This document is an unofficial English-Language translation of the draft response document (projet de note en réponse) which was filed with the French Autorité des marchés financiers on 28 April 2025 and which remains subject to its review. In the event of any differences between this unofficial English-language translation and the official French draft response document, the official French draft response document shall prevail.

DRAFT

PREPARED BY THE COMPANY

IN RESPONSE

TO THE TENDER OFFER FOR THE SHARES OF VERALLIA INITIATED BY THE COMPANY

Kaon V

This draft response document (the "**Draft Response Document**") was prepared and filed with the AMF on April 28, 2025, in accordance with the provisions of Article 231-26 of the AMF's General Regulations. It has been prepared in accordance with the provisions article 231-19 of the AMF's General Regulations.

IMPORTANT NOTICE

Pursuant to articles 231-19 and 261-1 et seq. of the AMF's General Regulations, the report provided by the firm Ledouble, acting as independent expert (the "**Independent Expert**"), is included in this Draft Response Document.

THE DRAFT OFFER DOCUMENT AND THIS DRAFT RESPONSE DOCUMENT REMAIN SUBJECT TO REVIEW BY THE AMF.

The Draft Response Document is available on the websites of the AMF (www.amf-france.org) and Verallia (www.verallia.com) and may be viewed free of charge at the registered office of Verallia (31 Place des Corolles, Tour Carpe Diem, Esplanade Nord, 92400 Courbevoie).

In accordance with article 231-28 of the AMF's General Regulations, the other information relating to the legal, financial and accounting characteristics of Verallia will be filed with the AMF and made available to the public, under the same terms and conditions, no later than the day before the opening of the tender offer.

A press release will be issued, no later than the day before the opening of the tender offer, to inform the public of the procedures for making these documents available.

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1 MAIN TERMS AND CONDITIONS OF THE OFFER

1.1 Presentation of the Offer

Pursuant to Title III of Book II, and more specifically Articles 231-13 and 232-1 *et seq.* of the AMF General Regulation, Kaon V, a sub-fund of the Irish-registered fund Kaon Investment Fund ICAV ("**Kaon ICAV**"), a fund managed by BW Gestão de Investimentos Ltda., a limited liability company (*sociedade limitada*) incorporated under the laws of Brazil, with its registered address at Av. Brigadeiro Faria Lima 4440, 15th floor, Itaim Bibi, São Paulo, State of São Paulo, 04538-132 (Brazil) registered with the Brazilian National Register of Corporate Taxpayers under number 03.214.650/0001-28 ("**BWGI**")[1] 99.965% owned[2] by Brasil Warrant Administração de Bens e Empresas S.A. a joint-stock company (*sociedade anônima fechada*) incorporated under the laws of Brazil, with its registered address at Rodovia Washington Luiz SN Fazenda Tamandua - Km 307, Matão, 15994-500 (Brazil) and registered with the Brazilian National Register of Corporate Taxpayers under number 33.744.277/0001-88 ("**BWSA**"), itself controlled by the Moreira Salles family (hereinafter "**Kaon V**" or the "**Offeror**"), irrevocably offers the shareholders of Verallia, a public limited company (*société anonyme*) with a board of directors, having its registered office at Tour Carpe Diem, 31 Place des Corolles, 92400 Courbevoie, registered with the Nanterre Trade and Companies Registry (*Registre du Commerce et des Sociétés*) under number 812 163 913 (the "**Company**" or "**Verallia**" and together with its direct or indirect subsidiaries, the "**Group**"), and whose shares are listed on Compartment A of the regulated market of Euronext Paris under ISIN code FR0013447729 , ticker symbol "VRLA" (the "**Shares**"), to acquire in cash all of their Shares (subject to the exceptions below) at a price of thirty (30) euros per Share (dividend attached) (the "**Offer Price**") through a tender offer, the terms of which are described below (the "**Offer**").

The Offer Price is before the detachment of the ordinary dividend of 1.70 euro per Share in respect of the 2024 financial year, the distribution of which was submitted to Verallia's general meeting of shareholders held on April 25, 2025 (the "**2024 Dividend**"). After detachment of the 2024 Dividend on May 13, 2025, the Offer Price will be 28.30 euros per Share.

As of the date of the Draft Response Document, the Offeror directly held 34,837,565 Shares and 40,109,169 voting rights and, by way of assimilation, 2,000 Shares and 4,000 voting rights held by BWSA and BWGI who are both acting in concert with the Offeror[3], representing in aggregate 34,839,565 Shares and 40,113,169 voting rights representing respectively 28.84[4] % of the share capital and 27.95[5] % of the theoretical voting rights of the Company.

The Offer targets all outstanding or to be issued Shares which are not held by the Offeror, with the exception of the following Shares:

- the Shares held in treasury by the Company, *i.e.* 2,968,796 Shares, which the Company's Board of directors has decided not to tender to the Offer, as they are allocated to employee share ownership programs and the Group's performance share plans;

- the Managers Unavailable Free Shares (as defined below), *i.e.* a maximum of 102,407 Free Shares issued but legally unavailable; and

[1] BWGI is registered as an asset management company with the Brazilian Securities and Exchange Commission (Comissão de Valores Mobiliários).
[2] BWGI's residual shareholders are managers benefiting from incentive programs.
[3] BWGI and BWSA each hold 1,000 Shares and 2,000 voting rights.
[4] Based on a number of Verallia shares equal to 120,805,103 as at 31 March 2025.
[5] Based on a number of Verallia voting rights equal to 143,526,169 as at 31 March 2025.

- the PEGI Unavailable Shares (as defined below) as of the Offer closing date, *i.e.* a maximum of 592,012 Shares;

(together, the "**Excluded Shares**"),

i.e., at the date of the Draft Response Document, a maximum total number of Shares subject to the Offer equal to 82,302,323 Shares[6].

Insofar as necessary, it is specified that the Offer will not target the free Shares whose vesting period will expire after the estimated closing date of the Offer (and, if applicable, of the Reopened Offer, as this term is defined in Section 2.11), which concerns:

(a) the 248,150 free Shares granted under the 2023-2025 free share plan (the "**2023-2025 Plan**") whose vesting period will not have expired before the estimated closing date of the Offer (the "**2023-2025 Free Shares**");

(b) the 277,650 free Shares granted under the 2024-2026 free share plan (the "**2024-2026 Plan**") whose vesting period will not have expired before the estimated closing date of the Offer (the "**2024-2026 Free Shares**"); and

(c) the 379,795 free Shares granted under the 2025-2027 free share plan (the "**2025-2027 Plan**") whose vesting period will not have expired before the estimated closing date of the Offer (the "**2025-2027 Free Shares**" and, together with the 2023-2025 Free Shares and the 2024-2026 Free Shares, the "**Vesting Period Free Shares**").

The Offer is voluntary and will be carried out in accordance with the normal procedure, in accordance with the provisions of articles 232-1 *et seq*. of the AMF General Regulation. The Offer will be open for a period of at least twenty-five (25) trading days, without prejudice to the application of article 231-11 of the AMF General Regulation as described in Section 2.5.2 (*Regulatory approvals and merger control clearances*).

The Offer is subject to the minimum threshold referred to in Article 231-9, I of the AMF General Regulation, as well as, in accordance with Article 231-11 of the AMF General Regulation, subject to clearance of the transaction under merger control by the European Commission (detailed in Section 2.5.2 of the Draft Offer Document). The opening of the Offer is also subject to obtaining the regulatory approvals described in Section 2.5.2.1 of the Draft Offer Document.

The financing of the sums owed by the Offeror (described in Section 2.13 of the Draft Offer Document) in connection with the Offer will be carried out by drawing on a short or medium-term bank loan to be subscribed by the Offeror, and which is intended to be refinanced from the BWSA group's own funds.

In accordance with the provisions of article 231-13 of the AMF General Regulation, the Offer is presented by Bank of America Europe DAC (Paris Branch) and Crédit Agricole Corporate and Investment Bank (the "**Presenting Banks**") it being specified that only Crédit Agricole Corporate and Investment Bank guarantees the content and irrevocable nature of the commitments made by the Offeror in connection with the Offer.

1.2 Background and reasons for the Offer

Verallia is, in terms of revenue, the European leader and world's third-largest producer of glass packaging

[6] Corresponding to a total of 120,805,103 Shares issued at 31 March 2025, *minus*:

- 34,839,565 Shares held by the Offeror (including through assimilation);
- 2,968,796 treasury Shares;
- 102,407 Managers Unavailable Free Shares; and
- 592,012 PEGI Unavailable Shares.

for beverages and food products[7]; it is also, by volumes sold, the second-largest producer in Latin America[8]. With 35 glass production plants, 5 decoration plants and 19 cullet treatment centers in 12 countries, Verallia produces 16 billion glass bottles and jars every year to supply 10,000 clients, from local family producers to major international brands.

The Offeror is a sub-fund of the Kaon ICAV, an Irish fund managed by BWGI, itself controlled by BWSA. BWSA has been operating for seven decades as the holding company of the Moreira Salles family, and has established successful partnerships worldwide with leading companies in a variety of sectors, including financial services, natural resources, agriculture, consumer products, business services, distribution and industry. BWGI is an asset management company registered with the Brazilian Securities and Exchange Commission (*Comissão de Valores Mobiliários*), established in 2008 with discretionary powers to manage the investment portfolio of BWSA's controlling shareholders through certain investment vehicles, including Kaon V, Verallia's direct shareholder. BWGI, through its affiliates, has been a shareholder in Verallia since its IPO in 2019. BWGI, via another sub-fund of the Kaon ICAV fund is also the largest shareholder in the listed French company Elis S.A.

On February 3, 2025, BWGI confirmed that it was studying the possibility of initiating a voluntary tender offer for the Verallia shares not held by BWGI (through Kaon V), with no intention of proceeding with a squeeze-out. The Company's Board of Directors met on February 4, 2025 to set up an *ad hoc* committee, composed exclusively of independent directors, to (i) propose to the Company's Board of Directors the appointment of an independent expert, (ii) monitor the work of the independent expert and (iii) make a recommendation to the Company's Board of Directors in the context of the preparation by the Company's Board of Director on the interest of the Offer and the consequences of such Offer for the Company, its shareholders and its employees.

On February 19, 2025, on the recommendation of the *ad hoc* committee, the Company's Board of Directors appointed the firm Ledouble, represented by Mrs. Agnès Piniot and Mr. Olivier Cretté, as independent expert, with the task of preparing a report on the financial terms of the Offer in accordance with the provisions of article 261-1 of the AMF General Regulation.

After submitting a letter to Verallia's board of directors confirming its intention to file the Offer, BWGI confirmed on March 10, 2025 and on March 15, 2025 by way of a press release, its forthcoming filing, once Verallia has published its results for the first quarter of the year.

The Offeror has expressed the intentions set out in section 1.2 of the Draft Offer Document and has also, at the request of the Company's management, given certain commitments to the Company detailed in a letter of engagement sent to the Company on April 23, 2025 (the "**Engagement Letter**"), the main terms of which are described in section 1.3 of the Draft Offer Document.

1.3 Key terms of the Offer

1.3.1 Main terms of the Offer

1.3.1.1 Terms of the Offer

In accordance with Article 231-13 of the AMF General Regulation, the Presenting Banks, acting on behalf of the Offeror as presenting institutions (*établissements présentateurs*), filed the draft Offer with the AMF on 24 April 2025 in the form of a voluntary tender offer for all the Shares outstanding or to be issued other than the Shares held by the Offeror (subject to the exceptions detailed in Section 2.3 of the Draft Offer Document).

[7] On the basis of the revenue realized in 2023 by market players in Europe (as defined by such market players), as extracted from publicly available data (including annual reports and press releases) and on the basis of Verallia's estimates.
[8] On the basis of volumes sold in 2023 in Argentina, Brazil and Chile.

As part of the Offer, which will be conducted in accordance with the normal procedure governed by articles 232-1 et seq. of the AMF General Regulation, the Offeror irrevocably undertakes to acquire from the Company's shareholders, at the Offer Price (subject to the adjustments described in Section 2.2 of the Draft Offer Document), all of the Shares that will be tendered to the Offer.

Crédit Agricole Corporate and Investment Bank guarantees the content and irrevocable nature of the undertakings made by the Offeror as part of the Offer, in accordance with the provisions of Articles 231-13 and 232-4 of the AMF General Regulation.

1.3.1.2 Adjustment to the terms of the Offer

The Offer Price is €30 per share before detachment of the 2024 Dividend, and €28.30 per share after detachment of the 2024 Dividend on May 13, 2025.

In addition, any other distribution of dividends, interim dividends, reserves, premiums or any other distribution (in cash or in kind) decided by the Company, or any redemption or reduction of its share capital, with a detachment date or reference date at which one shall be a shareholder to be entitled to is set before the settlement-delivery of the Offer (or, as the case may be, the Reopened Offer), will give rise to a euro per euro downward adjustment of the Offer Price, it being specified that if the operation giving right to an adjustment of the terms of the Offer occurs between the settlement-delivery date of the Offer (excluded) and the settlement-delivery date of the Reopened Offer (included), only the price of the Reopened Offer shall be adjusted.

Any adjustment to the Offer Price shall be published in a press release issued by the Offeror subject to the prior approval of the AMF.

1.3.1.3 Number and type of shares targeted by the Offer

As of the date of the Draft Response Document, the Offeror holds 34,839,565 Shares.[9]

The Offer targets all Shares outstanding or to be issued not held by the Offeror, with the exception of the following Excluded Shares:

- Shares held in treasury by the Company, *i.e.* at the date of the Draft Offer Document, 2,968,796 Shares, which the Company's board of directors has decided not to tender to the Offer, as they are allocated to employee share ownership programs and the Group's performance share plans ;

- the PEGI Unavailable Shares; and

- the Managers Unavailable Free Shares,

i.e. at the date of the Draft Offer Document, a maximum total number of Shares targeted by the Offer equal to 82,302,323 Shares.

As of the date of the Draft Offer Document, there are no other equity securities or other financial instruments or rights that could give access, immediately or in the future, to the Company's share capital or voting rights.

1.3.2 Conditions of the Offer

The opening and closing of the Offer are subject to obtaining the authorizations referred to in Section 2.5.2 of the Draft Information Memorandum. The European Commission's clearance pursuant to merger

[9] This figure includes the 1,000 shares held directly by each of BWGI and BWSA.

control was obtained on April 24, 2025.

1.3.3 Intentions regarding a squeeze-out following Offer

The Offeror does not intend to implement a squeeze-out procedure for the Shares not tendered to the Offer by the Company's minority shareholders in accordance with the provisions of article L. 433-4, II, of the French Monetary and Financial Code and articles 237-1 et seq. of the AMF's General Regulations (it being specified that the Offeror reserves the right to reverse this commitment in the event of an alternative strategic project receiving a favorable opinion from an *ad hoc* committee of the Company's Board of Directors made up of independent directors).

1.3.4 Situation of the beneficiaries of free shares

the Company has set up several plans for the allocation of Free Shares to certain employees and/or corporate officers of the Company and its group (the "**Free Share Plans**").

The table below summarizes the main features of the Free Share Plans as of the date hereof, at the date of the Draft Response Document (without precluding increases, in the event of over-performance in relation to objectives, in the number of shares that may be definitively acquired under all or part of the outstanding Free Share Plans).

Plans	**Plan 2019-2021 (Tranche 1)**	**Plan 2019-2021 (Tranche 2)**	**Plan 2021-2022**	**Plan 2021-2023**	**Plan 2022-2024**	**Plan 2023-2025**	**Plan 2024-2026**	**Plan 2025-2027**
Date of Shareholders' Meeting	N/A[10]	N/A[11]	June 10, 2020	June 10, 2020	June 10, 2020	June 10, 2020	April 25, 2023	April 26, 2024
Date of grant decision	July 24, 2019	July 24, 2019	February 23, 2021	February 23, 2021	February 16 and December 6, 2022	February 15, 2023	February 14, 2024	February 19, 2025
Total number of free shares initially allocated	Allocation in euros	Allocation in euros	257,328	247,433	273,050	297,000	295,000	379,795
Total number of free shares granted to corporate officers	Allocation in euros	Allocation in euros	55,000	55,000	35,000	38,000	38,000	57,595
Number of Free Shares outstanding vesting	0	0	0	0	0	248.150	277.650	379,795
Date of final acquisition	July 24, 2021	March 23, 2022	March 1, 2023	March 1, 2024	March 1, 2025	March 1, 2026	March 1, 2027	March 1, 2028
Number of shares vested	250,852 (including 58,313	142,290 (including 46,228	251,893 (including 60,500	228,562 (including 60,500	92,067 (including 15,750	0	0	0

[10] Authorization granted by the sole shareholder of the Company (then a société par actions simplifiée) on July 24, 2019.
[11] Authorization granted by the sole shareholder of the Company (then a société par actions simplifiée) on July 24, 2019.

	Shares vested by corporate officers)	Shares vested by corporate officers)	Shares vested by corporate officers)	Shares vested by corporate officers)	Shares vested by corporate officers)			
Undertaking by corporate officers to retain shares [12]	30% of the Free Shares acquired by Michel Giannuzzi, i.e. 17,494 Shares	30% of the Free Shares acquired by Michel Giannuzzi, i.e. 13,868 Shares	30% of the Free Shares acquired by Michel Giannuzzi, i.e. 18,150 Shares	30% of the Free Shares acquired by Michel Giannuzzi, i.e. 18,150 Shares	30% of Free Shares acquired by Patrice Lucas i.e. 4,725	30% of Free Shares acquired by Patrice Lucas i.e. 11,400 Shares (if perf. cond. achieved at 100%)	30% of Free Shares acquired by Patrice Lucas i.e. 12,312 Shares (if perf. cond. achieved at 100%)	30% of the Free Shares acquired by Patrice Lucas, i.e. 18,661 Shares (if perf. cond. achieved at 100%)

(a) Regarding the 2025-2027 Plan the number of Shares of 379,795 (as of 31 March 2025) corresponds to the target allocation under this plan. The maximum number of allocated Shares could reach 410,287 in case of outperformance of the target of value creation as defined in the Verallia's universal registration document.

As of the date of this Draft Response Document, the following Free Shares include (subject to the cases of unavailability provided for by the applicable laws and regulations):

i. a maximum number of 905,595 Free Shares, from the 2023-2025, 2024-2026 and 2025-2027 plans, whose vesting period will not have expired before the estimated closing date of the Offer (or of the Reopened Offer, as the case may be) and which are therefore not targeted by the Offer (the "**Vesting Period Free Shares**"); and

ii. for a maximum number of 102,407 Free Shares, from the 2019-2021 (Tranche 1), 2019-2021 (Tranche 2), 2021-2022, 2021-2023 and 2022-2024 plans, whose vesting period has expired but which are unavailable due to the provisions of article L. 225-197-1, II of the French Commercial Code, under which the Company's board of directors has imposed on the Company's corporate officers an obligation to retain part of their Shares until they cease to hold office (the "**Managers Unavailable Free Shares**" and, together with the Vesting Period Free Shares, the "**Unavailable Free Shares**")[13].

The Unavailable Free Shares are legally unavailable and may therefore not be tendered to the Offer, subject to the waiver of unavailability provided for by the applicable laws and regulations.

The Unavailable Free Shares could be covered by the Liquidity Mechanism described in Section 1.3.7 of the Draft Response Document (subject to the conditions set out in this Section).

1.3.5 Situation of shareholders holding shares in an international group savings plan (PEGI).

As of April 24, 2025, 926,307 Shares are held by employees of the Group in certain countries as part of an international group savings plan (PEGI) enabling employees to hold Verallia Shares directly (the "**PEGI Shares**"):

- 334,295 PEGI Shares are freely transferable before the closing of the Offer, and their holders may tender such PEGI Shares to the Offer (86,105 PEGI Shares are available at the date of the Draft Response Document and 248,190 Shares will be available from June 1st, 2025);

[12] As amended by the Company's Board of Directors on April 27, 2022.

[13] The total of 102,407 Managers Unavailable Free Shares includes (i) the 72,387 Shares subject to a lock-up from the Company's corporate officers (representing 30% of their free shares definitively vested under the aforementioned plans) and (ii) the 30,020 Shares subject to a lock-up from members of the Group's executive committee (representing 20% of their free shares definitively vested under the aforementioned plans).

- there are 592,012 PEGI Shares already issued for which the five-year lock-up period provided for in article L. 3332-25 of the French Labor Code will not have expired before the closing date of the Offer, taking into account its indicative timetable (the "**PEGI Unavailable Shares**"); they may therefore not be tendered to the Offer (subject to the early release provisions of the French Labor code).

1.3.6 Situation of shareholders whose shares are held via the FCPE Verallia

As of the date of the Draft Response Document, 3,950,350 Shares are held by the "Verallia" corporate mutual fund (the "**FCPE**"), which is the investment vehicle for Verallia's group savings plan and Verallia's international group savings plan for employees in certain countries.

The FCPE's Supervisory Board will be responsible for deciding whether to tender all or part of the 3,950,350 Shares held by the FCPE.

This contemplated decision by the FCPE does not constitute a case of early release of the sums invested by employees in the FCPE.

1.3.7 Liquidity mechanism

The Engagement Letter further states that, subsequent to the closing of the Reopened Offer and subject to the existence of a Liquidity Default (as defined below), the Offeror will work with the Board of Directors to ensure that a liquidity mechanism is put in place (directly with the Offeror or through the Company) for the benefit of holders of shares issued under the Company's Free Share Plans for the Shares concerned, at a price that would be determined in a manner consistent with the Offer Price, in accordance with customary practices in this area (notably by applying a formula including a multiple determined on the basis of the Offer Price) (the "**Liquidity Mechanism**"). The "**Liquidity Default**" will be characterized if the average volume of Verallia shares traded each trading day over a one-month period is less than (or equal to) 0.05%[14] of Verallia's share capital.

1.4 Terms of the Offer

In accordance with article 231-13 of the AMF General Regulation, the Presenting Banks, acting on behalf of the Offeror, filed the draft Offer and the Draft Offer Document with the AMF on 24 April 2025 (the "**Draft Offer Document**"). On the same day, the AMF published a notice of filing for the Draft Offer Document on its website (www.amf-france.org).

The Company filed the Draft Response Document with the AMF on April 28, 2025. A notice of filing will be published by the AMF on its website (www.amf-france.org).

In accordance with article 231-26 of the AMF General Regulation, the Draft Response Document, as filed with the AMF, is available free of charge to the public at the registered office of the Offeror and at the offices of the Presenting Banks, as well as online on the websites of the AMF (www.amf-france.org) and of the Company (www.verallia.com).

In addition, the Company issued a press release on April 28, 2025, setting out the main features of the Draft Response Document and the procedures for making it available.

This Offer, the Draft Offer Document and the Draft Response Document remain subject to review by the AMF.

The AMF will publish on its website a reasoned clearance decision regarding the Offer on its website (www.amf-france.org), if necessary, after verifying that the draft Offer complies with the applicable legal and regulatory provisions. In accordance with article 231-26 of the AMF's General Regulation, this clearance decision will constitute approval of the Offeror's offer document and the Company's response document.

[14] Based on volumes as reflected by Bloomberg "European Composite" data.

In accordance with article 231-27 of the AMF's General Regulations, the Draft Response Document approved by the AMF will be made available free of charge to the public at the Company's registered office, no later than the day before the opening of the Offer. This document will also be available on the Company's website (www.verallia.com) and on the AMF website (www.amf-france.org).

In accordance with article 231-28 of the AMF's General Regulations, the document containing other information on the Company's legal, financial and accounting characteristics will be made available to the public free of charge at the Company's registered office, no later than the day before the opening of the Offer. This document will also be available on the Company's website (www.verallia.com) and on the AMF website (www.amf-france.org).

In accordance with articles 231-27 and 231-28 of the AMF's General Regulations, press releases detailing the terms and conditions under which these documents will be made available by the Company will be published no later than the day before the opening of the Offer and will be posted on the Company's website (www.verallia.com).

Prior to the opening of the Offer, the AMF will publish a notice of opening and timetable, and Euronext Paris will publish a notice announcing the terms and timetable of the Offer.

1.5 Procedure for acceptance of the Offer

The Shares tendered to the Offer (including, as the case may be, to the Reopened Offer) must be freely negotiable and free from any lien, pledge, charge or other security interest or restriction of any kind whatsoever restricting the free transfer of their ownership. The Offeror reserves the right to reject, at its sole discretion, any Shares tendered to the Offer which do not meet this condition.

The proposed Offer and all related agreements are subject to French law. Any dispute or litigation, regardless of the subject matter or basis, relating to this draft Offer will be brought before the competent courts.

The Offer will be open for a minimum period of 25 trading days.

The holders of Shares held in the bearer form (*au porteur*) or in the administered registered form (*au nominatif administré*) held in an account managed by a financial intermediary and who wish to tender their Shares to the Offer must submit a tender order for their Shares to their financial intermediary, in accordance with the standard forms provided by the latter, no later than the last business day of the Offer and in good time for their order to be executed. Holders of Shares are invited to contact their financial intermediaries to check the terms applicable and in particular whether a shorter deadline is applicable to them.

The holders of Shares held in pure registered form (*au nominatif pur*) and who wish to tender their Shares to the Offer must submit a tender order for their Shares to Société Générale Securities Services, acting as registrar of the pure registered Shares, in accordance with the standard forms provided by the latter, no later than the last business day of the Offer and in good time for their order to be executed. Holders of Shares are invited to contact their financial intermediaries or the registrar to check the terms applicable and in particular whether a shorter deadline is applicable to them.

Pursuant to Article 232-2 of the AMF General Regulation, orders to tender Shares to the Offer may be revoked at any time up to and including the closing date of the Offer. After this date, orders to tender to the Reopened Offer will become irrevocable.

No interest will be paid by the Offeror for the period between the date on which the Shares are tendered to the Offer and the settlement-delivery date of the Offer (or the date on which the Shares are returned). This settlement date will be indicated in the Offer’s results notice to be published by Euronext Paris. Settlement and delivery will take place after the centralization operations.

1.5.1 Orders centralization

The centralization of the orders to tender Shares in the Offer will be carried out by Euronext Paris.

Each financial intermediary and the institution holding the registered accounts of the Company’s Shares must, on the date indicated in the Euronext Paris notice, transfer to Euronext Paris the Shares for which they will have received a tender order in the Offer.

After receipt by Euronext Paris of all orders to tender in the Offer under the conditions described above, Euronext Paris will centralize all of these orders, determine the results of the Offer and communicate them to the AMF.

As the case may be, all the operations described above will be repeated in an identical sequence and under the conditions, in particular the timeframe, which will be specified in a notice published by Euronext Paris, in the context of the Reopened Offer.

1.5.2 Publication of the results of the Offer and settlement-delivery

Pursuant to the provisions of article 232-3 of its General Regulations, the AMF will announce the final result of the Offer no later than nine (9) trading days after the closing of the Offer. If the AMF determines that the Offer is successful, Euronext Paris will indicate in a notice the date and terms of delivery of the Shares and payment of the funds.

On the settlement date of the Offer (and, as the case may be, the Reopened Offer), the Offeror will credit Euronext Paris with the funds corresponding to the settlement of the Offer (or, as the case may be, the Reopened Offer). On that date, the Company Shares tendered to the Offer and all rights attached thereto will be transferred to the Offeror. Euronext Paris will make the cash payment to the intermediaries on behalf of their clients who have tendered their Shares to the Offer (or, as the case may be, to the Reopened Offer) on the settlement-delivery date of the Offer (or, as the case may be, of the Reopened Offer).

1.6 Reopened Offer

In accordance with the provisions of article 232-4 of the AMF General Regulation, if the Offer is successful, the Offer will be automatically reopened no later than ten (10) trading days after publication of the final result of the Offer, on the same terms as the Offer (the "Reopened Offer"). In this case, the AMF will publish the timetable for the Reopened Offer, which will, in principle last at least ten (10) trading days.

If the Offer is reopened, the procedure for tendering Shares to the Reopened Offer and the procedure for the Reopened Offer will be identical to those for the initial Offer, it being specified, however, that orders to tender Shares to the Reopened Offer will be irrevocable.

1.7 Indicative timetable of the Offer

Prior to the opening of the Offer, the AMF will publish a notice of the opening and timetable of the Offer, and Euronext Paris will publish a notice announcing the terms and opening of the Offer. The Offer will be open for a minimum period of 25 trading days.

An indicative timetable is proposed below and will be adjusted according to the date on which regulatory approvals:

Date	Main stages of the Offer
24 April 2025	- Filing of the Offer and the Offeror's Draft Offer Document with the AMF (the "**Draft Offer Document**"). - The Offeror's Draft Offer Document will be made available to the public and posted on the AMF website (www.amf-france.org) and the Company's website (www.verallia.com). - Publication by the Offeror of a press release announcing the filing of the Offer and the availability of the Draft Offer Document.
28 April 2025	- Filing of the Company's draft response document, including the reasoned opinion of the Company's Board of Directors and the independent expert's report, with the AMF. - The Company's Draft Response Document will be made available to the public

Date	Main stages of the Offer
	and posted on the AMF website (www.amf-france.org) and the Company's website (www.verallia.com). - Publication by the Company of a press release announcing the availability of the Draft Response Document.
23 May or 5 June 2025	- Publication of the AMF's decision to approve the Offer. - The offer document (*note d'information*) and the response document (*note en réponse*) are available to the public on the Company's website (www.verallia.com) and on the AMF website (www.amf-france.org). - Publication by the Offeror of the press release making the offer document available. - Publication by the Company of the press release making available the Company's response document.
At the latest the day before the Offer opening date	- Information on the legal, financial and accounting characteristics of the Offeror will be made available to the public at the registered offices of the Offeror and the Presenting Banks, and on the AMF (www.amf-france.org) and Company (www.verallia.com) websites. - Information on the Company's legal, financial and accounting characteristics is available to the public at the Company's registered office and on the Company's website (www.verallia.com) and on the AMF website (www.amf-france.org). - Publication by the Offeror of a press release providing information on the legal, financial and accounting characteristics of the Offeror. - Publication by the Company of a press release providing information on the legal, financial and accounting characteristics of the Company.
Following obtention of the regulatory approvals (see Section 2.5.2.1 of the Draft Offer Document)	- Opening of the Offer.
25 trading days after the opening of the Offer	- Closing of the Offer.
In the next few days following closing of the Offer	- Publication of the notice of result of the Offer by the AMF. - If the Offer is successful, publication of the notice of reopening of the Offer by Euronext. - If the Offer is successful, the Offer will be reopened for 10 trading days. - If the Offer is successful, settlement-delivery of the Offer. - If applicable, closing of the Reopened Offer. - If applicable, publication by the AMF of the notice of result of the Reopened Offer. - If applicable, settlement-delivery of the Reopened Offer.

1.8 Offer restrictions abroad

The Offer has not been the subject of any application for registration or approval by a financial market supervisory authority other than the AMF, and no steps will be taken in this respect.

Consequently, the Offer is made to shareholders of the Company located in France and outside France, provided that the local laws to which they are subject allow them to take part in the Offer without the Offeror being required to complete any additional formalities.

The publication of the Draft Response Document, the Offer, the acceptance of the Offer and the delivery of the Shares in some countries may be subject to specific regulations or restrictions. As a result, the Offer is not addressed to persons subject to such restrictions, either directly or indirectly, and is not capable of being accepted in a country in which the Offer is subject to restriction.

Neither the Draft Response Document nor any other document relating to the Offer constitutes an offer to buy or sell financial instruments or a solicitation of an offer in any country in which such offer or solicitation would be illegal, could not be legally made or would require the publication of a prospectus of any other formality in accordance with local financial laws. The holders of Shares located outside of France may participate in the Offer only to the extent that such participation is authorised by the local laws to which they are subject.

As a result, persons in possession of the Draft Response Document or any other document relating to the Offer must inform themselves of and comply with any applicable legal or regulatory restrictions. A failure to comply with these restrictions may constitute a violation of applicable securities laws and regulations in some countries.

The Offeror will not be liable for the violation by any person located outside of France of foreign legal or regulatory restrictions applicable to it.

<u>United States of America</u>

The Offer is for Verallia Shares, a company incorporated under French law, and is subject to French disclosure and procedural requirements, which differ from those applicable in the United States of America.

The Offer will be made in the United States of America in accordance with Section 14(e) of the U.S. *Securities Exchange Act* of 1934, as amended (the "**1934 Act**"), the laws and regulations promulgated thereunder, including Regulation 14E subject to the exemptions provided by Rule 14d-1(d) of the 1934 Act (the "***Tier II***" exemption), and the requirements of French law. As a result, the Offer will be subject to certain disclosure and procedural rules, notably relating to notice of extension of the Offer, the timing of settlement, and the purchase of Shares outside of the Offer, which differ from the U.S. rules and procedures relating to tender offers in the United States of America.

Subject to any prohibition applicable under French law, the Offeror and its affiliates may, from time to time, purchase or make arrangements to purchase Verallia Shares outside of the Offer from the time the Offer was first publicly announced until the expiration of the acceptance period of the Offer (or until the end of the acceptance period of the Reopened Offer, if applicable), including purchases in the open market at prevailing prices or in private transactions at negotiated prices, in each case, outside of the United States of America and to the extent permitted by applicable French law. Any such purchases will not be made at prices higher than the Offer price unless the Offer price is increased accordingly. Any such purchases will be made in accordance with applicable laws, rules and regulations. To the extent that information about such purchases and or arrangements is made public in France, it would also be made public through a press release or any other method that would allow Verallia's U.S. Shareholders to be informed and on the website of the Company (www.verallia.com).

Payment of the Offer price to the Company's U.S. shareholders may be a taxable transaction, including for U.S. federal income tax purposes. It is recommended that each U.S. shareholder seek independent professional advice regarding the tax consequences of accepting the Offer.

