

Communication on Progress (COP)

2014/2015



United Nations Global Compact

Advanced Level

December 2015



COMMUNICATION ON
PROGRESS

This is our **Communication on Progress** in implementing the principles of the **United Nations Global Compact** and supporting broader UN goals.

We welcome feedback on its contents.

About Eurazeo:

With a diversified portfolio of over 5 billion euros in assets, Eurazeo is one of the leading listed investment companies in Europe. Its purpose and mission is to identify, accelerate and enhance the transformation potential of the companies in which it invests.

The Company covers most private equity segments through its four business divisions – Eurazeo Capital, Eurazeo Croissance, Eurazeo PME and Eurazeo Patrimoine. Eurazeo is notably either a majority or key shareholder in AccorHotels, Asmodee, Desigual, Elis, Europcar, Foncia, InVivo NSA and Moncler, and IES Synergy, Prêt d'Union, Vestiaire Collective and PeopleDoc through Eurazeo Croissance, as well as Dessange International, Léon de Bruxelles and Colisée through Eurazeo PME. Eurazeo's solid institutional and family shareholder base, robust financial structure free of structural debt, and flexible investment horizon enable Eurazeo to support its companies over the long term.

About Eurazeo's CSR commitment:

Eurazeo is convinced that CSR is an essential factor for company's transformation, sustainable growth, and thus value creation. In an increasingly complex environment, Eurazeo also believes that the implementation of a CSR approach is an integral part of its role as a responsible shareholder. Eurazeo's teams provide portfolio companies with both the time and the resources necessary for their transformation, while combining economic development, the reduction of environmental impacts, social progress and balanced governance.

A pioneer in this field, Eurazeo carried out a complete assessment of the environmental impacts of its portfolio as early as 2008. Since then, the Group factored ESG issues into its business through the creation of a Sustainable Development department, written a CSR charter, and developed an annual nonfinancial indicators reporting system. 2014 marked the beginning of a new phase in Eurazeo's CSR progress and ambition, with the definition of a CSR strategy comprising quantified objectives for 2020. This strategy comprises four pillars, with the third pillar consisting of a roadmap for investments.

In December 2011, Eurazeo signed the Principles for Responsible Investment (PRI) of the United Nations, thereby confirming its goal of factoring non-financial criteria into its management, investment strategy and portfolio of companies. Eurazeo signed the United Nations Global Compact in 2014, and its first Communication on Progress (COP) was submitted at the Advanced level.

Learn more about Eurazeo's CSR commitments and strategy in the following documents, available at Eurazeo's website (<http://www.eurazeo.com/>):

- Eurazeo 2014 Registration Document.
- Eurazeo 2014 Annual Report.
- Eurazeo's Code of ethics (available online in French).
- "Responsibility": the CSR section of the Eurazeo's corporate website.

Statement of Continued Support



As a professional and responsible shareholder, Eurazeo believes that sustainability performance is an essential factor in value creation. A pioneer in this field, we carried out a complete assessment of the environmental impacts of our portfolio as early as 2008. Since then, we have intensified and expanded our approach by establishing a dedicated team, writing a CSR charter, and annually monitoring nonfinancial indicators.

2014 also marked the beginning of a new phase in Eurazeo's CSR progress and ambition with the definition of a CSR strategy, divided into four pillars and comprising quantified objectives for 2020. This strategy reflects our belief that sustainable development and value creation go hand-in-hand.

The CSR strategy was specifically designed to meet the challenges of Eurazeo's core business, that of being a professional, committed and responsible shareholder. It lays down goals for each stage of the investment cycle, and incorporates a CSR roadmap for portfolio companies to facilitate the integration of CSR issues into their operations. Lastly, it incorporates ambitious quantitative targets for 2020 reflecting our commitment to patient capitalism that takes a long-term view of a company's development.

Eurazeo's signing of the United Nations Global Compact in February 2014 further illustrates our commitment. Our first Communication on Progress (COP) was submitted in the Advanced category. Our membership also reflects the work we have done over the last several years to continue to improve Eurazeo's CSR performance and that of its portfolio companies.

As Chairman of the Eurazeo Executive Board, I am proud to renew my support for the United Nations Global Compact and its 10 principles, in the areas of Human Rights, labour, environment, and anti-corruption.

We look forward to continuing to share our progress with you, our stakeholders and the international community.

Patrick Sayer,

Chairman of Eurazeo Executive Board

Table of Contents

Implementing the Ten Principles into Strategies & Operations

Criterion 1: The COP describes mainstreaming into corporate functions and business units	p. 5
Criterion 2: The COP describes value chain implementation	p. 10

Robust Human Rights Management Policies & Procedures

Criterion 3: The COP describes robust commitments, strategies or policies in the area of Human Rights	p. 13
Criterion 4: The COP describes effective management systems to integrate the Human Rights principles	p. 16
Criterion 5: The COP describes effective monitoring and evaluation mechanisms of Human Rights integration	p. 18

Robust Labour Management Policies & Procedures

Criterion 6: The COP describes robust commitments, strategies or policies in the area of labour	p. 19
Criterion 7: The COP describes effective management systems to integrate the labour principles	p. 21
Criterion 8: The COP describes effective monitoring and evaluation mechanisms of labour principles integration	p. 22

Robust Environmental Management Policies & Procedures

Criterion 9: The COP describes robust commitments, strategies or policies in the area of environmental stewardship	p. 23
Criterion 10: The COP describes effective management systems to integrate the environmental principles	p. 25
Criterion 11: The COP describes effective monitoring and evaluation mechanisms for environmental stewardship	p. 27

Robust Anti-Corruption Management Policies & Procedures

Criterion 12: The COP describes robust commitments, strategies or policies in the area of anti-corruption	p. 29
Criterion 13: The COP describes effective management systems to integrate the anti-corruption principle	p. 32
Criterion 14: The COP describes effective monitoring and evaluation mechanisms for the integration of anti-corruption	p. 34

Taking Action in Support of Broader UN Goals and Issues

Criterion 15: The COP describes core business contributions to UN goals and issues	p. 35
Criterion 16: The COP describes strategic social investments and philanthropy	p. 37
Criterion 17: The COP describes advocacy and public policy engagement	p. 39
Criterion 18: The COP describes partnerships and collective action	p. 41

Corporate Sustainability Governance and Leadership

Criterion 19: The COP describes CEO commitment and leadership	p. 43
Criterion 20: The COP describes Board adoption and oversight	p. 44
Criterion 21: The COP describes stakeholder engagement	p. 45

Criterion 1: The COP describes mainstreaming into corporate functions and business units

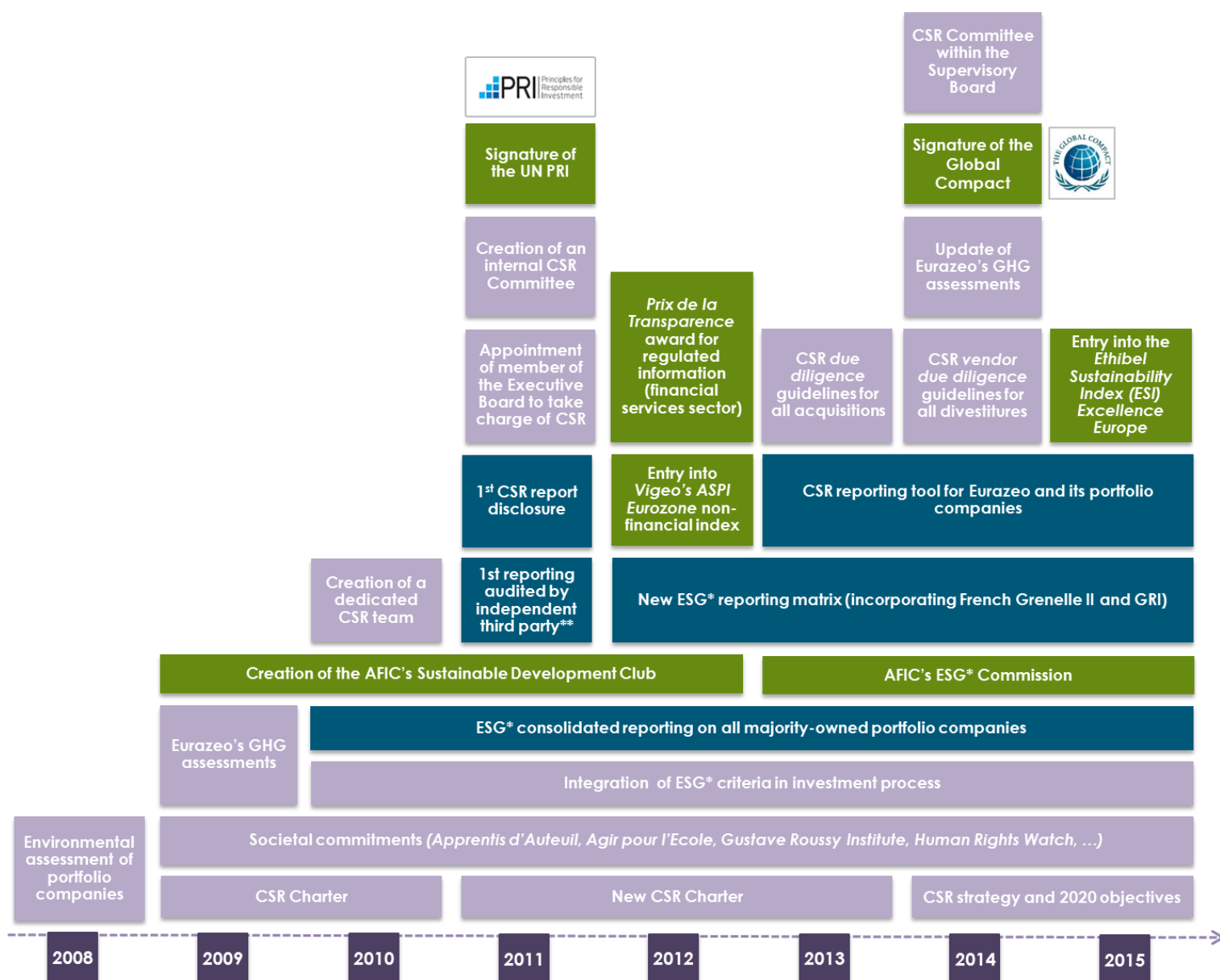
- *Place responsibility for execution of sustainability strategy in relevant corporate functions (procurement, government affairs, human resources, legal, etc) ensuring no function conflicts with company's sustainability commitments and objectives*
- ***Align strategies, goals and incentive structures of all business units and subsidiaries with corporate sustainability strategy***
- ***Assign responsibility for corporate sustainability implementation to an individual or group within each business unit and subsidiary***
- ***Design corporate sustainability strategy to leverage synergies between and among issue areas and to deal adequately with trade-offs***
- ***Ensure that different corporate functions coordinate closely to maximize performance and avoid unintended negative impacts***
- *Other established or emerging best practices*
- *Any relevant policies, procedures, and activities that the company plans to undertake by its next COP to fulfill this criterion, including goals, timelines, metrics, and responsible staff*

As a professional and responsible investor, Eurazeo accompanies companies over the long term to help them deploy all their growth potentials, well after they have been sold. The purpose of Eurazeo is to identify, accelerate and enhance the transformation potential of the companies in which it invests, even in the long term with control over exit timing. This is an extensive role, enabling it to combine business development and Corporate Social Responsibility (CSR).

As a performance driver, CSR is a vital component for the extensive transformation and long-lasting growth of a business. Eurazeo is indeed convinced that Corporate Social Responsibility is an essential factor for companies' transformation and sustainable growth, and thus a fundamental component of the Eurazeo model, reflected by value creation.

In an increasingly complex environment, Eurazeo considers that the implementation of a CSR approach is an integral part of its role as a responsible shareholder. This commitment is realized through a concrete approach, providing portfolio companies with both the time and the resources necessary for their transformation, while combining economic development, the reduction of environmental impacts, social progress and balanced governance.

For more than seven years, Eurazeo has formalized and strengthened its commitment to CSR in a practical approach, focused on continuous improvement. In 2008, Eurazeo's CSR commitment started with an environmental assessment of portfolio companies. Eurazeo factored CSR issues into its business through the creation of a Sustainable Development department in 2010. Since then, Eurazeo has accelerated the deployment of CSR tools and objectives.



* Environment, Social, and Gouvernance

** auditors - only for portfolio companies integrated in the French Grenelle reporting scope of Eurazeo.

In 2009, a CSR charter was published, a shared framework for Eurazeo and its portfolio companies, encouraging progress on various Environmental, Social, Societal and Governance (ESG) issues it addresses. Since 2010, CSR is integrated into the investment and reporting process (*please refer to Criterion 2 for more details*). In December 2011, Eurazeo signed the Principles for Responsible Investment of the United Nations (UNPRI), thereby confirming its goal of factoring non-financial criteria into its management, investment strategy and portfolio of companies. The same year, Eurazeo published its first CSR report, with a voluntary external evaluation by an independent auditor, and prior to its obligation to report under French Grenelle II Act.

2014 marked a new stage for Eurazeo, with the disclosure of a comprehensive CSR strategy incorporating quantified targets. This strategy is based on four actions: invest responsibly, establish exemplary governance, create sustainable value and be a vector of change in society.

