
Trade receivables	2.0	0.3	(0.2)	—	—	0.1	2.2
TOTAL AT 03/31/22	**2.0**	**0.3**	**(0.2)**	**–**	**–**	**0.1**	**2.2**
TOTAL AT 03/31/21	**2.1**	**0.5**	**(0.1)**	**(0.6)**	**–**	**–**	**2.0**

Trade receivables are broken down by maturity in the table below:

	Total	Not yet due	Overdue – 1 to 30 days	Overdue – 31 to 60 days	Overdue – 61 to 90 days	Overdue 91 days and more
Trade receivables	473.2	437.5	14.1	7.2	3.9	10.6
TOTAL AT 03/31/22	**473.2**	**437.5**	**14.1**	**7.2**	**3.9**	**10.6**
TOTAL AT 03/31/21	**344.7**	**317.9**	**14.8**	**6.1**	**1.7**	**4.2**

Credit risk

Ubisoft's main clients are spread out worldwide. They are structured in particular by:

- digital distributors (representing 80.6% of the total sales of the Group);
- physical distributors (representing 15.0% of the total sales of the Group):

  In order to protect itself against the risks of non-payment, the Group has set up a global risk pooling policy that covered 94% of Group physical sales at the end of March 2022.

Ubisoft's largest customer accounts for 24% of the Group's pre-tax sales, the top five customers account for 55%, and the top ten, 65%.

In view of the quality of the counterparties relating to digital sales and of the credit insurance covering 94% of physical sales, the expected impairment loss on trade receivables is limited as regards the Group.

ACCOUNTING PRINCIPLES

Trade and other receivables linked to operating activity are recorded at amortized cost – in most cases the same as par value – minus any loss of value recorded in a special impairment account. As receivables are due in under a year, they are not discounted.

In accordance with IFRS 9, the Group uses the simplified model for the impairment of commercial receivables based on the analysis of expected losses over the receivable's lifetime. After analyzing the probability of default of creditors, certain commercial receivables may be subject to impairment.

According to IFRS 9, value adjustments for losses due to expected credit losses correspond either to:

- expected credit losses for twelve months after the closing date;
- expected credit losses over the life of the financial asset.

The assessment of expected credit losses over the total lifetime of the financial asset applies if the credit risk for a financial asset at the closing date has significantly increased since its initial recognition. Otherwise, the assessment is made according to the expected credit losses for the coming twelve months.

The difference between the carrying amount and recoverable value is recorded as profit (loss) from ordinary operating activities. Impairment may be reversed if the asset regains its value in future. Reversals are recognized in the same item as provisions. Impairment is deemed permanent when the receivable itself is considered to be permanently irrecoverable and written off.

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NOTE 6 DEFERRED INCOME

	Opening	Provisions	Reversal	Reclassifications	Foreign exchange conversion	Change in scope	Closing
Deferred digital sales [1]	51.4	—	(46.1)	—	1.1	—	6.4
Deferred revenues related to IFRS 15 [2] [3]	287.9	244.0	(240.8)	—	2.1	—	293.1
Other deferred income	13.7	—	(5.4)	—	0.4	—	8.7
TOTAL AT 03/31/22	**352.9**	**244.0**	**(292.3)**	**–**	**3.5**	**–**	**308.2**
TOTAL AT 03/31/21	**275.0**	**354.7**	**(272.6)**	**–**	**(4.1)**	**–**	**352.9**

Deferred income is comprised mainly of:

(1) deferred income linked to digital game sales featuring content available for download. Deferred income is recognized if the date on which the content is available for download is after the sale of the game;

(2) deferred services linked to sales of games including Live Services type online functionality;

(3) deferred revenue relating to licensing agreements when these agreements constitute specific compensation methods such as guaranteed minima.

NOTE 7 SEGMENT INFORMATION

In accordance with IFRS 8, the Group produces segment information. Segment information is compiled using the data presented for the analysis of the business performance by the Board of directors, which is the Group's main operational decision-making body.

The operating segments reported correspond to the publication/production and publishing activities at the level of which operational decisions are made.

This segment information is consistent with the groups of CGUs identified for the impairment tests (see 6.1.2.11).

Operating profit (loss) by sector

	03/31/22				03/31/21			
	Edition/ Production	Publishing	Intercompany	Group	Edition/ Production	Publishing	Intercompany	Group
External sales	**360.6**	**1,764.6**		**2,125.2**	**305.9**	**1,918.0**		**2,223.9**
Cross-segment – sales [1]	1,208.5	27.6	(1,236.1)		1,291.8	24.5	(1,316.4)	—
Sales	**1,569.1**	**1,792.2**	**(1,236.1)**	**2,125.2**	**1,597.7**	**1,942.5**	**(1,316.4)**	**2,223.8**
Cost of sales	(40.0)	(229.7)		(269.7)	(52.4)	(273.4)		(325.8)
Gross profit	**1,529.1**	**1,562.5**	**(1,236.1)**	**1,855.5**	**1,545.3**	**1,669.1**	**(1,316.4)**	**1,898.1**
R&D costs	(781.5)	(1.1)		(782.6)	(0.8)	(0.4)		(1.2)
Marketing costs	(98.6)	(310.0)		(408.6)	(0.1)	(334.9)		(335.0)
Administrative and IT costs	(142.4)	(117.5)		(259.9)	(0.1)	(94.6)		(94.7)
Cross-segment – expenses [1]	(175.9)	(1,060.2)	1,236.1	—	(55.7)	(1,260.8)	1,316.4	—
Current operating income before share-based compensation	**330.7**	**73.6**	**–**	**404.3**	**394.9**	**61.7**	**–**	**456.6**
Share-based compensation [2]	(54.1)	—		(54.1)	(56.8)	—		(56.8)
PROFIT (LOSS) FROM ORDINARY OPERATING ACTIVITIES	**276.6**	**73.6**	**–**	**350.2**	**338.1**	**61.7**	**–**	**399.8**

(1) The parent company invoices distribution subsidiaries for a contribution in the form of royalties to defray development costs (amortization of commercial software and external software development, and royalties paid to third-party developers)

(2) The expense related to share-based compensation is recognized by the parent company but concerns all Group employees

Other items in the income statement, particularly other operating income and expenses, financial income and expenses and taxes are not monitored segment by segment and are considered to relate to the Group as a whole and in a general way.

Assets by segment

	03/31/22			03/31/21		
	Edition/ Production	Publishing	Total	Edition/ Production	Publishing	Total
Goodwill	109.0	23.2	132.1	198.8	21.9	220.7
Right-of-use assets	290.1	12.3	302.3	266.2	15.9	282.1
Other intangible assets and property, plant and equipment	2,072.4	17.0	2,089.4	1,623.0	30.0	1,653.0
Non-current financial assets	43.3	9.0	52.3	13.9	2.2	16.1
Deferred tax assets	135.0	45.4	180.4	123.3	49.8	173.1
Non-current assets	**2,649.8**	**106.7**	**2,756.5**	**2,225.2**	**119.8**	**2,345.0**
Current assets	330.8	370.6	701.4	283.8	342.6	626.4
Current financial assets	0.8	—	0.8	—	—	—
Current tax assets	47.1	0.8	48.0	45.0	0.7	45.7
Cash management financial assets	—	—	—	239.9	—	239.9
Cash and cash equivalents	1,371.7	80.8	1,452.5	1,564.3	63.4	1,627.7
Current assets	**1,750.4**	**452.2**	**2,202.7**	**2,133.0**	**406.8**	**2,539.8**
TOTAL ASSETS	**4,400.2**	**559.0**	**4,959.2**	**4,358.3**	**526.6**	**4,884.8**

As the Group’s segment liabilities are not subject to regular presentations to the Management, they are not included in the segment information.

6.1.2.9 Current and non-current operating expenses

NOTE 8 OPERATING EXPENSES BY DESTINATION

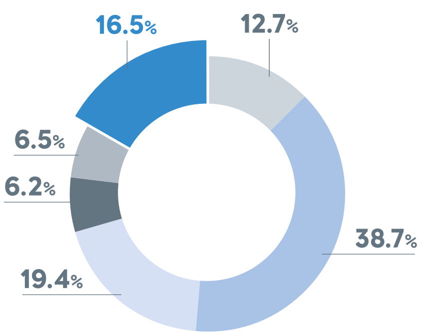
R&D costs decreased by €4.5 million to €822.5 million (38.7% of sales), compared with €827.1 million for the financial year 2020-2021 (37.2%).

The cost of sales decreased by €56.0 million to €269.7 million (12.7% of sales), compared with €325.7 million (14.6%) the previous financial year.

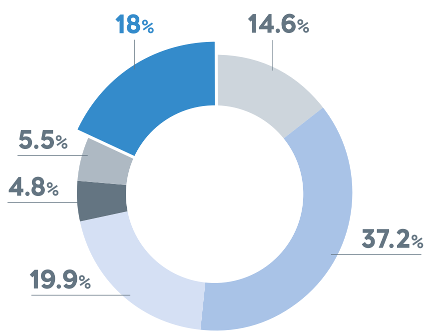
Marketing, administrative and IT costs increased by €11.6 million to €682.8 million (32.1% of sales), compared with €671.2 million (30.2%) the previous financial year:

- variable marketing expenses stood at €277.2 million (13.0% of sales), compared with €307.1 million (13.8%) for 2020-2021;
- overheads totaled €405.6 million (19.1% of sales) compared with €364.1 million (16.4%) in 2020-2021.

% of sales as at March 31, 2022



% of sales as at March 31, 2021



Cost of sales | R&D costs | Marketing costs
IT costs | Administrative costs | Operating profit (loss) from continuing operations

Details of provisions and reversals of provisions and depreciation and amortization by destination

	03/31/22				
Net provisions	**Total**	**Cost of sales**	**R&D costs**	**Marketing costs**	**Administrative and IT costs**
Amortization and impairment of intangible assets	471.9	—	457.6	3.8	10.5
Amortization and depreciation of property, plant and equipment	59.7	0.1	40.5	3.0	16.0
Depreciation of right-of-use assets relating to leases	50.7	0.1	34.9	4.2	11.5
Provisions for trade receivables	0.1	—	—	0.1	—
Provisions for risks and charges	4.6	—	4.4	—	0.2
Provisions for post-employment liabilities	2.5	—	1.3	-0.4	1.7
TOTAL AT 03/31/22	**589.5**	**0.3**	**538.7**	**10.7**	**39.8**
TOTAL AT 03/31/21	**553.8**	**0.3**	**508.6**	**13.0**	**31.9**

ACCOUNTING PRINCIPLES

For the purpose of comparisons with other sector players, Ubisoft presents its results by function.

R&D costs

This item includes all research and development expenses incurred by the Group:

- compensation of production teams not allocated to capitalized projects (short-term benefits, post-employment benefits, stock-based compensation) as well as the indirect costs and activities less any public grants received or to be received;
- royalties paid or due on items of intellectual property belonging to third parties used as part of the Group's content production;
- amortization of commercial software from commercial launch and potential impairment based on expected future profitability of games.

Marketing costs

This item includes all sales and marketing costs, with the exception of editorial marketing costs, which are included under research and development costs. It includes variable marketing expenses and overheads (compensation of marketing teams).

Administrative and IT costs

This item includes all the expenses of the administrative and IT teams (structural costs) as well as sub-contracting and indirect costs.

NOTE 9 OTHER NON-CURRENT OPERATING EXPENSES

	03/31/22	03/31/21
Goodwill amortization	90.1	110.4
Brands amortization	8.5	—
Other non-current expenses	10.1	—
TOTAL	**108.7**	**110.4**

Other non-current operating expenses include:

- impairment of goodwill and brands recognized further to impairment tests or when the market value has become lower than the carrying amount (see details in notes 17 and 23);
- the impacts of the situation in Ukraine and the cybersecurity incident in February and March 2022. As those expenses are non-recurring and relevant, they are presented as non-current expenses.

NOTE 10 INVENTORY

Inventory and work in progress	Opening	Change in Inventory (result)	Reclassifications	Change in scope	Foreign exchange conversion	Closing
Goods	30.0	(2.5)	—	—	0.9	28.4
TOTAL AT 03/31/22	**30.0**	**(2.5)**	**–**	**–**	**0.9**	**28.4**
TOTAL AT 03/31/21	**41.5**	**(10.9)**	**–**	**–**	**(0.6)**	**30.0**

Impairment	Opening	Provisions/ Reversals	Change in scope	Foreign exchange conversion	Closing
Goods	6.9	(0.9)	—	0.2	6.2
TOTAL AT 03/31/22	**6.9**	**(0.9)**	**–**	**0.2**	**6.2**
TOTAL AT 03/31/21	**29.1**	**(21.7)**	**–**	**(0.5)**	**6.9**

No inventories are pledged as collateral for a liability.

ACCOUNTING PRINCIPLES

Inventory is valued using the weighted average cost method.

The net value of inventory is measured at the lower of acquisition cost and net realizable value.

The acquisition cost is the purchase price plus incidental expenses.

Net realizable value is the estimated sale price in the normal course of business minus estimated completion costs and estimated selling costs (marketing and distribution costs).

Impairment is recorded when the likely net realizable value falls below the carrying amount.

No borrowing costs are included in the cost of inventory.

NOTE 11 TRADE PAYABLES

Trade payables	Gross Opening	Change	Reclassifications	Change in scope	Foreign exchange conversion	Gross Closing
Suppliers	151.1	(0.3)	—	—	3.2	153.9
TOTAL AT 03/31/22	**151.1**	**(0.3)**	**–**	**–**	**3.2**	**153.9**
TOTAL AT 03/31/21	**138.8**	**11.9**	**0.4**	**–**	**–**	**151.1**

"Trade payables" includes commitments made under licensing agreements including the portion not yet paid.

As at March 31, 2022, these outstanding commitments amounted to €23.1 million, compared with €22.7 million the previous year.

As these debts are short-term and do not bear interest, the interest rate risk is not significant.

ACCOUNTING PRINCIPLES

Trade payables are recorded at amortized cost.

Trade payables with maturity over one year are discounted. More generally, as trade payables are short-term, they are recorded in the statement of financial position at their par value.

NOTE 12 PREPAID EXPENSES

	Gross Opening	Change	Reclassifications	Change in scope	Foreign exchange conversion	Gross Closing
Prepaid expenses	39.6	0.4	0.1	—	0.6	40.7
TOTAL AT 03/31/22	**39.6**	**0.4**	**0.1**	**–**	**0.6**	**40.7**
TOTAL AT 03/31/21	**38.2**	**1.1**	**(0.1)**	**–**	**0.4**	**39.6**

These are mainly expenses relating to software, IT maintenance and miscellaneous general expenses.

6.1.2.10 Employee benefits

NOTE 13 PERSONNEL EXPENSES

The headcount as at March 31, 2022 (total employees registered at the end of the period) breaks down as follows:

Staff by geographic region	03/31/22	03/31/21
Americas	6,577	6,609
Asia	3,208	3,208
EMEA	10,880	10,507
TOTAL	**20,665**	**20,324**

The average headcount in financial year 2021-2022 was 20,616.

	03/31/22	03/31/21
Salaries	1,058.3	984.9
Payroll taxes (1)	246.7	227.6
Grants and tax credits	(158.4)	(172.4)
Stock-based compensation (2)	54.1	56.8
TOTAL	**1,200.7**	**1,096.9**

(1) The Group had total expenses of €40.9 million in respect of defined contribution plans
(2) See details in note 15

Grants and tax credits presented as a reduction in personnel expenses are as follows:

Country	Type	03/31/22	03/31/21
Canada	Subsidies	111.1	119.2
	Tax credits *	7.3	7.8
France	Tax credits	17.8	23.6
	Other	1.7	1.1
Singapore	Grants	9.5	10.5
United Kingdom	Tax credits	4.4	4.0
Abu Dhabi	Grants	1.4	1.6
Other		5.1	4.4
TOTAL		**158.4**	**172.4**

* *The payment of certain tax credits is contingent upon the generation of taxable income*

ACCOUNTING PRINCIPLES

Some of the Group's production studios are located in countries where the legislation offers video game producers incentives, such as public grants or tax credits. Income from these provisions are presented as reductions to R&D costs in the Group's income statement. They are recorded as reductions in the cost of sale of internal software developments in the statement of financial position, so that they are recognized as a reduction in the amortization expense over the useful life of the internal software developments to which they are attached.

Some of these provisions may include conditions that must be complied with by the Group immediately or at a later date. These conditions are analyzed by the Group before their registration as a reduction in the asset's cost of sale.

NOTE 14 EMPLOYEE BENEFITS

Provisions for post-employment benefits

	Opening	Provisions	Change in other comprehensive income *	Reversals	Change in scope	Foreign exchange conversion	Closing
Provisions for post-employment benefits	21.6	5.2	(3.9)	(2.6)	—	—	20.2
TOTAL AT 03/31/22	**21.6**	**5.2**	**(3.9)**	**(2.6)**	**–**	**–**	**20.2**
TOTAL AT 03/31/21	**15.8**	**3.7**	**2.5**	**(0.4)**	**–**	**–**	**21.6**

* *The change is mainly due to the change in the discount rate assumption*

Assumptions

	Japan		Italy		France		India		Bulgaria		Philippines		Serbia	
	03/31/22	03/31/21	03/31/22	03/31/21	03/31/22	03/31/21	03/31/22	03/31/21	03/31/22	03/31/21	03/31/22	03/31/21	03/31/22	03/31/21
Annual wage Growth	5.10%	5.10%	5% to 5.7%	10%	1.50% to 2%	1.50% to 2%	10 %	10% to 12%	5%	5%	7 %	5.08%	7%	N/A
Turnover rate	11.76%	11.76%	Between 9% to 15%	Between 3% and 7%	< 49 years: 5.75% ≥ 49 years: 1%	< 49 years: 5.75% ≥ 49 years: 1%	< 30 years : 24% < 40 years: 14% ≥ 40 years: between 2% and 0%	< 30 years : 24% < 40 years: 14% ≥ 40 years: between 2% and 0%	< 30 years: 16% < 40 years: 8% ≥ 40 years: between 5% and 0%	< 30 years: 16% < 40 years: 8% ≥ 40 years: between 5% and 0%	Between 9% and 13%	Between 9% and 13%	10%	N/A
Retirement age	60 years	60 years	66 years	67 years	63 to 67 years *	67 years *	60 years	60 years	61 years and 64 years	61 years and 64 years	60 years	60 years	62 to 65 years	N/A
Discount rate	1.74%	0.72%	1,74 %	0.72%	1.74%	0.72%	7.05%	6.65%	0.7%	0.6%	5.74%	2.18%	4.5%	N/A
Average remaining working life	18 years	16 years	25 years	27 years	31 years	32 years	32 years	33 years	22 years	25 years	31 years	33 years	30 years	N/A

* *Retirement age giving entitlement to a full pension*

Death rate assumptions are based on published statistics and tables.

The definition of and principles for the measurement and recognition of these benefit liabilities are presented below.

A change of 50 basis points in the discount rate would have an impact of 10% on the amount of the benefit liability.

ACCOUNTING PRINCIPLES

Post-employment obligations

Ubisoft contributes to pension, medical and termination benefit plans in accordance with the laws and practices of each country. These benefits can vary depending on a range of factors, including seniority, salary and payments to compulsory general plans.

These plans may be either defined contribution plans or defined benefit plans:

- with regard to **defined contribution plans**, the pension supplement is determined by the cumulative capital due to employee and Company contributions into external funds. The expenses correspond to contributions paid during the period. The Group has no subsequent obligations to its employees. For Ubisoft, this generally involves public retirement plans and specific defined contribution plans;
- with regard to **defined benefit plans**, the employee receives a fixed pension benefit from the Group, determined on the basis of several factors, including age, length of service and compensation level. Such plans are used by the Group in Japan, Italy, France, Bulgaria, India, Serbia, and the Philippines.

The employer's future obligations are measured on the basis of an actuarial calculation called the "projected unit credit method," in accordance with each plan's operating procedures and the information provided by each country. This method involves determining the value of likely discounted future benefits of each employee at the time of their retirement, taking into account the association of entitlement to benefits with periods of service.

In accordance with the revised IAS 19, actuarial gains and losses are recognized in other comprehensive income.

In Japan, Italy and France, the discount rate is determined on the basis of market rates for high-quality corporate bonds (IBBOX AA10+ rate corresponding to the average rate of the last 12 months of AA-rated corporate bonds over 10 years or more).

In India, Bulgaria, the Philippines and Serbia, the discount rate is based on the current yield rate for the government's bond market at the closing date.

NOTE 15 COMPENSATION IN SHARES AND EQUIVALENTS

Impact on the financial statements:

EQUITY AS AT 03/31/21	**354.0**
Personal expenses	**54.1**
Stock options	*2.1*
Free share grants	*41.5*
MMO - Massive Multishare Ownership	*10.6*
EQUITY AS AT 03/31/22	**408.1**

The impact of these stock-based compensation payments on reserves corresponds to all rights acquired by employees in respect of equity instruments issued by Ubisoft as at March 31, 2022 (see 6.1.1 Consolidated table of change in equity).

Stock options

The fair value of share subscription or purchase options, subject to meeting presence and performance conditions, is estimated and set at the grant date. The expense is recognized over a four-year vesting period, but is not straight-line, given the vesting terms.

Subscription options

	32nd plan	33rd plan		34th plan		35th plan		36th plan	38th plan
Total number of shares granted	758,810	29,344		220,700		418,500		11,000	11,500
Start of exercise period	06/23/17	12/14/17		03/30/18		06/27/18		09/22/18	04/13/19
Expiry date of options	06/22/21	12/13/21		03/29/22		06/26/22		09/21/22	04/12/23
Maturity *(in years)*	5	5		5		5		5	5
Volatility	42%	35%		35%		35%		34%	34%
Risk-free interest rate	0%	0%		0%		0%		0%	0%
Estimated dividend rate	0%	0%		0%		0%		0%	0%
Annual turnover rate	5%	0 %		5%		5%		0%	0%
Strike price of options	€33.015	€31.955		€37	€39.03	€50.02	€51.80	€57.26	€73.86
Fair value of options *(in euros/share)*	€8.55 (1)	€8.72 (1)	€6.74	€12.10	€8.75	€14.06	€10.11	€13.02	€14.60
				France	World	France	World		
Options at April 1, 2021	223,877	19,344		76,925		190,375		8,000	10,000
Options granted during the period	—	—		—		—		—	—
Options exercised during the period	(223,877)	(14,696)		(66,875)		(14,750)		—	—
Options cancelled during the period	—	(4,648)		(10,050)		(7,250)		—	—
Options outstanding at March 21, 2022	—	—		—		168,375		8,000	10,000

(1) The fair value of the options granted to corporate officers and members of the Executive Committee take into account assumptions related to performance conditions: achievement of an average Group EBIT assessed on the cumulative basis of four financial years

	39th plan		40th plan		41st plan	42nd plan		43rd plan
Total number of shares granted	19,579		188,454		56,031	330,678		67,743
Start of exercise period	06/27/19		06/27/19 (2)		12/17/22 (2)	07/02/20 (2)		12/12/23 (2)
Expiry date of options	06/26/23		06/26/23		12/16/23	07/01/24		12/11/24
Maturity *(in years)*	5		5		5	5		5
Volatility	34%		34%		34%	34%		34%
Risk-free interest rate	0%		0%		0%	0%		0%
Estimated dividend rate	0%		0%		0%	0%		0%
Annual turnover rate	0%		0%/5%		0%	0%/5%		0%
Strike price of options	€94.58		€94.58		€68.59	€69.55	€69.70	€54.30
Fair value of options *(in euros/share)*	€25.41	€19.69	€25.02/ €24.92 (3)	€19.10	€18.18/ €18.09 (3)	€14.99/ €19.11/ €19.00 (3)	€14.93/ €19.06/ €18.95 (3)	€15.42/ €15.35 (3)
	France	World	France	World		France	World	
Options at April 1, 2021	14,920		165,847		56,031	275,558		67,743
Options granted during the period	—		—		—	—		—
Options exercised during the period	—		—		—	—		—
Options cancelled during the period	—		(29,956)		(56,031)	(28,226)		—
Options outstanding at March 21, 2022	14,920		135,891		—	247,332		67,743

(2) For members of the Executive Committee (Plan 40: one beneficiary/Plan 42: two beneficiaries) and corporate officers (Plans 41 and 43), the options only become exercisable from the fourth year of the plan

(3) The fair values of the options granted to corporate officers and members of the Executive Committee vary according to the assumptions related to the performance conditions: achievement of an average Group EBIT assessed on the cumulative basis of three financial years and achievement of a Ubisoft TSR compared to the TSR of companies in the NASDAQ Composite Index assessed over three years

	44th plan	45th plan		46th plan		47th plan		48th plan	Total
Total number of shares granted	21,515	271,629		60,821		55,673		4,009	
Start of exercise period	02/13/21	07/01/21		07/02/24 (4)		12/08/24 (4)		04/07/22	
Expiry date of options	02/12/25	06/30/25		07/01/25		12/07/25		04/06/26	
Maturity *(in years)*	5	5		5		5		5	
Volatility	34%	34%		34%		35%		35%	
Risk-free interest rate	0%	0%		0%		0%		0%	
Estimated dividend rate	0%	0%		0%		0%		0%	
Annual turnover rate	0%	5%		0%		0%/5%		0%	
Strike price of options	€73.80	€68.45	€73.40	€68.59	€76.50	€77.76		€66.94	
Fair value of options *(in euros/share)*	€15.09	€17.01	€14.88	€23.50 (5)	€20.33 (5)	€21.25/ €21.00 (5)	€16.21	€14.14	
		France	World	France	World	France	World		
Options at April 1, 2021	6,660	253,383		60,821		55,673		—	1,485,157
Options granted during the period	—	—		—		—		4,009	4,009
Options exercised during the period	—	—		—		—		—	(320,198)
Options cancelled during the period	—	(22,869)		—		—		—	(159,030)
Options outstanding at March 21, 2022	6,660	230,514		60,821		55,673		4,009	1,009,938

(4) For members of the Executive Committee (Plan 46: two beneficiaries) and corporate officers (Plan 47), the options only become exercisable from the fourth year of the plan

(5) The fair values of the options granted to corporate officers and members of the Executive Committee vary depending on the assumptions related to the performance conditions: achievement of a Ubisoft TSR compared to the TSR of the companies in the NASDAQ Composite Index, the growth of the MAU and the increase in the gender diversity of teams assessed over three years

The average price of options exercised during the period was €34.91.

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Free share grants settled in shares

Free share grants, which are subject to presence and performance conditions, are locked in for a two-, three- or four-year period following the grant date. As the shares granted are ordinary shares in the same category as the old shares that comprise the Company's share capital, employee shareholders receive dividends and voting rights on all their shares at the end of the vesting period.

The employee benefit expense corresponds to the value of instruments received by the beneficiary, which is equal to the value of shares being received, at the date of grant to the beneficiaries, with the discounted value of dividends expected over the vesting period being zero.

	03/31/17	
Grant date	06/23/16	12/14/16
Maturity – Vesting period	3 years	3 years
Fair value of the instrument *(per share)*	€20.10	€17.63
Percentage of operating targets reached	100%	100%
Number of instruments granted as at 04/01/21	198,622	11,426
Number of instruments granted during the financial year	—	—
Number of instruments canceled during the financial year	—	(486)
Number of instruments created during the financial year	6,518	394
Number of instruments delivered during the financial year	(205,140)	(11,334)
Number of instruments granted as at 03/31/22	—	—

	03/31/18					
Grant date	06/27/18		09/12/18	10/30/18	12/17/18	02/01/19
Maturity – Vesting period	4 years		4 years	4 years	4 years	4 years
Fair value of the instrument *(per share)*	€86.07/€95 (1)	€95	€95.90	€80.98	€68.88	€76.82
	France	World				
Percentage of operating targets reached	100%		100%	100%	100%	100%
Number of instruments granted as at 04/01/21	507,000		6,493	2,033	63,790	29,237
Number of instruments granted during the financial year	—		—	—	—	—
Number of instruments canceled during the financial year	(77,736)		(1,249)	—	(18,349)	(3,122)
Number of instruments created during the financial year	—		—	—	—	—
Number of instruments delivered during the financial year	—		—	—	—	—
Number of instruments granted as at 03/31/22	429,264		5,244	2,033	45,441	26,115

(1) The fair values of the shares granted to members of the Executive Committee (Plan of 06/27/18: three beneficiaries) vary according to assumptions related to performance criteria: achievement of an average Non-IFRS Group EBIT, achievement of a Ubisoft TSR compared to the TSR of NASDAQ Composite Index companies, and individual targets

	03/31/20				
Grant date	05/15/19	07/02/19	09/18/19	12/12/19	02/13/20
Maturity – Vesting period	4 years	4 years	4 years	4 years	4 years
Fair value of the instrument *(per share)*	€81.60	€62.56/€69.70 (2)	€70.50	€56.00	€73.80
Percentage of operating targets reached	100%	100%	100%	100%	100%
Number of instruments granted as at 04/01/21	40,704	769,552	5,901	2,954	25,920
Number of instruments granted during the financial year	—	—	—	—	—
Number of instruments canceled during the financial year	(2,124)	(111,398)	(918)	(939)	(11,539)
Number of instruments created during the financial year	—	—	—	—	—
Number of instruments delivered during the financial year	—	—	—	—	—
Number of instruments granted as at 03/31/22	38,580	658,154	4,983	2,015	14,381

(2) The fair values of the shares granted to members of the Executive Committee (Plan of 07/02/19: two beneficiaries) vary according to assumptions related to performance criteria: achievement of an average non-IFRS Group EBIT, achievement of a Ubisoft TSR compared to the TSR of NASDAQ Composite Index companies, and individual targets

	03/31/21			
Grant date	07/01/20	10/29/20	12/08/20	02/10/21
Maturity – Vesting period	4 years	4 years	4 years	4 years
Fair value of the instrument *(per share)*	€73.40	€81.30	€77.76	€80.88
Percentage of operating targets reached	100%	100%	100%	100%
Number of instruments granted as at 04/01/21	874,254	3,743	58,854	1,147
Number of instruments granted during the financial year	—	—	—	—
Number of instruments canceled during the financial year	(127,998)	(2,627)	(18,948)	—
Number of instruments created during the financial year	—	—	—	—
Number of instruments delivered during the financial year	—	—	—	—
Number of instruments granted as at 03/31/22	746,256	1,116	39,906	1,147

	03/31/22					Total
Grant date	04/07/21	06/30/21	10/28/21	12/07/21	02/23/22	
Maturity – Vesting period	4 years	4 years	2 years, then 1/3 per year	2 years, then 1/3 per year	2 years, then 1/3 per year	
Fair value of the instrument *(per share)*	€66.94	€58.86	€44.31	€40.99/ € 2.89 (3)	€47.23	
Percentage of operating targets reached	100%	100%	100%	100%	100%	
Number of instruments granted as at 04/01/21	—	—	—	—	—	2,601,630
Number of instruments granted during the financial year	66,818	1,239,402	60,444	105,996	26,045	1,498,705
Number of instruments canceled during the financial year	(16,910)	(127,549)	(10,131)	(11,089)	—	(543,112)
Number of instruments created during the financial year	—	—	—	—	—	6,912
Number of instruments delivered during the financial year	—	—	—	—	—	(216,474)
Number of instruments granted as at 03/31/22	49,908	1,111,853	50,313	94,907	26,045	3,347,661

(3) The fair values of the shares granted to members of the Executive Committee (Plan of 12/07/21: two beneficiaries) and executive corporate managing officers vary according to assumptions related to performance criteria: achievement of a Ubisoft TSR compared to the TSR of NASDAQ Composite Index companies, growth in the number of monthly active users (MAU), achievement of a CSR Indicator (reduction in the Group's carbon intensity)

Group savings plans

Group savings plans – Massive Multishare Ownership (MMO)

Ubisoft grants employee share ownership plans for the benefit of a certain number of its employees.

The financial product associated with these plans comprises a guaranteed capital portfolio, with a share in any rise in the Ubisoft share price over a five-year period.

These plans were notably financed by Ubisoft *via* a 15% discount on the shares allocated to the operation. This discount is calculated compared to the average of the share trading prices over the 20 trading days prior to the Board of directors' meeting that approved the capital increase.

After a holding period, or before the end of this period in the event of early release, each beneficiary is also guaranteed to receive their initial investment in euros (comprising his/her personal contribution increased by the additional contribution) as well as a multiple of the possible average protected increase in the share price.

The assumptions used to value the guaranteed capital component and optional component are based on the estimated volatility of the security concerned, a risk-free discount rate, the estimated dividend rate and the anticipated exit rate.

The compensation is recognized in income on the plan grant date.

	03/31/22	03/31/21
Grant date	09/22/21	09/22/20
Maturity – acquisition period (in years)	5	5
Reference price	€54.91	€70.71
Subscription price	€46.68	€60.10
Discount	15%	15%
Number of shares	2,218,899	1,761,575
Subscription's amounts		
■ Employees	€7.9M	€8.4M
■ Additional contribution	€2.5M	€2.1M
IFRS 2 expense net of the additional contribution	€10.6M	€11.2M
Gross expense	€13.1M	€13.3M

ACCOUNTING PRINCIPLES

Stock option payment plans provide an additional incentive for team members to improve the Group's performance by allowing them to purchase a stake in the Company (stock options, free shares, Group savings plan).

In accordance with IFRS 2, share-based compensation is recognized as employee benefit expenses against:

- consolidated reserves, when they are settled by transfer of shares to the beneficiaries, valued at the fair value of the instrument assessed at the grant date;
- a liability, when they are settled in cash, with this liability remeasured at fair value at each statement of financial position date.

This expense is spread over the vesting period, assuming presence on the vesting date and possibly performance conditions attached.

Stock option plans: compensation is recognized in income over the vesting period; however, the straight-line method is not used given the vesting terms set out in the various plan regulations; Ubisoft uses a binomial model to estimate the value of the instruments granted. This method is based on assumptions updated on the valuation date, such as estimated volatility of the security concerned, a risk-free discount rate, the estimated dividend rate and the likelihood of staff remaining in the Group and fulfilling performance conditions until they can exercise the rights.

Group savings plan – Massive Multishare Ownership: the accounting expense is equal to the discount granted to employees valued according to the method used to assess the guaranteed component and the optional component. This expense is recognized immediately on the plan subscription date. Ubisoft uses a Monte Carlo model to estimate the value of such instruments. This method is based on assumptions updated on the valuation date, such as the estimated historic volatility of the security concerned, a risk-free discount rate, the estimated dividend rate and the likelihood of staff remaining in the Group.

Free share grants settled in shares: the fair value of the free shares granted is estimated by referring to the share price on the grant date less the discounted value of dividends expected over the vesting period (not applicable for free shares granted at the closing date in the absence of dividends expected over the vesting period).

Free share grants settled in cash: free share grants settled in cash are recognized in income against a liability constituted as the vesting period progresses for the beneficiaries and based on the share price at the grant date. At each closing date, the liability is remeasured based on the market price at the closing date, and the change in fair value is recognized in income.

Free grant of preference shares settled in shares: compensation is recognized in income over the vesting period of the rights. Given the complexity of the vesting conditions attached to some of the shares, Ubisoft uses a model based on the Monte Carlo method to estimate the value of such instruments. This method is based on assumptions updated on the valuation date, such as the estimated historic volatility of the security concerned, a risk-free discount rate, the estimated dividend rate, the share price and the likelihood of staff remaining in the Group and fulfilling performance conditions until they can exercise their rights.

The dilutive effect of stock option plans and free share plans when the unwinding of the instrument involves the issue of Ubisoft shares and the vesting period is in progress, is reflected in the calculation of diluted earnings per share.

NOTE 16 COMPENSATION OF CORPORATE OFFICERS (RELATED-PARTY TRANSACTIONS)

Compensation of executive corporate managing officers of the Company and of controlling and/or controlled companies

Messrs. Guillemot are compensated for their positions as Chairman and Chief Executive Officer or Deputy Chief Executive Officers of Ubisoft Entertainment SA.

The compensation of Yves Guillemot, Chairman and Chief Executive Officer, for the financial year ended March 31, 2022, comprises the following components:

- fixed compensation amounting to €584,824 since April 1, 2019;
- annual variable compensation based on two financial Indicators and one non-financial Indicator, contingent on the approval of the General Meeting called to approve the financial statements for the past financial year;
- long-term variable compensation based on one financial Indicator and two non-financial Indicators.

The compensation of each Deputy Chief Executive Officer for the financial year ended March 31, 2022 comprises the following components:

- fixed compensation of €65,621;
- long-term variable compensation based on one financial Indicator and two non-financial Indicators.

Following the proposal by the Nomination, Compensation and Governance Committee, the Board of directors approved the long-term variable compensation which, for the financial year ended March 31, 2022, represented the granting of 20,263 free shares for the Chairman and Chief Executive Officer and 1,705 free shares for each of the Deputy Chief Executive Officers.

The vesting of the shares is contingent:

- for 60%, on the total shareholder return on Ubisoft Shares (the "Ubisoft TSR") compared to the TSR of companies in the NASDAQ Composite Index, both TSRs being calculated between December 8, 2020 and December 8, 2023;
- for 20% on the Growth in the number of Monthly Active Users (MAU);
- for 20%, on a "CSR" performance condition (reduction of carbon intensity).

Achievement of these Indicators is assessed over a period of three consecutive financial years or calendar years conditioning the acquisition of the long-term compensation. The shares will vest definitively after a period of four years and will be contingent on remaining in the position of executive corporate managing officer.

The amount of the total gross compensation due/paid to executive corporate managing officers during the financial year by companies controlled by the Company within the meaning of IAS 24.16 and in which they hold corporate offices was €1,648 thousand.

Executive corporate managing officers are not eligible for any severance or non-compete indemnity, nor a supplementary pension scheme in respect of their position in the Company.

Valuation of compensation for the financial year *(in € thousands)*	03/31/22	03/31/21
Short-term benefits (1)	1,648	2,063
Post-employment benefits	—	—
Other long-term benefits (2)	—	(142)
Compensation for termination of employment contract	—	—
Share-based compensation (3)	523	336
TOTAL	**2,171**	**2,257**

(1) Includes fixed and variable compensation, benefits in kind and directors' compensation in respect of their office recognized for the financial year
(2) Includes the fair value of long-term variable compensation, calculated according to IFRS 2
(3) Expense for the financial year in respect of share-based compensation calculated in accordance with IFRS 2

Compensation of corporate officers

Directors receive compensation in respect of their term of office comprising a fixed component and a variable component.

Compensation paid to members of the Board of directors in the financial year 2021-2022 amounted to €641 thousand.

There are no agreements to compensate Board members if they resign or are dismissed without real cause, or if their employment is terminated due to a public offering.

Section 4.2 of this annual financial report contains a detailed description of the pay and benefits granted to the executive corporate managing officers of the Group.

No loans or advances were made to the Company's directors under article L. 225-43 of the French commercial code.

6.1.2.11 Goodwill

NOTE 17 GOODWILL IMPAIRMENT

Goodwill impairment recorded in the expenses for the financial year ended March 31, 2022 breaks down as follows:

CGU	03/31/22	03/31/21
Edition/Production	**36.6**	**–**
Multi projects	36.6	—
Production/Distribution (mobile games)	**53.5**	**110.4**
Future Game of London	—	9.9
Ketchapp	10.6	40.3
Growtopia	1.5	8.5
1492 Studio	—	10.5
Green Panda Games	33.8	—
Kolibri	7.6	41.2
TOTAL	**90.1**	**110.4**

As at March 31, 2022, impairment was recorded due to:

- the creation of the "Ubisoft Originals" label in May 2021, which resulted in zero future cash flows for the Multi Projects CGU;
- insufficient future cash flow projections for the mobile activity.

NOTE 18 GOODWILL

In accordance with IAS 36 §72, the analysis of the organization of studio production led to the consideration of four CGUs:

- Edition/Production CGU - Mono Project;
- Edition/Production CGU - Multi Project;
- Production/Distribution CGU;
- Cloud Gaming CGU.

The net carrying amount of goodwill as at March 31, 2022 breaks down as follows:

	03/31/22			03/31/21
CGU	**Gross value**	**Cumulative impairment losses**	**Net value**	**Net value**
Edition/Production	**23.2**	**–**	**23.2**	**58.5**
Mono Project	23.2	—	23.2	21.9
Multi Projects	—	—	—	36.6
Production/Distribution (mobile games)	**131.1**	**71.7**	**59.4**	**112.7**
Ketchapp	—	—	—	10.6
Kolibri Games	104.5	48.8	55.7	63.4
Green Panda Games	—	—	—	33.8
Growtopia	26.6	22.9	3.7	4.9
Cloud gaming	**49.6**	**–**	**49.6**	**49.6**
TOTAL	**203.8**	**71.7**	**132.1**	**220.7**

The change in goodwill as at March 31, 2022 breaks down as follows:

	03/31/22	03/31/21
Gross value at the start of the period	**377.7**	**477.6**
Foreign exchange gains and losses	2.6	(4.2)
Derecognitions	(176.5)	(95.7)
Gross value at the end of the period	**203.8**	**377.7**
Cumulative losses at the start of the period	**157.0**	**143.0**
Impairment losses	90.1	110.4
Foreign exchange gains and losses	1.1	(0.8)
Derecognitions	(176.5)	(95.7)
Cumulative losses at the end of the period	**71.7**	**157.0**
NET GOODWILL	**132.1**	**220.7**

NOTE 19 KEY ASSUMPTIONS USED TO CALCULATE RECOVERABLE VALUES

March 31, 2022

	Edition/ Production	Total Production/Distribution				Cloud Gaming
		Growtopia	Ketchapp	Kolibri	Green Panda Games	
Basis used for recoverable value	Value-in-use					
Source used	Internal plan					
Methodology	Discounted cash flows					
Discount rate	8.88%					
Perpetuity growth rate	1.50%	0.50%	0.50%	1.50%	0.50%	1.50%

March 31, 2021

	Edition/ Production	Total Production/Distribution						Cloud Gaming
		Growtopia	Ketchapp	Kolibri	Green Panda Games	Future Games of London	1492 Studio	
Basis used for recoverable value	Value-in-use							
Source used	Internal plan							
Methodology	Discounted cash flows							
Discount rate	8.74 %							
Perpetuity growth rate	1.50%	0.50%	1.50%	1.50%	1.50%	0 %	0 %	1.50%

NOTE 20 SENSITIVITY OF RECOVERABLE AMOUNTS

On the basis of foreseeable events to date, the Group considers that potential changes in the key assumptions described in the accounting principles hereafter would not lead to a surplus in the carrying amount compared with the recoverable value.

The table below shows the discount rate and EBIT growth rate required for an impairment to be recognized for material CGUs, for which the estimated recoverable value is higher than the net carrying amount:

	Edition/ Production	Cloud Gaming
Estimated recoverable value of the tested CGU	196.9	424.7
Carrying amount of the tested CGU	23.2	50.3
Change in cash flows leading to an impairment	(88)%	(88)%
Discount rate leading to an impairment	80 %	64 %
Perpetuity growth rate leading to an impairment	Not sensitive	Not sensitive

	Production/Distribution	
	Kolibri	Growtopia
Estimated recoverable value of the tested CGU	55.7	3.7
Carrying amount of the tested CGU	55.7	3.7
Change in cash flows leading to an impairment	Sensitive	Sensitive
Discount rate leading to an impairment	Sensitive	Sensitive
Perpetuity growth rate leading to an impairment	Sensitive	Sensitive

ACCOUNTING PRINCIPLES

Calculation of goodwill

The Group applies the acquisition method to recognize business combinations. The acquisition price, also called "transferred consideration", for the acquisition of a subsidiary is the sum of the fair values of the assets transferred and liabilities assumed by the acquiring company at the acquisition date and the equity instruments issued by the acquiring company. The acquisition price includes any additional payments assessed and recognized at their fair value at the acquisition date.

The Group has opted for the partial goodwill method, which corresponds to the difference between the acquisition price for the combination, and the acquiring company's share of the fair value of the identifiable net assets purchased. This figure does not include goodwill relating to non-controlling interests.

The direct costs related to the acquisition are recorded in expenses during the period in which they are incurred.

The goodwill resulting from a business combination is equal to the difference between:

- the fair value of the acquisition price plus the amount of non-controlling interests (non-controlling investments) in the acquired company; and
- the fair value of the assets acquired and liabilities assumed at the acquisition date.

The initial assessment of the acquisition price and the fair values of the assets acquired and liabilities assumed is finalized within 12 months after the acquisition date and any adjustments are recognized as retroactive adjustments to goodwill. After this 12-month period, all adjustments are directly recorded in the income statement.

Earn-out payments are initially recorded at their fair value and subsequent changes in value occurring after the 12-month period following the acquisition are systematically recognized against income.

Put options allocated to non-controlling interests are initially recognized at their fair value and subsequent changes are recognized as an offsetting entry in the Group's equity, except for the portion related to continued employment, which is recognized in employee benefit expenses.

Goodwill impairment methods

Goodwill on the statement of financial position of the Group may be associated with the acquisition of:

- production subsidiaries;
- production subsidiaries that also release their developments;
- subsidiaries that supply hosting solutions.

These are not amortized but are subject to impairment tests at least once a year and each time impairment indicators are identified.

As the recoverable value of this goodwill cannot be determined individually, the Group has identified for each of them the smallest group of assets (cash generating unit – CGU) generating cash inflows that are independent of other group assets:

- for goodwill of **production subsidiaries:**
  - concerning the studios acquired that develop their own franchises with or without collaboration with the Group's studios (Mono Project): the CGU corresponds to the project in question,
  - for the studios working in collaboration with the other studios in accordance with the Group's integrated editorial and co-production strategy (Multi Projects): the CGU corresponds to all production (internal studios) and editing assets (parent company) for projects sponsored by the studios on their acquisition, with these two activities being interdependent;
- for the goodwill of **production/distribution subsidiaries**: the CGU corresponds to the subsidiary in question as some games have their own market. Developments are, in the main, made by the acquired entity, which also provides sales and marketing. The acquired companies generate separate cash inflows for the Mobile activity;
- for the goodwill of the **Cloud Gaming subsidiary**: the CGU corresponds to the subsidiary in question. This subsidiary has its own market due to its independent activity.

The recoverable value of the CGU is the higher of fair value minus cost of sale (net fair value) and its value-in-use. The estimated value is defined as the sum of projected cash flows with CGU discounted based on a business plan at five years to which the asset belongs (including goodwill), and the terminal value determined by projection to infinity of normative future cash flows.

When the recoverable value is less than the carrying amount of related assets of the CGU concerned (including goodwill), an impairment loss is recognized. This is irreversible when it relates to goodwill.

The business plans used for each CGU being tested for impairment are based on assumptions made by management of the Group in terms of variation of sales, level of profitability, and in particular foreign exchange. These are considered reasonable and consistent with market data available at the time of preparation of the Group's financial statements.

The discount rate applied to future cash flows is common to all CGU given the interdependence within the Group, of publishing, production and distribution activities on the one hand, and country risk comparable in the main distribution areas of the Group (North America and Western Europe). It corresponds to the estimate (updated half-yearly) by the Group's management of the weighted average cost of capital based on available industry data, especially with regard to the financing structure (gearing) and beta coefficient on the equity market risk premium. It stood at x as at March 31, 2022 (versus 8.88% as at March 31, 2021).

Regarding the current organization of the Group's operations, the allocation of goodwill by CGU and the overall risk premium attached to the Group included in the discount rate, the use of a single rate for all CGUs was considered appropriate for the impairment test.

The terminal value applied for each CGU being tested for impairment corresponds to capitalization to infinity of normative cash flows at the weighted average cost of capital less the perpetuity growth rate. The perpetuity growth rate used differs according to the CGU.

6.1.2.12 Other intangible assets

NOTE 21 AMORTIZATION AND IMPAIRMENT OF OTHER INTANGIBLE ASSETS

Amortization and impairment of other intangible assets	03/31/22 Total	Cost of sales	R&D costs	Marketing costs	Administrative and IT costs
Released commercial software	404.9	—	404.9	—	—
Commercial software in production	26.3	—	26.3	—	—
External developments	9.8	—	9.8	—	—
Office software	13.8	—	2.2	3.8	7.8
Brands	8.5	—	8.5	—	—
Movies	4.0	—	4.0	—	—
Digital assets	2.6	—	—	—	2.6
Other	2.2	—	2.1	—	—
TOTAL AT 03/31/22	**471.9**	**–**	**457.6**	**3.8**	**10.5**
TOTAL AT 03/31/21	**446.5**	**–**	**437.2**	**4.0**	**5.4**

NOTE 22 INVENTORY VALUE CHANGES IN OTHER INTANGIBLE ASSETS DURING THE FINANCIAL YEAR

	03/31/22			03/31/21
Other intangible assets	Gross	Depreciation and amortization	Net	Net
Released commercial software	1,189.7	(869.1)	320.6	210.6
Released external software developments	29.7	(25.9)	3.9	2.4
Commercial software in production	1,459.6	(68.1)	1,391.5	1,099.1
External software developments in production	45.8	—	45.8	36.3
Office software	80.2	(52.0)	28.2	24.3
Other intangible assets in progress	13.5	—	13.5	8.4
Brands	77.6	(20.8)	56.8	64.8
Movies	21.8	(16.9)	4.9	6.6
Digital assets	18.5	(2.6)	15.9	0.3
Other	7.3	(6.3)	1.0	0.5
TOTAL	**2,943.7**	**(1,061.8)**	**1,882.0**	**1,453.2**

Change in other intangible assets	Opening	Increase	Decrease	Reclassification of work in progress	Reclassifications	Change in scope	Foreign exchange conversion	Closing
Released commercial software	1,050.0	1.9	(380.0)	517.7	—	—	0.2	1,189.7
Released external software developments	30.2	4.6 *	(11.8)	6.6	—	—	—	29.7
Commercial software in production	1,145.6	831.6	—	(517.7)	—	—	—	1,459.6
External software developments in progress	36.3	16.2 *	—	(6.6)	—	—	—	45.8
Office software	83.1	8.5	(21.5)	—	9.0	—	1.3	80.2
Other intangible assets in progress	8.4	14.1	—	—	(9.0)	—	—	13.5
Brands	76.5	—	(0.1)	—	—	—	1.2	77.6
Movies	52.0	2.0	(32.8)	—	—	—	0.5	21.8
Digital assets	0.3	18.1	—	—	—	—	—	18.5
Other	4.6	2.7	—	—	—	—	—	7.3
TOTAL AT 03/31/22	**2,487.1**	**899.7**	**(446.3)**	**–**		**–**	**3.2**	**2,943.7**
TOTAL AT 03/31/21	**1,972.6**	**784.8**	**(269.5)**	**–**	**(0.1)**	**–**	**(0.7)**	**2,487.1**

* *Including a change of €0.4 million related to unpaid guaranteed commitments*

The increase in commercial software in production of €831.6 million and in released commercial software of €1.9 million can be explained by the capitalized production costs of €831.2 million to which are added foreign exchange losses of €2.2 million.