It could be difficult for the Company's U.S. shareholders to assert their rights under U.S. federal securities law, since the Offeror and the Company have their registered offices outside the United States of America and some or all of their managers and directors are residents of countries other than the United States of America. The Company's U.S. shareholders may be unable to commence proceedings before a court outside the United States against a non-U.S. company, its managers or its directors by invoking breaches of U.S. securities law. It may also be difficult to force a non-U.S. company and its affiliates to comply with judgments handed down by a U.S. court.

This Draft Response Document has not been filed or examined by any market authority (federal or state) or any other regulatory authority in the United States of America, and none of those authorities has commented on the accuracy or adequacy of the information contained in this Draft Response Document. Any statement to the contrary would be unlawful and could constitute a criminal offence.

2 REASONED OPINION OF THE BOARD OF DIRECTORS OF THE COMPANY

2.1 Composition of the Board of Directors

As of the date of this Draft Response Document, the Company's Board of Directors is made up of as follows:

- Mr Michel Giannuzzi, Chairman of the Board of Directors;
- Patrice Lucas, Chief Executive Officer and Director;
- BW Gestão de Investimentos LTDA. ("BWGI"), represented by Mr. João Salles, Director;
- Brasil Warrant Administração de Bens e Empresas S.A. ("BWSA"), represented by Mrs. Marcia Freitas, Director;
- Bpifrance Investissement, represented by Sébastien Moynot, Director;
- Mr Didier Debrosse, independent director;
- Marie-José Donsion, independent director;
- Virginie Hélias, independent director;
- Cécile Tandeau de Marsac, independent director;
- Mr Pierre Vareille, independent director;
- Mr Xavier Massol, Director representing employees;
- Olivier Späth, Director representing employees;
- Beatriz Peinado Vallejo, director representing employee shareholders; and
- Mr. Guilherme Bottura, non-voting member.

2.2 Compostion of the *Ad Hoc* Committee

In accordance with best corporate governance practices, as well as with AMF instruction no. 2006-08 and AMF recommendation no. 2006-15, the Board of Directors set up an *ad hoc* committee at its February 4, 2025 meeting, tasked with proposing the appointment of an independent expert to the Board of Directors, overseeing the monitoring of the expert's work, and issuing a recommendation to the Board of Directors on the interest for all the Company's stakeholders of the offer that could be submitted by the Offeror. This committee comprises three independent members of the Board of Directors:

- Mrs Marie-José Donsion as Chairman of the said *ad hoc* committee,
- Mr Didier Debrosse, and
- Mr Pierre Vareille.

2.3 Reasoned opinion of the Board of Directors

The Board of Directors of Verallia met on April 27, 2025 for the purpose, in accordance with the provisions of article 231-19 of the general regulations of the *Autorité des marchés financiers*, of issuing a reasoned opinion including (i) the due diligence it has carried out in preparing this opinion, and relating to (ii) the merits of the Offer for the Company's shares at a price of 30 euros per share (€1.70 dividend attached)[15], initiated by the Offeror and the consequences thereof for the Company, its shareholders and employees, as well as (iii) the voting conditions under which this opinion was issued.

Prior to this meeting, the members of the Board of Directors were provided with the following

[15] I.e., a price of €28.3 per share after the payment of the €1.70 per share dividend approved by the shareholders general meeting of Verallia on April 25, 2025.

documents in order to benefit from all the information required to issue a reasoned opinion:

- the Draft Offer Document prepared by the Offeror and filed with the AMF on April 24, 2025, containing in particular the background and reasons for the Offer, the Offeror's intentions, the characteristics of the Offer and the factors for assessing the Offer price established by the presenting banks, Crédit Agricole CIB (guarantor) and Bank of America Merrill Lynch International Limited;

- the report issued on April 7, 2025 by Syndex, the expert appointed by the Company's European Works Council;

- the opinion of the Company's EWC on the Offer, issued on April 9, 2025;

- the Offeror's engagement letter dated April 23, 2025, addressed to the Company;

- the report of the independent expert, Ledouble, dated April 25, 2025, which concludes that the financial terms of the Offer, namely the offered price of 30 euros per share (dividend attached), are fair from a financial point of view for shareholders voluntarily tendering their shares to the Offer;

- Morgan Stanley's financial opinion dated April 25, 2025, sent to the members of the Committee[16] ;

- the draft response document ("*projet de note en réponse*") prepared by the Company, which is yet to be completed with the reasoned opinion of the Board of Directors, and intended to be filed by the Company with the AMF on April 28,2025; and

- the draft standardized press release of the Company.

The Board of Directors therefore issued the following reasoned opinion:

"*The Board of Directors met today notably for the purpose, in accordance with the provisions of article 231-19 of the general regulations of the AMF, of issuing a reasoned opinion including (i) the due diligence it has carried out in preparing this opinion, and relating to (ii) the merits of the Offer for the Company's shares at a price of 30 euros per share (€1.70 dividend attached)*[17]*, initiated by BWGI and the consequences thereof for the Company, its shareholders and employees, as well as (iii) the voting conditions under which this opinion was issued.*

The Chairman of the Board of Directors points out that the terms of the proposed Offer are described in the draft offer document ("projet de note d'information") filed by BWGI with the AMF on April 24, 2025.

*The Chairman also points out that, in accordance with the provisions of Article 261-1 III of the AMF's General Regulations (the "**RG AMF**") and AMF recommendation no. 2006-15, the Board of Directors, at its meeting on February 4, 2025, formed an ad hoc committee (the "**Committee**") responsible for proposing to the Board of Directors the designation of an independent expert and for monitoring said*

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[16] The financial opinion relating to the fairness of the Offer price is based on and subject to the various assumptions, qualifications and other limitations contained therein. This financial opinion does not constitute, and is not intended to constitute, a "fairness opinion" within the meaning of the RG AMF, and does not in any way constitute a recommendation to shareholders as to whether or not they should tender their shares to the Offer. This financial opinion is for the sole use and benefit of the members of the Committee, and has been brought to the attention of the Board of Directors, and may not be relied upon by any other person.

[17] i.e., a price of €28.3 per share after the payment of the €1.70 per share dividend approved by the shareholders general meeting of Verallia on April 25, 2025.

expert's work, to prepare, in order to submit it to the board of directors, the draft reasoned opinion ("projet d'avis motivé") on the proposed Offer, and more generally, to ensure the monitoring of the preparatory work relating to the proposed Offer from the Company's perspective and to examine any question relating to the proposed Offer, including in the event of an alternative tender offer by a third party.

The Committee is made up of three members: Ms. Marie-José Donsion, who was appointed Chairwoman of the Committee by the Board of Directors, Mr. Didier Debrosse and Mr. Pierre Vareille, all of whom are independent directors of the Company.

Prior to today's meeting, the members of the Board of Directors were provided with the following documents in order to benefit from all the information required to issue a reasoned opinion:

- *the draft offer document prepared by BWGI and filed with the AMF on April 24, 2025, containing in particular the background and reasons for the Offer, BWGI's intentions, the characteristics of the Offer and the factors for assessing the Offer price established by the presenting banks, Crédit Agricole CIB (guarantor) and Bank of America Merrill Lynch International Limited;*

- *the report issued on April 7, 2025 by Syndex, the expert appointed by the Company's European Works Council (the "**EWC**");*

- *the opinion of the Company's EWC on the Offer, issued on April 9, 2025;*

- *BWGI's Commitment Letter dated April 23, 2025, addressed to the Company;*

- *the report of the independent expert, Ledouble, dated April 25, 2025, which concludes that the financial terms of the Offer, namely the offered price of 30 euros per share (dividend attached), are fair from a financial point of view for shareholders voluntarily tendering their shares to the Offer;*

- *Morgan Stanley's financial opinion dated April 25, 2025, sent to the members of the Committee[18] ;*

- *the draft response document ("projet de note en réponse") prepared by the Company, which is yet to be completed with the reasoned opinion of the Board of Directors, and intended to be filed by the Company with the AMF on April 28,2025;*

- *the draft standardized press release of the Company.*

1. Appointment of the independent expert

At its meeting on February 11, 2025, the Committee decided to retain Darrois Villey Maillot Brochier as legal advisor, and Morgan Stanley as financial advisor, to assist the Committee in carrying out its duties in connection with the Offer.

Prior to the meeting of February 15, 2025, the Committee identified two firms as being able to meet the criteria of competence and independence required by the applicable regulations to perform the engagement of independent expert for the purposes of the Offer. After reviewing the proposals received,

[18] The financial opinion relating to the fairness of the Offer price is based on and subject to the various assumptions, qualifications and other limitations contained therein. This financial opinion does not constitute, and is not intended to constitute, a "fairness opinion" within the meaning of the RG AMF, and does not in any way constitute a recommendation to shareholders as to whether or not they should tender their shares to the Offer. This financial opinion is for the sole use and benefit of the members of the Committee, and has been brought to the attention of the Board of Directors, and may not be relied upon by any other person.

the Committee selected Ledouble mainly on the basis of the absence of any present or past link between the firm and the Company, its recent experience in complex market transactions and, more generally, its professional reputation and the human and material resources at its disposal.

On behalf of Ledouble, Mrs. Agnès Piniot has indicated that it accepts the principle of this appointment and that there are no incompatibilities that would prevent it from carrying out its assignment. Ledouble also confirmed that it had sufficient material resources and the necessary availability to carry out its assignment during the period in question.

At its meeting on February 19, 2025, on the recommendation of the Committee, the Company's Board of Directors therefore appointed the firm Ledouble, represented by Mrs. Agnès Piniot and Mr. Olivier Cretté, as independent expert in accordance with the provisions of article 261-1 I of the RG AMF, with the task of issuing an opinion on the fairness of the financial terms of the Offer.

2. Committee work and interaction with the independent expert

Between February 11, 2025 and April 25, 2025, the Committee met 16 times for the purposes of its assignment, by videoconference or at the Company's registered office. The Committee members exchanged views with the independent expert and the Committee's advisors throughout the process, including at regularly scheduled meetings and during informal discussions.

Mrs. Marie-José Donsion, in her capacity as Chairwoman of the Committee, then reports on her mission and briefly summarizes the Committee's work:

- *on February 11, 2025, the Committee met by videoconference to select the law firm Darrois Villey Maillot Brochier to act as legal advisor to the Committee and the bank Morgan Stanley to act as financial advisor to the Committee;*

- *on February 15, 2025, the Committee met by videoconference to recommend to the Board of Directors the appointment of Ledouble as independent expert, which was approved by the Board of Directors on February 19, 2025;*

- *on March 1, 2025, the Committee met twice by videoconference, first in the presence of its financial advisor, who presented its initial observations concerning the valuation of the Company, and then in the presence of BWGI, who presented the main terms of the Offer;*

- *on March 6, 2025, the Committee met by videoconference in the presence of the independent expert, who reported on the progress of its valuation work and the preliminary results of its analyses;*

- *on March 9, 2025, the Committee met by videoconference in the presence of BWGI, which presented certain assumptions used in its valuation of the Company;*

- *on March 22, 2025, the Committee met by videoconference in the presence of its advisors and reviewed the progress of the valuation work on the Company and discussed the next stages of the Offer;*

- *on March 28, 2025, Marie-José Donsion met with the expert appointed by the EWC;*

- *on April 1, 2025, the Committee met by videoconference to review Mrs. Marie-José Donsion's interview with the expert appointed by the EWC, the ongoing discussions between the Company, BWGI and the independent expert, and BWGI's non-financial commitments under discussion;*

- *on April 4, 2025, the Committee met by videoconference in the presence of the independent expert, who reported on the progress of its valuation work and the results of its analyses to date;*

- *on April 6, 12 and 13 2025, the Committee met by videoconference and reviewed BWGI's non-financial commitments under discussion as well as the timetable for the Offer;*

- *on April 14, 2025, the report drafted by Syndex, the expert appointed by the EWC, and the EWC's opinion were communicated to the Committee members;*

- *on April 14, 2025, the Committee met by videoconference and reviewed BWGI's non-financial commitments currently under discussion, as well as the opinion of the EWC and the report drafted by Syndex;*

- *on April 15, 2025, the Committee met by videoconference and discussed the outcome of ongoing discussions concerning the commitment letter, including extra-financial commitments, to be sent by BWGI to the Company;*

- *on April 15, 2025, the preliminary draft of the independent expert's report was sent to the members of the Committee;*

- *on April 19, 2025, the Committee met to discuss a first preliminary draft reasoned opinion on the basis of its previous work;*

- *on April 22, 2025, an updated version of the independent expert's draft report was sent to the members of the Committee;*

- *on April 23, 2025, the Committee met in the presence of the independent expert, in order to discuss its appraisal work and to hear its conclusions, which included an analysis of the financial terms of the Offer and a comparison of the results of his work with those of the banks presenting the Offer, explaining the differences between their respective results;*

- *on April 23, 2025, the Commitment Letter, addressed to the Company, was sent to the members of the Committee;*

- *on April 25, 2025, the definitive version of the independent expert's report was sent to the members of the Committee;*

- *on April 25 2025, the Committee met to hear the results of Morgan Stanley's work and its financial opinion[2], and to finalize its recommendations and draft reasoned opinion.*

In carrying out its work, the Committee has endeavored to ensure that the interests of the Group and all its stakeholders are respected, considering the fact that BWGI has been a shareholder and member of the Board of Directors of the Company since 2019, and has always supported the Company. Nevertheless, and particularly in view of BWGI's special position, the Committee has sought to clarify the issues involved in a shareholder's decision as to whether to tender their shares to the Offer.
To this end, the Committee and its legal and financial advisors have had several exchanges with representatives and advisors of BWGI in order to obtain certain assurances from BWGI or certain clarifications or details of the terms of the Offer and the commitments made by BWGI in the Commitment Letter.

In support of the requests of the Company's management, the Committee suggested a number of improvements to the draft Commitment Letter, in particular with regard to the partial assumption of refinancing costs and the maintenance of the Company's investment grade credit rating - significant elements for shareholders deciding not to tender their shares.

The Committee also ensured that the business plan to 2027 presented to the independent expert was the one approved by the Board of Directors on December 4, 2024, it being noted that on April 23, 2025, the group published its results for the first quarter 2025 and revised its 2025 full-year budget accordingly, *which is down compared to the first year of the business plan. The later years of the business plan remain unchanged. The Committee ensured that these elements reflect at the time of the Offer the best possible estimate of the Company's forecasts, it being specified that there were no other relevant forecast data.*

The Committee also ensured that the independent expert had been provided with all the information required to carry out his assignment, and that he had been able to carry out his work under satisfactory conditions.

The Committee noted that, as of April 25, 2025, it had not received any questions or comments from shareholders addressed to the Company or the independent expert, or transmitted by the AMF.
Details of the interactions between Committee members and the independent expert are set out in full in Ledouble's expert report.

In addition, the Committee has not been informed of or identified any factors that might call into question the proper performance of the independent expert's work.

3. Summary and conclusions of the independent expert's report

As indicated above, the Committee met with the independent expert and monitored its work.
Mrs. Agnès Piniot and Mr. Olivier Cretté, representatives of Ledouble, presented in their report the summary and conclusions of their work:

"Summary

In accordance with the scope of the Independent Expert's mandate (§ 1.1), we have endeavored to verify:

- *the fairness of the financial terms of the Offer in relation to the value of the Share resulting from the Multicriteria Valuation;*
- *the absence of provisions in the Related Agreements and Transactions that could be detrimental to the interests of Shareholders tendering their shares to the Offer.*

We remind you that we assess the Offer Price by reference to the financial conditions of the Offer and the valuation of the Share in the current circumstances, which, by definition, differ from the conditions under which Shareholders were able, on a case-by-case basis, to acquire their shares.
We believe that the Business Plan, which underpins the Multicriteria Evaluation, reflects an ambitious strategy; the modeling we have done reflects this ambition:[19]

- *the forecasts anticipate a recovery in demand and assume the Group's ability to gain market share in the short term, while improving profitability; they also assume the absence of any material adverse event, despite the threats and risks we have identified that could, in the current context, slow down or compromise the achievement of the Management's objectives;*
- *given the Management's confidence in its ability to deliver the Business Plan, we have not taken into account any specific execution risks. We note, however, that given the Group's profile and cost structure, the present value of the Share is particularly sensitive to the discounting parameters and assumptions of the Business Plan, notably in terms of target profitability.*

In view of the Offeror's intentions, which are limited to acquiring control of the Company, and its

[19] *The intrinsic valuation of the Share through a discounted cash flow analysis applied to the Business Plan positions the Offer Price of €30,0 within a range of:*

- ***€29.8** to **€33.7** when modeling the Business Plan as it stands;*
- ***€29.4** to **€33.3** when substituting the first year of the Business Plan with the Revised 2025 Budget.*

undertaking not to seek a squeeze-out, even if the legal and regulatory conditions for its implementation were met, we consider that the positioning of the Offer Price in relation to the results of the Multicriteria Valuation (§ 4.6) gives Shareholders the option of arbitrating and choosing, in full knowledge of the facts, whether or not to tender their shares to the Offer:

- *the implementation of the Offer may offer him the advantage of benefiting from liquidity window at a price offering a premium to the share price over the last twelve months prior to the announcement of the Offer and, where applicable, of reinvesting the consideration for tendering to to the Offer in the same business sector*[20]*;*

- *progress over time and the achievement of the objectives set out in the Business Plan could result, all other things being equal, in an increase in the value of the Share; Shareholders who do not wish to tender their shares to the Offer will, however, remain exposed to the different macroeconomic and Verallia-specific risks that could affect the value of the Share, in a context of reduced liquidity.*

From a financial standpoint, the provisions of the Commitment Letter have no impact on our assessment of the fairness of the Offer Price (§6) for shareholders tendering their shares to the Offer[21]*.*

We have not received any letters or e-mails from Shareholders, nor have we been informed of any by the Company, the Offeror or the AMF (§ 7).

Conclusions

In the context of the present Offer, in view of all the factors described in our summary (§ 8), and following our valuation of the Share, we are of the opinion that the Offer Price of €30.00 (2024 dividend of €1.70 attached) is fair from a financial point of view for Shareholders voluntarily tendering their shares to the Offer.

We have not identified any provisions in the principles of the Offeror's Commitment Letter to the Company which would prejudice the interests of the Shareholders tendering their shares to the Offer. As the contracts corresponding to the commitments undertaken by the Offeror have not been finalized at this stage, we are not in a position to comment on their contents.".

4. Conclusions, recommendations and draft reasoned opinion of the Committee

On April 25, 2025, the Committee finalized its recommendation to the Board of Directors, based in particular on the independent expert's final report, the financial opinion of Morgan Stanley, [1] *the report of Syndex, the expert appointed by the EWC, and the EWC's opinion on the Offer.*

– *With regard to the interest of the Offer for the Company and its shareholders, the Committee notes that:*

  - *the Offer, while not solicited, is friendly, consistent with the support for the Company's strategy and its management, and the commitments undertaken by BWGI in the Commitment Letter at the request of the Company's management. This friendly character was not questioned by the Board of Directors at the meetings following BWGI's announcement of the Offer;*

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[20] *The analogical valuation of the Share using a panel of Market Comparables positions the Offer Price of €30,0:*
- *above a range from* ***€22.5*** *to* ***€24.7****;*
- *within a range from* ***€29.2*** *to* ***€31.2*** *when only taking Vidrala from this panel, whose profitability is superior to that of Verallia.*

[21] *Our findings concerning shareholders who do not wish to tender their shares are set out above (§ 6).*

- *the Offer will enable Verallia to benefit from a solid, long-term financial shareholder, who already knows the Company very well and who should enable it to pursue its growth and the development of its activities over the long term;*

- *BWGI intends to continue supporting Verallia's strategy, in line with its past positioning, and to maintain the managerial continuity to which the Board of Directors is committed. BWGI has indicated in its draft offer document that it intends to rely on the current management teams, and that it would like Mr. Michel Giannuzzi to remain Chairman of the Company's Board of Directors;*

- *BWGI is committed to preserving the Company's French anchoring and keeping its registered office and decision-making center in France for a period of three years as from the first closing of the Offer;*

- *as BWGI is not an industrial player, it does not anticipate cost or revenue synergies with the Company;*

- *BWGI intends to maintain the Company's investment grade credit rating, in particular by keeping the Group's leverage constant at around 2x. In this respect, BWGI has undertaken for a period of three years as from the first closing of the Offer not to take any decision at Company level that would have the direct consequence of downgrading its rating, except with the agreement of an ad hoc committee of independent directors;*

- *the Offer, if successful, would lead to a change of control affecting certain of the Company's credit agreements and bonds. The Company's strategy as regards these lenders is set out in Section 8.10 of the draft response document. On the basis of the information communicated by the Company, the independent expert considered that the maximal refinancing cost, net of BWGI's commitments, would represent €0.40 per share; pursuant to the Commitment Letter, and at the request of the Company's management, BWGI has committed to assume a share of the one-off costs to which the Company will be exposed in relation with the refinancing or the renegotiation of certain of its existing financing agreements as a result of the Offer, up to a maximum of 12.5 million euros, depending on the final amount of these costs;*

- *BWGI has undertaken not to request a squeeze-out following the Offer, and to maintain the Company's listing for at least three years from the first closing of the Offer, unless agreed by an ad hoc committee of independent directors; BWGI has also expressed its intention to maintain adequate liquidity in the market. However, the level of liquidity and free float following the Offer cannot be anticipated as of this date;*

- *BWGI has indicated that it does not intend to significantly increase its shareholding after the Offer to reach 90% of the capital. BWGI has undertaken to discuss in good faith with the Board of Directors any plans to significantly increase its shareholding in the Company during a period of three years as from the first closing and to refrain from significantly increasing its shareholding for a period of one year from the closing of the Offer, unless approved by an ad hoc committee of independent directors;*

- *BWGI has stated that, should the Offer be successful, it intends to ask the Annual General Meeting to appoint directors of the Company to reflect the new composition of the shareholder base, and therefore the control by BWGI, in compliance with the principles set out in the Afep-Medef code (implying the presence of at least one third of independent directors) including at least 3 independent directors and compliance with the usual rules of governance and management of conflicts of interest; BWGI intends to maintain the terms of office of its current directors until they expire, and to maintain Mr. Michel Giannuzzi's term of office as Chairman of the Board of Directors. These commitments and/or intentions are set out in the Commitment Letter;*

- *the terms of the BWGI Commitment Letter are detailed in Section 1.3 of the draft offer document.*

– *The Committee also noted, and drew the attention of shareholders to, the following specific features of the Offer:*

  - *as BWGI is a reference shareholder of the Company and is represented on the Board of Directors, it has determined its price on the basis of the business plan, to the preparation of which it participated;*

  - *with regard to dividends, BWGI does not intend to deviate from the Company's dividend distribution policy to date, but has indicated that this policy will have to be consistent with the Company's profitability, cash generation, investment grade credit rating and investment needs;*

  - *BWGI indicates that shareholders will benefit from immediate liquidity and a premium of 11.9% based on the last closing price of Verallia shares on January 30, 2025 (the last trading price prior to the rumors relating to the Offer) and of 23.2% and 19.9% respectively over the volume-weighted average prices of the last month and the last 3 months prior to this date;*

  - *Ledouble notes:*

    - *by reference to stock market criteria, that the Offer price presents premiums over the share prices over the last twelve months prior to the announcement of the Offer, ranging from 1.4% to 23.0%, depending on the dates and periods of observation;*

    - *by reference to analogical valuation methods, that the Offer price presents premiums over the values derived from analogical valuation using listed peers, of between 21.5% and 33.0% (i.e., a valuation of the share within a range between €22.5 and €24.7), and a premium of 16.3% over the lower limit, and a discount of 5.4% over the upper limit of the valuation range obtained by reference to comparable transactions (i.e., a valuation of the share within a range between €25.8 and €31.7), not restated for any control premiums that may have been paid by the acquirers;*

    - *by reference to intrinsic valuation methods, the Offer price represents a discount of 5.3% on the central share value estimated by Ledouble using the DCF method, reduced to 2.9% by taking into account the guidance concerning 2025 forecasted cash flows; the Offer price is positioned at the lower end of the value range, set respectively at €29.8 and €29.1 (after taking into account the guidance); however, Ledouble emphasizes the ambitious nature of the strategy reflected by the business plan taken into account in estimating the intrinsic value of the share, and the sensitivity of this valuation to the discounting parameters and forecasting assumptions used;*

    - *by reference to the target prices published by analysts, the Offer price represents a discount of 13.7% compared with the average target price, based mainly on the DCF method, prior to the announcement of the proposed Offer; however, Ledouble notes, in relation to its own work, differences in assumptions concerning normative operating margin rates, the construction of net financial debt and the calculation of discount rates;*

  - *Morgan Stanley, mandated by the Committee, concluded in its financial opinion[1] that the Offer price is fair, from a financial perspective ;*

  - *Invesco Ltd, the Company's second-largest shareholder after BWGI, has informed the market on April 25, 2025 that it had sold on April 24, 2025 most of its stake (i.e., 11,518,257 shares) at a price of €29.15 per share[22];*

[22] AMF D&I n°225C0705, April 25, 2025.

- *the Offer is optional for the Company's shareholders and enables shareholders who wish to keep their shares to remain shareholders, to benefit from the share's yieldand to support the Company's development;*

- *the Offer offers shareholders a window of immediate liquidity given the current liquidity of the share, at a price per share representing a premium of 11.9% over the closing Verallia share price on January 30, 2025, and premiums between 21.5% and 33.0% over market comparables (based on calculations by Ledouble);*

- *shareholders who do not wish to tender their shares to the Offer, in order to benefit from the Company's prospects and its yield profile, must nevertheless take into account the risk of seeing the liquidity of the market for the Company's shares fall sharply after the Offer (if reopened); they must also take into account the possible cost of refinancing the Company not borne by BWGI, which could amount to a maximum of €0.40 per share according to Ledouble's estimate;*

- *in addition, as the Offer is subject to the normal procedure, it will be reopened in the event of a positive outcome, so that shareholders who did not tender their shares during the first period of the Offer will have a new opportunity to tender their shares, particularly in view of the success of the Offer at the end of its first period.*

– *With regard to the interest of the Offer for employees, the Committee notes that:*

- *BWGI has indicated that the Offer is consistent with the continuation of the Company's business and development, and is not expected to have any particular impact on the Company's employees, their working conditions, their individual and collective status, or the Company's human resources management policy;*

- *BWGI will ensure, during a period of three years as from the first closing of the Offer, that the Company's long-term incentive plans and employee share ownership plans will be maintained and continued, in line with current and past practices; if the average daily liquidity of the Company's shares falls to a level equal to or below 0.05% of the share capital over a one-month period, BW will engage with the board to ensure that a liquidity mechanism is offered (by either BW directly or Verallia) to holders of Company shares resulting from long-term incentive plans for the concerned unavailable free shares (as indicated to the independent expert), under financial terms coherent with the Offer price and customary for this type of transactions (including via the application of a multiple determined on the basis of the Offer price). The Committee has exchanged with the Company on BWGI's agreement-in-principle and has encouraged the Company to clarify and set the scope and conditions of this liquidity mechanism, such that employees may be informed in a timely manner;*

- *it will be up to the Supervisory Board of the FCPE (employee shareholding fund) set up for the benefit of the Company's employees to decide whether to tender the shares held by the FCPE to the Offer, it being specified that any such decision by the FCPE does not constitute a case of early release of the sums invested by the employees in the FCPE;*

- *employees holding shares will be able to obtain immediate liquidity for the Verallia shares they hold at a price per share representing a premium of 11.9% over the closing market price of the Verallia share on January 30, 2025;*

- *the interests of holders of bonus shares, including those whose shares are being held, are thus fairly protected;*

- *after receiving a report from Syndex, Verallia's EWC issued a negative opinion on the Offer, notably on the grounds that "this project is primarily aimed at a strong financial return for* *shareholders, without presenting a clear industrial vision or a strategic project for the company's future";*

- *the Committee notes that both Syndex and the EWC expressed concern about the additional financial pressure that would be imposed by BWGI on the Company as a result of the debt taken on by BWGI to finance the Offer, particularly in the event of a crisis. Syndex noted, however, that the family group to which BWGI belongs has significant financial resources of its own. The Committee shared this concern, which is in line with its analysis that a high credit rating and the ability to borrow on favorable terms are key factors in the Company's performance, given its business. In this respect, the Committee welcomed BWGI's intentions and commitments regarding the maintenance of the Company's investment grade credit rating, which therefore partially address the concerns expressed by the EWC.*

– *The Committee also noted that:*

- *On April 23, 2025, the board of directors has decided not to tender the treasury shares to the Offer, as they are used to cover employee shareholding programs and performance share plans of the group;*

- *the Offer will not result in the implementation of a squeeze-out or the delisting of the Company's shares from Euronext Paris and that BWGI has undertaken not to apply for the delisting of the shares from Euronext Paris or to proceed with a squeeze-out of the Verallia shares following the completion of the Offer and for a period of three years as from the first closing of the Offer, unless approved by an ad hoc committee of independent directors.*

In conclusion:

– *the Committee has acknowledged the elements resulting from the intentions and objectives expressed by BWGI and the commitments made in its draft offer document and in its Commitment Letter;*

– *the Committee has examined the interest of the Offer for the Company, its shareholders and its employees, and has considered that the Offer does not disregard the interests of employees and is in line with the Company's strategic plan, for which BWGI has stated its support. With regard to the interest of the Offer for shareholders, the Committee notes that the price offered to shareholders is at the lower end of the intrinsic valuation range, but is better positioned within Ledouble's analogical valuation range The Committee also notes that Ledouble has concluded that the Offer price is fair for shareholders. The Committee therefore recommends that shareholders tender their shares to the Offer.*

– *the Committee draws the attention of shareholders who do not wish to tender their shares to the Offer to the risk of seeing the liquidity of the market for the Company's shares fall sharply after the Offer (which may be reopened);*

– *following its meeting of April 25, 2025, it recommends that the Board of Directors decides so.*

Reasoned opinion of the Board of Directors

The Board of Directors acknowledges the Committee's work and recommendations on the Offer.

In view of the information submitted, and in particular (i) the objectives and intentions expressed by BWGI, (ii) the Commitment Letter, under which, at the request of the Company's management, BWGI has detailed its objectives and intentions, notably as regards the maintained listing of Verallia and its investment grade status for a period of three years, and has accepted to assume part of the refinancing costs linked to the Offer, (iii) the valuation information prepared by the presenting banks, (iv) the

Committee's work, (v) the conclusions of the independent expert's report, (vi) the report of the expert appointed by the EWC, (vii) the opinion of the EWC and (viii) more generally, the elements set out above, the Board of Directors, having deliberated, at a majority of 10 out of 11 directors present or represented, Bpifrance Investissement, represented by Mr. Sébastien Moynot, having abstained, decides (it being specified that Mr. João Moreira Salles, Mrs. Marcia Freitas and Mr. Guilherme Bottura (censor) have decided not to take part in the deliberations or vote on the reasoned opinion in view of the conflict of interest situation in which they find themselves):

- *to endorse in every respect the Committee's observations, conclusions and recommendations set out in the draft reasoned opinion prepared by the Committee and reproduced above;*

- *to issue, in the light of the observations, conclusions and recommendations of the Committee, a favorable opinion on the Offer as presented to it, while noting that the price offered to shareholders is at the lower end of the intrinsic valuation range, but is better positioned within Ledouble' analogical valuation range; to recommend, consequently, to the shareholders of the Company, to tender their shares to the Offer; it being specified that other shareholders may keep their shares and participate in the development of the Company, in its yield and its prospects for value creation, as illustrated in the business plan to 2027, it being noted that Ledouble has described as ambitious the strategy reflected in the business plan; this implies assuming the risks associated with the strategy to be implemented and integrating the risk of seeing the liquidity of the market for the Company's shares fall sharply after the (possibly reopened) Offer;*

- *to remind shareholders wishing to retain their shares that they will benefit from the reopening of the Offer if it is successful, so that they can decide whether or not to sell their shares if they consider that the market size and liquidity at the end of the Offer are insufficient to meet their investment criteria;*

- *to acknowledge that the Company will not tender its treasury shares to the Offer (nor the reopened Offer);*

- *to draw the attention of employees benefitting from unavailable free shares that the Company intends to discuss and clarify shortly and, in any event before the closing of the Offer, the conditions and the scope of the liquidity mechanism proposed by BWGI in case of market illiquidity, and that the result of this negotiation should be made known to them and to the market;*

- *approve the Company's draft response document;*

- *to authorize, where necessary, the Chief Executive Officer to:*

    - *finalize the draft response document relating to the Offer, as well as any other documents required in connection with the Offer, in particular the "Other Information" document relating to the legal, financial and accounting characteristics of the Company;*

    - *prepare, sign and file with the AMF all documents required in connection with the Offer;*

    - *sign all certificates required in connection with the Offer; and*

    - *more generally, take all steps and measures necessary or useful in connection with the Offer, including entering into and signing, in the name and on behalf of the Company, all transactions and documents necessary and related to the completion of the Offer, in particular any press release.*

3 INFORMATION AND CONSULTATION PROCEDURES FOR THE COMPANY'S EUROPEAN WORKS COUNCIL

The Company initiated an information and consultation procedure with its European Works Council ("CEEV") following the announcement of the proposed Offer.

On April 9, 2025, CEEV issued an unfavorable opinion on the proposed Offer and its social and environmental consequences, which is set out in Appendix 1.

4 INTENTIONS OF BOARD MEMBERS OF THE COMPANY

In accordance with Article 231-19, 6° of the AMF's General Regulations, the members of the Company's Board of Directors have indicated their intention to tender or not tender their shares to the Offer, as follows:

Name	Role	Number of shares held at date of reasoned opinion	Intention to tender
Mr Patrice Lucas	Chief Executive Officer	20,750	0
Mr Michel Giannuzzi	Chairman of the Board of Directors	1,115,928	1,048,266
BWGI, represented by Mr. João Salles	Director	N/A	N/A
BWSA, represented by Ms. Marcia Freitas	Director	N/A	N/A
Bpifrance Investissement, represented by Sébastien Moynot	Director	0	0
Mr Didier Debrosse	Director	2,000	1,000
Mrs. Marie-José Donsion	Director	1,000	0
Mrs. Virginie Hélias	Director	1,000	0
Mrs. Cécile Tandeau de Marsac	Director	2,000	1,000
Mr Pierre Vareille	Director	10,000	9,000
Mr Xavier Massol	Director	N/A	N/A
Mr Olivier Späth	Director	N/A	N/A
Mrs. Beatriz Peinado Vallejo	Director	5,451	0
Mr. Guilherme Bottura	Non-voting member	N/A	N/A

5 THE COMPANY'S INTENTIONS REGARDING TREASURY SHARES

At the date of the Draft Response Document, the Company held 2,968,796 of its own shares.