1 INVEST RESPONSIBLY	CSR to be integrated into every stage of the investment process	2020 OBJECTIVES	<ul style="list-style-type: none"> • 100% of due diligence in the advanced study phase of acquisitions to incorporate a CSR Section • 100% of portfolio companies to perform CSR reporting • 100% of divestments to be subject to CSR disclosures
2 ESTABLISH EXEMPLARY GOVERNANCE	All companies to have exemplary governance bodies	2020 OBJECTIVES	<ul style="list-style-type: none"> • 100% of companies to have at least 40% women directors on their Supervisory Board or Board of Directors • 100% of companies to have at least 30% independent directors • 100% of companies to have an Audit Committee and a Compensation Committee
3 CREATE SUSTAINABLE VALUE	All companies to have a CSR progress plan	2020 OBJECTIVES	<ul style="list-style-type: none"> • 100% of portfolio companies to have deployed Eurazeo's "CSR musts" • 100% of portfolio companies to have quantified CSR progress targets • 100% of portfolio companies to be involved in at least one CSR acceleration program
4 BE A VECTOR OF CHANGE IN SOCIETY	All companies to improve their social footprint	2020 OBJECTIVES	<ul style="list-style-type: none"> • 100% of portfolio companies to improve the protection and well-being of employees • 100% of portfolio companies to associate their employees with value creation or company results • 100% of portfolio companies to reduce their environmental impact

Each of the 4 pillars of the CSR strategy owns ambitious quantitative objectives by 2020, which reflect Eurazeo's commitment to patient capitalism and takes a long-term view of a company's development. Eurazeo will publish a progress report about these objectives on an annual basis.

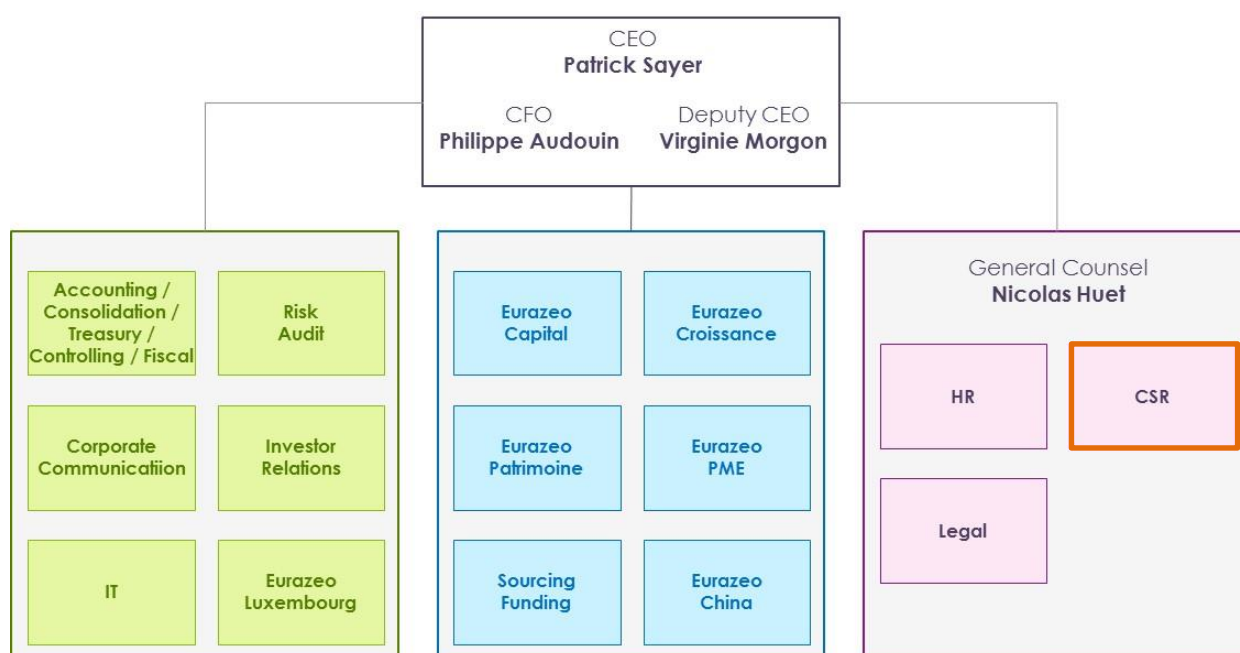
The CSR strategy includes a CSR roadmap (as third part) distributed to all portfolio companies to be adapted to their specific structures and sectors, in order to facilitate the implementation of CSR into their activities. This CSR roadmap provides an operational frame of references for the companies in the portfolio. The aim is to implement it in all companies by 2020.



Eurazeo has defined a CSR strategy that responds to the most stringent CSR requirements and includes the specificities of its investor activity. It reflects our belief that sustainable development and value creation go hand-in-hand, and our ambition to combine value enhancement and responsibility throughout the investment cycle.

Within Eurazeo, through the creation of a Sustainable Development department in 2010, a dedicated CSR officer was recruited. Since 2013, a CSR Director leads the Sustainable Development department. The Sustainable Development department is under the management of Nicolas Huet, Secretary General of the Eurazeo's Executive Board.

Nowadays, the dedicated CSR team is composed of 2 persons, and works closely with each of other departments at Eurazeo, including the Investment, Finance, Human Resources, and Communication teams.



Dialogue between the CSR Director, Eurazeo's internal teams, and the portfolio companies is a key feature of Eurazeo's CSR implementation. Because CSR staff is a sign of CSR maturity and an important way to accelerate progress, Eurazeo also actively encourages its portfolio companies to appoint dedicated staff.

See also:

- "Eurazeo's CSR vision and strategy" section of Eurazeo's 2014 Registration Document (pages 18-21).
- "Supporting businesses over the long-term » section of Eurazeo's 2014 Annual report (pages 4-5).
- "Eurazeo's CSR strategy: 2014 results" section of Eurazeo's 2014 Registration Document (pages 21-24).
- "Making our ambitions a reality" section of Eurazeo's 2014 Annual report (pages 36-39).

Criterion 2: The COP describes value chain implementation

- **Analyse each segment of the value chain carefully, both upstream and downstream, when mapping risks, opportunities and impacts**
- **Communicate policies and expectations to suppliers and other relevant business partners**
- **Implement monitoring and assurance mechanisms (e.g. audits/screenings) for compliance within the company's sphere of influence**
- **Undertake awareness-raising, training and other types of capacity building with suppliers and other business partners**
- **Other established or emerging best practices**
- Any relevant policies, procedures, and activities that the company plans to undertake by its next COP to fulfill this criterion, including goals, timelines, metrics, and responsible staff

At the heart of Eurazeo's value creation model, CSR is integrated into the entire investment cycle. CSR is now integrated into every stage of the investment process: phase of identification of investment opportunities, during the transformation phase, and at the exit phase. Eurazeo thus develops and uses several CSR tools to analyse its activity both upstream and downstream through its value chain.



Upstream, during the detection of investment opportunities, CSR provides a twofold contribution:

- the consideration of environmental, social and societal developments enriches the prospective analysis of different sectors and economic trends. This helps identify new opportunities in areas as diverse as energy, the service economy, recycling and waste treatment. In 2015, for instance, Eurazeo invested in Vestiaire Collective, a world leader in pre-owned luxury goods and fashion, and in PeopleDoc, pioneer in HR software and HR service outsourcing;
- the appraisal of a target acquisition in respect of environmental, social, societal and governance issues can help improve the understanding of the risks and opportunities, thereby increasing the ability to forge strong convictions in the selection of investments.

In 2013, specific analysis guidelines were developed and formalized. These guidelines are now systematically used when conducting CSR due diligences. Eurazeo conducted CSR due diligence on all acquisitions made in 2014, and on 67% of prospective acquisitions.

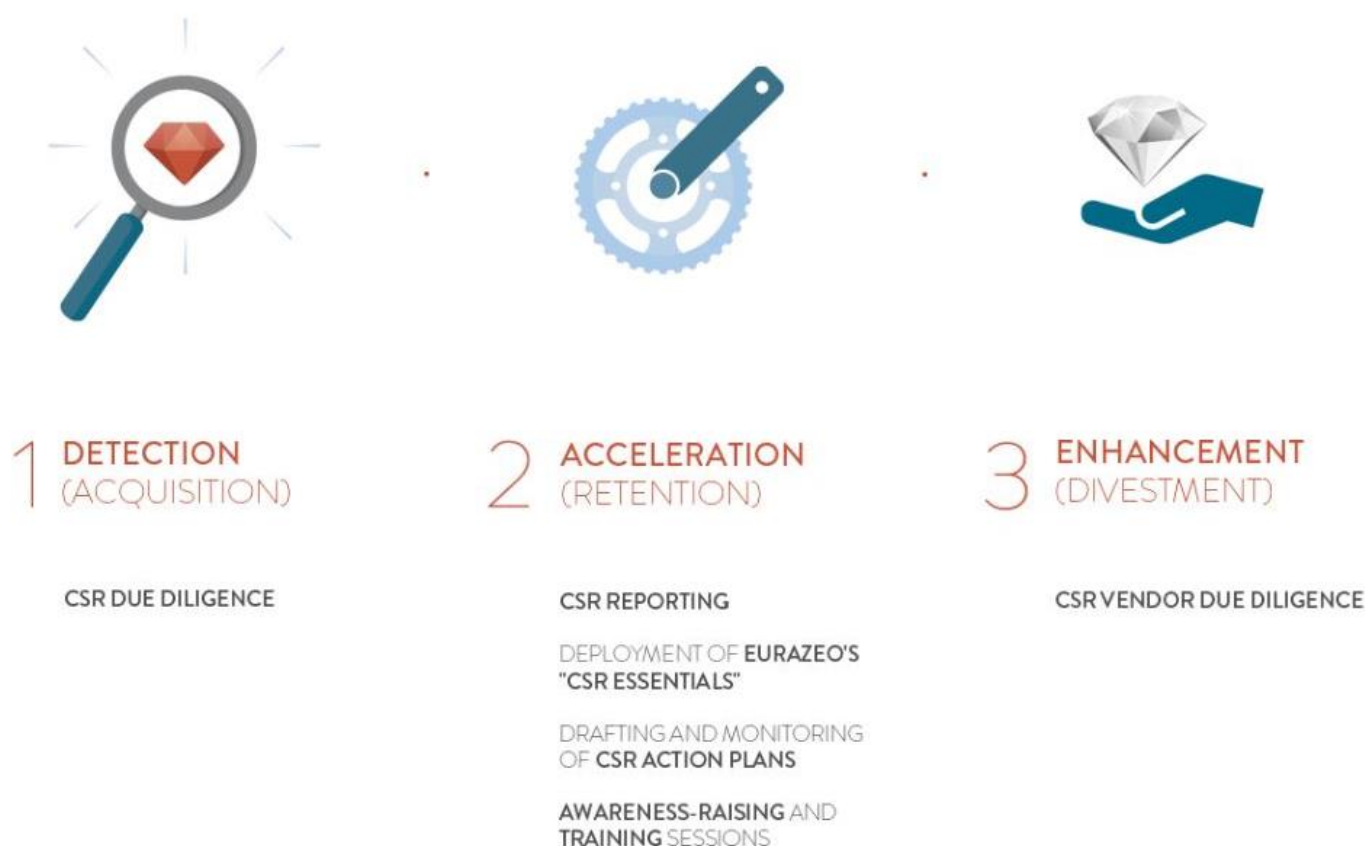
During the transformation phase, Eurazeo mobilizes a full range of human, financial and technical resources to accelerate change within its portfolio companies and help them achieve their full potential. This process is especially accompanied by assistance in the implementation of CSR policies, source of performance and value creation for companies, and is facilitated by the CSR roadmap (as third part).

This support is adapted to the degree of the company's maturity with respect to CSR issues and the means at its disposal on the subject. It also depends on the specific challenges of each company and the resources it is able to mobilize. Expertise is communicated to portfolio companies through discussion seminars, work meetings, the sharing of good practice, the provision of tools, and the regular

monitoring of performance indicators. Eurazeo also initiated CSR awareness sessions for its portfolio companies. In 2014, Eurazeo conducted 52 CSR workshops held with subsidiaries.

The follow-up of achievements and progress made in the field of CSR was made reliable thanks to the deployment of a reporting system, used by 12 companies of the portfolio in 2014. The CSR reporting results of each company are given to their management teams and diverse boards, on the basis of which are established plans of progress and quantitative targets.

Lastly, downstream, during the divestment phase, CSR assessments are performed to measure CSR outcomes achieved while the company was part of the portfolio. In 2014, a CSR vendor due diligence was realized for the Gault & Frémont divestment: this analysis highlights the progress achieved by the company since its acquisition by Eurazeo PME. For the sale of Cap Vert Finance that occurred in 2015, Eurazeo PME also communicated a CSR information to potential buyers.



As every year, Eurazeo has its processes for consolidating extra-financial information checked by an independent third party. Consolidation processes have been facilitated by the installation of an ad hoc IT tool for compiling and consolidating information. A few companies of Eurazeo's portfolio is thus included every year in the verification process done by the independent third party. For FY 2014, companies checked through the audit process of a third party are the followings: Europcar Group, Elis, Léon de Bruxelles and Cap Vert Finance.

Eurazeo also looks to implement sustainability factors further along the value chain. As part of its 2020 CSR Strategy, Eurazeo portfolio companies participated in a Responsible Procurement working group, organized by Eurazeo, which brought together the managers responsible for procurement from each portfolio company. By providing a space to share best practices and define goals, this working group aims to accelerate the implementation of responsible procurement throughout Eurazeo's portfolio. During the programme's launch in November 2015, Eurazeo unveiled its own "Code of Conduct for Business Partners". Eurazeo plans to organize three such sessions a year.

