EURAZEO

INTERNAL RULES OF THE SUPERVISORY BOARD

These Internal Rules, provided for in Article 13 of the Company's Bylaws, are in line with the recommendations of the AFEP-MEDEF Code. It is an internal document which completes the Bylaws by clarifying the organization and activities of the Supervisory Board. They may not be invoked by shareholders or third parties against members of the Supervisory Board. The Internal Rules may be modified at any time by decision of the Supervisory Board.

This version of the Internal Rules entered into force on June 18, 2026.

ARTICLE 1: COMPOSITION AND RENEWAL OF THE SUPERVISORY BOARD

1. Pursuant to Article 11 of the Company's Bylaws, the Supervisory Board has between three and eighteen members, appointed by Shareholders' Meetings for terms of four years.
2. The Supervisory Board ensures the implementation and continuation of the staggered renewal of its members in as equal fractions as possible. When necessary, the Board may ask one or several of its members to resign in order to implement staggered renewal.

ARTICLE 2: ATTENDANCE – INDEPENDENCE – MULTIPLE DIRECTORSHIPS – SHAREHOLDINGS

1. Each Supervisory Board member must devote the time and attention required for the exercise of his/her duties and participate regularly in the meetings of the Board and any Committees of which he/she may be a member, as well as Shareholders' Meetings.
   In the absence of exceptional reasons, any Supervisory Board member failing to attend half of the Board meetings and/or relevant Committee meetings held during one year will be deemed to wish to terminate his/her term of office and will be asked to resign from the Supervisory Board.

2. The Supervisory Board determines the independence of its members and reviews their independence annually. It acts on the advice of the RSG Committee.
   Members of the Supervisory Board are considered independent if they have no direct or indirect relationship of any kind with the Company, its consolidated Group or its Management that may affect or detract from their ability to make independent judgments.

A Supervisory Board member is considered to be an independent member if he/she:

a. is not and has not been during the previous five years:
   - an executive corporate officer [1] or employee of the Company,
   - an executive corporate officer, employee or a director of a company consolidated within the Company,
   - an executive corporate officer, employee or a director of the Company's parent company or a company consolidated within this parent;

b. is not an executive corporate officer of a company in which the Company holds a directorship, either directly or indirectly, or in which an employee or executive corporate officer of the Company (currently in office or having held such office during the last five years) is a director;

c. is not a client, supplier, investment banker, corporate banker or adviser 2:
   - material to the Company or its Group of companies,
   - or which derives a material portion of its business from the Company or its Group of companies.
   - The assessment of the material nature of the business relationship with the Company or its Group is deliberated by the Board and the quantitative and qualitative criteria underpinning the assessment (continuity, economic dependence, exclusivity, etc.) are explained in the corporate governance report;

d. does not currently serve, and has not served during the previous five years, as the Statutory Auditor of the Company or any of its subsidiaries;

e. is not a close relative of a corporate officer of the Company;

f. has not been a director of the Company for more than twelve years. Loss of the status of independent director occurs on the date at which this period of twelve years is reached.

1 The Chairman and Chief Executive Officer, the Chief Executive Officer or the Deputy Chief Executive Officer of a limited liability company with a Board of Directors (société anonyme à Conseil d'Administration), or the Chairman or members of the Executive Board of a limited liability company with a Supervisory Board (société anonyme à Conseil de Surveillance) or the manager of a partnership limited by shares.

2 Or directly or indirectly linked to such an individual.

The Chairman of the Supervisory Board may not be considered independent if he receives variable compensation in cash or securities or any performance-related compensation from the Company or the Group.

The Board may rule that a member who meets the above criteria cannot be considered an independent member due to specific circumstances and, conversely, that a member who does not meet all of these criteria may be considered an independent member. The Company abides by the principle that at least 50% of Board members should have independent status. If either of the above criteria is no longer met, a Board member will not be able to seek a new term of office due to the loss of independent status unless decided otherwise by the Supervisory Board with due reason.

3. Each member must inform the Supervisory Board of the directorships he/she holds in other French and non-French companies, including any Board committees on which he/she sits in these companies and undertakes to comply with legal requirements and AFEP-MEDEF recommendations regarding multiple directorships. Accordingly, a member of the Supervisory Board must not sit on more than four other Boards of Directors or Supervisory Boards of listed companies outside the Group.