Reclassifications between accounts result mainly from the transfer of intangible assets in progress.

Amortization and impairment of other intangible assets	Opening	Increase	Decrease	Reclassifications	Change in scope	Foreign exchange conversion	Closing
Released commercial software	839.4	404.9	(380.0)	4.7	—	0.2	869.1
Released external software developments	27.9	9.8	(11.8)	—	—	—	25.9
Commercial software in production	46.5	26.3	—	(4.7)	—	—	68.1
Office software	58.8	13.8	(21.5)	(0.1)	—	1.1	52.0
Brands	11.7	8.5	(0.1)	—	—	0.8	20.8
Movies	45.4	4.0	(32.8)	—	—	0.3	16.9
Digital assets	—	2.6	—	—	—	—	2.6
Other	4.1	2.2	—	0.1	—	—	6.3
TOTAL AT 03/31/22	**1,033.9**	**471.9**	**(446.3)**	**–**	**–**	**2.3**	**1,061.8**
TOTAL AT 03/31/21	**857.3**	**446.5**	**(268.9)**	**(0.1)**	**–**	**(1.0)**	**1,033.9**

No intangible assets are used to secure any borrowings.

ACCOUNTING PRINCIPLES

Other intangible assets include:

- commercial software developments;
- engines and tools;
- external software developments;
- office software;
- information system developments;
- brands;
- films;
- digital assets.

Commercial software comprises both commercial software and external software developments.

Recognition of other intangible assets (excluding brands)

The intangible assets of companies included in the scope of consolidation are recorded at their net carrying amount (historical acquisition cost less cumulated amortization and impairment losses).

In accordance with IAS 38 "Intangible assets", projects are only recognized as non-current assets if they meet the following criteria:

- the technical feasibility required for completion of the intangible asset leading to its commissioning or sale;
- the intention to complete the intangible asset and commission or sell it;
- the ability to commission or sell the intangible asset;
- the probability that the intangible asset will generate future economic benefits;
- the availability of suitable technical, financial and other resources to complete the development and commissioning or sale of the intangible asset;
- the ability to reliably measure the expenses attributable to the intangible asset during its development.

No borrowing costs are included in the costs of intangible assets.

Development costs of commercial software (video games), whether outsourced to Group subsidiaries or externally, are recognized in "Commercial software and external software development in production" as development progresses. Once they are released, these costs are transferred to the "Released commercial software" or "Released external software developments" accounts.

Commitments made under external development contract agreements are recognized for the amount specified in the agreement including the portion not yet paid.

Recognition of brands

Acquired brands are recognized at their fair value in accordance with IFRS 3 as amended when they are acquired as part of a business combination, or if this is not the case, in accordance with IAS 38 on the acquisition of intangible assets.

Amortization and impairment of other intangible assets

In accordance with IAS 38, the Group is required to periodically revise its amortization periods based on the observed useful life.

Inventory value of intangible assets and impairment tests

Types of intangible assets	Amortization method	Impairment method for intangible assets
Commercial software development	1 to 8 years, straight-line, starting on the commercial release date	Impairment tests are systematically carried out at the end of each financial year on: ■ all software in current release; ■ all software under production with a scheduled release date during the 12 months following the half-year and full-year end dates; ■ all software under production with a release date more than 12 months ahead and for which an impairment indicator has been identified. The Company determines the value-in-use by discounting future cash flow forecasts for the software over the entire period of its use, using a rate based on an assessment of the average cost of equity. As the useful life of software is finite, the Company does not use a terminal value.
External developments	1 to 2 years, straight-line, starting on the commercial release date and, where appropriate, according to the royalty expenses due to third-party publishers where this is higher	
Engines and tools	3 years, straight-line, from the release date	Impairment is recognized if the value-in-use is lower than the net carrying amount of the brand.
Acquired brands	No amortization due to indefinite useful life	Impairment tests are carried out on brands at the end of each financial year or more frequently if there are indications of loss in value. The recoverable value of brands corresponds to the higher of the net fair value of disposal costs and the value-in-use (calculated by applying the royalty method to the forecasts of expected future revenue over a five-year period taking into account a final value). Impairment is recognized if the value-in-use is lower than the net carrying amount of the brand.
Movies	From the date of first release, amortization based on the ratio: net income acquired during the financial year/ total net income discounted using a rate based on a valuation of the average cost of equity. The Group considers that the use of this amortization method, based on the income from these activities according to the estimated income method, is justified as there is a strong correlation between the products and consumption of the economic benefits associated with the works in question.	In the event that the total net investment amount resulting from the application of this method exceeds the forecast net income, an additional impairment is recognized for the asset in question.
Information system developments	3 or 5 years, straight-line, from the date of commissioning	An impairment test is performed if there is any indication of a loss in value.
Office software	3 years, straight-line, from the release date	An impairment test is performed if there is any indication of a loss in value.
Digital assets	N/A	Market values are determined by comparing the value of the digital assets with the weighted average cost to the value of these digital assets at closing. Tokens held and borrowed are measured at their market value at the end of the financial year.

NOTE 23 RECOVERABLE VALUE OF BRANDS

	03/31/22			03/31/21
Net values of brands	**Gross value**	**Cumulative impairment losses**	**Net value**	**Net value**
Driver	16.2	(16.1)	0.1	8.4
Tom Clancy	39.9	—	39.9	39.6
Other brands	21.5	(4.8)	16.7	16.8
TOTAL	**77.6**	**(20.8)**	**56.8**	**64.8**

Key assumptions used to calculate recoverable values

	Driver	Tom Clancy	Other brands
Basis used for recoverable value		Value-in-use	
Source used		Internal plan	
Methodology		Royalty method	
Discount rate		8.88%	
Perpetuity growth rate	None	1.5%	0 to 1.5%

Sensitivity of recoverable values of other assets with indefinite useful lives (brands)

On the basis of foreseeable events to date, the Group considers that potential changes in the key assumptions would not lead to a surplus in the carrying amount compared with the recoverable value, which represents 20 times their net carrying amount.

6.1.2.13 Property, plant and equipment

NOTE 24 DEPRECIATION AND IMPAIRMENT OF PROPERTY, PLANT AND EQUIPMENT

Depreciation of property, plant and equipment	Total	Cost of sales	R&D costs	Marketing costs	Administrative and IT costs
Buildings	1.4	—	0.9	0.1	0.4
Fixtures and fittings	12.6	—	8.6	0.6	3.4
Computer hardware and furniture	45.5	0.1	30.9	2.3	12.2
Transport equipment	0.1	—	0.1	—	—
TOTAL AT 03/31/22	**59.7**	**0.1**	**40.5**	**3.0**	**16.0**
TOTAL AT 03/31/21	**54.6**	**0.1**	**36.8**	**3.7**	**14.1**

NOTE 25 INVENTORY VALUE AND CHANGES IN PROPERTY, PLANT AND EQUIPMENT DURING THE FINANCIAL YEAR

	03/31/22			03/31/21
Property, plant and equipment	**Gross**	**Cumulative depreciation**	**Net**	**Net**
Land	5.1	—	5.1	5.0
Buildings	46.0	(6.5)	39.4	41.9
Machines and equipment	12.6	(8.1)	4.5	4.9
Fixtures and fittings	112.8	(61.3)	51.4	45.2
Computer hardware and furniture	350.0	(252.7)	97.2	92.1
Transport equipment	0.4	(0.2)	0.2	0.2
Non-current assets in progress	9.5	—	9.5	10.4
TOTAL	**536.3**	**(328.9)**	**207.4**	**199.7**

Change in property, plant and equipment	Opening	Increase	Decrease	Reclassifications	Change in scope	Foreign exchange conversion	Closing
Land	5.0	—	—	—	—	0.1	5.1
Buildings	47.0	—	—	(1.0)	—	(0.1)	46.0
Machines and equipment	11.5	1.1	—	—	—	—	12.6
Fixtures and fittings	102.4	6.0	(10.1)	10.4	—	4.0	112.8
Computer hardware and furniture	298.8	45.5	(7.0)	2.1	—	10.6	350.0
Transport equipment	0.7	0.1	(0.4)	—	—	—	0.4
Non-current assets in progress	10.4	11.0	—	(12.0)	—	0.1	9.5
TOTAL AT 03/31/22	**475.8**	**63.8**	**(17.5)**	**(0.5)**	**–**	**14.7**	**536.3**
TOTAL AT 03/31/21	**404.2**	**75.0**	**(13.0)**	**(0.2)**	**–**	**9.9**	**475.8**

Depreciation and amortization of property, plant and equipment	Opening	Increase	Decrease	Reclassifications	Change in scope	Foreign exchange conversion	Closing
Buildings	5.1	1.4	—	—	—	0.1	6.5
Machines and equipment	6.6	1.0	—	0.4	—	—	8.1
Fixtures and fittings	57.2	11.6	(10.1)	—	—	2.6	61.3
Computer hardware and furniture	206.7	45.5	(6.7)	(0.7)	—	7.9	252.7
Transport equipment	0.5	0.1	(0.4)	—	—	—	0.2
TOTAL AT 03/31/22	**276.0**	**59.7**	**(17.1)**	**(0.3)**	**–**	**10.6**	**328.9**
TOTAL AT 03/31/21	**229.8**	**54.6**	**(12.6)**	**(0.6)**	**–**	**4.9**	**276.0**

ACCOUNTING PRINCIPLES

Property, plant and equipment

Property, plant and equipment are measured at their acquisition cost (purchase price plus incidental expenses) minus rebates, discounts, and any investment subsidies granted.

Property, plant and equipment are then recorded at their net carrying amount (historical acquisition cost less cumulated depreciation and impairment losses) at the time of their inclusion into the scope of consolidation.

No borrowing costs are included in the costs of property, plant and equipment.

Given the type of assets held, no component was identified.

Depreciation and impairment of property, plant and equipment

The depreciation method used throughout the Group, is straight-line and the depreciation periods used for the various types of non-current assets are as follows:

Type of asset	Period *(in years)*
Buildings	15 to 25
Equipment	5
Fixtures and fittings	3 to 15
Computer hardware	3 to 4
Office furniture	10
Transport equipment	5

In accordance with IAS 16, the Group is required to periodically revise its depreciation periods based on the observed useful life.

Concerning the depreciation period of non-removable leasehold improvements, the enforceable term of leases is taken into account to determine the period of depreciation of leasehold improvements.

No impairment test is performed in the absence of any indication of impairment.

Property

Ubisoft owns the following land and buildings:

- in Canada, 111 Chemin de la gare, Piedmont, Québec;
- in France, 8, rue de Valmy, Montreuil-sous-Bois (first floor of the building);
- in Sweden, Àngelholmsgatan 1, 214 22 Malmö;
- in the United States, 2000 CentreGreen Way, Suite 300, Cary, North Carolina.

No property, plant or equipment is used to secure any borrowings.

As at March 31, 2022, no impairment test was performed because there was no Indicator of impairment of property, plant and equipment.

NOTE 26 SUPPLIERS OF NON-CURRENT ASSETS

	Opening					Closing
	Gross	Movement	Reclassifications	Change in scope	Foreign exchange conversion	Gross
Amounts due to suppliers of non-current assets	0.9	1.8	—	—	—	2.7
TOTAL AT 03/31/22	**0.9**	**1.8**	**–**	**–**	**–**	**2.7**
TOTAL AT 03/31/21	**0.5**	**0.4**	**–**	**–**	**–**	**0.9**

6.1.2.14 Lease right-of-use assets

NOTE 27 DEPRECIATION AND IMPAIRMENT OF RIGHT-OF-USE ASSETS RELATING TO LEASES

Depreciation of right-of-use assets relating to leases	Total	Cost of sales	R&D costs	Marketing costs	Administrative and IT costs
Lease right-of-use assets	50.7	0.1	34.9	4.2	11.5
TOTAL AT 03/31/22	**50.7**	**0.1**	**34.9**	**4.2**	**11.5**
TOTAL AT 03/31/21	**47.2**	**0.3**	**30.6**	**4.5**	**11.8**

NOTE 28 INVENTORY VALUE AND MOVEMENTS DURING THE FINANCIAL YEAR RIGHT-OF-USE ASSETS

Change in gross lease right-of-use assets	Opening	Increase	Decrease	Reclassifications	Change in scope	Foreign exchange conversion	Closing
Lease right-of-use assets	369.1	71.5	(25.0)	—	—	9.1	424.8
TOTAL AT 03/31/22	**369.1**	**71.5**	**(25.0)**	**–**	**–**	**9.1**	**424.8**
TOTAL AT 03/31/21	**275.3**	**104.0**	**(15.5)**	**0.4**	**–**	**4.8**	**369.1**

Change in depreciation of gross lease right-of-use assets	Opening	Increase	Decrease	Reclassifications	Change in scope	Foreign exchange conversion	Closing
Depreciation of lease right-of-use assets	87.0	50.7	(18.2)	(0.2)	—	3.1	122.4
TOTAL AT 03/31/22	**87.0**	**50.7**	**(18.2)**	**(0.2)**	**–**	**3.1**	**122.4**
TOTAL AT 03/31/21	**45.4**	**47.2**	**(6.7)**	**0.4**	**–**	**0.7**	**87.0**

ACCOUNTING PRINCIPLES

Lease right-of-use assets

The Group qualifies a lease as soon as it gives the lessee the right to control the use of a given asset for a particular period, including when a service contract contains a lease component.

The Group has defined 3 major categories of leases:

- land and buildings: they concern commercial leases and car parks;
- IT equipment: this mainly concerns space in data centers;
- other: this mainly concerns vehicles.

The Group applies the two exemptions proposed by IFRS 16, namely exclusion of leases:

- where the term is less than 12 months;
- where assets are of low value.

The leases to which one of these two exemptions apply are presented in "Off-statement of financial position commitments" and an expense is recognized in "Current operating expenses" in the income statement.

The recognition of all leases results, in the statement of financial position, in the recognition of an asset covering the right to use leased assets, against a liability for the associated lease obligations (see note 37).

Amortization of lease right-of-use assets

On the income statement, amortization of right-of-use assets is presented separately from the interest expense on lease liabilities.

The amortization period of these right-of-use assets is determined according to the estimated term of the lease, with the exception of finance leases, for which the period of amortization of the right-of-use assets may be greater than the term of the lease.

On the statement of cash flows, amortization of these right-of-use assets is restated in relation to cash flows from operating activities before changes in working capital.

6.1.2.15 Tax

NOTE 29 ANALYSIS OF TAX EXPENSES/SAVINGS

	03/31/22	03/31/21
Current tax	(90.9)	(83.4)
Deferred tax	(22.7)	(49.3)
TOTAL	**(113.6)**	**(132.6)**

Within the Group, there are four tax consolidation groups:

- in France:
  - Ubisoft Entertainment SA consolidates all French companies held at more than 95% with the exception of those created and acquired during the financial year. As at March 31, 2022, the tax group's loss carryforwards totaled €940.6 million, including €1,381.3 million in accelerated amortization relating to the application of article 236 of the CGI (French general tax code) for software development,
  - Green Panda Games SAS consolidates three companies. As at March 31, 2022, the tax group had generated a loss carryforward of €0.9 million;
- in the United States, the tax group includes four companies: Ubisoft Inc., Red Storm Entertainment Inc., Ubisoft LA Inc. and Script Movie Inc. As at March 31, 2022, the tax group had generated a current income tax expense of €43.5 million, o/w €2.5 million related to the tax reform implementing the incremental tax in the United States;
- in the United Kingdom, the tax group consolidates four companies: Ubisoft Ltd, Ubisoft Reflections Ltd, Future Games of London Ltd and Ubisoft CRC Ltd. As at March 31, 2022, the tax group had generated a current income tax expense of €6.1 million.

Deferred tax is recognized at the tax rate applicable in each country over the financial years in which its use is expected.

NOTE 30 RECONCILIATION BETWEEN THE THEORETICAL INCOME TAX EXPENSE AND THE RECOGNIZED INCOME TAX EXPENSE

	03/31/22
Profit (loss) for the period	79.5
Total income tax	113.6
Consolidated earnings, excluding tax	193.1
Theoretical tax (28.41%)	**54.9**
Payments of tax deferred from previous years	
Impact of changes in the rate on the tax basis	*(15.1)*
Other adjustments	*(0.4)*
Impact of permanent differences between net income and consolidated earnings	
Cancelation of provisions for impairment of goodwill	*23.3*
Cancelation of studio margin	*(1.0)*
Additional salary payment IFRS 2	*14.3*
Other permanent differences	*7.3*
Impact of permanent differences between net income and taxable income	0.6
Taxation of foreign companies at different tax rates	(4.5)
Other adjustments	
Impact of the US tax reform (incremental tax)	*42.5*
Tax credits	*(8.4)*
Other	*0.3*
TOTAL INCOME TAX	**113.6**
EFFECTIVE TAX RATE	**58.83%**

NOTE 31 DEFERRED TAX

Breakdown by nature of tax on the statement of financial position and income statement

	03/31/21	Change in income	Change in other comprehensive income	Change in equity	Foreign exchange conversion	Other reclassifications	03/31/22
Intangible assets							
Elimination of margin on intangible assets [(1)]	*30.0*	*5.4*	—	—		—	*35.4*
Losses	*0.3*	*0.2*	—	—	—	—	*0.5*
Investment tax credit	*31.5*	*0.3*	—	—	*1.8*	*(3.7)*	*29.9*
Temporary tax differences [(2)]	*111.3*	*1.7*	*(1.0)*	—	*2.5*	—	*114.5*
TOTAL DEFERRED TAX ASSETS	**173.1**	**7.5**	**(1.0)**	**–**	**4.4**	**(3.6)**	**180.4**
Intangible assets							
Brands	*(3.3)*	*1.6*	—	—	*(0.1)*	—	*(1.8)*
Other intangible assets	*(0.3)*	*(0.1)*	—	—	—	—	*(0.4)*
Tax credits	(44.2)	1.0	—	—	(2.8)	—	(46.0)
Other financial instruments	(9.5)	(2.1)	—	—	—	—	(11.6)
Accelerated depreciation and amortization	(94.5)	(19.4)	—	—	—	—	(113.9)
Other	(6.6)	(2.4)	—	—	(0.4)	—	(9.4)
TOTAL DEFERRED TAX LIABILITIES	**(158.5)**	**(21.4)**	**–**	**–**	**(3.2)**	**–**	**(183.1)**
TOTAL NET DEFERRED TAXES	**14.6**	**(13.9)**	**(1.0)**	**–**	**1.1**	**(3.6)**	**(2.8)**

(1) Corresponds to the elimination of the internal margin invoiced by the production studios to the parent company on capitalized commercial software developments
(2) The main differences relate to:
- *IFRS 15: €52.6 million*
- *Provisions for credit notes by sales and marketing subsidiaries in respect of price protection: €4.9 million*
- *Provision for employee benefit expenses (bonuses, paid leave, pension provisions): €12.1 million*

Breakdown by expiry of net deferred taxes

	Deferred tax assets			Deferred tax liabilities		
	Short-term	Long-term	Total	Short-term	Long-term	Total
Net accelerated depreciation *	—	—	—	(128.8)	14.9	(113.9)
Losses of other subsidiaries	0.5	—	0.5	—	—	—
Elimination of margin on intangible assets	10.3	25.1	35.4	—	—	—
Investment tax credit	11.6	18.3	29.9	(3.0)	(37.8)	(40.9)
Deferred revenue	18.5	34.1	52.6	—	—	—
Provision for post-employment liabilities	—	4.7	4.7	—	—	—
Temporary differences and other consolidation adjustments	29.3	27.9	57.2	(17.0)	(8.7)	(25.6)
Brands	—	—	—	—	(2.7)	(2.7)
TOTAL	**71.5**	**108.9**	**180.4**	**(148.8)**	**(34.3)**	**(183.1)**

** Deferred tax on losses has been reclassified as deducted from accelerated amortization*

Deferred tax assets

Because of a transfer price policy implemented by the Group, the distribution companies and companies fulfilling support functions systematically report operating profits. Similarly, the studios invoice developer salaries with a margin that includes their overheads.

Deferred income tax assets are recognized if their recovery is likely, particularly when taxable profit is expected during the period of validity of the deferred tax assets.

The Group ensures that, at each annual accounting period, the deferred tax assets relating to tax losses and tax credits recoverable only by deduction from future tax, shall be recovered within a reasonable timeframe based on its estimates of future taxable income. The assumptions used for tax planning are consistent with those of the business plans made by management of the Group for the implementation of impairment testing of intangible assets with indefinite lives.

Taxes on activated/non-activated losses

	03/31/22			03/31/21		
	Activated losses	Non-activated losses	Total	Activated losses	Non-activated losses	Total
French tax group *	—	—	—	—	—	—
Tax on deficits prior to the consolidation of French subsidiaries	—	0.3	0.3	—	0.8	0.8
Tax on deficits of foreign subsidiaries	0.5	3.8	4.3	0.3	6.4	6.7
TOTAL	**0.5**	**4.1**	**4.6**	**0.3**	**7.2**	**7.5**

* *Deferred tax on losses has been reclassified as deducted from accelerated amortization*

The forecast period used to determine the recovery time on activated losses is five years, a period that is considered reasonable by management. The entirety of the losses carried forward for the tax group for which Ubisoft Entertainment SA is the head of the group therefore remains capitalized as at March 31, 2022.

Investment tax credit

	03/31/22	03/31/21
Investment tax credit	29.9	31.5
TOTAL	**29.9**	**31.5**

Ubisoft Entertainment Inc. benefits from tax credits contingent upon the generation of taxable income. These tax credits recoverable on future income taxes have a total life of 20 years. The future use of these tax credits is subject to tax planning at the local level and at the Group level. They are recognized as assets of the Group on the statement of financial position since their recoverability period is reasonable (five years).

Deferred tax liabilities

Grants and tax credits

Ubisoft Entertainment Inc. benefits from multimedia credits and investment tax credits.

The Company has recorded a future tax liability relative to the recognition of multimedia credits and investment tax credits, as the taxation of these elements is effective at the moment of collection.

Accelerated amortization (article 236 of the French general tax code)

According to the provisions of article 236 of the French general tax code, Ubisoft Entertainment SA can opt for the immediate deductibility of software development expenses for which design began during the financial year. As at March 31, 2022, an allowance of €225 million was recorded. In accordance with IAS 12, the cancelation of the accelerated tax amortization generates a deferred tax liability, which is then reclassified under loss carryforwards.

ACCOUNTING PRINCIPLES

Income tax (income or expense) includes the current tax expense (or income) and deferred tax expense (or income). Tax is recognized in profit or loss, unless it relates to items that are recognized directly in other comprehensive income; in which case it is recognized in other comprehensive income.

Current tax

Current tax is the estimated amount of tax owed on taxable income for an accounting period. It is determined using the tax rates applicable at the closing date.

Deferred tax

Deferred income tax is measured using the statement of financial position liability method for all temporary differences between the carrying amount of the assets and liabilities and their tax value.

Measurement of deferred tax assets and liabilities depends on the way in which the Group expects to recover or settle the carrying amount of the assets and liabilities using the tax rates applicable at the statement of financial position date.

A deferred tax asset is recognized if it is probable that the Group will have future taxable profits, assessed on the basis of tax forecasts, against which this asset can be offset within a reasonable time period.

Otherwise, the deferred tax assets are reduced accordingly.

The impact of possible changes in tax rates on previously recorded deferred tax is recognized in profit or loss except where it relates to an item recognized in other comprehensive income.

Deferred tax is shown in the statement of financial position separately from current tax assets and liabilities and is classified as a non-current item.

6.1.2.16 Miscellaneous other assets and liabilities

NOTE 32 OTHER RECEIVABLES

Other receivables	Opening	Net change	Reclassifications	Change in scope	Foreign exchange conversion	Closing
Advances and prepayments made	4.1	0.7	—	—	0.1	4.9
VAT	91.4	(11.9)	—	—	0.4	79.9
Grants receivable (1)	116.3	(61.4)	3.6	—	4.3	62.9
Other tax and social charge receivables	3.8	0.1	—	—	0.1	4.0
Other	5.4	9.5	—	—	0.8	15.7
Prepaid expenses (2)	39.6	0.4	0.1	—	0.6	40.7
TOTAL AT 03/31/22	**260.6**	**(62.6)**	**3.8**	**–**	**6.3**	**208.1**
TOTAL AT 03/31/21	**127.5**	**126.4**	**1.0**	**–**	**5.8**	**260.6**

(1) Of which €50.3 million in grants to be received in Canada
(2) See details in note 12

A receivable amount for grants receivable of €82.7 million was de-consolidated following the signature of a factoring agreement covering the multimedia title credits in Canada (see note 33 “Transfers of financial assets”).

All other receivables are due in less than one year.

None were subject to impairment.

ACCOUNTING PRINCIPLES

Other receivables (excluding grants receivable)

Other receivables linked to operating activity are recorded at amortized cost – in most cases the same as par value – minus any loss of value recorded in a special impairment account. As receivables are due in under a year, they are not discounted.

Grants receivable

In some countries, video game production operations qualify for public grants.

These grants are presented in the financial statements of the studios as a reduction in production costs for commercial software developments or the R&D costs to which they are attached.

Any claims on the public body that awarded the grant are classified as “Loans and receivables” within the meaning of IFRS 9.

NOTE 33 TRANSFERS OF FINANCIAL ASSETS

Transferred financial assets not derecognized in their entirety

In November 2021, the production subsidiary Ubisoft Entertainment Inc. concluded a factoring agreement for claims relating to the unvested rights of Investissement Québec under the "CTMM" grant (income tax credit for the production of multimedia titles). An amendment was signed on March 21, 2022 modifying the maximum authorized limit.

The risks associated with these receivables are transferred to the counterparty of the factoring agreement; the receivables are derecognized from the statement of financial position of the Group.

Ubisoft Entertainment Inc. receives 85% of the sale price of the receivables transferred at the transfer date. The remaining 15% is collected at the time of actual payment of the grant by Investissement Québec to the counterparty of the factoring agreement. As the risks and benefits associated with 15% of transferred receivables were retained by the Group, a portion of 15% of outstanding claims relating to unvested rights of the organization Investissement Québec under the "CTMM" grant remains on the Group's statement of financial position.

	Factoring agreement covering the subsidy "CTMM"– Ubisoft Entertainment Inc.
Nature of assets transferred	Debt owed by a public organization relative to the right to receive a public subsidy
Nature of risks and benefits attached to the ownership of the transferred assets	Risk of default Risk of late payment
Total carrying amount of the initial assets before the transfer	97.3
Carrying amount of residual assets	14.6
Carrying amount of associated liabilities	—
Nature of the relationship between the assets transferred and the associated liabilities	—
Restrictions on the use of transferred assets resulting from the transfer	Legal ownership of the receivable transferred to the counterparty

Derecognized financial assets

None

NOTE 34 OTHER LIABILITIES

Other liabilities

	Opening	Change	Reclassifications	Change in scope	Foreign exchange conversion	Closing
Other non-current liabilities	34.4	2.5	—	—	—	37.0
Social charge debts	251.7	(32.1)	—	—	6.9	226.5
Other tax liabilities	37.1	8.4	—	—	—	45.5
Other liabilities	96.0	(31.6)	—	—	0.4	64.8
Deferred income *	353.0	(48.3)	—	—	3.5	308.2
TOTAL AT 03/31/22	**772.2**	**(101.1)**	**–**	**–**	**10.9**	**682.0**
TOTAL AT 03/31/21	**577.3**	**197.0**	**(0.1)**	**–**	**(1.9)**	**772.2**

* *See note 6*

Other liabilities mainly include:

- €50.9 million in earn-out provisioned for the acquisition of i3D.net;
- €15.2 million in liabilities related to the acquisition of digital assets.

ACCOUNTING PRINCIPLES

Other liabilities are recorded at amortized cost, with the exception of sales options held by non-controlling interests, which are measured at fair value. Subsequent changes in fair value of liabilities are recognized as an offsetting entry in the Group's equity, except for the portion related to continued employment, which is recognized in employee benefit expenses.

The liability for the restitution of digital assets is measured at its market value at the end of the financial year.

Cash flows linked to short-term recoverable values are not discounted.

Provisions

	Opening Gross	Provisions	Reclassifications	Reversals (Provision used)	Reversals (Provision unused)	Foreign exchange conversion	Closing Gross
Provisions for other financial risks [(1)]	3.0	0.8	—	(0.3)	—	0.2	3.7
Other provisions for risks [(2)]	2.0	4.3	—	(0.1)	—	0.1	6.3
TOTAL AT 03/31/22	**5.0**	**5.1**	**–**	**(0.5)**	**–**	**0.3**	**10.0**
TOTAL AT 03/31/21	**3.1**	**2.5**	**–**	**(0.8)**	**–**	**0.2**	**5.0**

(1) The provision for other financial risks corresponds to the risk on the CTMM (multimedia titles credit) at Ubisoft Entertainment Inc.
(2) Other provisions for risks relate to a potential reimbursement of grants received as well as ongoing labor disputes

ACCOUNTING PRINCIPLES

A provision is recorded when:

- the Company has a current obligation (legal or implicit) resulting from a past event;
- it is likely that an outflow of resources (without an offsetting entry) representing economic benefits will be required to settle the obligation;
- the amount of the obligation can be measured reliably.

It these conditions are not met, no provision is recorded.

Contingent liabilities

Tax audits underway for which proposed adjustments have been received:

- Ubisoft Entertainment Inc.: the audit began in June 2017 and relates to the transfer price policy for the financial years FY14 to FY16. Discussions are underway between the Canadian and French administrations in order to avoid any double taxation problems within the Ubisoft group. To date the Group considers that the risk of final adjustment is very low and, therefore, has not recognized a provision in the financial statements;
- Ubisoft SA (Spain): the audit, which began in December 2018, concerns the financial years FY12, FY13, FY15 and FY16. The Company contests all the proposed adjustments relating to the transfer pricing policy and consequently no provision has been recognized in the financial statements. A mutual agreement proceeding was opened before the competent authorities in Spain and France.

Tax audits underway for which no proposed adjustments have been received:

- Ubisoft Entertainment SA (France): the audit began in February 2020 and concerns the financial years FY16 to FY19;
- Ubisoft Montpellier SAS (France): the audit began in December 2020 and concerns the financial year FY20;
- Ubisoft GmbH (Germany): the audit began in November 2021 and concerns the financial years FY16 to FY18;
- Blue Byte GmbH (Germany): the audit began in November 2021 and concerns the financial years FY16 to FY18.

NOTE 35 RELATED-PARTY TRANSACTIONS

The services provided by the parent company to related parties are conducted according to normal market conditions:

- production subsidiaries billing the parent company for development costs based on the progress of their projects;
- the parent company invoicing sales and marketing subsidiaries for a contribution to development costs;
- the implementation of cash agreements allowing for centralized management at parent company level of the bank accounts of the majority of the Group companies.

The transactions invoiced by related parties are conducted according to normal competition conditions. No transactions exist with the corporate officers, with the exception of their compensation for their positions as Chief Executive Officer and Executive Vice-Presidents (see note 16 Compensation of the corporate officers).

Ubisoft Entertainment SA has not bought own shares from related parties.

There are no other significant transactions with related parties.

6.1.2.17 Financial assets, financial liabilities and net financial income

NOTE 36 PROFIT AND LOSS RELATED TO FINANCIAL ASSETS AND LIABILITIES

	03/31/22	03/31/21
Income from cash	1.5	1.1
Interest on borrowings	(24.5)	(18.4)
Net borrowing cost	**(23.0)**	**(17.4)**
Foreign exchange gains	43.7	44.6
Foreign exchange losses	(44.9)	(52.8)
Result from foreign exchange operations	**(1.2)**	**(8.2)**
Other financial income	1.2	1.0
Financial income	**1.2**	**1.0**
Other financial expenses	(25.4)	(27.0)
Financial expenses	**(25.4)**	**(27.0)**
TOTAL	**(48.4)**	**(51.6)**

Other financial expenses include €25.2 million related to the revision of earn-out estimates subsequent to the evaluation period of the business combination.

ACCOUNTING PRINCIPLES

Financing costs and other financial income and expenses

The net borrowing cost includes income and expenses linked to cash and cash equivalents, interest expenses on borrowings which include the sale of securities, creditor interest and the cost of ineffective currency hedging.

Other financial income and expenses include the sale of non-consolidated securities, capital gains or losses on disposals and impairment of financial assets (other than trade receivables), income and expenses linked to the discounting of assets and liabilities, and foreign exchange gains and losses on unhedged items.

The impact on profit and loss of measuring financial instruments used:

- in the management of foreign exchange risks, is recognized in operating profit (loss);
- in respect of the share swap agreement, is recognized in net financial income.

The changes related to the estimates of future results included in the potential return for the acquisition price, after the business combination's evaluation period, are recognized in other financial income and expenses.

NOTE 37 FINANCIAL DEBT

Net financial debt is part of the Indicators used by the Group. This aggregate, which is not defined in the IFRS repository, may not be comparable to the Indicators referred to by other companies. This is an additional information that should not be considered as a substitute for analysis of all of the assets and liabilities of the Group.

As at March 31, 2022, financial liabilities amounted to €2,070 million and, including cash and cash equivalents as well as cash management financial assets, net debt amounted to €618 million.

	03/31/22			03/31/21		
	Current	Non-Current	Total	Current	Non-Current	Total
Bank borrowings	0.6	49.9	50.5	2.2	49.9	52.1
Bonds	502.6	1,084.0	1,586.6	2.9	1,577.4	1,580.3
OCEANE 2019	*—*	*485.9*	*485.9*	*—*	*480.3*	*480.3*
Bond issue 2018 (1)	*500.7*	*—*	*500.7*	*1.1*	*499.2*	*500.3*
Bond issue 2020 (1)	*1.8*	*598.2*	*600.0*	*1.8*	*597.9*	*599.7*
Borrowings resulting from the restatement of IFRS 16 leases	48.5	286.4	334.9	38.8	267.6	306.4
Commercial papers	37.0	—	37.0	93.5	—	93.5
Bank overdrafts and short-term loans	60.9	—	60.9	62.1	—	62.1
Accrued interest	0.3	—	0.3	0.5	—	0.5
Foreign exchange derivatives (2)	0.1	—	0.1	—	—	—
Total borrowings (A)	**649.9**	**1,420.3**	**2,070.2**	**200.0**	**1,894.9**	**2,094.9**
Cash and bank balances	1,253.6	—	1,253.6	1,276.2	—	1,276.2
Investments of less than 3 months (3)	199.0	—	199.0	351.0	—	351.0
Cash management financial assets (3)	—	—	—	239.9	—	239.9
Total positive cash and cash equivalents (B)	**1,452.5**	**–**	**1,452.5**	**1,867.0**	**–**	**1,867.0**
TOTAL NET DEBT (A-B)			**617.7**			**227.8**
TOTAL NET DEBT (EXCLUDING DERIVATIVES)			**617.6**			**227.8**
Fixed-rate debt			2,009.1			2,032.3
Variable-rate debt			61.2			62.6

(1) The amount for bonds is increased by accrued interest
(2) Measured at fair value (level 2, IFRS 7 hierarchy)
(3) UCITS measured at fair value (level 1, IFRS 7 hierarchy)

Main features of the bond issued in November 2020

At its meeting of November 12, 2020, the Board of directors, acting on the authorization of the Extraordinary General Meeting of July 2, 2020, approved the issuance of bonds for a total amount of €600 million. These bonds were admitted to trading on Euronext Paris.

Number and par value:	6,000 bonds with a par value of €100,000
Date of dividend entitlement and settlement:	November 24, 2027
Duration:	7 years
Interest:	0.878%

Main features of the issuance of bonds with an option for conversion and/or for exchange for new and/or existing shares (OCEANE)

On September 24, 2019, Ubisoft issued bonds with an option for conversion and/or for exchange for new and/or existing shares (OCEANE) for an amount of €500 million.

Number and par value:	4,361,859 bonds with a par value of €114.63
Conversion rate:	1 share for 1 bond
Issue price:	105.25% of par, *i.e.* €526 million
Date of dividend entitlement and settlement:	September 24, 2024
Duration:	5 years
Interest:	zero coupon

OCEANE is considered as a composite instrument containing an equity component and a financial debt component. The amount of financial debt on the date of issue after deduction of expenses was valued at €472 million. The optional component recognized in equity was valued at €50 million, representing €36 million after the deferred tax effect.

Main features of the bond issued in January 2018

At its meeting of January 24, 2018, the Board of directors, acting on the authorization of the Extraordinary General Meeting of September 22, 2017, approved the issuance of bonds for a total amount of €500 million. These bonds were admitted to trading on Euronext Paris.

Number and par value:	5,000 bonds with a par value of €100,000
Date of dividend entitlement and settlement:	January 30, 2023
Duration:	5 years
Interest:	1.289%

Net cash managed

	03/31/22	03/31/21
Cash and bank balances	1,253.6	1,276.7
Investments of less than 3 months	199.0	351.0
Bank overdrafts and short-term loans	(61.2)	(62.6)
NET CASH	**1,391.4**	**1,565.2**
Cash management financial assets	—	239.9
INVESTMENT SECURITIES (UCITS) *	**–**	**239.9**
NET CASH MANAGED	**1,391.4**	**1,805.1**

* *Units of UCITS with a short-term management horizon that do not meet the criteria for qualifying as cash equivalents defined by IAS 7*

Change in borrowings

Current and non-current financial liabilities	Opening	Increase	Decrease	Change in scope	Foreign exchange conversion	Closing
Bank borrowings	52.1	—	(1.6)	—	—	50.5
Bonds	1,580.3	6.3	—	—	—	1,586.6
Borrowings resulting from the restatement of leases (finance leases and operating leases)	306.4	70.8	(50.2)	—	7.9	334.9
Commercial papers	93.5	157.5	(214.0)	—	—	37.0
Bank overdrafts and short-term loans	62.1	—	(1.7)	—	0.5	60.9
Accrued interest	0.5	(0.2)	—	—	—	0.3
Foreign exchange derivatives	—	0.1	—	—	—	0.1
TOTAL AT 03/31/22	**2,094.9**	**234.5**	**(267.5)**	**–**	**8.4**	**2,070.2**
TOTAL AT 03/31/21	**1,423.1**	**1,249.6**	**(583.0)**	**–**	**5.1**	**2,094.9**

Borrowings resulting from the restatement of leases by currency

Borrowings resulting from the restatement of leases *(in € million equivalent)*	CAD	EUR	USD	GBP	Other currencies	Total
As at 03/31/22	99.2	156.4	20.7	11.2	47.4	**334.9**
As at 03/31/21	99.7	151.6	20.3	12.8	22.0	**306.4**

All of the borrowings in foreign currencies result from the restatement of leases.

ACCOUNTING PRINCIPLES

Financial liabilities include:

- bank borrowings, equity and bonds;
- obligations relating to finance leases and operating leases;
- commercial paper;
- bank overdrafts and short-term loans;
- lderivatives with a negative market value.

Financial liabilities are presented as "non-current" except those with a maturity of less than 12 months from the closing date, which are classified as "current liabilities"

Bank overdrafts are included in cash and cash equivalents as they are an integral part of the Company's cash management. They are presented in liabilities, but are also offset against cash in the cash flow statement.

Recognition and measurement of financial liabilities

Borrowings and other financial liabilities

Bank borrowings, bond issues without an equity component and other financial liabilities are measured at amortized cost calculated based on the effective interest rate. Financial interest accrued on borrowings is included in "Current financial liabilities" in the statement of financial position.

Bond issuance with an equity component

In accordance with IAS 32 – "Financial Instruments: Presentation", if a financial instrument includes different components which relate for certain characteristics to liabilities and for other characteristics to equity, these different component parts must be accounted for and presented separately according to their type.

The component presented in financial debt is assessed, at the date of issue, on the basis of the future contractual cash flows discounted at the market rate (taking into account the issuer's credit risk) for a debt with similar characteristics but not including an option for conversion or repayment in shares.

The value of the conversion option is calculated by the difference between the bond's issue price and the fair value of the liability component. This amount is recognized in "Consolidated reserves" in equity (see 6.1.1 Consolidated table of change in equity).

At each closing date, an interest expense is calculated according to the market interest rate for a similar bond, but without a conversion option, with, in return, an increase in the financial liability representing the bond. Accordingly, at the maturity date, the carrying amount of the bond will be equal to its redemption value.

Borrowings resulting from the restatement of leases (finance leases and operating leases)

The Group recognizes a liability (lease debt) on the date of availability of the underlying asset. This lease debt corresponds to the discounted value of the fixed rents, and the rents fixed in substance remaining to be paid, to which are added the amounts that Ubisoft is reasonably certain to pay at the end of the lease, such as the exercise price of purchase options (when they are reasonably certain to be exercised), the penalties due to the lessor in case of termination (and for which termination is reasonably certain).

The Group systematically determines the term of the lease as being the period during which the contract cannot be terminated, to which is added the intervals covered by every extension option that the lessee is reasonably certain to exercise and every option to terminate that the lessee is reasonably certain not to exercise. In the specific case of "3/6/9" leases in France, an assessment of the term to be applied is made lease by lease.

The definition of this term also takes into account laws and practices specific to each jurisdiction or sector of activity in matters of firm lease commitment granted by lessors. This is the case with indeterminate-period leases, for which Ubisoft generally applies the notice period as the enforceable period. However, the Group assesses, according to the circumstances of each lease, the enforceable period, taking into account certain Indicators, such as the existence of significant penalties in case of termination by the lessee. In particular, to determine the term of this enforceable period, the Group considers the economic importance of the leased asset.

When non-movable adaptations have been undertaken on leased assets, the Group assesses, contract by contract whether they provide an economic advantage to determine the enforceable period of the lease.

When a lease includes a purchase option, the Group adopts, as the enforceable period, the useful life of the underlying asset when it is reasonably certain to exercise the purchase option.

For each lease, the discount rate used is determined from the yield rates of government bonds in the lessee's country, according to the maturity of the lease, to which is added the Group's credit spread.

After the start date of the lease, the amount of the rental debt may be revalued to reflect changes arising from the following main cases:

- a change of term arising from an amendment to the lease or a change of assessment concerning reasonable certainty of exercising a renewal option or not exercising a termination option;
- a change in the amount of rent, for example in application of a new index or rate for variable rent;
- a change in assessment concerning the exercise of a purchase option;
- any other change in the lease, for example a modification of the extent of the lease and its underlying asset.

Derivative financial instruments

The Group holds derivative financial instruments to manage its exposure to foreign exchange risks. To this end, Ubisoft Entertainment SA hedges these risks with forward purchase and sale agreements and currency options.

Derivatives are recognized at fair value and those with a negative market value are presented in financial liabilities.

NOTE 38 FINANCIAL ASSETS

Non-current financial assets	03/31/22 Gross	03/31/22 Cumulative depreciation	03/31/22 Net	03/31/21 Net
Deposits and sureties	9.5	(0.1)	9.3	9.6
Other long-term financial assets *	42.8	—	42.8	6.3
Other non-current receivables	0.2	—	0.2	0.2
TOTAL	**52.4**	**–**	**52.3**	**16.1**

* *Other long-term financial assets include non-controlling investments, either directly or through investment funds*

Non-current financial assets	Opening	Increase	Decrease	Change in scope	Foreign exchange conversion	Closing
Deposits and sureties	9.6	1.0	(1.3)	—	0.1	9.5
Other long-term financial assets	6.3	35.4	—	—	1.1	42.8
Other non-current receivables *	0.2	77.0	(77.0)	—	—	0.2
TOTAL AT 03/31/22	**16.1**	**113.4**	**(78.3)**	**–**	**1.2**	**52.4**
TOTAL AT 03/31/21	**13.7**	**200.4**	**(198.1)**	**–**	**0.1**	**16.1**

* *The change reflects changes in cash on the bank account used for the liquidity agreement*

Current financial assets	03/31/22 Gross	03/31/22 Impairment	03/31/22 Net	03/31/21 Net
Foreign exchange derivatives *	0.8	—	0.8	—
TOTAL	**0.8**	**–**	**0.8**	**–**

* *Derivatives whose market value at the year-end is positive are reported at fair value (level 2, IFRS 7 hierarchy, see analysis in note 46)*

Some financial assets are presented in more detail in specific notes:

- trade receivables in note 5;
- inventories in note 10.

ACCOUNTING PRINCIPLES

Financial assets include:

- short-term and long-term loans and advances;
- derivatives with a positive market value;
- short-term investment securities;
- positive cash flow;
- deposits and sureties;
- operating receivables.

Financial assets are presented as "non-current," except those with a maturity of less than 12 months from the year-end date. These are presented as "current assets" "cash management financial assets" or "cash equivalents".

Recognition and measurement of financial assets

In accordance with IFRS 9 – "Financial Instruments", financial assets held by the Group are analyzed according to the business model and their objectives:

- assets valued at amortized cost: financial assets held with a view to receiving contractual cash flows;
- assets valued at fair value: financial assets held for resale and with a view to receiving contractual cash flows.

Classification depends on the nature and objective of each financial asset; it is determined when first recognized.

The breakdown of financial assets by category is as follows:

IFRS 9	
Classification	**Ubisoft**
Assets at FV through profit or loss	■ Cash and equivalent: • demand deposits (paid or unpaid) • term deposits • short-term investments (SICAV/UCITS) • cash management financial assets (UCITS) ■ Fixed securities (non-consolidated) * ■ Minority financial investments
Option: Assets at fair value through OCI	■ Fixed securities (non-consolidated) *
Assets at amortized cost	■ Deposits and sureties ■ Grants ■ Trade receivables
Liabilities at amortized cost	■ Bank loans and overdrafts ■ Trade and other payables
Liabilities at FV through profit or loss	Not applicable to the Group

* *Case-by-case analysis according to the intent with which the securities are held*

Assets measured at amortized cost

These include security deposits and trade receivables.

These assets are recognized at amortized cost using the effective interest rate method. Impairment is recognized as of initial recognition in order to materialize 12-month expected credit losses, then a review is carried out at the end of each reporting period to analyze whether the risk has changed significantly and to set aside a provision for the expected credit losses over the residual life of the financial instrument, if any.

Assets measured at fair value

Cash and cash equivalents

Cash and cash equivalents include cash on hand and deposit accounts, money market UCITS, with maturity generally under three months, which can be easily liquidated or sold on very short notice, can be converted into cash and present negligible risks of change in value. Short-term investments are measured at net asset value at each statement of financial position date. Changes in this market value are recognized in net financial income.

Cash management financial assets

Cash management financial assets include units in UCITS invested with a short-term management horizon, that do not meet the criteria for qualifying as cash equivalents defined by IAS 7. They are measured and recognized at their fair value. Changes in value are recognized in profit or loss.

Purchases and sales of cash management financial assets are recognized at the transaction date.

Derivative financial instruments

The Group holds derivative financial instruments to manage its exposure to foreign exchange risks. To this end, Ubisoft Entertainment SA hedges these risks with forward purchase and sale agreements and currency options.

Derivatives are recognized at fair value and those with a positive market value are presented in financial assets. Changes in fair value are recognized in net financial income.

NOTE 39 CASH FLOW HEDGING AND OTHER DERIVATIVE INSTRUMENTS

Equity impacts of hedge accounting

The hedging reserve includes the effective and ineffective part of the cumulative net change in the fair value of cash flow hedge instruments attributable to hedged transactions that have not yet materialized. For hedged transactions that have materialized, the amounts are reclassified in income.

The portion reclassified under profit or loss is recognized under profit (loss) from ordinary operating activities for the effective portion and net financial income for the ineffective portion.

As at March 31, 2022, the hedge positions taken during the financial year were reclassified to profit or loss, so there was no impact on equity.

ACCOUNTING PRINCIPLES

Recognition and valuation of derivative financial instruments

The Group holds derivative financial instruments exclusively to manage its exposure to foreign exchange risks. To this end, Ubisoft Entertainment SA hedges these risks with forward purchase and sale agreements and currency options.

Derivatives are initially recorded at fair value; associated transaction costs are recognized in profit or loss when incurred. After initial recognition, derivatives are measured at fair value while resulting changes are recorded using the principles outlined below.

Cash flow hedging

Hedge accounting (Cash Flow Hedge model) is applied as part of the hedging policy decided by the Group and mainly concerns transactions in US Dollars and Canadian Dollars. Its strategy is to hedge only one financial year at a time, so the hedging horizon never exceeds 18 months.

Hedge accounting applies if:

- the hedging relationship is clearly defined and documented on the date it is established;
- the effectiveness of the hedging relationship is proven from the outset and for as long as it lasts.

Application of cash flow hedge accounting under IFRS 9 has the following consequences:

- the effective and ineffective portions of the change in fair value of the hedging instrument are recognized in other comprehensive income until the hedged item is recognized;
- when reclassified under profit or loss, the ineffective portion of the change in fair value is recognized in net financial income.

When the hedging instrument no longer meets the criteria for hedge accounting, reaches maturity, is sold, canceled or exercised, hedge accounting is no longer applied. The profit or loss accumulated is held in other comprehensive income until the completion of the planned transaction. When the hedged item is a non-financial asset, the profit or loss accumulated is removed from other comprehensive income and included in the initial cost. In other cases, related profits and losses that have been recognized directly in other comprehensive income are reclassified under net income for the period in which the hedged item impacts the result.

The fair value of assets, liabilities and derivatives is determined on the basis of market prices at the closing date.

Hierarchy and levels of fair value

In accordance with IFRS 7 (revised), financial assets and liabilities held by the Group and measured at fair value have been classified according to the fair value levels specified by the standard:

- Level 1: the fair value corresponds to the market value of instruments listed on an active market;
- Level 2: the fair value determined on the basis of observable data.

