

Communication on Progress (COP)

2015/2016



United Nations Global Compact

Advanced Level
December 2016



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.

1



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. Its 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. Eurazeo is notably either a majority or key shareholder in AccorHotels, ANF Immobilier, Asmodee, CIFA, Desigual, Elis, Europcar, Fintrax, Les Petits Chaperons Rouges, Moncler, Neovia, Novacap, the Glion and Les Roches hotel management schools, and smaller companies, including the investments of Eurazeo PME and Eurazeo Croissance.

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:

- Eurazeo's 2015 Registration Document.
- Eurazeo 2015 Annual Report.
- Eurazeo's Code of ethics.
- "Responsibility": the CSR section of the <u>Eurazeo's corporate website</u>.



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 non-financial indicators.

2014 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.

Eurazeo's signing of the United Nations Global Compact in February 2014 further illustrates our commitment. Our two firsts Communication on Progress (COP) were 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.

In order to demonstrate this improvement and to reaffirm that businesses can use CSR policies to leverage their performance and value creation, Eurazeo has set up an innovating financial assessment methodology to measure avoided social and environmental impacts. Six companies are included in the first assessment and Eurazeo's goal is to gradually extend this analysis to all of its portfolio companies, and to conduct year-on-year performance monitoring.

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 anticorruption.

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

Patrick Sayer,

Chairman of Furazeo 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

Kobosi iloman kigino managomeni i onoles a iloseasies	
Criterion 3: The COP describes robust commitments, strategies or policies in the area of	p. 13
Human Rights	
Criterion 4 : The COP describes effective management systems to integrate the Human	p. 15
Rights principles	
Criterion 5: The COP describes effective monitoring and evaluation mechanisms of	p. 17
Human Rights integration	

Robust Labour Management Policies & Procedures

Criterion 6: The COP describes robust commitments, strategies or policies in the area of	p. 18
labour	
Criterion 7: The COP describes effective management systems to integrate the labour	p. 20
principles	
Criterion 8: The COP describes effective monitoring and evaluation mechanisms of	p. 21
labour principles integration	-

Robust Environmental Management Policies & Procedures

Criterion 9: The COP describes robust commitments, strategies or policies in the area of	p. 23
environmental stewardship	
Criterion 10: The COP describes effective management systems to integrate the	p. 26
environmental principles	
Criterion 11: The COP describes effective monitoring and evaluation mechanisms for	p. 28
environmental stewardship	

Robust Anti-Corruption Management Policies & Procedures

general genera	
Criterion 12: The COP describes robust commitments, strategies or policies in the area	p. 30
of anti-corruption	
Criterion 13: The COP describes effective management systems to integrate the anti-	p. 33
corruption principle	
Criterion 14: The COP describes effective monitoring and evaluation mechanisms for	p. 35
the integration of anti-corruption	

Taking Action in Support of Broader UN Goals and Issues

Criterion 15: The COP describes core business contributions to UN goals and issues	p. 36
Criterion 16: The COP describes strategic social investments and philanthropy	p. 44
Criterion 17: The COP describes advocacy and public policy engagement	p. 46
Criterion 18: The COP describes partnerships and collective action	p. 48

Corporate Sustainability Governance and Leadership

Criterion 19: The COP describes CEO commitment and leadership	p. 50
Criterion 20: The COP describes Board adoption and oversight	p. 51
Criterion 21: The COP describes stakeholder engagement	p. 52



<u>Criterion 1</u>: 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

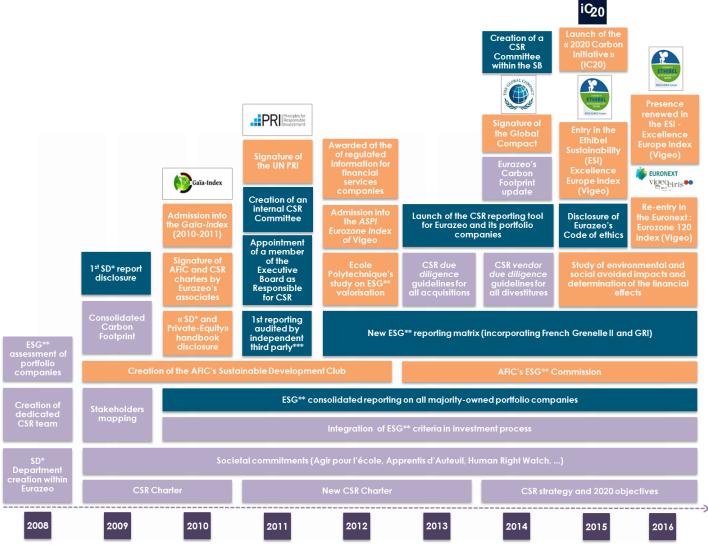
As a professional and responsible investor, Eurazeo accompanies companies over the long term to help them deploy all their growth potentials, well after they have been sold. The purpose of Eurazeo is to identify, accelerate and enhance the transformation potential of the companies in which it invests, 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 eight 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.