4. In accordance with the AFEP-MEDEF Code, each member of the Supervisory Board must be a shareholder of the Company in a personal capacity and hold a significant number of shares.
   Accordingly, pursuant to Article 11.2 of the Bylaws, members of the Supervisory Board must hold a minimum of 250 shares in the Company when they begin their term of office.
   In addition, members of the Supervisory Board must increase the number of shares held to the equivalent of one year's compensation, that is, 750 shares, before the end of their current term of office.
   The shares purchased must be held in registered form. This obligation to hold shares does not apply to shareholders representing employees.

ARTICLE 3: SUPERVISORY BOARD MEETINGS

1. In accordance with paragraph 3 of Article 12 of the Bylaws, the Board appoints a secretary nominated by the Chairman. The secretary may be a non-member.

2. The Supervisory Board meets as often as necessary, and at least five times per year, with notably a meeting focusing on strategy and a thematic meeting on risks, CSR (sustainability)and governance. Meetings are notified by letter, fax, e-mail or orally. Notices of meeting may be issued by the secretary to the Supervisory Board.
   Meetings are called by the Chairman, who sets the agenda. The agenda may be set only at the time of the meeting. In the absence of the Chairman, the meeting is chaired by the Vice-Chairman, who then assumes all the powers of the former.
   At the initiative of most Supervisory Board members or the Chairman of the Board himself, the Board can decide to hold meetings without Executive Board members present.
   The Chairman must convene a Supervisory Board meeting within fifteen days where at least one-third of its members or the Executive Board submits a reasoned request. If such a request remains unsatisfied, the members who submitted the request may themselves call the meeting and set its agenda.
   Meetings are held at the location indicated in the notice of meeting.

3. In accordance with Article 13 of the Bylaws and under the conditions provided by prevailing law and at the initiative of the individual convening the meeting, the decisions of the Supervisory Board may be taken by written consultation of Supervisory Board members, including by any electronic means, under the conditions and within the time limits provided by prevailing law and in the notice of meeting.

   In this case, Supervisory Board members are called, at the request of the individual convening the meeting, to decide on the decision or decisions addressed to them, within the time limit provided in the notice of meeting, which cannot be less than two (2) working days from receipt of the consultation documents (except in duly justified emergencies). The individual convening the meeting shall send the text of the proposed deliberations together with the necessary information documents to each Supervisory Board member. The Supervisory Board members must cast their votes within the time limit indicated in the notice of meeting referred to above.

   Any Supervisory Board member may object to the use of written consultation, under the conditions and within the time limit provided for in the notice of meeting, which cannot be less than two (2) working days from receipt of the consultation documents (unless in duly justified emergencies). Where an objection is received within the aforementioned time limit, the individual convening the meeting informs the other Board members immediately and can convene an in-person meeting of the Supervisory Board to vote on the relevant decision(s). The consultation will be closed early if all members have cast their votes. During the reply period, members may submit written questions to the Chairman of the Supervisory Board.

   At the initiative of the Chairman of the Supervisory Board, other individuals with specific expertise in the subjects on the agenda may be invited to give their opinion (where appropriate, it is specified that these individuals do not have voting rights) on the decision submitted to written consultation.
   At the initiative of the individual convening the meeting, any Supervisory Board member may vote by mail, according to the conditions and procedures set by prevailing law and regulations.

4. Any Supervisory Board member may authorize another member by letter, fax or e-mail to act on his/her behalf at a meeting. No member may represent more than one other member at the same meeting.

   These provisions also apply to the permanent representative of a legal entity.

   The deliberations of the Supervisory Board shall be valid only if at least half of its members are present or, where appropriate, participated in the written consultation (including by electronic means) or voted by mail. Decisions are taken by a majority of the members present or represented (including those who participated in the written consultation or voted by mail). Where voting is tied (including where written consultation is used), the meeting Chairman will have the casting vote.

5. Except when adopting resolutions relating to the appointment or replacement of its Chairman and Vice-Chairman, and those relating to the appointment or dismissal of Executive Board members, Supervisory Board members participating in Board meetings by means of video conferencing or another means of telecommunications enabling their identification and guaranteeing their effective participation, shall be considered present for the purpose of quorum and voting rules, subject to the provisions of relevant laws and regulations.
   In the event of failure to respond in writing (including electronically) to written consultations within the time limits and under the conditions provided for by the author of the request, the Supervisory Board members concerned shall be deemed to be absent and not to have participated in the decision.