See also:

- "Eurazeo's CSR vision and strategy" section of Eurazeo's 2014 Registration Document (pages 18-21).
- "Supporting businesses over the long-term » section of Eurazeo's 2014 Annual report (pages 4-5).
- "Eurazeo's CSR strategy: 2014 results" section of Eurazeo's 2014 Registration Document (pages 21-24).
- "Making our ambitions a reality" section of Eurazeo's 2014 Annual report (pages 36-39).

Criterion 3: The COP describes robust commitments, strategies or policies in the area of Human Rights

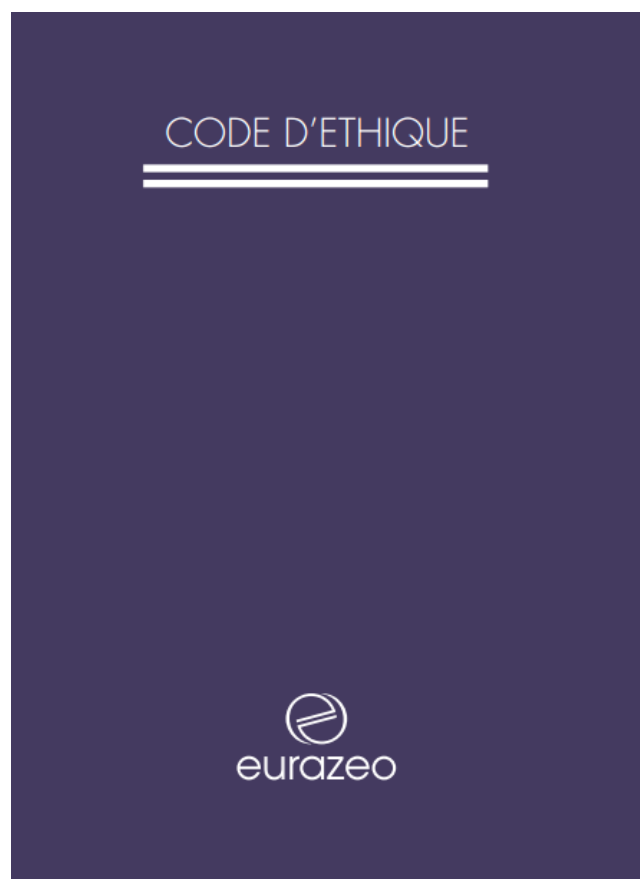
- **Commitment to comply with all applicable laws and respect internationally recognized human rights, wherever the company operates (e.g., the Universal Declaration of Human Rights, Guiding Principles on Human Rights) (BRE1 + ARE1)**
- **Integrated or stand-alone statement of policy expressing commitment to respect and support human rights approved at the most senior level of the company (BRE 1 + BRE5 + ARE 1 + ARE 5)**
- **Statement of policy stipulating human rights expectations of personnel, business partners and other parties directly linked to operations, products or services (BRE 1)**
- **Statement of policy publicly available and communicated internally and externally to all personnel, business partners and other relevant parties (BRE 1 + BRE 5 + ARE 1 + ARE 5)**
- **Other established or emerging best practices**
- *Any relevant policies, procedures, and activities that the company plans to undertake by its next COP to fulfill this criterion, including goals, timelines, metrics, and responsible staff*

Eurazeo is strongly committed into the protection of Human Rights. Although Eurazeo's only office is located in Paris (France) and does not directly encounter Human Rights risks, some Eurazeo's portfolio companies operate in different countries around the world. Eurazeo thus works to ensure that these portfolio companies have the support needed to ensure that Human Rights are respected, including in the companies' supply chains.

Judging by the index published by the NGO *Freedom House* on freedom of association, and that of the International Labour Organization (ILO) on forced and child labour, Eurazeo and its portfolio companies operate mainly in areas with low risk: 3% of employees in the 2014 CSR reporting scope are located outside Europe. Nonetheless, several portfolio companies have supply chains that are at risk for Human Rights abuses. Eurazeo takes these risks extremely seriously, and works closely with its portfolio companies to minimize them.

Eurazeo promotes compliance with the International Labour Organization conventions, and encourages its portfolio companies to join the United Nations Global Compact and/or to adopt a Code of conduct or Code of ethics. In the 2014 Grenelle II law reporting, three companies are signatories of the Global Compact: Elis, Europcar and Eurazeo PME. Outside the Grenelle II law reporting scope, Accor is also a signatory.

In 2015, Eurazeo published a Code of ethics, which includes commitments to respect and support Human Rights. Eurazeo ensures compliance with ethical principles governing its activities, and is committed to upholding the highest standards in the conduct of its business. Eurazeo seeks to raise awareness of ethical behaviour among staff and stakeholders, and to establish the necessary tools.



Contents

OUR ETHICAL PRINCIPLES	4
OUR EMPLOYEES	5
1. Respect of individuals	5
a. Workplace	5
b. Health and safety protection	5
c. Talent development	5
d. Anti-discrimination	5
e. Freedom of association and collective bargaining	5
2. Respect for private life and protection of personal data	5
3. Confidentiality	6
4. Reporting of conflicts of interest	6
5. Use of the Company's assets	7
6. Political and charity activities	7
a. Political and associative activities	7
b. Contributions to charity activities, sponsorship	7
7. Lobbying / anti-corruption	7
8. Anti-money laundering	8
OUR BUSINESS PARTNERS	8
OUR SHAREHOLDERS	9
1. Compliance with corporate governance rules	9
2. Reporting transparency	9
OUR INVESTMENTS	9
INTRODUCING A CODE OF ETHICS	10
1. How do you determine whether a situation presents a problem in terms of ethics?	10
2. Procedure to follow in the event of non-compliance with Eurazeo's ethics	10
3. Assessment of the application of the Code of Ethics	10
APPENDIX: CODE OF ETHICS Q&A	11

The Code of ethics addresses Eurazeo's commitment to employees (respect for people, privacy, declaration of conflicts of interest, political and charitable activities, lobbying, fight against corruption and money laundering, etc.), business partners, shareholders and investments. The Code also identifies the various issues and situations that employees and stakeholders are liable to face, indicating the procedure to follow and whom to contact. The Code of ethics has been signed by all Eurazeo's employees as of the end of 2015.

As part of its 2020 CSR Strategy, Eurazeo launched a responsible procurement programme to allow portfolio companies to work together to ensure respect of human rights along their supply chains. The Eurazeo's « Code of Conduct for Business Partners », edited in 2015, includes clauses on the respect of Human Rights and control tools development recommendations, such as audits by third parties, to ensure that commitments are met. These clauses covers issues such as child labour, forced labour, fair wages, decent working hours and discrimination and harassment in the workplace. This « Code of Conduct for Business Partners » has been especially designed for suppliers and business partners. Moreover, the Responsible Procurement working group allows portfolio companies to work together to ensure respect of Human Rights along their supply chains, and share experiences and best practices.

See also:

- "Eurazeo's CSR vision and strategy" section of Eurazeo's 2014 Registration Document (pages 18-21).
- "Supporting businesses over the long-term » section of Eurazeo's 2014 Annual report (pages 4-5).
- "Eurazeo's CSR strategy: 2014 results" section of Eurazeo's 2014 Registration Document (pages 21-24).
- "Making our ambitions a reality" section of Eurazeo's 2014 Annual report (pages 36-39).
- "Social information" section of Eurazeo's 2014 Registration Document (pages 25-32).
- Eurazeo's Code of ethics (available online: <https://www.eurazeo.com/wp-content/uploads/2015/10/0202-EURAZE0-RH-code-ethique-BAT-web.pdf>)

- “Societal information” section of Eurazeo's 2014 Registration Document (pages 42-47).
- “Relations with individuals and organizations interested by the Company's activities”, “Sub-contractors and suppliers”, and “Fair trade practices” sections of Eurazeo's 2014 Registration Document (pages 42-47).

Criterion 4: The COP describes effective management systems to integrate the Human Rights principles

- **Process to ensure that internationally recognized human rights are respected**
- **On-going due diligence process that includes an assessment of actual and potential human rights impacts (BRE 2 + BRE 3 + ARE 2 + ARE 3)**
- **Internal awareness-raising and training on human rights for management and employees**
- Operational-level grievance mechanisms for those potentially impacted by the company's activities (BRE 4 + ARE 4)
- Allocation of responsibilities and accountability for addressing human rights impacts
- **Internal decision-making, budget and oversight for effective responses to human rights impacts**
- Processes to provide for or cooperate in the remediation of adverse human rights impacts that the company has caused or contributed to (BRE 3+ BRE 4 + ARE3 + ARE 4)
- **Process and programs in place to support human rights through: core business; strategic philanthropic/social investment; public policy engagement/advocacy; partnerships and/or other forms of collective action (BRE 6 + ARE 6)**
- **Other established or emerging best practices**
- Any relevant policies, procedures, and activities that the company plans to undertake by its next COP to fulfill this criterion, including goals, timelines, metrics, and responsible staff

Eurazeo pays close attention to the respect of Human Rights by its portfolio companies. The respect of Human Rights is ensured in three main ways:

- through due diligence procedures carried out in the detection and/or divestment phase. CSR due diligence guidelines for detection phases have been developed in 2013. These guidelines include Human Rights topics, such as child labour, forced labour, or fair wages. Eurazeo conducted CSR due diligence on all acquisitions made during 2014 year.
- through continued interactions with portfolio companies' teams;
- and through the annual CSR reporting. Results of the CSR reporting are annually analysed by the CSR department, investment teams, and the management of portfolio companies.

Moreover, in the frame of its responsible procurement programme, Eurazeo conducts detailed analysis with portfolio companies on their suppliers, and thus carry audits out on suppliers that can be more at risks in the area of Human Rights.

One of Eurazeo's 2020 objectives included in its CSR strategy is to perform a new social barometer every three years for 100% of portfolio companies. Eurazeo helps and monitors portfolio companies in reaching this objective. To perform a social barometer, although more closely tied to the labour principles, is an essential tool for enforcing the respect of Human Rights.

In 2015, Eurazeo launched its own social barometer, in collaboration with *Great Place To Work*. This internal audit aims to assess the culture of the organization through answers provided on an employee survey, and to look at the workplace through nine practice areas in the management definition of a better workplace.

Moreover, Virginie Morgon, Eurazeo's Deputy CEO, is an active member of the *Human Rights Watch*'s support committee. Human Rights Watch is a leading independent international organization dedicated to the protection and defense of Human Rights. Eurazeo also gives annual financial support to *Human Rights Watch*, and has supported this association since 2012. Having a visible internal figure bringing Human Rights issues to the forefront, combined with Eurazeo's own support of these issues, contributes to all employees' awareness.

See also:

- “Eurazeo’s CSR vision and strategy” section of Eurazeo’s 2014 Registration Document (pages 18-21).
- “Supporting businesses over the long-term » section of Eurazeo’s 2014 Annual report (pages 4-5).
- “Eurazeo’s CSR strategy: 2014 results” section of Eurazeo’s 2014 Registration Document (pages 21-24).
- “Making our ambitions a reality” section of Eurazeo’s 2014 Annual report (pages 36-39).
- “Social information” section of Eurazeo’s 2014 Registration Document (pages 25-32).
- Eurazeo’s Code of ethics (available online: <https://www.eurazeo.com/wp-content/uploads/2015/10/0202-EURAZEO-RH-code-ethique-BAT-web.pdf>)
- “Societal information” section of Eurazeo’s 2014 Registration Document (pages 42-47).
- “Relations with individuals and organizations interested by the Company’s activities”, “Sub-contractors and suppliers”, and “Fair trade practices” sections of Eurazeo’s 2014 Registration Document (pages 42-47).

Criterion 5: The COP describes effective monitoring and evaluation mechanisms of Human Rights integration

- **System to monitor the effectiveness of human rights policies and implementation with quantitative and qualitative metrics, including in the supply chain (BRE3 + ARE3)**
- **Monitoring drawn from internal and external feedback, including affected stakeholders**
- **Leadership review of monitoring and improvement results**
- *Process to deal with incidents the company has caused or contributed to for internal and external stakeholders (BRE 4 + ARE 4)*
- *Grievance mechanisms that are legitimate, accessible, predictable, equitable, transparent, rights-compatible, a source of continuous learning, and based on engagement and dialogue (BRE4 + ARE4)*
- **Outcomes of integration of the human rights principles**
- **Other established or emerging best practices**
- *Any relevant policies, procedures, and activities that the company plans to undertake by its next COP to fulfill this criterion, including goals, timelines, metrics, and responsible staff*

Human Rights related stakes are included in Eurazeo's CSR reporting and CSR due diligence procedures. Thus, Eurazeo makes regular visits to the sites of its portfolio companies, to ensure proper working conditions and respect for Human Rights.

Additionally, Eurazeo encourages portfolio companies, that are most exposed in terms of risks in the area of Human Rights violations, to subject themselves to voluntary audits, preferably carried out by an independent third party. Eurazeo also encourages the use of external ethics auditors, in order to evaluate the performance and exposure of portfolio companies' supply chains, as well as risk mapping analysis, that includes Human Rights topics.

As part of its 2020 CSR Strategy, Eurazeo launched a responsible procurement programme to allow portfolio companies to work together to ensure respect of human rights along their supply chains. The Eurazeo's «Code of Conduct for Business Partners», edited in 2015, includes control tools development recommendations, such as audits by third parties, to ensure that commitments are met. Moreover, the Responsible Procurement working group allows portfolio companies to work together to ensure respect of Human Rights along their supply chains, and share experiences and best practices.