In its decision dated April 23, 2025, the Board of Directors decided not to tender any treasury shares to the Offer, as these would be allocated to cover the Group's employee shareholding programs and performance share allocation plans.

6 INDEPENDENT EXPERT'S REPORT

In accordance with best corporate governance practices, AMF Instruction 2006-08 and AMF Recommendation 2006-15, the firm Ledouble, represented by Agnès Piniot and Olivier Cretté, was appointed as Independent Expert on February 19, 2025 by the Board of Directors, on the recommendation of the *Ad Hoc* Committee, to prepare a report assessing the fairness of the financial terms of the Offer.

This report, dated April 25, 2025, is reproduced in full in Appendix 2 and forms an integral part of the Draft Response Document.

7 AGREEMENTS LIKELY TO HAVE AN IMPACT ON THE ASSESSMENT OR OUTCOME OF THE OFFER

To the best of the Company's knowledge, there are no agreements likely to have an impact on the assessment or outcome of the Offer.

8 FACTORS CONCERNING THE COMPANY LIKELY TO HAVE AN IMPACT ON THE PROGRESS OF THE OFFER

8.1 Capital and ownership structure

At the date of this Draft Response Document, the Company's share capital amounted to 408,321,248.14 euros, divided into 120,805,103 ordinary shares, each with a par value of three euros and thirty-eight cents (3.38 euros), fully paid up and all of the same class.

To the best of the Company's knowledge and based on the latest available information, the table below shows the breakdown of the Company's share capital and voting rights[23]:

Shareholders	Total number of shares	% of capital	Total number of theoretical voting rights	% of theoretical voting rights
Kaon V[24]	34.839.565	28,84 %	40.113.169	27,95 %
Invesco Ltd[(1)]	12.881.699	10,66 %	12.881.699	8,98 %
Bpifrance Participations	9.189.887	7,61 %	18.379.774	12,81 %
Employees (FCPE Verallia and direct shareholders)	5.214.294	4,32 %	10.000.336	6,97 %
Treasury shares	2.968.796	2,46 %	2.968.796	2,07 %
Public	55.710.862	46,12 %	59.182.395	41,23 %
Total	120.805.103	100 %	143.526.169	100 %

[(1)] On April 25, 2025, Invesco notified the French Financial Markets Authority (Autorité des marchés financiers) that on April 24, 2025, it had sold 11,518, 257 Verallia shares at a price of €29.15 per share and that it now holds only 838,103 Verallia shares, representing 0.7% of Verallia's share capital.

At the date of this Draft Response Document, the Offeror holds, directly or indirectly, 34,839,565 shares in the Company, representing 28.84% of the share capital and 27.95% of the voting rights of the Company.

As of the date of this Draft Response Document, with the exception of the Free Shares, there are no other equity securities or other financial instruments issued by the Company or rights conferred by the Company that could give immediate or future access to the Company's share capital or voting rights.

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[23] March 31, 2025.
[24] These figures include the 1,000 shares and 2,000 voting rights held directly by each of BWGI and BWSA.

8.2 Statutory restrictions on voting rights and share transfers

8.2.1 Disclosure of major shareholdings

In accordance with Article 14 of the Articles of Association, for As long as the Company's shares are admitted to trading on a regulated market, in addition to the legal and regulatory thresholds, any individual or legal entity, that becomes the owner, directly or indirectly, acting alone or in concert with others, of a number of shares representing a fraction of the share capital or voting rights (calculated in accordance with articles L.223-7 and L.233-9 of the French Commercial Code and with the provisions of the General Regulations of the French Financial Markets Authority) equal to or exceeding 1% of the share capital or voting rights, or any multiple of this percentage, including above the thresholds provided by legal and regulatory provisions, must notify the Company the total number (i) of shares and voting rights it holds, directly or indirectly, acting alone or in concert with others, (ii) of securities giving future access to the share capital of the Company it holds, directly or indirectly, acting alone or in concert with others, and of the potential voting rights attached thereto and (iii) of existing shares that it may purchase, under any agreement or financial instrument referred to in article L.211-1 of the French Monetary and Financial Code. This notice shall be provided by registered mail with acknowledgement of receipt, within four trading days of crossing this threshold.

The obligation to notify the Company also applies, under the same conditions and within the same time period, when a shareholder's interest in the share capital or voting rights falls below the aforementioned thresholds.

In the event of failure to comply with the obligation to notify such thresholds crossing and upon request, recorded in the minutes of the general shareholders' meeting, of one or more shareholders representing at least 3% of the share capital or the voting rights, the shares in excess of the fraction that should have been reported shall lose their voting rights for a period of two years following the date of the corrective notice.

The Company reserves the right to make known to the public and the shareholders either the information which has been notified to it, or the non-compliance with the aforementioned requirement by any relevant person.

8.2.2 Share transfer restrictions

In accordance with Article 13 of the Company's bylaws, Ordinary shares, registered or bearer, are freely negotiable, notwithstanding any legal or regulatory provisions to the contrary. They are registered in an account and their transfer regarding third parties and the Company occurs by transfer from account to account in accordance with the procedures set out
in the legal and regulatory provisions in force.

8.2.3 Double voting rights

Under Article 11 of the Company's bylaws, double voting rights are granted to all fully paid-up shares registered in the name of the same shareholder for at least two years.

8.3 Clauses in agreements brought to the Company's attention pursuant to Article L. 233-11 of the French Commercial Code

As of the date of the Draft Response Document, the Company has not been informed of any clauses pursuant to Article L. 233-11 of the French Commercial Code.

8.4 Direct and indirect shareholdings in the Company's capital that have been the subject of a threshold crossing or corporate action report

During the last twelve (12) months, the Company has received the following declarations of crossing legal thresholds:

- In a letter received on May 21, 2024, Amundi Asset Management1 (91-93 boulevard Pasteur, 75015 Paris), acting on behalf of the Verallia corporate mutual fund it manages, declared that on May 15, 2024, it had exceeded the threshold of 5% of the Company's voting rights and held, on behalf of said mutual fund, 3,647,857 Shares representing 7,158,262 voting rights, i.e. 3.02% of the Company's share capital and 5.01% of its voting rights. This threshold crossing results from the acquisition of shares on the market;

- In a letter received on July 22, 2024, Amundi Asset Management (91-93 boulevard Pasteur, 75015 Paris), acting on behalf of the Verallia FCPE it manages, declared that on July 18, 2024, it had exceeded the threshold of 5% of the Company's voting rights and held, on behalf of said FCPE, 4,080,501 shares representing 7,590,906 voting rights, i.e. 3.38% of the Company's capital and 5.31% of its voting rights. This threshold crossing results from the merger of FCPE Verallia Relais 2024 into FCPE Verallia ;

- In a letter received on June 27, 2024, Amundi Asset Management1 (91-93 boulevard Pasteur, 75015 Paris), acting on behalf of the Verallia corporate mutual fund it manages, declared that on June 25, 2024, it had fallen below the threshold of 5% of the Company's voting rights and held, on behalf of said mutual fund, 3,638,361 Shares representing 7,148,766 voting rights, i.e. 3.01% of the Company's capital and 4.99% of its voting rights. This threshold crossing results from a sale of Shares on the market;

- By letter received on November 12, 2024, Invesco Ltd (Invesco Head Quarters, 1331 Spring Street NW, Suite 2500, Atlanta, United States), acting on behalf of funds under its management, declared that on November 8, 2024, it had exceeded the threshold of 10% of the Company's capital and held 12,222,092 shares representing the same number of voting rights, i.e. 10.12% of the Company's capital and 8.54% of its voting rights.

In addition, over the past twelve (12) months, the Company has received the following declarations of crossing statutory thresholds pursuant to Article L. 233-7 of the French Commercial Code, Articles 223-11 et seq. of the AMF’s General Regulations and Article 14 of the Company's bylaws:

Date of transaction	Shareholder	Type of threshold crossed	Number of shares or voting rights	% of capital and/or voting rights
24/04/2025	BlackRock, Inc.	Crossing at raising the threshold to 2% of voting shares	2,926,415 voting rights	2.42% of capital and 2.04% of voting rights
24/04/2025	Samson Rock Capital LLP	Crossing at raising the threshold to 2% of voting shares	1,641,922 voting rights	1,14% of voting rights
14/04/2025	Samson Rock Capital LLP	Crossing at raising the threshold to 2% of capital	1,641,922 shares	1,36% of capital
28/03/2025	Invesco Ltd.	Crossing at	12,855,930	8.96% of voting

Date of transaction	Shareholder	Type of threshold crossed	Number of shares or voting rights	% of capital and/or voting rights
		lowering the threshold to 9% of voting rights	voting rights	rights
12/03/2025	BlackRock, Inc.	Crossing at raising the threshold to 2% of capital	2,516,602 shares and voting rights	2.08% of capital and 1.76% of voting rights
12/03/2025	Amundi (acting on behalf of UCITS)	Crossing at lowering the threshold to 1% of capital	1,188,641 shares	0.98% of capital
26/02/2025	Invesco Ltd.	Crossing at raising the threshold to 9% of voting rights	12,925,651 voting rights	9.02% of voting rights
26/02/2025	Ameriprise Financial Group, Inc.	Crossing at lowering the threshold to 1% of capital	979,324 shares	0.811% of capital
25/02/2025	Ameriprise Financial Group, Inc.	Crossing at the lowering of the threshold of 2% of share capital and 1% of voting rights	1,421,709 shares	0.993% of voting rights and 1.177% of capital
17/02/2025	Amundi (acting on behalf of UCITS)	Crossing at lowering the threshold to 1% of voting rights	1,402,068 voting rights	0.97% of voting rights
04/02/2025	American Century Investment Management, Inc.	Crossing at raising the threshold to 1% of capital	1,237,107 shares	1.02% of share capital
17/12/2024	Massachusetts Financial Services Company	Crossing at raising the threshold to 1% of capital	1,216,494 shares	1.007% of capital
06/12/2024	T. Rowe Price Associates, Inc.	Crossing at lowering the threshold to 1% of voting rights	1,364,556 voting rights	0.95% of voting rights
08/11/2024	Invesco Ltd.	Crossing at raising the threshold to 10% of the share capital	12,222,092 shares	10.11% of capital

Date of transaction	Shareholder	Type of threshold crossed	Number of shares or voting rights	% of capital and/or voting rights
04/11/2024	Caisse des dépôts et consignations (Indirectly - CDC operation Growth)	Crossing at the increase in the threshold of 1% of the capital (by CDC Growth)	1,243,094 shares	1.02% of share capital
04/10/2024	T. Rowe Price Associates, Inc.	Crossing at raising the threshold to 1% of voting rights	1,465,486 voting rights	1.02% of voting rights
19/09/2024	BNP Paribas Asset Management Holding	Crossing at lowering the threshold to 1% of voting rights	1,150,972 voting rights	0.9528% of voting rights
16/09/2024	Invesco Ltd.	Crossing at the increase in the threshold of 8% of voting rights	11,521,260 voting rights	8.04% of voting rights
06/08/2024	Invesco Ltd.	Crossing at raising the threshold to 9% of capital	10,878,536 shares	9,00%
02/08/2024	Amundi (acting on behalf of UCITS)	Crossing at lowering the threshold to 2% of capital	2,015,330 shares	1.66% of capital
30/07/2024	Dimensional Fund Advisors LP	Crossing at lowering the threshold to 1% of capital	1,202,627 shares	0.996% of capital
19/07/2024	Amundi (acting on behalf of FCPE Verallia)	Crossing at the increase in the threshold to 5% of voting rights	7,590,906 voting rights	5.3% of voting rights
15/07/2024	Amundi (acting on behalf of UCITS)	Crossing at lowering the threshold to 2% of voting rights	2,627,159 voting rights	1.83% of voting rights
15/07/2024	T. Rowe Price Associates, Inc.	Crossing at raising the threshold to 1% of capital	1,228,294 shares	1.02% of share capital
10/07/2024	Amundi (acting on behalf of FCPE Verallia)	Crossing at raising the threshold to 3%	7,134,983 shares	3% of capital

Date of transaction	Shareholder	Type of threshold crossed	Number of shares or voting rights	% of capital and/or voting rights
		of capital		
09/07/2024	Invesco Ltd.	Crossing at raising the threshold to 7% of voting rights	10,130,564 voting rights	7.08% of voting rights
05/07/2024	Amundi (acting on behalf of FCPE Verallia)	Crossing at lowering the threshold to 3% of capital	7,133,692 shares	2.99% of share capital
26/06/2024	Amundi (acting on behalf of FCPE Verallia)	Crossing at lowering the threshold to 5% of voting rights	7,148,766 voting rights	4.99% of voting rights
26/06/2024	Dimensional Fund Advisors LP	Crossing at raising the threshold to 1% of capital	1,208,394 shares	1.000% of capital
21/06/2024	BNP Paribas Asset Management Holding	Crossing at raising the threshold to 1% of capital	1,226,368 shares	1.0152% of capital
14/06/2024	Amundi (acting on behalf of UCITS)	Crossing at raising the threshold to 2% of voting rights	2,863,109 voting rights	2.0% of voting rights
11/06/2024	Amundi (acting on behalf of UCITS)	Crossing at raising the threshold to 2% of capital	2,518,176 shares	2.08% of capital
16/05/2024	Amundi (acting on behalf of FCPE Verallia)	Crossing at the increase in the threshold of 3% of share capital and 5% of voting rights	7,158,262 shares and voting rights	3.02% of share capital 5.01% of voting rights

Lastly, since February 3, 2025, the AMF has published several notices of purchases and sales made during the period of a tender offer, pursuant to article 231-46 of the AMF's General Regulations. On April 25, 2025, Invesco notified the French Financial Markets Authority (*Autorité des marchés financiers*) that on April 24, 2025, it had sold 11,518, 257 Verallia shares at a price of €29.15 per share and that it now holds only 838,103 Verallia shares, representing 0.7% of Verallia’s share capital.

8.5 List and description of holders of any securities with special control rights

Under Article 11 of the Company’s bylaws, a double voting right is conferred to fully subscribed, registered nominal shares held by the same person for at least two (2) years. The period before the date of listing on Euronext Paris market is not taken into account in the calculation of the length of detention.

To the best of the Company's knowledge, there are no holders of securities with special control rights other than the double voting rights described in the paragraph above.

8.6 Control mechanisms provided for in any employee share ownership scheme when control rights are not exercised by the latter

The Group has a *Plan d'Epargne Groupe* (PEG) for its French companies and a *Plan d'Epargne Groupe International* (PEGI) for its foreign companies, enabling eligible employees to participate in offers reserved for employees through a *Fonds Commun de Placement d'Entreprise Verallia*, invested in Verallia shares (the "**FCPE Verallia**"). The FCPE Verallia is managed by Amundi Asset Management.

At March 31, 2025, the FCPE Verallia held 3,965,726 shares, representing approximately 3.28% of the Company's share capital and 4.89% of its voting rights.

The Verallia FCPE is represented by a 10-member Supervisory Board, comprising 5 unitholder representatives and 5 Group representatives, appointed by the Company's management.

In accordance with the internal regulations of the FCPE Verallia, the voting rights attached to the Company's shares held by the FCPE Verallia are exercised by one or more representatives appointed by the Supervisory Board to represent it at the Company's Shareholders' Meeting. In accordance with its responsibilities under Article L. 214-165 II of the French Monetary and Financial Code, the Supervisory Board decides on the contribution of shares in the event of a tender offer.

The Supervisory Board of the Verallia FCPE will be asked to vote on the contribution of the shares it holds to the Offer after the opening of the Offer.

8.7 Shareholder agreements of which the Company is aware that could result in restrictions on the transfer of shares and the exercise of voting rights

To the best of the Company's knowledge, there are no agreements between shareholders that could restrict the transfer of shares or the exercise of voting rights.

8.8 Rules governing the appointment and replacement of members of the Board of Directors and amendments to the Company's bylaws

8.8.1 Rules governing the appointment and replacement of Board members

The rules governing the appointment and replacement of Board members are set out in Article 15 of the Company's bylaws.

The Company shall be administrated by a Board of Directors. The number of directors shall not be less than three and not more than eighteen, subject to the derogations provided by law.

The Board of Directors may appoint one or more non-voting members (*censeurs*) up to a maximum of two. The non-voting members are individuals or legal entities, selected among or outside the shareholders. They are appointed for three years except in the event of resignation or early dismissal as decided by the Board of Directors. The Board of Directors determines the terms and conditions of their mission, including their compensation (if any). The non-voting members may be re-elected. They take part in the meetings of the Board of Directors and in the deliberations with an advisory vote.

During the life of the Company, directors are appointed, reappointed or dismissed in accordance with the conditions laid down by the applicable laws and regulations and the Company's bylaws.

Directors are appointed for a term of three (3) years.

By way of exception, the Annual General Meeting may, in order to introduce or maintain a principle of staggered renewal of the Board of Directors, appoint one or more directors for a different term of office not exceeding three (3) years, or reduce the term of office of one or more directors in office to less than three (3) years. The term of office of any director so appointed, or whose term of office is modified for a period not exceeding three (3) years, shall expire at the close of the Ordinary General Meeting of shareholders called to approve the financial statements for the previous year and held in the year in which the term of office of the said director expires.

Directors are eligible for re-election. They may be dismissed at any time by the Annual General Meeting.

Directors must not be more than 75 years of age (it being specified that the number of Directors who are over the age of 70 may not exceed one third of the Directors in office) and shall be subject to applicable laws and regulations on multiple appointments.

In accordance with the provisions of article L.225-27-1 of the French Commercial Code, the Board of Directors includes one (1) director representing employees. This director is designated pursuant to an election among the employees of the Company and its direct or indirect subsidiaries, whose registered office is located in France under the conditions set out in article L.225-28 of the French Commercial Code.

If the number of members of the Board of Directors exceeds the number of directors mentioned in the first paragraph of article L.225-27-1-II of the French Commercial Code, and provided this criterion is still fulfilled on the date of appointment, a second director representing employees shall be appointed by the European Works Council.

If during a financial year the number of members of the Board of Directors, initially exceeding the number of directors mentioned in the first paragraph of article L.225-27-1-II of the French Commercial Code, becomes less than or equal to this number, the director appointed by the European Works Council shall remain in office until his/her term of office expires.

Directors representing employees shall be appointed for a three-year term expiring at the close of the general shareholders' meeting held to approve the financial statements for the previous year and which is held in the year in which his/her term of office expires. The tenure of the directors representing employees may be renewed.

In addition, when the report presented annually by the Board of Directors to the Annual General Meeting pursuant to Article L. 225-102 of the French Commercial Code establishes that the shares held by employees of the Company, as well as by companies affiliated to it within the meaning of Article L. 225-180 of said Code, represent more than 3% of the Company's share capital, a director representing employee shareholders is appointed by the Annual General Meeting, in accordance with the procedures laid down by current legislation and regulations, as well as by the Company's bylaws.

8.8.2 Rules for amending the bylaws

The extraordinary general shareholders' meeting shall have the exclusive right to amend any provision of the by-laws of the Company. However, it may not increase the shareholders' commitments, except for transactions resulting from an exchange or a consolidation of shares duly decided and performed.

When the meeting is convened for the first time, the decisions of the extraordinary general shareholders' meeting are valid only if the shareholders attending the meeting or represented by proxy or having voted by mail, represent at least one quarter of the total voting shares and, when the meeting is convened on second notice, at least one fifth of the total voting shares. Failing this latter quorum, the second extraordinary general shareholders' meeting may be deferred to a date no later than two months after the one on which it had been convened.

The extraordinary general shareholders' meeting rules by a two-thirds majority of votes of the shareholders that are present or represented by proxy, including the votes of shareholders who have voted by mail.

The extraordinary general shareholders' meeting may not increase the shareholders' commitments, except by way of a unanimous vote of all shareholders, or infringe upon the equality of their rights.

8.9 Powers of the Board of Directors, in particular to issue or buy back shares

The Board of Directors shall determine the strategic directions of the Company's business activities and ensure implementation thereof. Subject to the powers expressly granted by law to general shareholders' meetings and within the scope of the corporate purpose, the Board of Directors shall be vested with the power to consider any question concerning the proper operation of the Company and shall determine by its decisions the business of the Company. The Board of Directors may conduct any such audits and investigations that it may deem appropriate.

It carries out the controls and verifications it deems appropriate. The duties and powers of the Board of Directors are described in Article 3 of the Board of Directors' internal rules.

As part of its internal organization, the Board of Directors has set up specialized standing committees.[25]

In addition to the transactions governed by the law and regulations in force, and in accordance with the Board of Directors' internal rules, the following decisions are subject to prior authorization by the Board of Directors voting at simple majority of its members present or represented:

- Approval of, and/or change in, the medium-term Group Business Plan and annual budget (including hedging policy);

- Any investment (excluding acquisitions) exceeding the Group annual budget, for an aggregate amount exceeding 10 million Euros;

- Any acquisition or disposal of assets or securities for an amount exceeding 10 million Euros and the entry into, amendment or termination of joint-ventures or partnerships representing more than million Euros of revenues or capex;

- Any decision to take part in an activity which falls outside the usual frame of activities of the Group and any decision to stop or significantly reduce material activities of the Group;

- Any decision to grant guarantees or security interests to third parties (i.e. not a Group Company), to the exception of (i) guarantees or security interests to be granted to public administrations or state-owned entities in the ordinary course of business and/or pursuant to a legal obligation (ii) guarantees to be granted under energy supply agreements within the limit of an annual aggregate amount of 20 million Euros ; (iii) guarantees to be granted to third parties to ensure the commitments of Verallia Ukraine within the limit of an aggregate amount of 10 million euro and (iv) guarantees to be granted to third parties to ensure the commitments of Rayen Cura within the limit of an aggregate amount of 11 million euros. Regarding paragraphs (iii) and (iv), it is specified that the exchange rates to be used for the calculation should be the ones in effect at the date of issue of each issued guarantees and that any expired guarantee shouldn't be included in the said calculation;

[25] An Audit Committee, an Appointments Committee, a Compensation Committee, a Sustainable Development Committee and a Strategy Committee.

- Any decision to participate in a project or to enter into an agreement with a maturity exceeding 5 years (including contracts with guaranteed rents) for an aggregate amount exceeding 50 million Euros, to the exception of energy supply agreement for an amount of 30 million Euros per year with a duration of a maximum of 15 years; (i.e for a maximum amount exceeding 450 million Euros over 15 years) and with guarantees of 2.5 the annual amount of the supply energy agreement, (i.e for a maximum guarantee amount equal to 75 million Euros per year);

- Any decision to settle or to initiate a dispute relating to a claim for an amount exceeding 5 million Euros or a claim having a material reputational impact on the Group;

- Additional financial indebtedness exceeding 50 million Euros;

- Changes to the by-laws of the Company or of any of its Material Subsidiaries (except for amendments of administrative nature); the term Material Subsidiaries means any subsidiary of the Company which consolidated revenue represents, for the previous financial year, more than 5% of the Company's consolidated annual revenue;

- Merger/demerger/winding up of a Material Subsidiary, excluding intra-Group reorganisations;

- Issue of shares or securities granting access, whether immediately or in the future, to the Company's share capital, as well as any issue of shares or securities granting access, whether immediately or in the future, to the share capital of a Material Subsidiary, in each case to the benefit of a third party to the Group;

- Purchase or sale of real estate assets for an amount exceeding 10 million Euros;

- Any distribution for an amount exceeding 5 million Euros, excluding distributions between wholly-owned subsidiaries;

- Any recruitment, suspension or dismissal of the Chief Executive Officer (or, in the event of separation of offices, the Chief Executive Officer (*Directeur Général*)), any significant change in the Chief Executive Officer's compensation (including pension plans, profit-sharing plans or special departure conditions) and the entry into, amendment or termination of an agreement with the Chief Executive Officer (or, in the event of separation of offices, the Chief Executive Officer (*Directeur Général*);

- The creation or amendment to stock option plans, stock subscription plans or plans for the attribution of free shares of the Company or of any other Group company (or any other similar instrument) to the benefit of the officers and/or employees of the Group or of certain categories of them;

- The implementation or change in any pension plan or any reorganisation of the workforce resulting in total restructuring costs for the Group exceeding 10 million Euros;

- Any significant change in the accounting principles applied by the Group companies for the preparation of their finance statements, except for amendments imposed by applicable law or accounting standards;

- The appointment, renewal or dismissal of the statutory auditors of the Company;

- Acquisition by the Company of its own shares;

- Delisting of the Company, listing of a Group company;

- The implementation of any insolvency procedure, dissolution or winding-up (or any similar procedure in each applicable jurisdiction), of the Company or any of its Material Subsidiaries.

In addition to the general powers provided for by law and the specific powers provided for by the Articles of Association and the Board of Directors' internal rules, the Board of Directors has been granted the following delegations and authorizations by the Annual General Meeting of April 25, 2025:

Nature of delegation	Resolution	Maximum duration	Maximum nominal amount
Delegation of authority to the Board of Directors to increase the share capital by capitalizing reserves, profits, premiums or any other amount that may be capitalized	18th	26 months	82 million euros (around 20% of share capital)
Delegation of authority to the Board of Directors to increase the share capital by issuing, with pre-emptive subscription rights, shares and/or equity securities giving access to other equity securities and/or entitling holders to the allotment of debt securities and/or securities giving access to equity securities to be issued.	19th century	26 months	206 million euros(1) (i.e. around 50% of share capital) 750 million euros for debt securities(4)
Delegation of authority to the Board of Directors to increase the share capital by issuing, without pre-emptive subscription rights, shares and/or equity securities giving access to other equity securities and/or giving entitlement to the allotment of debt securities and/or securities giving access to equity securities to be issued with a mandatory priority period, in connection with public offerings other than those covered by Article L. 411-2 of the French Monetary and Financial Code.	20th	26 months	82 million euros(1)(2) (around 20% of share capital) 750 million euros in debt securities(4)
Delegation of authority to the Board of Directors to increase share capital by issuing, without pre-emptive subscription rights, shares and/or equity securities giving access to other equity securities and/or giving entitlement to the allotment of debt securities and/or securities giving access to equity securities to be issued with an optional priority subscription period, in connection with public offerings other than those covered by Article L. 411-2 of the French Monetary and Financial Code (6)	21st	26 months	40 million euros(1)(2)(3) (i.e. around 10% of share capital) 750 million euros for debt securities(4)
Delegation of authority to the Board of Directors to increase share capital by issuing, without pre-emptive subscription rights, shares and/or equity securities giving access to other equity securities and/or entitling holders to the allotment of debt securities and/or securities giving access to equity securities to be issued, in connection with public offerings governed by Article L. 411-2 of the French Monetary and Financial Code (Code monétaire et financier).	22nd	26 months	40 million euros(1)(2)(3) (i.e. around 10% of share capital) 750 million euros for debt securities(4)
Authorization for the Board of Directors to increase the amount of issues with or without pre-emptive subscription rights	23rd	26 months	Limit provided for by applicable regulations

Nature of delegation	Resolution	Maximum duration	Maximum nominal amount
			(currently 15% of the initial issue) [1] 750 million euros for debt securities [4]
Delegation of authority to the Board of Directors to increase the share capital by issuing shares and/or equity securities giving access to other equity securities and/or giving entitlement to the allotment of debt securities and/or securities giving access to equity securities to be issued, in consideration for contributions in kind.	24th	26 months	10% of share capital[1][2][3] 750 million euros for debt securities[4]
Authorization for the Board of Directors to grant existing shares or shares to be issued, without pre-emptive subscription rights for existing shareholders, to certain employees and officers of the Company and its affiliates.	25th	18 months	0.5% of share capital[1]
Delegation of authority to the Board of Directors to increase the Company's capital, without pre-emptive subscription rights for existing shareholders, by issuing shares in the Company reserved for members of a company savings plan.	26th	26 months	12 million euros[1][5] (around 3% of share capital)
Delegation of authority to the Board of Directors to increase share capital by issuing shares without pre-emptive subscription rights for a specified category of beneficiaries	27th	18 months	12 million euros[1][5] (around 3% of share capital)

[1] The maximum aggregate par value of capital increases that may be carried out under this authorization will be deducted from the overall ceiling of 206 million euros for immediate and/or future capital increases.
[2] The maximum aggregate par value of capital increases that may be carried out under this authorization is to be deducted from the sub-ceiling of 82 million euros for capital increases without pre-emptive subscription rights through public offerings (with a priority subscription period).
[3] The maximum aggregate par value of capital increases that may be carried out under this authorization is to be deducted from the sub-ceiling of 40 million euros for capital increases carried out without pre-emptive subscription rights through public offerings (with or without a priority subscription period).
[4] The maximum aggregate par value of debt securities that may be issued under this authorization shall be deducted from the overall ceiling of 750 million euros for debt securities.
[5] Overall ceiling of 12 million euros applicable to capital increases carried out under the 26th and 27th resolutions.
[6] Including in connection with a public exchange offer initiated by the Company (art. L. 22-10-54 of the French Commercial Code).

8.10 Significant agreements entered into by the Company that are modified or terminated in the event of a change of control of the Company

8.10.1 Liquidity contract

On December 20, 2019, the Company signed an AMAFI liquidity contract with Rothschild Martin Maurel for the trading of its own shares on the Euronext Paris regulated market. This liquidity contract came into effect on January 6, 2020, for an initial term of 12 months, tacitly renewable for successive 12-month periods. 2,500,000 was credited to the liquidity account.

In November 2020, an amendment to the liquidity contract was signed to increase the amount allocated to the liquidity account by €900,000.

On March 21, 2024, a new amendment to the liquidity contract was signed, increasing the amount allocated to the liquidity account by €1,600,000 to €5,000,000.

In accordance with the provisions of article 5 of AMF decision no. 2021-01 of June 22, 2021 concerning the renewal of the introduction of liquidity contracts for equity securities as an accepted market practice, this contract was suspended at the start of the pre-offer period and will remain suspended until the close of the Offer.

8.10.2 Syndicated credit facility and revolving credit agreement

On April 17, 2023, the Company set up a €1.1 billion syndicated credit facility (the "**Syndicated Loan Agreement**"):

- a *Term Loan* for an initial amount of 550 million euros; principal amounts outstanding under the Term Loan at March 31, 2025 amount to 200 million euros after partial repayment in November and December 2024 of 350 million euros in principal, and

- a revolving credit facility (RCF) of 550 million euros (including a Swingline credit facility with a maximum principal amount of 50 million euros), undrawn at March 31, 2025.

The margin applicable to the term loan is 1.75% above Euribor, and the margin applicable to the revolving credit facility is 1.25% above Euribor. In both cases, these margins may be adjusted in accordance with the provisions of the Syndicated Loan Agreement, depending on the Company's ESG performance and level of financial leverage (total net debt to adjusted EBITDA).

In addition, on December 5, 2024, the Company set up a revolving credit *facility* (RCF) for a maximum principal amount of 250 million euros (including a Swingline credit facility for a maximum principal amount of 25 million euros) (the "**Revolving Credit Facility"** and together with the Syndicated Credit Facility, the "**Existing Credit Facilities**"). The Revolving Facility Agreement has a maturity of three years, which can be extended twice by a further year. The applicable margin under the Revolving Credit Facility has initially been set at 0.80% above Euribor, subject to adjustment at any time depending on the Company's long-term credit rating. The credit line under the Revolving Credit Facility was undrawn at March 31, 2025.

The Existing Credit Agreements provide for early repayment and/or cancellation in the event of a change of control of Verallia, at the request of any lender within 15 business days of receipt of the credit agent's notification to the lenders of the Company's notification to the credit agent of the occurrence of such an early repayment/cancellation event.

Thus, if the Offer is successful, the aforementioned change of control clause could be triggered as soon as the Offer is settled and delivered, and the early repayment and/or early cancellation of the Existing Loan Agreements could be required by the lenders under the aforementioned conditions.

In order to maintain these financing arrangements in the event of the completion of the Offer, on April 24, 2025 the Company initiated a process with the lenders concerned aimed at obtaining within the next few weeks, by way of an amendment (the "**Loan Amendments**"), a modification to the change of control clause of the Syndicated Loan Agreement and the Revolving Loan Agreement so that, in the event that the said amendments were accepted by the lenders in accordance with the applicable majority rules, this clause could not be triggered as a result of the completion of the Offer.

In anticipation of the eventuality that the consent of the lenders required under the Amending Loans would not be obtained, on April 23, 2025 the Company entered into a commitment letter with a banking syndicate providing for the provision of financing through the signature, at the Company's request, of a *backstop* credit agreement (the "**Backstop Credit Agreement"**) in order, in particular, to refinance all or part of the indebtedness due under the Existing Credit Agreements, comprising:

i. a term loan, the main features of which are described below (the "**Term Loan**");

Maximum amount	230 000 000 €
Interests	Euribor + initial margin of 0.6% p.a. (subject to a mechanism for increasing the margin in line with the period elapsed since the Backstop Credit Agreement was signed, in accordance with the terms of the Backstop Credit Agreement, up to a maximum of 1.05% p.a.).
Interest period	three (3) or six (6) months
Deadline	1 year from the date of signature of the Backstop Credit Agreement

ii. a revolving credit facility (including a *swingline* credit facility for a maximum principal amount of €75,000,000 (the "**Swingline Credit Facility**")), the main features of which are described below (the "**RCF Credit Facility"** and together with the Term Loan, the "**Backstop Credit Facilities**"); and

Maximum amount	800 000 000 €
Interests	Euribor + Initial margin of 0.6% p.a. (subject to a mechanism for increasing the margin in line with the period elapsed since the Backstop Credit Agreement was signed, in accordance with the terms of the Backstop Credit Agreement, up to a maximum of 1.05% p.a.).
Interest period	one (1), three (3) or six (6) months (or any shorter interest period in respect of a Swingline Credit drawdown)
Deadline	1 year from the date of signature of the Backstop Credit Agreement

In the event that all or part of the credit lines made available under the Backstop Credit Agreement are drawn down by the Company, the Company intends to refinance these credit lines by arranging new bank and/or bond financing.