6. The Supervisory Board may authorize non-members to attend its meetings, whether in person or by means of video conferencing or another means of telecommunications.

7. An attendance register signed by the Supervisory Board members attending meetings is held at the registered office.

ARTICLE 4: MINUTES

Minutes are recorded of all Board meetings, in accordance with applicable legal provisions.

The minutes indicate any use of video conferencing or other means of telecommunications, and the names of all those participating in the meeting through such methods.

The secretary to the Board is authorized to distribute and certify copies or extracts of the minutes.

ARTICLE 5: EXERCISE OF SUPERVISORY BOARD POWERS

The Supervisory Board permanently oversees the management of the Company by its Executive Board. In doing so, it exercises the powers conferred upon it by law and the Bylaws.

1. Information provided to the Supervisory Board

Throughout the year, the Supervisory Board performs the checks and controls it deems warranted and may request any document it considers necessary to carry out its duties. The Chairman receives a monthly report from the Executive Board on the Company's investments, cash position, transactions and debt, if any. At least once every quarter, the Executive Board submits a report on the above matters to the Supervisory Board, which includes a presentation of the Company's business activities and strategy and the highlights for each investment strategy.

The Executive Board also presents to the Supervisory Board:

- the annual budget of the Company;
- investment and divestment plans for assets financed directly or indirectly by the Company once every six months;
- a Company business plan including a forward-looking plan for the allocation of equity on a three-year basis (with an annual update if necessary);
- changes in transactional practices observed in the different strategies (*e.g.* financing, management packages, type of sales procedures, price/multiple, exit) once a year.

2. Prior authorization by the Supervisory Board

i. Transactions referred to in Article 14, paragraph 4, of the Bylaws and all material transactions outside the strategy of the Company are subject to the prior authorization of the Supervisory Board.
ii. In accordance with Article 14 of the Bylaws, the Supervisory Board communicates in writing to the Executive Board the duration, amounts and conditions under which it gives prior authorization for one or more of the transactions covered by paragraph 4 of Article 14 of the Bylaws.

   In the event of urgency between Supervisory Board meetings, the Chairman of the Supervisory Board may, if so authorized by the Supervisory Board, and subject to approval by the Finance Committee, authorize the Executive Board to carry out the transactions covered by paragraph 4 of Article 14 of the Bylaws. For

transactions covered by the eighth indent (agreements regarding debt and financing), this delegation may only be implemented when the agreement amount is between €200 million and €350 million. Such authorization must be given in writing. The Chairman will report on this authorization at the next Supervisory Board meeting, which will be asked to ratify the decision.

iii. In addition to the transactions listed in Article 14 of the Bylaws and above, investment programs are authorized by the Supervisory Board under the following conditions:
- in the case of existing strategies, any investment in the Company's balance sheet in a program or fund managed by the Group where the Company's commitment is €200 million or more. It is stipulated that to provide this authorization, the Supervisory Board will review not only the amounts invested but also i) the structure and timing of the investment and ii) the projected returns and risks of the investment, presented by the Executive Board. Where the approved amounts committed to this program or fund would be exceeded or Eurazeo performs an additional co-investment, the approval of the Finance Committee or the Supervisory Board would be sought in advance. This approval may be sought by written circular resolution. The Finance Committee is informed beforehand of investments in the Company's balance sheet of less than €200 million;
- in the case of a new investment strategy (asset class, market segment, geography), all investments in the Company's balance sheet in a program or fund managed by the Group involving a commitment by the Group irrespective of the amount. Exceptionally, the Executive Board, after informing the Finance Committee, may, within the limit of €50 million per year in total, test new products or geographies which, to represent a new long-term strategy classified as existing within the meaning of the previous paragraph, would need to be authorized in advance by the Supervisory Board;
- all investments in the Company's balance sheet that are not part of a program or fund managed by the Group;
- all reinvestments in the Company's balance sheet within a program or fund managed by the Group, where this investment would exceed the initial balance sheet share in this program or fund. The prior agreement of either the Finance Committee or the Supervisory Board is required in such cases. The approval of the Company body may be sought by written circular resolution;
- all carrying of investments or underwriting on the Company's balance sheet, with a view to syndication/resale. The prior agreement of either the Finance Committee or the Supervisory Board is required in such cases. The approval of the Company body may be sought by written circular resolution.