Some individual portfolio companies have detailed monitoring systems set up to deal with Human Rights protection. For example, Elis updated its sustainable procurement charter in 2014, in order to reinforce its commitment to the promotion of Human Rights in the relationship with suppliers. In consultation with external stakeholders (including partners such as Max Havelaar), Elis has reaffirmed its commitment to ensuring compliance with the ILO conventions and working conditions by its direct and indirect suppliers.

See also:

- "Eurazeo's CSR vision and strategy" section of Eurazeo's 2014 Registration Document (pages 18-21).
- "Supporting businesses over the long-term » section of Eurazeo's 2014 Annual report (pages 4-5).
- "Eurazeo's CSR strategy: 2014 results" section of Eurazeo's 2014 Registration Document (pages 21-24).
- "Making our ambitions a reality" section of Eurazeo's 2014 Annual report (pages 36-39).
- "Social information" section of Eurazeo's 2014 Registration Document (pages 25-32).
- Eurazeo's Code of ethics (available online: <https://www.eurazeo.com/wp-content/uploads/2015/10/0202-EURAZEO-RH-code-ethique-BAT-web.pdf>)
- "Societal information" section of Eurazeo's 2014 Registration Document (pages 42-47).
- "Relations with individuals and organizations interested by the Company's activities", "Sub-contractors and suppliers", and "Fair trade practices" sections of Eurazeo's 2014 Registration Document (pages 42-47).

Criterion 6: The COP describes robust commitments, strategies or policies in the area of labour

- **Reference to principles of relevant international labour standards (ILO Conventions) and other normative international instruments in company policies**
- **Reflection on the relevance of the labour principles for the company**
- **Written company policy to obey national labour law, respect principles of the relevant international labour standards in company operations worldwide, and engage in dialogue with representative organization of the workers (international, sectoral, national).**
- **Inclusion of reference to the principles contained in the relevant international labour standards in contracts with suppliers and other relevant business partners**
- **Specific commitments and Human Resources policies, in line with national development priorities or decent work priorities in the country of operation**
- *Participation and leadership in wider efforts by employers' organizations (international and national levels) to jointly address challenges related to labour standards in the countries of operation, possibly in a tripartite approach (business – trade union – government).*
- *Structural engagement with a global union, possibly via a Global Framework Agreement*
- **Other established or emerging best practices**
- *Any relevant policies, procedures, and activities that the company plans to undertake by its next COP to fulfill this criterion, including goals, timelines, metrics, and responsible staff*

With 29,288 employees in its 2014 reporting scope (Eurazeo S.A. and subsidiaries), Eurazeo recognizes its responsibility to encourage its portfolio companies to provide the best labour conditions possible. Eurazeo ensures that all portfolio companies have policies in place to promote quality labour relations. Labour conditions, including quality of social dialogue and collective agreements, rates of absenteeism and turnover, accident rates, and gender equality are all included in Eurazeo's annual social reporting.

Eurazeo's Code of ethics also covers several issues related to quality of the workplace, health and safety, talent development, discrimination, freedom of association and representation at the workplace (please refer to Criterion 3 for more details on the Code of ethics).

Among 2020 objectives included in its CSR strategy, Eurazeo encourages portfolio companies to improve the protection and well-being of employees. For example, through the CSR reporting system, the number of companies at which 100% of employees to have access to social insurance, and/or number of companies that have reduced the number of days of absence can be tracked. Eurazeo also promotes the creation of systems that allow portfolio companies to share value created or company profits with employees. For example, through the CSR reporting system, the number of portfolio companies with employee shareholders, and the number of portfolio companies to have implemented a profit-sharing scheme can be collected.

As part of its commitment toward implementing the labour principles, Eurazeo promotes compliance with the ILO conventions, and encourages its portfolio companies to join the United Nations Global Compact and/or to adopt a Code of conduct. Eurazeo also aims to extend voluntary initiatives, such as employee surveys, to all portfolio companies. In 2014, a total of three portfolio companies conducted employee surveys. Performing employee barometers at least once every three years is part of the CSR roadmap set out for portfolio companies as part of Eurazeo's CSR strategy.

At Eurazeo, a collective profit-sharing agreement was signed in 2013, and elections for personnel representatives were held in 2014. The rate of participation was 89.1%. Following these elections, a works council was established, and operating and social activity budgets were allocated. Coordination meetings between the works council and management are held every month.

Eurazeo also believes that gender equality is a factor in the performance and competitiveness of companies. As such, since 2008, it has lent its support to the *Rising Talents* program, a unique network of 150 high-potential young women created through the *Women's Forum for the Economy and Society*. Eurazeo is involved in the selection process of the 20 women who join the network each year.



In October 2014, Eurazeo also launched *Eurazeo Pluriels*, a mixed network that aims to promote and advance gender equality at Eurazeo, in all portfolio companies and among partners. It aims to provide a focus on the issue within Eurazeo and across all portfolio companies by organizing a range of annual events including conferences, crossed coaching and training. *Eurazeo Pluriels* provides a framework with which to work with portfolio companies to make measurable progress toward professional gender equality.

Concurrent with the launch of *Eurazeo Pluriels*, Eurazeo joined the *Financi'Elles* network, the leading women's business network in the financial sector. Eurazeo is the first private equity firm to join *Financi'Elles*.

See also:

- "Eurazeo's CSR vision and strategy" section of Eurazeo's 2014 Registration Document (pages 18-21).
- "Supporting businesses over the long-term » section of Eurazeo's 2014 Annual report (pages 4-5).
- "Eurazeo's CSR strategy: 2014 results" section of Eurazeo's 2014 Registration Document (pages 21-24).
- "Making our ambitions a reality" section of Eurazeo's 2014 Annual report (pages 36-39).
- "Social information" section of Eurazeo's 2014 Registration Document (pages 25-32).
- Eurazeo's Code of ethics (available online: <https://www.eurazeo.com/wp-content/uploads/2015/10/0202-EURAZEO-RH-code-ethique-BAT-web.pdf>)
- "Societal information" section of Eurazeo's 2014 Registration Document (pages 42-47).
- "Relations with individuals and organizations interested by the Company's activities", "Sub-contractors and suppliers", and "Fair trade practices" sections of Eurazeo's 2014 Registration Document (pages 42-47).

Criterion 7: The COP describes effective management systems to integrate the labour principles

- **Risk and impact assessments in the area of labour**
- **Dialogue mechanism with trade unions to regularly discuss and review company progress in addressing labour standards**
- **Allocation of responsibilities and accountability within the organization**
- **Internal awareness-raising and training on the labour principles for management and employees**
- **Active engagement with suppliers to address labour-related challenges**
- Grievance mechanisms, communication channels and other procedures (e.g., whistle-blower mechanisms) available for workers to report concerns, make suggestions or seek advice, designed and operated in agreement with the representative organization of workers
- **Other established or emerging best practices**
- Any relevant policies, procedures, and activities that the company plans to undertake by its next COP to fulfill this criterion, including goals, timelines, metrics, and responsible staff

Eurazeo's Human Resources Department is responsible for labour relations internally, but also provides support to portfolio companies in labour area. With 64 employees as of 31/12/2014, the implementation of labour principles within Eurazeo is facilitated by its small size, and the proximity between management and employees at all levels. The CSR department conducts annual social reporting for Eurazeo's team, as well as for portfolio companies included in Eurazeo's CSR reporting scope.

Among 2020 objectives included in its CSR strategy, Eurazeo encourages portfolio companies to improve the protection and well-being of employees. For example, through the CSR reporting system, the number of companies at which 100% of employees to have access to social insurance, and/or number of companies that have reduced the number of days of absence can be tracked.

Eurazeo also promotes the creation of systems that allow portfolio companies to share value created or company profits with employees. For example, through the CSR reporting system, the number of portfolio companies with employee shareholders, and the number of portfolio companies to have implemented a profit-sharing scheme can be collected.

See also:

- "Eurazeo's CSR vision and strategy" section of Eurazeo's 2014 Registration Document (pages 18-21).
- "Supporting businesses over the long-term » section of Eurazeo's 2014 Annual report (pages 4-5).
- "Eurazeo's CSR strategy: 2014 results" section of Eurazeo's 2014 Registration Document (pages 21-24).
- "Making our ambitions a reality" section of Eurazeo's 2014 Annual report (pages 36-39).
- "Social information" section of Eurazeo's 2014 Registration Document (pages 25-32).
- Eurazeo's Code of ethics (available online: <https://www.eurazeo.com/wp-content/uploads/2015/10/0202-EURAZEO-RH-code-ethique-BAT-web.pdf>)
- "Societal information" section of Eurazeo's 2014 Registration Document (pages 42-47).
- "Relations with individuals and organizations interested by the Company's activities", "Sub-contractors and suppliers", and "Fair trade practices" sections of Eurazeo's 2014 Registration Document (pages 42-47).

Criterion 8: The COP describes effective monitoring and evaluation mechanisms of labour principles integration

- **System to track and measure performance based on standardized performance metrics**
- **Dialogues with the representative organization of workers to regularly review progress made and jointly identify priorities for the future**
- **Audits or other steps to monitor and improve the working conditions of companies in the supply chain, in line with principles of international labour standards**
- **Process to positively engage with the suppliers to address the challenges (i.e., partnership approach instead of corrective approach) through schemes to improve workplace practices**
- **Outcomes of integration of the Labour principles**
- **Other established or emerging best practices**
- Any relevant policies, procedures, and activities that the company plans to undertake by its next COP to fulfill this criterion, including goals, timelines, metrics, and responsible staff

The social section of Eurazeo's annual CSR reporting allows a detailed monitoring of working conditions. This reporting included 67 quantitative indicators and 23 qualitative indicators in 2014. Eurazeo and its portfolio companies that fall within the Grenelle II Act reporting scope all report on social dialogue and collective agreements, in addition to other topics such as rates of absenteeism and turnover, accident rates, and gender equality.

A formal debriefing of CSR reporting results for individual companies is annually conducted with the top management of each company, as well as with the Supervisory Boards. These results are used as the basis for building progress plans and defining quantitative objectives.

Besides social reporting, Eurazeo is attentive to the implementation of policies and measures promoting quality labour relations within its portfolio companies. It aims to extend voluntary initiatives, such as employee surveys, to all portfolio companies. Performing employee barometers at least once every three years is although part of the CSR roadmap set out for portfolio companies (as third pillar of Eurazeo's CSR strategy). Employee surveys and social barometers are key tools for assessing employees' perceptions on topics related to life in the company (quality of life at work, compensation, measurement of commitment, etc.) and their understanding and appropriation of the company's strategy. As such, these measures are essential instruments of labour relations in companies.

Moreover, Eurazeo makes regular visits to the sites of its portfolio companies, to ensure proper working conditions. Companies are encouraged to perform or to undergo social audits, and to put in place measures such as social barometers.

See also:

- "Eurazeo's CSR vision and strategy" section of Eurazeo's 2014 Registration Document (pages 18-21).
- "Supporting businesses over the long-term » section of Eurazeo's 2014 Annual report (pages 4-5).
- "Eurazeo's CSR strategy: 2014 results" section of Eurazeo's 2014 Registration Document (pages 21-24).
- "Making our ambitions a reality" section of Eurazeo's 2014 Annual report (pages 36-39).
- "Social information" section of Eurazeo's 2014 Registration Document (pages 25-32).
- Eurazeo's Code of ethics (available online: <https://www.eurazeo.com/wp-content/uploads/2015/10/0202-EURAZEO-RH-code-ethique-BAT-web.pdf>)
- "Societal information" section of Eurazeo's 2014 Registration Document (pages 42-47).
- "Relations with individuals and organizations interested by the Company's activities", "Sub-contractors and suppliers", and "Fair trade practices" sections of Eurazeo's 2014 Registration Document (pages 42-47).

Criterion 9: The COP describes robust commitments, strategies or policies in the area of environmental stewardship

- Reference to relevant international conventions and other international instruments (e.g. Rio Declaration on Environment and Development)
- **Reflection on the relevance of environmental stewardship for the company**
- **Written company policy on environmental stewardship**
- **Inclusion of minimum environmental standards in contracts with suppliers and other relevant business partners**
- **Specific commitments and goals for specified years**
- **Other established or emerging best practices**
- **Any relevant policies, procedures, and activities that the company plans to undertake by its next COP to fulfill this criterion, including goals, timelines, metrics, and responsible staff**

The preservation of the environment is a performance and longevity factor for companies. As a responsible investor, Eurazeo is witness to the growing impact of environmental issues on economic models, and believes that natural resources represent a precious form of capital. Throughout the world, the availability of energy and water is the sine qua non of human, economic and industrial development. Their accessibility and cost will determine whether companies can sustain and develop their activities, and more largely, create conditions conducive to progress.

In order to further integrate these challenges in the development activities and policies of its portfolio companies, Eurazeo actively supports the deployment of strategies, processes and indicators covering all environmental impacts. Eurazeo also encourages its investments to consider these impacts in their innovation process.