Note 46 specifies the fair value level for each category of assets and liabilities measured at fair value.

The Group did not carry out any transfers between levels 1 and 2 during the financial year.

6.1.2.18 Information relating to market risks and to the fair value of financial assets and liabilities

Over the course of its business, the Group may be more or less exposed to financial risks (notably interest rate, liquidity, foreign exchange and financing risk), counterparty risk and equity risk. The Group has put in place a policy for managing these risks, which is described below.

NOTE 40 INTEREST RATE RISK

Interest rate risk is mainly incurred through the Group's interest-bearing debt. This debt is essentially euro-denominated and centrally managed. Interest rate risk management is primarily designed to minimize the cost of the Group's borrowings and reduce exposure to this risk. For this purpose, the Group primarily uses fixed-rate loans for its long-term financing needs and variable-rate loans to finance specific needs relating to increases in working capital during particularly busy periods.

As at March 31, 2022, the Group's debt was mainly composed of bonds at fixed rates, loans, short-term negotiable securities (NEU CP) and bank overdrafts.

NOTE 41 LIQUIDITY RISK

To finance specific needs relating to increases in working capital during particularly busy periods, the Group had the following as at March 31, 2022:

- unused credit lines for €370 million (see Commitments received, note 54);
- funding obtained including short-term negotiable securities (NEU CP) for €37.0 million (on a program of a maximum amount of €300 million), an OCEANE issued for €500 million, two bonds of respectively €500 million and €600 million and a Schuldschein-type loan for €50 million.

Analysis of financial liabilities by maturity

	03/31/22		Schedule			
	Carrying amount	Total contractual cash flows	< 1 year	1 to 2 years	2 to 5 years	> 5 years
Current and non-current financial liabilities						
Bank borrowings	50.5	53.7	0.6	—	49.9	—
Commercial papers	37.0	37.0	37.0	—	—	—
Bonds	1,586.6	1,635.0	502.6	—	485.9	598.2
Borrowings resulting from the restatement of leases (finance leases and operating leases)	334.9	336.2	48.5	41.0	120.0	125.4
Trade payables (1)	156.6	156.6	156.6	—	—	—
Other operating liabilities (2)	681.9	681.9	423.7	165.9	92.3	—
Current tax liabilities	28.1	28.1	28.1	—	—	—
Cash liabilities	60.9	60.9	60.9	—	—	—
Derivative liabilities						
Foreign exchange derivatives	0.1	35.9	0.1	—	—	—
TOTAL	**2,936.6**	**3,025.4**	**1,258.1**	**206.8**	**748.1**	**723.6**

(1) Liabilities are presented at the closing exchange rate, while variable-rate interest is calculated based on the closing spot rate
(2) Other operating liabilities at more than one year are mainly related to the deferred payments of consideration transferred as part of business combinations

NOTE 42 COVENANTS

Under the terms of the syndicated loan and bilateral lines, the Company is required to comply with the following financial ratios (covenants):

Consolidated IFRS annual financial statements	Ratio
Net debt restated for assigned receivables/equity restated for goodwill <	0.80
Net debt restated for assigned receivables/EBITDA <	1.50

As at March 31, 2022, the Company was compliant with all these ratios and expects to remain so during the 2022-2023 financial year.

Other borrowings are not governed by covenants.

NOTE 43 FOREIGN EXCHANGE RISK

Given its international presence, the Group is exposed to foreign exchange risk on its cash flows from operating activities and on its investments in foreign subsidiaries.

The Group only hedges its exposures on operating cash flows in the main significant foreign currencies.

The Group first uses natural hedges provided by transactions in the other direction (development costs in foreign currency offset by royalties from subsidiaries in the same currency). The parent company uses foreign currency borrowings, futures or foreign exchange options to hedge any residual exposures and noncommercial transactions (such as inter-company loans in foreign currencies).

Derivatives for which documentation on the hedging relationship does not meet the requirements of IFRS 9 are not referred to as hedging instruments.

As at March 31, 2022, foreign exchange financial transactions are classified as cash flow hedges under IFRS 9.

Hedging commitments are made by the parent company's Treasury Department in France. No hedging is taken out directly at subsidiaries in France or abroad.

The Group uses foreign currency derivatives, measured at fair value, only with standard banking institutions. These are top tier banking institutions. As a result, the "Credit Value Adjustment" (entity's own risk) is deemed to be immaterial.

At closing, the fair value of foreign exchange derivatives is as follows:

	03/31/22			03/31/21		
	USD	CAD	GBP	USD	CAD	GBP
Forward hedges *	0.7	—	—	—	—	—
FOREIGN EXCHANGE DERIVATIVES QUALIFYING AS HEDGES	**0.7**	**–**	**–**	**–**	**–**	**–**
of which in fair value (impact on income)	**0.7**	**–**	**–**	**–**	**–**	**–**
of which in cash flow hedge (impact on OCI)	**–**	**–**	**–**	**–**	**–**	**–**

* *Mark-to-market, level 2 in the fair value hierarchy under IFRS 7*

Nominal amount of hedges	Subscription date	Maturity date	Hedged price	Type of instrument
35 MUSD	March 2022	April 2022	1.0972	Forward sale
40 MUSD	March 2022	April 2022	1.0972	Forward sale
40 MUSD	March 2022	April 2022	1.1129	Forward sale

The amount of ineffective derivative instruments qualifying for hedge accounting under IFRS 9 is recognized in net financial income.

Exposure to foreign exchange risk

(in millions of currency units)	USD	GBP	CAD
Net position before management *	1.1	—	(0.7)
Forward foreign exchange contracts	—	—	—
Net position after management	1.1	—	(0.7)

* *Estimated transaction position from any operation triggering a payment or future earnings maturing in 2022-2023*

Impact of a variation of +/-1% in the main currencies on sales and operating income

Currency	Impact on sales	Impact on operating income
USD	8.6	7.4
GBP	0.4	(0.2)
CAD	0.5	(4.2)

Impact of a +/-1% fluctuation in the main currencies on goodwill and brands

Currency	Impact on equity
USD	0.3
GBP	0.4

NOTE 44 CREDIT AND COUNTERPARTY RISK

		03/31/22			03/31/21
	Notes	Carrying amount	Provisions	Net carrying amount	Net carrying amount
Trade receivables	5	473.2	2.2	471.0	342.7
Other current trade receivables	32	208.1		208.1	260.6
Foreign exchange derivatives	38	0.8		0.8	—
Current tax assets		48.0		48.0	45.7
Cash management financial assets	37	—		—	239.9
Cash and cash equivalents	37	1,452.5		1,452.5	1,627.7

Exposure to credit risk

Credit risk reflects the risk of financial loss to the Group in the event that a client or counterparty to a financial asset (see Counterparty risk) fails to meet its contractual obligations. This risk is mainly incurred on trade receivables and investment securities.

The Group's exposure to credit risk is mainly influenced by client-specific factors. The statistical profile of clients, notably including the risk of bankruptcy for each sector of activity and country in which clients operate, has no real influence on credit risk.

Ubisoft's main clients are spread out worldwide. They are structured in particular by:

- digital distributors (representing 80.6% of the total sales of the Group):

  In the digital market, there are few clients, but with worldwide distribution. The Company considers that given the quality of the counterparties, the counterparty risk on digital sales is limited;
- physical distributors (representing 15.0% of the total sales of the Group):

  In order to protect itself against the risks of non-payment, the Group has set up a global risk pooling policy that covered 94% of Group physical sales at the end of March 2022.

Exposure to counterparty risk

All cash must remain highly liquid by limiting capital risk exposure as much as possible. This should therefore be invested in products with a high degree of security, very low volatility and a negligible risk of changes in value. All instruments in which the Group invests meet the requirements of IFRS 7.

For instance, some prudential rules must be respected for the Group's cash investments:

- never hold more than 5% of a fund's assets;
- never invest more than 20% of total cash in the same vehicle.

The Group diversifies its investments with top tier counterparties and money market instruments with a maturity of less than three months.

As at March 31, 2022, investments consisted of UCITS, term accounts and deposits, and interest-bearing accounts.

NOTE 45 EQUITY MARKET RISK

Risk to the Company's shares

In accordance with its share buyback policy and under the authorization granted by the General Meeting, the Company may decide to buy back its own shares. The fluctuations in the price of own shares bought in this way have no impact on the Group's results. Own shares are deducted from equity at cost of sale.

Legal framework

The Combined General Meeting of July 1, 2021 renewed the authorizations previously granted to the Board of directors allowing the Company, in accordance with article L. 225-209 of the French commercial code, to:

General Meeting Resolution	Purpose	Duration of authorization
21st resolution	Buy back or have bought back by the Company its own shares	18 months
22nd resolution	Reduce the capital by cancelation of shares	18 months

As at March 20, 2018, Ubisoft Entertainment SA signed a prepaid forward agreement with CACIB, as well as an amendment on September 15, 2020, for 3,445,454 of its own shares, settled by the delivery of securities maturing in 2024 or in advance at a price of €66.

According to IAS 32, this agreement is classified as an equity instrument that reduces the Group's equity.

Ubisoft Entertainment SA signed a liquidity agreement with EXANE BNP PARIBAS that came into force on January 1, 2019.

As at March 31, 2022, the Company held 2,449,019 own shares with a value of €100.6 million.

Risk to the Company's other shareholdings

The Group does not hold any significant shareholdings in non-consolidated companies.

NOTE 46 FAIR VALUE HIERARCHIES OF FINANCIAL ASSETS AND LIABILITIES

Reconciliation by accounting class and category

			03/31/22		03/31/21	
	Notes	IFRS 7 hierarchy	Amortized cost	Fair value	Amortized cost	Fair value
Assets at fair value through profit or loss						
Foreign exchange derivatives	38	2		0.8		—
Other long-term financial assets	38	2		42.8		6.3
Net investment securities	37	1		199.0		351.0
Cash management financial assets	37	1		—		239.9
Cash	37		1,253.6		1,276.7	
Assets at fair value through OCI *						
Equity investments in non-consolidated companies	38	2		—		—
Assets at their amortized cost						
Trade receivables	5		471.0		342.7	
Other operating receivables	32/12		208.1		260.6	
Current tax assets			48.0		45.7	
Deposits and sureties	38		9.3		9.6	
Other non-current receivables	38		0.2		0.2	
Liabilities at fair value through profit or loss						
Foreign exchange derivatives	37	2		(0.1)		—
Other operating liabilities	6/34			(66.5)		(51.6)
Liabilities at fair value through OCI						
Other operating liabilities	6/34			(1.8)		(5.1)
Liabilities at their amortized cost						
Borrowings	37		(2,070.1)		(2,094.9)	
Trade payables	11/26		(156.6)		(152.0)	
Other operating liabilities	6/34		(613.7)		(715.6)	
Current tax liabilities			(28.1)		(15.8)	

* *OCI (Other Comprehensive Income) corresponds to other comprehensive income*

No changes in the fair value hierarchy have been carried out in the measurement of assets and liabilities over the past year.

6.1.2.19 Equity

NOTE 47 CAPITAL

As at March 31, 2022, the capital of Ubisoft Entertainment SA was €9,705,642.9 divided into 125,234,102 shares with a par value of €0.0775.

A double voting right compared to the voting right attached to the other shares, given the proportion of the share capital they represent, is allocated to all fully paid-up shares registered in the name of the same shareholder for at least two years.

Preference shares have no voting rights.

NOTE 48 NUMBER OF UBISOFT ENTERTAINMENT SA SHARES

As at 04/01/21	123,566,676
Exercise of subscription options	320,198
Reserved capital increases (employee share ownership)	1,354,140
Final vesting of free preference shares	320
Cancelation of preference shares	(7,232)
AS AT 03/31/22	**125,234,102**

The maximum number of shares to be created is 8,719,458:

- 1,009,938 through the exercise of stock options;
- 3,347,661 through the grant of free shares;
- 4,361,859 through the conversion of OCEANE into shares.

The details of stock options and free share grants are given in note 15.

NOTE 49 DIVIDENDS

No dividend was paid in respect of net income for the year ended March 31, 2021.

NOTE 50 OWN SHARES

Occasionally, in accordance with the legal framework, the Group buys its own shares on the market.

As at March 31, 2022, the Company held 2,449,019 own shares, recognized as a deduction to equity:

	03/31/22		03/31/21	
Own shares by objective	**Number of shares**	**Valuation** *(in € millions)*	**Number of shares**	**Valuation** *(in € millions)*
Liquidity agreement	77,968	3.1	82,880	5.3
Employee stock ownership coverage	2,371,051	97.5	402,865	26.3
TOTAL	**2,449,019**	**100.6**	**485,745**	**31.6**

In accordance with the extension of the prepaid forward agreement entered into with CACIB for 3,445,454 of its own shares, the Group may settle this agreement through the delivery of securities due in 2024 or earlier at the price of €66.

According to IAS 32, this agreement is classified as an equity instrument that reduces the Group's equity.

NOTE 51 TRANSLATION RESERVE

The translation reserve includes all foreign exchange gains and losses resulting from the translation of the financial statements of foreign subsidiaries.

The foreign exchange gains and losses in "Equity attributable to owners of the parent company" stood at €39.1 million between March 31, 2021 and March 31, 2022. This change is due primarily to the following foreign currencies:

Devise	Closing rate 03/31/22	Closing rate 03/31/21	Impact 03/31/22	Impact 03/31/21
USD	1.110	1.173	(0.6)	(4.8)
CAD	1.390	1.478	34.0	24.9
GBP	0.846	0.852	0.7	3.8
SGD	1.503	1.577	1.0	(0.1)
JPY	135.170	129.910	(0.3)	(0.7)
CNY	7.040	7.681	3.6	0.5
Other			0.8	(0.6)
TOTAL			**39.1**	**23.0**

ACCOUNTING PRINCIPLES

The operating currency of Ubisoft group's foreign subsidiaries is their local currency, in which they record most of their transactions. The assets and liabilities of Group companies whose operating currency is not the euro are translated into euros at the exchange rate prevailing at the end of the accounting period.

The income and expenses of these companies, along with their cash flows, are translated at the average exchange rate over the year. Differences arising from this translation are recognized directly in consolidated equity, as a separate item under "foreign exchange gains and losses".

Goodwill and fair value adjustments resulting from the acquisition of a foreign entity are considered to belong to the foreign entity and are therefore expressed in the entity's operating currency. They are translated at the closing rate prevailing at the end of the accounting period.

The Group does not operate in countries suffering from hyperinflation.

NOTE 52 NON-CONTROLLING INTERESTS

	03/31/22	03/31/21
Net income attributable to non-controlling interests		
of which the Green Panda Games Group	*(0.3)*	*0.2*
*of which Kolibri Games **	*0.7*	*1.9*
TOTAL SHARE OF PROFIT OR LOSS ATTRIBUTABLE TO NON-CONTROLLING INTERESTS	**0.4**	**2.1**

	03/31/22	03/31/21
Equity attributable to non-controlling interests		
of which the Green Panda Games Group	*2.0*	*2.3*
*of which Kolibri Games **	*—*	*7.0*
TOTAL OF EQUITY ATTRIBUTABLE TO NON-CONTROLLING INTERESTS	**2.0**	**9.3**

* *25% non-controlling investment as at March 31, 2021. As at 31 March 2022, the Group held 100% of Kolibri Games*

NOTE 53 EARNINGS PER SHARE

PROFIT OR LOSS ATTRIBUTABLE TO OWNERS OF THE PARENT COMPANY AS AT MARCH 31, 2022	**79.1**
Weighted average number of shares in circulation	119,608,218
Dilutive shares	7,712,517
Stock options	*2,997*
Free share grants	*3,347,661*
OCEANE	*4,361,859*
Weighted average number of shares after exercise of rights of dilutive instruments	127,320,735
NET EARNINGS PER SHARE AS AT MARCH 31, 2022 *(in euros)*	**0.66**
DILUTED EARNINGS PER SHARE AS AT MARCH 31, 2022 *(in euros)*	**0.65**

ACCOUNTING PRINCIPLES

Methods of calculating earnings per share

Earnings per share

Basic earnings per share are equal to net earnings divided by the weighted average number of shares in circulation less own shares.

Diluted earnings per share

Diluted earnings per share are equal to:

- net earnings before dilution, plus the after-tax amount of any savings in financial expenses resulting from the conversion of the dilutive instruments divided by;
- the weighted average number of ordinary shares in circulation, less own shares, plus the number of shares that would be created as a result of the conversion of instruments convertible into shares and the exercise of rights.

6.1.2.20 Unrecognized contractual commitments

NOTE 54 OFF-STATEMENT OF FINANCIAL POSITION COMMITMENTS RELATED TO THE FINANCING OF THE COMPANY

Off-balance sheet commitments related to Company financing

Summary

	03/31/22	03/31/21
Commitments given by Ubisoft Entertainment SA		
Financial guarantees	123.9	110.8
Commitments received by Ubisoft Entertainment SA		
Lines of credit received and not used	369.8	369.3

Breakdown of commitments of over €10 million

	Expiry date	03/31/22
Commitments given by Ubisoft Entertainment SA		
Financial guarantees		
Ubisoft Blue Byte GmbH	07/17/31	26.2
Ubisoft Toronto Inc.	04/30/31	34.4
Ubisoft Srl	07/18/29	15.9
Ubisoft Emirates FZ-LLC	01/13/23	11.6
Commitments received by Ubisoft Entertainment SA		
Lines of credit received and not used		
Syndicated loan	07/18/24	300.0
Committed lines of credit	06/24/22	10.0
Bank credit facilities		23.0

Off-statement of financial position commitments related to hedging instruments

Summary

	03/31/22	03/31/21
Foreign exchange hedges *	104.3	21.3

* *Fair value measured at the guaranteed price*

NOTE 55 OFF-STATEMENT OF FINANCIAL POSITION COMMITMENTS TO EMPLOYEES OF THE GROUP

To ensure the stability of Ubisoft's operations, 0.3% of the Group's employees as at March 31, 2022 benefited from amendments to their employment contracts between June and September 2016: in the event of a change of control, and at the initiative of the employee or the Company, beneficiaries will be able to receive compensation within a period not exceeding two years after the change of control.

The estimated maximum amount of benefits to be paid would be approximately €40 million gross.

NOTE 56 LEASES

The commitments mainly include real estate leases relating to leases for which the underlying asset will be available after March 31, 2022.

The amount of the associated lease liability would be around €1.2 million.

NOTE 57 OTHER COMMITMENTS

Long-term investments

Investments are made in technologies that are or could be used in the Ubisoft ecosystem (game analytics, advertising, streaming, etc.) as well as in software or services related to video games with high growth potential (e-Sports, blockchain, cloud, etc.). The residual financial commitment was €12.9 million as at March 31, 2022.

Earn-out for the Tom Clancy brand

The acquisition contract relative to the right to use the Tom Clancy brand provides for the payment of an earn-out, according to the achievement of an annual sales figure.

No trigger threshold was reached during the 2021-2022 financial year.

Green Panda Games purchase agreements

The majority equity investment of the Group in the capital of Green Panda Games is accompanied by two purchase options granted to the Group, which may be exercised according to a period defined in the shareholders' agreement.

For Ubisoft, the options correspond to a right, and not an obligation, to acquire the remaining shares at fair value without the non-controlling shareholders being able to object to this.

6.1.2.21 Events after the reporting period

None

6.1.2.22 Professional fees of the Statutory Auditors and members of their networks

	KPMG			
	Amount (excluding tax)		%	
	2021-2022	2020-2021	2021-2022	2020-2021
Statutory audit, certification, and review of the separate and consolidated financial statements				
■ Issuer	0.3	0.3	36%	37%
■ Fully consolidated subsidiaries	0.5	0.4	55%	50%
Services other than audit of the financial statements *				
■ Issuer	0.1	0.1	9%	13%
TOTAL	**0.8**	**0.8**	**100%**	**100%**

* *The services assigned to the Statutory Auditors other than audits of the financial statements concern services required by the laws and regulations and additional audit procedures*

	MAZARS			
	Amount (excluding tax)		%	
	2021-2022	2020-2021	2021-2022	2020-2021
Statutory audit, certification, and review of the separate and consolidated financial statements				
■ Issuer	0.3	0.3	40%	36%
■ Fully consolidated subsidiaries	0.3	0.4	54%	59%
Services other than audit of the financial statements *				
■ Issuer	0.0	0.0	6%	5%
TOTAL	**0.6**	**0.7**	**100%**	**100%**

* *The services assigned to the Statutory Auditors other than audits of the financial statements concern services required by the laws and regulations and additional audit procedures*

6.1.3 OTHER ACCOUNTING PRINCIPLES

Measurement bases

The consolidated financial statements were prepared using the historical cost method, with the exception of the following assets and liabilities, which were measured at fair value: derivative financial instruments, financial instruments held for trading and available-for-sale financial assets.

Operating and presentation currency

The consolidated financial statements are presented in euros, which is the parent company's operating currency.

Consolidation principles

Subsidiaries

A subsidiary is defined as an entity controlled by Ubisoft Entertainment SA.

Control of an entity is based on three criteria:

- power over the entity, *i.e.* the ability to manage the operations that have the most impact on its profitability;
- exposure to the variable returns of the entity, which may be positive (e.g. dividends or any other economic benefit), or negative;
- and the relationship between the power and these returns, *i.e.* the ability to exercise power over the entity in such a way as to influence the returns achieved.

In practice, the companies in which the Group directly or indirectly owns the majority of voting rights, conferring upon it the power to manage their operational and financial policies, are generally considered controlled and thus consolidated according to the full consolidation method.

In order to determine control, Ubisoft Entertainment performs an in-depth analysis of the established governance arrangements and an analysis of the rights held by other shareholders.

Ubisoft consolidates special purpose entities in which the Company does not hold a direct or indirect interest but that it controls in substance.

The financial statements of subsidiaries are included in the consolidated financial statements from the date on which control is obtained to the date at which such control ends.

If necessary, the accounting principles of subsidiaries are amended to align them with those adopted by the Group.

Transactions eliminated in the consolidated financial statements

Statement of financial position amounts and income and expenses resulting from intra-group transactions are eliminated during the preparation of the consolidated financial statements.

Gains resulting from transactions with associates are eliminated for the Group's percentage interest in the Company.

Losses are eliminated, but only to the extent that they are not indicative of impairment.

Translation of transactions denominated in foreign currencies

Transactions denominated in foreign currencies are translated by applying the exchange rate prevailing on the date of the transaction.

At the closing date, all money market assets and liabilities denominated in foreign currencies (excluding derivatives) are translated into euros at the closing exchange rate. Any resulting foreign exchange gains and losses are recorded in the income statement.

Non-money market assets and liabilities denominated in foreign currencies are recorded at the exchange rate prevailing on the date of the transaction.

Derivatives are measured and recognized in accordance with the methods described in the note on financial instruments.

Investments in associates

Investments in associates include the Group's share of the equity held in companies accounted for under the equity method, together with any related goodwill.

Operating profit (loss) and profit (loss) from ordinary operating activities

Operating profit (loss) includes all revenues and costs directly linked to Group operations, whether these revenues and costs are recurrent or resulting from one-off decisions or operations. Extraordinary items, defined as revenues and expenses that are unusual in their frequency, nature and/or amount, belong to operating profit (loss). Profit (loss) from ordinary operating activities is equal to operating profit (loss) before inclusion of items whose amount and/or frequency are unpredictable by nature.

6.2 STATUTORY AUDITORS' REPORT ON THE CONSOLIDATED FINANCIAL STATEMENTS

This is a free translation into English of one of the statutory auditors' report on the consolidated financial statements issued in French language and it is provided solely for the convenience of English speaking readers.
This report should be read in conjunction with, and construed in accordance with French law and professional auditing standards applicable in France.

Financial year ended March 31, 2022

To the General Meeting of the company Ubisoft Entertainment,

OPINION

As mandated by your General Meetings, we conducted the audit of the consolidated financial statements of Ubisoft Entertainment in respect of the financial year ended March 31, 2022, as attached to this report.

We hereby certify that, from the standpoint of IFRS standards as adopted in the European Union, the consolidated financial statements give a true and fair view of the operations for the financial year just ended, as well as the assets, financial position and results of the Group comprising the consolidated persons and entities.

The opinion formulated above is consistent with the content of our report to the Audit Committee.

BASIS FOR THE OPINION

Audit Guidelines

We conducted our audit in accordance with accepted professional standards in France. It is our view that the elements that we collected are sufficient and adapted to base our opinion.

Our responsibilities under these standards are indicated in the section "Responsibilities of the Statutory Auditors relating to the audit of the consolidated financial statements" in this report.

Independence

We conducted our audit in accordance with the rules of independence provided for in the French commercial code and the Statutory Auditor's professional code of ethics, over the period from April 1, 2021 to the date of issue of our report, and notably, did not provide any services prohibited by Article 5, paragraph 1 of the Regulation (EU) 537/2014.

BASIS FOR OUR ASSESSMENT – KEY POINTS OF THE AUDIT

The global crisis linked to the Covid-19 pandemic created special conditions for the preparation and audit of the financial statements for this financial year. This crisis and the exceptional measures taken as part of the state of health emergency had multiple consequences for companies, particularly on their activity and financing, as well as increased uncertainty about their future prospects. Some of these measures, such as travel restrictions and remote working, have also had an impact on the internal organization of companies and the way in which audits are carried out.

It is in this complex and evolving context that, pursuant to the provisions of Articles L. 823-9 and R. 823-7 of the French commercial code regarding the basis for our assessments, we call your attention to the key points of the audit regarding the risks of material misstatements which, in our professional judgment, were the most significant for the audit of the consolidated financial statements for the financial year, together with the responses we provided to these risks.

Our assessments were made within the context of our audit of the consolidated financial statements as a whole, and provided a basis for the opinion expressed previously. We do not express an opinion on the items in the consolidated financial statements taken separately.

Assessment of the commercial software developed internally – impairment tests

Note 22 of the notes to the consolidates financial statements

Risk identified	Response provided
As at March 31, 2022, the net carrying amount for the commercial software developed internally amounted to €1,712 million for a total statement of financial position of €4,959 million. The intangible assets resulting from the development of commercial software, once released, are amortized on a straight-line basis starting on the commercial release date for a duration of 1 to 8 years. Moreover, as indicated in note 22 "Inventory value and changes in other intangible assets during the financial year", in the notes to the consolidated financial statements, the Group subjects the released commercial software to an impairment test at each closing date. Commercial software in production with a planned release date within 12 months after the closing date, or for which an impairment loss indicator is identified is also subject to an impairment test. These tests involve comparing the net carrying amount of the commercial software (after normally recognized linear depreciation) to the expected future cash flows from the sale of the game. Impairment is recognized if the value-in-use is lower than the net carrying amount of the commercial software. We have considered the impairment tests on commercial software developed internally as a key point of the audit, given the particularly significant amount and the significant degree of judgment required by the Group to determine the value-in-use bases on forecasts of discounted cash flows for which achievement is inherently uncertain.	We have examined the procedures for conducting these impairment tests. Our work notably consisted in: (1) taking note of the internal control relating to the implementation of these impairment tests and testing by sampling the key controls implemented by the Group for these processes. Our procedure tests consisted in: • assessing the implementation of editorial control by the Group ' s management team, • assessing the portfolio review of software in production which aims to control the exhaustive accounting translation of editorial discontinuation decisions, • ensuring that the Board of directors has approved the 3 year business plan; (2) our substance tests mainly consisted in: • conducting a retrospective analysis of the impairment tests carried out by the Group over the previous financial years, • comparing sales and profitability forecasts for the commercial software used in the impairment tests with those underlying the Group 's 3 year business plan approved by the Board of directors, • assessing the consistency of the future sales forecasts with regard to available data or comparables (previous opus within the same franchise, another similar commercial software with the same comparable levels of functions, taking into account the level of pre-orders for example). We also assessed the relevant nature of the information provided in note 22 "Inventory value and changes in other intangible assets during the financial year" in the notes to the consolidated financial statements.

Assessment of goodwill and brands
Notes 17 à 23 of the notes to the consolidated financial statements

Risk identified	Response provided
Goodwill and brands present significant net carrying amounts at March 31,2022 of respectively €132 million and €57 million. All brands indicated as assets in the Group 's statement of financial position have an indefinite life. At least once a year, and more regularly in the event of impairment loss indicators, the Group ensures that the net carrying amount of these assets does not exceed their recoverable value. The procedures for the impairment tests implemented by the Group are described in notes 20 (Goodwill) and 22 (Brands) in the notes to the consolidated financial statements; they include a significant number of judgments and assumptions, notably covering: • future cash fl ow forecasts; • the perpetuity growth rates selected for the forecast flows; • the discount rate applied to the estimated cash flows. Consequently, a change in these assumptions would significantly affect the recoverable value of these assets and require an impairment to be recognized. We consider the assessment of goodwill and brands to be a key point of the audit, due to the high degree of judgment required by the Group in the choice of the assumptions required to determine their recoverable value, based on discounted cash fl ow forecasts for which achievement is inherently uncertain.	We have analyzed the compliance of the methodologies applied by the Group with current accounting standards, and specifically those used to estimate the recoverable value. (1) we have also conducted a critical assessment of the way in which this methodology is implemented, and have specifically: • assessed the effective implementation of the internal approval and validation process for the business plans prepared by the Group and used for the impairment tests, • checked the implementation of the reconciliation of the business plans used for the impairment tests with the Group business plan approved by the Board of directors, • tested the implementation of the consistency control between the enterprise value from the Group 's business plan with the stock market capitalization; (2) our substance tests mainly consisted in: • conducting a critical review of the business plans based notably on discussions with the Administration Department, • checking the arithmetical accuracy of the impairment tests of goodwill and brands, • analyzing the perpetuity growth rates and the discount rate of the future cash flows by our own experts, • measuring the sensitivity of the impairment tests to the discount rate and growth rate of sales, • assessing the relevant nature of the information provided in the notes to the consolidated financial statements.

Assessment of revenue from sales of video games including a "Live Service" type component and on licensing and distribution agreements

Notes 4 and 6 of the notes to the consolidated financial statements

Risk identified	Response provided
As part of its video game production and distribution activities, Ubisoft Group generates its revenue mainly from: • sales of video games without associated services (Digital and Retail); • sales of video games including a "Live Services" online functionality; • license contracts and distribution contracts relating to video games or works of cinema. As at March 31, 2022, deferred income related to the application of IFRS 15 amounted to €293 million. The application of IFRS 15 had an impact on the recognition of revenue from the sales of video games including a "Live Services" type "service" component. Ubisoft identifies two obligations on these types of games: • an initial obligation associated with the digital or physical delivery of the content, where revenue associated with this initial obligation shall be recognized at the date of delivery of the content; • a performance obligation corresponding to the provision of a set of services to the end user (the player) including in particular rights over unspecified future content (updates, corrections, improvements, maintenance and potentially any delivery of free content) and functionalities enabling online access to this content. The revenue associated with this service obligation is recognized in accordance with a linear spread profile over the expected lifetime of the game for final users. The modalities for calculating the weight of the "service" component, the amount of revenue to defer and its estimated duration are complex and require judgments and estimates according to the game categories and the level of online service that the player benefits from. IFRS 15 also had an impact on the recognition of license and distribution agreements signed with third-party customers. The standard proposes an analysis grid on licenses (both for video games and cinema works), which notably separates the right of access (recognition of revenue over time) and the right of use (recognition of revenue when the licensed content is transferred to the customer). The application modalities for the accounting standards with regard to these agreements may be complex and require judgments and estimates. Given the complexity of the IT systems and the judgments and estimates that enter into the calculation of revenue, we have considered that the assessment of revenue from the sales of video games including a "Live Services" type component and for license and distribution agreements is a key point of our audit.	We have taken into account the high level of integration of the different information systems involved in the recognition of revenue, by including in our team members with specific skills in information systems and by testing the design, implementation and effectiveness of the automated key controls in the systems that affect recognition of sales. As part of our work on the "Live Services" type "service" component, our work notably consisted in: • analyzing the modalities used by the Group to recognize revenue; • identifying the different contracts in force within Ubisoft Group; • identifying and analyzing the different implicit and explicit service obligations within these contracts, in order to determine the transaction price; • analyzing the management rules applied by the Group to allocate the selected transaction price, and assessing whether these defined rules are applied correctly; • assessing compliance of the main judgments and estimates selected associated with the calculation of the weighting of the Service component and its duration; • recalculating in a comprehensive way the impact of the expected closing balance in application of the management rules defined by the Group, by including our IT experts in the approach; • comparing our own estimates of the revenue to be recognized for the financial year with the recognized sales. With regard to significant distribution and license contracts signed with third-party customers, our work notably consisted in: • examining all contractual documentation and the analyses carried out by Ubisoft Group's management team; • identifying and analyzing the different service obligations within these contracts; • examining the accounting treatment applied; • appraising the main judgments and estimates made. We also appraised the appropriate nature of the information presented in notes 4 and 6 of the notes to the consolidated financial statements.

SPECIFIC VERIFICATIONS

In accordance with the professional standards applicable in France, we have also carried out the specific verifications required by regulatory and legal texts of the information on the Group provided in the Board of directors' management report.

We have no matters to report regarding the accuracy of this information and its consistency with the consolidated financial statements.

We certify that the consolidated Statement of non-financial performance stipulated in Article L. 225-102-1 of the French commercial code is included in the information on the Group provided in the management report, it being specified that, in accordance with the provisions of Article L. 823-10 of this code, we have not verified the true and fair nature of the information contained in this Statement or its consistency with the consolidated financial statements, and this information should be subject to a report by an independent third-party organization.

OTHER VERIFICATIONS OR INFORMATION REQUIRED BY LEGAL AND REGULATORY TEXTS

Format of the consolidated financial statements intended to be included in the annual financial report

We have also verified, in accordance with the professional standards on the due diligence of the Statutory Auditors relating to the annual and consolidated financial statements presented according to the single European electronic information format, compliance with this format defined by Delegated European Regulation 2019/815 of December 17, 2018 in the presentation of the consolidated financial statements intended to be included in the annual financial report mentioned in I of Article L. 451-1-2 of the French monetary and financial code, prepared under the responsibility of the Chairman and Chief Executive Officer. In the case of the consolidated financial statements, our procedures include verifying that the markup of these financial statements complies with the format defined by the aforementioned regulation.

On the basis of our work, we conclude that the presentation of the consolidated financial statements intended to be included in the annual financial report respects, in all material respects, the single European electronic information format.

It is not our responsibility to verify that the consolidated financial statements that will be included by your Company in the annual financial report filed with the AMF correspond to those on which we conducted our work.

Appointment of the Statutory Auditors

We were appointed as Statutory Auditors for Ubisoft Entertainment by your General Meetings of June 27, 2003 for KPMG Audit and of September 29, 2016 for MAZARS.

As at March 31, 2022, KPMG Audit was in its 19th uninterrupted year of office and MAZARS in its 6th year of office.

Responsibilities of management and those charged with corporate governance for the consolidated financial statements

The management team is responsible for preparing consolidated financial statements that present a true and fair view, in accordance with the IFRS as adopted by the European Union, and implementing the internal control it considers necessary for preparing consolidated financial statements that do not include material misstatements, resulting either from fraud or errors.

When preparing the consolidated financial statements, the management team is responsible for assessing the Company's ability to continue its operations, and presenting in these financial statements, if applicable, the information on the continuation of operations, and applying the accounting going-concern convention, unless it plans to liquidate the Company or cease its activity.

The Audit Committee is responsible for monitoring the financial information preparation process and the efficiency of the internal control and risk management systems, as well as, if applicable, internal audit, with respect to the procedures for the preparation and processing of accounting and financial information.

The consolidated financial statements have been approved by the Board of directors.

RESPONSIBILITIES OF THE STATUTORY AUDITORS RELATING TO THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS

Audit objective and approach

We are responsible for preparing a report on the consolidated financial statements. Our aim is to obtain reasonable assurance that the consolidated financial statements taken as a whole do not include material misstatements. Reasonable assurance corresponds to a high level of assurance, without, however, guaranteeing that an audit conducted in accordance with professional standards would systematically detect all material misstatements. Misstatements from fraud or resulting from errors are considered to be material when we can reasonably expect that they may, taken individually or cumulatively, influence economic decisions that users of the financial statements may take based on them.

As specified in Article L. 823-10-1 of the French commercial code, our assignment to certify the financial statements does not consist in guaranteeing the viability or the management quality of your Company.

As part of an audit conducted in accordance with the professional standards applicable in France, the Statutory Auditor exercises his/her professional judgment throughout the audit. Moreover:

- he/she identifies and assesses the risks that the consolidated financial statements include material misstatements from fraud or resulting from errors, defines and implements audit procedures faced with these risks and collects the elements that he/she considers sufficient and appropriate on which to base his/her opinion. The risk of non-detection of a material misstatement resulting from fraud is higher than that of a misstatement resulting from an error, as the fraud may involve collusion, falsification, voluntary omissions, false declarations or circumvention of internal control;
- he/she takes note of the relevant internal control for the audit in order to define the relevant audit procedures, and not with the aim of expressing an opinion on the effectiveness of the internal control;
- he/she assesses the appropriate nature of the selected accounting principles and the reasonable nature of the accounting estimates made by the management team, as well as the information on them provided in the consolidated financial statements;
- he/she assesses the relevant nature of the application of the going-concern accounting convention by the management team, and, depending on the elements collected, the existence of a significant uncertainty with regard to the events or circumstances likely to call into question the Company's ability to continue its operations. This assessment is based on the elements collected up to the date of his/her report, it being recalled that subsequent circumstances or events may call into question the continuation of operations. If he/she concludes that there is a significant uncertainty, he/she calls the readers' attention to the information provided in the consolidated financial statements on the subject of this uncertainty, or, if this information is not provided or is not relevant, he/she formulates a certification with reserves or refuses to certify;
- he/she assesses the overall presentation of the consolidated financial statements and assesses if the consolidated financial statements reflect the underlying operations and events, in order to provide a true and fair view;
- with regard to the financial information of the scope of consolidation comprising the consolidated persons and entities, he/she collects the elements that he/she considers sufficient and appropriate in order to express an opinion on the consolidated financial statements. He/she is responsible for managing, supervising and conducting the audit of the consolidated financial statements as well as the opinion expressed on these financial statements.

Report to the Audit Committee

We provide a report to the Audit Committee presenting notably the scope of the audit work and the work program implemented, as well as the conclusions resulting from our work. We also draw its attention, if applicable, to the significant weaknesses of the internal control that we have identified with respect to the procedures for the preparation and processing of accounting and financial information.

Amongst the elements communicated to the Audit Committee are the risks of material misstatements that we have considered to be the most important for the audit of the consolidated financial statements, and that constitute as such the key points of the audit, which we are responsible for describing in this report.

We also provide the Audit Committee with the declaration provided for by Article 6 of Regulation (EU) 537/2014 confirming our independence under the meaning of the rules applicable in France as set notably by Articles L. 822-10 to L. 822-14 of the French commercial code, and the Statutory Auditors' code of ethics. If applicable, we discuss with the Audit Committee the risks weighing on our independence and the safeguard measures applied.

Nantes and Vannes, May 31, 2022

Statutory Auditors

KPMG S.A.	**MAZARS**
Gwenaël CHÉDALEUX	**Julien MAULAVÉ**
Partner	Partner

6.3 SEPARATE FINANCIAL STATEMENTS OF UBISOFT ENTERTAINMENT SA FOR THE YEAR ENDED MARCH 31, 2022

6.3.1 SUMMARY STATEMENTS

Balance Sheet

Assets

(in € millions)	Notes	Gross	Depreciation and amortization/ impairment	03/31/22 Net	03/31/21 Net
Intangible assets	19	3,083.5	1,191.0	1,892.5	1,460.6
Property, plant and equipment	21	17.4	6.5	10.9	9.5
Non-current financial assets	23	824.0	303.2	520.8	527.8
Non-current assets		**3,924.9**	**1,500.8**	**2,424.1**	**1,997.9**
Advances and prepayments made	11	30.8	—	30.8	26.5
Trade receivables	5	385.0	—	385.0	248.6
Other receivables	6	156.7	—	156.7	120.8
Investment securities	24	313.1	16.7	296.4	617.0
Cash instruments	24	385.4	—	385.4	369.6
Cash	24	459.5	—	459.5	575.0
Current assets		**1,730.5**	**16.7**	**1,713.9**	**1,957.6**
Prepaid expenses and deferred charges	9	16.1	—	16.1	12.3
TOTAL ASSETS		**5,671.5**	**1,517.4**	**4,154.1**	**3,967.8**

Liabilities

(in € millions)	Notes	03/31/22	03/31/21
Share capital	29	9.7	9.6
Premiums		627.5	553.3
Reserves		215.6	215.6
Retained earnings loss		(315.6)	(301.1)
Financial year net income		(168.3)	(14.5)
Regulated provisions		1,382.0	1,157.0
Equity	**#N/A**	**1,751.0**	**1,619.8**
Provisions for risks	17	4.5	1.9
Borrowings (1) (2)	25	1,653.6	1,653.5
Other financial liabilities	25	359.8	343.5
Trade payables	12	299.6	277.0
Fiscal and social liabilities	15	5.4	5.6
Liabilities on non-current assets	15	0.1	0.3
Other liabilities	15	56.3	33.0
Liabilities		**2,374.7**	**2,313.0**
Prepaid expenses and deferred charges	16	24.0	33.1
TOTAL EQUITY AND LIABILITIES		**4,154.1**	**3,967.8**
(1) Including current portion of borrowings		*503.6*	*3.5*
(2) Including current bank credit facilities and bank credit balances		*0.1*	*0.1*

Income Statement

(in € millions)	Notes	03/31/22 (12 months)	03/31/21 (12 months)
Production for the period	3	2,210.0	2,176.9
Other operating income and reinvoiced costs *	4	518.8	418.4
Total operating income		**2,728.8**	**2,595.3**
Other purchases and external expenses	10	1,581.2	1,456.5
Taxes and duties		2.2	1.8
Personnel costs		1.1	1.9
Other expenses *		18.3	21.6
Depreciation, amortizations and provisions	17/18/20	997.3	912.7
Total operating expenses		**2,600.0**	**2,394.5**
OPERATING INCOME		**128.8**	**200.8**
Financial income from investments		81.9	54.1
Other interest received		9.6	12.8
Reversals of provisions and reinvoiced costs		16.5	10.9
Foreign exchange gains		20.0	14.1
Total financial income		**128.0**	**91.9**
Other interest paid		29.3	10.4
Provisions		153.5	59.3
Foreign exchange losses		19.7	14.2
Net expenses on sales of investment securities		1.2	0.2
Total financial expenses		**203.7**	**84.0**
NET FINANCIAL INCOME	**22**	**(75.7)**	**7.9**
NET INCOME FROM CONTINUING OPERATIONS		**53.0**	**208.7**
NON-RECURRING ITEMS	**26**	**(228.1)**	**(229.2)**
NET INCOME BEFORE TAX		**(175.1)**	**(20.5)**
Income tax	27	6.8	6.0
PROFIT (LOSS) FOR THE PERIOD		**(168.3)**	**(14.5)**

* *The foreign exchange loss on forward instruments and commercial transactions amounted to €(0.3) million*

Cash Flow Statement

(in € millions)	Notes	31/03/22	31/03/21
Cash flows from operating activities			
Net Profit		(168.3)	(14.5)
Net depreciation and amortization of property, plant and equipment and intangible assets	18/20	524.4	550.1
Changes in provisions	9/17/26	295.3	259.8
(Gains) losses on disposal of treasury shares	22/26	31.5	17.5
Cash flows from operations		**682.8**	**812.9**
Trade receivables	5	(136.4)	12.9
Advances and prepayments made [(1)]	11	(3.4)	(6.1)
Other assets	6/9	(41.6)	85.0
Trade payables [(2)]	12	23.0	75.3
Other liabilities	15/16	13.7	1.2
TOTAL CHANGES IN WORKING CAPITAL		**(144.7)**	**168.3**
NET CASH GENERATED BY OPERATING ACTIVITIES		**538.1**	**981.2**
Cash flows from investment activities			
Acquisitions of intangible assets [(3)]	19	(955.7)	(856.4)
Acquisitions of property, plant and equipment	21	(3.4)	(5.5)
Acquisitions of equity investments	23	(25.0)	(149.7)
Acquisitions of other non-current financial assets	23	(160.2)	(367.2)
Refund of loans and other financial assets [(4)]	23	140.8	365.4
NET CASH USED BY INVESTMENT ACTIVITIES		**(1,003.4)**	**(1,013.4)**
Cash flows from financing activities			
Capital increase	#N/A	0.1	0.1
Increase in issue premium	#N/A	74.3	80.6
New medium-term borrowings	25	172.5	1,141.5
Refund of medium-term borrowings	25	(214.0)	(506.8)
Deferred expenses	9	—	(2.4)
Change in current accounts	25	57.8	(25.4)
Change in cash instruments	24	(15.7)	(69.3)
Buyback of own shares for stock-based compensation plans	29	(157.4)	(10.4)
Delivery of own shares for stock-based compensation plans [(5)]	29	40.4	40.0
NET CASH GENERATED/USED BY FINANCING ACTIVITIES		**(42.1)**	**648.1**
NET CHANGE IN CASH AND CASH EQUIVALENTS		**(507.4)**	**615.9**
Net cash position at beginning of the fiscal year		1,165.7	549.8
Net cash position at end of the fiscal year	24	658.3	1,165.7

(1) Including € 0.8 million linked to guaranteed commitments not paid in advances and prepayments made
(2) Including € 0.4 million related to guaranteed commitments not paid in trade payables
(3) Including € (1.3) million linked to guaranteed commitments not paid in intangible assets
(4) Including € (2.2) million related to capital losses on own shares allocated to the liquidity agreement
(5) Including € (29.3) million related to capital losses on own shares allocated to employee share ownership

6.3.2 NOTES TO THE SEPARATE FINANCIAL STATEMENTS

CONTENTS

6.3.2.1 Description of the business and basis of preparation of the financial statements

NOTE 1 HIGHLIGHTS AND GENERAL PRINCIPLES

Financial year highlights

April to December 2021: Trading in own shares

- Ubisoft Entertainment SA entrusted Exane BNP Paribas with two share buyback mandates signed on March 23, 2021 and April 1, 2021, for a total of 596,000 shares that may be allocated to the employee share ownership plan or canceled.
  Between April 1 and 9, 2021, the company bought back 432,000 shares at an average price of €66.6, *i.e.* an amount of €28.8 million.
- The company entrusted Kepler Chevreux with four share buyback mandates signed on May 19, 2021, November 2, 2021, December 7, 2021 and December 15, 2021, for a total of 2,252,000 shares that may be allocated to the employee share ownership plan or canceled.
  Between May 21 and December 23, 2021, the company bought back 2,252,000 shares at an average price of €48.3, *i.e.* an amount of €108.6 million.
- On July 22, 2021, the company entered into a forward agreement with a financial intermediary for the purposes of its employee share ownership plans. On August 3, 2021, at the term of the agreement, the company acquired 365,419 shares at an average price of €54.74 for a total amount of €20.0 million.

September 2021: "MMO" employee share ownership plan

The Company's Board of directors decided to carry out a capital increase on February 10, 2021, reserved for employees other than members of Group savings plans. Beneficiaries were offered the option of acquiring Company shares with a 15% discount as part of a leveraged formula through a company mutual fund (FCPE) or stock appreciation rights (SAR). The latter benefited from an additional contribution equal to three times their personal contribution, capped at €300 per holder. After a five-year period, or before the end of this period in the event of early release, each beneficiary is also guaranteed to receive their initial investment in euros (comprising their personal contribution increased by the additional contribution) as well as a multiple of the possible average protected increase in the share price.

On September 22, 2021, Ubisoft Entertainment delivered 864,759 shares (FCPE formula) and created 1,354,140 shares (SAR formula) at a price of €46.68.

Financial year 2022: Dividends received

On July 13, 2021, on the merger of the two entities, Performance Group BV made a dividend payment of €81.9 million in the form of 101,000 shares of I3D.net BV.

General information

The financial year is a 12-month period from April 1, 2021 to March 31, 2022.

General principles

The separate financial statements of Ubisoft Entertainment SA were prepared in accordance with ANC accounting regulation 2014-03, amended by regulations 2015-05 of July 2, 2015, 2015-06 of November 23, 2015, 2016-07 of November 4, 2016, 2018-01 of April 20, 2018 and 2018-02 of July 6, 2018.

General accounting conventions were applied in accordance with the principle of financial prudence and the following basic rules: going-concern assumption, continuity of accounting principles from one financial year to the next, independence of financial years, fair presentation, consistency and accuracy, and in accordance with the general rules governing the preparation and presentation of separate financial statements.

The basic method used to measure items in the financial statements was historical cost.

The accounting methods applied are consistent with industry practice.

Unless otherwise indicated, financial data is presented in millions of euros with one decimal place. The rounding of the figures to the nearest million euros may result in non-material differences in the totals and sub-totals shown in the tables.

NOTE 2 COMPARABILITY OF FINANCIAL STATEMENTS

Change in estimation

None.

Change in method

None.

6.3.2.2 Sales

NOTE 3 PRODUCTION FOR THE FINANCIAL YEAR

Production for the period comprises:

- sales, essentially made up of intra-Group invoicing of contributions;
- capitalized production reflecting development costs outsourced to subsidiaries and external developers.

	03/31/22	03/31/21
Sales	1,258.7	1,329.0
Capitalized production costs for commercial software developments	941.0	841.4
Capitalized production costs for external software developments	10.2	6.5
PRODUCTION FOR THE PERIOD	**2,210.0**	**2,176.9**

The breakdown of sales by geographic region was as follows:

	03/31/22		03/31/21	
	(in € millions)	*(in %)*	*(in € millions)*	*(in %)*
Europe	568.2	45%	581.1	44%
North America	677.9	54%	728.0	55%
Rest of the world	12.7	1%	19.9	1%
SALES	**1,258.7**	**100%**	**1,329.0**	**100%**

NOTE 4 OTHER OPERATING INCOME AND REINVOICED COSTS

	03/31/22	03/31/21
Reversals of provisions for impairment of commercial software developments *	472.7	361.3
Reversals of provisions for impairment of external software developments	0.1	1.1
Reversal on provisions for operating foreign exchange risk	0.2	0.3
Reinvoiced costs	32.1	37.5
Foreign exchange gains on forward instruments and commercial transactions	13.4	17.5
Miscellaneous operating income	0.3	0.7
TOTAL	**518.8**	**418.4**

* *See details in note 18*

Reinvoiced costs essentially correspond to the rebilling of development kits, payments received under agreements with third parties, general expenses, etc.