An inventory of all current carried investments/syndications shall be performed at each Audit Committee meeting.

Where the fund documentation has not yet been approved by the limited partners, reference shall be made to the concentration percentage limit agreed for the relevant strategy's previous program/fund applied to the Eurazeo balance sheet commitment.

iv. The structuring of Carried interest programs in which corporate officers of the Company are beneficiaries are also subject to the prior authorization of the Supervisory Board.

v. The Supervisory Board Chairman may advise the Executive Board at any time on any transaction, whether past, present or future.

vi. Prior agreements and/or authorizations granted to the Executive Board under the terms of Article 14 of the Bylaws and this Article must be detailed in the minutes of the proceedings of the Supervisory and Executive Boards.

ARTICLE 6: ESTABLISHMENT OF COMMITTEES – COMMON PROVISIONS

1. Under the terms of paragraph 6 of Article 14 of the Bylaws, the Supervisory Board resolves to set up an Audit Committee, a Finance Committee, a Remuneration, Selection and Governance (RSG) Committee and a Sustainability Committee. All four specialized committees are permanent committees. Their duties and rules are set out in their charters in Appendices 1, 2, 3 and 4 to these Internal Rules.

2. Each Committee has between three and seven members appointed in a personal capacity, who may not be represented by other members. They are chosen freely by the Board, which ensures that they include independent members.

3. Although the term of Committee membership coincides with the member's term of office on the Supervisory Board, the latter can change the composition of its committees at any time and remove a member from a Committee if necessary.
4. The Board may also appoint one or more non-voting members to sit on one or more committees for whatever duration it sees fit. In accordance with the Bylaws, these non-voting members may only take part in Committee proceedings in a consultative capacity. They may not act on behalf of Supervisory Board members and may only advise.

5. The Board appoints the Committee Chairman from among its members, and for the duration of his/her appointment as a Committee member.

6. Each Committee reports on the performance of its duties at the next meeting of the Supervisory Board.

7. Each Committee sets the frequency of its own meetings, which are held at the registered office or any other location selected by the Chairman, who also sets the agenda for each meeting.

   The Chairman of a Committee may invite Supervisory Board members to attend one or more of its meetings. Only Committee members may take part in deliberations.

   Each Committee may invite any guest of its choice to attend its meetings.

8. In the absence of specific provisions, the minutes of each Committee meeting are recorded by the secretary appointed by the Committee Chairman, under the authority of the Committee Chairman. The minutes are distributed to all Committee members. The Committee Chairman decides on the conditions governing the way in which the work of the Committee is reported to the Supervisory Board.

9. Each Committee puts forward proposals, recommendations and/or advice within its own field of expertise. For this purpose, it may undertake or commission any studies liable to assist the deliberations of the Supervisory Board and, after having informed the Chairman of the Supervisory Board or the Supervisory Board itself, it may call on external experts if necessary, at the expense of the Company. The committees report on the information and opinions obtained.

10. Compensation of Committee members is set by the Supervisory Board and paid from the total amount of compensation for the year.

ARTICLE 7: SUPERVISORY BOARD COMPENSATION

1. The Chairman and Vice-Chairman may receive compensation, the nature, amount and payment methods of which are determined by the Supervisory Board acting upon recommendation of the RSG Committee.

2. The amount of compensation set by the Shareholders' Meeting under the terms of Article 15 of the Bylaws is shared between the Supervisory Board, its committees and, when applicable, their non-voting members, in accordance with the following principles:

   - the Supervisory Board sets the amount of compensation allocated to Supervisory Board members, and the amount allocated to the Chairman and members of each Committee,
   - compensation allocated to members of the Supervisory Board includes a fixed portion and a variable portion in proportion to their actual presence at Board meetings,
   - compensation allocated to members of the committees is determined in proportion to their actual presence at Committee meetings;
   - the Supervisory Board may decide that a proportion of the compensation should be allocated to non-voting members, the amount and conditions of such allocation being set by the Supervisory Board itself,
   - the Supervisory Board may decide the grant of exceptional compensation for specific assignments entrusted to a member,
   - in the event the total amount of compensation set by the Shareholders' Meeting is exceeded, a reduction ratio is applied to all compensation granted to members and non-voting members.