8.10.3 Sustainability-linked bonds and senior bonds

On May 14, 2021 and November 10, 2021, the Company issued two *sustainability-linked* bonds, in line with the *Sustainability-Linked Bond Principles* of the *International Capital Markets Association*

– a *sustainability-linked* bond with a principal amount of 500 million euros, maturing in 7 years and bearing interest at a fixed rate of 1.625% per annum (the "**2028 Bonds**"); and

– a *sustainability-linked* bond with a principal amount of 500 million euros, maturing in 10 years and bearing interest at a fixed rate of 1.875% per annum (the “**2031 Bonds**” and together with the 2028 Bonds, the “**Bonds**”).

On November 4, 2024, the Company issued senior bonds in euros for a total of 600 million euros with an 8-year maturity and a fixed annual interest rate of 3.875% (the “**2032 Bonds**”).

If the Offer is successful, the change-of-control clauses provided for in the terms and conditions of the 2028 Bonds and the 2031 Bonds will be triggered as soon as the Offer is settled.

With regard to the 2032 Bonds, the put option in the event of a change of control would only be triggered in the event that the change of control following completion of the Offer were to be accompanied by a withdrawal or downgrade below investment grade of the Company's long-term financial rating by S&P and/or Moody's the “**Company Rating Event**”), it being specified that a Company Rating Event will be deemed not to have occurred, if the relevant rating agency does not publicly state or confirm that such Company Rating Event results, in whole or in part, from the change of control (actual or potential).

Based on the Company’s discussions with the rating agencies S&P and Moody's and their respective publications, there is currently no indication that an Event relating to the Company's Rating could occur in connection with the change of control that would result from the completion of the Offer.

The put option in the event of a change of control in respect of the 2032 Bonds may, however, under certain conditions, be triggered during a period of up to 5 months following settlement-delivery of the Offer, if an Event Relating to the Company's Rating occurs during this period.

If the change of control clauses were triggered, each Bondholder would have the right to require the Company to repurchase all the Bonds it holds at their nominal value plus accrued interest (the “**Put Option**”).

In order to maintain the 2028 and 2031 Bonds in place and avoid their early redemption, in whole or in part, following the exercise of the *Put Option* by the bondholders, the Company has, on April 28, 2025, in accordance with the provisions of article L.228-65, I of the French Commercial Code, convened bondholders' meetings for the 2028 Bonds and the 2031 Bonds on May 13, 2025 on first call, and, should the legal quorum of 20% not be reached on first call, on May 19, 2025, in order to submit for their approval (the “**Consent Solicitation**”) a proposed *waiver* of the right of each holder of the 2028 Bonds and the 2031 Bonds to exercise its Put Option in the event of a change of control linked to the completion of the Offer.

In addition, in the event of a Rating Event for the Company under the conditions described above, the Company may, in order to maintain the 2032 Bonds in place and avoid their early redemption, in whole or in part, following the exercise of the *Put Option* by the bondholders, convene the holders of the 2032 Bonds at a general bondholders' meeting in order to submit for their approval a proposal to *waive* the right of each holder of the 2032 Bonds to exercise its *Put Option* in the event of a change of control and a Rating Event relating to the completion of the Offer.

A consent fee of 0.25% of the nominal amount of the Bonds would be paid by the Company to all Bondholders who voted in the Bondholder Consultation (whether or not they voted in favor of the resolutions presented) (i.e. a maximum amount of 2.5 million euros for the 2028 Bonds and the 2031 Bonds), provided that the *waiver* has been granted by the general meeting of the Bondholders concerned.

In the event that the *waiver* is not obtained from the Bondholders as part of the Bondholder Consultation, the holders of the Bonds concerned will retain their right to exercise the *Put Option*. Consequently, as from the settlement-delivery of the first period of the Offer (or, for the 2032 Bonds, up to 5 months following the settlement-delivery of the first period of the Offer, if the Event relating to the Company's Rating occurs thereafter), each Bondholder concerned would be entitled to request from the Company the redemption of the Bonds held by it, at their nominal value plus accrued interest

In order to cover the financing of the redemption of Bonds for which the Put Option is exercised, in the event of total or partial failure of the Consent Solicitation, or if an Event Relating to the Company's Rating occurs after the settlement-delivery of the first period of the Tender Offer, without a *waiver* having been obtained from the holders of the 2032 Bonds, the Company intends to enter into a bridging loan agreement (the "**Bridging Loan Agreement**") in order to refinance the debt owed by the Company in respect of the Bonds for which the Put Option is exercised, by means of a term loan, the characteristics of which are described below (the "**Bridging Loan**"):

Maximum amount	1,600,000,000 (which may be reduced to €1,000,000 in the absence of an Event relating to the Company's Rating and the non-triggering of the change of control clause in respect of the 2032 Bonds)
Interest rates	Euribor + initial margin of 0.6% p.a. (subject to a mechanism for increasing the margin in line with the period elapsed since signature of the Bridge Facility Agreement, in accordance with the terms of the Bridge Facility Agreement, up to a maximum of 1.85% p.a.).
Interest period	three (3) or six (6) months
Deadline	1 year from the date of signature of the Bridge Facility Agreement with two 180-day extension options.

Should all or part of the credit lines made available under the Bridge Facility Agreement be drawn down by the Company, the Company intends to refinance these loans by arranging new bank and/or bond financing.

8.10.4 Factoring programs

The Group has a pan-European factoring program initially set up in 2015 and notably increased in 2022 for a period of 3 years to a maximum amount of 500 million euros with Crédit Agricole Leasing et Factoring (CALF). In 2024, the English subsidiary acquired in 2022 and the Italian subsidiary acquired in 2024 set up factoring programs.

The Group's factoring programs with CALF include an early termination clause in favor of CALF in the event of a change of control of the Company.

On April 24, 2025, the Company initiated a process with CALF aimed at obtaining, within the next few weeks, an amendment to the change of control clause so that, should the said amendment be accepted by CALF, the clause could not be triggered as a result of the completion of the Offer.

8.10.5 Amortizable loan contract

On May 21, 2024, the Company entered into an amortizable loan agreement with Bpifrance (an affiliate of Bpifrance Participations, a shareholder of the Company, and Bpifrance Investissement, a member of the Board of Directors). Amounts outstanding under this loan at March 31, 2025 amount to 23 million euros.

The amortizable loan contract provides for early repayment in the event of a change of control of Verallia, at the request of Bpifrance within 30 calendar days of the change of control.

On April 24, 2025, the Company initiated a process with Bpifrance aimed at obtaining, within the next few weeks, a *waiver* from Bpifrance of the right to request early repayment of the loan in the event of triggering of the change of control clause in connection with the completion of the Offer.

<u>8.10.6 Estimated cost of refinancing related to the Offer</u>

The maximum total cost of refinancing the Group, net of the Offeror's undertakings, would represent €0.40 per Verallia share (see paragraph 6.2 of the independent expert’s report attached as Appendix 2 to this Draft Response Document). In addition, pursuant to the terms of the Engagement Letter, at the request of the Company’s management, the Offeror has undertaken to assume a part of the exceptional costs to which the Company would be exposed in connection with the refinancing or renegotiation of certain of its existing financing agreements as a result of the Offer, up to a maximum of €12.5 million depending on the final amount of such costs.

8.11 Agreements providing for indemnities for members of the Company’s Board of Directors or employees if they resign or are dismissed without just cause, or if their employment is terminated as a result of a tender offer

The Company has put in place agreements providing for termination benefits for the Chief Executive Officer.

The gross severance pay payable to the Chief Executive Officer is equal to a maximum of 150% of the sum of his fixed and variable remuneration for the last twelve months prior to the effective termination of his term of office. It would be payable in the event of removal from office as Chief Executive Officer, except in the event of removal for gross negligence or serious misconduct. The performance conditions applicable to this severance payment are based on the average rate of achievement of the objectives relating to the financial and CSR criteria of the Chief Executive Officer's variable compensation over the last two years prior to the end of his term of office. This average rate of achievement must be greater than or equal to 70% for the severance payment to be paid in full. If the average target attainment rate is less than 70% over the last two years prior to the end of the Chief Executive Officer's term of office, no severance payment will be due.

The Chief Executive Officer is also subject to a 12-month non-competition undertaking, in respect of which he will receive a flat-rate monthly indemnity equal to 1/12th of 70% of the sum of his fixed and variable remuneration for the last twelve months prior to the effective termination of his term of office. In the event of the combined application of the severance payment described above and the non-competition payment, the combined amount of these two payments may not exceed an amount corresponding to the sum of the fixed and variable remuneration received by the Chief Executive Officer over the two years preceding the effective termination of his term of office.

9 PROCEDURES FOR PROVIDING OTHER INFORMATION ABOUT THE COMPANY

Other information relating to the Company's legal, financial and accounting characteristics will be filed with the AMF no later than the day before the opening of the Offer. In accordance with article 231-28 of the AMF's General Regulations, they will be available on Verallia's website (https://www.verallia.com/investisseurs/) and on the AMF's website (www.amf-france.org) the day before the opening of the Offer, and may be obtained free of charge from Verallia's registered office at 31 Place des Corolles, Tour Carpe Diem, Esplanade Nord, 92400 Courbevoie.

10 PERSON RESPONSIBLE FOR THE DRAFT RESPONSE DOCUMENT

"To the best of my knowledge, the information contained in the Draft Response Document is accurate and contains no omission likely to alter its scope.

Mr. Patrice Lucas
Chief Executive Officer,
Verallia

<u>Appendix 1</u>

Opinion of the Verallia European Works Council

Opinion of EWC Verallia employee representatives on BWGI's proposed takeover bid for Verallia:

In accordance with Article 7.2 of the agreement of 23 September 2016 on the constitution and operation of Verallia's European Works Council, as well as Directive 2009/38/EC, the elected representatives of the European Works Council were consulted regarding the proposed filing of a voluntary takeover bid by BWGI for Verallia S.A. with the Autorité des Marchés Financiers (AMF).

However, the consultation procedure took place under rushed conditions, even before the draft was officially submitted to the AMF. In addition, several key elements were missing from this consultation, which prevents the staff representatives from making an informed decision. It's difficult to give an informed opinion without the essential information for informed decision-making. Normally, the group works council issues its opinion after the submission of the offer to the AMF by its author, with more information than was provided in this case.

After an in-depth analysis of the situation, the elected representatives have reservations about this project for several major reasons:

1. **Geopolitical strategy and uncertainties:**

BWGI's takeover bid is based on an expansion strategy aimed at increasing volumes, but in a generally uncertain geopolitical context. Economic and political uncertainties make this approach risky, even dangerous for the future of Verallia and its employees in the medium and long term. The solidity of this strategy therefore remains highly questionable.

2. **Commitments concerning the organisation and policy of human resources:**

Although BWGI says that no organizational or human resources policy changes are planned as a result of the takeover, this promise seems contradictory to the objective of achieving a majority beyond 50% of the capital. If no changes are envisaged, why seek to increase this participation? It is important to remember that when Verallia was sold to Apollo in 2015, similar commitments were made before a complete reorganization of the management took place in just 15 months.

3. **Respect for employees' social benefits:**

The elected representatives stress the need to guarantee the respect of employees' rights, especially in the event of changes at the management level. It is essential that leaders respect social commitments and maintain a genuine social dialogue, based on transparency and trust. It is also crucial that Verallia's social policy evolves to protect the interests of employees and guarantee their rights. Since Verallia left the Saint-Gobain group, the pressure on employees has increased. No guarantee is given regarding compliance with the commitments after three years. We do not know whether the takeover by BWGI will improve or worsen the terms of employment. The author of the offer is only counting on an increase in profits in his business plan, without providing guarantees on the working conditions of the employees. There is therefore no reason to give a favourable opinion. The author of the offer says that he wants to continue the strategy of the current management, but for the EWC this policy constitutes too much pressure on the employees.

4. **Dividends and debt financing:**

The EWC wants BWGI to commit to waiving dividend payments in the event of a difficult year, as was the case during the COVID-19 pandemic, when dividends were not paid in cash. As such, the EWC is not in favour of BWGI financing its takeover bid with debt, even in part, as this would entail the need to regularly raise dividends to pay interest charges, thus further weakening the company.

5. **Retention of employee directors:**

BWGI proposes to maintain at least three independent members on Verallia's Board of Directors until the 2028 Annual General Meeting, while providing for at least one-third of the directors to be independent. We ask that the two employee directors be maintained, regardless of the number of members on the board of directors.

Conclusion :

This project mainly aims to achieve a strong financial return for shareholders, without presenting a clear industrial vision or strategic project for the future of the company. Who will really benefit from this operation if the industrial ambition remains invisible?

The transaction could be financed largely by debt, which increases the risks for Verallia, especially in an uncertain economic context. By betting on debt, the company is weakening, with the sole aim of guaranteeing shareholder returns through dividends.

If BWGI says it wants to keep Verallia on the stock market for three years, nothing will prevent it from changing its mind. A delisting remains possible, which would reduce transparency and limit the rights of employee shareholders. What will a promise be worth in three years, once control has been acquired?

Social commitments remain vague. No guarantee is given regarding the continuation of employment, sites or working conditions.

For these reasons, the CEEV staff representatives are therefore issuing an unfavourable opinion on this proposed takeover bid.

Vote on BWGI's proposed takeover bid for Verallia:

Favourable : 4

Unfavourable: 7

Abstention: 2

Paris, 9 April 2025

Appendix 2

Independent expert's report

This document is an unofficial English-Language translation of the fairness opinion (attestation d'équité) rendered by the firm Ledouble on April 25, 2025. In the event of any differences between this unofficial English-language translation and the French fairness opinion, the official French fairness opinion shall prevail.

Ledouble

VERALLIA

31 Place des Corolles
Tour Carpe Diem, Esplanade Nord
92400 Courbevoie

PUBLIC TENDER OFFER

FAIRNESS OPINION

Ledouble SAS - 8, rue Halévy - 75009 PARIS
Tel. 01 43 12 84 85 - E-mail info@ledouble.fr
Accounting and auditing firm
Registered with the Ordre des Experts Comptables and the Compagnie des Commissaires aux Comptes de Paris.
Simplified joint stock company with capital of 438,360 euros €
RCS PARIS B 392 702 023 - Intracommunity VAT FR 50 392 702 023

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GLOSSARY, ACRONYMS AND ABBREVIATIONS

2025-2027 LRP	Budget data and financial projections to 2025-2027 - Long-Range Planning
Related Agreements and Transactions	Agreements and transactions related to the Offer
Share(s)	Verallia share(s)
Excluded Shares	Excluded Shares from the Offer due to their unavailability
Free Shares under a Vesting Period	Shares allocated free of charge under FS plans set up since 2023, for which the vesting period will expire after the Offer closing date
Unavailable Free Shares	Directors' Unavailable Free Shares and Free Shares under a Vesting Period
Management’s Unavailable Free Shares	Free shares allocated to Group management under Free Shares Plans introduced since 2019 subject to a retention period until the transfer of their holders' functions
Shareholders	Verallia Shareholders whose shares are targeted by the Offer
FS	Free Shares plans
AMF	French Market Authority (*Autorité des Marchés Financiers*)
CNA	Consolidated net assets
ANA	Adjusted net asset
General Meeting(s)	General meeting(s) of Shareholders
Fairness opinion	Conclusion of the report
Reasoned opinion	Reasoned opinion of the Board of Directors on the Offer

WC	Working capital
bp	Basis point
BWGI	Brasil Warrant Gestão de Investimentos Ltda, the management company of Kaon V, which is the Bidder of the Offer
BWSA	Brasil Warrant Administração de Bens e Empresas S.A., controlling shareholder of BWGI
T/O	Turnover
CAGR	Compound Annual Growth Rate
Capex	Capital Expenditure
Target	Verallia
VWAP	Volume-weighted average price(s)
Ad Hoc Committee	Committee within the Board of Directors in charge of monitoring the work of the Independent Expert
BWGI Press Release dated February 3, 2025	Press release confirming the possibility of a voluntary public tender offer for the Verallia Shares held by BWGI, with no intention of delisting the company
BWGI Press Release dated March 10, 2025	Press release confirming BWGI's commitment to Verallia and its intention to file a voluntary public tender offer for the Company's shares
Verallia Press Release dated February 3, 2025	Company press release in response to BWGI press release dated February 3, 2025
Verallia Press Release dated February 5, 2025	Press release concerning the creation of an ad hoc committee within the Board of Directors
Verallia Press Release dated February 19, 2025	Press release related to the Group's 2024 annual results
Verallia Press Release dated March 10, 2025	Press release related to the confirmation of BWGI's proposed public tender offer for the Shares
Stock Market Comparables	Panel of companies used for the analog valuation of the Group and the Share using stock market multiples
Advisors	Legal and financial advisors to the Company and to the Ad Hoc Committee, legal advisor to the Bidder
Board of Directors	Verallia Board of Directors (*Conseil d'administration*)
Company's Advisors	Verallia's legal advisor (White & Case) and financial advisor (Rothschild & Co)
Bidder's Advisors	BWSA's legal advisor (Bredin Prat) and financial advisor (Lazard)
Ad Hoc Committee's Advisors	Ad Hoc Committee's legal advisor (Darrois, Villey, Maillot, Brochier) and financial advisors (Morgan Stanley)
Reference Date	January 30, 2025

DCF	Discounted Cash Flow
DDM	Dividend Discount Model
URD	Universal registration document
Management	Management of the Company
EBIT	Earnings Before Interests and Taxes
EBITDA	Earnings Before Interests, Taxes, Depreciation & Amortization
Adjusted EBITDA	Operating income restated for depreciation and amortization, restructuring costs, acquisition-related costs, the effects of hyperinflation, costs related to management shareholding plans, the effects of disposals and subsidiary risks, site closure costs and other items.
EBITDA - Capex	EBITDA less Capex
Sponsoring Institutions	Bank of America Europe DAC (BofA) and Crédit Agricole CIB (CA-CIB)
Multicriteria Evaluation	Multicriteria evaluation of the Action
Independent Expert	Ledouble
CMF	Corporate mutual funds (*Fonds commun de placement d'entreprise (FCPE)*)
IMF	International Monetary Fund
Group	Company and its subsidiaries
Guidance	Free cash flow generation in 2025 of around €200mand Adjusted EBITDA in 2025 close to that of 2024 (*i.e.* €842.m initially), as communicated to the market in the publication related to the Group's 2024 annual results
DTA / DTL	Deferred tax assets / Deferred tax liabilities
IFRS	International Financial Reporting Standards
Bidder	Kaon V, a sub-fund of Kaon Investment Fund ICAV (based in Ireland) and a direct 28.84% shareholder in Verallia
Ledouble	Ledouble SAS
Commitment Letter	Commitment letter specifying and supplementing the Bidder's intentions following the Offer, sent by the Bidder to the Board of Directors on 23 April 2025
Liquidity Mechanism	Liquidity mechanism that would, under the conditions described in the Draft Offer Document, be offered to the Holders of Unavailable Free Shares of the Company in the event of illiquidity
Mission	Ledouble's independent expertise in the context of the Offer

Draft Offer Documents	Draft Offer Document and Draft ResponseDocument submitted to the AMF
T-Bonds	Fungibles Treasury Bonds (*Obligations assimilables du Trésor (OAT)*)
Offer	Public tender offer by Kaon V
Reopened Offer	In the event of a successful Offer, it will be reopened no later than ten trading days after publication of the final result of the Offer
PIP	Performance Improvement Plan
IGSP	International Group Savings Plan (*plan d'épargne de groupe international (PEGI)*)
PER	Price earning ratio
Explicit Period	Business Plan forecast period covering 2025 to 2027
Extrapolation Period	Business Plan extrapolation period covering 2028 to 2029
Business Plan	Company business plan drawn up by Management (2025-2027 LRP) and approved with the 2025 budget by the Board of Directors on December 4, 2024
Free Share Plans / FS Plans	Free share plans granted to Group executives since 2019
Offer Price	€30.00 (2024 dividend of €1.70 attached)
Draft Offer Document	Draft offer document filed by the Bidder with the AMF
Draft Response Document	Draft response document to be filed by the Target with the AMF
Q&A	Q&A
AR	Annual financial report
Report	Independent expertise report by Ledouble
OI	Operating income
CSR	Corporate social responsibility
SOTP	Sum of the parts
Company	Verallia
Comparable Transactions	Transactions panel for analog Group and Share valuation using transaction multiples
CGU	Cash-generating unit
EV	Enterprise value
WACC	Weighted Average Cost of Capital

1. Introduction

Ledouble SAS ("**Ledouble**") was appointed on February 19, 2025 by the Board of Directors (the "**Board of Directors**") of Verallia (the "**Company**"), on the proposal of the ad hoc committee within the Board of Directors (the "**Ad Hoc Committee**")[1] , as independent expert (the "**Independent Expert**") in connection with the proposed public tender offer initiated by Brasil Warrant Administração de Bens e Empresas S. A. ("**BWSA**"[2]) *via* Brasil Warrant Gestão de Investimentos Ltda ("**BWGI**"), the management company of Kaon V (the "**Bidder**"), a direct shareholder of the Company[3], for the Verallia shares[4] not already held by the Bidder (the "**Offer**").

The proposed Offer was the subject of several press releases issued by:

- the Bidder, dated February 3, 2025[5] (the "**BWGI Press Release dated February 3, 2025**") and March 10, 2025[6] (the "**BWGI Press Release dated March 10, 2025**");

- the Company, dated February 3, 2025[7] (the "**Verallia Press Release dated February 3, 2025**"), February 5, 2025[8] (the "**Verallia Press Release dated February 5, 2025**"), February 19, 2025[9] (the "**Verallia Press Release dated February 19, 2025**") and March 10, 2025[10] (the "**Verallia Press Release dated March 10, 2025**")

On April 24 2025, BWGI filed the Bidder's draft offer document[11] (the "**Draft Offer Document**") with the *Autorité des marchés financiers* (AMF), prior to the filing of the Company's draft response document (the "**Draft Response Document**"), which contains this report.

The independent expertise mission entrusted to Ledouble (the "**Mission**") consists in certifying the fairness of the financial terms of the Offer (the "**Fairness Opinion**") for the Verallia shareholders whose shares are targeted by the Offer (the "**Shareholders**" or the "**Shareholder**" considered individually), with regard to the financial terms of the Offer summarized in the aforementioned press releases and detailed in the Draft Offer Document, i.e., with regard to the Offer price proposed by the Bidder for the Verallia share (the "**Share**"), **€30.00** (2024 dividend of €1.70 attached) per Share (the "**Offer Price**").

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[1] In accordance with Article 261-1 III of the AMF General Regulation.
[2] BWSA is controlled by the Brazilian Moreira Salles family.
[3] BWGI, whose controlling shareholder is BWSA, acts as the management company of Kaon V, a sub-fund of Kaon Investment Fund ICAV and a direct shareholder of Verallia.
[4] With the exception of treasury shares, which will not be tendered to the Offer.
[5] "Verallia press release, February 3, 2025.
[6] "BWGI confirms its commitment to Verallia and will file a voluntary Tender Offer for the Company's shares", March 10, 2025.
[7] "Reaction to today's BWGI press release", February 3, 2025.
[8] "Constitution of a ad hoc committee within the Board of Directors", February 5, 2025.
[9] "Annual results 2024: Robust profitability with EBITDA margin over 24% in a difficult market; organic volume growth confirmed in Q4", February 19, 2025, pp. 8-9.
[10] "Confirmation of BWGI's proposed public offer for Verallia shares, without delisting", March 10, 2025.
[11] "Draft public tender offer for the shares of Verallia initiated by Kaon V," April 24, 2025.

1.1. Legal framework for Ledouble intervention

This independent expertise report (the "**Report**"), which concludes with the Fairness Opinion, has been prepared in accordance with Article 262-1 of the AMF's General Regulations, AMF application instructions n°2006-07[12] and n°2006-08[13] , and AMF recommendation n°2006-15[14].

As mentioned in the Verallia Press Release dated February 5, 2025 and in the Verallia Press Release dated February 19, 2025, and in accordance with the provisions of article 261-1 III of the AMF's general regulations, Ledouble was appointed by the Board of Directors on the proposal of the Ad Hoc Committee[15] in charge of monitoring the work of the Independent Expert and preparing a reasoned opinion of the Board of Directors on the Offer (the "**Reasoned Opinion**").

Following our appointment as Independent Expert by the Board of Directors on February 19, 2025, the Company sent us[16] on the same day an engagement letter specifying the regulatory basis for our appointment, as well as any potential conflicts of interest identified; this engagement letter, shown in **Appendix 1**, specifies that our appointment falls within the scope :

- Article 261-1 I [17] et seq. of the AMF's General Regulations, it being specified that in the present case, the referral to the Independent Expert under the terms of Article 261-1 I of the AMF's General Regulations is motivated by the existence of conflicts of interest within the Board of Directors due to the presence of representatives of the Bidder on the Board and the holding of shares in the Company by some of its members;

- more specifically, paragraphs 2° and 4° of article 261-1 I of the AMF's general regulations, should agreements and transactions related to the Offer be concluded;

- AMF application instruction no. 2006-07; and

- AMF application instruction no. 2006-08, itself supplemented by AMF recommendation no. 2006-15.

[12] "Takeover bids".
[13] "Independent expertise".
[14] "Independent expertise of financial transactions".
[15] The Ad Hoc Committee is made up exclusively of independent directors: Marie-José Donsion, who chairs it, Didier Debrosse and Pierre Vareille.
[16] Pursuant to Article 1 of AMF Instruction 2006-08.
[17] Article 261-1 I of the AMF's General Regulations stipulates that "*A company which is the target of a takeover bid shall appoint an independent expert when the transaction is likely to generate conflicts of interest within its board of directors [...], likely to undermine the objectivity of the reasoned opinion [...] or call into question the equality of the shareholders or holders of the financial instruments which are the subject of the bid*".

1.2. Ledouble's independence and competence

Ledouble is independent of the parties involved in the Offer, in particular the Company, the Bidder and its shareholders, as well as the Company's legal[18] and financial advisors[19] (the "**Company's Advisors**"), the legal advisors[20] and financial advisors[21] of the Ad Hoc Committee (the "**Ad Hoc Committee's Advisors**"), the legal advisors[22] and financial advisors[23] of the Bidder (the "**Bidder's Advisors**") and the sponsoring institutions[24] of the Offer (the "**Sponsoring Institutions**")[25].

We confirm that we are independent within the meaning of Articles 261-1 et seq. of the AMF General Regulations, and that we meet the conditions set out in Article 261-4 of the AMF General Regulations:

- we are not involved in any of the conflicts of interest referred to in Article 1 of AMF Instruction 2006-08;
- to date, we have not intervened within the Group, and the frequency of our interventions with the Sponsoring Institution is not likely to affect our independence[26];
- we attest to the absence of any known past, present or future relationship with the legal entities and individuals involved in the Offer, which could affect our independence and the objectivity of our judgment in the exercise of our Mission.

We were therefore able to carry out the Mission with complete independence.

We also have the human[27] and material[28] resources needed to make it happen.

The skills of the team who carried out the Mission are listed in **Appendix 6**.

1.3. Due diligence

We conducted our procedures in accordance with the requirements of articles 262-1 et seq. of the AMF General Regulation, AMF application instructions 2006-07 and 2006-08, and AMF recommendation 2006-15 (section 1.1).

The program of work implemented, and the amount of fees received in connection with the Mission are shown in **Appendix 2**, and the timetable in **Appendix 3**.

The document base used to support our work is shown in **Appendix 5**.

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[18] White & Case.
[19] Rothschild & Co.
[20] Darrois, Villey, Maillot, Brochier.
[21] Morgan Stanley.
[22] Bredin Prat.
[23] Bank of America Europe DAC (BofA), Crédit Agricole CIB (CA-CIB) and Lazard.
[24] Bank of America Europe DAC (BofA) and Crédit Agricole CIB (CA-CIB); CA-CIB guarantees the content and irrevocable nature of the undertakings given by the Bidder in connection with the Offer.
[25] A list of the main people met and/or contacted during the Mission is given in **Appendix 4**.
[26] The independent public appraisals we have carried out are listed in **Appendix 7**, together with the names of the sponsoring institutions.
[27] The skills of the team who carried out the Mission are listed in **Appendix 6**.
[28] Our documentary resources and databases are listed in **Appendix 5**.

Our work consisted of:

- on the one hand, by acquainting ourselves with the context and legal framework of the Offer, the characteristics of BWSA, BWGI and the Bidder, and the activities and environment of the Company and its subsidiaries (the "**Group**") and, on completion of a diagnosis based on this information, a multicriteria valuation of the Group and the Share, and an analysis of the Offer Price in relation to the results of this valuation, with a view to assessing its fairness in the context of the Offer, and with regard to situations of conflicts of interest within the Board of Directors (§ 1.1);

- secondly, to assess the impact of items that may be assimilated to related agreements and transactions to the Offer within the meaning of paragraphs 2° and 4° of article 261-1 I of the AMF's General Regulations (the "**Related Agreements and Transactions**"), which may be prejudicial to the interests of the Shareholders tendering their shares to the Offer (§ 1.1).

These procedures, which were performed in conjunction with our discussions with the Company's management (the "**Management"**), the members of the Ad Hoc Committee and the Board of Directors, as well as with representatives of the Bidder, of the boards of stakeholders[29] (together the "**Advisors**") and of the Sponsoring Institutions, focused in particular on :

- understanding the Group's strategy, its positioning in target markets and its competitive environment, in order to grasp the opportunities, threats and sectoral challenges it faces;

- use of public and regulated information and additional documentation of a legal, tax, accounting and financial nature concerning the Company and the Group[30] , useful for our work;

- a review of the deliberations of the Board of Directors and the decisions taken by the General Meeting prior to the proposed Offer;

- analysis of the Group's historical performance and investments, based on available accounting and management data and according to operating segments and cash-generating units defined and monitored by Group management on the basis of industrial organization and countries of operation;

- consultation of our sector documentation and extractions from our financial databases[31] relating to the Company and other players in the market in which it is positioned, as well as valuation multiples using stock market and transactional comparables;

- reading the Company's press releases and presentations to the market;

- an in-depth examination, in conjunction with our contacts, of the latest budgetary data and financial projections drawn up in accordance with the Group's usual procedures (the "**2025-2027 LRP[32]** ") and approved by the Board of Directors, on the one hand; and on the other hand, a comparison of these forecasts with information by sector, as well as previous forecasts drawn up by Group management[33], and actual results, on the other hand;

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[29] Legal advisor to the Bidder, legal advisor and financial advisor to the Company, legal advisor and financial advisor to the Ad Hoc Committee.

[30] Including the Universal Registration Document ("**URD**") 2024, as well as more broadly the accounting and financial information available since the Company's IPO in 2019.

[31] *Bloomberg* and *S&P Capital IQ*.

[32] *Long-range planning*.

[33] This includes the projections used for asset impairment tests for the last financial year ending December 31, 2024.

- analysis of the share price history since its listing on the stock market in 2019, as well as events and press releases issued by the Company to help interpret trends;
- the volume-weighted average share price over an average period prior to the announcement of the Proposed Offer[34];
- a review of the most recent[35] notes issued by the analysts responsible for monitoring the share, and the consensus reached on the share's value;
- the assessment of the Offer Price with regard to our multicriteria evaluation of the Share, as well as the analysis of the sensitivity of the results of this valuation to the key assumptions of the Group's management and to market and valuation parameters;
- comparison of the evaluation work carried out by the Sponsoring Institutions with our multicriteria valuation;
- acquaintance with the terms and conditions of the financing of the Offer;
- the study of elements assimilated to Agreements and Related Transactions, within the meaning of 2° and 4° of Article 261-1 I of the AMF General Regulation;
- an overall reading of the Draft Offer Document and the Draft Response Document (the "**Draft Offer Documents**") submitted to the AMF with a view to obtaining a decision on the compliance of the proposed Offer;
- in conclusion, the assessment of the financial conditions[36] of the Offer in the light of the multicriteria evaluation of the Share, as well as the elements assimilated to Related Agreements and Transactions.

1.4. Assertions obtained and limits of the Mission

We have obtained confirmation from the Management and representatives of the Bidder of the significant matters which we considered in connection with our engagement to prepare this report.

[34] With reference to January 30, 2025, as mentioned below
[35] Prior to and subsequent to the announcement of the contemplated Offer, which we have considered to be implicit from Friday January 31, 2025, in relation to rumors at that date about the possibility of a takeover bid; we have therefore used the close of trading on Thursday January 30, 2025 as a reference for analyzing the share price prior to the announcement of the proposed Offer.
[36] Under the terms of article 262-1 I of the AMF's general regulations, *"the independent expert shall draw up a report on the financial terms of the offer or transaction, the content of which shall be specified by an AMF instruction. [...]. The conclusion of the report is presented in the form of a fairness opinion*".

In accordance with standard independent expertise practice, we did not seek to validate the historical and forecast information provided to us, but only to verify its plausibility and consistency. In this respect, we considered that all the information provided to us by our contacts was reliable and given in good faith.

The Report does not constitute a recommendation to proceed with the Offer, which is a matter for the Board of Directors to decide in the Reasoned Opinion it will issue on the Offer. The Independent Expert cannot be held responsible for the entire content of the Offer Prospectus in which the Report is inserted, which is his sole responsibility.