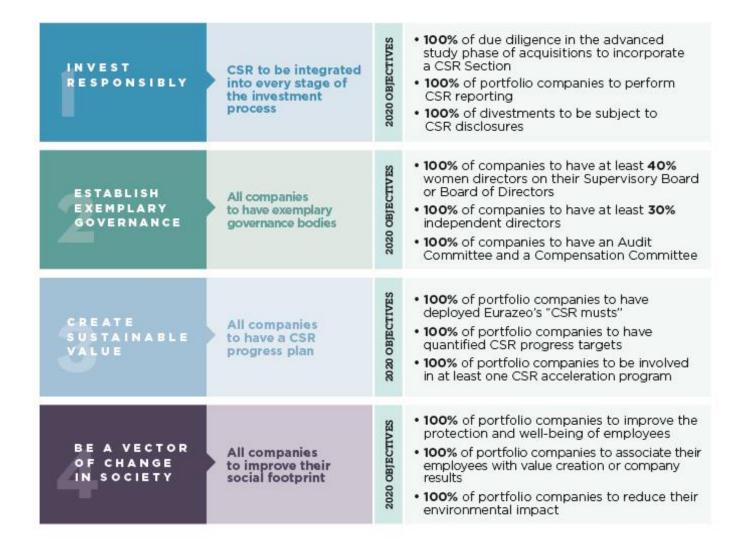


In 2009, a CSR charter was published, a shared framework for Eurazeo and its portfolio companies, encouraging progress on various Environmental, Social, Societal and Governance (ESG) issues it addresses. Since 2010, CSR is integrated into the investment and reporting process (please refer to Criterion 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.

^{**} Environment, Social, Societal and Gouvernance
*** Auditors - only for portfolio companies integrated in the French Grenelle II reporting scope of Eurazeo.





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.





ALL COMPANIES TO HAVE A CSR PROGRESS PLAN

- 100% of portfolio companies to have deployed Eurazeo PME's "CSR musts"
 - Appoint a CSR manager
 - · Establish annual CSR reporting
 - · Create an operational CSR committee
 - Include CSR issues on the agenda of Board meetings at least once a year
 - Conduct an environmental and/or greenhouse gas assessment every three years

- Perform a social barometer every three vears
- Conduct CSR audits of priority suppliers
- 100% of portfolio companies to have quantified CSR progress targets
- 100% of portfolio companies to be involved in at least one CSR acceleration program
 - Responsible purchasing program
 - · Gender equality program
 - · Environmental footprint program

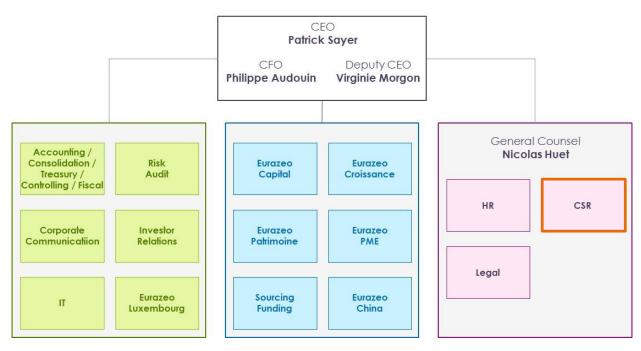
Eurazeo has defined a CSR strategy that responds to the most stringent CSR requirements and includes the specificities of its investor activity. It reflects the belief that sustainable development and value creation go hand-in-hand, and our ambition to combine value enhancement and responsibility throughout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

In 2015, in partnership with four other private equity companies, Eurazeo launched the "Initiative Carbon 2020" (iC20), the first long-term approach allowing private equity investors to manage and reduce the greenhouse gas emissions of their portfolio companies. iC20 is the first collective commitment by the French private equity industry in favor of the responsible and transparent management of greenhouse gas emissions by the companies of which they are shareholders.

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 4 people, and works closely with each of the other departments at Eurazeo, including Investment, Finance, Human Resources, Audit, Legal 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.

- · "Our CSR commitments" section of Eurazeo's 2015 Registration Document (pages 10-13).
- · "We accompany businesses over the long-term » section of Eurazeo's 2015 Annual report (pages 3-11).
- · "CSR strategy: 2015 results" section of <u>Eurazeo's 2015 Registration Document</u> (pages 60-62).
- · "CSR Driving Value Creation" section of Eurazeo's 2015 Annual report (pages 54-59).



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.

2020 OBJECTIVES



- 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

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 2016, for instance, Eurazeo invested in Les Petits Chaperons Rouges, a pioneer in employer-sponsored nurseries and the number 2 private player in the French nursery market, and in Orolia, world leader in critical GPS applications;
- the appraisal of a target acquisition in respect of environmental, social, social 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 most acquisitions made in 2015 (64%), and on 53% 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.