NOTE 5 TRADE RECEIVABLES

	Opening	Variation	Closing
Trade receivables	149.6	6.6	156.2
Related accounts	99.0	129.8	228.8
TOTAL	**248.6**	**136.4**	**385.0**

The "trade receivables" item consists mainly of receivables with related parties.

Customer payment terms

	Article D. I.-2: Invoices issued but outstanding at the financial year closing date with overdue payment				
	1 to 30 days	31 to 60 days	61 to 90 days	91 days and over	Total (1 day and over)
(A) Late payment brackets					
Number of invoices concerned					110
Total amount of invoices concerned (pre-tax)	3.54	0.69	0.10	3.51	7.84
Percentage of sales and reinvoiced costs for the financial year (pre-tax)	0.28%	0.05%	0.01%	0.28%	0.62%
(B) Invoices excluded from (A) relating to disputed or unrecognized receivables					
Number of invoices excluded					—
Total amount of invoices excluded (pre-tax)					—
(C) Benchmark payment terms used (contractual or legal times – article L. 441-6 or article L. 443-1 of the French commercial code)					
Payment terms used to calculate late payments	Contractual deadlines: 30 days end of month				

NOTE 6 OTHER RECEIVABLES

	Opening	Variation	Closing
Suppliers – credit notes to receive	11.5	(2.9)	8.6
Government (VAT credit, tax)	45.4	(9.6)	35.9
Partner current account advances	63.4	48.5	111.9
Other miscellaneous debtors	0.5	(0.1)	0.4
TOTAL	**120.8**	**35.9**	**156.7**

Receivables on current assets comprise advances made to subsidiaries.

NOTE 7 STATEMENT OF RECEIVABLES

	Gross amount	< 1 year	> 1 year
Receivables on non-current assets	**0.8**		
Deposits and sureties	0.8		0.8
Receivables on current assets	**578.7**		
Advances and prepayments made	30.8	30.8	
Trade receivables	385.0	385.0	
Government (VAT credit, sundry)	35.9	35.9	
Group and associates	111.9	111.9	
Suppliers – credit notes to receive	8.6	8.6	
Other miscellaneous debtors	0.4	0.4	
Prepaid expenses	6.2	3.8	2.3
TOTAL	**579.5**	**576.4**	**3.2**

ACCOUNTING PRINCIPLES

Receivables are measured at their par value. Impairment is recorded when the inventory value of a receivable is below its par value and/or when collection difficulties are clearly identified at the closing date.

NOTE 8 ACCRUED INCOME

	03/31/22	03/31/21
Associated company – credit notes to receive	8.6	11.5
Income not yet invoiced *	228.8	99.0
Interest receivable from banks	0.2	0.4
Other	0.4	0.2
TOTAL	**238.0**	**111.2**

* *Mainly relate to transactions with related parties*

NOTE 9 PREPAID EXPENSES AND DEFERRED CHARGES

	Opening	Increase	Provisions	Decrease	Closing
Credit line issuance costs	0.7	—	0.2	—	0.5
Loan issuance costs	6.3	—	1.7	—	4.6
Deferred expenses	**7.0**	**–**	**2.0**	**–**	**5.1**
Prepaid expenses	3.2	6.2	—	3.2	6.2
Foreign exchange gains and losses (assets)	0.3	0.5	—	0.3	0.5
Remeasurement of cash instruments (assets)	1.8	2.6	—	0.1	4.3
Other accruals	**5.3**	**9.3**	**–**	**3.6**	**11.0**
TOTAL 03/31/22	**12.3**	**9.3**	**2.0**	**3.6**	**16.1**
TOTAL 03/31/21	**11.2**	**7.7**	**1.7**	**4.8**	**12.3**

6.3.2.3 Purchases and other expenses

NOTE 10 OTHER PURCHASES AND EXTERNAL EXPENSES

	03/31/22	03/31/21
Production services subcontracted to subsidiaries	1,314.0	1,195.7
Production services subcontracted to external developers	11.1	8.9
Other purchases and external expenses	256.0	251.9
TOTAL	**1,581.2**	**1,456.5**

Other purchases and external expenses consist mainly of administration sub-contracting expenses, royalties, advertising expenses, and operating expenses.

NOTE 11 ADVANCES AND PREPAYMENTS MADE

	Opening	Movement	Closing
Advances and prepayments to suppliers	4.2	(0.3)	3.8
Secured advances on license agreements	22.4	4.6	26.9
TOTAL	**26.5**	**4.2**	**30.8**

The sum of €30.8 million in "Advances and prepayments made" is primarily comprised of secured advances on licensing agreements which break down as follows:

	03/31/22	03/31/21
Net at opening	**22.4**	**15.2**
New guarantees	9.4	11.7
Depreciation and amortization – impairment	4.8	4.5
NET AT YEAR-END	**26.9**	**22.4**

ACCOUNTING PRINCIPLES

Advances and prepayments primarily involve distribution and reproduction rights (licenses) acquired from other software publishers. Licensing agreements commit Ubisoft to an amount of guaranteed royalties. This amount is registered in the statement of financial position under "Advances and prepayments made" whether or not it has been paid at the closing date. The secured amounts are recognized in the income statement on the basis of the agreements signed with software publishers (either by the unit or based on gross profit or on revenue) or amortized on a straight-line basis for agreements with fixed royalty payments (flat fees).

At the end of the financial year, the net accounting value is compared with sales projections on the basis of the terms and conditions of the agreement. If they are insufficient, impairment is recognized.

NOTE 12 TRADE PAYABLES

	Opening	Movement	Closing
Trade payables	144.7	48.8	193.5
Related Accounts	132.4	(26.3)	106.1
TOTAL	**277.0**	**22.5**	**299.6**

	Article D. 441 I.-1: Invoices received but outstanding at the financial year closing date with overdue payment				
	1 to 30 days	**31 to 60 days**	**61 to 90 days**	**91 days and over**	**Total (1 day and over)**
(A) Late payment brackets					
Number of invoices concerned					255
Total amount of invoices concerned (pre-tax)	0.37	0.25	—	0.40	1.03
Percentage of the total amount of purchases during the financial year (pre-tax)	0.02%	0.02%	0.00%	0.03%	0.07%
(B) Invoices excluded from (A) relating to disputed or unrecognized payables					
Number of invoices excluded					—
Total amount of invoices excluded (pre-tax)					—
(C) Benchmark payment terms used (contractual or legal times – article L. 441-6 or article L. 443-1 of the French commercial code)					
Payment terms used to calculate late payments	Contractual deadlines: Cash payment/30 days end of month/ 10 days date of invoice				

NOTE 13 STATEMENT OF LIABILITIES

	Gross amount	< 1 year	> 1 year
Bonds	1,602.9	502.9	1,100.0
Bank borrowings and debts	50.6	0.6	50.0
Other borrowings and financial liabilities	359.8	344.5	15.3
Trade payables	299.6	299.6	
Fiscal and social liabilities	5.4	5.4	
Other liabilities	56.3	35.8	20.6
Liabilities on non-current assets	0.1	0.1	
TOTAL	**2,374.7**	**1,188.9**	**1,185.8**

NOTE 14 ACCRUED EXPENSES

	03/31/22	03/31/21
Bank charges and accrued interest	3.5	3.5
Trade payables, invoices not yet received *	106.1	132.4
Credit notes to be issued *	3.5	2.5
Fiscal and social liabilities	4.2	4.8
TOTAL	**117.3**	**143.1**

* *Mainly relate to transactions with related parties*

NOTE 15 OTHER LIABILITIES

	Opening	Movement	As at 03/31/22
Trade receivables – credit notes to issue (1)	2.5	1.0	3.5
Fiscal and social liabilities	5.6	(0.2)	5.4
Other liabilities (2)	30.8	22.1	52.9
TOTAL	**38.9**	**22.9**	**61.8**

(1) Credit notes to issue concern related parties

(2) Other liabilities mainly relate to trade receivables with related parties and an earn-out payment for the acquisition of i3D.net

NOTE 16 PREPAID EXPENSES AND DEFERRED CHARGES

	Opening	Increase	Decrease	Closing
Deferred income *	32.7	6.6	18.3	20.9
Conversion rate adjustment (liabilities)	0.4	0.4	0.4	0.4
Remeasurement of cash instruments (liabilities)	0.1	2.6	0.1	2.6
TOTAL 03/31/22	**33.1**	**9.7**	**18.8**	**24.0**
TOTAL 03/31/21	**41.2**	**9.6**	**17.6**	**33.1**

* *Deferred income consists of:*

- *asset financing contracts: consumption of this deferred income will begin when the underlying assets are commissioned*
- *since the issue price of the OCEANE issued in September 2019 was higher than the redemption price, the difference was recognized in deferred income in the amount of €26 million and is reported as net financial income on a straight-line basis over the remaining term of the bond (See note 25)*

NOTE 17 PROVISIONS IN THE STATEMENT OF FINANCIAL POSITION

			Reversals		
	03/31/21	Provisions	Provisions used	Provisions unused	03/31/22
Provisions for risks					
For foreign exchange risks	0.2	0.2	0.2	—	0.2
For subsidiary risks	1.7	2.6	—	—	4.3
Impairments					
On equity investments *	254.1	132.3	81.9	1.3	303.2
On own shares	0.1	16.7	0.1	—	16.7
On UCITS	0.2	—	0.2	—	—
TOTAL 03/31/22	**256.3**	**151.8**	**82.4**	**1.3**	**324.4**
TOTAL 03/31/21	**209.7**	**57.8**	**0.4**	**10.8**	**256.3**

* *See details in note 23*

Changes in impairment of equity investments are detailed in note 23.

Changes in regulated provisions are described in note 26.

ACCOUNTING PRINCIPLES

A provision is recorded when:

- the Company has a current obligation (legal or implicit) resulting from a past event;
- it is likely that an outflow of resources (without an offsetting entry) representing economic benefits will be required to settle the obligation;
- the amount of the obligation can be measured reliably.

It these conditions are not met, no provision is recorded.

Provisions mainly correspond:

- to provisions for foreign exchange losses recognized, in respect of unrealized exchange losses on the statement of financial position arising in non-hedged foreign currencies, and, if applicable, for the negative fair value of non-hedged foreign exchange derivatives;
- to provisions to cover subsidiaries' negative equity.

6.3.2.4 Intangible assets

NOTE 18 AMORTIZATION AND IMPAIRMENT OF INTANGIBLE ASSETS

Amortization and impairment of intangible assets	03/31/22	03/31/21
Released commercial software developments *	861.3	790.3
Released external software developments	5.0	2.0
Commercial software in progress *	125.5	106.5
Goodwill	1.2	9.3
Other	2.2	2.3
TOTAL	**995.2**	**910.5**

* *Net reversals (see note 19) on commercial software and external software developments amount to €83.8 million and €3.8 million respectively*

NOTE 19 INVENTORY VALUE AND CHANGES IN INTANGIBLE ASSETS DURING THE FINANCIAL YEAR

			03/31/22	03/31/21
	Gross	Amortization and impairment	Net	Net
Released commercial software developments	1,369.6	1,030.1	339.5	229.9
Released external software developments	7.6	5.9	1.6	0.3
Commercial software developments in progress	1,632.9	125.5	1,507.4	1,190.1
External software developments in progress	21.1	—	21.1	15.9
Brands and operating licenses	14.6		14.6	14.7
Goodwill	27.9	24.2	3.7	4.9
Other	9.8	5.3	4.5	4.7
TOTAL	**3,083.5**	**1,191.0**	**1,892.5**	**1,460.6**

Gross value of intangible assets	Opening	Increase	Decrease	Reclassifications	Closing
Released commercial software developments	1,195.1	1.9	430.3	603.0	1,369.6
Released external software developments	2.5	1.1	1.2	5.2	7.6
Commercial software developments in progress	1,296.7	939.1	—	(603.0)	1,632.9
External software developments in progress	15.9	10.4	—	(5.2)	21.1
Brands and operating licenses	14.7	—	0.1	—	14.6
Goodwill	27.9	—	—	—	27.9
Other	17.2	2.0	9.4	—	9.8
TOTAL 03/31/22	**2,570.0**	**954.5**	**441.0**	**–**	**3,083.5**
TOTAL 03/31/21	**1,973.7**	**865.2**	**268.8**	**–**	**2,570.0**

The €941.0 million increase in internal commercial software is solely the result of capitalized production.

The decrease in commercial software and external software developments is explained primarily by the removal from assets of software for which the net accounting value is zero at the year-end.

Amortization and impairment of intangible assets	Opening	Increase	Decrease	Reclassifications	Closing
Released commercial software developments	965.2	454.8	430.3	40.4	1,030.1
Released external software developments	2.1	5.0	1.2	—	5.9
Commercial software developments in progress	106.5	59.3	—	(40.4)	125.5
Goodwill	23.0	1.2	—	—	24.2
Other	12.5	2.2	9.4	—	5.3
TOTAL 03/31/22	**1,109.4**	**522.5**	**440.9**	**–**	**1,191.0**
TOTAL 03/31/21	**830.2**	**548.1**	**268.8**	**–**	**1,109.4**

ACCOUNTING PRINCIPLES

Intangible assets include:

- commercial software developments;
- engines and tools;
- external software developments;
- acquired brands;
- goodwill;
- office software;
- information system developments.

Accounting and subsequent valuation:

Commercial software and external software developments:
Commercial software and external software developments are capitalized when they meet the definition of an asset as per CRC regulation 2004-06 and are valued at production cost, only projects meeting the following criteria are recognized in non-current assets:

- the technical feasibility required for completion of the intangible asset leading to its commissioning or sale;
- the intention to complete the intangible asset and commission or sell it;
- the ability to commission or sell the intangible asset;
- the probability that the intangible asset will generate future economic benefits;
- the availability of suitable technical, financial and other resources to complete the development and commissioning or sale of the intangible asset;
- the ability to reliably measure the expenses attributable to the intangible asset during its development.

No borrowing costs are included in the costs of property, plant and equipment.

Development costs, whether they are subcontracted to Group studios or made externally, are recognized as subcontracting expenses and transferred to "Intangible assets in progress" *via* a capitalized production costs account.

On their release date, the development costs recognized as "Intangible assets in progress" as development progresses, are transferred to "Released commercial software developments" or "Released external software developments" for amortization and impairment, where applicable.

Brands:
Acquired brands are recognized at acquisition cost and tested for impairment at least annually according to the method described below.

Inventory value and impairment tests of intangible assets:

According to the regulations on amortization and impairment of assets, the Company is required to periodically revise its amortization periods based on the observed useful life.

The amortization of intangible assets with fixed useful lives begins:

- at the commercial launch for commercial software;
- at the date of commissioning for the other intangible assets with fixed useful lives.

• • •

Types of intangible assets	Amortization method	Impairment method
Commercial software development	1 to 8 years, straight-line, starting on the commercial release date	Impairment tests are systematically carried out at the end of each financial year on: ■ all software in current release; ■ all software under production with a scheduled release date during the 12 months following the half-year and full-year end dates; ■ all software under production with a release date more than 12 months ahead and for which an impairment indicator has been identified.
External developments	1 to 2 years, straight-line, starting on the commercial release date and, where appropriate, according to the royalty expenses due to third-party publishers where this is higher	The Company determines the value-in-use by discounting future cash flow forecasts for the software over the entire period of its use, using a rate based on an assessment of the average cost of equity. As the useful life of software is finite, the Company does not use a terminal value.
Engines and tools	3 years, straight-line, from the release date	Impairment is recognized if the value-in-use is lower than the net carrying amount of the brand.
Acquired brands	No amortization due to indefinite useful life	Impairment tests are carried out on brands at the end of each financial year or more frequently if there are indications of loss in value. The recoverable value of brands corresponds to the higher of the net fair value of disposal costs and the value-in-use (calculated by applying the royalty method to the forecasts of expected future revenue over a five-year period taking into account a final value). Impairment is recognized if the value-in-use is lower than the net carrying amount of the brand.
Goodwill	No amortization due to indefinite useful life	At the end of each financial year, projected cash flows are calculated using the five-year business plan. When these flows are below the net accounting value of the software, impairment is recognized.
Office software	1 to 3 years, straight-line, from the date of commissioning, depending on the estimated useful life	An impairment test is performed if there is any indication of a loss in value.
Information system developments	5 years, straight-line, from the release date	An impairment test is performed if there is any indication of a loss in value.

Provisional data is updated using a rate based on a valuation of the average cost of equity, which stood at 8.88% at March 31, 2022, compared with 8.74% at March 31, 2021.

6.3.2.5 Property, plant and equipment

NOTE 20 DEPRECIATION AND IMPAIRMENT OF PROPERTY, PLANT AND EQUIPMENT

Depreciation and impairment of property, plant and equipment	03/31/22	03/31/21
Fixtures and fittings	1.7	1.8
Computer hardware and furniture	0.2	0.2
TOTAL	**2.0**	**2.0**

NOTE 21 INVENTORY VALUE AND CHANGES IN PROPERTY, PLANT AND EQUIPMENT DURING THE FINANCIAL YEAR

			03/31/22	03/31/21
	Gross	Depreciation and amortization	Net	Net
Buildings	0.8	0.4	0.4	0.4
Fixtures and fittings	14.6	5.1	9.5	8.3
Computer hardware and furniture	1.9	1.0	0.8	0.7
Transport equipment	0.1	0.1	—	—
Non-current assets in progress	0.1	—	0.1	—
TOTAL	**17.4**	**6.5**	**10.9**	**9.5**

Gross value of property, plant and equipment	Opening	Increase	Decrease	Reclassifications	Closing
Buildings	0.8	—	—	—	0.8
Fixtures and fittings	16.6	—	4.9	2.9	14.6
Computer hardware and furniture	1.6	0.3	—	—	1.9
Transport equipment	0.1	—	—	—	0.1
Non-current assets in progress	—	3.0	—	-2.9	0.1
TOTAL 03/31/22	**19.0**	**3.4**	**4.9**	**–**	**17.4**
TOTAL 03/31/21	**14.8**	**5.5**	**1.3**	**–**	**19.0**

Depreciation and amortization of property, plant and equipment	Opening	Increase	Decrease	Reclassifications	Closing
Buildings	0.3	—	—		0.4
Fixtures and fittings	8.3	1.7	4.9	—	5.1
Computer hardware and furniture	0.9	0.2	—	—	1.0
Transport equipment	0.1	—	—		0.1
TOTAL 03/31/22	**9.5**	**2.0**	**4.9**	**–**	**6.5**
TOTAL 03/31/21	**8.8**	**2.0**	**1.3**	**–**	**9.5**

ACCOUNTING PRINCIPLES

Property, plant and equipment are measured at their acquisition cost (purchase price plus incidental expenses) minus rebates and discounts.

Given the type of assets held, no component was identified.

Depreciation and impairment of property, plant and equipment

The depreciation method used is straight-line and the depreciation periods used for the various types of non-current assets are as follows:

Type of asset	Period *(in years)*
Buildings	20
Fixtures and fittings	10
Computer hardware	3
Furniture	10
Equipment	5

At the end of the financial year, if there is an indication of impairment, an impairment loss is recognized if the asset's current value is lower than its net carrying amount.

6.3.2.6 Financial assets and liabilities and net income

NOTE 22 NET FINANCIAL INCOME

	03/31/22	03/31/21
Financial income		
Financial income from investments	81.9	54.1
Other interest received	9.6	12.8
Reversals of provisions and reinvoiced costs	16.5	10.9
Foreign exchange gains	20.0	14.1
	128.0	**91.9**
Financial expenses		
Other interest paid	29.3	10.4
Amortization and provisions	153.5	59.3
Foreign exchange losses	19.7	14.2
Net expenses on sales of investment securities	1.2	0.2
	203.7	**84.0**
NET FINANCIAL INCOME	**(75.7)**	**7.9**

Foreign exchange risk

The Company's exposure to foreign exchange risk stems from operating cash flows and its investments in foreign subsidiaries.

The Company hedges its exposures on cash flows from operating activities in the main significant foreign currencies.

The Company first uses natural hedges provided by transactions in other directions (development costs in a foreign currency offset by contributions from subsidiaries in the same currency).

The parent company uses foreign currency borrowings, forward sales or foreign exchange options to hedge any residual exposures and non-commercial transactions (such as inter-company loans in foreign currencies).

As at March 31, 2022, the amounts hedged giving rise to forward purchases and sales of foreign currencies amounted to €104.3 million (see note 30 Off-statement of financial position commitments).

ACCOUNTING PRINCIPLES

Foreign currency transactions

Foreign currency transactions are recognized based on daily exchange rates. For hedged transactions, the resulting component of the hedged item is remeasured at the hedged price against "Financial instruments" in the statement of financial position.

Liabilities, receivables and cash denominated in foreign currencies are translated at rates prevailing as at March 31, 2022.

Unrealized gains and losses on receivables and liabilities are recognized in the statement of financial position as foreign exchange gains and losses if they are hedged. A provision for foreign exchange risks is recognized if the translation shows an unrealized loss. In the case of hedged transactions, unrealized losses are not provisioned.

Translation adjustments on cash and current accounts in foreign currencies are immediately recognized as net foreign exchange gains/losses.

Foreign exchange hedging

Ubisoft uses derivative financial instruments to reduce its exposure to market risks linked to movements in exchange rates.

As part of the hedging implemented, the result from the hedging is recognized in operating or financial income, according to the item hedged.

NOTE 23 NON-CURRENT FINANCIAL ASSETS

			03/31/22	03/31/21
	Gross	Impairment	Net	Net
Equity investments and equivalent	800.8	303.2	497.6	521.8
Other non-current investments	22.3	—	22.3	5.3
Deposits and sureties	0.8	—	0.8	0.7
TOTAL	**824.0**	**303.2**	**520.8**	**527.8**

Non-current assets (Gross value)	Opening	Increase	Decrease	Closing
Equity investments and equivalent	775.9	106.8	81.9	800.8
Other non-current investments	5.3	160.0	142.9	22.3
Deposits and sureties	0.7	0.2	0.1	0.8
TOTAL 03/31/22	**781.8**	**267.0**	**224.9**	**824.0**
TOTAL 03/31/21	**630.5**	**516.9**	**365.6**	**781.8**

The change in equity investments is mainly due to the transfer of i3D.net BV shares following the dissolution of Performance Group BV.

The change in other long-term investments corresponds to purchases and sales of own shares under the liquidity agreement and equity investments for €19.2 million.

Provisions	Opening	Increase	Decrease	Closing
Equity investments	254.1	132.3	83.1	303.2
TOTAL 03/31/22	**254.1**	**132.3**	**83.1**	**303.3**
TOTAL 03/31/21	**209.4**	**55.6**	**10.9**	**254.1**

The change in provisions for impairment of equity investments is due to the change in the value-in-use of the companies' securities. An amount of €132 million was recognized as at March 31, 2022, of which €48 million relating to Ubisoft Mobile Games SARL, the subsidiary in charge of the mobile game business and €82 million relating to the dissolution of Performance Group BV.

ACCOUNTING PRINCIPLES

Equity investments are valued at their historical cost plus all related acquisition costs. Any additional payments are recognized in the acquisition price as soon as they can be measured with sufficient reliability.

If the value of the securities exceeds their value-in-use, impairment is recognized for the difference.

The value-in-use is measured at the end of each financial year according to:

- medium-term profitability prospects. A method has been determined to establish the future cash flows of the Group's various businesses. They are discounted using a rate based on the valuation of the average cost of equity which stood at 8.88% at March 31, 2022;
- the net position if it is higher than the value determined through the discounted future cash flows.

Own shares are valued at the lower of cost or market value (average share price from the trading sessions of the last month before the year end).

Deposits and sureties are recognized on the basis of the amounts paid.

NOTE 24 INVESTMENT SECURITIES, CASH INSTRUMENTS AND CASH

Type	Gross value	Fair value	Provision	Net value
UCITS	199.0	199.0	—	199.0
Own shares *	114.1	97.5	16.7	97.5
TOTAL	**313.1**	**296.4**	**16.7**	**296.4**

* *Changes are detailed in note 29 Own shares*

Type	Opening	Change	Closing
Cash instruments *	369.6	15.7	385.4
Cash	575.0	(115.4)	459.5
TOTAL	**944.6**	**(99.7)**	**844.9**

* *Of which €229 million corresponding to the payment made as part of the prepaid forward agreement for the buyback of Ubisoft shares (see note 29 Own shares)*

The change in treasury instruments is mainly due to the subscription of new investments with a value of €15 million.

Net cash in the cash flow statement breaks down as follows:

	03/31/22
UCITS	199.0
Cash	459.5
Bank overdrafts and short-term loans	(0.1)
TOTAL	**658.3**

ACCOUNTING PRINCIPLES

Short-term investment securities consist of interests in mutual funds and short-term investments and are measured at the lower of cost or market value.

NOTE 25 BORROWINGS

	03/31/22	03/31/21	
Bonds [(1)]	1,600.0	1,600.0	
Medium and long-term bank borrowings [(2)]	50.0	50.0	
Accrued interest [(3)]	3.5	3.5	
Bank overdrafts and short-term loans	0.1	—	
Borrowings	**1,653.6**	**1,653.5**	
Fixed-rate debt	1,653.3	1,653.3	
Variable-rate debt	0.2	0.2	
	< 1 year	**from 1 to 5 years**	**> 5 years**
Amounts payable at 03/31/22	**503.6**	**550.0**	**600.0**

(1) Two bond issues of respectively €500 million and €600 million and the OCEANE of €500 million
(2) Schuldschein loan of €50 million
(3) Accrued interest at the end of the period was €2.9 million for bonds, €0.4 million for the Schuldschein loan and €0.1 million for bank overdrafts

Change in borrowings

Borrowings	Opening	Increase	Decrease	Closing
Current and non-current financial liabilities				
OCEANE 2019 (1)	500.0	—	—	500.0
Bonds 2020 (2)	600.0	—	—	600.0
Bonds 2018 (3)	500.0	—	—	500.0
Bank loan maturing in 2026	50.0	—	—	50.0
Accrued interest on borrowings	3.3	—	—	3.3
Non-current financial liabilities	**1,653.3**	**–**	**–**	**1,653.3**
Interest accrued on overdraft	0.1	—	—	0.1
Bank overdrafts and short-term loans	—	0.1	—	0.1
Current financial liabilities	**0.1**	**0.1**	**–**	**0.2**
	1,653.5	**0.1**	**–**	**1,653.6**
Other financial liabilities				
Other loans	0.3	15.0	—	15.3
Commercial papers	93.5	157.5	(214.0)	37.0
	93.8	**172.5**	**(214.0)**	**52.3**
Current account advances by related parties	249.7	144.2	(86.5)	307.5
Interest on current account advances	—	0.1	—	0.1
	249.7	**144.3**	**(86.5)**	**307.5**
	343.5	**316.8**	**(300.5)**	**359.8**
TOTAL 03/31/22	**1,997.0**	**316.8**	**(300.5)**	**2,013.3**
TOTAL 03/31/21	**1,387.7**	**1,242.4**	**(633.0)**	**1,996.9**

(1) Main features of the issuance of bonds with an option for conversion and/or for exchange for new and/or existing shares (OCEANE)

On September 24, 2019, Ubisoft issued bonds with an option for conversion and/or for exchange for new and/or existing shares (OCEANE) for an amount of €500 million.

Number and par value:	4,361,859 bonds with a par value of €114.63
Conversion rate:	1 share for 1 bond
Issue price:	105.25% of par, *i.e.* €526 million
Date of dividend entitlement and settlement:	September 24, 2024
Duration:	5 years
Interest:	zero coupon

(2) Main features of the bond issued in November 2020

At its meeting of November 12, 2020, the Board of directors, acting on the authorization of the Extraordinary General Meeting of July 2, 2020, approved the issuance of bonds for a total amount of €600 million. These bonds were admitted to trading on Euronext Paris.

Number and par value:	6,000 bonds with a par value of €100,000
Date of dividend entitlement and settlement:	November 24, 2027
Duration:	7 years
Interest:	0.878%

(3) Main features of the bond issued in January 2018

At its meeting of January 24, 2018, the Board of directors, acting on the authorization of the Extraordinary General Meeting of September 22, 2017, approved the issuance of bonds for a total amount of €500 million. These bonds were admitted to trading on Euronext Paris.

Number and par value:	5,000 bonds with a par value of €100,000
Date of dividend entitlement and settlement:	1/30/2023
Duration:	5 years
Interest:	1 %

Borrowings are mainly in euros.

ACCOUNTING PRINCIPLES

Borrowings are recorded at their par repayment amount. Unused agreements at the statement of financial position date are listed in the off-statement of financial position commitments.

Debt issuance costs are capitalized (in deferred expenses) and amortized on a straight-line basis over the lifetime of the borrowings concerned.

Concerning issuance costs for convertible bonds:

- until the conversion date, the debt issuance costs are capitalized (in deferred expenses) and amortized on a straight-line basis over the lifetime of the convertible bonds in question;
- on the conversion date, non-amortized costs are considered as capital increase costs and deducted from the issue premium (after tax). If the amount of the issue premium is insufficient, they are recognized as expenses.

6.3.2.7 Non-recurring items

Article 14 of the Decree of November 29, 1983, defines non-recurring items as those that are not related to the normal operations of a company.

NOTE 26 NON-RECURRING ITEMS

	03/31/22	03/31/21
Non-recurring income		
Non-recurring income from capital transactions	1.3	2.8
Non-recurring reversals and transferred expenses	273.1	258.8
Non-recurring expenses		
Non-recurring expenses on management transactions	—	0.2
Non-recurring expenses on capital transactions	17.8	20.2
Non-recurring provisions	484.7	470.4
NON-RECURRING ITEMS	**(228.1)**	**(229.2)**

At the end of March 2022, non-recurring items mainly comprised:

- €(484.5) million in allocations for accelerated amortization on development expenditure for software;
- €259.4 million in reversals for accelerated amortization on development expenditure for software;
- transfers of non-recurring expenses for €13.6 million;
- gains/losses on disposals of own shares for a net impact of €(16.5) million.

ACCOUNTING PRINCIPLES

Non-recurring items

Non-recurring income and expenses include extraordinary items or items related to prior periods, as well as items classified as exceptional in nature by accounting law, mainly income from the sale of fixed assets.

Regulated provisions

Regulated provisions only correspond to exceptional amortization relating to:

- acquisition costs included in the cost price of equity investments. These fees are deducted for tax purposes over 5 years through the establishment of exceptional amortization;
- software development expenses. According to the provisions of article 236 of the CGI, software design expenses may, at the Company's discretion, be capitalized or deducted from the results of the financial year in which they were incurred.

6.3.2.8 Tax

As at March 31, 2022, the tax group included Ubisoft Entertainment SA (holding company), and all subsidiaries more than 95% owned and having their registered offices in France, with the exception of those created or acquired during the financial year.

NOTE 27 TAX

On a stand-alone basis (disregarding the tax consolidation group), Ubisoft Entertainment SA's figures were as follows:

	03/31/22	03/31/21
Net income before tax from continuing operations	53.0	208.7
Non-recurring items	(228.1)	(229.2)
Net income before tax	(175.1)	(20.5)
Corporation tax	6.8	6.0
Accounting net income	(168.3)	(14.5)
Taxable income	(116.5)	(15.7)

	Net income before tax	Income tax payable/Income tax saving	Net income
Current	53.0	(0.2)	52.8
Non-recurring	(228.1)	—	(228.1)
Income tax of fully consolidated subsidiaries for the financial year		*7.0*	*7.0*
TOTAL	**(175.1)**	**6.8**	**(168.3)**

Income tax comprised:

- an income tax expense during the financial year of €0.4 million;
- tax credits at the head of the Group for €0.2 million;
- cancelation of the income tax expense recognized by the subsidiaries of the tax consolidation group in the amount of €7.0 million.

The tax group's tax loss carryforwards as at March 31, 2022 amounted to €941 million, o/w €1,382 million in accelerated tax amortization related to the application of article 236 of the CGI.

ACCOUNTING PRINCIPLES

Ubisoft Entertainment SA is the head of the consolidated tax group it forms with its French subsidiaries more than 95% owned.

For subsidiaries within the consolidated tax group, the amount of their tax liability had they not been consolidated counts towards the income tax expense of the entire group.

The additional income tax expense or saving resulting from the difference between the tax due from the consolidated subsidiaries and the tax calculated for the entire Group is recognized by Ubisoft Entertainment SA as head of the Group.

6.3.2.9 Equity

NOTE 28 STATEMENT OF CHANGES IN EQUITY

	03/31/21	Allocation of 2020/2021 earnings	Capital increase by cash contribution	Capital increase by deduction from premiums	Earnings for the period	Regulated provisions: Provisions	Regulated provisions: Reversal	03/31/22
Capital	9.6		0.1	—				9.7
Premiums	553.3		74.3	—				627.5
Legal reserve	0.9							0.9
Other reserves	214.8							214.8
Retained earnings	(301.1)	(14.5)						(315.6)
Financial year net income	(14.5)	14.5			(168.3)			(168.3)
Regulated provisions	1,157.0					484.5	(259.4)	1,382.0
TOTAL	**1,619.8**	**–**	**74.4**	**–**	**(168.3)**	**484.5**	**(259.4)**	**1,751.0**

NOTE 29 CAPITAL

Capital increases and issue premiums break down as follows:

	Capital	Premiums
Exercise of subscription options	—	11.2
Reserved capital increases (employee share ownership)	0.1	63.1
TOTAL	**0.1**	**74.3**

At the end of March 2022, Ubisoft Entertainment SA's capital of €9,705,642.91 was comprised of 125,234,102 shares.

Number of Ubisoft Entertainment SA shares

As at 04/01/21	**123,566,676**
Exercise of subscription options	320,198
Reserved capital increases (employee share ownership)	1,354,140
Final vesting of free preference shares	320
Cancelation of preference shares	(7,232)
AS AT 03/31/22	**125,234,102**

The maximum number of shares to be created is 8,719,458 :

- 1,009,938 through the exercise of stock options;
- 3,347,661 through the allocation of free shares;
- 4,361,859 through the conversion of OCEANE bonds into shares.

The conditions of exercise, subject to satisfaction of attendance and performance requirements for corporate officers and to the satisfaction of attendance requirements for employee beneficiaries of stock option plans, are as follows:

Subscription options

	32nd plan	33rd plan	34th plan		35th plan		36th plan	38th plan	39th plan	40th plan	41st plan
Total number of shares granted	758,810	29,344	220,700		418,500		11,000	11,500	19,579	188,454	56,031
Start of exercise period	06/23/17	12/14/17	03/30/18		06/27/18		09/22/18	04/13/19	06/27/19	06/27/19 (1)	12/17/22 (1)
Expiry date of options	06/22/21	12/13/21	03/29/22		06/26/22		09/21/22	04/12/23	06/26/23	06/26/23	12/16/23
Strike price of options	€33.015	€31.955	€37 (France)	€39.03 (World)	€50.02 (France)	€51.80 (World)	€57.26	€73.86	€94.58	€94.58	€68.59
Options at April 1, 2021	223,877	19,344	76,925		190,375		8,000	10,000	14,920	165,847	56,031
Options granted during the period	—	—	—		—		—	—	—	—	—
Options exercised during the period	(223,877)	(14,696)	(66,875)		(14,750)		—	—	—	—	—
Options cancelled during the period	—	(4,648)	(10,050)		(7,250)		—	—	—	(29,956)	(56,031)
Options outstanding at March 21, 2022	—	—	—		168,375		8,000	10,000	14,920	135,891	—

(1) For members of the Executive Committee (Plan 40: one beneficiary), and the corporate officers (Plan 41), the options only become exercisable from the fourth year of the plan

	42nd plan		43rd plan	44th plan	45th plan		46th plan		47th plan	48th plan	TOTAL
Total number of shares granted	330,678		67,743	21,515	271,629		60,821		55,673	4,009	
Start of exercise period	07/02/20 (2)		12/12/23 (2)	02/13/21	07/01/21		07/02/24 (2)		12/08/24 (2)	04/07/22	
Expiry date of options	07/01/24		12/11/24	02/12/25	06/30/25		07/01/25		12/07/25	04/06/26	
Strike price of options	€69.55 (France)	€69.70 (World)	€54.30	€73.80	€68.45 (France)	€73.40 (World)	€68.59 (France)	€76.50 (World)	77,76 €	66,94 €	
Options at April 1, 2021	275,558		67,743	6,660	253,383		60,821		55,673	—	1,485,157
Options granted during the period	—		—	—	—		—		—	4,009	4,009
Options exercised during the period	—		—	—	—		—		—	—	(320,198)
Options cancelled during the period	(28,226)		—	—	(22,869)		—		—	—	(159,030)
Options outstanding at March 21, 2022	247,332		67,743	6,660	230,514		60,821		55,673	4,009	1,009,938

(2) For members of the Executive Committee (Plan 42: two beneficiaries/Plan 46: two beneficiaries) and corporate officers (Plans 43 and 47), the options only become exercisable from the fourth year of the plan

The Company has not recognized a liability, as the exercise of stock options involves the creation of new shares.

Free share grants settled in shares

Free share grants, which are subject to performance conditions, are locked in for a two-, three- or four-year period following the allocation date. As the shares granted are ordinary shares in the same category as the old shares that comprise the Company's share capital, employee shareholders receive dividends and voting rights on all their shares at the end of the vesting period.

	03/31/17	
Grant date	06/23/16	12/14/16
Maturity – Vesting period	3 years	3 years
Number of instruments granted as at 04/01/21	198,622	11,426
Number of instruments granted during the financial year	—	—
Number of instruments canceled during the financial year	—	(486)
Number of instruments created during the financial year	6,518	394
Number of instruments delivered during the financial year	(205,140)	(11,334)
Number of instruments granted as at 03/31/22	—	—

	03/31/18				
Grant date	06/27/18	09/12/18	10/30/18	12/17/18	02/01/19
Maturity – Vesting period	4 years	4 years	4 years	4 years	4 years
Number of instruments granted as at 04/01/21	507,000	6,493	2,033	63,790	29,237
Number of instruments granted during the financial year	—	—	—	—	—
Number of instruments canceled during the financial year	(77,736)	(1,249)	—	(18,349)	(3,122)
Number of instruments created during the financial year	—	—	—	—	—
Number of instruments delivered during the financial year	—	—	—	—	—
Number of instruments granted as at 03/31/22	429,264	5,244	2,033	45,441	26,115

	03/31/20				
Grant date	05/15/19	07/02/19	09/18/19	12/12/19	02/13/20
Maturity – Vesting period	4 years	4 years	4 years	4 years	4 years
Number of instruments granted as at 04/01/21	40,704	769,552	5,901	2,954	25,920
Number of instruments granted during the financial year	—	—	—	—	—
Number of instruments canceled during the financial year	(2,124)	(111,398)	(918)	(939)	(11,539)
Number of instruments created during the financial year	—	—	—	—	—
Number of instruments delivered during the financial year	—	—	—	—	—
Number of instruments granted as at 03/31/22	38,580	658,154	4,983	2,015	14,381

	03/31/21			
Grant date	07/01/20	10/29/20	12/08/20	02/10/21
Maturity – Vesting period	4 years	4 years	4 years	4 years
Number of instruments granted as at 04/01/21	874,254	3,743	58,854	1,147
Number of instruments granted during the financial year	—	—	—	—
Number of instruments canceled during the financial year	(127,998)	(2,627)	(18,948)	—
Number of instruments created during the financial year	—	—	—	—
Number of instruments delivered during the financial year	—	—	—	—
Number of instruments granted as at 03/31/22	746,256	1,116	39,906	1,147

	03/31/22					
Grant date	04/07/21	06/30/21	10/28/21	12/07/21	02/23/22	TOTAL
Maturity – Vesting period	4 years	4 years	2 years, then 1/3 per year	2 years, then 1/3 per year	2 years, then 1/3 per year	
Number of instruments granted as at 04/01/21	—	—	—	—	—	2,601,630
Number of instruments granted during the financial year	66,818	1,239,402	60,444	105,996	26,045	1,498,705
Number of instruments canceled during the financial year	(16,910)	(127,549)	(10,131)	(11,089)	—	(543,112)
Number of instruments created during the financial year	—	—	—	—	—	6,912
Number of instruments delivered during the financial year	—	—	—	—	—	(216,474)
Number of instruments granted as at 03/31/22	49,908	1,111,853	50,313	94,907	26,045	3,347,661

Group savings plans – Massive Multishare Ownership

Ubisoft grants employee share ownership plans for the benefit of a certain number of its employees.

The financial product associated with these plans comprises a guaranteed capital portfolio, with a share in any rise in the Ubisoft share price over a five-year period.

These plans were notably financed by Ubisoft *via* a 15% discount on the shares allocated to the operation. This discount is calculated compared to the average of the share trading prices over the 20 trading days prior to the Board of directors' meeting that approved the capital increase.

After a holding period, or before the end of this period in the event of early release, each beneficiary is also guaranteed to receive their initial investment in euros (comprising his/her personal contribution increased by the additional contribution) as well as a multiple of the possible average protected increase in the share price.

	03/31/22	03/31/21
Grant date	09/22/21	09/22/20
Maturity – acquisition period *(in years)*	5	5
Reference price	€54.91	€70.71
Subscription price	€46.68	€60.10
Discount	15%	15%
Number of shares	2,218,899	1,761,575
Subscription's amounts		
■ Employees	€7.9M	€8.4M
■ Additional contribution	€2.5M	€2.1M

Own shares

As at March 31, 2022, the Company held 2,449,019 own shares.

	03/31/22		03/31/21	
Own shares by objective	**Number of shares**	**Valuation** *(in € millions)*	**Number of shares**	**Valuation** *(in € millions)*
Liquidity agreement	77,968	3.1	82,880	5.3
Employee stock ownership coverage *	2,371,051	97.5	402,865	26.3
TOTAL	**2,449,019**	**100.6**	**485,745**	**31.6**

* *The changes mainly relate to the operations below:*

- *under the share buyback mandate with Exane BNP Paribas, the Company bought back 432,000 shares at an average price of €66.65 (€28.8 million)*
- *under share buyback mandates with Exane BNP Paribas, the Company bought back 2,252,000 shares at an average price of €48.21 (€108.6 million)*
- *under the share buyback mandate the financial intermediary, the Company bought back 365,419 shares at an average price of €54.74 (€20.0 million)*
- *under the MMO operation, 864,759 shares were delivered by Ubisoft Entertainment SA for a value of €46.68 (€40.4 million) at an acquisition price of €63.98, i.e. a capital loss of €15.0 million*
- *under the employee share ownership plans, 216,474 shares were delivered by Ubisoft Entertainment SA, i.e. a capital loss of €14.3 million*

6.3.2.10 Unrecognized contractual commitments

NOTE 30 FINANCIAL COMMITMENTS AND OTHER INFORMATION

Off-balance sheet commitments related to Company financing

Summary

Type	03/31/22	03/31/21
Commitments given by Ubisoft Entertainment SA		
Financial guarantees	123.9	110.8
Commitments received by Ubisoft Entertainment SA		
Lines of credit received and not used	369.8	369.3

Breakdown of commitments of over €10 million

Type		Expiry date	03/31/22
Commitments given by Ubisoft Entertainment SA			
Financial guarantees			
Ubisoft Blue Byte GmbH	Rent guarantees	07/17/31	26.2
Ubisoft Toronto Inc.	Rent guarantees	04/30/31	34.4
Ubisoft Srl	Rent guarantees	07/18/29	15.9
Ubisoft Emirates FZ-LLC	Financial guarantees	01/13/23	11.6
Commitments received by Ubisoft Entertainment SA			
Lines of credit received and not used			
	Syndicated loan	07/18/24	300.0
	Committed lines of credit	06/24/22	10.0
	Bank credit facilities		23.0

With regard to the syndicated loan, the Schuldschein loan and the bilateral credit lines, the following covenants must be complied with (determined on the basis of the IFRS consolidated annual financial statements):

	RATIO
Net debt restated for assigned receivables/equity restated for goodwill <	0,80
Net debt restated for assigned receivables/EBITDA <	1,5

As at March 31, 2022, the Company was compliant with all these ratios and expects to remain so during the 2022-2023 financial year.

Other borrowings are not governed by covenants.

Off-balance sheet commitments related to hedging instruments

Summary

Description	03/31/22	03/31/21
Foreign exchange hedges [(1)]	104.3	21.3
Contract on Ubisoft shares [(2)]	227.4	227.4

(1) Fair value measured at the guaranteed price
(2) In accordance with the extension of the prepaid forward agreement entered into with CACIB for 3,445,454 of its own shares, the Group may settle this agreement through the delivery of securities due in 2024 or earlier at the price of €66

Breakdown of unsettled instruments at the closing date

Nominal amount of hedges	Subscription date	Maturity date	Hedged price	Type of instrument
35 MUSD	March 2022	April 2022	1.0972	Forward sale
40 MUSD	March 2022	April 2022	1.0972	Forward sale
40 MUSD	March 2022	April 2022	1.1129	Forward sale

Leases and finance leases

Leased property	Initial cost	Provisions for the period	Cumulative depreciation and amortization	Net value
Land	3.2	—	—	3.2
Building	24.1	1.8	7.0	17.1
TOTAL	**27.3**	**1.8**	**7.0**	**20.3**

	Lease payments made		Remaining lease payments				
Finance lease commitments	Lease payments – financial year	Lease payments (cumulative)	< 1 year	Between 1 & 5 years	> 5 years	Total to pay	Residual purchase price
Land	—	—	—	1.4	1.8	3.2	—
Building	2.4	11.7	2.4	8.1	3.5	14.0	—
TOTAL	**2.4**	**11.7**	**2.4**	**9.5**	**5.3**	**17.2**	**–**

Other commitments

Ubisoft Entertainment SA has committed to provide financial support to its subsidiaries in order to meet their cash flow requirements.

Staff

As at March 31, 2022, the staff consisted of five corporate officers.

Management compensation

Compensation of executive corporate managing officers

Messrs. Guillemot are compensated for their positions as Chairman and Chief Executive Officer or Deputy Chief Executive Officers of Ubisoft Entertainment SA.

The compensation of Yves Guillemot, Chairman and Chief Executive Officer, for the financial year ended March 31, 2022, comprises the following components:

- fixed compensation amounting to €584,824 since April 1, 2019;
- annual variable compensation based on two financial Indicators and one non-financial Indicator, contingent on the approval of the General Meeting called to approve the financial statements for the past financial year;
- long-term variable compensation based on one financial Indicator and two non-financial Indicators.

The compensation of each Deputy Chief Executive Officer for the financial year ended March 31, 2022 comprises the following components:

- fixed compensation of €65,621;
- long-term variable compensation based on one financial Indicator and two non-financial Indicators.

Following the proposal by the Nomination, Compensation and Governance Committee, the Board of directors approved the long-term variable compensation which, for the financial year ended March 31, 2022, represented the granting of 20,263 free shares for the Chairman and Chief Executive Officer and 1,705 free shares for each of the Deputy Chief Executive Officers.

The vesting of the shares is contingent:

- for 60%, on the total shareholder return on Ubisoft Shares (the "Ubisoft TSR") compared to the TSR of companies in the NASDAQ Composite Index, both TSRs being calculated between December 8, 2020 and December 8, 2023;
- for 20% on the Growth in the number of Monthly Active Users (MAU);
- for 20%, on a "CSR" performance condition (Reduction of carbon intensity).

Achievement of these Indicators is assessed over a period of three consecutive financial years or calendar years conditioning the acquisition of the long-term compensation. The shares will vest definitively after a period of four years and will be contingent on remaining in the position of executive corporate managing officer.

The total gross compensation paid/owed by the Company to executive corporate managing officers during the financial year was €1,053 thousand.

Executive corporate managing officers are not eligible for any severance or non-compete indemnity, nor a supplementary pension scheme in respect of their position in the Company.

Compensation of corporate officers

Directors receive compensation in respect of their term of office comprising a fixed component and a variable component.

Compensation paid to members of the Board of directors in the financial year 2021-2022 amounted to €641 thousand.

There are no agreements to compensate Board members if they resign or are dismissed without real cause, or if their employment is terminated due to a public offer.

No loans or advances were made to the Company's directors under article L. 225-43 of the French commercial code.

Contingent assets and liabilities

In accordance with article no. 624-11 of French general accounting plan (PCG), the breakdown of free shares that have not been exercised at the closing date is provided in note 29.

Events after the reporting period

None

NOTE 31 RELATED-PARTY TRANSACTIONS

Two main categories are identified:

- relationships between the parent company and its subsidiaries the main transactions of which relate to:
  - production subsidiaries billing the parent company for development costs based on the progress of their projects,
  - the parent company invoicing sales and marketing subsidiaries for a contribution to development costs,
  - the implementation of cash agreements allowing for centralized management at parent company level of the bank accounts of the majority of the Group companies;
- transactions with corporate officers.

The Company's five corporate officers hold management positions for which the compensation is detailed above.