Thus, in its CSR strategy, Eurazeo aims to reduce the environmental footprint by 2020 for 100% of portfolio companies, as part of its CSR strategy (fourth pillar). To this end, Eurazeo monitors portfolio companies on several performance indicators:

- Number of portfolio companies to have decreased their carbon emissions as a proportion of EBITDA
- Number of portfolio companies to have decreased their water consumption as a proportion of EBITDA
- Number of portfolio companies to have increased their recycling rates

In the CSR road map (third pillar of the CSR strategy), Eurazeo is developing a specific program, called *Environmental footprint program*, which will allow portfolio companies to better take into account environmental impacts and opportunities. For example, in 2014, Asmodee performed life cycle analysis of its activities in France: this work will provide a foundation for the environmental improvement plan to be drawn up in 2015. Dessange International also launched a life cycle analysis of the environmental impacts of its organization in 2015.

Eurazeo also aims to be exemplary on its own scope, and is strongly committed to reducing its environmental impacts. Regarding energy consumption, the new offices have BREEAM and HQE certifications, and motion detectors have been installed for lighting. The carpet was also replaced with a product containing 70% polyester recycled from plastic bottles. Moreover, Eurazeo tested a new water filtration system in its office, allowing the company to reduce its plastic bottles consumption and thus minimise its waste production.

Moreover, wishing to proceed further with one of the major sustainable development challenges, Eurazeo, with four other private equity companies belonging to the AFIC (Apax Partners, Ardian, LBO

France, and PAI Partners) have decided to launch the Initiative Carbone 2020, also known as the IC20. Conscious of their responsibility as shareholders, the IC20 signatories have decided to unite on these issues, in order to make their contribution to the COP21 objective of limiting global warming to two degrees Celsius.

They thus recognize that climate change will have material impacts on the global economy, human societies and ecosystems. They believe that these consequences will generate both risks and opportunities for the companies in which they invest. The IC20 signatories have thus launched a long-term approach to reducing the greenhouse gas emissions of their portfolio companies and securing sustainable performance.

PUBLIC, CONCRETE AND MEASURABLE COMMITMENTS

The five signatories of the **Initiative Carbone 2020** have decided to:

- ◆ Measure the direct and indirect carbon footprint (scopes 1, 2 and 3) based on a sample of 30 portfolio investments using an accessible and effective estimation methodology.
- ◆ Include the climate issue in their investment process as of 2016, so as to gradually extend a climate strategy to all the companies they control.
- ◆ Publish the carbon footprint of these same companies as of 2020.

Specifically, the methodological approach for the **Initiative Carbone 2020** will be three-pronged:

- ◆ During the investment phase: assessment of the carbon issue in the company's future development.
- ◆ During the holding phase:
 - ▶ Climate -change awareness-raising for the management teams;
 - ▶ Materiality analysis of the company's carbon impacts;
 - ▶ Based on the challenges, a thorough calculation followed by the definition of an action plan to reduce emissions and adapt to climate change.
- ◆ During the disposal phase: capitalize on the most significant improvements made major progress achieved.

The signatories hope to share both the methodology and the commitments with all sector players that wish to participate in the fight against global warming.

The **Initiative Carbone 2020** "is an integral part of the pledges that were undertaken by the Paris financial market and co-signed by the AFIC." The signatories wish to make this pragmatic and operational contribution so that the private equity asset class, a major growth player in France, can be a driving force in building an eco-conscious world.

See also:

- "Eurazeo's CSR vision and strategy" section of Eurazeo's 2014 Registration Document (pages 18-21).
- "Supporting businesses over the long-term » section of Eurazeo's 2014 Annual report (pages 4-5).
- "Eurazeo's CSR strategy: 2014 results" section of Eurazeo's 2014 Registration Document (pages 21-24).
- "Making our ambitions a reality" section of Eurazeo's 2014 Annual report (pages 36-39).
- Eurazeo's Code of ethics (available online: <https://www.eurazeo.com/wp-content/uploads/2015/10/0202-EURAZEO-RH-code-ethique-BAT-web.pdf>)
- "Relations with individuals and organizations interested by the Company's activities", "Sub-contractors and suppliers", and "Fair trade practices" sections of Eurazeo's 2014 Registration Document (pages 42-47).
- "Environmental information" section of Eurazeo's 2014 Registration Document (pages 32-42).
- IC 20 press release (available online: https://www.eurazeo.com/wp-content/uploads/2015/11/151125_PR-Initiative-Carbone-2020-FINAL.pdf)
- IC 20 manifesto (available online at <http://www.eurazeo-pme.com/index.php/>)

Criterion 10: The COP describes effective management systems to integrate the environmental principles

- **Environmental risk and impact assessments**
- **Assessments of lifecycle impact of products, ensuring environmentally sound management policies**
- **Allocation of responsibilities and accountability within the organisation**
- **Internal awareness-raising and training on environmental stewardship for management and employees**
- *Grievance mechanisms, communication channels and other procedures (e.g. whistleblower mechanisms) for reporting concerns or seeking advice regarding environmental impacts*
- **Other established or emerging best practices**
- **Any relevant policies, procedures, and activities that the company plans to undertake by its next COP to fulfill this criterion, including goals, timelines, metrics, and responsible staff**

In the process of reviewing investment projects, due diligence on social, environmental and governance issues is conducted by specialized firms, or internally by the CSR department. The risks identified are factored into the investment decision and the subsequent monitoring of the investment. Environmental risks for portfolio companies are also evaluated by Eurazeo's Head of Internal Audit. A summary is published each year in the Registration Document.

The environment section of Eurazeo's annual CSR reporting allows a detailed monitoring of environmental principles. This environmental reporting included 32 quantitative indicators and 18 qualitative indicators in 2014. Eurazeo and its portfolio companies that fall within the Grenelle II Act reporting scope all report on water, energy and waste reduction action plans, use of resources, air emissions and climate changes, biodiversity protection, and/or environmental management.

A formal debriefing of CSR reporting results for individual companies is annually conducted with the top management of each company, as well as with the Supervisory Boards. These results are used as the basis for building progress plans and defining quantitative objectives.

Besides environmental reporting, Eurazeo is attentive to the implementation of policies and measures promoting quality environmental policies within its portfolio companies. It aims to extend voluntary initiatives, such as environmental surveys or ISO standards, to all portfolio companies. Awareness sessions about environmental stewardship and/or the urgency of concerted action has been raised among employees and managers through internal presentations of Eurazeo's CSR strategy.

Moreover, wishing to proceed further with one of the major sustainable development challenges, Eurazeo, with four other private equity companies belonging to the AFIC (Apax Partners, Ardian, LBO France, and PAI Partners) have decided to launch the Initiative Carbone 2020, also known as the IC20. Conscious of their responsibility as shareholders, the IC20 signatories have decided to unite on these issues, in order to make their contribution to the COP21 objective of limiting global warming to two degrees Celsius.

They thus recognize that climate change will have material impacts on the global economy, human societies and ecosystems. They believe that these consequences will generate both risks and opportunities for the companies in which they invest. The IC20 signatories have thus launched a long-term approach to reducing the greenhouse gas emissions of their portfolio companies and securing sustainable performance.

PUBLIC, CONCRETE AND MEASURABLE COMMITMENTS

The five signatories of the **Initiative Carbone 2020** have decided to:

- ◆ Measure the direct and indirect carbon footprint (scopes 1, 2 and 3) based on a sample of 30 portfolio investments using an accessible and effective estimation methodology.
- ◆ Include the climate issue in their investment process as of 2016, so as to gradually extend a climate strategy to all the companies they control.
- ◆ Publish the carbon footprint of these same companies as of 2020.

Specifically, the methodological approach for the **Initiative Carbone 2020** will be three-pronged:

- ◆ During the investment phase: assessment of the carbon issue in the company's future development.
- ◆ During the holding phase:
 - ▶ Climate -change awareness-raising for the management teams;
 - ▶ Materiality analysis of the company's carbon impacts;
 - ▶ Based on the challenges, a thorough calculation followed by the definition of an action plan to reduce emissions and adapt to climate change.
- ◆ During the disposal phase: capitalize on the most significant improvements made major progress achieved.

The signatories hope to share both the methodology and the commitments with all sector players that wish to participate in the fight against global warming.

The **Initiative Carbone 2020** "is an integral part of the pledges that were undertaken by the Paris financial market and co-signed by the AFIC." The signatories wish to make this pragmatic and operational contribution so that the private equity asset class, a major growth player in France, can be a driving force in building an eco-conscious world.

See also:

- "Eurazeo's CSR vision and strategy" section of Eurazeo's 2014 Registration Document (pages 18-21).
- "Supporting businesses over the long-term » section of Eurazeo's 2014 Annual report (pages 4-5).
- "Eurazeo's CSR strategy: 2014 results" section of Eurazeo's 2014 Registration Document (pages 21-24).
- "Making our ambitions a reality" section of Eurazeo's 2014 Annual report (pages 36-39).
- Eurazeo's Code of ethics (available online: <https://www.eurazeo.com/wp-content/uploads/2015/10/0202-EURAZEO-RH-code-ethique-BAT-web.pdf>)
- "Environmental information" section of Eurazeo's 2014 Registration Document (pages 32-42).
- "Relations with individuals and organizations interested by the Company's activities", "Sub-contractors and suppliers", and "Fair trade practices" sections of Eurazeo's 2014 Registration Document (pages 42-47).
- IC 20 press release (available online: <https://www.eurazeo.com/wp-content/uploads/2015/11/151125-PR-Initiative-Carbone-2020-FINAL.pdf>)
- IC 20 manifesto (available online at <http://www.eurazeo-pme.com/index.php/>)

Criterion 11: The COP describes effective monitoring and evaluation mechanisms for environmental stewardship

- **System to track and measure performance based on standardized performance metrics**
- **Leadership review of monitoring and improvement results**
- *Process to deal with incidents*
- **Audits or other steps to monitor and improve the environmental performance of companies in the supply chain**
- **Outcomes of integration of the environmental principles**
- **Other established or emerging best practices**
- **Any relevant policies, procedures, and activities that the company plans to undertake by its next COP to fulfill this criterion, including goals, timelines, metrics, and responsible staff**

Eurazeo's robust annual environmental reporting allows a detailed monitoring of portfolio companies' environmental policies, impacts, and goals. This environmental reporting included 32 quantitative indicators and 18 qualitative indicators in 2014. The reporting goes beyond the requirements of French Grenelle II Act.

A formal debriefing of CSR reporting results for individual companies is annually conducted with the top management of each company, as well as with the Executive and Supervisory Boards. Meetings are held with each portfolio company's managers to discuss the reporting results. Annual results are used as the basis for action plans to further develop the company's CSR strategy.

Although the same CSR reporting system is used by all, portfolio companies vary greatly in their size, location, and CSR maturity: environmental priorities and objectives will also differ from one to another. Eurazeo analyses the environmental impacts of its portfolio companies and measures their materiality every year. Some portfolio companies have detailed environmental monitoring in place at company, country, or site level.

In 2014, Eurazeo created a CSR Committee, specialized committee of the Eurazeo Supervisory Board. The purpose of this new CSR Committee is to assist the Supervisory Board in monitoring CSR-related issues so as to allow Eurazeo to better anticipate the associated opportunities, issues and risks. It also makes recommendations on the company's policy and achievements in the field of CSR, including for environmental topics.

Moreover, wishing to proceed further with one of the major sustainable development challenges, Eurazeo, with four other private equity companies belonging to the AFIC (Apax Partners, Ardian, LBO France, and PAI Partners) have decided to launch the Initiative Carbone 2020, also known as the IC20. Conscious of their responsibility as shareholders, the IC20 signatories have decided to unite on these issues, in order to make their contribution to the COP21 objective of limiting global warming to two degrees Celsius.

They thus recognize that climate change will have material impacts on the global economy, human societies and ecosystems. They believe that these consequences will generate both risks and opportunities for the companies in which they invest. The IC20 signatories have thus launched a long-term approach to reducing the greenhouse gas emissions of their portfolio companies and securing sustainable performance.

See also:

- "Eurazeo's CSR vision and strategy" section of Eurazeo's 2014 Registration Document (pages 18-21).
- "Supporting businesses over the long-term » section of Eurazeo's 2014 Annual report (pages 4-5).
- "Eurazeo's CSR strategy: 2014 results" section of Eurazeo's 2014 Registration Document (pages 21-24).