3. Members of the Supervisory Board will be reimbursed reasonable and necessary expenses incurred in the exercise of their duties and the interests of the Company (travel and hotel expenses incurred to attend Supervisory Board and Committee meetings), subject to presentation of supporting documents and within the conditions set by the expense reimbursement policy for Board members.

ARTICLE 8: ETHICS

1. Supervisory Board and Committee members, and any person attending Supervisory Board and/or Committee meetings, are bound by a general obligation of confidentiality concerning the proceedings attended, and in respect of any confidential information or information described as such by the Chairman of the meeting concerned or the Chairman of the Executive Board.

2. More particularly, when the Supervisory Board receives precise confidential information liable, if published, to affect the share price of the Company or one of the companies it controls, then the members of the Board must refrain from disclosing this information to any third party until it has been made public. The Supervisory Board members must comply with the provisions of the securities trading code of conduct that they have signed.

3. Every Supervisory Board member must inform the Company by sealed letter conveyed *via* the Chairman of the Supervisory Board, of any transaction involving his/her shares in the Company. This letter must include details of the number of Company shares held and be submitted within three business days of the transaction to which it refers. Supervisory Board members must also inform the Company of the number of shares they hold as of December 31 of each year, and at the time of any financial transaction, so that the Company can disclose this information.

4. The Company may ask any Supervisory Board member to provide full information concerning transactions in the shares of listed companies, when such information is necessary to satisfy reporting obligations to national regulatory bodies, and more specifically, market regulators.

5. When a transaction is planned in which a Supervisory Board member or a non-voting member of the Supervisory Board has a direct or indirect interest (*e.g*. when a Board member is affiliated with the seller's advisory or funding bank, or the bank advising or funding a Eurazeo competitor in respect of the same transaction, or with a major supplier or customer of a company in which Eurazeo is considering acquiring an investment), the Supervisory Board member or the non-voting member of the Supervisory Board concerned must inform the Chairman of the Supervisory Board as soon as he/she is aware of the planned transaction, specifying whether his/her interest is direct or indirect and the nature of the interest. The Supervisory Board member or the non-voting member of the Supervisory Board concerned is then required to abstain from participating in Supervisory Board or Committee meetings at which the prospective transaction is discussed. Consequently, he/she takes no part in the proceedings of the Supervisory Board or in the vote concerning the planned transaction and does not receive the relevant section of the minutes.

ARTICLE 9: NOTIFICATION

The Executive Board will be informed of these rules and will take due note of them under a specific resolution.

CHARTER OF THE STANDING COMMITTEES

CHARTER OF THE AUDIT COMMITTEE

Article 1: Mandate

In accordance with the law, the mandate of Eurazeo's Audit Committee, which operates under the responsibility of Eurazeo's Supervisory Board, is to monitor matters relating to the preparation and control of accounting and financial information. Furthermore, responsibilities relating to sustainability reporting have been entrusted to the Audit Committee, pursuant to Order No. 2023-1142 of 6 December 2023 transposing the European Corporate Sustainability Reporting Directive (CSRD).

This committee is responsible, in particular, for the following tasks:

1. It monitors the process for preparing financial information, the process for preparing sustainability information – including in digital form – and the process implemented to determine the information to be disclosed in accordance with sustainability reporting standards. Where appropriate, it makes recommendations to ensure the integrity of these processes;
2. it monitors the effectiveness of the internal control and risk management systems, as well as, where applicable, the internal audit function, with regard to the procedures relating to the preparation and processing of accounting and financial information and sustainability information, including in digital form, without compromising its independence;
3. it issues a recommendation on the statutory auditors proposed for appointment by the General Meeting for the task of certifying the accounts, and on the statutory auditors and/or an independent third-party body for the certification of sustainability information;
4. it monitors the performance of the audits of the financial statements and the sustainability information; it takes into account the findings and conclusions of the High Council of Statutory Auditors following any inspections;
5. it ensures that the independence requirements applicable to practitioners carrying out audits of financial statements and sustainability-related information are met; with regard to public-interest entities, where applicable, it takes the necessary measures to implement Article 4(3) of Regulation (EU) No 537/2014 and ensures compliance with the conditions set out in Article 6 of that Regulation;
6. it approves the provision of the services referred to in Article L. 821-30 of the Commercial Code
7. it reports regularly to the Supervisory Board on the performance of its duties. It shall also report on the results of the audit of the financial statements and the audit of sustainability-related information, as well as on how these audits have contributed to the integrity of the financial and sustainability-related information. It shall report on the role it has played in this process. It shall inform the Supervisory Board without delay of any difficulties encountered.