6.3.2.11 Subsidiaries and shareholdings (March 31, 2022)

	Country	Currency	Capital *(in millions of currency units)*	Reserves and retained earnings before allocation of earnings *(in millions of currency units)*
Subsidiaries (at least 50% of capital held)				
Ubisoft Inc.	United States	US dollar	90.4	(29.5)
Ubisoft EMEA SAS	France	Euro	12.0	16.7
Ubisoft International SAS	France	Euro	50.0	12.7
Ubisoft France SAS	France	Euro	20.6	4.6
Ubisoft GmbH	Germany	Euro	12.0	6.8
Owlient SAS	France	Euro	0.1	1.5
Ubisoft Mobile Games SARL	France	Euro	100.0	(107.6)
Ubisoft Motion Pictures SARL	France	Euro	3.3	(4.8)
Ubisoft Entertainment Sweden AB	Sweden	Swedish krona	33.1	343.1
i3D.net BV	Netherlands	Euro	—	10.7
Other french subsidiaries *				
Other foreign subsidiaries *				
TOTAL				
Investments (between 10% and 50% of capital held)				

* *Detailed information on significant subsidiaries is provided individually. "Other French and foreign subsidiaries" include a large number of companies but whose share value is not significant*

Percentage of capital held *(in %)*	**Carrying amount of shares held** *(in € millions)*		**Loans and advances granted by the Company and not yet repaid** *(in € millions)*	**Sales excluding tax** *(in millions of currency units)*	**Profit (loss) for the last financial year** *(in millions of currency units)*	**Dividends received** *(in € millions)*
	gross	**net**				
100%	97.0	97.0	—	1,041.7	(27.0)	—
100%	55.2	55.2	—	766.5	8.5	—
100%	50.0	50.0	—	363.5	3.6	—
100%	22.9	22.9	—	32.9	0.2	—
100%	27.1	19.6	—	58.1	0.9	—
100%	20.1	7.6	—	7.5	0.4	—
100%	292.4	56.9	—	90.0	(68.0)	—
100%	45.2	—	—	1.1	(2.8)	—
100%	28.7	28.7	—	890.0	64.3	—
100%	106.8	106.8	—	62.5	17.4	81.9
	21.2	21.2	—	—	—	—
	34.2	31.7	1.8	—	—	—
	800.8	**497.6**				
	—	—				

6.4 STATUTORY AUDITORS' REPORT ON THE SEPARATE FINANCIAL STATEMENTS

This is a free translation into English of one of the statutory auditors' general report issued in French language and it is provided solely for the convenience of English speaking readers.

This report should be read in conjunction with, and construed in accordance with French law and professional auditing standards applicable in France.

Financial year ended March 31, 2022

To the General Meeting of Ubisoft Entertainment,

OPINION

As mandated by your General Meetings, we conducted the audit of the separate financial statements of Ubisoft Entertainment in respect of the financial year ended March 31, 2022, as attached to this report.

We hereby certify that, from the standpoint of French accounting rules and principles, the separate financial statements give a true and fair view of the results obtained for the financial year in question and of the Company's financial position and assets at the end of this year.

The opinion formulated above is consistent with the content of our report to the Audit Committee.

BASIS FOR THE OPINION

Audit Guidelines

We conducted our audit in accordance with accepted professional standards in France. It is our view that the elements that we collected are sufficient and adapted to base our opinion.

Our responsibilities under these standards are indicated in the section "Responsibilities of the Statutory Auditors relating to the audit of the separate financial statements" in this report.

Independence

We conducted our audit in accordance with the rules of independence provided for in the French commercial code and the Statutory Auditors' professional code of ethics, over the period from April 1, 2021 to the date of issue of our report, and notably, did not provide any services prohibited by Article 5, paragraph 1 of Regulation (EU) 537/2014.

BASIS FOR OUR ASSESSMENT – KEY POINTS OF THE AUDIT

The global crisis linked to the Covid-19 pandemic created special conditions for the preparation and audit of the financial statements for this financial year. This crisis and the exceptional measures taken as part of the state of health emergency had multiple consequences for companies, particularly on their activity and financing, as well as increased uncertainty about their future prospects. Some of these measures, such as travel restrictions and remote working, have also had an impact on the internal organization of companies and the way in which audits are carried out.

It is in this complex and evolving context that, pursuant to the provisions of Articles L. 823-9 and R. 823-7 of the French commercial code regarding the basis for our assessments, we call your attention to the key points of the audit regarding the risks of material misstatements which, in our professional judgment, were the most significant for the audit of the separate financial statements for the financial year, together with the responses we provided to these risks.

Our assessments were made within the context of our audit of the separate financial statements as a whole, and provided a basis for the opinion expressed previously. We do not express an opinion on the items in the separate financial statements taken separately.

CONTENTS

Assessment of the commercial software developed internally - impairment tests
Note 19 of the notes to the separate financial statements

Risk identified	Response provided
As at March 31, 2022, the net carrying amount for the commercial software developed internally amounted to €1,847 million for a total statement of financial position of €4,154 million. The intangible assets resulting from the development of commercial software, once released, are amortized on a straight-line basis starting on the commercial release date for a duration of 1 to 8 years. Moreover, as indicated in note 19 "Inventory value and changes in intangible assets during the financial year" in the notes to the separate financial statements, the Company subjects the released commercial software to an impairment test at each closing date. Commercial software in production with a planned release date within 12 months after the closing date, or for which an impairment loss indicator is identified is also subject to an impairment test. These tests involve comparing the net carrying amount of the commercial software (after normally recognized linear depreciation) to the expected future cash flows from the sale of the game. Impairment is recognized if the value-in-use is lower than the net carrying amount of the commercial software. We have considered the impairment tests on commercial software developed internally as a key point of the audit, given the particularly significant amount and the significant degree of judgment required by the Company to determine the value-in-use bases on forecasts of discounted cash flows for which achievement is inherently uncertain.	We have examined the procedures for conducting these impairment tests. Our work notably consisted in: (1) Taking note of the internal control relating to the implementation of these impairment tests and testing by sampling the key controls implemented by the Company for these processes. Our procedure tests consisted in: • assessing the implementation of editorial control by the Company's management team, • assessing the portfolio review of software in production which aims to control the exhaustive accounting translation of editorial discontinuation decisions, • ensuring that the Board of directors has approved the 3 year business plan; (2) Our substance tests mainly consisted in: • conducting a retrospective analysis of the impairment tests carried out by the Company over the previous financial years, • comparing sales and profitability forecasts for the commercial software used in the impairment tests with those underlying the Group 's 3 year business plan approved by the Board of directors, • assessing the consistency of the future sales forecasts with regard to available data or comparables (previous opus within the same franchise, another similar commercial software with the same comparable levels of functions, taking into account the level of pre-orders for example). We also assessed the relevant nature of the information provided in note 19 "Inventory value and changes in intangible assets during the financial year" in the notes to the separate financial statements.

Assessment of equity investments
Note 17 and 23 of the notes to the separate financial statements

Risk identified	Response provided
At March 31, 2022, the equity investments were recorded in the statement of financial position for a net carrying amount of €498 million, or 12% of total assets. As indicated in note 23 "Non-current financial assets", equity investments are subject to impairment tests at each closing date to check that their net carrying amounts do not exceed their value-in-use. The estimate of the value-in-use of equity investments is calculated according to: • medium-term profitability prospects. A method has been determined to establish the future cash flows of the Group's various businesses. They are discounted using a rate based on the valuation of the average cost of equity which stood at 8.88% at March 31, 2022; • the net position at this date, if it is higher than the value determined using the discounted future cash flows. Moreover, note 17 "Provisions in the statement of financial position" indicates that provisions are recognized where risks and charges that have a clearly defined purpose but are not certain to arise, are made likely by events that have occurred or are in progress. Thus, provisions are recognized to cover subsidiaries' negative equity. Due to the particularly significant net carrying amount of equity investments in the total statement of financial position, and the high degree of judgment exercised by the Company as part of the estimate of value-in-use, especially when it is based on forecast elements, we have considered that the assessment of equity investments, and by extension the associated provisions for risks are a key point in our audit.	In order to assess the amount of value-in-use of the equity investments determined by the Company, our work notably consisted in: • assessing the relevance of the calculation modalities used to determine the value-in-use; • comparing the proportions of net positions used to determine the value-in-use of equity investments with the financial statements for the investments, which were subject to an audit or analytical procedures; • *via* interviews with the management team, assessing the main assumptions and modalities selected to estimate value-in-use, particularly the long-term growth rate and the discount rate, by referring to our experts where necessary; • checking the arithmetical accuracy of the value-in-use calculations made by your Company; • noting the recognition of a provision for risks if your Company has committed to covering the losses of a subsidiary with negative equity.

SPECIFIC VERIFICATIONS

We have also carried out the specific verifications required by legal and regulatory texts, pursuant to professional standards applicable in France.

Information provided in the management report and other documents sent to shareholders on the financial position and the separate financial statements

We have no comments regarding the accuracy and consistency with the separate financial statements of the information provided in the Board of directors' management report or in the other documents provided to shareholders concerning the financial position and separate financial statements.

We certify the accuracy and consistency with the separate financial statements of the information on payment terms indicated in Article D. 441-6 of the French commercial code.

Corporate governance report

We certify the existence in the Board of directors' corporate governance report of the information required by Articles L. 225-37-4, L. 22-10-10 and L. 22-10-9 of the French commercial code.

With regard to the information provided pursuant to the provisions of Article L. 22-10-9 of the French commercial code on compensation and benefits paid or awarded to corporate officers, as well as on the commitments granted to them, we have verified their consistency with the financial statements or with the data used to prepare these financial statements and, where applicable, with the information collected by your Company from the companies controlled by it that are included in the scope of consolidation. Based on this work, we attest the accuracy and truthfulness of such information.

Regarding the information on elements that your Company considered likely to have an impact in the event of a public offer or exchange offer, provided pursuant to the provisions of Article L. 22-10-11 of the French commercial code, we have checked compliance with the source documents provided to us. Based on this work, we have no comments to make on this information.

Other information

As required by law, we have ensured that the various information relating to equity and control investments and to the identity of the holders of share capital or voting rights was provided to you in the management report.

OTHER VERIFICATIONS OR INFORMATION REQUIRED BY STATUTORY AND REGULATORY TEXTS

Format of the separate financial statements intended to be included in the annual financial report

We have also verified, in accordance with the professional standards on the due diligence of the Statutory Auditors relating to the annual and consolidated financial statements presented according to the single European electronic information format, compliance with this format defined by Delegated European Regulation 2019/815 of December 17, 2018 in the presentation of the separate financial statements intended to be included in the annual financial report mentioned in I of Article L. 451-1-2 of the French monetary and financial code, prepared under the responsibility of the Chairman and Chief Executive Officer.

On the basis of our work, we conclude that the presentation of the separate financial statements intended to be included in the annual financial report complies, in all material respects, with the single European electronic information format.

It is not our responsibility to verify that the separate financial statements that will be included by your Company in the annual financial report filed with the AMF correspond to those on which we performed our work.

Appointment of the Statutory Auditors

We were appointed as Statutory Auditors for Ubisoft Entertainment by your General Meetings of June 27, 2003 for KPMG Audit and of September 29, 2016 for Mazars.

As at March 31, 2022, KPMG Audit was in its 19th uninterrupted year of office and Mazars in its 6th year of office.

RESPONSIBILITIES OF THE MANAGEMENT TEAM AND THE PEOPLE COMPRISING THE CORPORATE GOVERNANCE WITH REGARD TO THE SEPARATE FINANCIAL STATEMENTS

The management team is responsible for preparing separate financial statements that present a true and fair view, in accordance with French accounting rules and principles, and implementing the internal control it considers necessary for preparing separate financial statements that do not include material misstatements resulting either from fraud or errors.

When preparing the separate financial statements, the management team is responsible for assessing the Company's ability to continue its operations, and presenting in these financial statements, if applicable, the information on the continuation of operations, and applying the accounting going-concern convention, unless it plans to liquidate the Company or cease its activity.

The Audit Committee is responsible for monitoring the financial information preparation process and the effectiveness of the internal control and risk management systems, as well as, if applicable, internal audit, with respect to the procedures for the preparation and processing of accounting and financial information.

The annual financial statements have been prepared by the Board of directors.

RESPONSIBILITIES OF THE STATUTORY AUDITORS FOR THE AUDIT OF THE SEPARATE FINANCIAL STATEMENTS

Audit objective and approach

We are responsible for preparing a report on the separate financial statements. Our aim is to obtain reasonable assurance that the separate financial statements taken as a whole do not include material misstatements. Reasonable assurance corresponds to a high level of assurance, without, however, guaranteeing that an audit conducted in accordance with professional standards would systematically detect all material misstatements. Misstatements from fraud or resulting from errors are considered to be material when we can reasonably expect that they may, taken individually or cumulatively, influence economic decisions that users of the financial statements may take based on them.

As specified in Article L. 823-10-1 of the French commercial code, our assignment to certify the financial statements does not consist in guaranteeing the viability or the management quality of your Company.

As part of an audit conducted in accordance with the professional standards applicable in France, the Statutory Auditor exercises his/her professional judgment throughout the audit. Moreover:

- he/she identifies and assesses the risks that the separate financial statements include material misstatements from fraud or resulting from errors, defines and implements audit procedures faced with these risks and collects the elements that he/she considers sufficient and appropriate on which to base his/her opinion. The risk of non-detection of a material misstatement resulting from fraud is higher than that of a misstatement resulting from an error, as the fraud may involve collusion, falsification, voluntary omissions, false declarations or circumvention of internal control;
- he/she takes note of the relevant internal control for the audit in order to define the relevant audit procedures, and not with the aim of expressing an opinion on the effectiveness of the internal control;
- he/she assesses the appropriate nature of the selected accounting principles and the reasonable nature of the accounting estimates made by the management team, as well as the information on them provided in the separate financial statements;

- he/she assesses the relevant nature of the application of the going-concern accounting convention by the management team, and, depending on the elements collected, the existence of a significant uncertainty with regard to the events or circumstances likely to call into question the Company's ability to continue its operations. This assessment is based on the elements collected up to the date of his/her report, it being recalled that subsequent circumstances or events may call into question the continuation of operations. If he/she concludes that there is a significant uncertainty, he/she calls the readers' attention to the information provided in the separate financial statements on the subject of this uncertainty, or, if this information is not provided or is not relevant, he/she formulates a certification with reserves or refuses to certify;
- he/she assesses the overall presentation of the separate financial statements and assesses if the separate financial statements reflect the underlying operations and events, in order to provide a true and fair view.

Report of the Audit Committee

We provide a report to the Audit Committee presenting notably the scope of the audit work and the work program implemented, as well as the conclusions resulting from our work. We also draw its attention, if applicable, to the significant weaknesses of the internal control that we have identified with respect to the procedures for the preparation and processing of accounting and financial information.

Amongst the elements communicated to the Audit Committee are the risks of material misstatements that we have considered to be the most important for the audit of the separate financial statements for the financial year, and that constitute as such the key points of the audit, which we are responsible for describing in this report.

We also provide the Audit Committee with the declaration provided for by Article 6 of Regulation (EU) 537/2014 confirming our independence under the meaning of the rules applicable in France as set notably by Articles L. 822-10 to L. 822-14 of the French commercial code, and the Statutory Auditors' code of ethics. If applicable, we discuss with the Audit Committee the risks weighing on our independence and the safeguard measures applied.

Nantes and Vannes, May 31, 2022

Statutory Auditors

KPMG S.A.	MAZARS
Gwenaël CHÉDALEUX Partner	**Julien MAULAVÉ** Partner

6.5 STATUTORY AUDITORS' SPECIAL REPORT ON REGULATED AGREEMENTS AND COMMITMENTS

This is a free translation into English of one of the statutory auditors' report on regulated agreements and commitments issued in French language and it is provided solely for the convenience of English speaking readers.

This report should be read in conjunction with, and construed in accordance with French law and professional auditing standards applicable in France.

To the General Meeting of Ubisoft Entertainment,

In our capacity as Statutory Auditors of your Company, we hereby report to you on regulated agreements and commitments.

We are required to inform you, based on the information provided to us, of the principal terms and conditions as well as the reasons explaining their interest for the Company of the agreements brought to our attention or which we may have discovered during the course of our mission, without expressing an opinion on their usefulness and appropriateness or identifying such other agreements, if any. It is your responsibility, under the terms of Article R. 225-31 of the French commercial code, to assess the interest in entering into such agreements and commitments for the purpose of approving them.

Furthermore, we are required to provide you with the information stipulated in Article R. 225-31 of the French commercial code relating to the performance, during the past financial year, of agreements and commitments previously approved by the General Meeting, if any.

We conducted the procedures we deemed necessary in accordance with the professional guidelines of the French National Institute of Statutory Auditors (*Compagnie Nationale des Commissaires aux Comptes*) relating to this assignment.

AGREEMENTS SUBMITTED TO THE GENERAL MEETING FOR APPROVAL

We hereby inform you that we have not been advised of any agreements approved and signed during the past financial year to be submitted for approval by the General Meeting in application of the provisions of Article L. 225-38 of the French commercial code.

AGREEMENTS ALREADY APPROVED BY THE GENERAL MEETING

We hereby inform you that we have not been advised of any agreements previously approved by the General Meeting that remained in effect during the financial year.

Nantes and Vannes, May 31, 2022

Statutory Auditors

KPMG S.A.	MAZARS
Gwenaël CHÉDALEUX	**Julien MAULAVÉ**

6.6 UBISOFT ENTERTAINMENT SA RESULTS FOR THE PAST FIVE FINANCIAL YEARS

Financial year	2017-2018	2018-2019	2019-2020	2020-2021	2021-2022
Capital at year-end					
Capital *(in € millions)*	8.7	8.6	9.4	9.6	9.7
Number of ordinary shares	111,631,149	111,592,116	120,938,298	123,559,764	125,234,102
Number of preference shares	13,883	19,771	12,800	6,912	—
Number of priority dividend shares	—	—	—	—	—
Maximum number of shares to be created	13,431,223	12,923,656	9,122,287	8,448,646	8,719,458
Through the exercise of stock options	*2,171,411*	*1,737,829*	*1,626,499*	*1,485,157*	*1,009,938*
Through the allocation of free shares	*3,952,542*	*3,878,557*	*3,133,929*	*2,601,630*	*3,347,661*
Through the conversion of OCEANE bonds	*7,307,270*	*7,307,270*	*4,361,859*	*4,361,859*	*4,361,859*
Operations and results for the year ***(in € millions)***					
Sales	1,550.7	1,741.4	1,540.3	2,176.9	2,210.0
Net profit (loss) before tax, investments and provisions	779.4	750.7	459.5	789.4	726.5
Income tax	2.2	1.5	(8.8)	(6.0)	(6.8)
Employee profit-sharing	—	—	—	—	—
Net income after tax, investments and provisions	215.8	159.2	(301.1)	(14.5)	(168.3)
Distributed income	—	—	—	—	—
Results per share ***(euro/share)***					
Per share, profit (loss) after tax, before provisions	7.00	6.71	3.87	6.44	5.86
Per share, profit (loss) after tax and provisions	1.93	1.43	(2.49)	(0.12)	(1.34)
Dividend per share	—	—	—	—	—
Employee					
Average headcount	5	5	5	5	5
Payroll *(in € millions)* *	1.3	1.5	0.7	1.2	0.8
Social security contributions and employee benefits *(in € millions)*	1.0	1.0	0.6	0.7	0.3

* *Compensation of one corporate officer recognized under subcontracting was not included*

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7.1 LEGAL INFORMATION

7.1.1 PRESENTATION OF THE COMPANY

The 2022 General Meeting will be asked to remove all the provisions in the articles of association relating to preference shares convertible into ordinary shares (see 8.2.2), which may only be issued in accordance with the provisions of articles L. 225-197-1 and L. 22-10-59 *et seq.* of the French commercial code. As the conversion of preference shares under the last outstanding plan took place on December 16, 2021 (see 4.2.3.3) and the Company does not plan to make new grants of free preference shares convertible into ordinary shares, the related articles of association, in particular those identified as follows **[***italics***]** below shall be deemed to be null and void and not applicable, subject to the vote of the resolution referred to above.

Company information/Articles of association

Corporate name	Ubisoft Entertainment
Registered office (Main place of business)	2, rue du Chêne Heleuc – 56910 Carentoir
	France
Executive Management (Place of business)	2, avenue Pasteur – 94160 Saint-Mandé
	France
Website	www.ubisoft.com (Investors Center)
Legal form	Joint stock company (French "SA") with a Board of directors
Applicable legislation	French laws and regulations in force, articles of association and internal rules of the Board
Date of incorporation	March 28, 1986
Country of incorporation	France
RCS registration [(1)]	April 9, 1986
Term	99 years from registration except in the case of extension or early dissolution
Registration number [(1)]	335 186 094 RCS Vannes
APE Code [(2)]	5821Z
Legal Entity Identifier [(3)]	969500I7C8V1LBIMSM05
Place where legal documents may be consulted	The Company's legal documents may be consulted: ■ on the Company's website (www.ubisoft.com – Investors Center) [(4)]; ■ at the registered office.

Company information/Articles of association	
Financial year	From April 1 to March 31
Corporate purpose (Article 3 of the articles of association)	The Company has the following purpose, in France and abroad, both directly and indirectly: ■ the creation, production, publishing and distribution of all kinds of multimedia, audiovisual and IT products, especially video games, educational and cultural software, cartoons and literary, cinematographic and television works on any media, current or future; ■ the distribution of all kinds of multimedia and audiovisual products, especially through new communication technologies such as networks and online services; ■ the purchase, sale and, in general, all forms of trading, including both import and export, via rental or otherwise, of any computer and word-processing hardware with its accessories, as well as any hardware or products for reproducing sound and pictures; ■ the marketing and management of all IT, data-processing and word-processing computer programs; ■ consulting, support, assistance and training relating to any of the above-mentioned fields; ■ the investment by the Company in any operation that may relate to its purpose, by the creation of new companies, the subscription or purchase of shares or corporate rights, by mergers or by other means. And in general, any operation related directly or indirectly to the above purpose or similar and related purposes likely to promote the Company's development.
Shareholder rights and obligations	
General Meetings (Article 14 of the articles of association)	General Meetings are composed of all shareholders, excluding the Company itself. They represent the totality of shareholders. They will be convened and deliberate under the conditions prescribed by the French commercial code. General Meetings are held at the registered office or at any other venue indicated in the convening notice. They are chaired by the Chairman of the Board of directors or, in his absence, by a director appointed for this purpose by the General Meeting. The right to participate in General Meetings is subject to fulfillment of the formalities provided for under applicable regulations in force. Shareholders may vote by postal form or by proxy form subject to the requirements of legal and regulatory provisions. Shareholders may vote remotely using a form in compliance with the conditions laid down by law and which is only counted if it is received by the Company before the General Meeting is held, within the deadline fixed by the legal and regulatory provisions in force. Any abstention expressed on the form or any lack of indication of the direction of the vote will not be considered as a vote cast. In case of a remote vote using an electronic voting form or a vote by proxy given by electronic signature, this will be carried out under the conditions specified by the regulations in force. In accordance with the decision of the Board published in the notice of meeting and/or convening notice, shareholders may participate in General Meetings (by means of video-conferencing or vote using all means of telecommunication or remote transmission, including the internet), under the conditions prescribed by the applicable regulations in force.
Forms and methods of shareholding/Disposal methods (Article 5 of the articles of association)	The shares of the Company must be registered under the terms and conditions required by applicable legal and regulatory provisions. **Ordinary shares ("OS")** Fully paid-up OS may be registered or bearer shares, depending on the preference of the shareholder, subject to applicable legal and regulatory provisions. OS are conveyed by transfer from account to account. **[*Preference shares ("AGAP")*** *AGAP must be held in registered form and may not be contractually divided. AGAP are not transferable.*]
Rights, privileges and restrictions attached to shares (Article 7 of the articles of association)	**Ordinary shares ("OS")** Each OS gives the right to ownership of the Company assets and the liquidation surplus in a share equal to the share of the share capital that it represents. A double voting right is allocated to all fully paid-up OS for which registration for at least two years in the name of the same shareholder can be shown. In the event of a capital increase by capitalization of reserves, profits or issue premiums, this right is also conferred at the date of issue on registered shares granted free of charge to a shareholder on the basis of ownership of existing shares that enjoy this right. **[*Preference shares ("AGAP")*** *Each AGAP gives entitlement, until the conversion date, in the liquidation surplus, to a share equal to the portion of the share capital that it represents.* *AGAP do not give holders the right to vote at the ordinary and extraordinary General Meetings of the holders of OS; it being specified that they have the right to vote in special General Meetings of holders of AGAP.* *Each AGAP will have a dividend payment right equal to 1% of the payment right.*]

Company information/Articles of association	
Distribution of profits (Article 17 of the articles of association)	Income for the financial year, after deduction of operating expenses, depreciation, amortization, and provisions, constitutes net earnings. The following are deducted from the profit for the financial year, less any prior losses: ■ the amounts to be carried in reserve in accordance with the law or the articles of association and, in particular, at least 5% to constitute the legal reserve - this deduction ceases to be mandatory when said reserve reaches an amount equal to one-tenth of the share capital; it resumes when, for any reason, the legal reserve falls below this fraction; ■ the amounts that the General Meeting, on the proposal of the Board, deems it useful to allocate to any extraordinary or special reserves or to retained earnings. The balance is distributed to shareholders. However, except in the event of a reduction in the share capital, no distribution may be made to shareholders when the shareholders' equity is, or would become as a result thereof, less than the amount of the share capital plus reserves for which the law or the articles of association do not permit distribution. The General Meeting may, in accordance with the provisions of article L. 232-18 of the French commercial code, propose an option for payment of the dividend or interim dividends in whole or in part by delivery of new shares in the Company.
Procedure for the identification of shareholders (Article 6.1 of the articles of association)	The Company or its representative may at any time, in accordance with legal and regulatory provisions, make a request to either the central custodian managing the securities register or directly to one or more intermediaries referred to in article L. 211-3 of the French monetary and financial code, for the information referred to in article R. 228-3 of the French commercial code enabling it to identify the owners of its shares and its securities giving, immediately or in the future, voting rights in its own meetings.
Crossing of legal thresholds (Article 6.2 of the articles of association)	Without prejudice to the thresholds provided for in article L. 233-7 of the French commercial code, any individual acting alone or in concert with others who directly or indirectly comes to own, in any way whatsoever, at least 4% of the Company's share capital or voting rights, or a multiple of this percentage that is less than or equal to 28%, is required to inform the Company by registered letter with acknowledgment of receipt sent to the Company's registered office within the period prescribed in article R. 233-1 upon referral from article L. 233-7 of the French commercial code, of the total number of shares, voting rights and securities ultimately granting entitlement to the Company's capital that he or she holds either directly or indirectly or in concert. The disclosure upon crossing any threshold equal to a multiple of 4% of the share capital or voting rights as set out in the above paragraph should also be made when the interest in the share capital or voting rights falls below one of the aforementioned thresholds. To determine the thresholds of share capital and voting rights for which declarations must be made when crossed pursuant to the previous paragraphs, the assimilation rules and calculation procedures specified by articles L. 233-7 and L. 223-9 of the French commercial code or the General Regulation of the *Autorité des Marchés Financiers* (French Financial Markets Authority – AMF) are applied. Shareholders who fail to disclose that they have crossed such thresholds will forfeit their voting rights under the conditions set forth in article L. 233-14 of the French commercial code, upon request - recorded in the minutes of the General Meeting – of one or more shareholders who together own at least 5% of the share capital or voting rights in the Company.
General information about the Group	
Group activity	The Group's main business activities are centered around the production, publishing, distribution, and "operation" of video games for consoles, PC, smartphones and tablets in both physical and digital formats.
Location of the Group's business	The Group operates worldwide.

(1) Trade and Companies Register
(2) Code corresponding to the main activity carried out
(3) Legal Entity Identifier or LEI
(4) The information on this website is not part of this Universal Registration Document unless it is expressly incorporated for reference purposes

7.1.2 FACTORS LIKELY TO HAVE AN IMPACT IN THE EVENT OF A PUBLIC OFFER ("PO")

Items referred to in article L. 22-10-11 of the French commercial code	
Capital structure – Direct or indirect investments	See 7.3
Statutory restrictions on the exercise of the VR [1] and share transfers	Article 6.2 of the articles of association (see 7.1.1) provides that non-compliance with the requirement to report the crossing of statutory thresholds results in the shares being deprived of VR [1] [2].
Agreement clauses brought to the attention of the Company [3]	N/A
Owners of securities conferring special rights of control over the Company	With the exception of double VR [1] allocated to all ordinary shares registered in the name of the same holder for at least two years (see 7.1.1), there are no securities with special control rights.
Control mechanisms provided for in a potential employee share ownership system	The rules applicable to the Ubi Actions and Ubi Share Ownership FCPE [4] provide that the Supervisory Boards exercise the voting rights at the Company's General Meetings and decide on the contribution of shares, particularly in the event of a PO (FCPE share ownership percentages – see 7.3.3).
Agreements between shareholders of which the Company is aware that may result in restrictions: transfer of shares/ exercise of VR [1]	N/A
Rules governing the appointment and replacement of members of the Board and amendment of the articles of association	Rules in accordance with legal and statutory provisions (see notably 4.1.2.3.1).
Powers of the Board in the event of a PO	The Board cannot implement the share buyback program during the period of a PO for the Company's shares (21st resolution of the 2021 General Meeting) [5]. Authorizations to issue shares/securities with or without PSR [6] voted by the 2020 General Meeting [5] provide that the Board cannot decide on these issues during a period of PO for the Company's shares.
Agreements entered into by the Company amended or terminated in the event of a change of control of the Company	There are certain agreements made by the Company that would be amended or terminated in the event of a change of control, but for reasons of confidentiality it seems unwise to specify the nature of these agreements. In the event of a change of control (article L. 233-3 of the French commercial code), the SOP and/or AGA plans, with the exception of those for executive corporate managing officers, immediately cease to be subject to (i) the condition that the beneficiaries are Group employees on the date of exercise of the SOP or delivery of the shares resulting from the AGA and (ii) the achievement of the performance conditions, if applicable.
Agreements providing for compensation for Board members in the event of resignation/ dismissal or loss of employment due to a PO	N/A (see 4.2.1.2)

(1) Voting right(s)
(2) Under the conditions provided for in article L. 233-14 of the French commercial code
(3) In application of article L. 233-11 of the French commercial code
(4) Company mutual funds
(5) Renewal submitted to the vote of the 2022 General Meeting
(6) Preferential subscription rights

7.2 SHARE CAPITAL

7.2.1 SHARE CAPITAL AS AT MARCH 31, 2022

At March 31, 2022, the number of shares outstanding amounted to 125,234,102 ordinary shares with a par value of €0.0775 each, fully paid up, representing a share capital of €9,705,642.91.

The following table shows the number of shares created and/or canceled between April 1, 2021, and March 31, 2022:

AT 04/01/21	123,566,676	SHARES
Exercise of subscription options		320,198 shares
Final vesting of free preference shares (1)		320 shares
Cancelation of preference shares		-7,232 shares
Reserved capital increases (employee share ownership) (2)		1,354,140 shares
AT 03/31/22	**125,234,102**	**SHARES**

(1) The conversion of the AGAP (plans of 06/23/16 and 12/14/16) resulted in the delivery of existing shares
(2) 26th and 27th resolutions of the General Meeting of 07/02/20

7.2.2 POTENTIAL SHARE CAPITAL AS AT MARCH 31, 2022

Free share grants (see 4.2.3.5)	Number of potential shares	Potential dilution
Attendance and/or performance conditions	3,347,661	2.60%

Share subscription options (see 4.2.3.6)		Number of potential shares	Potential dilution
Open and not open	Plans 35, 36, 38, 39, 40, 42, 43, 44, 45, 46, 47 and 48	1,009,938	0.80%

OCEANE (see 7.4.4.1) *	Number of potential shares	Potential dilution
Number of OCEANE	4,361,859	3.37%

** Issue on 09/24/19 of bonds convertible into and/or exchangeable for new or existing shares (OCEANE) maturing in 2024 admitted to trading on the Euronext Access™ market in Paris*

7.2.3 FINANCIAL AUTHORIZATIONS IN FORCE OR USED DURING THE FINANCIAL YEAR ENDED MARCH 31, 2022

The table below summarizes the financial authorizations granted by the General Meeting to the Board of directors for transactions on the share capital and any use made thereof during the financial year ended March 31, 2022, pursuant to the provisions of article L. 225-37-4, 3° of the French commercial code.

Authorization PSR = Preferential subscription rights ↗ = *increase* ↘ = *reduction*	Maximum par value Capital (K)		Maximum par value Debt securities		General Meeting Resolution no.	Expiry date Term	Use in FY22 OS: Ordinary shares AGAP: Preference shares
SHARE BUYBACK PROGRAM							
Buy back by the Company of **own shares** [1] [2]	10% of **K** (on buyback date)		—		07/01/21 21	12/31/22 18 months	Number of treasury shares as at 03/31/22: 2,449,019 (see 7.2.4)
↘ **K** by cancelation of treasury shares	10% of **K** per 24 months (as of cancelation date)		—		07/01/21 22	12/31/22 18 months	—
ISSUE OF SECURITIES							
↗ **K** by **capitalization** (reserves, profits, premiums or other)	€10 M		—		07/02/20 20	09/01/22 26 months	Number of AGAP issued: 320 [3]
↗ **K with maintenance** of PSR	€1,450 K [4]		€1 billion	Joint ceiling	07/02/20 21	09/01/22 26 months	—
↗ **K with waiver** of PSR through a public offering (excluding offerings referred to in 1 of art. L. 411-2 of the French monetary and financial code) [5]	€850 K [4]	Joint ceiling	€1 billion	Joint ceiling	07/02/20 22	09/01/22 26 months	—
↗ **K with waiver** of PSR through a public offering (offerings referred to in 1 of art. L. 411-2 of the French monetary and financial code) [5]	€850 K [4]	Joint ceiling	€1 billion	Joint ceiling	07/02/20 23	09/01/22 26 months	—
↗ K to compensate **contributions in kind**	10% of **K** at 07/02/20 [4]	Joint ceiling	€1 billion	Joint ceiling	07/02/20 24	09/01/22 26 months	—
EMPLOYEE SHARE OWNERSHIP							
↗ **K** reserved for **employees** of subsidiaries members of a Group savings scheme **(PEG)**	1.50% of **K** on the date of the Board decision [4]		—		07/02/20 25 [6]	09/01/22 26 months	—
↗ **K** reserved for **employees** of subsidiaries **outside France** and outside of a **PEG**					07/02/20 26 [6]	01/01/22 18 months	Number of OS issued: 1,354,140 [7]
↗ **K** reserved for categories of **beneficiaries** as part of an **employee share ownership offering**					07/02/20 27 [6]	01/01/22 18 months	
↗ **K** reserved for **employees** of subsidiaries members of a **PEG**	1.50% of **K** on the date of the Board decision [4]		—		07/01/21 23	08/31/23 26 months	—
↗ **K** reserved for **employees** of subsidiaries **outside France** and outside of a **PEG**					07/01/21 24	12/31/22 18 months	Number of OS that may be issued [8]: 1,302,080 [9]
↗ **K** reserved for categories of **beneficiaries** as part of an **employee share ownership offering**					07/01/21 25	12/31/22 18 months	

Authorization PSR = Preferential subscription rights ↗ = increase ↘ = reduction		Maximum par value Capital (K)	Maximum par value Debt securities	General Meeting Resolution no.	Expiry date Term	Use in FY22 OS: Ordinary shares AGAP: Preference shares
Share purchase and/or subscription options ("SOP")	Employees/ Executive Committee	1% of **K** at grant date (10)	—	07/02/20 28	09/01/23 38 months	Number of SOP granted: 4,009 (see 4.2.3.6)
Free share grant ("AGA")	Employees/ Executive Committee	2% of **K** at grant date (11)	—	07/02/19 27 (6)	09/01/22 38 months	Number of AGA granted: 1,306,220 (see 4.2.3.5)
	Employees/ Executive Committee	2% of **K** at grant date (12)	—	07/01/21 26	08/31/24 38 months	Number of AGA granted: 165,402 (see 4.2.3.5)
	Executive corporate managing officers	0.1% of **K** at grant date (13)	—	07/01/21 27	08/31/24 38 months	Number of AGA granted: 27,083 (see 4.2.3.5)

(1) Pursuant to articles L. 22-10-62 et seq. of the French commercial code and 241-1 to 241-7 of the AMF General Regulation
(2) For the financial year ended 03/31/22, the 18th resolution of the General Meeting of 07/02/20 of the same nature was used (see. 7.2.4)
(3) Final vesting of the free shares (see 7.2.1)
(4) Deducted from the overall maximum of €4M provided for in the 30th resolution of the General Meeting of 07/02/20
(5) French monetary and financial code
(6) This authorization/delegation (for the unused portion) was terminated on the date of effect/entry into force of the resolution of the same nature voted by a subsequent General Meeting
(7) Issue on 09/22/21 as part of the 2021 employee share ownership offering (press release of 06/09/21) (see 7.2.1)
(8) Or through the disposal of treasury shares held by the Company
(9) Launch of the 2022 employee share ownership operation following the Board decisions of 02/23/22
(10) Joint ceiling shared by the 28th and 29th resolutions of the General Meeting of 07/02/20
(11) Deducted from the overall limit of €4M provided for in the 28th resolution of the General Meeting of 07/02/19
(12) Joint ceiling shared by the 26th and 27th resolutions of the General Meeting of 07/01/21
(13) Ceiling included in that set in the 26th resolution of the General Meeting of 07/01/21 and replacing that set in the 29th resolution of the General Meeting of 07/02/20

7.2.4 SHARE BUYBACK

This section includes the information required under article L. 225-211 of the French commercial code, together with the information to be included in the description of the share buyback program pursuant to the provisions of delegated Regulation (EU) no. 2016/1052 of March 8, 2016 (supplementing Regulation (EU) no. 596/2014 of April 16, 2014 on "Market Abuse") and articles 241-2 and 241-3 of the AMF General Regulation.

7.2.4.1 Legal framework

The Combined General Meeting of July 1, 2021 (the "**2021 General Meeting**") renewed the authorizations previously granted to the Board of directors by the Combined General Meeting of July 2, 2020 (the "**2020 General Meeting**") allowing the Company, in accordance with article L. 22-10-62 of the French commercial code, to purchase, on or off the market, a number of shares representing up to 10% of the Company's share capital on the buyback date, for the purposes stipulated by the Market Abuse regulation, within the framework of market practices authorized by the AMF (the "**Share Buyback Program(s)**").

The 2020 and 2021 General Meetings also authorized the Board of directors to reduce the share capital by canceling the shares purchased under the Share Buyback Programs. The Board of directors did not use this authorization during the financial year ended March 31, 2022.

7.2.4.2 Situation at March 31, 2022

Percentage of own shares held directly and indirectly	1.96%
Number of shares in portfolio [1]	2,449,019
Portfolio book value	€100,589,523.20
Portfolio market value [2]	€97,838,309.05

(1) Details by purpose below
(2) Closing market price as at 03/31/22: €39.95 (Source: Euronext)

Number of shares held broken down by purpose at March 31, 2022

	Number of shares	
Nature of the purpose	**03/31/21**	**03/31/22**
To support the share price *via* a liquidity agreement [1]	82,880	77,968
External growth operations	—	—
Hedging of employee share ownership plans	402,865	2,371,051
Hedging of securities eligible for share allotment	—	—
Cancelation	—	—
TOTAL TREASURY SHARES HELD	**485,745**	**2,449,019**
PERCENTAGE OF TREASURY SHARES HELD	**0.39%** [2]	**1.96%** [3]

(1) See 7.2.4.3
(2) Based on 123,566,676 shares as at 03/31/21
(3) Based on 125,234,102 shares as at 03/31/22

Details of transactions during the financial year ended March 31, 2022

(article L. 225-211 of the French commercial code)

03/31/21	**Treasury shares**	**485,745**	**Value**	**at purchase price**	€31,707,516.88
	% of share capital [(1)]	**0.39%**		**par value**	€37,645.24
FY22 transactions	Purchases	4,286,574 [(2)]	Average purchase price		€51.58
			Trading fees		—
	Sales	1,242,067	Average selling price		€51.32
			Trading fees		—
	Transfers	1,081,233 [(3)]	Average transfer price		€37.33
03/31/22	**Treasury shares**	**2,449,019**	**Value**	**at purchase price**	€117,241,593.26
	% of share capital [(4)]	**1.96%**		**par value**	€189,798.97

(1) Based on 123,566,676 shares as at 03/31/21
(2) Of which 3,049,419 in respect of mandates entrusted to Exane BNP Paribas (see press release of 04/09/21) and Kepler Cheuvreux (see press releases of 06/07/21, 11/22/21 and 12/27/21) and the forward financial agreement entered into with Crédit Agricole Corporate and Investment Bank (CACIB) on 07/22/21 (see below)
(3) Under the employee share ownership plans (free preference share allocation plans, automatic conversion into ordinary shares: plans of 06/23/16 and of 12/14/16) and the 2021 employee shareholding operation (see press release of 09/06/21)
(4) Based on 125,234,102 shares as at 03/31/22

Derivative products

Transaction signed and settled during the financial year ended March 31, 2022

Date of transaction	Expiry and settlement date	Name of inter-mediary	Options/ Futures	Purchase/ Sale	Number of securities provided for in the Agreement	Number of securities acquired	Total amount provided for in the Agreement	Average price	Premium	Organized market/ over the counter
07/22/21	07/30/21	CACIB *	Forward agreement on shares (“Agreement”)	Purchase	375,000 maximum	365,419	€20M maximum	€54.73	N/A	Over the counter

** Crédit Agricole Corporate and Investment Bank*

Open position at March 31, 2022

Date of transaction	Name of intermediary	Purchase/ Sale	Number of shares	Options/Futures	Expiry date	Exercise price	Premium	Organized market/ over the counter
03/20/18	CACIB [(1)]	Purchase	3,445,454 [(2)]	Term (Pre-paid forward agreement on shares)	03/22/24 (except in the event of early settlement) [(3)]	€66	N/A	Over the counter

(1) Crédit Agricole Corporate and Investment Bank
(2) Partial early settlement of 1,100,000 shares on 09/08/20
(3) Extension of the initial term set at 03/22/21 for a 3-year period by amendment dated 09/15/20

7.2.4.3 Liquidity agreement

The Company entered into a liquidity agreement with Exane BNP Paribas on January 1, 2019, effective from February 1, 2019, for an initial period of one (1) year renewable by tacit agreement for successive periods of the same term (the “**Agreement**”), in accordance with the Market Abuse Regulation, delegated Regulation (EU) no. 2016/908 of February 26, 2016 supplementing this Regulation, and AMF Decision no. 2021-01 of June 22, 2021 renewing the introduction of liquidity agreements on equity securities as an accepted market practice (the “**Decision**”). The Agreement's half-yearly reports are published in accordance with the terms and conditions of the Decision.

7.2.4.4 Description of the share buyback program submitted for approval to the Combined General Meeting of July 5, 2022

Pursuant to the provisions of the delegated Regulation (EU) no. 2016/1052 of March 8, 2016 (supplementing the Market Abuse Regulation) and articles 241-2 and 241-3 of the AMF General Regulation, the Company presents below the description of the share buyback program (the “**2022 Share Buyback**”) that will be submitted for approval to the Combined General Meeting of July 5, 2022.

Details of the securities liable to be repurchased: ordinary shares in Ubisoft Entertainment SA listed on Euronext Paris, Compartment A, ISIN code: FR0000054470.

Maximum portion of the share capital and maximum number of securities that may be purchased: 10% of the total number of shares comprising the share capital (**K**) at the buyback date – or for information purposes:

	K	10% of **K**	Treasury shares	Shares to be acquired 2022 Share Buyback
04/30/22	125,234,102 shares	12,523,410 shares	2,463,583 shares or 1.97% of the share capital	10,059,827 shares or 8.03% of the share capital

Maximum purchase price: €120 *i.e.*, based on the share capital as at April 30, 2022, a maximum amount of €1,502,809,200 or, taking into account the number of shares held by the Company at the same date described above, €1,207,179,240.

Objectives:

- to ensure the liquidity and activity of Ubisoft Entertainment SA share using an investment services provider acting independently under a liquidity agreement in accordance with AMF Decision no. 2021-01 of June 22, 2021;
- to meet the obligations related to the share purchase option or free share grant programs, or carry out all other grants or transfers of shares for the benefit of employees and/or executive corporate managing officers of the Group or for the benefit of some of them, notably as part of all company or Group savings schemes, or profit sharing, or to allow hedging of an employee share ownership offering structured by a bank, or by an entity controlled by such an establishment under the meaning of article L. 233-3 of the French commercial code, taking place at the Company's request;
- to retain shares for delivery at a later date in exchange or as payment for any future external growth operations, subject to a limit of 5% of the existing capital;
- to deliver shares upon the exercise of rights attached to debt securities giving access, by any means, immediately and/or at a future date, to the Company's share capital through redemption, conversion, exchange, presentation of a warrant or any other means;
- to cancel in whole or in part any shares repurchased under the conditions defined by law, subject to the authorization from the Extraordinary General Meeting;
- to implement all recognized market practices or practices that may come to be admitted by law or by the AMF and more generally to complete all transactions in compliance with current legislation.

Duration of authorization: 18 months from the General Meeting of July 5, 2022.

7.3 SHARE OWNERSHIP

7.3.1 CHANGES IN SHARE CAPITAL IN THE LAST THREE FINANCIAL YEARS AND UP TO MAY 11, 2022

Date of Board or decision of the Chairman and CEO	Type of transaction K: Share capital ↗ : Increase ↘ : Reduction SOP (1): Exercise	Number of shares issued or canceled	Amount (in cash)	Premium IP: issue premium CP: conversion premium	Cumulative number of shares	Amount of share capital (2)
04/11/19	**SOP** from 01/01/19 to 03/31/19	140,637	€10,899.36	**IP:** €2,069,005.61	111,611,887	€8,649,921.24
06/20/19	↗ **K** (capitalization of reserves) (4)	6,518	€6,253.55	€(505.15)	111,692,578	€8,656,174.80
	SOP from 04/01/19 to 05/31/19	74,173		**IP:** €1,695,064.51		
07/04/19	↗ **K** reserved for employees (5)	1,021,350	€79,154.63	**IP:** €69,679,050.38	112,713,928	€8,735,329.42
09/20/19	↗ **K** (capitalization of reserves) (3) (4)	1,183,329	€103,466.84	€(91,708.00)	114,036,861	€8,837,856.73
	SOP from 06/01/19 to 08/31/19	151,727		**IP:** €3,915,861.71		
	↘ **K** (cancelation of AGAP)	(12,123)	€(939.53)	€(939.53)		
10/04/19	↗ **K** (conversion of OCEANE)	1,875,237	€153,692.89	**CP:** €102,505,142.51	116,019,995	€8,991,549.61
	SOP from 09/01/19 to 09/30/19	107,897		**IP:** €2 040 811,41		
10/15/19	↗ **K** (capitalization of reserves) (3)	164,133	€352,979.41	€(12,720.31)	120,574,568	€9,344,529.02
	↗ **K** (conversion of OCEANE)	4,390,440		**CP:** €239,171,547.50		
12/13/19	↗ **K** (capitalization of reserves) (3) (4)	72,664	€7,261.67	€(5,631.46)	120,665,858	€9,351,604.00
	SOP from 10/01/19 to 11/30/19	21,035		**IP:** €463,833.95		
	↘ **K** (cancelation of AGAP)	(2,409)	€(186.70)	€(186.70)		
02/25/20	↗ **K** (capitalization of reserves) (3)	153,473	€14,735.08	€(11,894.16)	120,855,988	€9,366,339.07
	SOP from 12/01/19 to 01/31/20	36,657		**IP:** €1,078,510.04		
04/20/20	↗ **K** (capitalization of reserves) (3)	302,500	€30,814.78	€(23,443.75)	121,253,598	€9,397,153.85
	SOP from 02/01/20 to 03/31/20	95,110		**IP:** €2,476,364.09		
06/18/20	↗ **K** (capitalization of reserves) (3)	815,315	€65,585.31	€(63,186.91)	122,099,860	€9,462,739.15
	SOP from 04/01/20 to 05/31/20	30,947		**IP:** €1,059,503.69		
09/22/20	↗ **K** (capitalization of reserves) (4)	318	€95,891.68	€(24.65)	123,332,466	€9,558,266.12
	SOP from 06/01/20 to 08/31/20	140,394		**IP:** €71,411,956.50		
	↗ **K** reserved for employees (5)	1,096,600				
	↘ **K** (cancelation of AGAP)	(4,706)	€(364.72)	€(346.72)		
12/14/20	**SOP** from 09/01/20 to 11/30/20	160,159	€12,412.32	**IP:** €5,051,550.57	123,491,125	€9,570,562.19
	↘ **K** (cancelation of AGAP)	(1,500)	€(116.25)	€(116.25)		
04/07/21	**SOP** from 12/01/20 to 03/31/21	75,551	€5,855.20	**IP:** €3,101,875.29	123,566,676	€9,576,417.39
06/21/21	↗ **K** (capitalization of reserves) (4)	320	€1,279.60	€(24.80)	123,576,349	€9,577,167.05
	SOP from 04/01/21 to 05/31/21	16,191		**IP:** €564,820.44		
	↘ **K** (cancelation of AGAP)	(6,838)	€(529.95)	€(529.95)		
09/22/21	**SOP** from 06/01/21 to 08/31/21	223,811	€122,291.20	**IP:** €70,645,486.66	125,154,300	€9,699,458.25
	↗ **K** reserved for employees (4)	1,354,140				
12/13/21	**SOP** from 09/01/21 to 11/30/21	19,598	€1,518.85	**IP:** €785,126.50	125,173,504	€9,700,946.56
	↘ **K** (cancelation of AGAP)	(394)	€(30.54)	€(30.54)		

(1) Share subscription options
(2) Share capital (leading to a revision of the articles of association and K-bis (company registry document))
(3) Final vesting of free ordinary shares (articles L. 225-197-1 et seq. and L. 22-10-59 et seq. of the French commercial code)
(4) Final vesting of free preference shares (articles L. 225-197-1 et seq. and L. 22-10-59 et seq. of the French commercial code)
(5) Capital increases reserved for (i) employees outside the Group savings scheme and (ii) a financial institution as part of the transaction referred to in (i)

7.3.2 EMPLOYEE SHARE OWNERSHIP THROUGH COMPANY MUTUAL FUNDS (FCPE)

As at March 31, 2022, employees held 3,966,620 shares, or 3.17% of the share capital, through company mutual funds.

This holding is the result of capital increases reserved for employees of companies (included in the same scope of consolidation or accounting combination within the meaning of the second paragraph of article L. 3344-1 of the French labor code as the Company) that are members of Ubisoft group's savings scheme by virtue of the delegations granted to the Board of directors by the Shareholders' General Meetings, or the disposals of shares pursuant to the provisions of article L. 3332-24 of the French labor code as part of share buyback programs approved by the General Meeting.

During the financial year ended March 31, 2022, a share disposal as referred to in the paragraph above was carried out on September 22, 2021 (see 7.2.4.2).