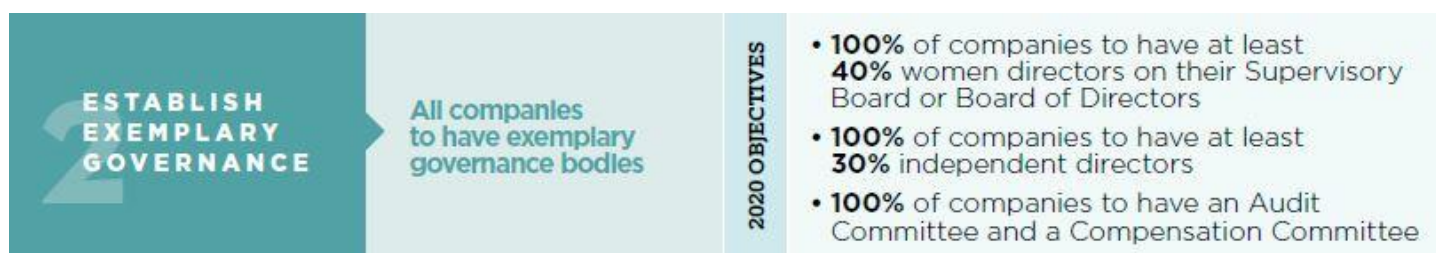
- "Making our ambitions a reality" section of Eurazeo's 2014 Annual report (pages 36-39).
- Eurazeo's Code of ethics (available online: <https://www.eurazeo.com/wp-content/uploads/2015/10/0202-EURAZEO-RH-code-ethique-BAT-web.pdf>)
- "Environmental information" section of Eurazeo's 2014 Registration Document (pages 32-42).
- "Relations with individuals and organizations interested by the Company's activities", "Sub-contractors and suppliers", and "Fair trade practices" sections of Eurazeo's 2014 Registration Document (pages 42-47).
- IC 20 press release (available online: https://www.eurazeo.com/wp-content/uploads/2015/11/151125_PR-Initiative-Carbone-2020-FINAL.pdf)
- IC 20 manifesto (available online at <http://www.eurazeo-pme.com/index.php/>)

Criterion 12: The COP describes robust commitments, strategies or policies in the area of anti-corruption

- Publicly stated formal policy of zero-tolerance of corruption (D1)
- **Commitment to be in compliance with all relevant anti-corruption laws, including the implementation of procedures to know the law and monitor changes (B2)**
- Statement of support for international and regional legal frameworks, such as the UN Convention against Corruption (D2)
- Detailed policies for high-risk areas of corruption (D4)
- **Policy on anti-corruption regarding business partners (D5)**
- **Other established or emerging best practices**
- Any relevant policies, procedures, and activities that the company plans to undertake by its next COP to fulfill this criterion, including goals, timelines, metrics, and responsible staff

Eurazeo ensures compliance with ethical principles governing its activities, and is committed to upholding the highest standards in the conduct of its business. Eurazeo seeks to raise awareness of ethical behavior among staff and stakeholders, and to establish the necessary tools.

The application of best practices in terms of ethics is a commitment under Eurazeo's responsible shareholder policy. It is part of a process aimed at developing a strong and exemplary governance model. Establishing an exemplary governance although constitutes the second pillar of Eurazeo's CSR strategy. Its ambition is to ensure that all companies have exemplary governance bodies. This illustrates Eurazeo's determination to adopt best practices in terms of transparency and independence.



In this process of continual improvement, Eurazeo also encourages its portfolio companies to implement best practices in the detection and prevention of fraud and corruption, suited to the specific characteristics of each company.

Moreover, in 2012, an anti-fraud and anti-corruption good practice guide was implemented in Eurazeo. This guide provides a reference framework, and aims to help portfolio companies build a culture of integrity in training staff on the ethical conduct expected of them. It also serves as a methodological tool in the implementation of anti-fraud mechanisms. The guide has been distributed to all Eurazeo's portfolio companies.

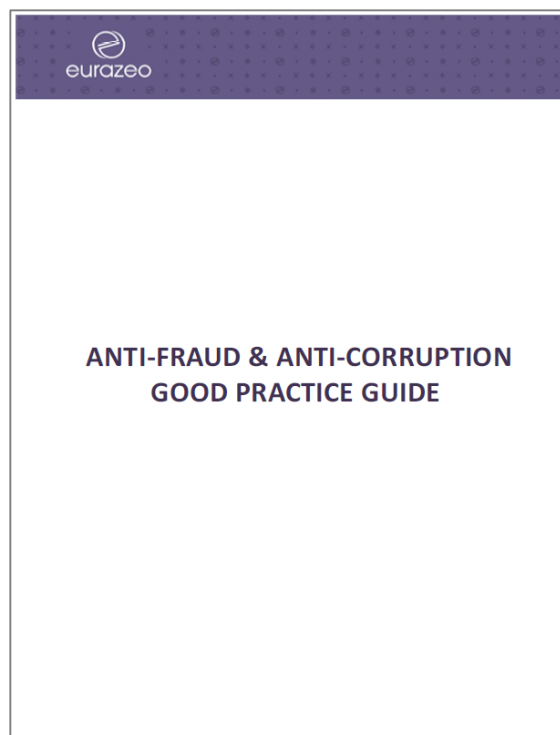


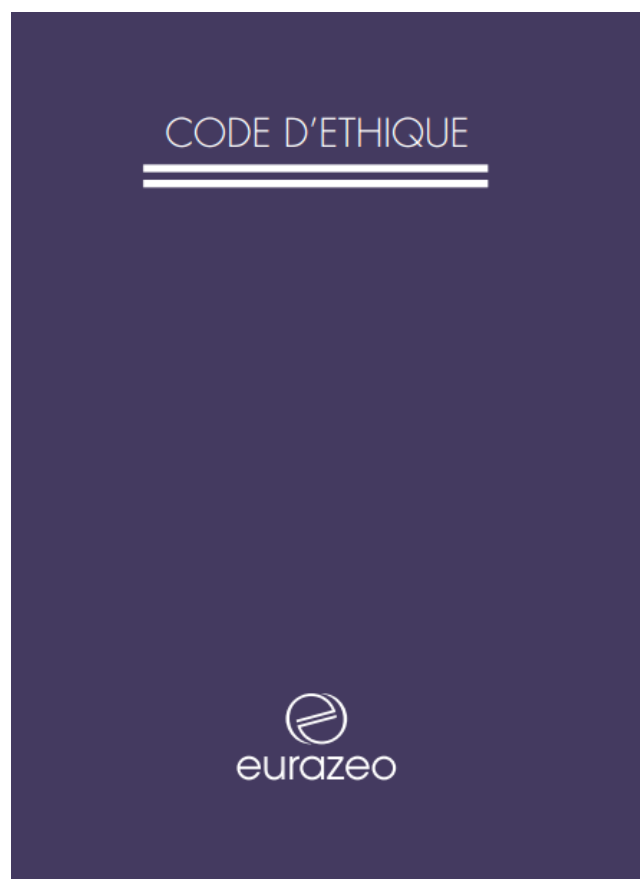
Table of content

1.	Objectives of this guide	3
2.	Definition of fraud and key regulations	4
2.1	How to define fraud?.....	4
2.2	Key anti-corruption laws	6
3.	Anti-fraud programs and leading practices.....	10
3.1	Management’s commitment.....	11
3.2	Anti-fraud policies and procedures	12
3.3	Communication and training.....	13
3.4	Fraud risk assessment	14
3.5	Anti-fraud control program	16
3.6	Response plan	17
4.	Behaviour and action – Guidelines.....	18
4.1	Fraud.....	18
4.2	Corruption	28
4.3	Conflicts of interest	38
4.4	Relationships with third parties	40
4.5	OFAC and Trade restrictions.....	44
4.6	Money laundering	46

Topics covered in the guide include asset protection, the role of internal control, delegation systems, the reliability of the production of accounts and financial statements, relations with public officials, gifts given and received, business travel, conflict of interests, relationships with suppliers, and the prevention of money laundering.

The anti-fraud and anti-corruption good practice guide makes reference to the *Transparency International's Corruption Perception Index* as a tool for Eurazeo and portfolio companies in evaluating corruption risk in their business dealings.

In 2015, Eurazeo's also implemented a Code of ethics, distributed to all employees and stakeholders. All Eurazeo's employees have signed it. The Code addresses Eurazeo's commitment to employees (respect for people, privacy, declaration of conflicts of interest, political and charitable activities, lobbying, fight against corruption and money laundering, etc.), business partners, shareholders and investments. The Code also identifies the various issues and situations that employees and stakeholders are liable to face, indicating the procedure to follow and whom to contact.



Contents

OUR ETHICAL PRINCIPLES	4
OUR EMPLOYEES	5
1. Respect of individuals	5
a. Workplace	5
b. Health and safety protection	5
c. Talent development	5
d. Anti-discrimination	5
e. Freedom of association and collective bargaining	5
2. Respect for private life and protection of personal data	5
3. Confidentiality	6
4. Reporting of conflicts of interest	6
5. Use of the Company's assets	7
6. Political and charity activities	7
a. Political and associative activities	7
b. Contributions to charity activities, sponsorship	7
7. Lobbying / anti-corruption	7
8. Anti-money laundering	8
OUR BUSINESS PARTNERS	8
OUR SHARHEOLDERS	9
1. Compliance with corporate governance rules	9
2. Reporting transparency	9
OUR INVESTMENTS	9
INTRODUCING A CODE OF ETHICS	10
1. How do you determine whether a situation presents a problem in terms of ethics?	10
2. Procedure to follow in the event of non-compliance with Eurazeo's ethics	10
3. Assessment of the application of the Code of Ethics	10
APPENDIX: CODE OF ETHICS Q&A	11

Topics of this Code include corruption and money laundering (defined as the recycling of funds from illicit activities through commercial transactions): *“Eurazeo is doubling down on its vigilance with regard to financial transactions in order to detect any irregularity (verifying the country of origin for funds, bank location and “black-listing” and payment entity concerned ...).*

On anti-fraud and anti-corruption stakes, Eurazeo gets support from Eurazeo's Internal Audit Department. This team, composed of two experts, works on mapping and monitoring of risks, and especially on fraud and corruption. It gives support to Eurazeo's teams during all investment phases, from the detection of investment opportunities to the exit phase.

For the phase of identification of investment opportunities, Eurazeo developed an analysis guide in 2013, and uses it in conducting CSR due diligence. Eurazeo conducted CSR due diligence on all acquisitions in 2014. Fraud and corruption stakes are now systematically addressed when conducting CSR due diligences. Specific due diligences on corruption and fraud are also conducted when necessary, with the help of experts.

See also:

- “Social information” section of Eurazeo's 2014 Registration Document (pages 25-32).
- Eurazeo's Code of ethics (available online: <https://www.eurazeo.com/wp-content/uploads/2015/10/0202-EURAZEO-RH-code-ethique-BAT-web.pdf>)
- “Societal information” section of Eurazeo's 2014 Registration Document (pages 42-47).
- “Relations with individuals and organizations interested by the Company's activities”, “Sub-contractors and suppliers”, “Fair trade practices” sections of Eurazeo's 2014 Registration Document (pages 42-47).
- “Actions taken in the fight against corruption” section of Eurazeo's 2014 Reference Document (page 46).
- “Prevention of fraud and corruption” sections of Eurazeo's 2014 Reference Document (page 111 and page 115).
- “Risk Control at the heart of Eurazeo's culture” section of Eurazeo's 2014 annual report (page 25).

Criterion 13: The COP describes effective management systems to integrate the anti-corruption principle

- **Support by the organization's leadership for anti-corruption (B4)**
- **Carrying out risk assessment of potential areas of corruption (D3)**
- **Human Resources procedures supporting the anti-corruption commitment or policy, including communication to and training for all employees (B5 + D8)**
- **Internal checks and balances to ensure consistency with the anti-corruption commitment (B6)**
- **Actions taken to encourage business partners to implement anti-corruption commitments (D6)**
- **Management responsibility and accountability for implementation of the anti-corruption commitment or policy (D7)**
- **Communications (whistleblowing) channels and follow-up mechanisms for reporting concerns or seeking advice (D9)**
- **Internal accounting and auditing procedures related to anticorruption (D10)**
- **Other established or emerging best practices**
- *Any relevant policies, procedures, and activities that the company plans to undertake by its next COP to fulfill this criterion, including goals, timelines, metrics, and responsible staff*

The anti-fraud and anti-corruption good practice guide serves as a methodological tool in the implementation of anti-fraud mechanisms. The guide features an introduction by Patrick Sayer, Chairman of Eurazeo's Executive Board, who reaffirms the Group's commitment to ethics and the prevention of corruption.

Management teams of Eurazeo's investments are encouraged to comply with the recommendations contained in the anti-fraud and anti-corruption good practice guide. The principles of conduct and action cover topics including asset protection, the role of internal control, delegation systems, the reliability of the production of accounts and financial statements, relations with public officials, gifts given and received, business travel, conflict of interests, relationships with suppliers, and the prevention of money laundering.

This recurrent and virtuous process consists on the one hand of a top-down approach and, on the other hand, of bottom-up initiatives undertaken by each investment. The guide to good anti-fraud and anti-corruption practices provides a reference framework geared towards helping investments build a culture of integrity, helping them train staff on the ethical conduct expected of them, and for use as a methodological tool in the implementation of anti-fraud mechanisms.

On anti-fraud and anti-corruption stakes, Eurazeo gets support from Eurazeo's Internal Audit Department. This team, composed of two experts, works on mapping and monitoring of risks, and especially on fraud and corruption. It gives support to Eurazeo's teams during all investment phases, from the detection of investment opportunities to the exit phase. This team is also called to help portfolio companies on these subjects.

For the phase of identification of investment opportunities, Eurazeo developed an analysis guide in 2013, and uses it in conducting CSR due diligence. Eurazeo conducted CSR due diligence on all acquisitions in 2014. Fraud and corruption stakes are now systematically addressed when conducting CSR due diligences. Specific due diligences on corruption and fraud are also conducted when necessary, with the help of experts.

See also:

- "Social information" section of Eurazeo's 2014 Registration Document (pages 25-32).
- Eurazeo's Code of ethics (available online: <https://www.eurazeo.com/wp-content/uploads/2015/10/0202-EURAZEO-RH-code-ethique-BAT-web.pdf>)
- "Societal information" section of Eurazeo's 2014 Registration Document (pages 42-47).