2: Areas of responsibility

As part of its mandate, the committee is responsible, in particular, for the following areas:

- reviewing the scope of consolidation and the draft consolidated and company financial statements submitted to the Supervisory Board for approval;
- reviewing, together with the Management Board and the Statutory Auditors, the accounting principles and methods generally applied in the preparation of the accounts, as well as any changes to these accounting principles, methods and rules, whilst ensuring their relevance;
- reviewing and monitoring the process of producing and processing the accounting and financial information used in the preparation of the accounts.
- assessing the validity of the methods chosen for processing significant transactions;
- reviewing the Management Board's presentation on risk exposure and significant off-balance-sheet commitments during the Audit Committee's review of the accounts.
- reviewing and assessing, at least once a year, the effectiveness of the internal control and risk management procedures in place, including those relating to the preparation and processing of accounting and financial information;
- periodically reviewing the cash position;
- approving the internal audit plan, monitoring its progress, and reviewing the findings of internal audit engagements and the progress of the resulting action plans;
- reviewing, together with the Statutory Auditors, the nature, scope and results of their audit and the work carried out, as well as their observations and recommendations, in particular regarding internal control and risk management procedures, accounting practices and the internal audit plan;
- reviewing the Company's draft reports on the internal control and risk management procedures put in place;
- authorising services other than the certification of the accounts which are not mentioned in Section II of Article L. 821-28 and Section I of Article L. 821-29 of the Commercial Code, to be carried out by the Statutory Auditors in accordance with the procedure established by the Audit Committee;

- reviewing the tender procedure for the selection of Statutory Auditors and making recommendations to the Supervisory Board on the Statutory Auditors proposed for appointment at the Annual General Meeting, in accordance with the rules on the rotation of signatures and terms of office;
- monitoring the Statutory Auditors' compliance with the 70 per cent cap on the average audit fees for the last three financial years for authorised non-audit services.

Article 3: Meetings

In addition to the provisions of the Supervisory Board's Rules of Procedure applicable to the Audit Committee and its members:

The Committee shall meet at least four times a year, convened by its Chair. It shall also meet at the request of the Chair of the Supervisory Board or the Chair of the Management Board.

Except in cases of urgency, notice of meetings of the Audit Committee shall be given to its members by any means at least five (5) calendar days in advance.

The deliberations of the Audit Committee shall only be valid if at least half of its members (excluding non-voting members) are present. Recommendations issued by the Audit Committee shall be adopted by a simple majority of the members present or represented. In the event of a tie, the Chair of the Committee shall have the casting vote. Members of the Audit Committee who participate in the Committee meeting via videoconference or by means of telecommunication, in accordance with the conditions permitted or prescribed by law and the regulations in force for meetings of the Supervisory Board, shall be deemed to be present for the purposes of calculating the quorum and the majority.

The recommendations issued by the Audit Committee must then be considered by the Supervisory Board before the relevant measures are implemented by the Company.

For matters relating to sustainability reporting, joint meetings are held with the Sustainability Committee.

FINANCE COMMITTEE CHARTER

Article 1: Role

The general mandate of Eurazeo's Finance Committee is to assist the Supervisory Board in defining the Group's strategic priorities and in reviewing the Company's investment programmes or external growth projects in accordance with the conditions set out in Article 5 of the above Rules of Procedure. It acts under the exclusive and collective responsibility of the members of Eurazeo's Supervisory Board.

The Finance Committee must therefore prepare the meetings of the Supervisory Board and issue recommendations or opinions to the Supervisory Board on any proposal or transaction as referred to in Article 2 below that is submitted to it by the Chairman of the Supervisory Board or by the Supervisory Board itself, in particular within the framework of Article 5 of the Supervisory Board's Rules of Procedure.