7.3.3 BREAKDOWN OF SHARE CAPITAL AND VOTING RIGHTS

7.3.3.1 Change over the last three financial years

	03/31/22			03/31/21			03/31/20		
	Shares	**Gross voting rights [1]**	**Net voting rights [2]**	**Shares**	**Gross voting rights [1]**	**Net voting rights [2]**	**Shares**	**Gross voting rights [1]**	**Net voting rights [2]**
	(in %)	*(in %)*	*(in %)*	*(in %)*	*(in %)*	*(in %)*	*(in %)*	*(in %)*	*(in %)*
Guillemot Brothers Ltd [3]	**16,036,031**	**23,041,735**	**23,041,735**	**16,336,031**	**23,641,735**	**23,641,735**	**16,536,031**	**24,041,735**	**21,011,432**
	12.805%	16.770%	17.074%	13.220%	17.433%	17.496%	13.672%	18.068%	15.797%
Yves Guillemot	**990,627**	**1,929,930**	**1,929,930**	**973,951 [4]**	**1,907,124**	**1,907,124**	**935,294 [4]**	**1,822,134**	**1,822,134**
	0.791%	1.405%	1.430%	0.788%	1.406%	1.411%	0.773%	1.369%	1.370%
Claude Guillemot	**754,776**	**1,505,878**	**1,505,878**	**745,369**	**1,478,238**	**1,478,238**	**745,369**	**1,468,238**	**1,468,238**
	0.603%	1.096%	1.116%	0.603%	1.090%	1.094%	0.616%	1.103%	1.104%
Michel Guillemot	**505,325**	**912,273**	**912,273**	**495,918**	**884,633**	**884,633**	**501,215**	**879,930**	**879,930**
	0.404%	0.664%	0.676%	0.401%	0.652%	0.655%	0.414%	0.661%	0.662%
Gérard Guillemot	**462,201**	**923,593**	**923,593**	**456,284**	**911,943**	**911,943**	**455,659**	**901 318**	**901 318**
	0.369%	0.672%	0.684%	0.369%	0.672%	0.675%	0.377%	0.677%	0.678%
Christian Guillemot	**68,493**	**136,551**	**136,551**	**112,135**	**219,260**	**219,260**	**107,292 [5]**	**213,750**	**213,750**
	0.055%	0.099%	0.101%	0.091%	0.162%	0.162%	0.089%	0.161%	0.161%
Other Guillemot family members	**47,030**	**89,381**	**86,161**	**74,759**	**144,676**	**144,676**	**74,239**	**144,103**	**144,103**
	0.038%	0.065%	0.064%	0.061%	0.107%	0.107%	0.061%	0.108%	0.108%
Guillemot Corporation SA	**443,874**	**887,748**	**887,748**	**443,874**	**887,748**	**887,748**	**443,874**	**887,748**	**887,748**
	0.354%	0.646%	0.658%	0.359%	0.655%	0.657%	0.367%	0.667%	0.667%
CONCERT [6]	**19,308,357**	**29,427,089**	**29,423,869**	**19,638,321**	**30,075,357**	**30,075,357**	**19,798,973**	**30,358,956**	**27,328,653**
	15.418%	21.417%	21.803%	15.893%	22.177%	22.257%	16.369%	22.816%	20.547%
Ubisoft Entertainment SA	**2,449,019**	**2,449,019**	**0**	**485,745**	**485,745**	**0**	**53,253**	**53,253**	**0**
	1.956%	1.782%	—	0.393%	0.358%	—	0.044%	0.040%	—
Employees [7]	**3,966,620**	**4,573,554**	**4,573,554**	**4,983,600**	**5,614,177**	**5,614,177**	**4,637,058**	**5,300,586**	**5,300,586**
	3.167%	3.329%	3.389%	4.033%	4.140%	4.155%	3.834%	3.984%	3.985%
Public float	**99,510,106**	**100,950,408**	**100,953,628**	**98,459,010**	**99,439,195**	**99,439,195**	**96,461,814**	**97,347,241**	**100,377,544**
	79.459%	73.472%	74.808%	79.681%	73.325%	73.588%	79.753%	73.160%	75.468%
TOTAL	**125,234,102**	**137,400,070**	**134,951,051**	**123,566,676**	**135,614,474**	**135,128,729**	**120,951,098**	**133,060,036**	**133,006,783**
	100%	*100%*	*100%*	*100%*	*100%*	*100%*	*100%*	*100%*	*100%*

(1) Number of "gross" or "theoretical" voting rights used as a basis for calculating the crossing of legal thresholds
(2) Number of "net" voting rights or voting rights "exercisable at the General Meeting"
(3) Forward sale agreement, accompanied by pledges to sell or buy in securities or cash, entered into on 09/05/16, expiring on 06/22/23 (amended on 06/22/20), relating to 4,000,008 shares pledged to the bank and available for borrowing by the bank under certain conditions
Forward sale agreement, accompanied by pledges to sell or buy in securities or cash, entered into on 09/01/17, expiring on 09/19/22 (amended on 09/19/19), relating to 2,000,016 shares pledged to the bank and available for borrowing by the bank under certain conditions
Acquisition of 3,030,303 shares on 03/20/18 as part of Vivendi SA's disposal of its shareholding, through a structured financing agreement: (i) a pre-paid forward agreement (2,424,242 shares) with either physical or cash settlement and (ii) a pre-paid forward agreement (606,061 shares) with physical or cash settlement. Pledge of 3,030,303 shares to the bank. Transactions to be settled upon maturity in March 2024 (amendments dated 19/03/21) or by early settlement at the initiative of Guillemot Brothers Ltd
(4) Including:
- *as of 03/31/21: 394 AGAP without voting rights (see 4.2.3.3)*
- *as of 03/31/20: 1,727 AGAP without voting rights (see 4.2.3.3)*

(5) Including 167 AGAP without voting rights (see 4.2.3.3)
(6) The concert, comprising Guillemot Brothers Ltd, Guillemot Corporation SA and the Guillemot family, held 10,118,732 shares with double voting rights at 03/31/22
(7) Shares held by employees through Company mutual funds (FCPE) (see 7.3.2)

7.3.3.2 Breakdown of share capital and voting rights at April 30, 2022

	Share capital		Gross voting rights [1]		Net voting rights [2]	
	Number of securities	%	Number	%	Number	%
Guillemot Brothers Ltd	16,036,031	12.805%	23,041,735	16.770%	23,041,735	17.076%
Yves Guillemot	990,627	0.791%	1,929,930	1.405%	1,929,930	1.430%
Claude Guillemot	754,776	0.603%	1,505,878	1.096%	1,505,878	1.116%
Michel Guillemot	505,325	0.404%	912,273	0.664%	912,273	0.676%
Gérard Guillemot	462,201	0.369%	923,593	0.672%	923,593	0.684%
Christian Guillemot	68,493	0.055%	136,551	0.099%	136,551	0.101%
Other Guillemot family members	47,030	0.038%	89,381	0.065%	86,161	0.064%
Guillemot Corporation SA	443,874	0.354%	887,748	0.646%	887,748	0.658%
CONCERT	**19,308,357**	**15.418%**	**29,427,089**	**21.418%**	**29,423,869**	**21.806%**
Ubisoft Entertainment SA	2,463,583	1.967%	2,463,583	1.793%	0	—
Employees [3]	3,942,581	3.148%	4,545,439	3.308%	4,545,439	3.369%
Public float	99,519,581	79.467%	100,960,592	73.481%	100,963,812	74.825%
TOTAL	**125,234,102**	**100%**	**137,396,703**	**100%**	**134,933,120**	**100.000%**

(1) Number of "gross" or "theoretical" voting rights used as a basis for calculating the crossing of legal thresholds
(2) Number of "net" voting rights or voting rights "exercisable at the General Meeting"
(3) Shares held by employees through Company mutual funds (FCPE) (see 7.3.2)

7.3.3.3 Shareholder(s) holding over 5% of the share capital as at May 11, 2022 [1]

Shareholder	% share capital [2]	% gross voting rights [2] [3]	% net voting rights [2] [4]
The Capital Group Companies, Inc. [5]	5.03%	4.58%	4.67%

(1) Information provided on the basis of statements made to the Company and the AMF and summarized hereafter, or contained in the list of registered shareholders managed by Caceis Corporate Trust
(2) Based on the number of shares and voting rights as at April 30, 2022
(3) Number of "gross" or "theoretical" voting rights used as a basis for calculating the crossing of legal thresholds
(4) Number of "net" voting rights or voting rights "exercisable at the General Meeting"
(5) Acting as an Investment Adviser on behalf of funds. The Capital Group Companies, Inc. aggregates the positions held by Capital Research and Management Company (CRMC) and Capital Group International Inc (CGI)

7.3.3.4 Crossing of legal thresholds

During the financial year ended March 31, 2022, and until May 11, 2022, it was disclosed that the following legal thresholds had been crossed:

Name of shareholder(s)	Threshold(s) crossed *(in %)*	Thresholds crossed capital/ voting rights	Direction of threshold crossing	Crossing dates Underlined = Declaration of intent **Bold** = Last declaration made by the reporting party as of 05/11/22
Baillie Gifford & Co [1]	5%	Share capital	Downward	**01/25/22**
Crédit Agricole Corporate and Investment Bank [2]	10%	Share capital	Downward	04/08/21 - 07/05/21 - 07/21/21 - 08/27/21 - **03/23/22**
			Upward	04/12/21 - 07/13/21 - 08/25/21 - 09/21/21
		Voting rights	Downward	06/22/21 - 12/16/21
			Upward	06/21/21 - 10/01/21
JP Morgan Chase & Co. [3]	10%	Voting rights	Downward	06/08/21
			Upward	**07/02/21**
JP Morgan Securities plc	10%	Voting rights	Downward	06/08/21
			Upward	**07/02/21**
The Capital Group Companies, Inc. [4]	5%	Share capital	Downward	03/29/22
			Upward	01/14/22 - **05/05/22**
		Voting rights	Downward	03/28/22
			Upward	01/19/22

(1) Acting as discretionary investment manager
(2) Controlled by Crédit Agricole SA
(3) Indirect crossings through the companies that it controls
(4) Acting as an Investment Adviser on behalf of funds. The Capital Group Companies, Inc. aggregates the positions held by Capital Research and Management Company (CRMC) and Capital Group International Inc (CGI)

7.4 SECURITIES MARKET

7.4.1 PROVIDER OF SECURITIES SERVICES

CACEIS Corporate Trust

UBISOFT Shareholder Relations
12, place des États-Unis
CS 40083
92549 Montrouge Cedex
Tel.: +33 (0)1 57 78 34 44

7.4.2 UBISOFT SHARE DATA SHEET

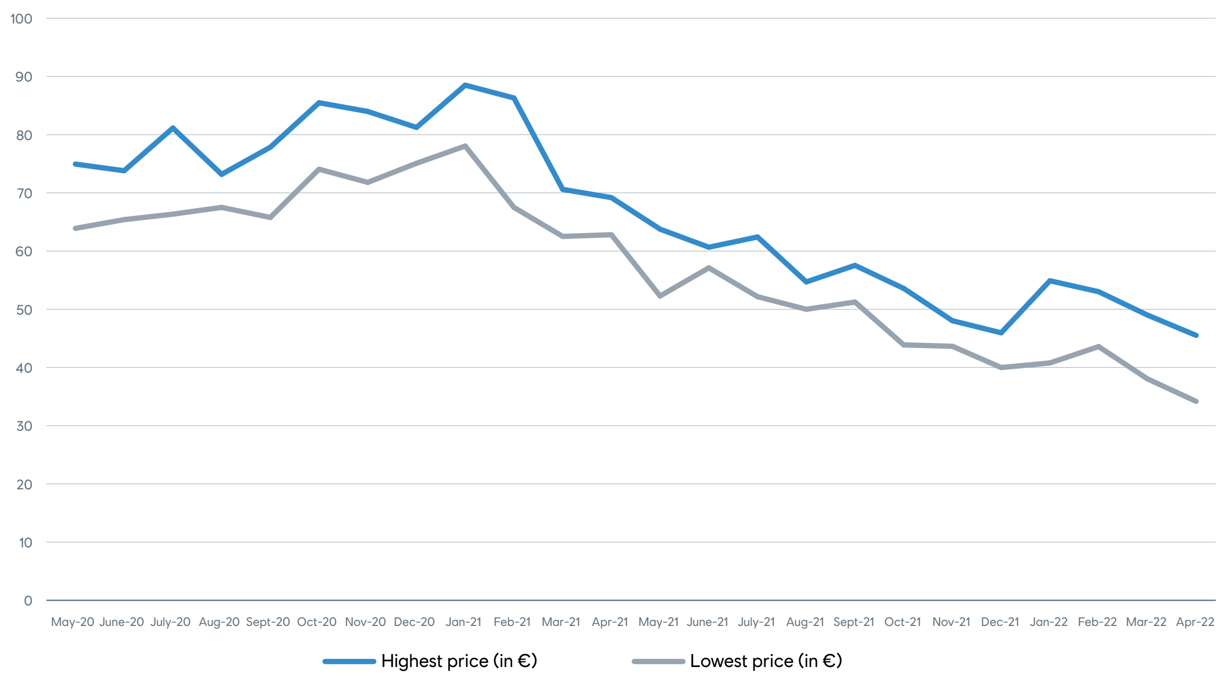
ISIN code	FR0000054470
Place listed	Euronext Paris – Compartment A
Par value	€0.0775
Number of shares outstanding as at 03/31/22	125,234,102
Closing market price as at 03/31/22 *	€39.95
Market capitalization as at 03/31/22	€5,003,102,374.90
Initial public offering price on 07/01/96	€38.11
Five-for-one stock split on 11/11/00	€7.62
Two-for-one stock split on 12/11/06	€3.81
Two-for-one stock split on 11/14/08	€1.90

* *Source Euronext*

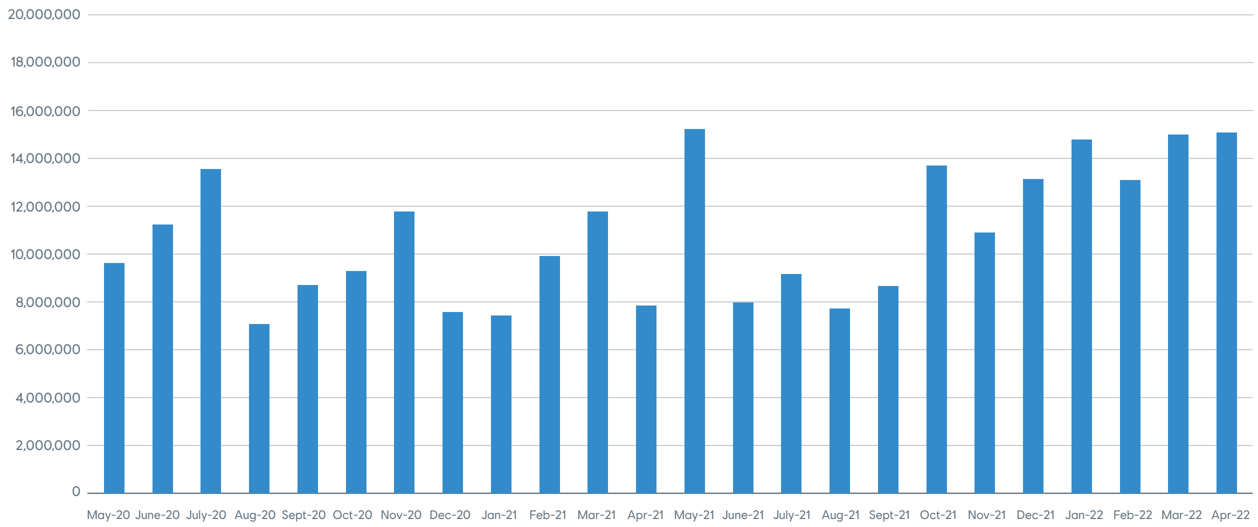
7.4.3 CHANGE IN THE SHARE MARKET PRICE OVER THE LAST 24 MONTHS

Month	Highest price *(in euros)*	Lowest price *(in euros)*	Volume traded *(in shares)*
2020			
May 2020	€74.60	€63.56	9,625,569
June 2020	€73.46	€65.06	11,235,024
July 2020	€80.80	€66.00	13,549,135
August 2020	€72.84	€67.16	7,069,365
September 2020	€77.50	€65.44	8,698,168
October 2020	€85.14	€73.72	9,287,212
November 2020	€83.64	€71.46	11,785,584
December 2020	€80.90	€74.74	7,574,080
2021			
January 2021	€88.16	€77.70	7,421,288
February 2021	€85.96	€67.16	9,918,485
March 2021	€70.26	€62.18	11,780,988
April 2021	€68.84	€62.46	7,856,464
May 2021	€63.42	€51.94	15,224,579
June 2021	€60.32	€56.78	7,967,863
July 2021	€62.08	€51.82	9,165,047
August 2021	€54.36	€49.66	7,729,698
September 2021	€57.20	€50.90	8,666,781
October 2021	€53.24	€43.54	13,691,225
November 2021	€47.69	€43.30	10,892,247
December 2021	€45.62	€39.65	13,138,849
2022			
January 2022	€54.56	€40.44	14,784,858
February 2022	€52.68	€43.25	13,092,934
March 2022	€48.67	€37.71	14,999,029
April 2022	€45.18	€33.84	15,076,710

SHARE PRICE



VOLUME TRADED (IN SHARES)



7.4.4 OCEANE AND BONDS

7.4.4.1 OCEANE

Issue date	09/24/19 (1)
Issue amount	€499,999,897.17
Number issued	4,361,859
Conversion and/or exchange for ordinary shares FY22	N/A
Repayment in cash FY22	N/A
Par value	€114.63 (issue premium of 65%)
Issue price	105.25% of par
Nominal interest rate	N/A
Conversion ratio	1 new or existing share for 1 OCEANE
Date of settlement-delivery	09/24/19
Bond duration	5 years
Expiry date (2)	09/24/24
Private placement	In France and outside France (3)
Listing of the OCEANE	Euronext Access™ market in Paris (ISIN code FR0013448412)
Dividend rights of underlying shares	Immediate dividend rights
OCEANE at 03/31/22	4,361,859

(1) Delegation of authority of the General Meeting of 07/02/19 (21st resolution)/Subdelegation of the Board of directors to the Chairman and Chief Executive Officer on 09/09/19
(2) Early redemption possible as from 09/24/22 at the option of the Company under certain conditions (see press release dated 09/17/19)
(3) With the particular exception of the United States of America, Japan and Australia

7.4.4.2 Bonds outstanding as at March 31, 2022

"2018" bond issue

Date	01/30/18
Term	5 years
Total par value	€500,000,000
Interest	1.289% per year
Number of bonds	5,000
Par value	€100,000
ISIN code	FR0013313186
Rank	Direct, unconditional, unsubordinated and unsecured commitments of the Company ranking pari passu and without preference among themselves with other present and future unsubordinated and unsecured obligations of the Company
Change of control	Change of control clause that would trigger early redemption of bonds at the request of each bondholder in the event of a change of control of the Company
Early redemption	Applicable in the event of the occurrence of certain standard default cases for this type of transaction and/or notably a change in the Company's situation

The prospectus relating to the listing of the bonds can be consulted on the AMF website: www.amf-france.org.

"2020" bond issue

Date	11/24/20
Term	7 years
Total par value	€600,000,000
Interest	0.878% per year
Number of bonds	6,000
Par value	€100,000
ISIN code	FR0014000087
Rank	Direct, unconditional, unsubordinated and unsecured commitments of the Company ranking pari passu and without preference among themselves with other present and future unsubordinated and unsecured obligations of the Company
Change of control	Change of control clause that would trigger early redemption of bonds at the request of each bondholder in the event of a change of control of the Company
Early redemption	Applicable in the event of the occurrence of certain standard default cases for this type of transaction and/or notably a change in the Company's situation

The prospectus relating to the listing of the bonds can be consulted on the AMF website: www.amf-france.org.

7.5 ADDITIONAL INFORMATION

7.5.1 PERSONS RESPONSIBLE FOR THE UNIVERSAL REGISTRATION DOCUMENT AND THE STATUTORY AUDITORS

Name and function of the person responsible for the Universal Registration Document/ Person responsible for the information

Yves Guillemot

Chairman and Chief Executive Officer

2, avenue Pasteur

94160 Saint-Mandé

Tel.: +33 (0)1 48 18 50 00

www.ubisoft.com - Investors Center

Statement by the person responsible for the Universal Registration Document

"I confirm, having taken all reasonable steps to this effect, that the information contained in this Universal Registration Document is, to the best of my knowledge, accurate and free from any omission likely to affect its import.

I confirm that, to my knowledge, the financial statements have been prepared in accordance with the applicable accounting standards and provide a true and fair view of the assets and liabilities, financial position and results of the Company and all companies consolidated therein, and that the management report information (see Cross-reference table presented on page 329) is a true presentation of the evolution of the business activity, revenue and financial position of the Company and all companies consolidated therein, as well as a description of the main risks and uncertainties facing them."

Signed in Saint-Mandé, on June 14, 2022

Yves Guillemot,
Chairman and Chief Executive Officer

Statutory Auditors

Principal auditor	Alternate auditor	Date of 1st appointment	Expiry of current term
KPMG SA **represented by Gwenaël Chédaleux** 7, boulevard Albert Einstein 44300 Nantes	N/A	2003	2025
MAZARS SA **represented by Julien Maulavé** 12, rue Anita Conti 56000 Vannes	**CBA SA** 61, rue Henri Regnault Tour Exaltis 92400 Courbevoie	2016	2022

Fees for the period between April 1, 2021 and March 31, 2022 are detailed in 6.1.2.22 (article L. 820-3, I of the French commercial code).

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7.5.2 INFORMATION INCORPORATED BY REFERENCE

Pursuant to article 19 of Regulation (EU) no. 2017/1129, the following information is incorporated by reference in this Universal Registration Document:

- the consolidated and separate financial statements and the relevant Statutory Auditors' reports for the financial year ended March 31, 2021, presented on pages 196 to 304 of the Universal Registration Document filed with the AMF on June 10, 2021 under number D.21-0540;
- the consolidated and separate financial statements and the relevant Statutory Auditors' reports for the financial year ended March 31, 2020, presented on pages 186 to 294 of the registration document filed with the AMF on June 5, 2020 under number D.20-0520.

The parts of these documents not included are either not applicable to the investor or covered by another section of the Universal Registration Document.

7.5.3 DOCUMENTS AVAILABLE TO THE PUBLIC

This Universal Registration Document can also be consulted on the websites of the Company (www.ubisoft.com) and of the AMF (www.amf-france.org).

The Company's articles of association, internal rules of the Board of directors, minutes of General Meetings, and other documents of the Company as well as historical financial information of the Company and all assessments or statements made by experts at the Company's request that must be made available to shareholders in accordance with applicable legislation, can be consulted at the Company's registered office. Some of these documents are available on the Company's website (www.ubisoft.com), which also contains the Group's press releases and financial information.

Regulatory information within the meaning of the AMF's General Regulation is available on the Company's website (www.ubisoft.com).

The information on this site is not part of this Universal Registration Document unless it is expressly incorporated for reference purposes.

7.5.4 FINANCIAL REPORTING CALENDAR FOR THE 2022-23 FINANCIAL YEAR

	Date
Q1 sales	Week of July 18, 2022
H1 results	Week of October 24, 2022
Q3 sales	Week of February 13, 2023
Year-end results	Week of May 8, 2023

These dates are provided for information purposes only and will be confirmed during the year.

8 2022 GENERAL MEETING

8.1 2022 GENERAL MEETING AGENDA

ORDINARY GENERAL MEETING

1. Approval of the separate financial statements for the financial year ended March 31, 2022
2. Allocation of earnings for the financial year ended March 31, 2022
3. Approval of the consolidated financial statements for the financial year ended March 31, 2022
4. Approval of regulated agreements and commitments
5. Approval of all components of the compensation paid to the corporate officers listed in I of article L. 22-10-9 of the French commercial code for the financial year ended March 31, 2022
6. Approval of the components of the compensation and benefits paid during the financial year ended March 31, 2022 or allocated in respect of the same financial year to Yves Guillemot, Chairman and Chief Executive Officer
7. Approval of the components of the compensation and benefits paid during the financial year ended March 31, 2022 or allocated in respect of the same financial year to Claude Guillemot, Deputy Chief Executive Officer
8. Approval of the components of the compensation and benefits paid during the financial year ended March 31, 2022 or allocated in respect of the same financial year to Michel Guillemot, Deputy Chief Executive Officer
9. Approval of the components of the compensation and benefits paid during the financial year ended March 31, 2022 or allocated in respect of the same financial year to Gérard Guillemot, Deputy Chief Executive Officer
10. Approval of the components of the compensation and benefits paid during the financial year ended March 31, 2022 or allocated in respect of the same financial year to Christian Guillemot, Deputy Chief Executive Officer
11. Approval of the compensation policy applicable to the Chairman and Chief Executive Officer
12. Approval of the compensation policy applicable to the Deputy Chief Executive Officers
13. Approval of the compensation policy applicable to the directors
14. Appointment of Claude France as independent director
15. Setting of the total amount of compensation allocated annually to directors
16. Renewal of the term of office of Mazars SA as Primary Statutory Auditor
17. Non-renewal of the term of office and non-replacement of CBA SARL as Alternate Statutory Auditor
18. Authorization granted to the Board of directors to trade in the Company's shares

EXTRAORDINARY GENERAL MEETING

19. Authorization granted to the Board of directors in order to reduce the share capital by cancelation of the own shares held by the Company
20. Delegation of authority to the Board of directors to increase the share capital through the capitalization of reserves, profits, premiums or other amounts that would be eligible for capitalization
21. Delegation of authority to the Board of directors to increase the share capital by issuing shares of the Company and/or securities granting access to the share capital of the Company or one of its subsidiaries and/or entitling holders to the allocation of debt securities, with maintenance of preferential subscription rights
22. Delegation of authority to the Board of directors to increase the share capital by issuing shares of the Company and/or securities granting access to the share capital of the Company or one of its subsidiaries and/or entitling holders to the allocation of debt securities, with waiver of preferential subscription rights through a public offering, excluding the offers referred to in 1° of article L. 411-2 of the French monetary and financial code
23. Delegation of authority to the Board of directors to increase the share capital by issuing shares of the Company and/or securities granting access to the share capital of the Company or one of its subsidiaries and/or entitling holders to the allocation of debt securities, with waiver of preferential subscription rights by public offering referred to in 1° of article L. 411-2 of the French monetary and financial code (formerly "private placement")
24. Delegation of powers to the Board of directors to issue shares and/or securities granting access to the share capital, in order to remunerate contributions in kind granted to the Company, with waiver of preferential subscription rights for shareholders
25. Delegation of authority to the Board of directors to increase the share capital by issuing ordinary shares and/or compound securities, with cancelation of the shareholders' preferential subscription rights, for the benefit of members of company or Group savings schemes
26. Delegation of authority to the Board of directors to increase the share capital by issuing ordinary shares and/or compound securities, with cancelation of the shareholders' preferential subscription rights, reserved for employees and/or corporate officers of certain subsidiaries of the Company within the meaning of article L. 233-16 of the French commercial code, for which the registered office is located outside France, excluding company or Group savings schemes
27. Delegation of authority to the Board of directors to increase the share capital by issuing ordinary shares and/or compound securities, with cancelation of the shareholders' preferential subscription rights, reserved for categories of beneficiaries under an employee share ownership offering
28. Authorization to the Board of directors to grant free ordinary shares of the Company to employees, including all or some of the members of the Ubisoft group Executive Committee, with the exception of the Company's executive corporate managing officers, subject of the twenty-ninth resolution
29. Authorization to the Board of directors to grant free ordinary shares of the Company to the Company's executive corporate managing officers
30. Overall ceiling for share capital increases
31. Amendment to the Company's articles of association in order to remove the statutory clauses relating to preference shares

ORDINARY AND EXTRAORDINARY GENERAL MEETING

32. Powers for formalities

8.2 PRESENTATION AND TEXT OF DRAFT RESOLUTIONS

8.2.1 Ordinary General Meeting

RESOLUTIONS 1 TO 3

Financial statements and allocation of earnings

Objective and purpose

- **Resolutions 1 and 3**: Shareholders are asked to approve the **Company's separate financial statements** as well as the **consolidated financial statements** of **Ubisoft group** for the financial year ended **March 31, 2022**, as approved by the Board of directors on May 11, 2022 after review by the Audit Committee and **certified without reservation** by the Statutory Auditors (**6.2** and **6.4** of the **Universal Registration Document**), as follows:
  - the **separate financial statements** (**6.3** of the **Universal Registration Document**), with **a loss** of **€168,280,852.50**;
  - the **consolidated financial statements** (**6.1** of the **Universal Registration Document**), with **a profit** of **€79,077,541**.
- **Resolution 2:** It is proposed that the **loss** as shown in the Company's **separate financial statements** be **allocated to the Retained earnings account**.

FIRST RESOLUTION

(Approval of the separate financial statements for the financial year ended March 31, 2022)

The General Meeting, voting in accordance with the quorum and majority conditions required for ordinary general meetings, having read the Board of directors' report and the Statutory Auditors' report on the separate financial statements, approves the separate financial statements for the financial year ended March 31, 2022 as presented to them, which show **a loss** of **€168,280,852.50** together with the transactions reflected in these financial statements or summarized in these reports.

SECOND RESOLUTION

(Allocation of earnings for the financial year ended March 31, 2022)

The General Meeting, voting in accordance with the quorum and majority conditions required for ordinary general meetings, having read the Board of directors' report, resolves to allocate the loss for the financial year ended March 31, 2022, as follows:

Loss	**€(168,280,852.50)**
Allocation to the **Retained earnings** account	€(168,280,852.50)
Prior **Retained earnings**	€(315,616,067.00)
Balance of the **Retained earnings** account after allocation	**€(483,896,919.50)**

The General Meeting, moreover, notes that no payment has been made of dividends or of revenue granting entitlement to the 40% reduction referred to in article 158, 3-2° of the French general tax code (or of any revenue not granting entitlement to such reduction) over the course of the previous three financial years.

THIRD RESOLUTION

(Approval of the consolidated financial statements for the financial year ended March 31, 2022)

The General Meeting, voting in accordance with the quorum and majority conditions required for ordinary general meetings, having read the Board of directors' report on Group management and the Statutory Auditors' report on the consolidated financial statements, approves the consolidated financial statements for the financial year ended March 31, 2022 as presented to them, which show **a profit** of **€79,077,541**, together with the transactions reflected in these financial statements or summarized in these reports.

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RESOLUTION 4

Regulated agreements and commitments

Objective and purpose

The Statutory Auditors' **special report is presented** in **6.5** of the **Universal Registration Document.**

- **Resolution 4**: It is proposed to approve the Statutory Auditors' **special report on regulated agreements** and **commitments** (articles L. 225-38, L. 225-40 *et seq.* and L. 22-10-13 of the French commercial code), it being specified **that no new agreement or commitment** was submitted for the prior approval of the Board of directors during the **financial year** ended **March 31, 2022**.

FOURTH RESOLUTION

(Approval of regulated agreements and commitments)

The General Meeting, voting in accordance with the quorum and majority conditions required for ordinary general meetings, having read the Statutory Auditors' special report on those agreements and commitments governed by articles L. 225-38 *et seq.* of the French commercial code, approves said report and acknowledges that no new agreement and/or commitment has been authorized and/or executed or has been continued in relation to the past financial year.

RESOLUTIONS 5 TO 13

Compensation of corporate officers

Resolutions 5 to 10: "*Ex Post*" vote

Objective and purpose

In accordance with the provisions of article L. 22-10-34 of the French commercial code, it is proposed to submit an "**Overall *Ex Post***" resolution and five "**Individual *Ex Post***" resolutions.

- **Resolution 5:** The proposal is to approve, by way of the "**Overall *Ex Post***" vote, all the **components of the compensation** of the **corporate officers** referred to in I of article L. 22-10-9 of the same Code for the financial year ended **March 31, 2022**, as set out in 4.2.2.1 of the **Universal Registration Document**.

In accordance with article L. 22-10-34, II of the French commercial code, it is proposed that the **fixed**, **variable** and **exceptional components** of the **total compensation** and **benefits of any kind** paid during the financial year ended **March 31, 2022** or allocated for the **same financial year** in accordance with the **compensation policy** approved by the General Meeting of July 1, 2021, as set out in **4.2.2.2** of the **Universal Registration Document**, be approved by the "***Ex Post* Individual**" vote.

- **Resolution 6**: Yves Guillemot, **Chairman and Chief Executive Officer**;
- **Resolution 7**: Claude Guillemot, **Deputy Chief Executive Officer**;
- **Resolution 8**: Michel Guillemot, **Deputy Chief Executive Officer**;
- **Resolution 9**: Gérard Guillemot, **Deputy Chief Executive Officer**; and
- **Resolution 10**: Christian Guillemot, **Deputy Chief Executive Officer**.

In accordance with the provisions of article L. 22-10-34, II of the French commercial code, the **payment** of the **annual variable compensation** of the **Chairman and Chief Executive Officer** for the financial year ended March 31, 2022 is **subject** to the result of the **"Individual *Ex Post*" vote**.

FIFTH RESOLUTION

(Approval of all components of the compensation paid to the corporate officers listed in I of article L. 22-10-9 of the French commercial code for the financial year ended March 31, 2022)

The General Meeting, voting in accordance with the quorum and majority conditions required for ordinary general meetings, approves, in application of the provisions of article L. 22-10-34, I of the French commercial code, the information listed in I of article L. 22-10-9 of the French commercial code, as presented in the Company's corporate governance report referred to in article L. 225-37 of the same code and presented in the Company's Universal Registration Document (Chapter 4, section 4.2.2.1).

SIXTH RESOLUTION

(Approval of the components of the compensation and benefits paid during the financial year ended March 31, 2022 or allocated in respect of the same financial year to Yves Guillemot, Chairman and Chief Executive Officer)

The General Meeting, voting in accordance with the quorum and majority conditions required for ordinary general meetings, approves, in application of the provisions of article L. 22-10-34, II of the French commercial code, the fixed, variable and exceptional components making up the total compensation and benefits of any kind whatsoever paid during the financial year ended March 31, 2022 or allocated in relation to the same financial year to Yves Guillemot, due to his duties of Chairman and Chief Executive Officer, as presented in the corporate governance report defined in article L. 225-37 of the same code, presented in the Company's Universal Registration Document (Chapter 4, section 4.2.2.2).

SEVENTH RESOLUTION

(Approval of the components of the compensation and benefits paid during the financial year ended March 31, 2022 or allocated in respect of the same financial year to Claude Guillemot, Deputy Chief Executive Officer)

The General Meeting, voting in accordance with the quorum and majority conditions required for ordinary general meetings, approves, in application of the provisions of article L. 22-10-34, II of the French commercial code, the fixed, variable and exceptional components making up the total compensation and benefits of any kind whatsoever paid during the financial year ended March 31, 2022 or allocated in relation to the same financial year to Claude Guillemot, due to his duties of Deputy Chief Executive Officer, as presented in the corporate governance report defined in article L. 225-37 of the same code, presented in the Company's Universal Registration Document (Chapter 4, section 4.2.2.2).

EIGHTH RESOLUTION

(Approval of the components of the compensation and benefits paid during the financial year ended March 31, 2022 or allocated in respect of the same financial year to Michel Guillemot, Deputy Chief Executive Officer)

The General Meeting, voting in accordance with the quorum and majority conditions required for ordinary general meetings, approves, in application of the provisions of article L. 22-10-34, II of the French commercial code, the fixed, variable and exceptional components making up the total compensation and benefits of any kind whatsoever paid during the financial year ended March 31, 2022 or allocated in relation to the same financial year to Michel Guillemot, due to his duties of Deputy Chief Executive Officer, as presented in the corporate governance report defined in article L. 225-37 of the same code, presented in the Company's Universal Registration Document (Chapter 4, section 4.2.2.2).

NINTH RESOLUTION

(Approval of the components of the compensation and benefits paid during the financial year ended March 31, 2022 or allocated in respect of the same financial year to Gérard Guillemot, Deputy Chief Executive Officer)

The General Meeting, voting in accordance with the quorum and majority conditions required for ordinary general meetings, approves, in application of the provisions of article L. 22-10-34, II of the French commercial code, the fixed, variable and exceptional components making up the total compensation and benefits of any kind whatsoever paid during the financial year ended March 31, 2022 or allocated in relation to the same financial year to Gérard Guillemot, due to his duties of Deputy Chief Executive Officer, as presented in the corporate governance report defined in article L. 225-37 of the same code, presented in the Company's Universal Registration Document (Chapter 4, section 4.2.2.2).

TENTH RESOLUTION

(Approval of the components of the compensation and benefits paid during the financial year ended March 31, 2022 or allocated in respect of the same financial year to Christian Guillemot, Deputy Chief Executive Officer)

The General Meeting, voting in accordance with the quorum and majority conditions required for ordinary general meetings, approves, in application of the provisions of article L. 22-10-34, II of the French commercial code, the fixed, variable and exceptional components making up the total compensation and benefits of any kind whatsoever paid during the financial year ended March 31, 2022 or allocated in relation to the same financial year to Christian Guillemot, due to his duties of Deputy Chief Executive Officer, as presented in the corporate governance report defined in article L. 225-37 of the same code, presented in the Company's Universal Registration Document (Chapter 4, section 4.2.2.2).

Resolutions 11 to 13: "*Ex Ante*" vote

Objective and purpose

In accordance with the provisions of article L. 22-10-8, II of the French commercial code, it is proposed that the **compensation policy**, as set out in **4.2.1** of the **Universal Registration Document**, be submitted to a vote:

- **Resolution 11:** for the **Chairman and Chief Executive Officer**;
- **Resolution 12:** for the **Deputy Chief Executive Officers**; and
- **Resolution 13:** for the **directors**.

ELEVENTH RESOLUTION

(Approval of the compensation policy applicable to the Chairman and Chief Executive Officer)

The General Meeting, voting in accordance with the quorum and majority conditions required for ordinary general meetings, approves, in application of the provisions of article L. 22-10-8, II of the French commercial code, the compensation policy applicable to the Chairman and Chief Executive Officer, as presented in the corporate governance report referred to in article L. 225-37 of the French commercial code and presented in the Company's Universal Registration Document (Chapter 4, section 4.2.1).

TWELFTH RESOLUTION

(Approval of the compensation policy applicable to the Deputy Chief Executive Officers)

The General Meeting, voting in accordance with the quorum and majority conditions required for ordinary general meetings, approves, in application of the provisions of article L. 22-10-8, II of the French commercial code, the compensation policy applicable to the Deputy Chief Executive Officers, as presented in the corporate governance report referred to in article L. 225-37 of the French commercial code and presented in the Company's Universal Registration Document (Chapter 4, section 4.2.1).

THIRTEENTH RESOLUTION

(Approval of the compensation policy applicable to the directors)

The General Meeting, voting in accordance with the quorum and majority conditions required for ordinary general meetings, approves, in application of the provisions of article L. 22-10-8, II of the French commercial code, the compensation policy applicable to the directors, as presented in the corporate governance report referred to in article L. 225-37 of the French commercial code and presented in the Company's Universal Registration Document (Chapter 4, section 4.2.1).

RESOLUTION 14

Appointment of an independent director

Objective and purpose

- **Resolution 14**: Your Board of directors is concerned on the one hand with continuing its approach in terms of **diversity** of **profiles**, **complementary experience**, **expertise**, and on the other hand with strengthening its composition, and therefore proposes, following the selection procedure steered by the Nomination, Compensation and Governance Committee, to appoint **Claude France**, as an independent director for a **period** of **three years**.

  Claude France's profile meets **the characteristics** identified and sought as part of the **selection process** carried out by the Nomination, Compensation and Governance Committee. The appointment of Claude France will, subject to the favorable vote of the General Meeting, increase the rate of **independent directors** to **54.54%** and of **women** on the **Board of directors** to **45.45%**.

  Claude France's biography is provided in section **4.1.1.4** of the **Universal Registration Document**.

FOURTEENTH RESOLUTION

(Appointment of Claude France as independent director)

The General Meeting, voting in accordance with the quorum and majority conditions required for ordinary general meetings, having read the Board of directors' report, resolves to appoint Claude France as a director for a period of three years, which will expire at the end of the Ordinary General Meeting convened to approve the financial statements for the year ended March 31, 2025.

RESOLUTION 15

Maximum overall amount allocated to directors' compensation

Objective and purpose

- **Resolution 15**: It is proposed to increase the **annual amount** allocated to the **members of the Board of Directors** as **compensation** for **their activities**, until the General Meeting decides otherwise, to **€850,000**: this **review increases** the **annual budget** compared to that set in 2017 solely to take into account **changes** in the **number of directors** on the **Board of directors** and/or **committees**.

FIFTEENTH RESOLUTION

(Setting of the total amount of compensation allocated annually to directors)

The General Meeting, voting in accordance with the quorum and majority conditions required for ordinary general meetings, having read the Board of directors' report, resolves to set at €850,000 the maximum annual total amount allocated to directors in compensation for their activities, to be distributed by the Board of directors, until further resolution by the General Meeting.

RESOLUTIONS 16 TO 17

Statutory Auditors

Objective and purpose

- **Resolution 16**: It is proposed that the **term of office** of **the Statutory Auditor Mazars SA** be **renewed** for a period of **six financial years**.
- **Resolution 17**: It is proposed, by virtue of the opportunity offered by article L. 823-1, I-paragraph 2, of the French commercial code, to record the **termination** of the **term of office** of **Alternate Statutory Auditor CBA SARL** and **not** to **renew** and/or **replace its term**.

SIXTEENTH RESOLUTION

(Renewal of the term of office of Mazars SA as Primary Statutory Auditor)

The General Meeting, voting in accordance with the quorum and majority conditions required for ordinary general meetings, acknowledging that the term of office of Mazars SA will expire at the close of this Meeting, resolves to renew said appointment for a term of six financial years, expiring at the close of the Ordinary General Meeting convened to approve the financial statements for the financial year ending March 31, 2028.

SEVENTEENTH RESOLUTION

(Non-renewal of the term of office and non-replacement of CBA SARL as Alternate Statutory Auditor)

The General Meeting, voting in accordance with the quorum and majority conditions required for ordinary general meetings, noting that the term of office of the Alternate Statutory Auditor CBA SARL expires at the end of this Meeting, resolves, by virtue of the opportunity offered by the provisions of article L. 823-1, I-paragraph 2, of the French commercial code, not to renew or replace the Alternate Statutory Auditor.

RESOLUTION 18

Share buyback program

Objective and purpose

- **Resolution 18:** As is the case each year, it is proposed to **renew the authorization** granted to the **Board of directors** to acquire shares in the Company as part of the **share buyback program**.

  The **objectives** of the **buyback program** are detailed in **2.** of **Resolution 18** and the **description of the buyback program** is set out in **7.2.4.4** of the **Universal Registration Document**. These objectives include the **cancelation of the treasury shares** held by the Company, the subject of Resolution 19.

  In the event of a **public offering** for **shares** or **securities** issued by the Company, **this authorization may** only be used for the purpose of fulfilling **commitments** to deliver securities, as part of the **employee share ownership plans**, pledged and announced prior to the launch of the offer.

  At **April 30, 2022**, the Company held **2,463,583 shares**, representing **1.97%** of its **share capital**, including **92,532** shares under the liquidity agreement and **2,371,051** shares allocated to the hedging objective of employee share ownership plans.

  - **Ceiling**: 10% of the share capital on the buyback date.
  - **Maximum buyback price**: €120 per share (excluding acquisition costs).
  - **Indicative maximum budget** (based on the share capital and own shares as at April 30, 2022): **€1,207,179,240**, corresponding to **10,059,827** shares.
  - **Duration of authorization**: **18 months**.

EIGHTEENTH RESOLUTION

(Authorization granted to the Board of directors to trade in the Company's shares)

The General Meeting, voting in accordance with the quorum and majority conditions required for ordinary general meetings, having read the Board of directors' report including the description of the treasury share buyback program pursuant to articles 241-1 *et seq.* of the General Regulation of the French Financial Markets Authority (Autorité des Marchés Financiers (AMF)) and in accordance with the provisions of articles L. 22-10- 62 *et seq.* of the French commercial code and with (EU) Regulation no. 596/2014 of the European Parliament and of the Council of April 16, 2014 and the corresponding delegated regulations:

1. authorizes the Board of directors, with the option to sub-delegate in accordance with the legal and regulatory provisions, to proceed directly or indirectly *via* the Company with the purchase of its own shares, up to a maximum number of shares representing:
   - 10% of the existing share capital, at any time whatsoever, this percentage being applied to the capital adjusted on the basis of transactions having an impact thereupon after the date of this Meeting (it being stipulated that when the shares are acquired for the purpose of market-making activities in the context of a liquidity agreement under the conditions set out below, the number of shares taken into consideration for the calculation of this 10% limit corresponds to the number of shares purchased, after deduction of the number of shares sold during the term of this authorization), or

- 5% of the share capital for shares purchased by the Company for retention and subsequent delivery as payment or in exchange in the context of external growth operations (mergers, de-mergers, or contributions), in accordance with the law;

2. resolves that this authorization may be used for the following purposes:
   - to ensure the liquidity and activity of Ubisoft Entertainment SA share using an investment services provider acting independently under a liquidity agreement in accordance with AMF Decision no. 2021-01 of June 22, 2021,
   - to meet the obligations related to the share purchase option or free share grant programs, or carry out all other grants or disposals of shares for the benefit of employees and/or executive corporate managing officers of the Group or for the benefit of some of them, notably as part of all company or Group savings schemes, or profit sharing, or to allow hedging of an employee share ownership offering structured by a bank, or by an entity controlled by such an establishment under the meaning of article L. 233-3 of the French commercial code, taking place at the Company's request,
   - for retention for delivery at a later date in exchange or as payment for external growth operations,
   - to deliver them upon the exercise of rights attached to securities representing debt securities giving access, by any means, immediately and/or at a future date, to the Company's share capital through redemption, conversion, exchange, presentation of a warrant or any other means,
   - to cancel in whole or in part any shares repurchased under the conditions defined by law, subject to the adoption of the nineteenth resolution by the Extraordinary General Meeting,
   - to implement all recognized market practices or practices that may come to be admitted in law or by AMF after the date of this Meeting and, more generally, to complete all transactions in compliance with current legislation;
3. resolves that:
   - the maximum authorized unitary purchase price (excluding costs) shall not exceed €120, it being stipulated that in the event of transactions involving the share capital, in particular *via* the capitalization of reserves followed by the granting and creation of free shares and/or a stock split or reverse stock split, the maximum unitary purchase price and the maximum program value shall be adjusted accordingly – as an indication, on the basis of the share capital as at April 30, 2022 comprised of 125,234,102 shares, less the 2,463,583 treasury shares held by the Company as at this date, a maximum of 10,059,827 shares, representing a maximum of €1,207,179,240,
   - all acquisitions completed by the Company on the basis of this authorization shall not lead to the number of shares held directly or indirectly by the Company becoming more than 10% of the total number of shares making up the share capital,
   - shares may be bought back, assigned, transferred or exchanged, on one or more occasions, directly or by any third party under the conditions set out in article L. 225-206, II of the French commercial code, on any market or off market, including *via* Multilateral Trading Facilities (MTF) or any systematic internalizer or over-the-counter, *via* any means including the acquisition or assignment of blocks of shares, via derivative financial instruments or securities granting access to the Company's share capital and *via* the introduction of option strategies, in accordance with the legal and statutory provisions applicable as of the date of the transactions in question;
4. resolves that, other than with the prior authorization of the General Meeting, the Board of directors shall not be able to apply this delegation of authority once a third party has submitted a public offer for the Company's shares, up until the expiry of the offer period, excluding in the event of the delivery of shares as part of employee share ownership plans pledged and announced prior to the launch of the offer;
5. grants all powers to the Board of directors, with the option to sub-delegate in accordance with the legal and regulatory conditions:
   - to apply and implement this authorization, determine the detailed methods for such implementation, place all stock exchange orders, execute all agreements, draw up all documents and in particular information memoranda, complete in accordance with the legal provisions any allocation or re-allocation of the shares acquired, complete all formalities and filings with all bodies, and, more generally, do whatever may be necessary for the implementation of this authorization,
   - should the law or the AMF extend or complete the objectives authorized for share buyback programs, in order to prepare a description of the amended program including these modified objectives.

The Board of directors shall inform the Annual General Meeting, in accordance with the legal conditions, about all transactions completed by virtue of this authorization.

This authorization has been granted for a period of eighteen months as from the date of this Meeting and renders ineffective the unused portion of any earlier authorization relating to the same subject.

CONTENTS

8.2.2 Extraordinary General Meeting

RESOLUTION 19

Cancelation of treasury shares

Objective and purpose

- **Resolution 19**: As a consequence of the **above resolution**, it is proposed to **renew the authorization** granted to the **Board of directors** for the purpose of **canceling** all or part of the **treasury shares held** by the Company **by way of a reduction** in its **share capital**, as part of the **share buyback program**.
  - **Ceiling**: **10% of the share capital** per **24-month** period.
  - **Duration** of authorization: **18 months**.

NINETEENTH RESOLUTION

(Authorization granted to the Board of directors in order to reduce the share capital by cancelation of the own shares held by the Company)

The General Meeting, voting in accordance with the quorum and majority conditions required for extraordinary general meetings, having read the Board of directors' report and the Statutory Auditors' special report, and in accordance with the provisions of articles L. 22-10-62 of the French commercial code:

1. authorizes the Board of directors to proceed, at its sole discretion, on one or more occasions, with a share capital reduction, up to a maximum of 10% of the Company's share capital per period of twenty-four months, *via* the cancelation of all or part of the shares held by the Company or potentially held as a consequence of the various share purchase authorizations granted by the General Meeting to the Board of directors;
2. grants full powers to the Board of directors, with the option to sub-delegate in accordance with the legal and regulatory conditions, for the purpose of the completion of such transactions within the limits and at the times decided by the Board, to set the corresponding terms and conditions, to proceed with the necessary charges against all available reserve or bonus accounts, to make the corresponding modifications to the articles of association, and, more generally, to make all decisions and complete all formalities.

This authorization has been granted for a period of eighteen months as from the date of this Meeting and renders ineffective the unused portion of any earlier authorization relating to the same subject.