1.5. Report plan

We present below, in succession:

- the parties to the Offer, as well as the context and terms of the Offer (§ 2);
- the Group's environment, activities and performance (§ 3);
- our valuation of the Share (§ 4);
- analysis of the elements of Share valuation used by the Sponsoring Institutions (§ 5);
- review of transactions related to the Offer (§ 6);
- observations made by shareholders (§ 7);
- the summary of our due diligence (§ 8);
- by concluding the Fairness Opinion (§ 9).

1.6. Presentation conventions

The amounts presented in the Report are expressed in :

- euros (€);
- million euros (€M);
- billion euros (€bn);
- billion dollars ($B).

Cross-references between parts and chapters are indicated by the § sign in brackets.

Any discrepancies in arithmetic checks are due to rounding.

Hyperlinks can be activated in the digital version of the Report.

2. Presentation of the Offer

2.1. Companies taking part in the Offer

2.1.1. Target

Verallia is a French public limited company (*société anonyme*) incorporated under French law, whose registered office is located 31, place des Corolles, Tour Carpe Diem, Esplanade Nord, Courbevoie (92400), France, and registered with Trade and Companies Register of Nanterre under number 812 163 913. Its share capital amounts to €408,321,248.14 and comprises 120,805,103 ordinary shares with a par value of €3.38 each, representing 143,526,169 theoretical voting rights (§ 2.3.1).

Verallia shares are listed on compartment A of the Euronext Paris market[37].

On the date of the announcement of the Offer, the Company's share capital was divided mainly between BWSA (28.84%), Invesco Ltd (10.24%), Bpifrance Participations (7.61%) and the public (46.48%), with the balance of the share capital made up of shares held by employees (CMF Verallia and direct shareholding) (4.37%) and treasury shares (2.56%) (§ 2.3.1)[38].

Created from Saint-Gobain's 2015 spin-off of its businesses, the Company is the apex entity of the Group, the European leader and world's third-largest producer of glass packaging for beverages and food products. With more than 16 billion glass bottles and jars produced annually to supply 10,000 customers of all sizes, the Group, present worldwide in a dozen countries, has an industrial base of 35 glass plants and a workforce of 11,000 employees.

2.1.2. Bidder

BWGI, which has held a stake in Verallia since its IPO in 2019, is a Brazilian asset management company founded in 2008 and controlled by BWSA, the Brazilian holding company of the Moreira Salles family and a long-term investor operating in partnership with leading companies in various business sectors[39], *via* several investment vehicles, including Kaon V, a subfund of Kaon Investment Fund ICAV (based in Ireland) and a direct 28.84% shareholder in Verallia (§ 2.1.1 and § 2.3.1).

In connection with the Offer, BWGI and BWSA are acting in concert with Kaon V in its capacity as Bidder.

Through its affiliates[40], BWGI is also the leading shareholder of Elis SA[41], also listed on Compartment A of the Euronext Paris market.

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[37] ISIN: FR0013447729, mnemonic: VRLA.
[38] Since then, the Company's capital structure has not changed fundamentally (§ 2.3.1).
[39] Agriculture, distribution, industry, consumer products, natural resources, business and financial services.
[40] Kaon E, a sub-fund of Kaon Investment Fund ICAV.
[41] European leader in the rental and maintenance of flat linen, work clothes and hygiene and well-being equipment.

2.2. Background and terms of the Offer

2.2.1. Background and objectives of the Offer

As mentioned in the BWGI Press Release dated March 10, 2025:

- the purpose of the Offer is to enable the Bidder to increase its stake in the Company's share capital in order to take control of it, with no intention of delisting it within three years as of the closing of the Offer, even if the legal and regulatory conditions for its implementation were met[42]; Verallia's head office and decision-making center will therefore remain in France;
- BWGI's objective, "*aligned with the vision and ambition of Verallia's management team and Board of Directors*", is to "*strengthen the Group's leadership position to create the world leader in sustainable packaging materials, thanks to the industrial know-how of its teams, its operational excellence and a disciplined external growth policy*";
- the Group's financial and debt policy will remain unchanged[43].

In this context, Shareholders who do not wish to tender their Shares to the Offer will be free to retain them following the Offer.

[42] Draft Offer Document, § 1.2.6 "Intentions en matière de retrait obligatoire", p. 10: *"The Bidder does not intend to request a squeeze-out (i) at the end of the Offer (even if the legal and regulatory conditions for the implementation of such a squeeze-out were met) nor (ii) under the conditions indicated in Section 1.3 within a period of three years following the closing of the Offer. Following the Offer, Verallia will therefore remain a listed company on Euronext Paris*"; under the terms of the Draft Offer Document, § 1.3 "commitment letter", p. 11, these intentions with regard to the squeeze-out are supplemented by the commitment letter sent by the Bidder to the Board of Directors dated April 23, 2025, which provides, among the commitments made by the Bidder to the Company, to "*maintain the listing of the Shares on Euronext Paris (it being specified that the Bidder reserves the right to reverse this commitment in the event of an alternative strategic project receiving a favorable opinion from an ad hoc committee of the Company's Board of Directors made up of independent directors); in the context of maintaining the Company's listing, the Bidder: (a) does not intend to acquire Shares which would cause the Bidder to exceed the thresholds required for the implementation of a squeeze-out; (b) undertakes to inform the Company's Board of Directors in advance of the implementation of transactions which would result in a substantial increase in the Bidder's interest in the Company's share capital ; and (c) undertakes for a period of one year from the closing of the Offer not to implement, without the approval of an ad hoc committee of the Board of Directors of the Company made up of independent directors, any such substantial increase in the Bidder's shareholding in the Company*".

[43] Draft offer document, § 1.2.1 "Industrial, commercial and financial strategy", p. 9: "*the Bidder intends to maintain the Company's credit rating (*investment grade *status) and not to modify its current financial and debt policy, it being specified that macroeconomic conditions could still impact the Company's credit rating* "; § 1.3 "Commitment letter", p. [-]: among the commitments made by the Bidder is that of "undertaking not to take any decision at Company level which would have the direct consequence of causing the Company to lose its investment grade status (in particular, if the Company were to lose its investment grade status)". P. 11: among the Bidder's undertakings is that of "*undertaking not to take, at Company level, any decision which would have the direct consequence of causing the Company to lose its* investment grade *status (in particular with regard to maintaining the current level of leverage at Group level), unless a favorable opinion is given by an ad hoc committee of the Company's Board of Directors made up of independent directors*".

2.2.2. Terms of the Offer

The Offer Price is €30.00 (2024 dividend of €1.70 attached[44]).

The Offer will not be subject to any success threshold other than the regulatory threshold of 50% of the share capital or voting rights[45]; it will be paid for entirely in cash.

The Offer will be carried out in accordance with the normal procedure[46], and will be open for a period of at least 25 trading days; in the event of success, the Offer will be reopened at the latest within 10 days of the publication of the final result of the Offer[47], in principle for 10 trading days (the "**Reopened Offer**").

2.3. Offer scope

2.3.1. Breakdown of capital and voting rights[48]

The Draft Offer Document provides the following breakdown of share capital and theoretical voting rights, based on a share capital of 120,805,103 Shares representing 143,526,169 theoretical voting rights[49], including 34,839,565 Shares held by the Bidder[50], representing 40,113,169 voting rights:

Répartition du capital et des droits de vote

Actionnaires	Nombre d'Actions	% du capital	Nombre de droits de vote théoriques	% des droits de vote théoriques
Kaon V	34 839 565	28,84%	40 113 169	27,95%
Invesco	12 881 699	10,66%	12 881 699	8,98%
Bpifrance Participations	9 189 887	7,61%	18 379 774	12,81%
Salariés (FCPE Verallia et actionnariat direct)	5 214 294	4,32%	10 000 336	6,97%
Flottant	55 710 862	46,12%	59 182 395	41,23%
Auto-détention	2 968 796	2,46%	2 968 796	2,07%
Total	**120 805 103**	**100,0%**	**143 526 169**	**100,0%**

Source : Société

[44] The Offer Price of €30 is before detachment of the ordinary dividend of €1.70 per Share in respect of the 2024 financial year, the distribution of which is subject to the approval of Verallia's General Meeting of Shareholders to be held on April 25, 2025; consequently, after detachment of the 2024 dividend, the Offer Price will be €28.30 per Share. The dividend to be distributed will be detached from the Share on May 13, 2025, and will be paid on May 15, 2025.
In addition, any other distribution of dividends, interim dividends, reserves, premiums or any other distribution (in cash or in kind) decided by the Company, or any redemption or reduction of its share capital, for which the detachment date or the reference date on which shareholders must be shareholders in order to be entitled thereto is set before the settlement-delivery date of the Offer (or, it being specified that in the event that the transaction takes place between the settlement date of the Offer (excluded) and the settlement date of the Reopened Offer (included), only the price of the Reopened Offer will be adjusted.

[45] In accordance with Article 231-9 I of the AMF General Regulation.

[46] In accordance with Articles 232-1 et seq. of the AMF General Regulation.

[47] In accordance with Article 232-4 of the AMF General Regulation.

[48] Draft Offer Document, § 1.1.2 "Breakdown of the Company's capital and voting rights at the date of the Projet de Note d'Information", p. 8.

[49] In accordance with Article 231-1 of the AMF's General Regulations, the number of voting rights is calculated on the basis of all shares to which voting rights are attached, including those stripped of voting rights. In addition, in accordance with the Company's bylaws, double voting rights are granted to fully paid-up shares held in registered form by the same shareholder for at least two years. In calculating this period, no account is taken of the period during which Verallia shares were held prior to the date on which they were admitted to trading on Euronext Paris.

[50] The Bidder directly holds 34,837,565 Shares and 40,109,169 voting rights and, by assimilation, 2,000 Shares and 4,000 voting rights held equally by BWSA and BWGI acting in concert with the Bidder.

With the exception of the Shares allocated free of charge under the FS plans set up since 2023, for which the vesting period will expire after the closing date of the Offer, and where applicable of the Reopened Offer (§ 2.3.2), there are no dilutive instruments.

2.3.2. Scope of the Offer[51]

Among the outstanding Shares, the following Shares are excluded from the Offer due to their unavailability (the "**Excluded Shares**"):

- 102,407 Shares allocated free of charge to Group executives[52] under the FS plans in effect since 2019 (the "**Free Share Plans**"), whose vesting period has expired[53] , are unavailable due to the provisions of Article L. 225-197-1 II of the French Commercial Code, under which the Board of Directors has imposed on their holders an obligation to retain their Shares until they relinquish their functions (the " **Executives' Unavailable Free Shares**");

- 592,012 Shares held by Group employees in certain countries, as part of an international group savings plan (IGSP)[54] , are subject to a five-year lock-up period under article L. 3332-25 of the French Labor Code, which will not have expired prior to the closing of the Offer;

- 2,968,796 Treasury shares, which the Board of Directors has decided not to tender to the Offer.

The number of Excluded Shares thus stands at 3,663,215.

Consequently, taking into account the 34,839,565 Shares held by the Bidder, as well as all the 3,663,215 Excluded Shares, the Offer targets a maximum total number of **82,302,323 Shares**[55]:

In addition, the 905,595 Shares allocated free of charge under the FS plans implemented since 2023, whose vesting period will expire after the closing date of the Offer and, if applicable, of the Reopened Offer (the "**Free Shares under a Vesting Period**"), will not be tendered to the Offer:

- Plan 2023-2025: 248,150 Shares;

- Plan 2024-2026: 277,650 Shares;

- Plan 2025-2027: 379,795 Shares[56].

2.4. Financing the Offer[57]

The total amount to be paid by the Bidder, excluding expenses and commissions relating to the Offer, is €2,469,069,690[58].

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[51] Draft Offer Document, § 2.3 "Nombre et nature des actions visées par l'Offre", p. 13.
[52] Corporate officers: 72,387 shares (representing 30% of the Free Shares allocated to them); Comex members: 30,020 shares (representing 20% of the Free Shares allocated to them).
[53] The total number of Shares acquired to date under FS plans since 2019 amounts to 965,664 Free Shares.
[54] The IGSP concerns a total of 926,307 Shares, of which 334,295 Shares are freely transferable between now and the close of the Offer and 592,012 Shares are subject to a five-year lock-up period.
[55] Total number of Shares: 120,805,103 - Number of Shares held by the Bidder: 34,839,565 - Number of Excluded Shares: 3,663,215.
[56] Ou 41,287 Shares in the event of outperformance of the theoretical value creation target as defined in the URD 2024, p. 289; the target allocation for the 2025-2027 Plan is 379,795 Shares (§ 4.1.3). These Shares were allocated on February 19, 2025.
[57] Draft Offer Document, § 2.13 "Financement de l'Offre", p. 22.
[58] Number of Shares targeted by the Offer: 82,302,323+Shares (§ 2.3.2) x Offer price: €30.00 (§ 2.2.2).

The Offer will be financed by drawing on a *Bridge* Facility for a maximum principal amount of €2,550,000,000 for a maximum period of twelve months from the date of the first drawdown, which is intended to be refinanced out of BWSA Group's own funds.

2.5. Synergies[59]

Given its profile and that of BWSA and BWGI, whose asset management activities cover a wide range of sectors (§ 2.1.2), the Bidder does not anticipate the realization of cost or revenue synergies with the Company following completion of the Offer.

2.6. Related Agreements and Transactions[60]

In connection with the Offer, and under the terms of a commitment letter addressed to the Board of Directors dated April 23, 2025 (the "**Commitment Letter**"), the Bidder has clarified and supplemented its intentions following the Offer, and made certain commitments to the Company subject to the success of the Offer, listed in the Draft Offer Document.

Among these commitments, we noted the following provisions of a financial nature, comparable to agreements and transactions, if not related within the meaning of paragraphs 2° and 4° of article 261-1 I included in our referral (§ 1.1), at least related to the Offer, as they are unilateral commitments:

- collaboration between the Bidder and the Board of Directors in order to ensure that a liquidity mechanism is implemented for the benefit of holders of Shares issued under the Free Share Plans for the relevant Shares in the event of a lack of liquidity characterized by an average volume of Shares traded each trading day over a one-month-period of at least less than (or equal to) 0.05%[61] of Verallia's share capital (the "**Liquidity Mechanism**"); the Liquidity Mechanism which shall be put in place, to be set up directly with the Bidder or through the Company, would enable holders of Shares resulting from the Free Share Plans, after the closing of the Reopened Offer, and in the event of the aforementioned liquidity shortfall, to benefit from liquidity for these Shares, at a price that would be determined, as the case may be, in coherence[62] with the Offer Price;

- Bidder supporting the charge of a part of the exceptional costs to which the Company would be exposed in connection with the refinancing or renegotiation of certain of its existing financing agreements as a result of the Offer (*i.e*. related to the change of control), up to a maximum of €12.5mdepending on the final amount of such costs.

These operations are discussed *below* (§6).

The Draft Offer Document does not mention any commitment to contribute to the Offer, nor have we been informed of any.

[59] Draft offer document, § 1.2.5 "Synergies - Economic gains", p. 10.
[60] Draft offer document, § 1.3 "Commitment letter", p. 11-12.
[61] Based on volumes as reflected by Bloomberg "European Composite" data.
[62] In particular, by applying a formula including an iso-multiple determined on the basis of the Offer Price.

3. Presentation of the Group and its market [63]

We briefly present the Group's activities (§ 3.1) and environment (§ 3.2), as well as its historical performance and balance sheet structure (§ 3.3).

This information, supplemented by a SWOT analysis (§ 3.4), enables us to assess the main risk factors inherent to the Group and its environment, which were taken into account in our valuation work.

3.1. Presentation of Verallia

3.1.1. Group history

Verallia is a French company specializing in the production of glass packaging for beverages and food products. The Group's turnover ranks it third in the world and first in Europe in this market. In Latin America (Argentina, Brazil, Chile), it ranks second in terms of sales volumes.

Founded in the 19th , Verallia was for a long time a subsidiary of the Saint-Gobain group before becoming independent in 2015, following its sale to the Apollo Global Management fund and Bpifrance.

Present mainly in Europe and Latin America, the Group currently operates 35 production sites[64] in 12 countries[65] (§ 3.1.2); most of these countries have broken glass (cullet) processing centers[66].

In addition to its development through organic growth, based on the modernization of its sites, the improvement of manufacturing processes and the development of eco-design solutions[67], Verallia relies on a targeted external growth strategy to strengthen its positioning in key markets, as illustrated by the recent acquisitions of Allied Glass in the United Kingdom in 2022[68] and of Vidrala's glass activities located in Corsico, near Milan, in 2024[69].

The Company's shares were admitted to trading on the Euronext regulated market in Paris in 2019 (§ 2.1.1).

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[63] Our sector-specific documentary sources are listed in **Appendix 5**.

[64] Equipment levels vary from one production site to another (some of them being single-furnace).

[65] Argentina, Brazil, Chile, France, Germany, Italy, Canary Islands, Portugal, Russia, Spain, Ukraine, United Kingdom.

[66] The Group has 19 cullet processing centers and 5 decorating plants.

[67] An approach aimed at reducing the environmental impact of products right from the design stage. Verallia offers bottles and jars that are lighter and therefore consume less energy in production, while guaranteeing high quality.

[68] "Verallia announces acquisition of Allied Glass in the UK", November 2, 2022; "Verallia completes acquisition of Allied Glass, a UK market leader in premium glass packaging", November 8, 2022.

[69] "Verallia has reached an agreement to acquire Vidrala's glass activities in Italy", February 28, 2024; "Verallia has successfully concluded the acquisition of Vidrala's glass activities in Italy", July 4, 2024.

The following are key dates in the Group's history, illustrating the main stages in its development:

- **1827** Création de la Verrerie de Vauxrot (France)
- **1918** Début de l'internationalisation
- **1972** Création de la branche Emballage du groupe Saint-Gobain
- **2010** Le pôle Conditionnement de Saint-Gobain est renommé Verallia, marquant une identité distincte pour ses activités d'emballage en verre
- **2013** Saint-Gobain vend les activités nord-américaines de Verallia au groupe irlandais Ardagh
- **2015** À la suite de la cession de Verallia par Saint-Gobain au fonds Apollo Global Management et à Bpifrance, Verallia devient un groupe indépendant
- **2019** Introduction en bourse de Verallia sur le marché réglementé d'Euronext à Paris
- **2022** Acquisition d'Allied Glass au Royaume-Uni, renommée Verallia UK, *leader* de l'emballage en verre *premium* sur le marché britannique
- **2024** Acquisition des activités verrières de Vidrala en Italie

3.1.2. Business profile

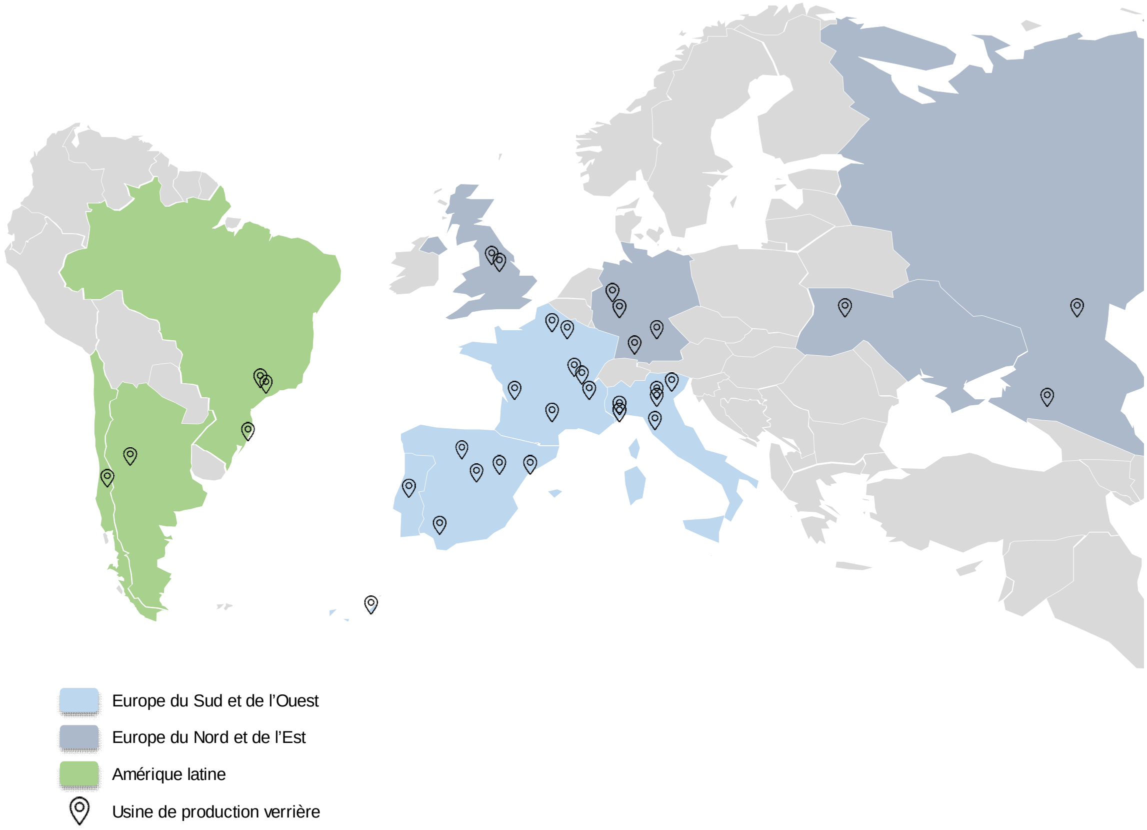
The Group is organized into three operating segments, corresponding to the geographical areas in which its assets are located:

- **Southern and Western Europe**, comprising production sites in France, Italy, Spain and Portugal, account for almost two-thirds of the Group's consolidated sales in 2024. This region is the historical heart of Verallia's business, and is distinguished by its strong specialization in the production of bottles for still and sparkling wines, as well as containers for spirits;

- **Northern and Eastern Europe,** with production sites in Germany, the UK, Poland, Ukraine and Russia, will account for 22% of the Group's consolidated sales in 2024. This region specializes in the production of beer bottles, particularly in Germany, as well as food jars and bottles for local markets;

- **Latin America,** with production sites in Brazil, Argentina and Chile, will account for over 12% of the Group's consolidated sales in 2024. Business in this region is mainly focused on the production of bottles for still wines, demand for which is driven by exports, on the production of bottles for beer, notably for the Brazilian market.

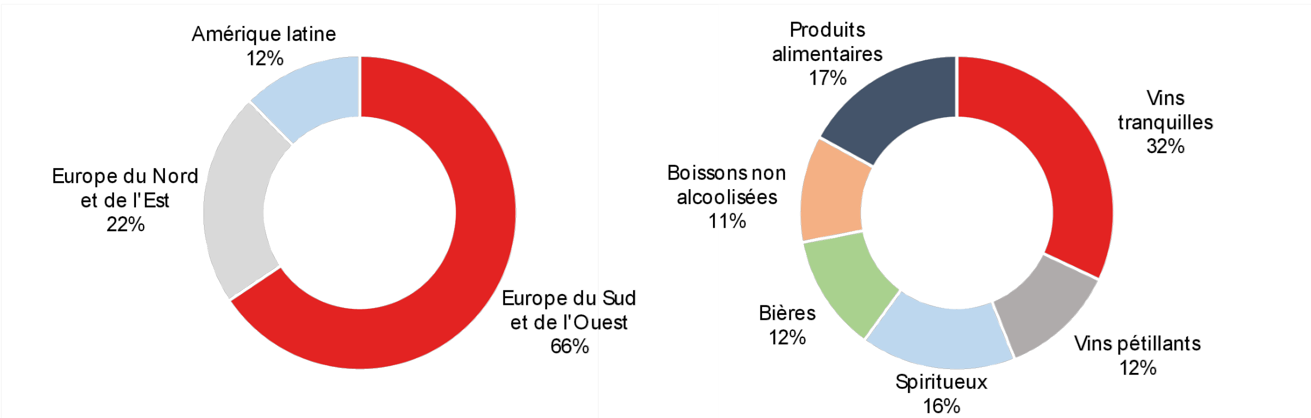
Location of Verallia production sites



Source: Société

Verallia's exposure to end markets varies from one geographic zone to another, with an offer adapted to local and regional specificities in order to meet customers' needs. This flexibility is based on an industrial tool designed to adjust to these particularities.

Breakdown of Group sales by region and end market



Source: Société, URD 2024

Thanks to its historic presence in the glass packaging market, Verallia has forged solid relationships with over 10,000 customers, ranging from regional wine producers and local breweries to leading international groups such as Pernod Ricard, LVMH, Heineken, Andros and Nestlé.

The Group has implemented an industrial performance improvement plan (the "**PIP**"[70]), a strategic program designed to improve production efficiency and reduce industrial costs. Since its inception, the PIP has included an annually verified target of a 2% reduction in production costs. This initiative has enabled to increase production capacity, improve product quality and reduce customer complaints.

As of December 31, 2024, the Group had a workforce of almost 11,000 employees.

3.1.3. Environmental commitments

The Group is developing its CSR actions around three pillars (Reinforcing the circularity of glass packaging; Decarbonizing activities; Ensuring a safe and inclusive working environment), in particular pursuing a responsible approach to the environment, to this end:

- it has some twenty cullet processing centers (see § 3.1.1), helping to improve the cullet utilization rate[71] , and aims to reduce CO_2 emissions by 46% (scopes 1 and 2) by 2030 compared with 2019[72];
- in 2024, it inaugurated the construction in Cognac, in partnership with Fives, an international industrial engineering group, of its first all-electric glass furnace for more sustainable production, reducing CO_2 emissions by 60% compared to a traditional furnace[73];
- gross financial debt largely comprises two "Sustainability Linked Bonds", whose rates may be adjusted from the first interest period following December 31, 2025 until maturity (2028 and 2031), depending on sustainability-related performance criteria[74]; these criteria also govern the Group's pan-European factoring program with Crédit Agricole Leasing and Factoring.

3.2. Glass packaging market environment and trends

Glass packaging is mainly produced for the food industry - particularly the beverage industry, which accounts for almost 60% of the global market[75] - the pharmaceutical industry and, to a lesser extent, the cosmetics and personal care industries.

[70] *Performance Action Plan*.
[71] "Cullet, a fundamental lever in Verallia's decarbonization roadmap", June 5, 2024.
[72] URD 2024, p. 7.
[73] "Verallia inaugurates its first 100% electric furnace: a world first in the food packaging glass industry and a major step forward for the decarbonization of the sector", September 10, 2024.
[74] In terms of reducing annual CO_2 emissions and achieving an external cullet utilization rate.
[75] Fortune Business Insights, "Glass packaging market size, share & industry impact analysis, by product, by end-user, and regional forecast, 2024-2032", March 2025 .

By 2023, the global glass packaging market was estimated at around $65 billion[76]. Its development is based primarily on the following factors:

- demand from customer industries[77]:
  - the business of glass packaging manufacturers is directly influenced by the production of beverages and foodstuffs, as well as by sales of medicines, perfumes, toilet waters and cosmetics;
  - In of inflation, falling household purchasing power curbs consumption of non-essential products such as alcoholic beverages. Conversely, rising living standards in emerging countries stimulate demand for these products, creating new development opportunities for the glass packaging market;
- competition from substitute materials[78]:
  - Glass packaging producers face competition from plastic and metal packaging, which is often less expensive and lighter; however, glass stands out for its *premium* appearance, preservation properties and recyclability, making it the preferred choice for high-end, environmentally committed brands;
  - growing awareness of the environmental impact of plastics is prompting manufacturers to explore alternatives with a more favorable ecological balance; although the adoption of glass is still limited, it is expected to accelerate, particularly as a replacement for plastics that are difficult to recycle[79];
- the price of raw materials and energy[80]:
  - the business of glass packaging manufacturers is strongly influenced by trends in the cost of raw materials and energy, particularly gas and electricity, due to the particularly energy-intensive nature of the glass melting process[81];
  - in the geopolitical context, the Russian-Ukrainian conflict has reinforced energy cost inflation.

According to a study on the global glass packaging market[82] , the market is set to grow from $67 billion in 2024 to almost $94 billion in 2032, representing a **CAGR** of over 4%. However, these expectations are higher than the average sales growth rate expected for the players comparable to Verallia that we have identified (§ 4.5.2.3).

Given the location of the Group's activities, market analysis is differentiated between Europe and Latin America.

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[76] Fortune Business Insights, "Glass packaging market size, share & industry impact analysis, by product, by end-user, and regional forecast, 2024-2032", March 2025 .
[77] Xerfi, "Glass packaging manufacturing", March 2025, p. 31.
[78] Xerfi, "Glass packaging manufacturing", March 2025, p. 32.
[79] Xerfi, "Glass packaging manufacturing", March 2025, p. 29.
[80] Xerfi, "Glass packaging manufacturing", March 2025, p. 32.
[81] Viti, "Les verriers tournent à plein régime et augmenter encore leurs prix", February 2023.
[82] Fortune Business Insights, "Glass packaging market size, share & industry impact analysis, by product, by end-user, and regional forecast, 2024-2032", March 2025 .

3.2.1. In Europe

A study dated 2024 estimated that the market in Europe could grow by 3.2%[83] per year over the period 2025 to 2030[84].

In 2025, the European glass packaging market is estimated at $22 billion[85] and is characterized by :

- a high concentration of players:
  - the European glass packaging industry is highly consolidated, dominated by a small number of major global players and regional specialists. By 2021, the top five players were accounting for almost 70%[86] of market share[87], with infrastructures covering the entire production chain, from raw materials processing to decoration of finished products[88];
  - the sector is characterized by high levels of investment and capital intensity, making market entry difficult for new players. The high cost of modernizing facilities and complying with environmental standards are further entry barriers;
  - consolidation momentum continues in Europe and internationally, accentuating market concentration. In recent years, the sector has seen a number of strategic transactions, including Verallia's acquisition of Allied Glass in the UK in 2022, Orora's takeover of Saverglass in France in 2023, and Vidrala's acquisition of Vidroporto in Brazil in 2023;
- strict regulations:
  - a European directive imposes minimum recycling rates for glass packaging to be achieved by 2025 and 2030, of 70% and 75% respectively[89], encouraging manufacturers to improve their recycling capacities and to design more sustainable solutions;
  - the European Union Emissions Trading Scheme (EU-ETS)[90] applicable in particular to glass packaging manufacturers, who are required to cover their CO_2 emissions with allowances; they can either benefit from free allowances, the allocation of which is gradually being reduced, or purchase allowances on the market. This system encourages manufacturers to limit their emissions by modernizing their furnaces, increasing the use of recycled glass (cullet) and optimizing their energy efficiency;
- the emergence of new low-carbon furnaces[91]:
  - Faced with strict environmental regulations, the industry is developing new furnaces with the aim of replacing fossil fuels with cleaner alternative energies such as electricity, biofuels, biogas and hydrogen. This development calls for innovative "hybrid furnace" technologies that replace part of the natural gas with renewable energy;

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83 By 2024, the still wine market will dominate in terms of volume. However, forecasts point to a virtual stagnation in volumes, suggesting a possible decline in consumption under the influence of changing consumer preferences.
84 Mordor Intelligence, "Europe glass packaging market size & share analysis - Growth trends & forecasts (2025-2030)", .2024
85 Mordor Intelligence, "Europe glass packaging market size & share analysis - Growth trends & forecasts (2025-2030)", .2024
86 Verallia, URD 2023, p. 29.
87 In France, five companies accounted for 91% of the sector's revenues in 2023. Source: Xerfi, "Glass packaging manufacturing", March 2025, p. 51.
88 Mordor Intelligence, "Europe glass packaging market size & share analysis - Growth trends & forecasts (2025-2030)", 2024.
89 Directive (EU) 2018/852 of the European Parliament and of the Council of May 30, 2018 amending Directive 94/62/EC on packaging and packaging waste.
90 Directive 2003/87/EC of the European Parliament and of the Council of 13 October 2003 establishing a scheme for greenhouse gas emission allowance trading within the Community and amending Council Directive 96/61/EC.
91 FEVE, "One destination, multiple pathways: How the European container glass industry is decarbonising glassmaking", October . 2024

- advanced technologies have the potential to reduce CO_2 emissions by two-thirds, while offering concrete possibilities for improvement. The use of alternatives to fossil fuels, such as biofuels, could also eventually reduce CO_2 emissions by 90%;

- the possible increase in American tariffs:
  - the increase in customs duties on European products, including champagnes, wines and spirits in the sector, recently announced by the US administration, could represent a risk for European exporters and, by extension, for producers of glass packaging for these products, for which the United States is the leading export market;
  - any trade restrictions could therefore affect demand for glass packaging[92] ; however, Management believes that the Group's direct and indirect exposure to the US market remains limited[93].

3.2.2. In Latin America

The Latin American glass packaging market is expected to reach approximately $7 billion by 2025[94] and is characterized mainly by strong growth[95] :

- the market for beer bottles in Brazil[96] is expanding, driven by rising demand for beer and a growing trend towards single-use bottles;
- The market for still and sparkling wines in Argentina and Chile is dynamic, driven mainly by exports.

A study of the Latin American market anticipates growth of up to 4.6% per year over the period 2025 to 2030[97].

3.3. Historical analysis of Group performance

The figures below have been taken from the Group's consolidated financial statements, which have been prepared in accordance with International Financial Reporting Standards (IFRS)[98], and have an annual closing date of December 31.

The Group's performance from 2020 to 2024, in terms of business and profitability (§ 3.3.1), as well as its balance sheet structure (§ 3.3.2) and cash flow history (§ 3.3.3) over this period, are presented below.