- *"Relations with individuals and organizations interested by the Company's activities", "Sub-contractors and suppliers", "Fair trade practices" sections of Eurazeo's 2014 Registration Document (pages 42-47).*
- *"Actions taken in the fight against corruption" section of Eurazeo's 2014 Reference Document (page 46).*
- *"Prevention of fraud and corruption" sections of Eurazeo's 2014 Reference Document (page 111 and page 115).*
- *"Risk Control at the heart of Eurazeo's culture" section of Eurazeo's 2014 annual report (page 25).*

Criterion 14: The COP describes effective monitoring and evaluation mechanisms for the integration of anti-corruption

- **Leadership review of monitoring and improvement results (D12)**
- **Process to deal with incidents (D13)**
- Public legal cases regarding corruption (D14)
- Use of independent external assurance of anti-corruption programmes (D15)
- Outcomes of integration of the anti-corruption principle
- **Other established or emerging best practices**
- Any relevant policies, procedures, and activities that the company plans to undertake by its next COP to fulfill this criterion, including goals, timelines, metrics, and responsible staff

In the case of fraud or corruption allegations, enquiries and/or investigations are systematically undertaken. These are generally undertaken under the responsibility of the General Counsel and/or the Internal Audit Department. Investigations are outsourced to external providers when specific skills are required (lawyers, IT specialists, forensic advisers, etc.).

As part of their auditing standards, Eurazeo's external auditors carry out anti-fraud related diligences on an annual basis.

In portfolio companies, risks of corruption inherent to the business or specific processes (e.g. purchase to pay, vendor selection, contracting...) are captured in fraud risk mappings. For those specific risks, specific external audit work has been identified and is being outsourced to external and independent specialists.

Since 2010, an update on actions taken in preventing fraud has been included on the agenda of the meetings of Audit Committee of portfolio companies. This allows Eurazeo to follow the roadmap of each portfolio company and monitor progress over time. Some portfolio companies have developed tools to guard against the types of fraud to which they are exposed. Some have developed risk maps focused on fraud, or reporting procedures for cases of fraud that are identified and dealt with. The subject of fraud is a priority in the internal audit plans of the various investments.

See also:

- "Social information" section of Eurazeo's 2014 Registration Document (pages 25-32).
- Eurazeo's Code of ethics (available online: <https://www.eurazeo.com/wp-content/uploads/2015/10/0202-EURAZEO-RH-code-ethique-BAT-web.pdf>)
- "Societal information" section of Eurazeo's 2014 Registration Document (pages 42-47).
- "Relations with individuals and organizations interested by the Company's activities", "Sub-contractors and suppliers", "Fair trade practices" sections of Eurazeo's 2014 Registration Document (pages 42-47).
- "Actions taken in the fight against corruption" section of Eurazeo's 2014 Reference Document (page 46).
- "Prevention of fraud and corruption" sections of Eurazeo's 2014 Reference Document (page 111 and page 115).
- "Risk Control at the heart of Eurazeo's culture" section of Eurazeo's 2014 annual report (page 25).

Criterion 15: The COP describes core business contributions to UN goals and issues

- **Align core business strategy with one or more relevant UN goals/issues**
- **Develop relevant products and services or design business models that contribute to UN goals/issues**
- **Adopt and modify operating procedures to maximize contribution to UN goals/issues**
- **Other established or emerging best practices**
- Any relevant policies, procedures, and activities that the company plans to undertake by its next COP to fulfill this criterion, including goals, timelines, metrics, and responsible staff

Eurazeo identified areas on which it brings contribution to UN goals and issues:

- **Human Rights:**
Virginie Morgon, Eurazeo Deputy CEO, is an active member of the *Human Rights Watch's* support committee. *Human Rights Watch* is a leading independent international organization dedicated to the protection and defense of Human Rights.

Eurazeo gives annual financial support to *Human Rights Watch*, and has supported this association since 2012. Having a visible internal figure bringing Human Rights issues to the forefront, combined with Eurazeo's own support of these issues, contributes to stakeholders' awareness.

Please refer to criterion 3, 4 and 5 for more details.

- **Labour:**
At Eurazeo, professional gender equality forms an important part of the 2020 CSR Strategy. Eurazeo's commitment to professional gender equality part of its CSR strategy and its 2020 target is for 100% of companies to have at least 40% women directors on the Board.

Eurazeo also launched *Eurazeo Pluriels*, a mixed network that aims to promote and advance gender equality at Eurazeo, in all portfolio companies and among partners. It aims to provide a focus on the issue within Eurazeo and across all portfolio companies by organizing a range of annual events including conferences, crossed coaching and training. *Eurazeo Pluriels* provides a framework with which to work with portfolio companies to make measurable progress toward professional gender equality. Concurrent with the launch of *Eurazeo Pluriels*, Eurazeo joined the *Financi'Elles* network, the leading women's business network in the financial sector. Eurazeo is the first private equity firm to join *Financi'Elles*.

With 29,288 employees in its 2014 reporting scope (Eurazeo S.A. and subsidiaries), Eurazeo has an important role to play in ensuring that men and women have equal professional opportunity and enjoy the same working conditions. *Eurazeo Pluriels* provides a framework with which to work with portfolio companies to make measurable progress toward professional gender equality.

Criteria about diversity are included in Eurazeo's ESG (Environmental, Social and Societal, Governance) due diligence procedures, which means that gender equality is examined in the lens of its contribution to the company's performance.

Please refer to criterion 6, 7 and 8 for more details.

- **Environment:**

In its CSR strategy, Eurazeo aims to reduce the environmental footprint by 2020 for 100% of portfolio companies, as part of its CSR strategy (fourth pillar). To this end, Eurazeo monitors portfolio companies on three performance indicators.

Wishing to proceed further with one of the major sustainable development challenges, Eurazeo, with four other private equity companies belonging to the AFIC (Apax Partners, Ardian, LBO France, and PAI Partners) have decided to launch the Initiative Carbone 2020, also known as the IC20. Conscious of their responsibility as shareholders, the IC20 signatories have decided to unite on these issues, in order to make their contribution to the COP21 objective of limiting global warming to two degrees Celsius.

They thus recognize that climate change will have material impacts on the global economy, human societies and ecosystems. They believe that these consequences will generate both risks and opportunities for the companies in which they invest. The IC20 signatories have thus launched a long-term approach to reducing the greenhouse gas emissions of their portfolio companies and securing sustainable performance.

Please refer to criterion 9, 10 and 11 for more details.

- **Anti-corruption:**

Eurazeo's Code of ethics was deployed in 2015 and signed by all employees. This Code will also serve as a tool for portfolio companies, which can then adapt it to their own needs.

Eurazeo publishes an anti-fraud and anti-corruption good practices guide, to provide its portfolio companies with information and best practices on the subject.

Prevention of corruption and fraud is also addressed in Eurazeo's annual CSR reporting.

Please refer to criterion 12, 13 and 14 for more details.

See also:

- "Social information" section of Eurazeo's 2014 Registration Document (pages 25-32).
- Eurazeo's Code of ethics (available online: <https://www.eurazeo.com/wp-content/uploads/2015/10/0202-EURAZEO-RH-code-ethique-BAT-web.pdf>)
- "Societal information" section of Eurazeo's 2014 Registration Document (pages 42-47).
- "Relations with individuals and organizations interested by the Company's activities", "Sub-contractors and suppliers", and "Fair trade practices" sections of Eurazeo's 2014 Registration Document (pages 42-47).
- "Environmental information" section of Eurazeo's 2014 Registration Document (pages 32-42).
- IC 20 press release (available online: https://www.eurazeo.com/wp-content/uploads/2015/11/151125_PR-Initiative-Carbone-2020-FINAL.pdf)
- IC 20 manifesto (available online at <http://www.eurazeo-pme.com/index.php/>)

Criterion 16: The COP describes strategic social investments and philanthropy

- **Pursue social investments and philanthropic contributions that tie in with the core competencies or operating context of the company as an integrated part of its sustainability strategy**
- **Coordinate efforts with other organizations and initiatives to amplify—and not negate or unnecessarily duplicate—the efforts of other contributors**
- Take responsibility for the intentional and unintentional effects of funding and have due regard for local customs, traditions, religions, and priorities of pertinent individuals and groups
- Other established or emerging best practices
- Any relevant policies, procedures, and activities that the company plans to undertake to fulfil this criterion, including goals, timelines, metrics, and responsible staff

In 2014, Eurazeo has redefined its philanthropy policy with a view toward maximizing impact and integrating it into the CSR strategy. The company thus drew up a new sponsorship strategy focusing on the theme of education. Philanthropic donations are decided on at Executive Board level with the CSR department responsible for strategy and implementation.

Within its education philanthropic program, two first projects have been launched: "Agir pour l'école" and "Apprentis d'Auteuil". Eurazeo supports projects aimed at fighting against underperforming at school. By partnering with "Agir pour l'école" and "Apprentis d'Auteuil", recognized French associations, Eurazeo tackles difficulties at school: in the most critical periods: upstream, when learning to read, and downstream, when dropping out of school.

With "Agir pour l'école", this is acting at the root of the problem by creating favourable conditions for the acquisition of basic skills for learning to read. With "Apprentis d'Auteuil", the problem of early school leaving and acquiring a professional training, necessary to enter the labour market, is addressed.



Engaging employees in the Eurazeo's philanthropic actions is an important part of the new strategy. In 2014, all employees were invited to participate in meetings with the organizations that Eurazeo supports. These meetings allowed employees to learn more about each organization, and then to evaluate each project's promise and relevance with regard to Eurazeo's identity. These evaluations were then compiled and used to make a budget proposal to the Executive Board for Eurazeo's charitable donations.

Besides the education programme, Eurazeo also supports several organizations: Académie Christophe Tiozzo, Agence du Don en nature, Centre Primo Levi, Gustave Roussy Institute, Human Rights Watch, Solidarités Nouvelles face au Chômage and Sport dans la Ville.

See also:

- "Partnership and corporate sponsorship actions", "Sub-contractors and suppliers" and "2.3.3.4 Fair trade practices" sections of Eurazeo's 2014 Reference Document (pages 43-47).
- "Social information" section of Eurazeo's 2014 Registration Document (pages 25-32).
- Eurazeo's Code of ethics (available online: <https://www.eurazeo.com/wp-content/uploads/2015/10/0202-EURAZEO-RH-code-ethique-BAT-web.pdf>)
- "Societal information" section of Eurazeo's 2014 Registration Document (pages 42-47).
- Education program press release (in French) (available online: <https://www.eurazeo.com/wp-content/uploads/2015/09/2015.07.20-Eurazeo-sengageFr.pdf>)

Criterion 17: The COP describes advocacy and public policy engagement

- **Publicly advocate the importance of action in relation to one or more UN goals/issues**
- **Commit company leaders to participate in key summits, conferences, and other important public policy interactions in relation to one or more UN goals/issues**
- **Other established or emerging best**
- *Any relevant policies, procedures, and activities that the company plans to undertake by its next COP to fulfill this criterion, including goals, timelines, metrics, and responsible staff*

Eurazeo's innovative approach is first embodied by the leading role of Olivier Millet, Chairman of the Executive Board of Eurazeo PME. In 2009, he played a role in the creation of the AFIC's (Association Française des Investisseurs pour la Croissance - French Association of Investors for Growth) Sustainable Development Club, which was replaced by the ESG Commission (Environment, Social and Governance) in 2013. Olivier Millet has been Chairman of this ESG Commission until 2014, and is now Vice-Chairman of the AFIC's Board of Directors.

- **Environment:**
Wishing to proceed further with one of the major sustainable development challenges, Eurazeo, with four other private equity companies belonging to the AFIC (Apax Partners, Ardian, LBO France, and PAI Partners) have decided to launch the Initiative Carbone 2020, also known as the IC20. Conscious of their responsibility as shareholders, the IC20 signatories have decided to unite on these issues, in order to make their contribution to the COP21 objective of limiting global warming to two degrees Celsius.

They thus recognize that climate change will have material impacts on the global economy, human societies and ecosystems. They believe that these consequences will generate both risks and opportunities for the companies in which they invest. The IC20 signatories have thus launched a long-term approach to reducing the greenhouse gas emissions of their portfolio companies and securing sustainable performance.

Olivier Millet played a leading role to promote sustainable development challenges within the private equity sector. He has been one of the key players of the Initiative Carbone 2020 creation.

PUBLIC, CONCRETE AND MEASURABLE COMMITMENTS

The five signatories of the **Initiative Carbone 2020** have decided to:

- ◆ Measure the direct and indirect carbon footprint (scopes 1, 2 and 3) based on a sample of 30 portfolio investments using an accessible and effective estimation methodology.
- ◆ Include the climate issue in their investment process as of 2016, so as to gradually extend a climate strategy to all the companies they control.
- ◆ Publish the carbon footprint of these same companies as of 2020.

Specifically, the methodological approach for the **Initiative Carbone 2020** will be three-pronged:

- ◆ During the investment phase: assessment of the carbon issue in the company's future development.
- ◆ During the holding phase:
 - ▶ Climate -change awareness-raising for the management teams;
 - ▶ Materiality analysis of the company's carbon impacts;
 - ▶ Based on the challenges, a thorough calculation followed by the definition of an action plan to reduce emissions and adapt to climate change.
- ◆ During the disposal phase: capitalize on the most significant improvements made major progress achieved.

The signatories hope to share both the methodology and the commitments with all sector players that wish to participate in the fight against global warming.

The **Initiative Carbone 2020** "is an integral part of the pledges that were undertaken by the Paris financial market and co-signed by the AFIC." The signatories wish to make this pragmatic and operational contribution so that the private equity asset class, a major growth player in France, can be a driving force in building an eco-conscious world.