Article 2: Areas of Responsibility

As part of its mandate, the Finance Committee intervenes at an early stage, at the request of the Chairman of the Supervisory Board or the Supervisory Board itself, in particular with regard to:

- any external growth or strategic partnership project;
- any investment programme subject to the Supervisory Board's authorisation, as provided for in Article 5 of the Supervisory Board's Rules of Procedure;
- any investment holding under the conditions set out in Article 5.2 of the Supervisory Board's Rules of Procedure;
- any transaction that may lead, immediately or in the long term, to an increase or reduction in the share capital, through the issue of securities or the cancellation of shares;
- any debt and financing agreement subject to the authorisation of the Supervisory Board as provided for in Article 14 of the Articles of Association.

The Finance Committee also monitors, as part of an annual or multi-annual review of the various investment divisions, the performance of those divisions against the business plan and in relation to the competition, in the light of the performance measurement tools defined elsewhere.

More generally, it may be referred to by the Supervisory Board or its Chairman on any strategic proposal that is submitted to the Supervisory Board.

Article 3: Composition, meetings and operation

In addition to the provisions of the Supervisory Board's Rules of Procedure applicable to the Finance Committee and its members:

- the Finance Committee shall meet when convened by its Chair whenever necessary. It shall also meet at the request of the Chair of the Supervisory Board or the Chair of the Management Board;
- except in cases of urgency, notice of meetings shall be given to the members of the Finance Committee by any means at least five (5) calendar days in advance;
- the deliberations of the Finance Committee shall only be valid if at least half of its members (excluding non-voting members) are present. Recommendations issued by the Finance Committee shall be adopted by a simple majority of the members present or represented. In the event of a tie, the Chair of the Committee shall have the casting vote. For the purposes of calculating the quorum and the majority, members of the Finance Committee who participate in the Committee meeting via videoconference or by means of telecommunications shall be deemed to be present, subject to the conditions permitted or prescribed by law and the regulations in force governing meetings of the Supervisory Board;
- The recommendations issued by the Finance Committee must then be considered by the Supervisory Board before the relevant measures are implemented by the Company, except in the circumstances set out in Article 5.2.2 of the Supervisory Board's Rules of Procedure.

SUSTAINABILITY COMMITTEE CHARTER

Article 1: Mandate

The Sustainability Committee's general mandate is to assist the Supervisory Board in monitoring issues relating to sustainability, technology, data, AI and cybersecurity, so that Eurazeo can best anticipate the associated opportunities, challenges and risks.

The Sustainability Committee conducts discussions in coordination with the Management Board, reports regularly to the Supervisory Board on the performance of its duties and issues recommendations on Eurazeo's CSR policy and achievements.

Furthermore, the Sustainability Committee is involved in monitoring the process of preparing sustainability disclosures through joint meetings with the Audit Committee.

Article 2: Areas of focus

The Sustainability Committee pays particular attention to the guiding principles, policies and practices implemented by Eurazeo in the following areas:

- social, with regard to the employees of Eurazeo and its portfolio companies;
- environmental matters, relating to Eurazeo's direct activities and those of its portfolio companies;
- governance for Eurazeo and its portfolio companies;
- ethics;
- technology, data and AI relating to Eurazeo's direct activities;
- cybersecurity relating to Eurazeo's direct activities and those of its portfolio companies.

These practices may also be extended, where appropriate, to Eurazeo's key stakeholders (notably suppliers).

More specifically, its mandate is to:

- ensure that issues relating to sustainability, technology, data, AI and cybersecurity are taken into account when defining Eurazeo's strategy;
- examine the opportunities and risks in these areas in relation to Eurazeo's activities;
- review policies in the aforementioned areas, the targets set and the results achieved in this regard;
- reviewing and monitoring the ratings and certifications obtained;
- review compliance with and implementation of applicable regulations in the aforementioned areas;
- with regard to investment, ensure that CSR due diligence is carried out in the context of acquisitions and disposals;

And more specifically, with regard to non-financial information:

- contribute to the monitoring of the sustainability reporting process, in conjunction with the Audit Committee;
- review all non-financial information published by Eurazeo

Article 3: Meetings

In addition to the provisions of the Supervisory Board's Rules of Procedure applicable to the Sustainability Committee and its members:

The Sustainability Committee shall meet when convened by its Chair whenever necessary and at least three times a year. It shall also meet at the request of the Chair of the Supervisory Board or the Chair of the Management Board.

Except in cases of urgency, notice of meetings for members of the Sustainability Committee shall be given by any means at least five (5) calendar days in advance.