[92] Les Echos, "Trade war: Trump threatens European wines and champagnes with a 200% surtax", March 2025.
[93] The Management forecasts we use do not include the potential impact of these announcements on the Group's performance.
[94] Mordor Intelligence, "Latin america glass packaging market size & share analysis - Growth trends & forecasts (2025-2030)", 2024.
[95] URD 2024, p.30.
[96] Brazil is the world's third-largest beer consumer.
[97] Mordor Intelligence, "Latin america glass packaging market size & share analysis - Growth trends & forecasts (2025-2030)", 2025.
[98] *International Financial Reporting Standards.*

3.3.1. Business and profitability analysis

Compte de résultat simplifié

M€	31-déc.-20	31-déc.-21	31-déc.-22	31-déc.-23	31-déc.-24
Chiffre d'affaires	**2 536**	**2 674**	**3 352**	**3 904**	**3 456**
% croissance	*(1,9%)*	*5,4%*	*25,3%*	*16,5%*	*(11,5%)*
Achats consommés et charges externes	(1 414)	(1 471)	(1 920)	(2 162)	(1 982)
Charges de personnel	(501)	(525)	(567)	(650)	(647)
Dotations nettes aux amortissements et dépréciations	(276)	(282)	(296)	(327)	(354)
Gains et pertes sur cessions d'actifs	(3)	(6)	1	3	(2)
Autres produits et charges d'exploitation	(25)	2	(11)	(7)	(12)
Résultat opérationnel	**316**	**393**	**558**	**761**	**459**
en % du chiffre d'Affaires	*12,5%*	*14,7%*	*16,7%*	*19,5%*	*13,3%*
Résultat financier	(46)	(57)	(81)	(119)	(135)
Impôt	(62)	(89)	(122)	(167)	(85)
Quote-part du résultat net des entreprises associées	1	2	0	0	(1)
Résultat net	**210**	**249**	**356**	**475**	**239**
en % du chiffre d'affaires	*8,3%*	*9,3%*	*10,6%*	*12,2%*	*6,9%*

Source : Société

Passage du résultat opérationnel à l'EBITDA Ajusté

M€	31-déc.-20	31-déc.-21	31-déc.-22	31-déc.-23	31-déc.-24
Résultat opérationnel	**316**	**393**	**558**	**761**	**459**
Amortissements et dépréciations	276	281	296	327	357
Coûts de restructuration	20	(3)	(1)	3	14
IAS 29 Hyperinflation (Argentine)	3	(5)	4	6	(4)
Plan d'actionnariat du Management et coûts associés	6	10	6	6	3
Frais d'acquisition de sociétés et complément de prix	-	-	5	1	4
Autres	4	1	(4)	4	11
EBITDA Ajusté	**626**	**678**	**866**	**1 108**	**843**
en % du chiffre d'affaires	*24,7%*	*25,4%*	*25,8%*	*28,4%*	*24,4%*

Source : Société

3.3.1.1. Sales trend

After recording a significant increase in sales since 2020, the Group was faced with a significant drop in sales in 2024, mainly due to sluggish demand in that year.

Over the period 2020 to 2024, consolidated sales are expected to grow at an average annualized rate of 8.0%.

Évolution du chiffre d'affaires par secteur opérationnel

M€	31-déc.-20	31-déc.-21	31-déc.-22	31-déc.-23	31-déc.-24	CAGR 2020-2024
Europe du Sud et de l'Ouest	1 745	1 832	2 236	2 527	2 269	**6,8%**
% croissance	*(0,7%)*	*5,0%*	*22,1%*	*13,0%*	*(10,2%)*	
Europe du Nord et de l'Est	554	538	695	980	759	**8,2%**
% croissance	*(4,5%)*	*(3,0%)*	*29,3%*	*40,9%*	*(22,5%)*	
Amérique Latine	237	304	420	397	428	**15,9%**
% croissance	*(10,4%)*	*28,3%*	*38,0%*	*(5,5%)*	*7,9%*	
Chiffre d'affaires consolidé	**2 536**	**2 674**	**3 352**	**3 904**	**3 456**	**8,0%**
% croissance	*(1,9%)*	*5,4%*	*25,3%*	*16,5%*	*(11,5%)*	

Source : Société

The multi-year trend in Group sales is as follows:

- in 2020, despite the health crisis, the Group limited the decline in sales to -1.9%, it being precised that the currency effect had an impact of -4.1%, mainly due to the depreciation of currencies in Latin America[99] and, to a lesser extent, the Ukrainian hryvnia and the Russian ruble. On a like-for-like basis, sales rose by 2.1%;

- in 2021, sales growth was 5.4%, with sales volumes returning to their pre-Covid 2019 levels. This growth was driven by business in Southern and Western Europe (+5.0%) and Latin America (+28.3%), benefiting from new production capacity;

- in 2022, the Group reported a 25.3% increase in sales, driven in particular by higher selling prices in Europe to offset rising production costs, and by dynamic demand in Europe, despite a slight downturn in volumes at the end of the year due to the renovation of five furnaces in the second half of 2022;

- in 2023, sales growth came to 16.5%, mainly driven by price increases[100] , despite an unfavorable currency effect of -11%, and a sharp drop in demand in Europe from summer 2023, due to both a slowdown in end demand and significant destocking across the downstream value chain. At constant exchange rates and scope of consolidation, sales rose by 21.4%. By geographic region, we can note that :

  - the Southern and Western Europe region benefited from a positive perimeter effect (+29.2%), linked to the full-year consolidation of Allied Glass, acquired in November 2022 (§ 3.1.1 and § 3.2.1);

  - in Latin America, sales fell slightly by -5.5%, contrasting with strong organic growth of 65.8%. In Argentina, sales were sustained by repeated increases in selling prices in a context of hyperinflation. However, the currency effect was negative due to the devaluation of the Argentine peso;

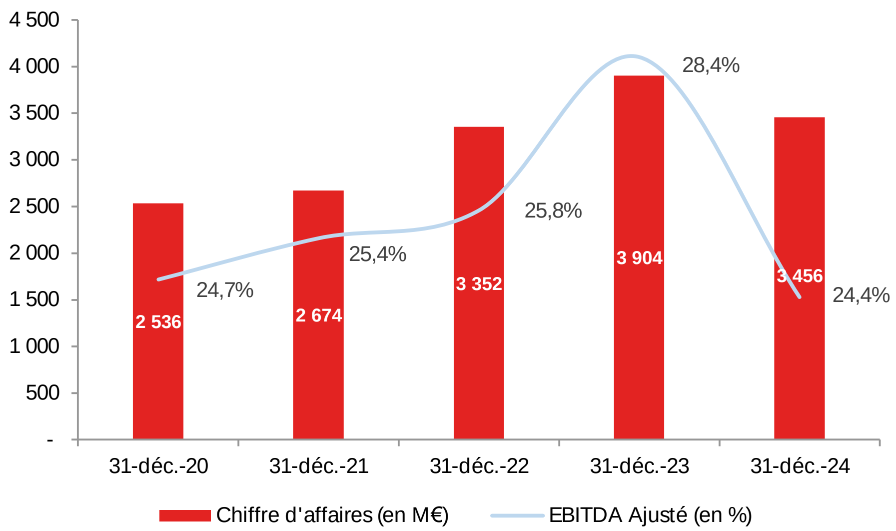
[99] At constant exchange rates, sales in Latin America rose sharply, by 23.4%.
[100] However, sales prices in Europe recorded a contained but steady decline over the year.

- in 2024, Group's turnover fell by 11.5%, mainly due to sluggish demand over the year, a reduction in sales prices in Europe and an unfavorable currency effect of -1.6%. The acquisition of Vidrala's glassmaking activities in Italy in July 2024, and of cullet processing centers in Iberia in the fourth quarter of 2024, had a positive impact of 1.6% on sales in the Southern and Western Europe region.

3.3.1.2. Operating profitability

With the exception of 2024, marked by a market downturn after an excellent financial performance in 2023, the Group's operating margin rate[101] has gradually improved from 24.7% in 2020 to 28.4% in 2023, driven mainly by price increases and productivity gains thanks to the implementation of the PIP (§ 3.1.2).

Sales and operating margin on ordinary activities



Source : Société

Between 2020 and 2023, as the increase in sales prices exceeded the rise in production costs, the Group generated a positive inflation *spread*. In 2024, this *spread* became negative, due to lower sales prices [102].

The ongoing deployment of the PIP has enabled a net reduction in production costs over the period 2020 to 2024 of between 2% and 3%, in line with the Group's target of 2%.

[101] The Group uses EBITDA as an indicator of operating margin, which is calculated on the basis of operating income adjusted for depreciation and amortization, restructuring costs, acquisition-related costs, the effects of hyperinflation, costs related to management shareholding plans, the effects of disposals and subsidiary risks, site closure costs and other items ("**Adjusted EBITDA**").

[102] The fall in sales prices in 2024 is partly attributable to the postponement to this year of the tariff correction initiated in 2023.

3.3.2. Balance sheet structure

The Group's balance sheet structure is summarized below:

Bilan simplifié

M€	31-déc.-24
Goodwill	733,5
Immobilisations incorporelles	390,9
Immobilisations corporelles	1 883,6
BFR	42,6
Impôts différés nets	(141,6)
Actif économique	**2 909,0**
Emprunts et dettes financières	(2 179,9)
Instruments financiers	(12,5)
Trésorerie et équivalents de trésorerie	470,0
Endettement net comptable (hors IFRS 16)	**(1 722,4)**
Participations dans les entreprises mises en équivalence	6,4
Actifs financiers non courants	43,6
Actifs financiers courants	1,4
Intérêts minoritaires	(70,2)
Provisions pour risques et charges	(169,1)
Ajustement de l'endettement net comptable	**(187,9)**
Droits d'utilisation	73,1
Dettes de loyers IFRS 16	(75,0)
Impact de la norme IFRS 16	**(1,9)**
Actif net - Part du Groupe	**996,8**

Source : Société, analyses Ledouble

3.3.2.1. Goodwill

At December 31, 2024, goodwill amounted to a net **€733.5m**and comprised:

- are tested for impairment at the end of each financial year or whenever there is an indication that they may be impaired;
- tested at the level of the CGU groups corresponding to the Group's three operating sectors[103] (§ 3.1.2).

On July 4, 2024, the Group acquired all the shares in Vidrala's Italian glassmaking subsidiary for €142.5m (§ 3.3.1.1), resulting in the recognition of provisional *goodwill*[104] of €49.0m at December 31, 2024, mainly reflecting the company's expected synergies and growth prospects.

[103] URD 2024, p. 388. The net value of goodwill at December 31, 2024 breaks down as follows:
- Northern and Eastern Europe: €236.3m;
- Southern and Western Europe: €446.4 M;
- Latin America: €50.9m

[104] In the process of identifying assets acquired and liabilities assumed.

3.3.2.2. Intangible assets

Intangible assets, with a net value of **€390.9m**at December 31, 2024, mainly comprise customer relationships[105] (€364.7m) and, to a lesser extent, software (€15.9m).

Other intangible assets (€10.3m) include patents, trademarks and development costs.

3.3.2.3. Property, plant and equipment

Property, plant and equipment, with a net value of **€1,883.6m** at December 31, 2024, comprises machinery and equipment (€1,208.5m), assets under construction (€345.5m), buildings (€233.4m) and land (€96.3m).

All property assets (land and buildings) are fully allocated to operations.

3.3.2.4. Working capital

Given the nature of the Group's business, inventories are one of the main components of working capital requirement (WC), it being specified that the Group has a non-recourse factoring contract (€419.6m); in addition, it also makes use of other factoring programs offered by customers for an amount of €60.0m, i.e. a total of €479.6m in trade receivables which do not appear on the assets side of the balance sheet.

At the end of 2024, the Group had a positive WC of **€42.6m**[106], equivalent to just 4 days of sales [107].

BFR

M€	**31-déc.-24**
Stocks	727,0
Créances d'exploitation	251,0
Actifs et passif d'impôts exigibles	15,2
Autres créances (hors exploitation)	13,5
Dettes d'exploitation	(799,5)
Dettes fournisseurs d'immobilisations	(93,6)
Autres dettes (hors exploitation)	(50,4)
Dérivés liés à l'exploitation	(20,6)
Besoin en fonds de roulement	**42,6**
BFR (% chiffre d'affaires)	***1,2%***
BFR (en jours de chiffre d'affaires)	***4,4***

Source : Société, analyses Ledouble

3.3.2.5. Deferred taxes

Deferred taxes amounted to a net liability of €141.6**m**at December 31, 2024:

[105] Mainly linked to the acquisition of Verallia by the Apollo Global Management fund in 2015 (§ 2.1.1), and due to expire in 2027.
[106] URD 2024, p. 395.
[107] Based on 360 days.

- deferred tax assets (DTA) mainly comprise DTA on tax loss carryforwards, amounting to €19.1m[108] ;

- deferred tax liabilities (DTL) arise notably from the recognition of customer relationships, in connection with acquisitions made by the Group (€96m), and temporary tax timing differences[109] (€85m).

At December 31, 2024, the Group also had a stock of non-activated DTA amounting to €7.1m.[110]

3.3.2.6. Net financial debt

Financial debt, amounting **to €2,179.9m** at December 31, 2024, breaks down as follows:

- bonds (€1,594.7m) :
  - two sustainability-linked bonds issued in May 2021 (€503.6m) and November 2021 (€495.5m[111](§ 3.1.3);
  - a senior bond loan[112] (€595.6m);
- negotiable debt securities (€317.3m);
- a term loan (€201.9m);
- other borrowings (€66.1m).

The Group uses hedging instruments to limit the impact of interest rate and currency [113]; the fair value of derivative instruments shows a net liability of **€12.5m**[114] at December 31, 2024.

After taking into account cash and cash equivalents **of €470.0m**, accounting net financial debt, excluding the impact of IFRS 16 in the amount of €75m (§ 3.3.2.11), thus amounts to **€1,722.4m**[115] at December 31, 2024

3.3.2.7. Investments in associates

Associates are entities over which the Group exercises significant influence.

The Group's share in the equity of these companies, which stood at **€6.4m**at December 31, 2024, corresponds to its holdings in Vetreco SRL (Italy), Cogeneradores Vidrieros (Spain) and Verre Recycling (Germany).

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[108] These DTAs mainly concern Vidrala Italia and, according to the information available to us, will be consumed over a 5-year period.
[109] Difference between book and tax depreciation.
[110] Unrecognized DTA mainly relates to tax losses in Chile and at Vidrala Italia.
[111] The interest rate may increase if the following sustainability performance targets are not met:
- reduce the Group's annual CO_2 emissions to 2,625 kt by 2025;
- achieve a 59% external cullet utilization rate in production by 2025.

Each target not met would result in a coupon increase of 12.5 bps for the bond issued in May 2021 and 10 bps for the bond issued in November 2021.
[112] This bond, issued in November 2024, was mainly used to repay the €250m loan for the acquisition of Vidrala Italia, and to partially prepay the €350m term loan put in place in April 2023.
[113] The fair value of energy hedging derivatives is recognized in WC (§ 3.3.2.4).
[114] Financial instruments liabilities (€24.5m) - Financial instruments assets (€11.9m). Financial instrument assets are recorded under "Other non-current assets" (€5.8m) and "Current portion of non-current assets" (€6.1m).
[115] URD 2024, p. 400. Net financial debt: €1,797.4m - Impact of IFRS 16: €75m.

3.3.2.8. *Non-current and current financial assets*

Non-current financial assets, amounting to **€43.6m**[116] at December 31, 2024, comprise deposits and guarantees (€28.8m[117]), equity investments (€6.6m), loans (€5.8m) and pension plan surpluses (€2.3m).

Current financial assets, amounting **to €1.4m**[118] at December 31, 2024, correspond to loans.

3.3.2.9. *Provisions for contingencies and charges*

Provisions, amounting to **€169.1m**at December 31, 2024, comprise

- non-current provisions (€120.5m) for :
  - employee benefits (€90.1m) ;
  - environmental risks (€13.9m);
  - other risks (€16.5m);
- current provisions (€48.6m) for :
  - restructuring and personnel costs (€13.8m) ;
  - environmental risks (€5.9m);
  - claims and litigation (€5.0m)
  - other risks (€23.9m).

3.3.2.10. *Minority interests*

Non-controlling interests, with a net value of **€70.2m**at December 31, 2024, correspond mainly to Rayen Cura in Argentina (€48.9m) and Vidrieras Canarias (€18.3m) in Spain.

3.3.2.11. *Rights of use IFRS 16[119] and lease liability*

IFRS 16 rights of use, amounting to **€73.1m** at December 31, 2024, relate to leases mainly for warehouses, offices, industrial equipment and vehicles.

This compares with a rental liability of **€75.0m**at December 31, 2024.

The balance sheet impact of IFRS 16 is a net liability of **(€1.9m)**.

3.3.3. Cash flow

A multi-year analysis of cash flows by type[120] from 2020 to 2024 shows that the resources generated by operations were largely used for :

[116] Excluding financial instruments (€5.8m).
[117] Including €12.6m for factoring contracts.
[118] Excluding financial instruments (€6.1m).
[119] IFRS 16 "Leases" requires royalty commitments to be restated both on the balance sheet (rights of use on the asset side / lease obligations on the liability side) and on the income statement (breakdown of the royalty into a depreciation charge and a finance charge).
[120] Net cash flows from operating, investing and financing activities; for the record, "Other cash flows from financing activities" mainly relate to the net change in short- and long-term debt, and to interest paid during the year.

- to finance the Group's capital expenditure;
- dividends to shareholders.

Tableau des flux de trésorerie consolidés

M€	31-déc.-20	31-déc.-21	31-déc.-22	31-déc.-23	31-déc.-24
Trésorerie et équivalents de trésorerie à l'ouverture de l'exercice	**219**	**476**	**495**	**331**	**475**
Flux net de trésorerie liés aux activités opérationnelles	610	642	699	858	588
Flux net de trésorerie liés aux activités d'investissement	(246)	(272)	(540)	(460)	(540)
Dividendes payés aux actionnaires	(15)	(116)	(125)	(167)	(255)
Autres flux de trésorerie liés aux activités de financement	(74)	(236)	(191)	(35)	218
Incidence des variations du taux de change sur la trésorerie	(17)	-	(7)	(53)	(15)
Trésorerie et équivalents de trésorerie à la clôture de l'exercice	**476**	**495**	**331**	**475**	**470**

Source : Société

3.4. SWOT matrix

The SWOT matrix below summarizes the Group's strengths and weaknesses as well as the opportunities and threats it faces in its market:

Forces	Faiblesses
– Position de *leader* du Groupe sur ses marchés clés en Europe. – Portefeuille de produits adapté aux spécificités locales, avec une montée en gamme de l'offre *premium*. – Portefeuille clients large et diversifié, comptant plus de 10.000 clients. – Mise en place du PAP, conduisant à réduire les coûts de production de 2 % par an. – Engagement en faveur des enjeux environnementaux, avec notamment l'émission d'obligations *sustainability-linked* assorties d'objectifs sur la réduction des émissions de CO_2 et le taux d'utilisation de calcin.	– Forte concentration des ventes en Europe, ressortant à 88 % du chiffre d'affaires en 2024. – Exposition à des devises volatiles, notamment le real brésilien, le peso argentin et la hryvnia ukrainienne. – Certains sites sont équipés d'un seul four, contrariant les économies d'échelle sur les coûts de production. – Marché déjà mature limitant la croissance à moyen et long terme.

Opportunités	Menaces
– Faible part de marché du verre pour l'emballage des produits alimentaires, des boissons non alcoolisées et de la bière. – Croissance de la demande pour des produits haut de gamme, *premium* et personnalisés. – Opportunités de croissance externe, notamment en Europe, avec néanmoins des contraintes *antitrust*. – Essor de la demande pour des emballages recyclables et durables, renforçant l'attrait du verre en tant qu'alternative écologique privilégiée. – Développement de nouvelles technologies avec des fours à faible émission de carbone.	– Volatilité des coûts énergétiques et inflation sur les prix des matières premières. – Concurrence accrue des matériaux alternatifs comme le plastique, le métal et le carton. – Augmentation des droits de douane américains sur les champagnes, vins et spiritueux européens, pénalisant les exportations. – Renforcement des exigences réglementaires en Europe, notamment sur les émissions de CO_2. – Baisse de la consommation des vins tranquilles en Europe.

4. Multicriteria valuation

We carried out a multicriteria valuation of the Share, below, presenting in turn:

- data structuring the Multicriteria Evaluation (§ 4.1);
- valuation methods not used (§ 4.2);
- stock market references (§ 4.3);
- reference to transactions on the Company's share capital (§ 4.4);
- the valuation methods used (§ 4.5);
- the summary of the Multicriteria Evaluation and the premiums induced by the Share Offer Price (§ 4.6).

4.1. Data structuring Multicriteria Evaluation

4.1.1. Accounting standards

Verallia prepares its consolidated financial statements in accordance with International Financial Reporting Standards (IFRS).

The consolidated financial statements and the annual financial statements of Verallia for the year ended December 31, 2024 have been certified without qualification by the statutory auditors .[121]

4.1.2. Evaluation date and parameters

The consolidated financial statements for the year ended December 31, 2024, which are the most recently published consolidated financial statements to date, serve as a reference for the historical financial data we used, in particular to determine the amount of net financial debt (§ 4.1.6).

The reference date used to analyze the share price is January 30, 2025, the last trading day before the publication of rumors, on January 31, 2025, concerning a possible public offer (the "**Reference Date**"). The Offer was announced on February 3, 2025, before the market opened (§ 1).

Financial parameters such as discount rates and market multiples have been determined on the basis of market data at March 31, 2025.

[121] Verallia, URD 2024, p. 451.

4.1.3. Number of Shares

For the purposes of the Multi Criteria Evaluation, we have used the number of Shares making up the Company's share capital as at the date of the Draft Offer Document (§ 2.3.1), after deduction of treasury shares, and taking into account the free share plans ("**FS**"), under which the free shares are in the process of being acquired as at the date of filing of our Report[122] (§ 2.3.2) :

Nombre d'Actions diluées

Catégorie	
Actions émises	120 805 103
Plan d'AGA 2023-2025	248 150
Plan d'AGA 2024-2026	277 650
Plan d'AGA 2025-2027	379 795
(Actions auto-détenues)	(2 968 796)
Nombre d'Actions diluées	**118 741 902**

Source : Société, analyses Ledouble

The adjusted total number of Shares is 118,741,902.

4.1.4. Impact of IFRS 16 "Leases".

We have taken into account the impact of the Group's operating lease commitments in the intrinsic value cash flow model (§ 4.5.1). Consequently, the transition from enterprise value to equity value excludes lease obligations (§ 3.3.2.11).

For the analogous valuation by Stock Market Comparables (§ 4.5.2), we have based our analyses on the EBITDA and EBITDA - Capex multiples of the Stock Market Comparables pre-IFRS 16 and, consequently, excluded the Group's rental obligations in the transition from enterprise value to equity value.

In the absence of sufficient information on the terms and conditions of the Comparable Transactions, we have determined the value of the Share after taking into account the impact of rental obligations (§ 4.5.3).

4.1.5. Tax losses

At December 31, 2024, the Group had a stock of capitalized tax loss carryforwards[123] amounting to €19.1mand unused tax loss carryforwards amounting to €7.1m(§3.3.2.5).

For both intrinsic and analogical valuations, we have taken into account the present value of capitalized and non-capitalized tax loss carryforwards in the transition from enterprise value to Group shareholders' equity value.

Based on our discounting parameters, the present value of tax loss carryforwards has been estimated at €19.4m.

[122] URD 2024, p. 302. The total number of Shares allocated free of charge at December 31, 2024 under the 2023-2025 (248,150 Shares) and 2024-2026 (277.650), whose vesting date runs from March 1,2026 to March 1,2027, is increased by the number of free Shares allocated in 2025 under the 2025-2027 plan, whose vesting date is set at March 1, 2028, for the quantum corresponding to the target allocation of the 2025-2027 plan (379,795 Shares) (§ 2.3.2).
[123] In tax base.

4.1.6. Net financial debt

In the transition from enterprise value to Group shareholders' equity, the Multi-Criteria Valuation incorporates accounting net debt adjusted for certain assets and liabilities that have an impact on share value.

At December 31, 2024, the Group's accounting net debt, excluding rental obligations of €75m(§ 3.3.2.11), stood at €1,722.4m(§ 3.3.2.6):

Endettement net comptable

M€	31-déc.-24
Emprunts et dettes financières courants	1 818,1
Emprunts et dettes financières non courants	361,7
Instruments financiers	12,5
Trésorerie et équivalents de trésorerie	(470,0)
Endettement net comptable (hors IFRS 16)	**1 722,4**

Source : Société, analyses Ledouble

We have adjusted accounting net debt to take into account :

- factoring debt, concerning the assignment of receivables without recourse[124] (€479.6m) (§ 3.3.2.4), less the amount of deposits paid in this respect (€12.6m) (§ 3.3.2.8);
- the net book value of non-controlling interests[125] , spread over non-material entities, with the exception of Rayen Cura operating in Argentina[126] (§ 3.3.2.10), which was revalued on the basis of its forecasts to reflect its economic value (€149.7m);
- non-current (€120.5m) and current (€48.6m) provisions for liabilities and charges (section 3.3.2.9), net of deferred tax assets (€48.2m), amounting to a net €120.9m;
- the present value of DTL related to temporary tax timing differences (€48.6m) (§ 3.3.2.5);
- the present value of capitalized and non-capitalized tax losses (€19.4m) (§ 3.3.2.5);
- non-current financial assets[127] (€14.7m) and current assets (€1.4m) comprising investments in subsidiaries and affiliates, loans and pension plan surpluses (section 3.3.2.8), totalling €16.1m;
- the net book value of investments in associates[128] (€6.4m) (§ 3.3.2.7), which we have verified do not need to be revalued.

This gives a net financial debt of **€2,466.6m** at December 31, 2024 :

[124] Under a non-recourse factoring contract, i.e. when the Group has transferred substantially all the risks and rewards of ownership of the receivables, they are derecognized from the consolidated balance sheet.
[125] Minority interests.
[126] The potential sale of the Group's assets in Argentina was mentioned in Verallia's press release of February 19, 2025, p. 8, and in the presentation of the results for the fiscal year of February 20, 2024.
[127] Excluding deposits and guarantees considered as non-mobilizable (€28.8m).
[128] None of the companies accounted for by the equity method represents a material proportion of the Group's total assets.

Endettement financier net	
M€	31-déc.-24
Endettement net comptable (hors IFRS 16)	**1 722,4**
Dette d'affacturage (cession de créances sans recours)	467,0
Intérêts minoritaires	149,7
Provisions pour risques et charges nettes d'IDA	120,9
Valeur actuelle des IDP liés à des décalages fiscaux temporaires	48,6
Valeur actuelle des reports déficitaires	(19,4)
Actifs financiers non courants et courants	(16,1)
Coentreprises et entités associées	(6,4)
Endettement financier net (hors IFRS 16)	**2 466,6**

Source : Société, analyses Ledouble

4.2. Discarded valuation methods

4.2.1. Net asset value

We did not use the consolidated net asset value (CNAV) method to value the shares, as this method does not reflect the Group's value.

For information, the NCA per share is €8.4[129] at December 31, 2024.

4.2.2. Adjusted net asset

The adjusted net asset (ANA) method would consist in adjusting consolidated net book value for unrealized capital gains or losses identified in assets, liabilities or off-balance sheet items; in the absence of non-operating assets, particularly in the real estate sector (§ 3.3.2.3), we have not adopted this method, as operating assets are valued by discounting forecast cash flows (§ 4.5.1).

4.2.3. Dividend discounting

The *Dividend Discount Model* (DDM) has not been used as a valuation method. Instead, we have however applied a discounted cash flow valuation which, by construction, includes the potential for dividend payouts (§ 4.5.1).

4.3. Stock market references

The share's market value is discussed below, based on both historical data (§ 4.3.1) and the work of analysts (§ 4.3.2).

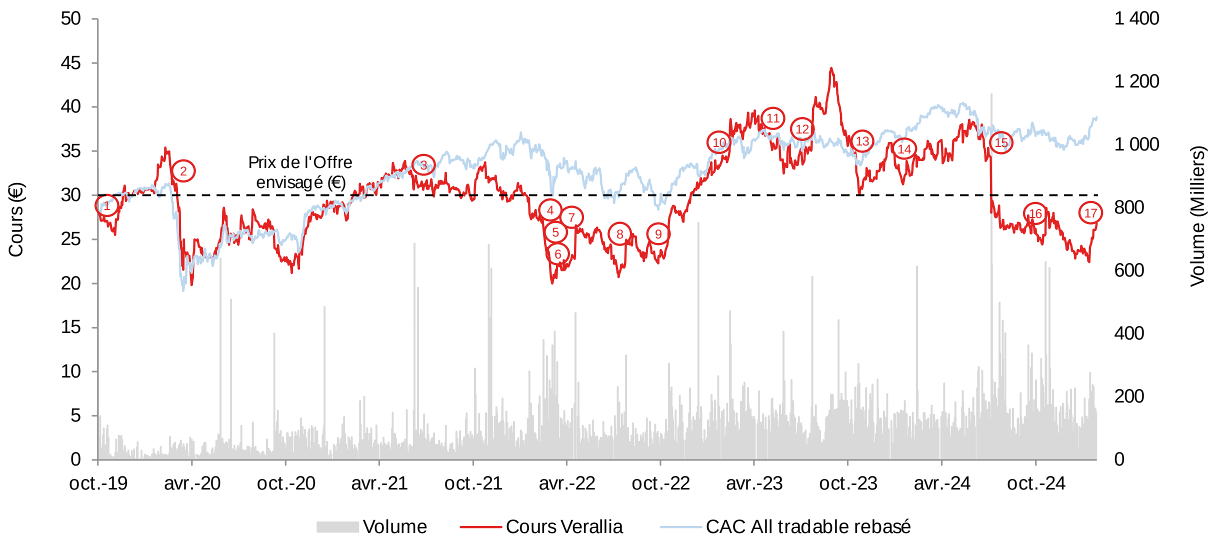
4.3.1. Stock price analysis

Verallia was floated on October 4, 2019 on Compartment A of the Euronext regulated market in Paris [130].

[129] Group share of shareholders' equity: €996.8 M (§ 3.3.2) divided by the number of Shares: 118,741,902 (§ 4.1.3).
[130] ISIN: FR0013447729, mnemonic: VRLA.

We present below the evolution of the[131] share price, compared with that of the CAC All Tradable, since its IPO.

Analysis of share price since IPO



Source : Bloomberg

The main changes in the share price during this observation period were as follows:

- performance of the Verallia share in line with that of the CAC All Tradable until the sale of the shares held by the Apollo fund in June 2021;
- continuous erosion of the share price between June 2021 and March 2022, driven by inflationary pressures on commodity prices and soaring energy prices, reaching a low of €20.02 on March 7, 2022;
- a rise in the share price until September 2023, driven by dynamic demand, leading the Group to successively raise its annual Adjusted EBITDA targets for the 2022 and 2023 financial years; the share reached its high on September 1st 2023 at €44.44;
- a correction in the share price from September 2023 onwards, in a more depressed market environment, accentuated by a downward revision of the 2024 Adjusted EBITDA target in July 2024, resulting in a fall in the share price, which remained below the Offer Price until the announcement of the Offer.

We have listed the main events that have taken place within the Group and positioned them, above, on the graph showing the share price since its IPO.

[131] Daily prices were weighted by volume.

Évènements marquants

	Date	Évènements
1.	4-oct.-19	Introduction en bourse de Verallia.
2.	20-févr.-20	Incidence de la pandémie de Covid-19 sur les marchés financiers.
3.	9-juin-21	Le fonds Apollo cède 11 millions d'Actions sur les marchés financiers, soit 8,9 % du capital de la Société.
4.	16-févr.-22	Publication des résultats annuels 2021 : CA (+5,4 %), taux de marge d'EBITDA Ajusté (25,4 %).
5.	24-févr.-22	Début de l'invasion de l'Ukraine par la Russie.
6.	28-févr.-22	Verallia suspend la production sur son site de Zorya en Ukraine.
7.	20-avr.-22	Publication des résultats du T1 2022 : CA (+24 %), taux de marge d'EBITDA Ajusté (24,4 %). Confirmation de l'objectif d'EBITDA Ajusté supérieur à 700 M€, malgré le contexte macroéconomique.
8.	27-juil.-22	Publication des résultats semestriels 2022 : CA (+23,4%), taux de marge d'EBITDA Ajusté (26,0 %). Objectif annuel d'EBITDA Ajusté relevé entre 750 M€ et 800 M€.
9.	19-oct.-22	Publication des résultats du T3 2022 : CA (+24,5 %), taux de marge d'EBITDA Ajusté (26,0 %). Relèvement de l'objectif annuel d'EBITDA Ajusté à un niveau supérieur à 820 M€.
10.	15-févr.-23	Publication des résultats annuels 2022 : CA (+25,3 %), taux de marge d'EBITDA Ajusté (25,8 %).
11.	19-avr.-23	Publication des résultats du T1 2023 : CA (+40,2 %), taux de marge d'EBITDA Ajusté (29,2 %).
12.	25-juil.-23	Publication des résultats semestriels 2023 : CA (+30,7 %), taux de marge d'EBITDA Ajusté (30,8 %). Objectif annuel d'EBITDA relevé entre 1.100 M€ et 1.250M€.
13.	19-oct.-23	Publication des résultats du T3 2023 : CA (+22,1 %), taux de marge d'EBITDA Ajusté (29,8 %).
14.	14-févr.-24	Publication des résultats annuels 2023 : CA (+16,5 %), taux de marge d'EBITDA ajusté (28,4 %).
15.	8-juil.-24	Révision à la baisse de l'objectif d'EBITDA Ajusté 2024, de 1 Md€ à environ 850 M€.
16.	22-oct.-24	Publication des résultats du T3 2024 : Reprise d'une croissance organique modérée des volumes dans un environnement de marché toujours difficile.
17.	3-févr.-25	Annonce de l'Offre.

Source : Société

We present below an analysis of the volume-weighted average share price ("**VWAP**") at the Reference Date.

CMPV de l'Action

€	Date de Référence 30-janv.-25
Spot (clôture)	26,82
20 séances	24,39
60 séances	24,81
120 séances	25,62
180 séances	27,93
250 séances	29,54
12 mois	29,59
Plus bas 12 mois	**22,26**
Plus haut 12 mois	**39,00**

Source : Bloomberg

In summary :

- Share price ranged from **€22.26** to **€39.00** over the twelve months preceding the Reference Date, with VWAP ranging from **€24.39** to **€29.59**
- the Offer Price is close to the average price observed over the twelve months preceding the Reference Date;
- When the Offer was announced, the share price was trading at **€26.82**.