Human Rights & Labour:

Eurazeo's commitments are also embodied by Virginie Morgon, Eurazeo Deputy CEO and Chairwoman of Eurazeo PME's Supervisory Board. She is an active member of the *Human Rights Watch*'s support committee and leads the support to this association since 2012. Having a visible internal figure bringing Human Rights issues to the forefront, combined with Eurazeo's own support of these issues, contributes to all employees' awareness.

Virginie Morgon also plays a crucial role in the gender professional equality commitment of Eurazeo. She is strongly involved in *Eurazeo Pluriels* internal network, and also participates to the *Rising Talents* programme and the *Women's Forum for the Economy and Society*.

See also:

- "Social information" section of Eurazeo's 2014 Registration Document (pages 25-32).
- Eurazeo's Code of ethics (available online: <https://www.eurazeo.com/wp-content/uploads/2015/10/0202-EURAZEO-RH-code-ethique-BAT-web.pdf>)
- "Societal information" section of Eurazeo's 2014 Registration Document (pages 42-47).
- "Relations with individuals and organizations interested by the Company's activities", "Sub-contractors and suppliers", and "Fair trade practices" sections of Eurazeo's 2014 Registration Document (pages 42-47).
- "Environmental information" section of Eurazeo's 2014 Registration Document (pages 32-42).
- IC 20 press release (available online: https://www.eurazeo.com/wp-content/uploads/2015/11/151125_PR-Initiative-Carbone-2020-FINAL.pdf)
- IC 20 manifesto (available online at <http://www.eurazeo-pme.com/index.php/>)

Criterion 18: The COP describes partnerships and collective action

- **Develop and implement partnership projects with public or private organizations (UN entities, government, NGOs, or other groups) on core business, social investments and/or advocacy**
- **Join industry peers, UN entities and/or other stakeholders in initiatives contributing to solving common challenges and dilemmas at the global and/or local levels with an emphasis on initiatives extending the company's positive impact on its value chain**
- **Other established or emerging best practices**
- Any relevant policies, procedures, and activities that the company plans to undertake by its next COP to fulfill this criterion, including goals, timelines, metrics, and responsible staff

Eurazeo actively promotes the integration of ESG issues in the private equity market. With the benefit of seven years of experience, Eurazeo has now fully industrialised its processes of integrating CSR in all stages of its activity: acquisition, follow-up and divestment. With its technical expertise and field experience in rolling out its strategy, Eurazeo has made extra-financial criteria into a real tool of analysis, of interaction with management, and of the development of its portfolio companies.

As a pioneer of this approach in France and as an active promoter of addressing CSR challenges in the business of growth investing, Eurazeo is a leader on the market that is acknowledged by its peers.

The most telling example of Eurazeo's commitment into the promotion of CSR in the private equity market is the key role of Eurazeo PME within the *French Association of Investors for Growth* (*Association Française des Investisseurs pour la Croissance – AFIC*).



ASSOCIATION FRANÇAISE
DES INVESTISSEURS
POUR LA CROISSANCE

Olivier Millet, Chairman of the Executive Board of Eurazeo PME, played a role in the creation of the AFIC's (*Association Française des Investisseurs pour la Croissance - French Association of Investors for Growth*) *Sustainable Development Club*, which was replaced by the *ESG Commission* (*Environment, Social and Governance*) in 2013. Olivier Millet has been Chairman of this ESG Commission until 2014, is Vice-Chairman of the AFIC's Board of Directors.

Moreover, Eurazeo's partnership with the *Women's Forum for the Economy and Society* reflects another strong Eurazeo's commitment, dealing with gender equality at work. Since 2008, Eurazeo has supported the *Rising Talents programme*, which identifies young women from diverse backgrounds and countries who have the potential to become leading figures in the world of tomorrow.

Eurazeo is also highly involved in different initiatives and/or finance sector gatherings, especially for private equity sphere, as events organized by Private Equity International (PEI) or the European private equity and Venture Capital Association (EVCA).

In October 2014, Eurazeo was awarded the prize for the Best Registration Document at the 2014 Grands Prix de la Transparence, all sectors and categories combined (CAC 40 and SBF 120 companies). Receiving this prize, only two years after winning the award for financial services companies, confirms

Eurazeo's place among the best companies for the transparency of its regulated reporting, crowning its constant efforts in this area over many years. Lastly, rating agencies are another tool for the recognition of companies' performance and commitment. In 2012, Eurazeo got into Vigeo's ASPI Eurozone non-financial index, and in 2015 into the *Ethibel Sustainability Index (ESI) Excellence Europe*. As a consequence of strong commitment on CSR issues, Eurazeo PME's CSR measures was awarded by the jury of the *Private Equity Magazine*, who gave it the "Sustainable Development" price in 2010. More recently, Eurazeo PME was awarded winner of the category "Private Equity, out of portfolio" of the *ESG Best Practices Honours (BPH) 2015* by Swen Capital Partners.

More recently, Eurazeo, with four other private equity companies belonging to the AFIC (Apax Partners, Ardian, LBO France, and PAI Partners) have decided to launch the Initiative Carbone 2020, also known as the IC20. Conscious of their responsibility as shareholders, the IC20 signatories have decided to unite on these issues, in order to make their contribution to the COP21 objective of limiting global warming to two degrees Celsius.

See also:

- "Eurazeo's CSR vision and strategy" section of Eurazeo's 2014 Registration Document (pages 18-21).
- "Supporting businesses over the long-term » section of Eurazeo's 2014 Annual report (pages 4-5).
- "Eurazeo's CSR strategy: 2014 results" section of Eurazeo's 2014 Registration Document (pages 21-24).
- "Making our ambitions a reality" section of Eurazeo's 2014 Annual report (pages 36-39).
- "Social information" section of Eurazeo's 2014 Registration Document (pages 25-32).
- "Societal information" section of Eurazeo's 2014 Registration Document (pages 42-47).
- "Environmental information" section of Eurazeo's 2014 Registration Document (pages 32-42).
- IC 20 press release (available online: https://www.eurazeo.com/wp-content/uploads/2015/11/151125_PR-Initiative-Carbone-2020-FINAL.pdf)
- IC 20 manifesto (available online at <http://www.eurazeo-pme.com/index.php/>)

Criterion 19: The COP describes CEO commitment and leadership

- **CEO publicly delivers explicit statements and demonstrates personal leadership on sustainability and commitment to the UN Global Compact**
- **CEO promotes initiatives to enhance sustainability of the company's sector and leads development of industry standards**
- **CEO leads executive management team in development of corporate sustainability strategy, defining goals and overseeing implementation**
- **Make sustainability criteria and UN Global Compact principles part of goals and incentive schemes for CEO and executive management team**
- **Other established or emerging best practices**
- Any relevant policies, procedures, and activities that the company plans to undertake by its next COP to fulfill this criterion, including goals, timelines, metrics, and responsible staff

Under the leadership of Patrick Sayer, Eurazeo became the first private equity company to publish a CSR Charter, in 2011. In addition, Eurazeo was in 2011 the first to publish a CSR reporting, in anticipation of the requirements of French Grenelle II Act. It is under Mr. Sayer's leadership that Eurazeo is pursuing its ambitious 2020 CSR Strategy.

Eurazeo's commitments are embodied by Virginie Morgon, Eurazeo's Deputy CEO. She is an active member of the *Human Rights Watch's* support committee and leads the support to this association since 2012. Having a visible internal figure bringing Human Rights issues to the forefront, combined with Eurazeo's own support of these issues, contributes to all employees' awareness.

Virginie Morgon also plays a crucial role in the gender professional equality commitment of Eurazeo. She is strongly involved in Eurazeo Pluriels internal network, and also participates to the Rising Talents programme and the Women's Forum for the Economy and Society. She consciously acts as a role model for women in the whole finance industry.

Eurazeo's innovative approach is also embodied by the leading role of Olivier Millet, Chairman of the Executive Board of Eurazeo PME. In 2009, he played a role in the creation of the AFIC's (*Association Française des Investisseurs pour la Croissance - French Association of Investors for Growth*) Sustainable Development Club, which was replaced by the ESG Commission (Environment, Social and Governance) in 2013. Olivier Millet has been Chairman of this ESG Commission until 2014, and is now Vice-Chairman of the AFIC's Board of Directors.

CSR objectives are also part of the factors taken into account for the calculation of the variable compensation of all Executive Board members.

See also:

- "Eurazeo's CSR vision and strategy" section of Eurazeo's 2014 Registration Document (pages 18-21).
- "Supporting businesses over the long-term" section of Eurazeo's 2014 Annual report (pages 4-5).
- "Eurazeo's CSR strategy: 2014 results" section of Eurazeo's 2014 Registration Document (pages 21-24).
- "Making our ambitions a reality" section of Eurazeo's 2014 Annual report (pages 36-39).

Criterion 20: The COP describes Board adoption and oversight

- **Board of Directors (or equivalent) assumes responsibility and oversight for long-term corporate sustainability strategy and performance**
- **Board establishes, where permissible, a committee or assigns an individual board member with responsibility for corporate sustainability.**
- **Board (or committee), where permissible, approves formal reporting on corporate sustainability (Communication on Progress)**
- **Other established or emerging best practices**
- Any relevant policies, procedures, and activities that the company plans to undertake by its next COP to fulfill this criterion, including goals, timelines, metrics, and responsible staff

Eurazeo's CSR governance is provided by a CSR Department, reporting to the Secretary of the Executive Board. CSR issues feature on the Executive Board agenda at least three times per year. In 2014, the Executive Board validated Eurazeo's objectives and CSR strategy.

A CSR operational committee, composed of 5 members, meets monthly. One of its chief purposes is to inspire and monitor the progress of Eurazeo and its portfolio companies in achieving CSR objectives and action plans. One of its chief purposes is to inspire and monitor the progress of Eurazeo and its investments in achieving CSR goals.

2014 saw the creation of a specialized committee of the Eurazeo Supervisory Board. The purpose of this new CSR Committee is to assist the Supervisory Board in monitoring CSR-related issues so as to allow Eurazeo to better anticipate the associated opportunities, issues and risks. It also makes recommendations on the company's policy and achievements in the field of CSR.

CSR issues feature on the Executive Board agenda at least three times per year. In 2014, the Executive Board validated Eurazeo's objectives and CSR strategy. CSR objectives are also part of the factors taken into account for the calculation of the variable compensation of all Executive Board members.

As described above (*in criterion 19*), Patrick Sayer, Virginie Morgon, and Olivier Millet embody Eurazeo's CSR commitments, within Eurazeo, portfolio companies and in the finance sphere.

Within portfolio companies, the CSR progress plan includes the appointment of a CSR manager and the inclusion of CSR issues on the agenda of meetings of the Supervisory Board or the Board of Directors at least once a year.

See also:

- "Eurazeo's CSR vision and strategy" section of Eurazeo's 2014 Registration Document (pages 18-21).
- "Supporting businesses over the long-term » section of Eurazeo's 2014 Annual report (pages 4-5).
- "Eurazeo's CSR strategy: 2014 results" section of Eurazeo's 2014 Registration Document (pages 21-24).
- "Making our ambitions a reality" section of Eurazeo's 2014 Annual report (pages 36-39).
- "Governance" section of Eurazeo's 2014 integrated report (pages 23 and 24).

Criterion 21: The COP describes stakeholder engagement

- **Publicly recognize responsibility for the company's impacts on internal and external stakeholders**
- **Define sustainability strategies, goals and policies in consultation with key stakeholders**
- **Consult stakeholders in dealing with implementation dilemmas and challenges and invite them to take active part in reviewing performance**
- **Establish channels to engage with employees and other stakeholders to hear their ideas and address their concerns, and protect 'whistle-blowers'**
- **Other established or emerging best practices**
- Any relevant policies, procedures, and activities that the company plans to undertake by its next COP to fulfill this criterion, including goals, timelines, metrics, and responsible staff

Eurazeo is convinced that structured and transparent dialogue with stakeholders is key to competitiveness and value creation. Engaging with stakeholders is an essential part of strong governance. To ensure the sustainability of its development, Eurazeo seeks to identify, prioritize and anticipate stakeholder expectations.

In 2013, Eurazeo assessed the dialogue conducted with its stakeholders through mapping and a survey of the processes and tools of its dialogue. Eurazeo's stakeholders fall into six broad categories:

- shareholders,
- employees,
- managers of portfolio companies,
- nonfinancial
- rating agencies,
- NGOs and representatives of civil society,
- suppliers and service providers.

The work performed included the mapping of stakeholders and a survey of dialogue methods and tools, essential first steps in structuring a strategy and as part of an ongoing reflection on stakeholder engagement.

Through discussions with those stakeholders considered a priority, Eurazeo enjoys a long-term relationship of confidence with each of them, by developing appropriate means of interaction and responding to their key expectations.

Eurazeo has structured dialogue with most of its stakeholders, especially its shareholders. Eurazeo is also in regular contact with the managers of its portfolio companies. The annual CSR reporting provides one occasion to engage with managers on their own CSR strategies and how Eurazeo can help to implement further progress.

Regarding employees relationships, several working groups made up of employee volunteers have been organized to define and implement key parts of Eurazeo's CSR strategy. This mode of operating is well suited to Eurazeo's small size, as it allows any employee to make a contribution in the areas of CSR that interest him or her the most. It also ensures that any actions taken have built-in support and are adopted quickly.

See also:

- "Establish exemplary governance" section of Eurazeo's 2014 Reference Document (page 22).
- "Societal information" section of Eurazeo's 2014 Registration Document (pages 42-47).