The deliberations of the Sustainability Committee shall only be valid if at least half of its members (excluding non-voting members) are present. Recommendations issued by the Sustainability Committee shall be adopted by a simple majority of the members present or represented. In the event of a tie, the Chair of the Committee shall have the casting vote. Members of the Sustainability Committee who participate in the meeting via videoconference or by means of telecommunication, in accordance with the conditions permitted or prescribed by law and the regulations in force for meetings of the Supervisory Board, shall be deemed to be present for the purposes of calculating the quorum and the majority.

The recommendations issued by the Sustainability Committee must then be considered by the Supervisory Board before the relevant measures are implemented by the Company.

CHARTER OF THE REMUNERATION, SELECTION AND GOVERNANCE (RSG) COMMITTEE

Article 1: Mandate

The RSG Committee's mandate is, on the one hand, to prepare the Supervisory Board's decisions regarding the remuneration of corporate officers and the policy for awarding long-term remuneration and, on the other hand, to prepare for changes to the composition of the Company's governing bodies; and, finally, to discuss governance issues relating to the functioning and organisation of the Board and to ensure the proper application of the principles of corporate governance.

To this end, it shall, in particular, carry out the following tasks:

- **remuneration**:
  - it makes proposals to the Supervisory Board regarding the various components of the remuneration of members of the Management Board, covering both the fixed and variable components of their remuneration, long-term remuneration, as well as all provisions relating to their pensions and any other benefits of any kind,
  - it reviews the definition and implementation of the rules governing the setting of the variable component of the remuneration of members of the Management Board,
  - it advises the Board on the general policy regarding long-term remuneration,
  - it reviews the structure of *carried interest* schemes and their allocation to corporate officers,
  - it makes a recommendation to the Board on the total amount of remuneration for members of the Supervisory Board to be proposed to the Company's Annual General Meeting. It proposes to the Board rules for the allocation of this remuneration and the individual amounts to be paid to members of the Board in this respect, taking into account their attendance at Board and Committee meetings,
  - it approves the information provided to shareholders in the Annual Report on the remuneration of corporate officers and on the principles and procedures governing the setting of executive remuneration, as well as on the allocation of long-term remuneration instruments to the latter;

- **appointments:**
  - it makes recommendations regarding the appointment or reappointment of members of the Supervisory Board and the Management Board,
  - it considers and makes recommendations on changes to the composition of the Supervisory Board and its committees,
  - it also makes recommendations regarding the succession plan for corporate officers,
  - it is kept informed of the recruitment and remuneration of the Company's senior executives;

- **corporate governance:**
  - it is responsible for preparing an assessment of the Supervisory Board's work,
  - it regularly reviews the status of Supervisory Board members in light of the independence criteria defined by the Board and makes recommendations should it appear necessary to review the eligibility of Supervisory Board members,
  - it recommends to the Supervisory Board a set of corporate governance principles applicable to the Company in accordance with the AFEP-MEDEF Code,
  - it reviews and advises the Supervisory Board on any proposed amendments to the Company's Articles of Association and Rules of Procedure,
  - it prepares the resolutions to be put forward to the Annual General Meeting relating to governance and the corporate governance report,
  - it reviews the non-discrimination and diversity policy, in particular with regard to the balanced representation of men and women within the governing bodies.

Article 2: Meetings

In addition to the provisions of the Supervisory Board's Rules of Procedure applicable to the RSG Committee and its members:

The Committee shall meet at least once a year, convened by its Chair. It shall also meet at the request of the Chair of the Supervisory Board or the Chair of the Management Board.

Except in cases of urgency, notice of meetings of the RSG Committee shall be given to its members by any means at least five (5) calendar days in advance.

The deliberations of the RSG Committee shall only be valid if at least half of its members (excluding non-voting members) are present. Recommendations issued by the RSG Committee shall be adopted by a simple majority of the members present or represented.

In the event of a tie, the Chair of the Committee shall have the casting vote. For the purposes of calculating the quorum and the majority, members of the RSG Committee who participate in the Committee meeting via videoconference or by means of telecommunication shall be deemed to be present, subject to the conditions permitted or prescribed by law and the regulations in force governing Supervisory Board meetings.

The recommendations issued by the RSG Committee must then be considered by the Supervisory Board before the relevant measures are implemented by the Company.