We also present below the turnover of the Share, expressed in relation to the free float over the last twelve months:

Rotation de l'Action

	Date de Référence
	30-janv.-25
Volume échangé 12 mois	43 521 533
Flottant	55 710 862
Rotation du flottant (%)	**78%**

Source : Bloomberg, analyses Ledouble

Trading volumes over the past twelve months illustrate the stock's good liquidity, with annual turnover representing 78% of free float.

4.3.2. Analysis of course objectives

The target prices published by analysts prior to the announcement of the Offer that we have identified are presented below.

Cours cibles des analystes

Analyste	Au 30/01/2025		Dernières notes	
	Date	Cours cible	Date	Cours cible
Bank of America	9-janv.-25	33,0 €	3-févr.-25	33,0 €
Berenberg	7-nov.-24	30,0 €	20-févr.-25	28,0 €
Bernstein	28-janv.-25	35,0 €	19-févr.-25	35,0 €
BNPP Exane	23-janv.-25	30,0 €	8-avr.-25	27,5 €
Citi	28-janv.-25	39,4 €	10-mars-25	39,0 €
CM-CIC	12-déc.-24	36,0 €	17-avr.-25	36,0 €
Deutsche Bank	27-janv.-25	41,0 €	2-avr.-25	41,0 €
IDMidcaps	5-sept.-24	29,0 €	13-mars-25	30,0 €
Kepler Cheuvreux	24-oct.-24	38,0 €	10-mars-25	35,0 €
ODDO BHF	14-janv.-25	34,0 €	15-avr.-25	33,0 €
Santander	23-oct.-24	30,4 €	15-avr.-25	29,9 €
Stifel	24-oct.-24	40,3 €	17-avr.-25	36,7 €
UBS	30-oct.-24	36,0 €	10-mars-25	35,5 €
Moyenne		**34,8 €**		**33,8 €**
Médiane		**35,0 €**		**35,0 €**
Min.		**29,0 €**		**27,5 €**
Max.		**41,0 €**		**41,0 €**

Source : Bloomberg, notes d'analystes

The average target price is **€34.8**, within a wide range of target prices, from **€29.0** to **€41.0**, which reflects the sensitivity of the share price to the valuation assumptions and parameters used.

We have also reviewed the notes published by analysts following the announcement of the Offer and the 2024 annual results. Most analysts maintain a target price above the Offer Price, with an average target price of **€33.8**, ranging from **€27.5** to **€41.0**.

The difference between the analysts' average target price and the central value per share of the intrinsic valuation[132] (§ 4.5.1) is mainly due to the assumptions used by the analysts concerning the long-term operating margin rate, net financial debt[133] and the discount rate, it being specified that analysts do not always disclose all the data used to establish their target price.

On the basis of the latest analysts' notes we have been able to exploit, we note that :

- Deutsche Bank and Citi, which set their target price at €41.0 and €39.0 respectively, applied a discount rate of 7.7% and 8.0% respectively, well below the median rate of 8.8%;
- Stifel's latest target price of €36.7 is based in particular on achieving an EBITDA margin of 28.3% in 2027, higher than the margin rate anticipated by Management;
- on average, analysts estimate the Group's financial debt at around €1.9 bn, an amount which apparently does not include factoring debt. Only BNPP Exane seems to take this into account, setting its latest price target at €27.5.

4.4. Reference to transactions involving the Company's share capital

For information purposes, we note that in the first half of 2024 BWSA/BWGI, as the Bidder's controlling shareholder, acquired Shares on the market at a unit price of between €32.77[134] and €35.98 .[135]

These transactions took place before the fall in the share price observed in the second half of 2024 following the announcements made in July 2024 (§ 4.3.1).

4.5. Valuation methods used

4.5.1. Intrinsic valuation (DCF)

4.5.1.1. Principles of the DCF method

The *Discounted Cash-Flow* (DCF) valuation method is based on estimating the value of a company's economic assets on the basis of available operating cash flows[136] generated by its business, which are discounted at a rate corresponding to the return expected by the providers of the resources.

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[132] We compare the analysts' average target price with the results of our intrinsic valuation, since these target prices are mostly based on DCF modeling; in this respect, determining a share value based on a *business plan* derived from a consensus of brokers is redundant with the analysis of price targets.
[133] For the record, most analysts do not take factoring liabilities into account.
[134] February 15, 2024 for €4.7m.
[135] March 8, 2024 for €1.8m.
[136] Operating income (EBIT) net of tax, adjusted for calculated expenses (depreciation and amortization), less changes in working capital requirements (WC) and capital expenditure (Capex).

The calculation of terminal value, estimated beyond the explicit forecast period, is based on an estimate of sustainable free *cash flow*, and thus takes into account a going-concern assumption and an estimate of long-term growth (perpetual growth).

To obtain the market value of equity, the value of operating activities (enterprise value) is increased by net financial cash flow or reduced by net financial debt (§ 4.1.6).

4.5.1.2. Discount rate

We determined the discount rate based on the Capital Asset Pricing Model (CAPM) formula, using the direct method which consists of calculating the cost of capital based on the beta of the company's economic assets.

The discount rate was calculated on the basis of the following components :

- a risk-free rate of **3.3%**, corresponding to the historical 3-month average of the 10-year T-Bonds[137];
- a 5-year economic asset beta equal to **0.83**[138];
- a French market risk premium estimated at **5.7%**[139];
- a specific risk premium[140] of **0.8%** determined on the basis of the contribution to Adjusted EBITDA of the countries in which the Group operates, outside France .[141]

The average cost of capital used to discount forecast cash flows was **8.8%**:

Taux d'actualisation	
Composants	
Taux sans risque	3,3%
Beta de l'actif économique	0,83
Rendement de marché	9,0%
Prime de risque	5,7%
Prime de risque pays	0,8%
Taux d'actualisation	**8,8%**

Source : Bloomberg, analyse Ledouble

We have not included in the discount rate any risk specific to the Company or to the achievement of its medium-term objectives.

[137] Source: Investing.
[138] The economic asset beta has been determined on the basis of our panel of stock market comparables (§ 4.5.2).
[139] Ledouble has its own model for estimating French market yields. The expected return on the French market, estimated at **9.0%** at the end of March 2025, less a risk-free rate of 3.3%, gives a risk premium of **5.7%**.
[140] Our estimate of country risk premiums includes :
- a financial component calculated on the basis of *credit default swap* (CDS) *spreads* associated with the sovereign *ratings* of the countries concerned, and
- a political component based on *scoring* published by Bloomberg.

[141] This country risk premium, which stands at **0.8%** overall, reflects a higher risk for these countries than for France.

4.5.1.3. Perpetual growth rate

The terminal value was determined assuming a perpetual growth rate of **2.0%**, in line with long-term inflation forecasts for the Group's main operating regions .[142]

This rate is also in line with the one we use to determine the expected return on the French market according to our internal model.

4.5.1.4. Taxation

Corporate income tax has been determined on the basis of the tax rates in force in the Group's main operating regions, weighted by their contribution to the Group's expected operating income over the forecast period; this gives an estimated tax rate of 28.5%[143] over the Business Plan horizon.

In addition, we have included in net financial debt the present value of capitalized and non-capitalized tax losses, amounting to €19.4m (§ 4.1.6).

4.5.1.5. Business Plan

We have used the business plan drawn up by Management (2025-2027 LRP), presented and approved together with the 2025 budget, in accordance with the usual procedures, by the Company's Board of Directors on December 4, 2024 (the "**Business Plan**"), whose projections cover the period from 2025 to 2027 (the "**Explicit Period**"). The Business Plan also serves as a reference for the Bidder and the Sponsoring Institutions in assessing the Offer Price.

Business Plan trajectories have been established using a *bottom-up* approach by operating sector.

For information purposes, the trajectories underlying the Business Plan are used as part of the annual asset impairment tests to which we also had access.

On April 3, 2025, the Group announced its results for the first quarter of 2025, and revised the full-year 2025 budget (the "**Revised 2025 Budget**") accordingly, which is lower than in the first year of the Business Plan[144]:

- The Adjusted EBITDA target for 2025 is now "expected to be around €800m" compared to a level close to that of 2024 (i.e., €842.5m) initially;
- Verallia is also "*confident in its ability to generate a free cash flow exceeding €200m (compared to approximately €200m[145] initially), in line with the Group's commitment to focus its efforts in 2025 on cash generation*"; the cash flow forecasts included in the Business Plan for 2025 prove to be higher than this target.

In order to preserve consistency between the multi-year assumptions in the Business Plan, we have carried out the Multicriteria Valuation based on the latter, as it stands, while examining the impact on

[142] Inflation forecasts weighted by the contribution of these zones to sales in 2024.
[143] The estimated tax rate of 28.5% is the result of a weighting of the Group's operating regions, as over the Business Plan forecast period it proved impossible to determine a tax rate using a "*bottom-up*" approach
[144] "First Quarter 2025 Results: Confirmation of Volume Recovery in a Challenging Market Environment – 2025 Outlook Update," April 23, 2025, p. 1.
[145] "Annual Results 2024: Strong Profitability with an EBITDA Margin Above 24% in a Challenging Market; Organic Volume Growth Confirmed in Q4," February 19, 2025, p. 2.

the Share's value of the Revised 2025 Budget[146], without any changes to the years of the Business Plan beyond 2025.

(i) Explicit period

The Business Plan, based on *bottom-up* projections at the operating segment level, does not include any external growth operations; it translates globally over the Explicit Period into :

- average annual sales growth driven by:
  - market share gains in Europe in 2025, on the one hand, on the domestic market in France, the United Kingdom and Germany, and, on the other, in exports to France and Italy;
  - more generally, a recovery in market demand, leading to growth in sales, driven entirely by higher volumes, particularly in the still wine, soft drinks and spirits segments;
- a significant increase in the Adjusted EBITDA margin over the entire Explicit Period, reaching a level close to 26% in 2027; this margin level was only reached in 2022 (25.8%) and exceeded only in 2023 (28.4%)[147] , mainly due to a sharp rise in sales prices, which more than offset the increase in production costs over these two years;
- an annual investment budget lower than the Group's historical average[148] .

On the basis of the forecast data in the Business Plan and additional information provided to us by Management, we have determined forecast cash flows, taking particular account of the impact of IFRS 16 and forecast rent expense, to arrive at a "*cash*" view.

(ii) Extrapolation period

We have extrapolated the Business Plan over the period 2028 to (the "**Extrapolation Period**"), the forecast trajectories of which are as follows:

- annual sales growth converging linearly towards 2.0% ;
- a long-term Adjusted EBITDA margin converging linearly towards 27.0%, thus falling within Management's target range of 26.0% to 28.0%;
- average capital expenditure, as a percentage of sales, of 9.5%; this trajectory makes it possible to converge linearly towards 10.0% in terminal value (see iii below), taking into account decarbonization investments in line with the Group's environmental commitments (§ 3.1.3)

[146] We have increased cash flow in the Revised Budget 2025 by the costs incurred by the Offer; we understand that Adjusted EBITDA excludes these expenses, which are classified as non-recurring items.
[147] The average Adjusted EBITDA margin for the period 2016 to 2024 is 24.0%.
[148] Over the period 2020 to 2024, the average level of capital expenditure as a percentage of sales is around 10.0%; this rate overlaps with that observed over a longer period (2016 to 2024).

- an operating WC level[149] in line with Management forecasts;
- an average corporate income tax rate across all the Group's operating regions relative to EBIT (28.5%), equivalent to the rate applied in 2027.

(iii) Terminal value calculation

The terminal value calculated at the end of the Extrapolation Period results from :

- capitalization at the discount rate, minus the perpetual growth rate, of taxed operating *cash flow* considered as recurring; and
- the discounting of the terminal value thus obtained.

Our terminal value calculation is based on a normative cash flow determined using the following key assumptions:

- a perpetual growth rate of 2.0% (§ 4.5.1.3);
- an Adjusted EBITDA margin of 27.0% (see ii above);
- a ratio of investment to sales of 10%[150] (see ii above);
- a change in WC linked to perpetual growth ;
- the renewal of the corporate income tax rate (see ii *above*).

(iv) Comments on forecast trajectories

We consider that the assumptions of the Business Plan, Management's target operating margin beyond the Explicit Period, as well as the uncertainties of execution with regard, the one hand, to historical achievements and, on the other hand, to the withdrawal of the Revised 2025 Budget compared with the first year of the Business Plan without modification in subsequent years, give these forecasts a voluntarist character; in particular:

- the Group's business growth exceeds that of the Stock Market Comparables by 2025, notably through anticipated market share gains, it being specified that, given the mainly fixed cost structure, any drop in sales has a significant impact on the operating margin rate;
- the level of profitability anticipated to determine the terminal value is higher than those achieved by Verallia historically, with the exception of 2023 (see above i);
- the cash flow forecasts used in the 2025 Business Plan turn out to be higher than those in the Guidance, which projected approximately €200m.

4.5.1.6. DCF valuation summary

We present below a sensitivity analysis of the value of the Share to cross variations:

- the discount rate (+/- 0.25 bp compared with the discount rate of 8.8%) and the perpetual growth rate (+/- 0.25 bp compared with the perpetual growth rate of 2.0%):

149 Excluding factoring and trade payables on fixed assets.
150 This Capex rate is in line with its historical level

Analyse de sensibilité de la valeur par Action

Croissance normative	Taux d'actualisation 8,3%	8,6%	8,8%	9,1%	9,3%
1,5%	32,5	30,6	28,8	27,2	25,7
1,8%	34,1	**32,1**	**30,2**	**28,5**	26,9
2,0%	35,8	**33,7**	**31,7**	**29,8**	28,1
2,3%	37,7	**35,4**	**33,2**	**31,3**	29,4
2,5%	39,7	37,2	34,9	32,8	30,9

- the discount rate (+/- 0.25 bp compared with the discount rate of 8.8%) and the Adjusted EBITDA margin rate (+/- 0.50 bp compared with the Adjusted EBITDA margin rate of 27.0%):

Analyse de sensibilité de la valeur par Action

Taux de marge EBITDA Ajusté	Taux d'actualisation 8,3%	8,6%	8,8%	9,1%	9,3%
26,0%	32,8	30,8	29,0	27,2	25,6
26,5%	34,3	**32,2**	**30,3**	**28,5**	26,9
27,0%	35,8	**33,7**	**31,7**	**29,8**	28,1
27,5%	37,3	**35,1**	**33,0**	**31,1**	29,4
28,0%	38,8	36,5	34,4	32,4	30,6

The central value of the Share is **€31.7**, within a range of values from **€29.8** to **€33.7**[151].

Assuming a central hypothesis of an Adjusted EBITDA margin rate of 26.0%, corresponding to the anticipated margin rate in 2027 (§ 4.5.1.5.i), the central value of the Share, as indicated above, is **€29.0**.

Substituting the Revised 2025 Budget for the first year of the Business Plan, and replicating the two sensitivity analyses above, the central value of the Share is set at **€31.3**, within a range of values from **€29.4** to **€33.3**:

Analyse de sensibilité de la valeur par Action

Croissance normative	Taux d'actualisation 8,3%	8,6%	8,8%	9,1%	9,3%
1,5%	32,0	30,1	28,4	26,7	25,2
1,8%	33,6	**31,6**	**29,7**	**28,0**	26,4
2,0%	35,3	**33,2**	**31,2**	**29,3**	27,6
2,3%	37,2	**34,9**	**32,7**	**30,8**	29,0
2,5%	39,2	36,7	34,4	32,3	30,4

Analyse de sensibilité de la valeur par Action

Taux de marge EBITDA Ajusté	Taux d'actualisation 8,3%	8,6%	8,8%	9,1%	9,3%
26,0%	32,3	30,3	28,5	26,7	25,1
26,5%	33,8	**31,8**	**29,8**	**28,0**	26,4
27,0%	35,3	**33,2**	**31,2**	**29,3**	27,6
27,5%	36,8	**34,6**	**32,5**	**30,6**	28,9
28,0%	38,3	36,0	33,9	31,9	30,1

Taking into account the Guidance communicated to the market concerning forecast cash flows for 2025 (§ 4.5.1.5.iv), and with no further changes to subsequent Business Plan projections, the central value of the Share stands at **€30.9** , within a range of values from **€29.1** to **€32.9.**

[151] Management has provided us with analyses of the sensitivity of sales and EBITDA margin to an increase in customs duties, based on the Group's direct and indirect exposure to the US market.

4.5.2. Analogous valuation by Stock Market Comparables

In this chapter, we develop the analogical valuation of the Share by reference to multiples observed on a panel of stock market comparables (the "**Stock Market Comparables**").

4.5.2.1. Composition of the stock market Stock Market Comparables

To the best of our knowledge, there are no listed companies that are strictly comparable to Verallia in terms of size, profitability and location.

However, we have drawn up a panel of listed global players in the glass packaging market, who are the usual benchmarks in this sector. We present their market capitalizations below[152] :

Capitalisation Boursière des Comparables Boursiers (M€)

Société	Pays	Capitalisation boursière
Verallia	**France**	**3 266**
Vidrala	Espagne	3 199
O-I Glass	États-Unis	1 665
Zignago Vetro	Italie	860
Vetropack	Suisse	559
Moyenne		**1 571**

Source : Bloomberg

The main characteristics of our Stock Market Comparables are presented in **Appendix 8.**

In terms of size and market position, Vidrala tends to be closer to the other Verallia's Stock Market Comparables[153].

4.5.2.2. Calculation of enterprise value multiples

We have ruled out the multiples :

- sales, as we do not believe it is appropriate to value the Group solely on the basis of sales volume, without taking into account the criterion of operating profitability;
- EBIT, given the significant discrepancies between the level of Capex and that of depreciation and amortization, within the sample of Stock Market Comparables and Verallia;
- of net income (PER), as PERs lead to biased estimates due in particular to differences in financial structure.

We have therefore applied EBITDA and EBITDA less capex multiples ("**EBITDA - Capex**")for 2025 and 2026 to the Business Plan aggregates.

However, in the summary of the Multicriteria Evaluation, we will only consider the results based on EBITDA - Capex multiples, given the differences in capital intensity observed within our Stock Market Comparables and the Group (§ 4.6).

In calculating the multiples for each of the Stock Market Comparables, we have referred to:

[152] On average 3 months.

[153] However, Vidrala's profitability is higher than Verallia's (§ 4.5.2.3).

- to their average market capitalization over the last 3 months ;
- the last published net financial debt, between market capitalization and enterprise value, from which multiples are determined;
- EBITDA and Capex estimates based on analysts' consensus forecasts for 2025 and 2026.

4.5.2.3. Summary of valuation by Stock Market Comparables

Our review of the profile and enterprise value multiples of the Stock Market Comparables calls for the following comments:

- Verallia is larger than the Stock Market Comparables, with the exception of Vidrala, whose size is comparable (§ 4.5.2.1);
- the panel of Stock Market Comparables shows an average level of profitability similar to that of Verallia, with the exception of Vidrala, whose profitability is significantly higher.

Profil opérationnel des Comparables Boursiers

Société	Croissance chiffre d'affaires			Marge EBITDA			Capex (% CA)		
	2024	2025	2026	2024	2025	2026	2024	2025	2026
Vidrala	11%	(1%)	3%	28%	29%	29%	(10%)	(11%)	(10%)
O-I Glass	(8%)	(2%)	1%	15%	18%	19%	(8%)	(7%)	(7%)
Zignago Vetro	(12%)	5%	4%	22%	24%	25%	(15%)	(11%)	(11%)
Vetropack	(6%)	1%	3%	13%	18%	19%	(11%)	(9%)	(9%)
Moyenne	**(4%)**	**1%**	**3%**	**20%**	**22%**	**23%**	**(11%)**	**(9%)**	**(9%)**

Source : Bloomberg

Based on average EBITDA - Capex multiples of between 9.5x and 10.7x, the analogical value of the Share by Stock Market Comparables is in the range of :

- **€22.5** to **€24.7** with reference to the Business Plan ;
- **€22.5** to **€22.9** by reference, for 2025, to the Revised 2025 Budget, and for 2026 to the Business Plan.

For information, the analog value of the Share obtained by average EBITDA multiples of between 5.7x and 6.1x, after deduction of net financial debt (§ 4.1.6), falls within a value range of:

- **€20.9** to **€22.2** with reference to the Business Plan;
- **€19.0** to **€22.2** by reference, for 2025, to the Revised 2025 Budget, and for 2026 to the Business Plan.

Multiples EBITDA et EBITDA - Capex

Société	xEBITDA		xEBITDA - Capex	
	2025	2026	2025	2026
Vidrala	7,7x	7,4x	12,2x	11,2x
O-I Glass	5,3x	4,9x	8,3x	7,5x
Zignago Vetro	6,9x	6,3x	12,7x	11,2x
Vetropack	4,7x	4,3x	9,5x	8,1x
Moyenne	**6,1x**	**5,7x**	**10,7x**	**9,5x**

Source : Bloomberg

The analogous valuation by the Stock Market Comparables is below the share price. In this respect, we note that the market capitalization of the Stock Market Comparables has followed a downward trend over the last few months, while that of Verallia has been affected since January 2025 by the announcement of the Offer.

For information purposes, we have valued the Share using the forecast EBITDA - Capex multiples of Vidrala, whose profitability is significantly higher than that of the Group[154] . This results in an analog valuation of the Share of between:

- **€30.4** and **€31.2** with reference to the Business Plan;
- **€29.2** to **€30.4** by reference, for 2025, to the Revised 2025 Budget, and for 2026 to the Business Plan.

4.5.3. Analog valuation by Comparable Transactions

We have also valued the Share by reference to recent transactions on the glass packaging market over an observation period of 5 years from January 1,2020 (the "**Comparable Transactions**"), presented in **Appendix 9**.

In the absence of sufficient information to determine EBITDA - Capex multiples, we have valued the Group on the basis of the EBITDA multiples derived from our sample of Comparable Transactions, without adjusting for any control premiums that may have been granted by the acquirers.

These transaction multiples fall within a range of **6.8x** to **7.7x**[155] ; by applying them to the Group's historical 2024 aggregates, and after deduction of net financial debt (§ 4.1.6), the analogous value of the Share through Comparable Transactions falls within a range of **€25.8** to **€31.7.**

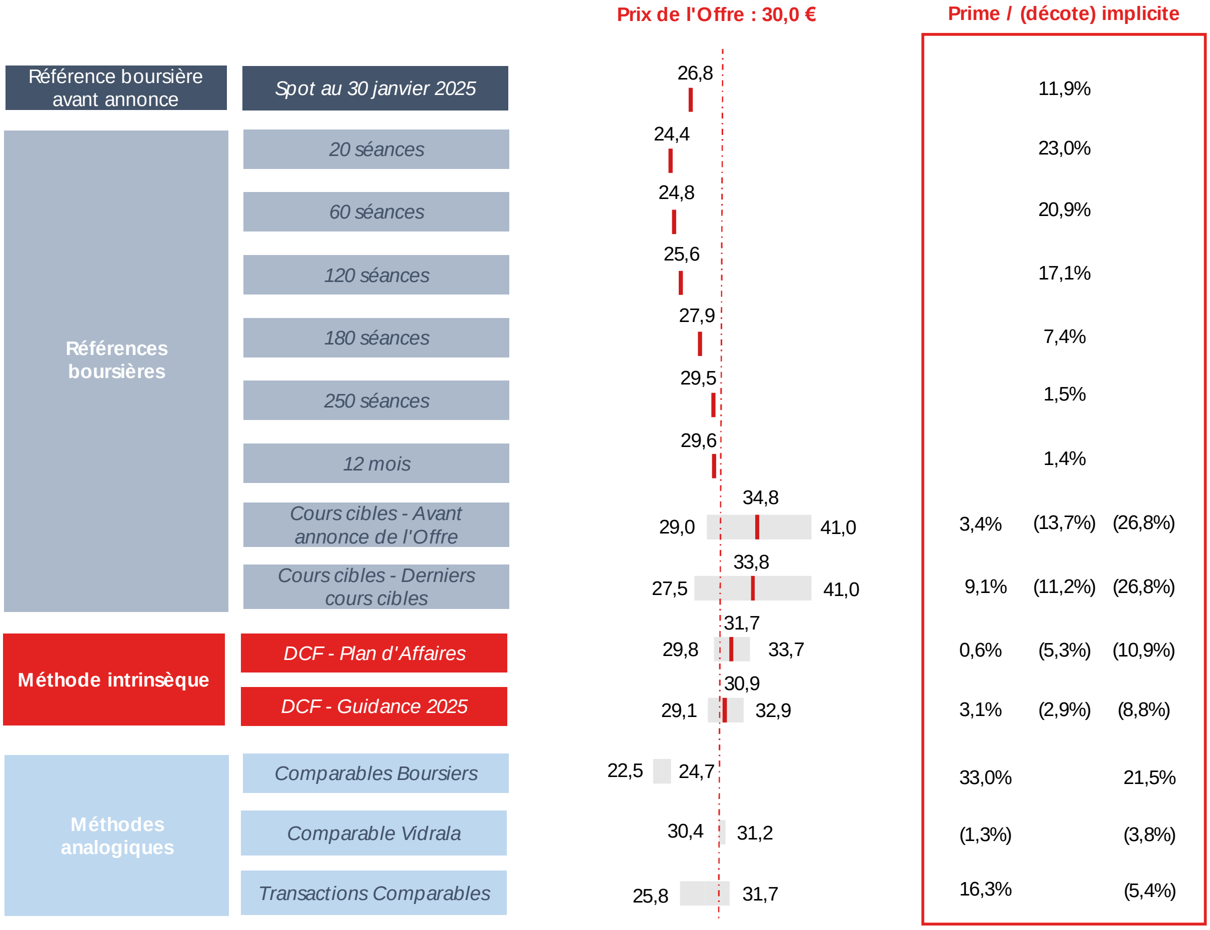
4.6. Summary of the Multicriteria Evaluation

The values obtained at the end of the Multicriteria Evaluation are summarized in the graph below, which also mentions the level of premiums or discounts induced by the Offer Price of **€30.0** (2024 dividend of €1.70 attached[156]), on all the references and valuation methods we examined and implemented:

[154] Historically, Vidrala's share price shows a premium of around 30% on the implicit VE/EBITDA multiple, compared with that of Verallia.

[155] The bounds of the range result from taking into account the lowest and highest multiples from our sample of Comparable Transactions; we have not restated control premiums.

[156] After the detachment of the 2024 dividend, the Offer Price will be €28.30 per Share; the dividend to be distributed will be detached from the Share on May 13, 2025, and will be paid on May 15, 2025.



The Multicriteria Evaluation is based on the Business Plan drawn up by Management, which translates objectives we consider to be proactive, including in particular:

- an assumption of short-term market share gains (§ 4.5.1.5.iv); and
- achieve a long-term profitability level of 27.0%, which is high in relation to the Group's historical performance (§ 4.5.1.5 iii).

As a result of our valuation of the Share, we note that the Offer Price externalizes:

- by reference to stock market criteria:
  - a premium of **11.9%** on the spot price[157] on the date the Offer was announced;
  - premiums on the share price over the twelve months preceding the announcement of the Offer, ranging from **1.4%** to **23.0%**, depending on the dates and periods of observation;
- by reference to analog valuation methods:
  - Premiums on values derived from analogous valuations by Stock Market Comparables, ranging from **21.5%** to **33.0%**;
  - a premium of **16.3%** over the lower limit, and a discount of **5.4%** over the upper limit of the valuation range obtained by the Comparable Transactions, which we have not restated for any control premiums that may have been granted by the acquirers;
- by reference to intrinsic valuation methods:

[157] Spot price unaffected by rumors of an Offer (§ 4.1.2).

- a discount of **5.3%** on our estimate of the central value of the Share using the intrinsic valuation method (DCF), reduced to **2.9%** by taking into account the Guidance related to the 2025 projected cash flows; the Offer Price of €30.0 is positioned at the lower end of the range of values, limited respectively to **€29.8** and **€29.1**, taking into account the Guidance reducing the value of the Share by around €0.8. Please note that:
  - Given the Company's profile and cost structure, the share price is particularly sensitive to discounting parameters and forecasting assumptions;
  - Our discount rate does not include any specific risk premium that might have been applicable given the ambitious strategy reflected in the Business Plan;
  - assuming medium-term profitability stabilizes at the 26% Adjusted EBITDA margin[158] anticipated by Management for 2027, the value of the Share would be lower than the Offer Price (§ 4.5.1.6);
- a **13.7%** discount to the average target price published by analysts, based mainly on the DCF method, prior to the announcement of the proposed Offer; the difference between the average target price and the central value per Share that we determine on the basis of intrinsic valuation is explained mainly, on examination of the analysts' notes for those that are sufficiently explicit, by differences in assumptions relating to long-term operating margin rates, the construction of net financial debt and the calculation of discount rates.

[158] This margin level was only reached in 2022, and exceeded only in 2023 (§ 4.5.1.5.i).

5. Analysis of the value of the Sponsoring Institutions

We have examined the valuation work carried out by BofA and CA-CIB in their capacity as Sponsoring Institutions, as described in the Draft Offer Document[159].

The main convergences or divergences observed in the choice of evaluation criteria and methods, and in their implementation, can be summarized as follows.

5.1. Evaluation criteria and methods

The valuation criteria and methods we have adopted are, on the whole, comparable to those used by the Sponsoring Institutions.

5.2. From enterprise value to equity value

Our estimate of the value of the Share is based on net financial debt of 2,467m (§ 4.1.6); in comparison, the Sponsoring Institutions have assumed a net financial debt of €2,487m:

Comparaison de l'endettement financier net en valorisation intrinsèque

M€	déc.-24
Endettement financier net - Ledouble	**2 467**
Intérêts minoritaires	(80)
Valeur actuelle des IDP liés à des décalages fiscaux temporaires	(49)
Restricted cash	86
Valeur actuelle des reports déficitaires	19
Actifs financiers non courants et courants	16
Provisions pour risques et charges	14
Dépôts versés au titre de l'affacturage	13
Endettement financier net - Établissements Présentateurs	**2 487**

We would like to make the following comments on the comparative reconciliation of enterprise value and shareholders' equity:

- the Sponsoring Institutions use the net book value of minority interests, whereas we have revalued the minority interests in Rayen Cura in Argentina (€80m) to reflect their economic value;

- BofA and CA-CIB do not take into account any deferred tax[160] , while we include the present value of DTL related to temporary tax timing differences (€49m) and tax losses (€19m);

[159] Draft Offer Document, § 3 " Elements of consideration for the Offer Price ", p. 32-45.
[160] Excluding DTA on provisions for liabilities and charges.

- the Sponsoring Institutions exclude cash held in countries subject to immediate restrictions on currency convertibility or transferability (€86m); we retain all cash and cash equivalents recognized at December 31, 2024, on the assumption that *restricted cash* contributes to the Group's operations *in situ* ;

- we have taken into account non-current and current financial assets (€16m);

- a difference remains in the amount of provisions for liabilities and charges due to a discrepancy in the calculation of DTA relating to provisions for employee benefits (€14m);

- we have taken into account factoring deposits (€13m).

5.3. Stock market references

To summarize the factors used to assess the Offer Price, the Sponsoring Institutions use the 1-month, 2-month, 3-month and 6-month VWAPs, whereas our analysis is based on VWAPs calculated over periods expressed in number of trading sessions, with the exception of the 12-month VWAP.

With regard to financial analysts' target prices, the Sponsoring Institutions refer to the most recent brokers' notes, while we have retained, in addition, in the summary of our work those preceding the announcement of the Offer.

5.4. Intrinsic valuation by discounting forecast cash flows

A comparative examination of the application of the DCF method reveals the following main differences:

- Discount rate:
  - In principle, Sponsoring Institutions refer to a weighted average cost of capital (Wacc) under the "indirect" approach, which separates the cost of equity from that of debt, whereas we use a cost of capital under the "direct" approach, based on the beta of economic assets;
  - the discount rates converge *in fine* (8.7% for BofA and CA-CIB *versus* 8.8% for Ledouble), but reveal the following methodological differences[161] :
    - a risk-free rate determined from the *spot* rate of the 10-year T-Bonds France (BofA and CA-CIB) *versus* a 3-month average of the 10-year T-Bonds France (Ledouble);
    - a *spot* market risk premium for France taken from *Bloomberg* (BofA and CA-CIB) *versus* a risk premium determined from the expected return on the French market, averaged over 6 months, minus the risk-free rate for France (Ledouble);
    - we include a specific country risk premium (0.8%) in the calculation of the discount rate.

- Like the Sponsoring Institutions, we expect a perpetual growth rate of 2.0%.

[161] The impact of the discount rate on the value per share is €1.0 per share.

- BofA and CA-CIB maintain an Adjusted EBITDA margin rate of 25.8% over the Extrapolation Period and for the construction of the terminal value, while Ledouble retains a margin rate converging linearly towards 27.0% in terminal value .[162]

Apart from the impact of the discount rate and the Adjusted EBITDA margin assumptions applied beyond the Explicit Period, the other methodological differences have no major impact on the intrinsic value of the Share. The impact of the 2025 Guidance is presented in the summary of the Multicriteria Evaluation.

5.5. Analogous valuation by Stock Market Comparables

The Sponsoring Institutions have estimated the value of the Share according to the analogical valuation method by the Stock Market Comparables in a range of **€16.2** to **€22.4**, behind our values which are between **€22.5** and **€24.7.**

The following comments are made on the basis of a comparative examination of the analogous valuations of the Stock Market Comparables:

- BofA and Ledouble have chosen the same sample of Stock Market Comparables;
- we have also estimated the value of the Share on the basis of Vidrala's multiples;
- regards the implementation of this method, the aggregates used on both sides are as follows:
  - the Sponsoring Institutions use EBITDA and EBITA multiples[163] while we prefer EBITDA - Capex multiples[164] ;
  - we calculated the multiples based on the market capitalizations of the Stock Market Comparables at a 3-month average *versus* a *spot* price for BofA and CA-CIB.