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RESOLUTIONS 20 TO 24

Financial authorizations

It is proposed to **renew** the so-called "**financial**" **delegations** granted to the **Board of directors** by the General Meeting of July 2, 2020 – these delegations **cannot be used** during a **public offering for the Company's shares**.

These resolutions, presented individually below, would enable the Company to **increase its equity** through the **issue of shares** (the "**Ubisoft Shares**") or any **securities representing debt securities** granting access, immediately and/or in the future, to Ubisoft Shares (the "**Securities**"), **with or without preferential subscription rights** ("**PSRs**"), or **through the capitalization of reserves, profits, premiums or other**.

The **amounts proposed** are presented **at par value**, bearing in mind that the par value of the Ubisoft share is €0.0775.

The **summary table** on the **use of financial delegations** and **authorizations** in force as of March 31, 2022 is set out in **7.2.3** of the **Universal Registration Document**.

The **conditions** and **ceilings** provided for in **these resolutions** are summarized below ("**R**": Resolution/"**K**": capital).

Resolution	Purpose	Type	Amount	Joint ceiling
R. 20	through the **capitalization** of reserves, profits or premiums		**€10,000,000**	
R. 21	with **maintenance** of PSR (1)		**€2,400,000** or approximately **25%** of K (4)	R. 30: Nominal ceiling **€3,500,000** or approximately **36%** of K (4) including **R. 25** to **R. 27** (employee share ownership) (5)
R. 22	with **waiver** of PSR (1)	Public offering (2)	**€950,000** or approximately **10%** of K (4)	
R. 23	with **waiver** of PSR (1)	Public offering (L. 411-2 1° French monetary and financial code) (3)		
R. 24	remuneration by contributions in kind (1)		**10%** maximum of K (4)	

(1) The total nominal amount of securities representing debt securities may not exceed €1,000,000,000
(2) Offers not referred to in article L. 411-2, 1° of the French monetary and financial code with the right to grant a priority period to shareholders
(3) Offers exclusively addressed to a restricted circle of investors acting on their own behalf or to qualified investors (formerly "private placement")
(4) Share capital at April 30, 2022 of €9,705,642.91
(5) Excluding free share allocation plans (resolutions 28 and 29)

Resolution 20: Capital increases through the capitalization of reserves, profits, premiums or other

Objective and purpose

- **Resolution 20**: It is proposed to delegate to the Board of directors the possibility of **increasing the Company's share capital** through the **capitalization of reserves, profits, premiums or any other amounts that would be eligible for capitalization**.
  - **Ceiling**: **€10,000,000** (**separate** and **autonomous ceiling** justified by the **nature** of the capitalizations (either by allocating free shares to shareholders or by increasing the par value of existing shares)), that is, **without dilution for shareholders** and **without modification of the Company's equity**.
  - **Duration** of authorization: **26 months**.

TWENTIETH RESOLUTION

(Delegation of authority to the Board of directors to increase the share capital through the capitalization of reserves, profits, premiums or other amounts that would be eligible for capitalization)

The General Meeting, voting in extraordinary form in accordance with the quorum and majority conditions required for ordinary general meetings, having read the Board of directors' report and in accordance with the provisions of articles L. 225-129 *et seq.* and L. 22-10-49 *et seq.* of the French commercial code, in particular articles L. 225-129-2, L. 225-130 and L. 22-10-50 of said Code:

1. delegates to the Board of directors, with the option of sub-delegation under the legal and regulatory conditions, its authority to decide to increase the share capital, in one or more installments, in the proportions and at the times it deems appropriate, by capitalization of all or part of the reserves, profits, premiums or any other sums whose capitalization would be admitted, to be realized by raising the par value of the existing shares or in the form of the allocation of free shares or by the joint use of these two processes;
2. resolves that:
   - the maximum nominal amount of the capital increase(s), immediately and/or in the future, which may be decided by the Board of directors pursuant to this delegation of authority, may not exceed €10,000,000,
   - the limit of this delegation is autonomous and separate from the overall ceiling provided for in the thirtieth resolution of this Meeting,

- in addition to this amount, where applicable, the par value of the shares to be issued in order to preserve, in accordance with the legal and regulatory provisions and the applicable contractual provisions providing for other cases of adjustments, the rights of holders of securities granting access to the share capital shall be added;

3. resolves that the Board of directors shall not be able to apply this delegation of authority once a third party has submitted a public offer for the Company's shares, up until the expiry of the offer period;
4. delegates all powers to the Board of directors, with the right of sub-delegation under the conditions set by law, to implement this delegation of authority, and in particular:
   - set the terms of issue, the amount and nature of the sums to be incorporated in the share capital,
   - set the number of new shares to be issued and/or the amount of which the par value of the existing shares comprising the share capital will be increased,
   - set the date, even retroactive, from which the new shares will bear rights or the date on which the increase in the par value will take effect,
   - decide, where applicable and in accordance with the provisions of articles L. 225-130 and L. 22-10-50 of the French commercial code, that fractional rights shall not be negotiable or transferable and that the corresponding securities will be sold – the sums resulting from the sale being allocated to the holders of the rights within the time limit and the conditions provided for by the applicable law and regulations,
   - set and make any adjustments to take into account the impact of transactions on the Company's share capital and set the terms according to which, where applicable, the rights of holders of securities granting access to the Company's share capital will be preserved,
   - record the completion of each capital increase and make the corresponding amendments to the articles of association,
   - in general, enter into any agreement, take all measures and carry out any formalities necessary for the issue, listing and financial servicing of securities issued under this delegation of authority and the exercise of the rights attached thereto or subsequent to the capital increases carried out.

This delegation has been granted for a period of twenty-six months as from the date of this Meeting and renders ineffective the unused portion of any earlier delegation relating to the same subject.

Resolution 21: Issue of shares and/or securities granting access to the share capital with maintenance of preferential subscription rights

Objective and purpose

- **Resolution 21**: It is proposed to delegate to the Board of directors the possibility of **increasing the capital** of the Company **with maintenance of the PSR** by issuing Ubisoft Shares or Securities granting access to the share capital of Ubisoft or one of its subsidiaries.

  As indicated above, **this resolution would allow** the Company **to raise funds**, if necessary, by **soliciting all shareholders** in order to **have the resources necessary** for the **development of the Company** and the **Group**.

  The shareholders will have, in proportion to the number of their shares, a **PSR** on an **irreducible** basis and, if the Board so decides, on a **reducible** basis, to the Ubisoft Shares and the Securities that would be issued on the basis of this resolution.
  - **Ceilings**:
    - **Capital increase**: **€2,400,000** within the overall ceiling of **€3,500,000** (resolution **30**);
    - **Debt securities giving immediate or long-term access to the share capital: €1,000,000,000** – joint ceiling (resolutions **21** to **24**).
  - **Duration: 26 months**.

TWENTY-FIRST RESOLUTION

(Delegation of authority to the Board of directors to increase the share capital by issuing shares of the Company and/or securities granting access to the share capital of the Company or one of its subsidiaries and/or entitling holders to the allocation of debt securities, with maintenance of preferential subscription rights)

The General Meeting, voting in accordance with the quorum and majority conditions required for extraordinary general meetings, having read the Board of directors' report and the Statutory Auditors' special report and in accordance with the provisions of articles L. 225-129 *et seq.* and L. 22-10-49 *et seq.* of the French commercial code, in particular articles L. 225-129-2 and L. 225-132 to L. 225-134 and the provisions of articles L. 228-91 *et seq.* of said Code:

1. delegates to the Board of directors, with the option of sub-delegation under legal and regulatory conditions, its authority to carry out, on one or more occasions, in the proportions and at the times it deems appropriate, both in France and abroad, in euros or in any other currency or unit of account established by reference to several currencies, the issue, with maintenance of preferential subscription rights for shareholders:
   - of ordinary shares of the Company, and/or
   - of securities that are (i) equity securities granting access to other equity securities of the Company or of a company in which the Company directly or indirectly owns more than half of the share capital (a "**Subsidiary**") and/or entitling holders to the allocation of debt securities of the Company or a Subsidiary, and/or (ii) debt securities that may give access to or giving access to equity securities to be issued by the Company or a Subsidiary,

   it being specified that the subscription may be made either in cash or by offsetting claims;

2. resolves to set as follows the amounts of the issues authorized in the event of use by the Board of directors of this delegation of authority:
   - the maximum nominal amount of the share capital increases that may be carried out immediately and/or in the future by virtue of this authorization may not exceed €2,400,000 (or its equivalent value in any other currency or unit of account established by reference to several currencies), it being specified that this amount will be deducted from the overall limit of €3,500,000 provided for in the thirtieth resolution of this Meeting,
   - the par value of the Company's ordinary shares to be issued, where appropriate, to preserve, in accordance with the law and applicable contractual stipulations specifying other cases of adjustments, the rights of holders of securities or other rights granting access to the share capital of the Company, shall be added to this maximum,
   - the maximum nominal amount of the securities representing debt securities that may be issued under this delegation of authority may not exceed €1,000,000,000 (or the equivalent value of this amount on the issue date), it being specified that this amount is common to all debt securities whose issue is delegated to the Board of directors by this Meeting;
3. resolves that shareholders may exercise, under the conditions provided for by law, their preferential subscription rights on an irreducible basis and that the Board of directors shall also have the right to grant shareholders the right to subscribe, on a reducible basis, to a greater number of shares and/or securities than they may subscribe on an irreducible basis, in proportion to the subscription rights at their disposal and, in any event, within the limit of their request;
4. resolves that if subscriptions on an irreducible basis and, where applicable, on a reducible basis, have not absorbed the entire issue of shares or securities granting access to the share capital issued pursuant to this resolution, the Board of directors may use, in the order it shall determine, the powers offered by article L. 225-134 of the French commercial code, or some of them only, and in particular that of offering all or part of the unsubscribed securities to the public on the French or foreign market;
5. resolves that the issue of share warrants of the Company may be carried out by subscription offer but also by free allocation to the holders of shares in the Company, it being specified that the Board of directors shall have the option to decide that the allocation rights constituting fractional shares will not be negotiable or transferable and that the corresponding shares will be sold;
6. resolves that, other than with the prior authorization of the General Meeting, the Board of directors shall not be able to apply this delegation of authority once a third party has submitted a public offer for the Company's shares, up until the expiry of the offer period;
7. acknowledges that this delegation automatically implies the express waiver by shareholders of their preferential subscription rights to the Company's shares to which the securities issued on the basis of this delegation of authority may give immediate and/or future rights;
8. resolves that the Board of directors has full powers, with the right of sub-delegation, under the legal and regulatory conditions, to implement this delegation of authority and in particular:
   - determine the characteristics, amounts and terms of all issues as well as the securities and/or securities to be issued,
   - set the opening and closing dates for subscriptions, determine the class of securities issued and set their subscription price, with or without premium, the terms of their payment, their vesting date even retroactively or the terms for exercising the rights attached to the securities issued (where applicable, in particular, conversion rights, exchange or redemption rights, including by remitting assets such as securities already issued by the Company or a Subsidiary),
   - also decide, in the event of the issue of debt securities, whether subordinated or not (and, where applicable, their seniority rank, in accordance with the provisions of article L. 228-97 of the French commercial code), set their interest rate (in particular fixed or variable rate interest, or zero or indexed coupon interest) and provide, where applicable, mandatory or optional cases of suspension or non-payment of interest, provide for their duration, the possibility of reducing or increasing the par value of the securities and the other terms of issue (including granting them guarantees or sureties) and amortizations (including repayment by remittance of assets), set the conditions under which these securities will give access to the Company's share capital; provide that the securities may be redeemed on the stock exchange or a public tender or exchange offer by the Company; modify, during the life of the securities concerned, the terms referred to above, in accordance with the applicable formalities,
   - on its sole initiative, charge the share premium(s) in particular the costs, duties and fees resulting from the completion of the issues,
   - provide for the option of suspending the exercise of rights attached to the securities issued in accordance with legal and regulatory provisions,
   - determine and make any adjustments intended to take into account the impact of transactions, particularly on the Company's shareholders' equity, and set all procedures to ensure, in accordance with legal and regulatory provisions and, where applicable, contractual provisions, the preservation of the rights of holders of securities granting access to the Company's share capital (including by means of cash adjustments),
   - generally take all necessary measures and enter into any agreements to ensure that the proposed issues are successfully completed, take all measures and carry out any formalities that are relevant to the financial service of the securities issued under this delegation of authority and to the exercise of the rights attached thereto, to record the completion of the capital increase(s) resulting from any issue carried out by the use of this delegation of authority and to amend the articles of association accordingly and to carry out any formalities required for the admission to trading of the securities issued.

This delegation has been granted for a period of twenty-six months as from the date of this Meeting and renders ineffective the unused portion of any earlier delegation relating to the same subject.

Resolutions 22 and 23: Issue of shares and/or securities granting access to the share capital with waiver of preferential subscription rights

Objective and purpose

It is proposed to delegate to the Board of directors the possibility of increasing the **share capital** of the Company **with waiver of PSR**, by issuing Ubisoft Shares or Securities granting access to the share capital of Ubisoft or one of its subsidiaries, **by way of a public offering**. These resolutions could be used to carry out **an investment** of securities under **the best possible conditions**, particularly when the **speed of transactions** is an **essential condition** for their success **or** when **issues** are made on **foreign financial markets**.

- **Resolution 22**:
  - offers **not referred to in 1° of article L. 411-2 of the French monetary and financial code** with the right to grant a **priority period** to shareholders;
  - **would** also **allow compensation in securities** as part of **a public exchange offer** in **France** or **abroad** for a **target company**, including **shares admitted for trading** on one of the regulated markets referred to in article L. 22-10-54 of the French commercial code.
- **Resolution 23**:
  - offers **exclusively** addressed to a **restricted circle of investors** acting on their own behalf or to **qualified investors** (formerly "**private placement**").
- **Resolutions 22 and 23**:
  - **Discount**: **10%** (maximum discount authorized by the legal and regulatory provisions applicable to these resolutions);
  - **Ceilings**:
    - **Capital increase: €950,000** – joint ceiling (resolutions **22** and **23**) within the overall ceiling of **€3,500,000** (resolution **30**);
    - **Debt securities giving immediate or long-term access to the share capital: €1,000,000,000** – joint ceiling (resolutions **21** to **24**).
  - **Duration**: **26 months**.

TWENTY-SECOND RESOLUTION

(Delegation of authority to the Board of directors to increase the share capital by issuing shares of the Company and/or securities granting access to the share capital of the Company or one of its subsidiaries and/or entitling holders to the allocation of debt securities, with waiver of preferential subscription rights through a public offering, excluding the offers referred to in 1° of article L. 411-2 of the French monetary and financial code)

The General Meeting, voting in accordance with the quorum and majority conditions required for extraordinary general meetings, having read the Board of directors' report and the Statutory Auditors' special report and in accordance with the provisions of articles L. 225-129 *et seq.* and L. 22-10-49 *et seq.* of the French commercial code, in particular articles L. 225-129-2, L. 225-135, L. 225-136, L. 22-10-51 and L. 22-10-52 and the provisions of articles L. 228-91 *et seq.* of said Code:

1. delegates to the Board of directors, with the option of sub-delegation under legal and regulatory conditions, its authority to carry out, on one or more occasions, in the proportions and at the times it deems appropriate, both in France and abroad, in euros or in any other currency or unit of account established by reference to several currencies by way of a public offering, excluding the offers referred to in 1° of article L. 411-2 of the French monetary and financial code, the issue with waiver of preferential subscription rights of the shareholders:
   - of ordinary shares of the Company, and/or
   - of securities that are (i) equity securities granting access to other equity securities of the Company or of a company in which the Company directly or indirectly owns more than half of the share capital (a "**Subsidiary**") and/or entitling holders to the allocation of debt securities of the Company or a Subsidiary, and/or (ii) debt securities that may give access to or giving access to, immediately and/or in the future, to equity securities to be issued by the Company or a Subsidiary,

   it being specified that the subscription may be made either in cash or by offsetting claims;
2. resolves that issues carried out under this delegation of authority may be associated, in the context of the same issue or of several issues carried out jointly, with one or more offers referred to in 1° of article L. 411-2 of the French monetary and financial code decided pursuant to the twenty-third resolution submitted to this Meeting;
3. resolves to set as follows the amounts of the issues authorized in the event of use by the Board of directors of this delegation of authority:
   - the maximum nominal amount of the share capital increases that may be carried out, immediately and/or in the future, by virtue of this delegation of authority, may not exceed €950,000 (or its equivalent value in any other currency or unit of account established by reference to several currencies), it being specified that (i) this amount is an overall ceiling for all capital increases that may be carried out pursuant to the twenty-second, twenty-third and twenty-fourth resolutions submitted to this Meeting, and that (ii) this amount will be deducted from the overall limit of €3,500,000 provided for in the thirtieth resolution of this Meeting,
   - the par value of the Company's shares to be issued, where appropriate, to preserve, in accordance with the law and applicable contractual stipulations specifying other cases of adjustments, the rights of holders of securities or other rights giving access to the share capital of the Company, shall be added to this maximum,

- the maximum nominal amount of the securities representing debt securities that may be issued under this delegation of authority may not exceed the limit set in the second paragraph of point 2. of the twenty-first resolution from which it shall be deducted;

4. resolves to remove the preferential subscription rights of shareholders to shares and securities granting access to the share capital or entitling holders to the allocation of debt securities that may be issued under this authorization, it being understood that the Board of directors shall have the option, pursuant to articles L. 22-10-51, paragraph 1 and R. 225-131 of the French commercial code, to grant the shareholders for all or part of the issue, a priority subscription period that does not give rise to the creation of negotiable rights and which must be exercised in proportion to the number of shares held by each shareholder, for a period of time and according to the procedures that it shall determine;
5. resolves that if the subscriptions have not absorbed the entire issue of ordinary shares or securities giving access to the share capital, the Board of directors may use, in the order it determines, the powers offered by article L. 225-134 of the French commercial code, or some of them;
6. resolves that, other than with the prior authorization of the General Meeting, the Board of directors shall not be able to apply this delegation of authority once a third party has submitted a public offer for the Company's shares, up until the expiry of the offer period;
7. acknowledges that this delegation automatically implies the express waiver by the shareholders of their preferential subscription rights to the Company's shares to which the securities that are issued on the basis of this delegation of authority may give immediate or future rights;
8. takes note of the fact that:
   - the issue price of the shares will be at least equal to the minimum provided for by the laws and regulations applicable at the time of use of this delegation of authority (or, for information purposes, on the date of this Meeting, a price at least equal to the weighted average of the quoted prices of the Company's ordinary share during the last three trading sessions on the regulated market of Euronext Paris preceding the beginning of the public offering within the meaning of Regulation (EU) no. 2017/1129 of June 14, 2017, potentially reduced by a maximum discount of 10%), after adjusting, where applicable, that amount to take into account the difference in entitlement date, and
   - the issue price of the securities shall be such that the sum received immediately by the Company plus, where applicable, the sum likely to be received subsequently by the Company, or, for each ordinary share issued as a result of the issue of such securities, at least equal to the minimum price referred to in the preceding paragraph;
9. resolves that the Board of directors has full powers, with the right of sub-delegation, under the legal and regulatory conditions, to implement this delegation of authority and in particular:
   - determine the characteristics, amounts and terms of all issues as well as the securities to be issued,
   - set the opening and closing dates for subscriptions, determine the category of securities issued and set their subscription price, with or without premium, the terms of their payment, their vesting date even retroactively or the terms and conditions for exercising the rights attached to the securities issued (if applicable, conversion rights, exchange, redemption, including by remittance of assets such as securities already issued by the Company or a Subsidiary),
   - also decide, in the event of the issue of debt securities, whether subordinated or not (and, where applicable, their seniority rank, in accordance with the provisions of article L. 228-97 of the French commercial code), set their interest rate (in particular fixed or variable rate interest, or zero or indexed coupon interest) and provide, where applicable, mandatory or optional cases of suspension or non-payment of interest, provide for their duration, the possibility of reducing or increasing the par value of the securities and the other terms of issue (including granting them guarantees or sureties) and amortizations (including repayment by remittance of assets), set the conditions under which these securities will give access to the Company's share capital; provide that the securities may be redeemed on the stock exchange or *via* a public tender or exchange offer by the Company; modify, during the life of the securities concerned, the terms referred to above, in accordance with the applicable formalities,
   - on its sole initiative, charge the share premium(s), including costs, duties and fees resulting from the completion of the issues,
   - provide for the option of suspending the exercise of rights attached to the securities issued in accordance with legal and regulatory provisions,
   - determine and make any adjustments intended to take into account the impact of transactions, particularly on the Company's shareholders' equity, and set all procedures to ensure, in accordance with legal and regulatory provisions and, where applicable, contractual provisions, the preservation of the rights of holders of securities granting access to the Company's share capital (including by means of cash adjustments),
   - generally take all necessary measures and enter into any agreements to ensure that the proposed issues are successfully completed, take all measures and carry out any formalities that are relevant to the financial service of the securities issued under this delegation of authority and to the exercise of the rights attached thereto, to record the completion of the capital increase(s) resulting from any issue carried out by the use of this delegation of authority and to amend the articles of association accordingly and to carry out any formalities required for the admission to trading of the securities issued.

This delegation has been granted for a period of twenty-six months as from the date of this Meeting and renders ineffective the unused portion of any earlier delegation relating to the same subject.

TWENTY-THIRD RESOLUTION

(Delegation of authority to the Board of directors to increase the share capital by issuing shares of the Company and/or securities granting access to the share capital of the Company or one of its subsidiaries and/or entitling holders to the allocation of debt securities, with waiver of preferential subscription rights through a public offering referred to in 1° of article L. 411-2 of the French monetary and financial code (formerly "private placement"))

The General Meeting, voting in accordance with the quorum and majority conditions required for extraordinary general meetings, having read the Board of directors' report and the Statutory Auditors' special report and in accordance with the provisions of articles L. 225-129 *et seq.* and L. 22-10-49 *et seq.* of the French commercial code, in particular articles L. 225-129-2, L. 225-135, L. 225-136, L. 22-10-51 and L. 22-10-52 and the provisions of articles L. 228-91 *et seq.* of the Code:

1. delegates to the Board of directors, with the option of sub-delegation under legal and regulatory conditions, its authority to carry out, on one or more occasions, in the proportions and at the times it deems appropriate, both in France and abroad, in euros or in any other currency or unit of account established by reference to several currencies, by way of a public offering meeting the conditions set out in point 1 of article L. 411-2 of the French monetary and financial code, the issue, with waiver of the preferential subscription rights of the shareholders:
   - of ordinary shares of the Company, and/or
   - of securities that are (i) equity securities giving access to other equity securities of the Company or of a company in which the Company directly or indirectly owns more than half of the share capital (a "**Subsidiary**") and/or entitling holders to the allocation of debt securities of the Company or a Subsidiary, and/or (ii) debt securities that may give or give access to equity securities to be issued by the Company or a Subsidiary,

   it being specified that the subscription may be made either in cash or by offsetting claims;
2. resolves that issues carried out under this delegation of authority may be associated, in the context of the same issue or of several issues carried out jointly, with one or more public offerings approved pursuant to the twenty-second resolution submitted to this Meeting;
3. resolves to set as follows the amounts of the issues authorized in the event of use by the Board of directors of this delegation of authority:
   - the maximum nominal amount of the share capital increases that may be carried out, immediately and/or in the future, by virtue of this delegation of authority, may not exceed €950,000 (or its equivalent value in any other currency or unit of account established by reference to several currencies), it being specified that (i) this amount is an overall ceiling for all capital increases that may be carried out pursuant to the twenty-second, twenty-third and twenty-fourth resolutions submitted to this Meeting, and that (ii) this amount will be deducted from the overall limit of €3,500,000 provided for in the thirtieth resolution of this Meeting,
   - the par value of the Company's ordinary shares to be issued, where appropriate, to preserve, in accordance with the law and applicable contractual stipulations specifying other cases of adjustments, the rights of holders of securities or other rights giving access to the share capital of the Company, shall be added to this maximum,
   - in any event, issues of equity securities carried out by virtue of this authorization by public offering referred to in point 1 of article L. 411-2 of the French monetary and financial code may not exceed the limits provided for by the regulations applicable on the date of the issue, it being specified that this limit will be assessed on the date of the Board of directors' decision to use this authorization,
   - the maximum nominal amount of the securities representing debt securities that may be issued under this delegation of authority may not exceed the limit set in the second paragraph of point 2. of the twenty-first resolution from which it shall be deducted;
4. resolves to remove the preferential subscription rights of shareholders to the shares and/or securities to be issued pursuant to this delegation of authority;
5. resolves that if the subscriptions have not absorbed the entire issue of ordinary shares or securities granting access to the share capital, the Board of directors may use, in the order it determines, the powers offered by article L. 225-134 of the French commercial code, or some of them;
6. resolves that, other than with the prior authorization of the General Meeting, the Board of directors shall not be able to apply this delegation of authority once a third party has submitted a public offer for the Company's shares, up until the expiry of the offer period;
7. acknowledges that this delegation automatically implies the express waiver by the shareholders of their preferential subscription rights to the Company's shares to which the securities issued on the basis of this delegation of authority may give immediate and/or future rights;
8. takes note of the fact that:
   - the issue price of the shares will be at least equal to the minimum provided for by the laws and regulations applicable at the time of use of this delegation of authority (for information purposes as at the date of this Meeting, at least equal to the weighted average of the quoted prices of the Company's ordinary share during the last three trading days on the regulated market of Euronext Paris preceding the beginning of the public offering within the meaning of Regulation (EU) no. 2017/1129 of June 14, 2017, potentially reduced by a maximum discount of 10%) after adjusting, where applicable, that amount to take into account the difference in the entitlement date, and
   - the issue price of the securities shall be such that the sum received immediately by the Company plus, where applicable, the sum likely to be received subsequently by the Company, or, for each ordinary share issued as a result of the issue of such securities, at least equal to the minimum price referred to in the preceding paragraph;

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9. resolves that the Board of directors has full powers, with the right of sub-delegation, under the legal and regulatory conditions, to implement this delegation of authority and in particular:
   - determine the characteristics, amounts and terms of all issues as well as the securities to be issued,
   - set the opening and closing dates for subscriptions, determine the category of securities issued and set their subscription price, with or without premium, the terms of their payment, their vesting date even retroactively or the terms and conditions for exercising the rights attached to the securities issued (if applicable, conversion rights, exchange, redemption, including by remittance of assets such as securities already issued by the Company or a Subsidiary),
   - also decide, in the event of the issue of debt securities, whether subordinated or not (and, where applicable, their seniority rank, in accordance with the provisions of article L. 228-97 of the French commercial code), set their interest rate (in particular fixed or variable rate interest, or zero or indexed coupon interest) and provide, where applicable, mandatory or optional cases of suspension or non-payment of interest, provide for their duration, the possibility of reducing or increasing the par value of the securities and the other terms of issue (including granting them guarantees or sureties) and amortizations (including repayment by remittance of assets), set the conditions under which these securities will give access to the Company's share capital; provide that the securities may be redeemed on the stock exchange or *via* a public tender or exchange offer by the Company; modify, during the life of the securities concerned, the terms referred to above, in accordance with the applicable formalities,
   - on its sole initiative, charge the share premium(s) in particular the costs, duties and fees resulting from the completion of the issues,
   - generally take all necessary measures and enter into any agreements to ensure that the proposed issues are successfully completed, take all measures and carry out any formalities that are relevant to the financial service of the securities issued under this delegation of authority and to the exercise of the rights attached thereto, to record the completion of the capital increase(s) resulting from any issue carried out by the use of this delegation of authority and to amend the articles of association accordingly and to carry out any formalities required for the admission to trading of the securities issued.

This delegation has been granted for a period of twenty-six months as from the date of this Meeting and renders ineffective the unused portion of any earlier delegation relating to the same subject.

Resolution 24: Capital increase in order to remunerate contributions in kind made up of equity securities

Objective and purpose

- **Resolution 24**: It is proposed to delegate to the Board of directors the possibility of **increasing** the Company's **share capital** by issuing Ubisoft Shares or Securities giving access to the capital of Ubisoft in order to remunerate **contributions in kind** (equity securities or securities giving access to the Company's share capital) **granted to the Company**.

  This resolution may be necessary for the Company in connection with **external growth operations** in **France** or **abroad**. However, it **would not be usable** in the event that the **Company makes an issue** to remunerate securities contributed to the Company as part of a **public exchange offer** (transaction covered by resolution **22**).
  - **Ceilings**:
    - **Capital increase: 10%** of the **share capital** – joint ceiling of **€950,000** (resolutions **22**, **23** and **24**) within the overall ceiling of **€3,500,000** (resolution **30**);
    - **Debt securities giving immediate or long-term access to the share capital**: **€1,000,000,000** – joint ceiling (resolutions **21** to **24**).
  - **Duration: 26 months**.

TWENTY-FOURTH RESOLUTION

(Delegation of powers to the Board of directors to issue shares and/or securities granting access to the share capital, in order to remunerate contributions in kind granted to the Company, with waiver of preferential subscription rights for shareholders)

The General Meeting, voting in accordance with the quorum and majority conditions required for extraordinary general meetings, having read the Board of directors' report and the Statutory Auditors' special report, and in accordance with the provisions of article L. 22-10-53 of the French commercial code:

1. delegates to the Board of directors, with the option of sub-delegation under the legal and regulatory conditions, the powers necessary to carry out, on the report of the Statutory Auditor(s) referred to in the 1st and 2nd paragraphs of article L. 225-147 of the French commercial code, upon reference to article L. 22-10-53 referred to above, on the issue of (i) shares of the Company, (ii) securities that are equity securities giving access by any means, immediately and/or in the future, to other equity securities of the Company or (iii) securities that are debt securities that may give access to or giving access to, immediately and/or in the future, to equity securities of the Company to be issued, in order to remunerate contributions in kind granted to the Company, where the provisions of article L. 22-10-54 of the French commercial code are not applicable;
2. resolves to set as follows the amounts of the issues authorized in the event of use by the Board of directors of this delegation of power:
   - resolves that the limit on the nominal amount of immediate and/or future capital increases that may be carried out by virtue of this authorization is set at 10% of the Company's share capital as existing at the date of this Meeting, it being specified that (i) this amount is an overall ceiling for all capital increases that may be carried out pursuant to the twenty-second, twenty-third and twenty-fourth resolutions submitted to this Meeting and that (ii) this amount will be deducted from the overall limit of €3,500,000 provided for in the thirtieth resolution of this Meeting,

- the maximum nominal amount of the securities representing debt securities that may be issued under this delegation of powers may not exceed the limit set in the second paragraph of point 2. of the twenty-first resolution, from which it shall be deducted;

3. resolves, as necessary, to waive, in favor of the shareholders, preferential subscription rights to securities issued under this delegation of powers, which are exclusively intended to remunerate contributions in kind granted to the Company under this resolution;
4. acknowledges that this delegation automatically implies the waiving by the shareholders of their preferential subscription rights to the shares to which the securities issued on the basis of this delegation may give entitlement;
5. resolves that, other than with the prior authorization of the General Meeting, the Board of directors shall not be able to apply this delegation of powers once a third party has submitted a public offer for the Company's shares, up until the expiry of the offer period;
6. resolves that the Board of directors shall have full powers, with the right to sub-delegate said powers under the legal and regulatory conditions, to implement this resolution, in particular to:
   - determine the nature and number of securities to be created, their characteristics and the terms and conditions of their issue, decide, in the event of the issue of debt securities, whether subordinated or not (and, where applicable, their seniority rank), modify the terms referred to above during the life of the securities concerned in accordance with the applicable formalities, decide on the report of the Statutory Auditor(s) on the contributions referred to in the 1st and 2nd paragraphs of article L. 225-147 above, on reference to article L. 22-10-53, on the evaluation of contributions and the granting of special benefits,
   - record the final completion of the capital increases carried out pursuant to this delegation of powers, amend the articles of association accordingly, carry out all formalities and declarations, and request any authorizations that may be necessary to carry out these contributions.

This delegation has been granted for a period of twenty-six months as from the date of this Meeting and renders ineffective the unused portion of any earlier delegation relating to the same subject.

RESOLUTIONS 25 TO 29

Employee share ownership

Resolutions **25**, **26** and **27** aim to **offer Ubisoft group employees in France and abroad** the possibility **of subscribing to shares in the Company** on **preferential terms**, in order to **involve them** more closely **in the Company's development**.

Resolutions **28** and **29** aim to authorize the Board of directors to **grant free shares of the Company ("AGA")** with the aim of **strengthening motivation** and **retention of beneficiaries** while **promoting the alignment** of their interests **with those of the shareholders** and the Company's **corporate interest**.

Resolutions 25 to 27: Reserved capital increases

Objective and purpose

These resolutions are identical, in their formulation, to the corresponding resolutions approved by the General Meeting of July 1, 2021).

It is proposed that the Board of directors delegate the possibility to carry out, in one or more installments, **capital increases** through the issue of ordinary shares and/or securities granting access to the Company's share capital, as part of **conventional** and/or **leveraged employee share ownership transactions**, reserved for:

- **Resolution 25**: members of a company or Group savings scheme(s);
- **Resolution 26**: employees and/or corporate officers of certain subsidiaries of the Company, whose registered office is located outside France, excluding company or Group savings scheme; and
- **Resolution 27**: categories of beneficiaries as part of an employee share ownership offering.
  - **Maximum discount**: **15%** – bearing in mind that the **maximum discount** authorized by the legal and regulatory provisions applicable to these resolutions is **30%**.
  - **Ceiling**: **1.50%** of the share capital – **joint ceiling** (resolutions **25**, **26** and **27**) within the overall ceiling of **€3,500,000** (resolution **30**).
  - **Duration**: **26 months** (resolution **25**) and **18 months** (resolutions **26** and **27**).
  - **Effective date**: at the end of the **current employee share ownership operation** ("**MMO 2022**") pursuant to the **resolutions of the same nature** approved by the **Combined General Meeting of July 1, 2021** (resolutions **25** and **26**).

TWENTY-FIFTH RESOLUTION

(Delegation of authority to the Board of directors to increase the share capital by issuing ordinary shares and/or compound securities, with cancelation of the shareholders' preferential subscription rights, for the benefit of members of company or Group savings schemes)

The General Meeting, voting in accordance with the quorum and majority conditions required for extraordinary general meetings, having read the Board of directors' report and the Statutory Auditors' special report, in accordance with the provisions of articles L. 225-129-2, L. 22-10-49, L. 225-129- 6, L. 225-138, L. 225-138-1 and L. 228-91 *et seq.* of the French commercial code and articles L. 3332-1 and L. 3332-18 *et seq.* of the French labor code:

1. delegates to the Board of directors, with the option to sub-delegate in accordance with the legal and regulatory conditions, its authority to perform capital increases, at its sole discretion, on one or more occasions, at the times and according to the terms and conditions decided by the Board, under the conditions specified by the law, by issue of ordinary shares and/or securities granting access, by any means, immediately and/or at a future date, to the share capital of the Company, to be subscribed in cash, reserved for members of one or more company or Group savings schemes of the Company and/or of companies included in the same consolidation scope or combination of accounts within the meaning of the second paragraph of article L. 3344-1 of the French labor code; it being specified that the issue of any securities giving access to preference shares is excluded;
2. resolves that the Board of directors may, in favor of the beneficiaries mentioned above, allocate free shares or securities granting access, by any means, immediately and/or at a future date, to the share capital of the Company in accordance with the legal and regulatory conditions, as a substitute for all or part of the discount mentioned in paragraph 5. below and/or as an employer's additional contribution, it being understood that the benefit resulting from this allocation may not exceed the limits specified in articles L. 3332-21 and L. 3332-11 of the French labor code;
3. resolves that the nominal amount of the Company's capital increase, immediate or in the future, resulting from all issues carried out pursuant to this delegation (i) may not exceed **1.50%** of the amount of the share capital on the day of the decision by the Board of directors to carry out the capital increase, it being specified that this maximum is an overall maximum for all capital increases liable to be carried out in application of the twenty-fifth, twenty-sixth and twenty-seventh resolutions submitted to this Meeting and is set without taking into account the par value of any shares in the Company that may be issued for adjustments to be made in accordance with the law and applicable contractual provisions to protect the rights of holders of securities or other rights giving access to the share capital, and (ii) shall be deducted from the overall maximum of €3,500,000 provided for in the thirtieth resolution of this General Meeting;
4. resolves that the subscription price of the shares or securities issued will be determined under the conditions defined in articles L. 3332-18 to L. 3332-23 of the French labor code;
5. resolves to set the maximum discount offered under a savings scheme at **15%** of the average of the listed prices of the Ubisoft Entertainment SA share on Euronext Paris during the twenty trading days preceding the day of the decision setting the opening date for subscriptions; however, the General Meeting expressly authorizes the Board of directors, if it considers it appropriate, to reduce or eliminate the aforementioned discount, within the legal and regulatory limits, notably to take into account, inter alia, the legal, accounting, tax/or and social regimes applicable locally;
6. resolves to cancel, for the benefit of members of one or more savings schemes, the shareholders' preferential subscription rights to the shares or securities that may be issued pursuant to the present delegation; in the event of a free grant of shares or securities granting access to the share capital, said shareholders also waive any rights to said shares or securities, including the portion of reserves, profits or premiums incorporated into the share capital in respect of the free grant of such securities pursuant to the present resolution;
7. notes that this delegation automatically entails, in favor of holders of units in securities issued pursuant to the present resolution and giving access to the share capital of the Company, waiver by the shareholders of their preferential subscription rights to the shares to which these securities give entitlement;
8. acknowledges that each capital increase will only be performed up to the amount of the shares subscribed by the beneficiaries mentioned above, individually or through company mutual funds (FCPE) or variable-capital investment companies or other structures permitted by the applicable legal or regulatory provisions, it being specified that the present resolution may be used for the purposes of implementing arrangements having a leverage effect in the context of an employee share ownership offering from the Company;
9. resolves that the Board of directors will have the broadest powers, with the option to sub-delegate in accordance with the legal and regulatory conditions, for the purpose of implementing the present delegation in accordance with the conditions which have just been adopted and notably to:
   - determine the characteristics, amount and procedures for any issue,
   - decide whether shares may be subscribed directly by members of one or more savings schemes or through the intermediary of company mutual funds (FCPE) or variable-capital investment companies or other structures permitted by the applicable legal or regulatory provisions,
   - determine the companies and beneficiaries concerned,
   - where applicable, set the conditions of seniority that the beneficiaries must fulfill to subscribe to the new shares or securities to be issued within the capital increases subject to the present resolution,
   - set the amounts of these issues and determine the subscription prices within the limits set in the present resolution, the terms and conditions for the issue of shares or securities that will be made pursuant to the present delegation and notably their dividend date, the applicable reduction rules in case of over-subscription and the other terms and conditions for their settlement and delivery,
   - determine the dates of opening and closure of subscriptions,

- in case of the free allocation of shares or securities, set the nature, characteristics and number to be allocated to each beneficiary and determine the dates, deadlines, terms and conditions for the allocation of these shares or securities within the legal and regulatory limits in force, and notably, either choose to fully or partially substitute the free allocation of these shares or securities for the discount specified above, or to offset the equivalent value of these shares or securities of the Company against the amount of the employers' additional contribution, or to combine these two options,
- note the completion of the capital increase by issuing shares up to the amount of the shares that will actually be subscribed,
- preserve the rights of the holders of securities giving future access to the share capital of the Company, in accordance with the applicable legal and regulatory provisions,
- on its own decision and if it judges it appropriate, charge the expenses for the capital increases to the amount of the premiums related to these increases and deduct from this amount the amounts necessary to bring the legal reserve to a tenth of the new share capital after each increase,
- generally, enact all deeds and formalities, take all measures or decisions and conclude all agreements that are relevant or necessary (i) to successfully complete the issues made pursuant to the present delegation of authority, and notably for the issue, subscription, delivery, dividend rights, admission to trading of the shares created, the financial servicing of the new shares and the exercise of the rights that are attached to them, (ii) to record the definitive implementation of the capital increase(s), to make the changes corresponding to these capital increases to the articles of association, (iii) to perform the formalities following the capital increases and generally do whatever is necessary.

The present delegation is valid for twenty-six months from the date of this Meeting and renders ineffective the unused portion of any earlier delegation relating to the same subject.

TWENTY-SIXTH RESOLUTION

(Delegation of authority to the Board of directors to increase the share capital by issuing ordinary shares and/or compound securities, with cancelation of the shareholders' preferential subscription rights, reserved for employees and/or corporate officers of certain subsidiaries of the Company within the meaning of article L. 233-16 of the French commercial code, for which the registered office is located outside France, excluding company or Group savings schemes)

The General Meeting, voting in accordance with the quorum and majority conditions required for extraordinary general meetings, having read the Board of directors' report and the Statutory Auditors' special report, in accordance with the provisions of articles L. 225-129-2, L. 22-10-49, L. 225-138 and L. 228-91 *et seq.* of the French commercial code:

1. delegates to the Board of directors, with the option to sub-delegate in accordance with the legal and regulatory conditions, its authority to perform capital increases, at its sole discretion, on one or more occasions, at the times and according to the terms and conditions decided by the Board, under the conditions defined by the law, by issue of ordinary shares and/or securities that are equity securities granting access, by any means, immediately and/or at a future date, to other equity securities of the Company, to be subscribed in cash, reserved for the categories and/or one of the categories of beneficiaries defined below; it being specified that the subscription may be made directly or through a company mutual fund (FCPE) and that the issue of any securities granting access to preference shares is excluded;
2. resolves that the nominal amount of the Company's capital increase made pursuant to the present delegation (i) may not exceed **1.50%** of the amount of the share capital on the day of the decision by the Board of directors to carry out the capital increase, it being specified that this maximum is an overall maximum for all capital increases liable to be carried out in application of twenty-fifth, twenty-sixth and twenty-seventh resolutions submitted to this Meeting and is set without taking into account the par value of any shares in the Company that may be issued for adjustments to be made in accordance with the law and applicable contractual provisions to protect the rights of holders of securities or other rights giving access to the share capital; and (ii) will be deducted from the overall maximum of €3,500,000 provided for in the thirtieth resolution of this General Meeting;
3. resolves that the subscription price of the new shares to be issued in application of the present delegation will be set by the Board of directors on the day when it sets the date of opening of subscriptions, according to one of the following two procedures, at the choice of the Board of directors:
   - subscription price equal to the average quoted price of the Ubisoft Entertainment SA share on Euronext Paris during the twenty trading days preceding the date of the decision by the Board of directors, possibly reduced by a maximum discount of **15%**, or
   - subscription price equal to the price of the Ubisoft Entertainment SA share on Euronext Paris on the date of the decision by the Board of directors, possibly reduced by a maximum discount of **15%**;
4. resolves to cancel the shareholders' preferential subscription rights to the ordinary shares and/or securities that may be issued pursuant to the present delegation and reserve the right to subscribe to them to employees and/or corporate officers of Ubisoft group companies related to the Company under the conditions of article L. 233-16 of the French commercial code, having their registered office outside France; it being specified that the subscription may be carried out directly or through a company mutual fund (FCPE) and that the present resolution may be used for the purposes of implementing leveraged formula arrangements in the context of an employee share ownership offering by the Company;
5. notes that this delegation automatically entails, in favor of holders of units in securities issued pursuant to the present resolution and giving access to the share capital of the Company, waiver by the shareholders of their preferential subscription rights to the shares to which these securities give entitlement;

6. resolves that the Board of directors will have the broadest powers, with the option to sub-delegate in accordance with the legal and regulatory conditions, for the purpose of implementing the present delegation in accordance with the conditions which have just been adopted and notably to:
   - determine the dates, the terms and conditions of the issue(s) with or without premium, the overall number of securities to be issued within the limits set in the present resolution, the arrangements for subscription that will be presented to employees in each country concerned in the light of applicable local restrictions, and select from the countries in which the Company has subsidiaries, the subsidiaries whose employees may take part in the transaction,
   - determine the list of beneficiaries within the aforementioned categories and determine the number of shares that may be subscribed by each of them,
   - determine the subscription price of the shares, in accordance with the procedures set in paragraph 3. of the present resolution,
   - determine the procedures for paying for the shares within legal limits,
   - where applicable, set a mandatory retention period for the shares and the date of dividend rights for the shares to be issued,
   - record the completion of the capital increase by the issue of shares,
   - preserve the rights of the holders of securities giving future access to the share capital of the Company, in accordance with the applicable legal and regulatory provisions,
   - on its own decision and if it judges it appropriate, charge the expenses for the capital increases to the amount of the premiums related to these increases and deduct from this amount the amounts necessary to bring the legal reserve to a tenth of the new share capital after each increase,
   - generally, enact all deeds and formalities, take all measures or decisions and conclude all agreements that are relevant or necessary (i) to successfully complete the issues made pursuant to the present delegation of authority, and notably for the issue, subscription, dividend rights, admission to trading of the shares created, the financial servicing of the new shares and the exercise of the rights that are attached to them, (ii) to record the definitive implementation of the capital increase(s), to make the changes corresponding to these capital increases to the articles of association, (iii) to perform the formalities following the capital increases and generally do whatever is necessary.

The present delegation, for a period of eighteen months from this day, will take effect at the end of the employee share ownership plan in progress implemented under the twenty-fourth resolution of the General Meeting of July 1, 2021 and will render ineffective, from that same date, for the unused part, any prior delegation having the same purpose.

TWENTY-SEVENTH RESOLUTION

(Delegation of authority to the Board of directors to increase the share capital by issuing ordinary shares and/or compound securities, with cancelation of the shareholders' preferential subscription rights, reserved for categories of beneficiaries under an employee share ownership offering)

The General Meeting, voting in accordance with the quorum and majority conditions required for extraordinary general meetings, having read the Board of directors' report and the Statutory Auditors' special report, in accordance with the provisions of articles L. 225-129-2, L. 22-10-49, L. 225-138 and L. 228-91 *et seq.* of the French commercial code:

1. notes that, in certain countries, legal and/or tax difficulties or uncertainties may make it difficult to implement arrangements for employee share ownership structured through the intermediary of company mutual funds (FCPE) and that it may be desirable to implement alternative arrangements to those offered to employees of companies who are members of a savings scheme;
2. consequently delegates to the Board of directors, with the option to sub-delegate in accordance with the legal and regulatory conditions, their authority to perform capital increases, at its sole discretion, on one or more occasions, at the times and according to the terms and conditions decided by the Board, under the conditions defined by the law, by issue of ordinary shares and/or securities which are equity securities granting access, by any means, immediately and/or at a future date, to other equity securities of the Company, to be subscribed to in cash, reserved for any financial institution or controlled subsidiary of the said institution or any entity under French or foreign law, whether or not having legal personality, having the exclusive purpose of subscribing, holding and disposing of shares and/or other securities granting access to the share capital of the Company, for the implementation of arrangements with leverage effect in the context of an employee share ownership offering by the Company; it being specified that the issue of all securities granting access to preference shares is excluded;
3. resolves that the nominal amount of the Company's capital increase made pursuant to the present delegation (i) may not exceed **1.50%** of the amount of the share capital on the day of the decision by the Board of directors to carry out the capital increase, it being specified that this maximum is an overall maximum for all capital increases liable to be carried out in application of the twenty-fifth, twenty-sixth and twenty-seventh resolutions submitted to this Meeting and is set without taking into account the par value of any shares in the Company that may be issued for adjustments to be made in accordance with the law and applicable contractual provisions to protect the rights of holders of securities or other rights giving access to the share capital; and (ii) will be deducted from the overall maximum of €3,500,000 provided for in the thirtieth resolution of this General Meeting;
4. resolves that the subscription price of the new shares to be issued in application of the present delegation will be equal to the average of the quoted prices of the Ubisoft Entertainment SA share on Euronext Paris during the twenty trading sessions preceding the day of the decision setting the opening date for subscriptions, possibly reduced by a maximum discount of **15%**; nevertheless, the General Meeting expressly authorizes the Board of directors, if it considers it appropriate, to reduce or eliminate the discount, within legal and regulatory limits, notably in order to take into account, inter alia, the legal, accounting, tax and social regimes applicable locally;
5. resolves to waive, for the benefit of the aforementioned category of beneficiaries, the preferential subscription right of shareholders to ordinary shares and/or securities that may be issued pursuant to the present delegation;

6. notes that this delegation automatically entails, in favor of holders of securities issued pursuant to the present resolution and giving access to the share capital of the Company, waiver by the shareholders of their preferential subscription rights to the shares to which these securities give entitlement;
7. resolves that the Board of directors will have the broadest powers, with the option to sub-delegate in accordance with the legal and regulatory conditions, for the purpose of implementing the present delegation in accordance with the conditions which have just been adopted and notably to:
   - determine the dates, the terms and conditions of the issue(s) with or without premium and the overall amount of securities to be issued within the limits set by the present resolution,
   - determine the list of beneficiaries within the aforementioned category and determine the number of shares that may be subscribed by each of them,
   - determine the subscription price of the shares, in accordance with the procedures set in paragraph 4. of the present resolution,
   - determine the procedures for paying for the shares within legal limits,
   - set the date from which the shares to be issued will be entitled to dividends,
   - record the completion of the capital increase by the issue of shares,
   - preserve the rights of the holders of securities giving future access to the share capital of the Company, in accordance with the applicable legal and regulatory provisions,
   - on its own decision and if it judges it appropriate, charge the expenses for the capital increases to the amount of the premiums related to these increases and deduct from this amount the amounts necessary to bring the legal reserve to a tenth of the new share capital after each increase,
   - generally, enact all deeds and formalities, take all measures or decisions and conclude all agreements that are relevant or necessary (i) to successfully complete the issues made pursuant to the present delegation of authority, and notably for the issue, subscription, dividend rights, admission to trading of the shares created, the financial servicing of the new shares and the exercise of the rights that are attached to them, (ii) to record the definitive implementation of the capital increase(s), to make the changes corresponding to these capital increases to the articles of association, (iii) to perform the formalities following the capital increases and generally do whatever is necessary.

The present delegation, for a period of eighteen months from this day, will take effect at the end of the employee share ownership plan in progress implemented under the twenty-fifth resolution of the General Meeting of July 1, 2021 and will render ineffective, from that same date, for the unused part, any prior delegation having the same purpose.