5.6. Analog valuation by Comparable Transactions

The Sponsoring Institutions have estimated the value of the Share according to the analogical valuation method by Transactions at **€ 27.2**, which falls within the range of our values, between **€25.8** and **€31.7.**

We have the following comments to make on the comparative valuation of the Comparable Transactions:

- The transactions analyzed by BofA and Ledouble, respectively, partially overlap[165] ;
- we have limited ourselves to the period 2020 to 2025 for the census of transactions; the Sponsoring Institutions have retained transactions that have taken place since 2013.

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[162] The impact of the different assumptions on the adjusted EBITDA margin over the Explicit Period and at terminal value is €3.3 per share.
[163] Pre-IFRS 16 EBIT plus PPA depreciation and amortization.
[164] We have also used EBITDA multiples, although we have not included their results in the summary of the Multicriteria Evaluation.
[165] We did not include Ardagh Group's acquisition of Consol Holdings in the panel of Comparable Transactions, as the target company operates exclusively on the African continent, which is outside the Group's operating areas.

5.7. Summary of valuation comparison

A quantified comparison of our work with that of the Sponsoring Institutions is set out below:

Comparaison des valeurs de l'Action

€/ Action	Ledouble			BofA - CA-CIB		
	Min.	Centrale	Max.	Min.	Centrale	Max.
Prix de l'Offre		**30,0 €**			**30,0 €**	
Références boursières						
Spot au 30 janvier 2025		**26,8 €**			**26,8 €**	
20 séances		**24,4 €**			**24,3 € ***	
2 mois					**24,1 €**	
60 séances		**24,8 €**			**25,0 € ***	
120 séances		**25,6 €**			**25,7 € ***	
180 séances		**27,9 €**				
250 séances		**29,5 €**				
12 mois		**29,6 €**			**29,6 €**	
Cours cible des analystes financiers - Avant l'annonce de l'Offre	**29,0 €**	**34,8 €**	**41,0 €**			
Cours cible des analystes financiers - Derniers cours cibles	**27,5 €**	**33,8 €**	**41,0 €**	**27,5 €**	**33,8 €**	**41,0 €**
Approche intrinsèque						
DCF	**29,8 €**	**31,7 €**	**33,7 €**	**25,3 €**	**28,4 €**	**31,9 €**
DCF - Guidance 2025	**29,1 €**	**30,9 €**	**32,9 €**			
Approches analogiques						
Comparables Boursiers	**22,5 €**		**24,7 €**	**16,2 €**		**22,4 €**
Comparable Vidrala	**30,4 €**		**31,2 €**			
Transactions Comparables	**25,8 €**		**31,7 €**		**27,2 €**	

** Par simplification, les CMPV 1 mois, 3 mois et 6 mois déterminés par les Établissements Présentateurs sont assimilés dans le tableau ci-dessus aux CMPV 20 séances, 60 séances et 120 séances.*

6. Agreements related to the Offer

As indicated above (§ 2.6), the following financial transactions are the result of commitments made by the Bidder to the Company in the Commitment Letter sent to the Board of Directors on 23 April 2025.

6.1. Liquidity mechanism

The Liquidity Mechanism is not contractually formalized with the executives and the employees likely to benefit from it, and we are therefore unable to comment on its content.

We have the following observations to make on the principles set out in the Draft Offer Document:

- the Liquidity Mechanism, to be agreed directly with the Bidder or through the intermediary of the Company, would enable holders of Shares issued under the Unavailable Free Share Plans, after the closing of the Reopened Offer, and in the event of the aforementioned liquidity default (§ 2.6), to benefit from liquidity for these Unavailable Free Shares, at a price to be determined in line with the Offer Price;

- with regard to Unavailable Free Shares and IGPS Unavailable Shares, it is customary to enter into an arrangement to ensure liquidity, in line with the Offer Price.

Furthermore, we understand from reading the Engagement Letter and following discussions with our counterparts that the Liquidity Mechanism could only apply to Restricted Free Shares.

6.2. Costs related to refinancing or renegotiating financing agreements

The Company announced in a press release on April 24, 2025[166], the impact of the Offer on the Group's financing.

Under the terms of the Commitment Letter, the Bidder undertakes to assume, up to a maximum amount of €12.5m, the exceptional costs that may arise, as a result of the change of control, from the refinancing or renegotiation of some of the existing financing agreements.

On the basis of the information available to us, the maximum amount of these costs not covered by the Bidder's commitment in relation to the number of Shares would be around €0.4 per Share[167] . The unit value of the Shares not tendered to the Offer and those held by the Bidder at the end of the Offer will be reduced accordingly.

6.3. Summary

From a financial point of view, we have not identified any provisions in the Commitment Letter that could be detrimental to the interests of the Shareholders tendering their shares to the Offer.

The Draft Offer Document does not mention any other provisions that could be assimilated to transactions related to the Offer, and we have not been informed of any.

[166] "Filing of the draft information memorandum relating to the public acquisition offer initiated by BWGI – Consultation with the Group's lenders," April 23, 2025.
[167] After taking into account the impact of discounting to the maturity of the bonds and the tax deductibility of these expenses.

7. Shareholders' comments

In a press release dated March 10, 2025, Verallia announced the appointment of Ledouble as Independent Expert.

We posted this information on our website on March 10, 2025.

We have not received any correspondence from Shareholders, nor have we been informed of any by the Company, the Bidder or the AMF.

8. Summary

In accordance with the scope of the Independent Expert's mandate (§ 1.1), we set out to verify :

- the fairness of the financial terms of the Offer in relation to the value of the Share resulting from the Multicriteria Evaluation;

- the absence of provisions in the Agreements Related to the Offer that could be prejudicial to the interests of Shareholders tendering their shares to the Offer.

We remind you that we assess the Offer Price by reference to the financial conditions of the Offer and the valuation of the Share in the current circumstances, which, by definition, differ from the conditions under which Shareholders were able, on a case-by-case basis, to acquire their shares.

We believe that the Business Plan, which underpins the Multicriteria Evaluation, reflects an ambitious strategy; the modeling we have done reflects this ambition[168]:

- forecasts anticipate a recovery in demand and assume that the Group will be able to gain market share in the short term, while improving profitability; they also assume that no major unforeseen events will occur, despite the threats and risks we have identified that could, in the current context, slow down or compromise the achievement of Management's objectives;

- given Management's confidence in its ability to deliver the Business Plan, we have not taken into account any specific execution risks. We note, however, that given the Group's profile and cost structure, the present value of the Share is particularly sensitive to the discounting parameters and assumptions of the Business Plan, notably in terms of target profitability.

In view of the Bidder's intentions, which are limited to acquiring control of the Company, and its undertaking not to seek a squeeze-out, even if the legal and regulatory conditions for its implementation were met, we consider that the positioning of the Offer Price in relation to the results of the Multi-Criteria Valuation (§ 4.6) gives Shareholders the option of arbitrating and choosing in full knowledge of the facts whether or not to tender their shares to the Offer

- the implementation of the Offer may offer him the advantage of benefiting from a window of liquidity at a price offering a premium to the share price over the last twelve months prior to the announcement of the Offer, and, if applicable, of reinvesting the remuneration of his contribution to the Offer in the same business sector[169];

- progress over time and the achievement of the objectives set out in the Business Plan could result, all other things being equal, in an increase in the value of the Share; Shareholders who do not wish to tender their shares to the Offer will, however, remain exposed to the various macroeconomic risks and risks specific to Verallia that could affect the value of the Share, in a context of reduced liquidity.

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[168] The intrinsic valuation of the Share by discounting the cash flows resulting from the Business Plan positions the Offer Price of €30.0 within a range of:
- €29.8 to €33.7 when modeling the Business Plan as is;
- €29.4 to €33.3 when substituting the Revised 2025 Budget for the first year of the Business Plan.

[169] The relative valuation of the Share by the panel of Comparable Listed Companies positions the Offer Price of €30.0:
- above a range of €22.5 to €24.7;
- within a range of €29.2 to €31.2 when considering only Vidrala in this panel, whose profitability is higher than that of Verallia.

From a financial standpoint, the provisions of the Commitment Letter have no impact on our assessment of the fairness of the Offer Price for shareholders tendering their shares to the Offer[170] (§ 6).

We have not received any letters or e-mails from Shareholders, nor have we been informed of any by the Company, the Bidder or the AMF (§ 7).

9. Conclusion

In the context of the present Offer, in view of all the factors described in our summary (§ 8), and following our valuation of the Share, we are of the opinion that the Offer Price of €30.00 (2024 dividend of €1.70 attached) is fair from a financial point of view for Shareholders voluntarily tendering their shares to the Offer.

We have not identified any provisions in the principles set out in the Bidder's Commitment Letter to the Company that might be prejudicial to the interests of the Shareholders tendering their shares to the Offer. As the contracts corresponding to the commitments made by the Bidder regarding the Liquidity Mechanism have not yet been drawn up, we are not in a position to comment on their content.

Paris, April 25, 2025

LEDOUBLE SAS

Olivier CRETTÉ	Agnès PINIOT
Partner	Partner, President

[170] Our observations concerning shareholders who do not wish to tender their shares to the Offer are described above (§ 6).

APPENDICES

APPENDIX 1: MISSION STATEMENT

Ledouble SAS
8, rue Halévy
75009 Paris

A l'attention de
Madame Agnès Piniot
Monsieur Olivier Cretté

Courbevoie, le 19 février 2025

<u>**Objet :**</u> Lettre de mission à l'expert indépendant

Madame, Monsieur,

Le conseil d'administration de la société Verallia (la « **Société** »), lors de sa réunion du 19 février 2025, sur recommandation du comité *ad hoc* constitué conformément à l'article 261-1 III du règlement général de l'Autorité des marchés financiers (l'« **AMF** »), a désigné Ledouble SAS en qualité d'expert indépendant dans le cadre du projet d'offre publique d'achat dont les termes sont rappelés ci-après.

La présente lettre de mission vous est communiquée en application de l'article 1 de l'instruction AMF n°2006-08 qui stipule que « *L'expert est désigné par la société visée par l'offre publique à l'issue d'un processus lui permettant d'avoir une connaissance aussi précise et complète que possible de la mission confiée. À ce titre, la société indique par écrit à l'expert les termes et modalités de sa mission, le fondement réglementaire de celle-ci, ainsi que les situations de conflit d'intérêts identifiées. L'expert se voit remettre une lettre de mission contenant l'intégralité de ces informations et annexe celle-ci à son rapport.* »

1. <u>**Objectifs et fondement réglementaire de la mission**</u>

Le 3 février 2025, Brasil Warrant Gestão de Investimentos Ltda (BWGI) (l'« **Initiateur** »), dont l'actionnaire de contrôle est Brasil Warrant Administração de Bens e Empresas S.A. (BWSA), a annoncé étudier la possibilité d'initier une offre publique d'achat volontaire sur les actions Verallia que BWGI ne détient pas[1], sans intention de retirer la Société de la cote (l'« **Offre** »), au prix de 30 € par action (dividende 2024 attaché).

À la suite de cette annonce, dont le conseil d'administration de Verallia (le « **Conseil d'Administration** ») qui s'est réuni le 4 février 2025 a pris acte, la Société a fait part, dans un communiqué de presse du 5 février 2025, de la constitution au sein du Conseil d'Administration d'un comité *ad hoc* (le « **Comité Ad Hoc** ») composé exclusivement de membres indépendants[2] afin de proposer au Conseil d'Administration la désignation d'un expert indépendant, de suivre les travaux de ce dernier, et d'émettre *in fine* une recommandation d'avis motivé au Conseil d'Administration.

La mission de l'expert indépendant s'inscrit dans le cadre des dispositions :

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[1] À ce jour, le capital de Verallia est réparti entre BWSA contrôlée par la famille brésilienne Moreira Salles (28,84%), Invesco (10,24%), Bpifrance Participations (7,61%) et le public (46,48%) ; le solde du capital est constitué des actions détenues par les salariés (FCPE Verallia et actionnariat direct) (4,37%) et des actions d'auto-détention (2,56%). Les actions de la Société sont admises aux négociations sur le marché Euronext Paris, compartiment A, sous le code ISIN FR0013447729 (mnémonique : VRLA).

[2] Le Comité Ad Hoc est formé de Madame Marie-José Donsion qui en est la Présidente, Monsieur Didier Debrosse et Monsieur Pierre Vareille, tous trois administrateurs indépendants.

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- des articles 261-1 I et suivants du règlement général de l'AMF, étant rappelé que l'article 261-1 I du règlement général de l'AMF dispose que « *La société visée par une offre publique d'acquisition désigne un expert indépendant lorsque l'opération est susceptible de générer des conflits d'intérêts au sein de son conseil d'administration [...], de nature à nuire à l'objectivité de l'avis motivé [...] ou de mettre en cause l'égalité des actionnaires ou des porteurs des instruments financiers qui font l'objet de l'offre* » ; en l'espèce, l'existence de conflits d'intérêts au sein du Conseil d'Administration du fait de (i) de la présence de représentants de l'Initateur de l'Offre au sein du conseil d'administation et (ii) la détention d'actions de la Société par certains de ses membres, motive la saisine de l'expert indépendant aux termes de l'article 261-1 I du règlement général de l'AMF (ainsi que, le cas échéant si des accords et opérations connexes à l'Offre venaient à être conclus, les alinéas 2° et 4° dudit article 261-1 I)) ;
- des instructions d'application AMF n°2006-07 et AMF n°2006-08 relatives respectivement aux offres publiques d'acquisition et à l'expertise indépendante ; et
- de la recommandation AMF n°2006-15 relative à l'expertise indépendante dans le cadre d'opérations financières.

Le contenu de votre rapport répondra aux dispositions de l'article 262-1 I du règlement général de l'AMF selon lesquelles « *L'expert indépendant établit un rapport sur les conditions financières de l'offre ou de l'opération dont le contenu est précisé par une instruction de l'AMF. Ce rapport contient notamment la déclaration d'indépendance mentionnée au II de l'article 261-4, une description des diligences effectuées et une évaluation de la société concernée. La conclusion du rapport est présentée sous la forme d'une attestation d'équité.*
Aucune autre forme d'opinion ne peut être qualifiée d'attestation d'équité. »

Sur la base des informations portées à notre connaissance, nous comprenons que le cabinet Ledouble, ainsi que ses associés sont indépendants au sens de l'article 261-4 du règlement général de l'AMF et ne se trouvent notamment dans aucun des cas de conflit d'intérêts visés à l'article 1 de l'instruction AMF 2006-08.

Les modalités de votre mission sont par ailleurs conformes à ceux que vous avez soumis aux membres du Comité Ad Hoc dans votre proposition d'intervention en date du 10 février 2025 en réponse à l'appel d'offres de la Société.

<u>Calendrier de l'Offre</u>

À ce jour, le calendrier envisagé table sur le dépôt du projet d'Offre en vue de l'obtention de la décision de conformité de l'AMF au cours du premier semestre 2025.

L'article 262-1 II du règlement général de l'AMF prévoit qu'une fois désigné « *l'expert doit disposer d'un délai suffisant pour élaborer le rapport mentionné au I en fonction de la complexité de l'opération et de la qualité de l'information mise à sa disposition. Ce délai ne peut être inférieur à vingt jours de négociation* ». L'article 3.3° de l'instruction AMF n°2006-07 précise que « *ce délai minimum s'entend à compter de la réception des principaux documents que l'expert estime nécessaires à l'élaboration de sa mission* ». À ce stade préliminaire de l'examen du projet d'Offre, le calendrier envisagé nous paraît compatible avec ces délais de réalisation de vos travaux et de remise de votre rapport incluant en conclusion l'attestation d'équité sur les conditions financières de l'Offre.

Restant à votre disposition pour toute précision sur le contenu de la présente,

Nous vous prions d'agréer, Madame, Monsieur, l'expression de nos salutations respectueuses.

Patrice Lucas
Directeur Général

VERALLIA

Siège social : 31, Place des Corolles, Tour Carpe Diem, Esplanade Nord, 92400 Courbevoie - France • www.verallia.com
Société anonyme au capital social de 408 321 248,14 euros • 812 163 913 R.C.S. Nanterre • N° Identification TVA : FR 64 812163913

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APPENDIX 2: LEDOUBLE'S WORK SCHEDULE AND REMUNERATION

Preliminary work and familiarization

- Press review and documentary research
- Interviews with Management, Ad Hoc Committee members, Boards and Sponsoring Institutions
- Review of public information about the Group
- Analysis of the background to and reasons for the proposed Offer
- Study of historical share price trends since IPO
- Documentary queries

Upgrading work

- Review of the Group's historical results, financial structure and key events
- Searches for sector and financial information in our databases
- Processing responses to document queries
- Share price analysis
- Use of notes from analysts in charge of Action follow-up
- Critical review of the business plan
- Multicriteria evaluation of the project and sensitivity analysis of evaluation parameters
- Creation of panels of Stock Market Comparables and Transactions Comparables
- Comparison of the Multicriteria Evaluation with the valuations of the Sponsoring Institutions
- Analysis of Agreement Related to the Offer

Reporting and administration

- Mission statement
- Meetings and contacts with our contacts
- Report writing
- Mission administration and supervision

Compensation

Ledouble's fees amount to €250,000 exclusive of tax, corresponding to a budget of around 1,000 hours devoted to the Mission.

APPENDIX 3: MAIN STAGES IN THE APPRAISAL PROCESS

February 2025

- Response to the invitation to tender for the appointment of an independent expert
- Presentation of our mission proposal
- Confirmation of the Board of Directors' decision to appoint Ledouble as independent expert
- Use of public information about the Company
- Preparing and sending document requests
- Obtaining access to the *data room*

March 2025

- Meetings and discussions with Management, Boards and Sponsoring Institutions
- Meetings with the Ad Hoc Committee on our initial findings and our initial valuation criteria[171]
- Market study and analysis of the Group's historical performance
- Start of Multicriteria Evaluation
- Q&A sessions with Management on historical accounts and business plan
- Review of Board and General Meetings minutes
- Share price analysis
- Analysis of analysts' notes on Verallia shares
- Critical review of forecasts submitted by Management
- Creation of a panel of Stock Market Comparables
- Search for transactional references
- Examination of the draft evaluation report drawn up by the Sponsoring Institutions
- Drafting the Report

April 2025

- Meetings and discussions with Management, Boards and Sponsoring Institutions
- Analysis of Related Agreements and Transactions
- Finalization of the Multicriteria Evaluation on the basis of the latest available information and market data
- Review of the valuation work carried out by the financial advisors to the Ad Hoc Committee and the Company

[171] March 6, 2025.

APPENDIX 3: MAIN STAGES OF THE APPRAISAL (continued)

- **April 2025**
  - Acknowledgement of the factors used by the Sponsoring Institutions to assess the Offer Price with a view to their inclusion in the Draft Offer Document
  - Examination of the Draft Information Memorandum and the Draft Response Document
  - Meeting with the Ad Hoc Committee on the results of the Multicriteria Evaluation[172]
  - Communication and presentation of the draft Report to the Ad Hoc Committee[173]
  - Independent magazine
  - Letter of representation from the Company and confirmations from the Bidder
  - Finalization of the Report and presentation to the Ad Hoc Committee[174] then to the Board of Directors[175]

[172] April 4, 2025.
[173] April 23, 2025.
[174] April 25, 2025.
[175] April 27, 2025.

APPENDIX 4: LEDOUBLE'S MAIN CONTACTS

Verallia

- Michel GIANNUZZI — Chairman of the Board of Directors
- Patrice LUCAS — General Manager
- Nathalie DELBREUVE — Chief Financial Officer

Verallia's legal advisor

White & Case LLP

- Franck DE VITA — *Partner*
- Thomas LE VERT — *Partner*
- Tali COHEN-LEVY — *Associate*

Verallia's financial advisor

Rothschild

- Romain NOURTIER — *Partner*
- Mathieu PERRIN — *M&A*

Ad Hoc Committee

- Marie-José DONSION — President of the Ad Hoc Committee
Independent director
- Didier DEBROSSE — Independent Director
- Pierre VAREILLE — Independent Director

Legal counsel to the Ad Hoc Committee

Darrois, Villey, Maillot, Brochier

- Bertrand CARDI — Partner
- Olivier HUYGHUES DESPOINTES — Partner
- Sophie ROBERT — Lawyer

Ad Hoc Committee Financial Council

Morgan Stanley

- David BENICHOU — *Co-Head of Investment Banking*
- Philippe NEFF — *Managing Director*
- Victor MOLHO — *Executive Director*

BWGI

- Guilherme BOTTURA — Executive Director
- Juan GOMEZ — Investment Professional

APPENDIX 4: LEDOUBLE'S MAIN CONTACTS (continued)

BWGI's legal counsel

Bredin Prat

Benjamin KANOVITCH	Partner
Jean-Benoît DEMARET	Partner
Charles SAHEL	Lawyer
Charles SAINT-GILLES	Lawyer

Sponsoring Institutions

Bank of America Europe DAC

Stéphane COURBON	*Managing Director - Chairman of CIB France*
Laurent DHOMÉ	*Managing Director - Vice Chairman of IB France*
Emmanuel REGNIEZ	*Managing Director - Co-Head of IB*
David ECOT	*Managing Director - Head of M&A France*
Chris REYNOLDS	*Managing Director*

Crédit Agricole - Corporate & Investment Banking

Elodie FROIDURE	*Managing Director - M&A - Structuring*
Sébastien RAPIN	*Managing Director - Head of Industrials & Business Services*
Jean DORCIER	*Director - GIB M&A*

European works council chartered accountant

- Syndex representatives

APPENDIX 5: MAIN SOURCES OF INFORMATION USED

Offer documentation

- Letter of intent from BWGI to the Board of Directors
- Minutes of the appointment of the Independent Expert by the Board of Directors
- Minutes of the Board meeting approving the Business Plan
- Letter of engagement from the Company to the Independent Expert
- Draft Information Memorandum and Draft Response Document
- Valuation work carried out by the Company's financial advisor and the Ad Hoc Committee
- Evaluation Report of Sponsoring Institutions
- Commitment Letter
- Group debt refinancing costs (February 2025 and April 2025)

Verallia documentation

Legal information

- Kbis extract and articles of association
- Breakdown of capital and voting rights
- Minutes of the Board of Directors (2022 to 2025)
- Minutes of General Meetings (2022 to 2024)
- Brochure convening the Combined General Meeting of April 25, 2025
- Performance share plans (2021-2022 to 2024-2026)
- Financing and factoring contracts and bond issue prospectus

Historical accounting and financial information

- Universal registration documents (2020 to 2024) and CSR reports (2021 to 2023)
- Financial statements, results and sales (2020 to 2024)
- Comparison between budgets and actuals (2022 to 2024)
- Investment history (2013 to 2024)
- Presentation of 2024 results to the Board of Directors
- Management data for the first quarter of 2025 and Revised Budget 2025
- Asset impairment tests carried out in connection with the preparation of the consolidated financial statements at December 31, 2024
- Minority interests at December 31, 2024
- Estimate of the impact of the possible disposal of the Argentine branch
- 2024 financial statements of associates
- Details of capitalized and non-capitalized losses carried forward at Group level at December 31, 2024
- PIP presentation
- Latest SWOT analysis presented to the Board of Directors

- Statutory Auditors' report to the Audit Committee (2023 and 2024)

APPENDIX 5: MAIN SOURCES OF INFORMATION USED (continued)

Forecast financial information

- Business Plan (2025 to 2027) and associated documentation
- Previous business plan (2024 to 2026)
- Analysis of the sensitivity of sales and EBITDA margin to the direct and indirect impact of an increase in customs duties
- Details of tax rate calculation for the Explicit Period

Other information

- Summary of recent Group acquisitions and disposals (terms, multiples)
- Notes published by the analysts responsible for monitoring the Company's share price
- Chartered accountant's report to Verallia's European Works Council
- Opinion of the employee representatives of Verallia's European Works Council on BWGI's proposed public tender offer for Verallia

Sector-specific documentation

- FEVE, "One destination, multiple pathways: How the European container glass industry is decarbonising glassmaking", October 2024
- Fortune Business Insights, "Glass packaging market size, share & industry impact analysis, by product, by end-user, and regional forecast, 2024-2032", March 2025
- Les Echos, "Trade war: Trump threatens European wines and champagnes with a 200% surtax", March 2025
- Mordor Intelligence, "Europe glass packaging market size & share analysis - Growth trends & forecasts (2025-2030)", 2024
- Mordor Intelligence, "Latin america glass packaging market size & share analysis - Growth trends & forecasts (2025-2030)", 2024
- Verallia, "Market analysis", "Market landscape and European glass peers overview", 2024
- Viti, "Glassmakers go full throttle and raise prices again", February 2023
- Xerfi, "Glass packaging manufacturing", March 2025

News websites

Company

- Verallia, https://www.verallia.com

Stock Market Comparables

- O-I Glass, http://www.o-i.com
- Vetropack, http://www.vetropack.com
- Vidrala
- Zignago Vetro,

APPENDIX 5: MAIN SOURCES OF INFORMATION USED (continued)

Other sites

- AMF, http://www.amf-france.org
- IMF, https://www.imf.org/fr/Home
- Investing

Databases

- *Bloomberg*
- *Mergermarket*
- *S&P Capital IQ*
- Xerfi

APPENDIX 6: COMPOSITION OF THE LEDOUBLE TEAM

Ledouble specializes in financial expertise. As such, it has carried out numerous independent expertise assignments, notably in connection with public offerings. The main independent expertises and financial analyses carried out in this field over the most recent period (2020 to 2024) are listed in **Appendix 7**.

Ledouble is a founding member of the Association Professionnelle des Experts Indépendants (APEI), a professional association approved by the AMF in application of article 263-1 of its general regulations, and of the Société Française des évaluateurs (SFEV), and follows the ethical rules described on its website: http://www.ledouble.fr.

The Ledouble team assigned to the Mission is as follows:

- **Agnès PINIOT, Partner, President of Ledouble**
  - Chartered accountant and statutory auditor
  - MSTCF, Université Paris Dauphine - PSL
  - Expert to the Paris Court of Appeal
  - Honorary President of APEI
  - Member of SFEV
  - Member of the Compagnie Nationale des Commissaires aux Comptes (CNCC) Valuation, Contribution and Merger Commission
- **Olivier CRETTÉ, Partner**
  - Chartered accountant and statutory auditor
  - EM Lyon, Doctor of Management Sciences
  - Expert to the Paris Court of Appeal
  - Member of APEI and SFEV
  - Vice-Chairman of the Compagnie Nationale des Commissaires aux Comptes (CNCC) Professional Standards Committee
  - Associate Professor at the Conservatoire National des Arts et Métiers (CNAM)
- **Jonathan NILLY, Associate Director**
  - EM Lyon Business School - Specialized Master in Financial Engineering
  - École Nationale Supérieure des Mines de Douai - Master's Degree in Engineering
  - Diplôme Supérieur de Comptabilité et de Gestion (Higher Diploma in Accounting and Management)
  - Member of SFEV
- **Hicham AIT MESSAOUD, Mission Manager**
  - KEDGE Business School - Grande Ecole Program - MSc Banking & Finance
- **David DARGON, Analyst**
  - Université Paris 1 Panthéon-Sorbonne - Master 2 Finance (Financial Management and Taxation)
  - IAE Clermont Auvergne School of Management - Master 2 "Accounting and Finance

- **Gwénola CHEVALIER, Analyst**
  - Burgundy School of Business - Master in Management (MiM)

APPENDIX 6: COMPOSITION OF THE LEDOUBLE TEAM (continued)

- **Romain DELAFONT, Partner, Quality Review**
  - Chartered accountant and statutory auditor
  - Master 225 "Corporate Finance and Financial Engineering" at Université Paris Dauphine - PSL
  - Member of APEI and SFEV

APPENDIX 7: LIST OF FINANCIAL APPRAISALS CARRIED OUT SINCE 2020

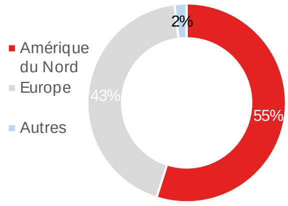
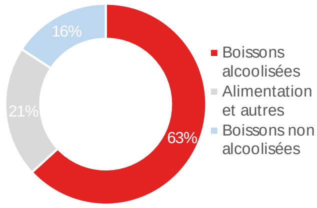
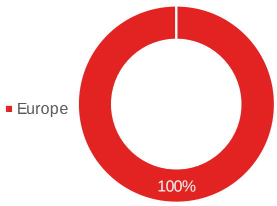
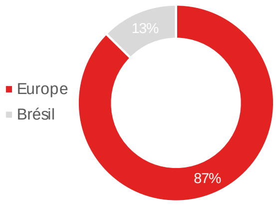
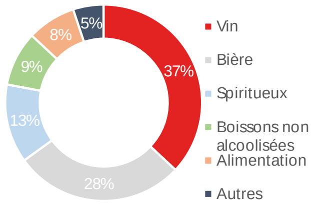
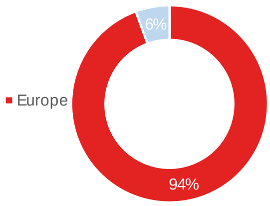
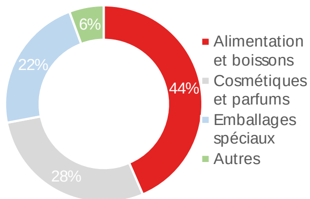
Expertises indépendantes

Année	Société	Etablissement(s) présentateur(s)
2024	MRM	Natixis
2024	NHOA	CA-CIB
2024	Eurobio-Scientific	CIC, Degroof Petercam
2024	Groupe Parot	Crédit Agricole du Languedoc
2024	Tipiak	CIC
2024	Believe	Goldman Sachs, BNP Paribas
2024	Accor	*
2024	FIEBM	Oddo BHF
2023	Ober	Banque Delubac & Cie
2023	Colas	Portzamparc
2023	Kaufman & Broad	*
2023	FIEBM	Oddo BHF
2023	Technicolor Creative Studios	*
2023	UFF	Natixis
2022	Altur Investissement	Oddo BHF
2022	Linedata	Degroof Petercam
2022	Robertet	Lazard Frères Banque, Portzamparc - Groupe BNP Paribas
2022	Albioma	Société Générale
2022	CNP Assurances	Barclays Bank, Morgan Stanley, Natixis, BNP Paribas
2021	L'Oréal	*
2021	Europcar	Bank of America, BNP Paribas
2021	Baccarat	Mediobanca
2021	XPO Logistics Europe	Rothschild Martin Maurel
2021	Natixis	JP Morgan
2021	EPC Groupe	Natixis
2021	Selectirente	Natixis
2021	Spir Communication	Kepler Cheuvreux
2020	EasyVista	Natixis
2020	Lafuma	Société Générale
2020	Ingenico	BNP Paribas, Morgan Stanley, Natixis, Société Générale

** : Rachat d'actions / Restructuration financière / Augmentation de capital réservée*

APPENDIX 8: PRESENTATION OF STOCK MARKET COMPARABLES

Description des Comparables Boursiers

Société	Pays	Capitalisation boursière 3 mois (M€)	CA 2024 (M€)	% EBITDA 2024	Chiffre d'affaires par zone géographique	Chiffre d'affaires par marché final
O-I Glass		**1 665**	**6 308**	**15%**		
Vetropack		**559**	**898**	**13%**		
Vidrala		**3 199**	**1 591**	**28%**		
Zignago		**860**	**616**	**22%**		

APPENDIX 9: PRESENTATION OF COMPARABLE TRANSACTIONS

Transactions Comparables - Multiples

Date	Cible	Pays	Activité	Acquéreur	% acquisition	VE/EBITDA
févr.-24	Vidrala (Italie)		Filiale italienne de Vidrala, spécialisée dans la fabrication d'emballages en verre.	Verallia	100%	7,0x
déc.-23	Vidroporto		Entreprise spécialisée dans la fabrication d'emballages en verre.	Vidrala	100%	6,9x
sept.-23	Saverglass		Entreprise spécialisée dans la fabrication et la décoration de bouteilles en verre haut de gamme.	Orora	100%	7,7x
nov.-22	Allied Glass Containers		Entreprise spécialisée dans la fabrication d'emballages en verre haut de gamme pour les	Verallia	100%	6,8x
juil.-20	O-I Glass (Australie & Nouvelle-Zélande)	 	Filiales australienne et néo-zélandaise d'O-I Glass, spécialisées dans la fabrication d'emballages en	Visy Industries	100%	7,6x
Moyenne						**7,2x**

Source : Mergermarket, S&P Capital IQ, communiqués de presse

APPENDIX 10: QUALITY REVIEW PRINCIPLES

Article 3 II.12 of AMF Instruction 2006-08 stipulates that the appraisal report must include "*a description of the mission, role and due diligence performed by the person in charge of the quality review of the appraisal report, as well as a description of the guarantees of independence from which this person benefits*".

In this case, the quality controller:

- was not directly involved in the realization of the Mission and acted in complete independence from the two signatories of the Report, as well as from the other members of the Ledouble team;
- was consulted when accepting the Mission on Ledouble's independence and its own independence;
- intervened for:
  - validate the structure of the Report and test its consistency with the scope of the assignment as defined in the Company's engagement letter in **Appendix 1**;
  - examine the points referred to Ledouble ;
  - ensure, in the specific context of the Mission, that regulatory provisions and AMF recommendations are taken into account;
  - find out about the nature of the documentation used during the Mission;
  - verify compliance with Ledouble's internal procedures for independent expertise;
  - question the signatories of the Report on the assumptions and parameters structuring the Multicriteria Evaluation, their assessment of the impact of the Agreement Related to the Offer, and the summary of exchanges with our interlocutors;
  - examine the content of the summary files underpinning the Multicriteria Multi-criteria ;
  - Follow up the formal drafting of the Report with the signatories, through the formalization of "questions and answers";
  - verify the consistency between the Report's content and its conclusion.