Resolutions 28 and 29: Free grant of ordinary shares of the Company Employees/Executive Committee – Executive corporate managing officers

Objective and purpose

It is proposed that the Board of directors be authorized to **grant AGA free of charge to**:

- **Resolution 28**:
  - **Employees** and/or **members of the Executive Committee**.
  - **Ceiling** (for **3 years** with an **average burn rate** of **1.5%** per **year**): **4.5%** of the share capital.
  - **Vesting periods**:
    - **Employees**: **3 years** with tiered acquisition (50% after 2 years and 50% after 3 years);
    - **Members** of the **Executive Committee**: **3 years**.
- **Resolution 29**:
  - **Executive corporate managing officers**.
  - **Ceiling**: **0.2%** of the share capital – subject to the **4.5%** ceiling of resolution **28**.
  - **Vesting period**: **4 years**.
- **Resolutions 28 and 29**:
  - **Duration: 38 months**.

The **AGA** granted to the members of the Group **Executive Committee** (resolution **28**) and the Company's **executive corporate managing officers** (resolution **29**) will be fully subject to **performance condition(s)** assessed over a **minimum period** of **three years or financial years**, under the terms and conditions referred to in respect of said resolutions.

These **authorizations entail waiver by shareholders** of their preferential subscription rights, in favor of the beneficiaries.

The **summary of the AGA plans** in force as at **March 31, 2022** appears in **4.2.3.5** of the **Universal Registration Document**.

All **AGA** and **share subscription option plans** that are valid as of **March 31, 2022** represent a maximum **potential dilution** of **3.40%** at that date, it being specified that the number of definitive shares to be delivered at maturity may occur through the disposal of treasury shares held as part of the share buyback program, where applicable.

TWENTY-EIGHTH RESOLUTION

(Authorization to the Board of directors to grant free ordinary shares of the Company to employees, including all or some of the members of the Ubisoft group Executive Committee, with the exception of the Company's executive corporate managing officers, subject of the twenty-ninth resolution)

The General Meeting, voting in accordance with the quorum and majority conditions required for extraordinary general meetings, having read the Board of directors' report and the Statutory Auditors' special report, in accordance with the provisions of articles L. 225-197-1 *et seq.* and L. 22-10-59 *et seq.* of the French commercial code:

1. authorizes the Board of directors to carry out, on one or more occasions, the free grant of ordinary shares, existing and/or to be issued, of the Company, to the benefit of members of staff or certain categories of them that it shall determine from among the employees, including all or some of the members of the Executive Committee of the Ubisoft group, excluding the Company's executive corporate managing officers, which are the subject of the twenty-ninth resolution;
2. resolves that the Board of directors will make the grants and determine the identity of the beneficiaries of the grants as well as the conditions and criteria for granting the shares within the limits set in this authorization - it being specified that concerning:
   - members of the Executive Committee, the definitive grant of all the shares granted under this resolution:
     - will be subject to the achievement of one or more performance condition(s) assessed over a period of at least three years or financial years, aligned with indicators applied to the long-term variable compensation granted to the executive corporate managing officers in respect of the same financial year,
     - will take place following a minimum vesting period of three years, it being understood that the Board of directors may decide on a vesting period of a longer duration than the minimum duration set above, and/or combine said vesting period with a retention period;
   - employees, the definitive grant of all the shares granted under this resolution:
     - will be subject to one or more individual performance conditions determined by the Board of directors assessed before each tier delivery date as referred to below, for the entire grant,
     - will take place at the end of a vesting period of at least three years, with tiered delivery at an equal percentage, the first date of which may not be less than two years minimum – it being understood that the Board of directors may provide for a vesting period longer than the minimum duration set out above and/or add a retention period to the said vesting period and adjust the delivery dates by tier;
3. resolves that the number of shares issued under free ordinary share grants pursuant to this authorization may not exceed **4.5%** of the number of ordinary shares comprising the Company's share capital on the day of the grant decision by the Board of directors, it being specified that this maximum is shared with the ceiling under the twenty-ninth resolution of the present General Meeting,

   The par value of the Company's ordinary shares to be issued, where appropriate, to preserve, in accordance with the law and applicable contractual stipulations specifying other cases of adjustments, the rights of holders of securities or other rights giving access to the capital of the Company, shall be deducted from this maximum;
4. notes that in the event of the free grant of shares to be issued, this authorization will automatically entail, as and when said shares are definitively granted, a capital increase by capitalization of reserves, profits or issue premiums in favor of the beneficiaries and the corresponding waiver by shareholders in favor of the beneficiaries of their preferential subscription rights to said shares;
5. resolves that in the event of the disability of the beneficiary corresponding to classification in the second or third category provided for in article L. 341-4 of the French social security code, the free shares will be definitively granted to him/her before the expiry of the remaining vesting period, and will be immediately transferable;
6. delegates all powers to the Board of directors, with the option to sub-delegate in accordance with the legal and regulatory conditions, to implement this delegation, under the above conditions and within the limits authorized by the regulations in force, and, in particular, to:
   - determine the identity of the beneficiaries, or the category of beneficiaries, and the number of ordinary shares granted free of charge to each of them within the limits set by this resolution,
   - set the terms and conditions for the free grant of shares to be carried out under this authorization as well as the performance condition(s) on which the definitive grant of shares to members of the Executive Committee or other beneficiaries will be conditional, under the terms and conditions set out in this resolution,
   - provide for the ability to provisionally suspend the rights to grant, under the conditions provided by the law and applicable regulations,
   - record the free shares granted in a registered share account in the name of their beneficiary, mentioning, where applicable, their unavailability and its duration, and lifting such unavailability of shares under any circumstances in which this resolution or applicable regulations allow the unavailability to be lifted,
   - make adjustments, if necessary, during the vesting period, to the number of shares linked to any transactions on the Company's share capital such as to preserve the rights of beneficiaries,
   - in the event of the issuance of new shares, deduct, where applicable, from the reserves, profits or issue premiums of its choice, the sums necessary for the payment of said shares, note the completion of the capital increases, modify the articles of association accordingly,
   - and, more generally, complete all the formalities necessary for the issue, admission to trading and the financial service of the securities issued under this resolution and do all that will be useful and necessary within the framework of laws and regulations in force.

The Board of directors will inform the Ordinary General Meeting each year, in accordance with legal and regulatory conditions, in particular article L. 225-197-4 of the French commercial code, of the transactions carried out under this resolution.

This authorization is granted for a period of thirty-eight months from the present Meeting and renders ineffective, for the unused part, any prior authorization having the same purpose.

TWENTY-NINTH RESOLUTION

(Authorization to the Board of directors to grant free ordinary shares of the Company to the Company's executive corporate managing officers)

The General Meeting, voting in accordance with the quorum and majority conditions required for extraordinary general meetings, having read the Board of directors' report and the Statutory Auditors' special report, in accordance with the provisions of articles L. 225-197-1 *et seq.* and L. 22-10-59 *et seq.* of the French commercial code:

1. authorizes the Board of directors to proceed, on one or more occasions, with the free grant of ordinary shares, existing or to be issued by the Company, in favor of the Company's executive corporate managing officers;
2. resolves that the Board of directors will carry out grants and will determine the identity of the beneficiaries among the Company's executive corporate managing officers;
3. resolves that the definitive grant of all the shares granted under this resolution:
   - will be subject to the achievement of the following performance conditions assessed over a period of at least three years or financial years, it being specified that:
     - in respect of the financial year ended on March 31, 2023, the performance conditions will be as follows:

◦ for 60% of the grant: an indicator based on the positioning of the total shareholder return of the Ubisoft Entertainment SA share (the "Ubisoft TSR") in relation to the TSR of the companies of the NASDAQ Composite Index with tiered acquisition as defined below:

< 50th percentile	≥ 50th and ≤ 60th percentile	> 60th percentile
0% of grant on this indicator	**50%** of grant on this indicator	**100%** of grant on this indicator

◦ for 20% of the grant: an indicator based on the growth in the number of monthly of active users (MAU) with tiered acquisition as defined below:

< 80% of the target	≥ 80% and < 90% of the target	≥ 90% and < 100% of the target	Target not communicated
0% of grant on this indicator	**30%** of grant on this indicator	**50%** of grant on this indicator	**100%** of grant on this indicator

◦ for 20% of the grant: an indicator based on a "CSR" performance indicator (reduction of the Group's carbon intensity) with tiered acquisition as defined below:

< 80% of the target	≥ 80% and < 90% of the target	≥ 90% and < 100% of the target	Target
0% of grant on this indicator	**30%** of grant on this indicator	**50%** of allocation on this indicator	**100%** of grant on this indicator

     - in respect of financial years subsequent to the financial year ended March 31, 2023, the performance conditions and/or indicators will be decided by the Board of directors in accordance with the compensation policy applicable to executive corporate managing officers on the grant date.
   - will take place following a minimum vesting period of four years, it being understood that the Board of directors may decide on vesting periods of a longer duration than the minimum duration set above, and/or combine said vesting period with a retention period;
4. resolves that free ordinary share grants made pursuant to this authorization may not cover a number of existing or new shares exceeding **0.20%** of the number of ordinary shares comprising the Company's share capital on the date of the grant decision by the Board of directors – this maximum is deducted from that of the twenty-eighth resolution of this Meeting.

   The par value of the Company's ordinary shares to be issued, where appropriate, to preserve, in accordance with the law and applicable contractual stipulations specifying other cases of adjustments, the rights of holders of securities or other rights giving access to the capital of the Company, shall be deducted from this maximum;
5. notes that the Board of directors must (i) decide that these shares cannot be sold by the Company's executive corporate managing officers before their positions come to an end, or (ii) set the quantity of free shares that the Company's executive corporate managing officers will be required to keep in registered form until the end of their duties in accordance with the provisions of article L. 225-197-1, II, last paragraph of the French commercial code;
6. notes that in the event of the free grant of shares to be issued, this authorization will automatically entail, as and when said shares are definitively granted, a capital increase by capitalization of reserves, profits or issue premiums in favor of the beneficiaries and the corresponding waiver by shareholders in favor of the beneficiaries of their preferential subscription rights to said shares;

7. resolves that in the event of the disability of the beneficiary corresponding to classification in the second or third category provided for in article L. 341-4 of the French social security code, the free shares will be definitively granted to him/her before the expiry of the remaining vesting period, and will be immediately transferable;
8. delegates all powers to the Board of directors, with the option to sub-delegate in accordance with the legal and regulatory conditions, to implement this delegation, under the above conditions and within the limits authorized by the regulations in force, and, in particular, to:
   - determine the identity of the beneficiaries from among the Company's executive corporate managing officers and the number of ordinary shares granted free of charge to each of them within the limits set by this resolution,
   - set the terms and conditions of the free allocations of shares that may be made by virtue of this authorization as well as the performance conditions on which the definitive grant of shares to the Company's executive corporate managing officers will be conditional under the terms and conditions referred to in paragraph 3. of the present resolution,
   - provide for the ability to provisionally suspend the rights to grant, under the conditions provided by the law and applicable regulations,
   - record the free shares granted in a registered share account in the name of their beneficiary, mentioning, where applicable, their unavailability and its duration, and lifting such unavailability of shares under any circumstances in which this resolution or applicable regulations allow the unavailability to be lifted,
   - make adjustments, if necessary, during the vesting period, to the number of shares linked to any transactions on the Company's share capital such as to preserve the rights of beneficiaries,
   - in the event of the issuance of new shares, deduct, where applicable, from the reserves, profits or issue premiums of its choice, the sums necessary for the payment of said shares, note the completion of the capital increases, modify the articles of association accordingly,
   - and, more generally, complete all the formalities necessary for the issue, admission to trading and the financial service of the securities issued under this resolution and do all that will be useful and necessary within the framework of laws and regulations in force.

The Board of directors will inform the Ordinary General Meeting each year, in accordance with legal and regulatory conditions, in particular article L. 225-197-4 of the French commercial code, of the transactions carried out under this resolution.

This authorization is granted for a period of thirty-eight months from the present Meeting and renders ineffective, for the unused part, any prior authorization having the same purpose.

RESOLUTION 30

Overall ceiling for share capital increases

Objective and purpose

- **Resolution 30**: It is proposed to **set** the **cumulative overall amount** of **capital increases** that may result from the use of resolutions **21** to **27** at a nominal amount of **€3,500,000** (total ceiling), corresponding to approximately **25%** of the share capital as of April 30, 2022, including a maximum of **€950,000** (around **10%** of the share capital as at April 30, 2022) for capital increases **with waiver of preferential subscription rights** carried out pursuant to resolutions **22**, **23** and **24**.

THIRTIETH RESOLUTION

(Overall ceiling for share capital increases)

The General Meeting, voting in accordance with the quorum and majority conditions required for extraordinary general meetings, having read the Board of directors' report, sets, in accordance with article L. 225-129-2 of the French commercial code, the overall ceiling for share capital increases that may result, immediately or in the future, from all issues carried out pursuant to the delegations provided for by the twenty-first, twenty-second, twenty-third, twenty-fourth, twenty-fifth, twenty-sixth and twenty-seventh resolutions of this Meeting, and on the basis of issues authorized by similar resolutions that could replace them during the validity of this resolution, for a maximum nominal amount of €3,500,000, it being specified that to this nominal amount will be added the maximum nominal amount of capital increases through the capitalization of reserves, profits, premiums or other items the capitalization of which would be permitted, carried out pursuant to the twentieth resolution of this Meeting, subject to its adoption by the General Meeting and on the basis of issues authorized by similar resolutions that could replace them during the validity of this resolution, and bearing in mind that within the limit of this overall ceiling:

- the maximum nominal amount of the share capital increases that may be carried out immediately and/or in the future, with **maintenance** of preferential subscription rights of the shareholders, pursuant to the **twenty-first resolution** of this Meeting, may not exceed **€2,400,000**;
- the maximum nominal amount of the share capital increases that may be carried out immediately and/or in the future, with **waiver** of preferential subscription rights by shareholders, pursuant to the **twenty-second** and **twenty-third resolutions** of this Meeting, may not exceed **€950,000**;
- the maximum nominal amount of the share capital increases that may be carried out immediately and/or in the future, in order to remunerate **contributions in kind granted to the Company**, pursuant to the **twenty-fourth resolution** of this Meeting, may not exceed 10% of the Company's share capital – it being specified that this amount is an overall ceiling for all capital increases that may be carried out pursuant to the **twenty-second**, **twenty-third** and **twenty-fourth resolutions** of this Meeting and may not exceed **€950,000**;

- the maximum nominal amount of the share capital increases that may be carried out, immediately and/or in the future with **waiver** of preferential subscription rights of the shareholders (i) in favor of members of a savings scheme(s) pursuant to the **twenty-fifth resolution**, reserved (ii) for employees and/or corporate officers of certain subsidiaries of the Company within the meaning of article L. 233-16 of the French commercial code, whose registered office is located outside France, excluding the savings scheme pursuant to the **twenty-sixth resolution**, and (iii) to categories of beneficiaries as part of an employee share ownership offering covered by the **twenty-seventh resolution**, may not exceed **1.50%** of the share capital on the date of the Board of directors' decision.

It being specified that:

- the maximum nominal amount of the securities representing debt securities that may be issued by virtue of all the delegations submitted to this Meeting may not exceed **€1,000,000,000**; and
- the amounts referred to above do not take into account the nominal amount of equity securities to be issued, where applicable, in respect of adjustments made, in accordance with the law and the applicable contractual provisions, to preserve the rights of holders of securities granting access to the Company's share capital.

RESOLUTION 31

Amendment to the articles of association (delete reference to preference shares)

Objective and purpose

- **Resolution 31**: It is proposed that all the **statutory provisions** relating to **preference shares** convertible into ordinary shares contained in articles **4**, **5** and **7** of the **articles of association** be **deleted**, as they can only be issued as part of the free grant plans referred to in articles L. 225-197-1 *et seq.* and L. 22-10-59 *et seq.* of the French commercial code, insofar as the conversion of preference shares related to the last free grant plan in force in this regard took place on December 16, 2021 and the Company does not intend to make any new free grant of preference shares.

THIRTY-FIRST RESOLUTION

(Amendment to the Company's articles of association in order to remove the statutory clauses relating to preference shares)

The General Meeting, voting in accordance with the quorum and majority conditions required for extraordinary general meetings, having read the Board of directors' report, resolves to amend articles 4, 5 and 7 of the Company's articles of association in order to remove all the clauses of the articles of association relating to preference shares, as follows:

Drafting after removal of the provisions relating to preference shares (Deletions: crossed out clauses) [If added or moved: bold and underlined]
Article 4 – Share capital
The share capital is set at nine million seven hundred and five thousand six hundred and forty-two euros and ninety-one cents (€9,705,642.91). It is divided into one hundred and twenty-five million two hundred and thirty-four thousand one hundred and two (125,234,102) fully paid-up ordinary shares.
~~Preference shares issued pursuant to articles L. 228-11 *et seq.* of the French commercial code may be created, under legal and regulatory conditions, and whose special rights are defined in these articles of association.~~
~~Several categories of preference shares may be created with different characteristics in particular with regard to (i) their issue date and (ii) their conversion ratio. Accordingly, by the corporate body deciding on the issue of preference shares, the corresponding modification of this article 4 will be made with a view to specifying the designation and characteristics of the class thus issued, and in particular those mentioned in (i) and (ii) above.~~
~~In these articles of association, the term "share(s)" includes ordinary shares and preference shares and the term "shareholder(s)" includes both common and preferred shareholders.~~
~~Each share has the same rights, subject to what is indicated in article 7. below.~~

1 2 3 4 5 6 7 8 9

Article 5 – Form of the Shares – Transmission/Disposal

5.1 – Form of the shares

Fully paid-up ordinary shares may be registered or bearer shares, depending on the preference of the shareholder, subject to applicable legal and regulatory provisions.

~~Preference shares must be held in registered form and may not be contractually divided.~~

5.2 – Transfer and disposal

The shares of the Company require book-entry under the terms and conditions required by applicable legal and regulatory provisions. ~~Ordinary shares~~ **They** are transferred by account-to-account transfer. ~~Preference shares are non-transferable.~~

Article 7 – Rights and obligations attached to shares

7.1 – Provisions common to shares

Each ordinary share gives the right to ownership of the Company assets and the liquidation surplus in a share equal to the portion of the share capital that it represents.

Whenever it is necessary to own several shares in order to exercise a right, in particular in the event of an exchange, grouping or allocation of shares, or following an increase or a reduction in share capital, whatever the terms, merger or any other transaction, the owners of shares in a lower number than that required may only exercise their rights provided that they take personal responsibility for the grouping and, potentially, the purchase or sale of the number of shares or rights providing the fractional shares necessary.

7.2 – ~~Other rights attached to ordinary shares~~ Double voting rights

~~Each ordinary share gives the right to ownership of the Company assets and the liquidation surplus in a share equal to the share of the share capital that it represents.~~

A voting right double that conferred on the other shares, having regard to the share capital they represent, is allocated to all fully paid-up shares for which a registered entry for at least two years in the name of the same shareholder is documented.

In the event of a share capital increase *via* the capitalization of reserves, profits or issue premiums, this right is also conferred at the date of issue on registered shares granted free of charge to a shareholder on the basis of ownership of existing shares that enjoy this right.

Articles 7.3 to 7.4 deleted

8.2.3 Ordinary and Extraordinary General Meeting

RESOLUTION 32

Powers

Objective and purpose

- **Resolution 32**: This **resolution** proposes the granting of powers for the purposes of **carrying out** the **formalities required** by **law** in connection with the **resolutions voted by the General Meeting**.

THIRTY-SECOND RESOLUTION

(Powers for formalities)

The General Meeting, voting in accordance with the quorum and majority conditions required for ordinary general meetings, gives the broadest powers to the bearer of a copy or extract of the minutes of the deliberations of the present Meeting to make all filings and carry out all formalities specified by the law.

9 CROSS-REFERENCE TABLES, SASB REPORTING AND EU TAXONOMY

CROSS-REFERENCE TABLE OF THE UNIVERSAL REGISTRATION DOCUMENT

This Universal Registration Document has been compiled in accordance with the provisions of Regulation (EU) 2017/1129 of June 14, 2017 (the "Prospectus 3" regulation), the associated delegated regulations, in particular, annexes 1 and 2 to delegated Regulation (EU) 2019/980 of March 14, 2019, the guidelines issued by the European Financial Markets Authority and AMF Position-Recommendation no. 2021-02 of January 8, 2021, as amended most recently on January 5, 2022 (the "Guide to the drafting of Universal Registration Documents").

Section headings of annex 1 to delegated Regulation (EU) 2019/980 of March 14, 2019		2021-22 Universal Registration Document	
		Parts	Pages
9.	**REGULATORY ENVIRONMENT**	**3.1.3**	**34**
10.	**TREND INFORMATION**	**2.1 and 2.7**	**10 and 24**
11.	**PROFIT FORECASTS OR ESTIMATES**	**2.7**	**24**
12.	**ADMINISTRATIVE, MANAGEMENT AND SUPERVISORY BODIES AND EXECUTIVE MANAGEMENT**		
12.1	Members of administrative and management bodies	4.1.1.1, 4.1.1.2 and 4.1.2.3.5	47, 50 and 78
12.2	Conflicts of interest on the level of the administrative and management bodies	4.1.2.3.5	78
13.	**COMPENSATION AND BENEFITS**		
13.1	Compensation paid and benefits in kind	4.2.2	104
13.2	Provisions recognized for the purposes of paying pensions, retirement benefits or other benefits	6.1.2.10 note 14	196
14.	**BOARD PRACTICES**		
14.1	Date of expiration of current term of office and period during which the person has served in that office	4.1.1.2	50
14.2	Service agreements binding members of administrative and management bodies and the Company or any of its subsidiaries	4.1.2.3.5	78
14.3	Information on the Audit Committee and the Nomination, Compensation and Governance Committee	4.1.2.4.3	85
14.4	Statement of compliance with the current corporate governance regime	4.1 and 4.1.2.1	46 and 68
14.5	Potential material impacts on the corporate governance	4.1.1.4 and 4.1.2.3.4	67 and 77
15.	**EMPLOYEES**		
15.1	Number of employees	5.4.1.1	142
15.2	Shareholdings and share purchase and/or subscription options	4.1.1.2, 4.2.3.3 and 5.4.3.3	50, 117 and 149
15.3	Arrangements for involving the employees in the share capital of the Company	5.4.3.3 and 7.3.2	149 and 289
16.	**MAJOR SHAREHOLDERS**		
16.1	Shareholders with over 5% of the share capital or voting rights	7.3.3.3	290
16.2	Existence of different voting rights	7.1.1 and 7.1.2	278 and 281
16.3	Control of the issuer	7.3.3.2	290
16.4	Any arrangements, known to the Company, the operation of which may at a subsequent date result in a change of control	7.1.2	281
17.	**RELATED PARTY TRANSACTIONS**	**4.1.2.3.5 and 6.1.2.16 note 35**	**78 and 219**
18.	**FINANCIAL INFORMATION CONCERNING THE ISSUER'S ASSETS AND LIABILITIES, FINANCIAL POSITION AND PROFITS AND LOSSES**		
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18.2	Interim and other financial information		N/A
18.3	Auditing of historical annual financial information	6.2, 6.4 and 7.5.2	236, 270 and 298
18.4	Pro forma financial information		N/A
18.5	Dividend policy	6.6 and 7.1.1	276 and 278
18.6	Legal proceedings and arbitration	3.1.3	34
18.7	Significant change in financial position	2.3.2 and 6.1.2.21	16 and 234
19.	**ADDITIONAL INFORMATION**		
19.1	Share capital	7.2, 7.3 and 7.4.4	282, 288 and 295
19.2	Memorandum and articles of association	7.1.1	278
20.	**MATERIAL AGREEMENTS**		**N/A**
21.	**DOCUMENTS AVAILABLE**	**7.5.3**	**298**

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This Universal Registration Document incorporates all the items of the annual financial report referred to in article L. 451-1-2 of the French monetary and financial code and article 222-3 of the AMF's General Regulation.

	2021-22 Universal Registration Document	
Information required by legal and regulatory obligations	**Parts**	**Pages**
Separate financial statements of the Company	6.3	242
Consolidated financial statements of the Group	6.1	180
Statutory Auditors' report on the separate financial statements	6.4	270
Statutory Auditors' report on the consolidated financial statements	6.2	236
Management report containing at least the information mentioned in articles L. 225-100-1, L. 22-10-35 and L. 225-211, paragraph 2 of the French commercial code	See management report cross-reference table	329
Statement by the person responsible for the information contained in the Universal Registration Document	7.5.1	297

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The management report and the consolidated report on the Group's management are presented as a single report. This Universal Registration Document includes all the information comprising this single report for FY22, as determined by the Board of directors of the Company on May 11, 2022, in accordance with articles L. 225-100 et seq., L. 22-10-35 et seq., L. 232-1 et seq., L. 233-6 et seq. and R. 225-102 et seq. of the French commercial code.

Information required by legal and regulatory obligations	2021-22 Universal Registration Document Parts	2021-22 Universal Registration Document Pages
BUSINESS CARRIED OUT BY THE COMPANY AND THE GROUP		
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This Universal Registration Document incorporates all the items which constitute the consolidated statement of non-financial performance referred to in articles L. 225-102-1, R. 225-105 et seq., L. 22-10-36 and R. 22-10-29 of the French commercial code.

	2021-22 Universal Registration Document	
Information required by legal and regulatory obligations	**Parts**	**Pages**
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This Universal Registration Document incorporates all the items which constitute the corporate governance report referred to in articles L. 225-37, L. 225-37-4 and L. 22.10-8 of the French commercial code.

	2021-22 Universal Registration Document	
Information required by legal and regulatory obligations	**Parts**	**Pages**
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This Universal Registration Document incorporates all the AMF Tables in accordance with Annex 2 of AMF Position-Recommendation no. 2021-02 of January 8, 2021, as amended most recently on January 5, 2022 (the "Guide to the drafting of Universal Registration Documents").

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		Parts	**Pages**
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Table no. 2	Summary of the compensation paid or granted by the Company and by any company (art. L. 233-16 of the French commercial code) to the executive corporate managing officers	4.2.2.1.4	110
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Table no. 11	Summary table of compensation and benefits owed as a result of executive corporate managing officers of the Company leaving office	4.2.2.1.4	113

SASB REPORTING

Topic	Accounting metric	Category	Unit of measure	Code	Reference
Environmental footprint of hardware infrastructure	(1) Total energy consumed (2) Percentage grid electricity (3) Percentage renewable	Quantitative	Gigajoules (GJ), percentage (in %)	TC-SI-130a.1	1. Total energy consumption in 2021 (electricity, fuel oil and gas): 360,358GJ of which 337,817GJ of electricity (*i.e.* 93,838 MWh). 2. 94% of Ubisoft's total energy consumption is grid electricity – For more information see 5.6.4. Reducing its footprint. 3. According to the RE100 criteria, 67% of the electricity consumption in Ubisoft offices comes from renewable sources. 48% of Ubisoft's total energy consumption is linked to renewable energy certificates and guarantees of origin. Note: Ubisoft's reporting does not use the same units of measurement or methodology as SASB.
	(1) Total water withdrawn (2) Total water consumed, percentage of each in regions with High or Extremely High Baseline Water Stress	Quantitative	Thousand cubic meters (in m^3), percentage (in %)	TC-SI-130a.2	Due to the nature of its business, water consumption is not one of Ubisoft's main impacts. Since 2017, this criterion is therefore no longer reported in the DPEF.
	Discussion of the integration of environmental considerations into the strategic planning of data center needs	Discussion and analysis	N/A	TC-SI-130a.3	94% of Ubisoft's data center energy consumption is linked to renewable energy certificates and guarantees of origin. Accordingly, Ubisoft is working closely with its most influential and committed partners to create collective climate change initiatives.

Topic	Accounting metric	Category	Unit of measure	Code	Reference
Data privacy and freedom of expression	Description of policies and practices relating to behavioral advertising and user privacy	Discussion and analysis	N/A	TC-SI-220a.1	5.3.2 Ensuring our players enjoy a safe environment for a positive gaming experience – Protecting personal data. 5.7.4 Direct risks related to the Group's activities, Mapping of risks and actions implemented – Risks related to the use of personal data of players and teams by the Group.
	Number of users whose information is used for secondary purposes	Quantitative	Number, percentage (in %)	TC-SI-220a.2	5.3.2 Ensuring our players enjoy a safe environment for a positive gaming experience – Protecting personal data. 5.7.4 Direct risks related to the Group's activities, Mapping of risks and actions implemented – Risks related to the use of personal data of players and teams by the Group.
	Total amount of monetary losses as a result of legal proceedings associated with user privacy	Quantitative	Reporting currency	TC-SI-220a.3	6.1.2.16 Miscellaneous other assets and liabilities. Note 34 "Other Liabilities" in the consolidated financial statements.
	(1) Number of law enforcement requests to enforce user data protection law for user information (2) Number of users whose information was requested (3) Percentage resulting in disclosure	Quantitative	Number, percentage (in %)	TC-SI-220a.4	5.3.2 Ensuring our players enjoy a safe environment for a positive gaming experience - Protecting personal data. 5.7.4 Direct risks related to the Group's activities, Mapping of risks and actions implemented – Risks related to the use of personal data of players and teams by the Group.
	List of countries where core products or services are subject to government- required monitoring, blocking, content filtering, or censoring	Discussion and analysis	N/A	TC-SI-220a.5	3.1.1 Business risks.
Data security	(1) Number of data breaches (2) Percentage involving personally identifiable information (PII) (3) Number of users affected	Quantitative	Number, percentage (in %)	TC-SI-230a.1	5.7.4 Direct risks related to the Group's activities, Mapping of risks and actions implemented – Risks related to the use of personal data of players and teams by the Group.
	Description of approach to identifying and addressing data security risks, including use of third-party cybersecurity standards	Discussion and analysis	N/A	TC-SI-230a.2	5.3.2 Ensuring our players enjoy a safe environment for a positive gaming experience – Protecting personal data. 5.7.4 Direct risks related to the Group's activities, Mapping of risks and actions implemented – Risks related to the use of personal data of players and teams by the Group.

Topic	Accounting metric	Category	Unit of measure	Code	Reference
Recruiting and managing a global, diverse and skilled workforce	Percentage of employees that are: (1) Foreign nationals (2) Located abroad	Quantitative	Percentage (in %)	TC-SI-330a.1	19.4% of team members work in a country different from their country of nationality. 5.4.1.2. Developing diverse international teams.
	Employee engagement as a percentage	Quantitative	Percentage (in %)	TC-SI-330a.2	5.4.2.4 Fostering constructive social dialog and listening strategy to understand employee needs and expectations.
	Percentage of gender and racial/ethnic groups: (1) Management (2) Technical staff (3) All other employees	Quantitative	Percentage (in %)	TC-SI-330a.3	5.4.2.3 Centering our strategy on Diversity and Inclusion.
Intellectual property protection and competitive behavior	Total amount of monetary losses resulting as a result of legal proceedings associated with anti-competitive behavior regulations	Quantitative	Reporting currency	TC-SI-520a.1	6.1.2.16 Miscellaneous other assets and liabilities. Note 34 "Other Liabilities" in the consolidated financial statements.
Managing systemic risks from technology disruptions	Number or duration of: (1) Performance issues (2) Service interruptions (3) Total customer down time	Quantitative	Number, days	TC-SI-550a.1	NC
	Description of business continuity risks related to disruption of operations	Discussion and analysis	N/A	TC-SI-550a.2	3.1.1 Business risks.

SDG DASHBOARD

Ubisoft is committed to participating in the global effort to help achieve the Sustainable Development Goals (SDGs). The SDGs were adopted by the United Nations in 2015. There are 17 of them, covering the entire range of sustainable development issues. They are a call for action directed at all countries to promote prosperity while protecting the planet by 2030. Economic and financial actors are explicitly called upon to contribute to the SDGs by developing business models that directly address one or more of these goals.

Therefore, Ubisoft has decided to communicate on its efforts to contribute to the achievement of the SDGs. To determine which of the SDGs are the most significant for the Group, and which ones Ubisoft has the most impact on, the actions reported in Chapter 5 have been linked to the 169 targets related to the SDGs. The Group has selected the most emblematic projects and actions, those that meet the examples provided by the GRI and the United Nations Global Compact, in particular in the guide "An analysis of the goals and their targets"[https://www.globalreporting.org/media/v5milwee/gri_ungc_business-reporting-on-sdgs_analysis-of-goals-and-targets.pdf]].
Given the nature of the Group's activities, the actions do not cover all of the 17 SDGs because some of these goals are not related to Ubisoft's business model. Thus, while the Group contributes to a greater or lesser extent to many of the SDGs, the CSR commitments target 6 of them on which Ubisoft has a significant impact: SDG 3 (good health and well-being), 4 (quality education), 5 (gender equality), 7 (affordable and clean energy), 10 (reduced inequality) and 13 (climate action).

The dashboard below presents the Group's actions related to the SDGs and their corresponding targets, as well as the section in Chapter 5 where the action is detailed.

SDG	Target	Ubisoft actions	Section in the DPEF
3 GOOD HEALTH AND WELL-BEING	**3.8** Achieve universal health coverage, including financial risk protection, access to quality essential health-care services and access to safe, effective, quality and affordable essential medicines and vaccines for all	The Group promotes access to health professionals: ■ Free, reduced-cost or reimbursed medical consultations available in certain entities ■ Accessible care for employees and their families	**5.4.2** Page 144
		The Group is committed to helping populations in situations of inequality in the face of the Covid-19 pandemic: ■ Support to foundations dealing with the Covid-19 epidemic ■ Financial and material contribution	**5.5.2** Page 152
4 QUALITY EDUCATION	**4.4** By 2030, substantially increase the number of youth and adults who have relevant skills, including technical and vocational skills, for employment, decent jobs and entrepreneurship	Ubisoft increases its commitment to diversity in the technology professions: ■ Partnerships with associations to attract more young people to technology-related disciplines ■ Supporting the development of youth skills in these disciplines ■ Diversifying the technology talent pool ■ Possibility that these digitally inclusive training courses for young people will lead to an internship, work-study or even a job within Ubisoft	**5.5.2** Page 152
		Ubisoft is committed to responding to humanitarian crises: ■ Partnering with NGOs to provide educational support through gaming *via* various projects to help refugees ■ Provision of free educational mobile games ■ Training in coding ■ Games to help young refugees learn to read in their native language and the new language of the host countries	**5.5.2** Page 152

SDG	Target	Ubisoft actions	Section in the DPEF
	5.1 End all forms of discrimination against all women and girls everywhere	Ubisoft is committed to breaking down stereotypes by developing rich and complex characters that tend to reflect the diversity of the world around us: ■ The ability to choose the gender of certain characters in our AAA games ■ Ability to choose transgender people	**5.3.1** and **5.4.2** Pages 138 and 144
		Ubisoft wants to put diversity and inclusion at the heart of its strategy: ■ Efforts made by all subsidiaries to increase awareness and visibility of recruitment opportunities for women ■ Implementation of pilot mentoring programs aimed at creating pairs of senior employees and less experienced female employees in order to boost the careers of the latter	**5.4.1** and **5.4.2** Pages 142 and 144
	7.2 By 2030, increase substantially the share of renewable energy in the global energy mix	The Group encourages its sites to switch to renewable electricity wherever possible: ■ Transition made by new entities each year ■ Increasing the share of electricity consumed from renewable sources	**5.6.2** Page 158
	7.3 By 2030, double the global rate of improvement in energy efficiency	The Group continues to improve the efficiency and energy efficiency of its workspaces, in particular through development and renovation projects: ■ Consideration of the environmental performance of buildings when selecting new offices ■ Certification of certain new buildings	**5.6.4** Page 160

SDG	Target	Ubisoft actions	Section in the DPEF
10 REDUCED INEQUALITIES	**10.2** By 2030, empower and promote the social, economic and political inclusion of all, irrespective of age, sex, disability, race, ethnicity, origin, religion or economic or other status	Ubisoft is developing the accessibility of its games for people with disabilities: ■ Achievement of "intermediate level" for some AAA games in terms of accessibility ■ Nomination of games in the "Accessibility" categories of various awards	5.4.1 and 5.4.2 Pages 142 and 144
		The Group is taking action to prevent inappropriate behaviour in online communities: ■ Setting up a dedicated team responsible for moderating the forums and content created by players ■ Creation of "automatic filters" to mask in real time in chat rooms words and comments considered offensive or discriminatory	5.3.2 Page 139
		Ubisoft is committed to raising awareness among gamers against all forms of discrimination and promotes diversity and inclusion in games and in real life: ■ Partnership with various associations that promote a video game ecosystem that is more representative of ethnic minorities and/or women ■ Possibility to choose the gender and ethnicity of characters Training on discrimination issues ■ Opportunity to donate to inclusive video game organisations ■ Meetings with the e-sports and professional world	5.4.2 and 5.5.2 Pages144 and 152
		Ubisoft seeks to attract and recruit employees in an inclusive manner: ■ Diversification of talent through changes in the recruitment process ■ Widespread use of inclusive language in job advertisements, training for recruiters when hiring new employees ■ Gradual removal of recruitment criteria ■ Achievement of gender diversity targets in teams this year	5.4.2 and 5.5.2 Pages 144 and 152
	10.3 Ensure equal opportunity and reduce inequalities of outcome, including by eliminating discriminatory laws, policies and practices and promoting appropriate legislation, policies and action in this regard	Ubisoft deploys initiatives for the employment of people with disabilities: ■ Work to make the majority of premises accessible to people with disabilities ■ Creation of official guides for certain types of disabilities to better assist employees ■ Partnerships with associations that provide in-house training on these subjects	5.4.2 Page 144

SDG	Target	Ubisoft actions	Section in the DPEF
	**13.1** Strengthen resilience and adaptive capacity to climate-related hazards and natural disasters in all countries	The Group is committed to reporting its environmental impact: ■ Publication in the EPFD and full update of the carbon footprint each year ■ Response to the Carbon Disclosure Project questionnaire ■ Publication of the Group's annual progress in managing its impact	**5.6.2** Page 158
		Ubisoft contributes to carbon neutrality: ■ Commitment to the Science-based Target Initiative (SBTi) ■ Annual definition of priority action areas in line with the Paris Agreement	**5.6.1** Page 157
	13.3 Improve education, awareness-raising and human and institutional capacity on climate change mitigation, adaptation, impact reduction and early warning	Ubisoft positively inspires by increasing team awareness: ■ Organizing annual events that open a space for contributions and solutions to environmental issues in the video game industry ■ Training employees on the industry's climate issues ■ Encouraging production teams to develop narratives that make players aware of their impact on the environment	**5.5.2** and **5.6.2** Pages 152 and 158

TABLE OF RISKS

Stakeholders	Issue	Ubisoft commitment	Associated risks and opportunities	Risk mitigation measures	Ref. in URD
Players	Personal data protection	Ensuring the responsible and transparent collection and use of personal data	Risks: ■ Fraud ■ Hacking Opportunities: ■ Being recognized as a publisher that places data protection at the heart of its strategy ■ Earning players' trust and attracting new players	■ Global implementation of the GDPR and other regulations governing personal data processing (California Consumer Privacy Act). ■ Enhancing the resources offered to players enabling them to better control the use of their personal data. ■ Limiting the collection of information only to data useful to the player experience. ■ Undertaking not to share the personal data collected with third parties without prior notification and without offering players the opportunity to object or consent to this transmission. ■ Offering players the possibility to set their own privacy and data sharing settings and activating the 2-Factor Authentication (2FA) system to enhance their account security.	5.3 & 5.7
	Work environment	Guaranteeing a respectful and safe work environment for all	Risks: ■ Departure of talent ■ Altering Ubisoft's employer appeal in an already highly competitive sector ■ Inappropriate behaviors Opportunities: ■ Making our work environment a factor in attracting and retaining talent	■ Launch of a new survey to identify team expectations (Ubisoft XP). ■ Overall audit of HR processes conducted by an external firm. ■ Code of Conduct expanded and shared with all teams, with a signing rate of 96% at March 31, 2022. ■ Compulsory harassment and non-discrimination training.	5.4 & 3.1
	Toxic behaviors online	Ensuring a safe gaming environment for players	Risks: ■ Fraudulent alteration of the "Game Play" experience ■ Harassment can exacerbate the gaming experience Opportunities: ■ Being perceived as a major player in efforts to combat inappropriate behaviors in online games ■ Increasing our market share in our online games	■ Anti-cheating systems and regular follow-up of player feedback to identify and respond proactively to cheating behaviors. ■ Codes of conduct for all multi-player games and forums that specify prohibited behaviors, security rules and possible sanctions. ■ System of sanctions against players identified as cheaters. ■ Dedicated team responsible for moderating forums and content created by players. ■ "Automatic screening" systems capable of masking words and messages deemed insulting or discriminatory in real times.	5.3 & 3.1

Stakeholders	Issue	Ubisoft commitment	Associated risks and opportunities	Risk mitigation measures	Ref. in URD
Players (next)	Monetization	Adopting monetization and engagement policies that respect the player experience and are sustainable over the long term	Risks: - Distorting the gaming experience - Reputational risk Opportunities: - Positive reputational impact - Attracting new players	- "Fair Monetization" charter for a responsible monetization model. - Implementation of mandatory activation for certain paid features for minors in games.	5.3
Teams	Protection of minors	Ubisoft is committed to protecting young players to offer them an age-appropriate gaming experience	Risks: - Offensive content - Inappropriate behaviors in online communities Opportunities: - Reputational benefit - Being recognized as a publisher that offers a safe gaming environment for underage players	- Establishment of a young player account for free-to-play games with minor protection settings. - Creation of a "Family & Gaming" page on Ubisoft's website to answer the main questions parents have about video game practices. - Efforts by the production and distribution teams working directly with the ratings agencies and consumer protection bodies to ensure that all content developed is compliant with age classifications.	5.3
	Diversity and inclusion	Ubisoft encourages diversity and inclusion within its teams with a view to creating a healthy and inclusive working environment and encouraging creativity through diverse perspectives	Risks: - Lack of employer appeal - Turnover within teams - Inappropriate behaviors Opportunities: - Being positioned as an employer that integrates a variety of profiles while ensuring the performance and cohesion of the teams - Promoting creativity and innovation	- Strategic target included in the CEO's bonus to increase the percentage of women in the company's workforce. - Commitment to reduce the gender pay gap. - Active campaigns with specialized video game schools to attract more diverse talent. - Creation of a strategic action plan to make Ubisoft a leading player in diversity and inclusion in the tech and entertainment sector.	5.4
	Business ethics	Ubisoft undertakes to comply with all applicable regulations and laws concerning business ethics	Risks: - Regulatory non-compliance Opportunities: - Being recognized as a company that is respectful with its partners - Developing long-term partnerships with its partners	- Enhanced Code of Conduct, shared with all teams, with a signing rate of 96% at March 31, 2022. - Whistleblowing system implemented at Group level. - Anti-corruption training mandatory for all teams.	5.2

Stakeholders	Issue	Ubisoft commitment	Associated risks and opportunities	Risk mitigation measures	Ref. in URD
Teams (next)	Attracting and retaining talent	Ubisoft strives to attract and retain the best talent in a highly competitive environment	Risks: ■ Inability to attract and retain talent Opportunities: ■ Becoming the most attractive employer in the video game industry thanks to our culture of collaboration and well-being at work	■ Creation of partnerships with the leading colleges in the various countries in which the Group operates. ■ Compensation strategy tailored to the competitiveness of the sector. ■ "Employer brand" promotion campaigns. ■ Implementation of various high-level training programs tailored to the challenges of the video game sector. ■ Multiplication of collaborative tools and forums to encourage skill-sharing. ■ Development of a deep-rooted corporate culture promoting well-being at work and the fulfillment of teams, allowing talented team members to reach their full potential. ■ Development of new ways of working, with the introduction of more flexible working conditions adapted to each person in the Group.	5.4 & 3.1
	Employability	Ubisoft is committed to training its teams in order to provide its employees with key skills for the future of their careers	Risks: ■ Loss of know-how, experience and professionalism Opportunities: ■ Ensuring team members have cutting-edge skills throughout their careers ■ Retaining talent	■ Implementing high-level training programs and conferences. ■ Multiplication of collaborative tools and forums to encourage skill-sharing.	5.4 & 3.1

Stakeholders	Issue	Ubisoft commitment	Associated risks and opportunities	Risk mitigation measures	Ref. in URD
Planet	Carbon footprint	Ubisoft has undertaken to contribute to carbon neutrality	Risks: ■ Impact of climate hazards ■ Growing scarcity of certain metals used in the construction of consoles and PCs ■ Constraints linked to the energy transition on certain energy-intensive games Opportunities: ■ Establishing a leadership position to reduce our carbon impact in video games ■ Attracting new investors through our environmental commitment ■ Attracting new employees committed to the environmental cause	■ Strategic target to reduce the carbon impact included as a criterion in the CEO's compensation. ■ Plans to reduce, avoid and capture greenhouse gases. ■ Plan to switch to renewable energies.	5.6
	Environ-mental awareness	Ubisoft is committed to raising its teams' awareness of their environmental impact	Risks: ■ Deterioration of the employer brand ■ Failure to meet announced carbon reduction targets Opportunities: ■ Attracting new profiles of team members and players, who are aware of environmental issues ■ Being perceived as a leader on the environment in the video game or entertainment sector ■ Contributing to carbon neutrality by raising awareness among our teams, partners and players	■ Presence of employee committees dedicated to environmental actions within the company. ■ Creation of team awareness-raising events. ■ Launch of an online learning program: the Climate School.	5.6

APPLICATION OF THE EU TAXONOMY TO UBISOFT ENTERTAINMENT SA'S BUSINESS ACTIVITIES

The European Taxonomy for Sustainable Activities or "Taxonomy" establishes a list of economic activities considered to be environmentally sustainable on the basis of ambitious and transparent technical criteria. The implementation of this framework aimed at identifying economic activities contributing to the European objective of carbon neutrality – the Green Deal - highlights the scale of the economic and industrial transformations to be achieved as well as the ambition of the European authorities in terms of sustainable finance and transparency. Drawing on its environmental, social and societal commitments, Ubisoft Entertainment SA fully supports the European Commission in its work of analyzing activities and setting technical criteria to guide public and private sector investments towards projects contributing to the transition to a sustainable and low-carbon economy [1].

The Taxonomy's first environmental objectives relating to climate change mitigation and adaptation have prioritized the sectors of activity that account for a large portion of greenhouse gas emissions at the European Union level. With a business model based mainly on the development, publishing and distribution of video games, only the hosting activity is eligible in terms of these objectives.

1. ACTIVITIES ELIGIBLE FOR CLIMATE CHANGE MITIGATION AND ADAPTATION OBJECTIVES

In accordance with European Regulation 2020/852 of June 18, 2020 on the establishment of a framework to facilitate sustainable investment in the European Union (EU) [2], Ubisoft Entertainment SA is required to publish, for the financial year ended March 31, 2022, the share of its eligible revenue, investments and operating expenses deriving from products and/or services associated with economic activities considered to be sustainable within the meaning of the classification and the criteria defined in the Taxonomy for the first two objectives of climate change mitigation and adaptation.

To meet this regulatory obligation, Ubisoft Entertainment SA set up a working group composed of members of the Finance Department, the CSR Department and the Administrative Department. This committee analyzed the eligibility of the Group's activities, on the basis of the Delegated Regulation on the Climate of June 4, 2021 and its appendices [3] supplementing Regulation (EU) 2020/852 by specifying the technical criteria for determining the conditions under which an economic activity can be considered to contribute substantially to climate change mitigation or adaptation.

Category		Reference Regulation	Definition
Eligible for mitigation and adaptation objectives	→	Commission Delegated Regulation of June 4, 2021 supplementing Regulation (EU) 2020/852 of the European Parliament and of the Council	Activities considered eligible are those that meet the definitions set out in the Delegated Regulation on climate mitigation and adaptation objectives

Based on a detailed analysis of all its business lines, in terms of valuation of its revenue, Ubisoft Entertainment SA has identified the hosting activity as corresponding to section 8.1. "Data processing, hosting and related activities" of the climate change mitigation objective. The development, publishing and distribution of video games have not yet been identified as eligible, as the associated NACE classification code for economic activities does not appear in the Delegated Regulation. CAPEX and OPEX indicators mainly concern investments associated with eligible activities, including hosting servers and assets related to film production, as well as buildings owned and leased by the Group (in particular under IFRS 16).

2. CALCULATION OF TAXONOMY INDICATORS

The financial information presented below corresponds to the definitions provided in article 8 of the Regulation [2], which sets out how to calculate KPIs and the narrative information to be published. The information has been subject to joint analysis and control by the Administrative Department and the business teams.

A detailed analysis was performed together with a review of the existing processes and reporting systems to identify the financial aggregates required by the Taxonomy and the financial information extracted from the Group's information systems (investment monitoring, consolidation) was analyzed and verified to ensure consistency with consolidated revenue, OPEX and CAPEX for the year ended March 31, 2022.

It should be noted that the Taxonomy includes a restrictive definition of OPEX, explaining an OPEX KPI below 1%. Expenses related to non-capitalized research and development, building maintenance, and short-term rentals can be considered in the denominator.

(1) *https://ec.europa.eu/info/business-economy-euro/banking-and-finance/sustainable-finance/eu-taxonomy-sustainable-activities_en*
(2) *https://eur-lex.europa.eu/legal-content/EN/TXT/PDF/?uri=CELEX:32020R0852&from=EN*
(3) *https://eur-lex.europa.eu/legal-content/EN/TXT/HTML/?uri=CELEX:32021R2139&from=EN*

	Eligible revenue KPI	Eligible CAPEX KPI	Eligible OPEX KPI
Eligibility	**Eligible revenue related to hosting activities**	**CAPEX related to eligible activities and buildings (IFRS 16)**	**OPEX related to eligible activities and expenses covered by the Taxonomy**
Taxonomy KPI eligibility expressed as a %	2.5%	9.5% o/w proportion of eligible CAPEX related to IFRS 16: 6.3%	0.1%

Ubisoft Entertainment SA will review its methodology and eligibility analysis as the Taxonomy is implemented and in line with changes in the listed activities and technical review criteria.

NOTES

NOTES

"This is a translation into English of the Universal Registration Document of the Company issued in French and established in XHTML format. It is available on the website of the Issuer."

Ubisoft Entertainment SA

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