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 and the regular monitoring of



performance indicators. Eurazeo also initiated CSR awareness sessions for its portfolio companies. In 2015, Eurazeo conducted 75 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 20 companies of the portfolio in 2016. 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.

Seeking to value the impact of its actions on social and environmental issues in order to demonstrate that businesses can use CSR policies to leverage their performance and value creation, Eurazeo has decided to establish a methodology for assessing avoided impacts and determining the financial effects in partnership with a specialized firm. Eurazeo carried out a study of environmental and social impacts avoided by six portfolio companies. Over the last five years, impacts avoided amounted to €181 million thanks to 796,000 metric tons of CO2 equivalent, along with 4.9 billion liters of water, 1,812 GWh of energy and 300,000 hours of absence avoided. Eurazeo's goal is to gradually extend this analysis to all of its portfolio companies, and to conduct year-on-year performance monitoring.



Lastly, downstream, during the divestment phase, CSR assessments are performed to measure CSR outcomes achieved while the company was part of the portfolio. In 2015, a CSR vendor due diligence was realized for the Cap Vert Finance divestment: this analysis highlights the progress achieved by the company since its acquisition by Eurazeo PME. A CSR vendor due diligence was realized for the sale of Foncia, that occurred in 2016.















CSR VENDOR DUE DILIGENCE

CSR DUE DILIGENCE

CSR REPORTING

DEPLOYMENT OF EURAZEO'S "CSR ESSENTIALS"

DRAFTING AND MONITORING OF CSR ACTION PLANS

AWARENESS-RAISING AND TRAINING SESSIONS

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.

Eurazeo also looks to implement sustainability factors further along the value chain. As part of its 2020 CSR Strategy, Eurazeo portfolio companies participate in a **Responsible Procurement working group**, organized by Eurazeo, which brings together the managers responsible for purchasing 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 purchasing throughout Eurazeo's portfolio. During the programme's launch in November 2015, Eurazeo unveiled its own Code of Conduct for Business Partners. Two meetings were held by Eurazeo in 2016 to facilitate the sharing of responsible supply practices from a human and environmental perspective.

- · "Our CSR commitments" section of Eurazeo's 2015 Registration Document (pages 10-13).
- · "We accompany businesses over the long-term » section of Eurazeo's 2015 Annual report (pages 3-11).
- · "CSR strategy: 2015 results" section of <u>Eurazeo's 2015 Registration Document</u> (pages 60-62).
- "CSR Driving Value Creation" section of Eurazeo's 2015 Annual report (pages 54-59).



<u>Criterion 3:</u> 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 to the protection of Human Rights. In 2015, Eurazeo published a Code of Conduct for Business Partners, which includes clauses on the respect of Human Rights. These clauses cover 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, Eurazeo's Code of ethics, published in 2015, 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 behavior among staff and stakeholders, and to establish the necessary tools.



CODE OF ETHICS

Contents

OUR ETHICAL PRINCIPLES
OUR EMPLOYEES5
1. Respect of individuals
a. Workplace5
b. Health and safety protection5
c. Talent development5
d. Anti-discrimination5
e. Freeedom of association and collective bargaining5
Respect for private life and protection of personal data
3. Confidentiality
4. Reporting of conflicts of interest
5. Use of the Company's assets
6. Political and charity activities
a. Political and associative activities
b. Contributions to charity activities, sponsorship7
7. Lobbying / anti-corruption
8. Anti-money laundering8
OUR BUSINESS PARTNERS8
OUR SHARHEOLDERS9
Compliance with corporate governance rules
2. Reporting transparency9
OUR INVESTMENTS9
INTRODUCING A CODE OF ETHICS
1. How do you determine whether a situation presents a problem in terms of ethics?
2. Procedure to follow in the event of non-compliance with Eurazeo's ethics
3. Assessment of the application of the Code of Ethics
APPENDIX: CODE OF ETHICS Q&A



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.

Although Eurazeo's only office is located in Paris (France) and does not directly encounter Human Rights risks, some Eurazeo PME'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 2015 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 2015 Grenelle II law reporting, three companies are signatories of the Global Compact: ANF Immobilier, Eurazeo PME and Vignal Lighting Group. Outside the Grenelle II law reporting scope, AccorHotels, Elis, Europear and Flash Europe are also signatories.

- · "Our CSR commitments" section of <u>Eurazeo's 2015 Registration Document</u> (pages 10-13).
- · "We accompany businesses over the long-term » section of Eurazeo's 2015 Annual report (pages 3-11).
- · "CSR strategy: 2015 results" section of Eurazeo's 2015 Registration Document (pages 60-62).
- · "CSR Driving Value Creation" section of <u>Eurazeo's 2015 Annual report</u> (pages 54-59).
- · "Social information" section of <u>Eurazeo's 2015 Registration Document</u> (pages 67-74).
- Eurazeo's Code of Ethics
- · "Societal information" section of Eurazeo's 2015 Registration Document (pages 83-87).
- "Relations with individuals and organizations interested by the Company's activities", "Sub-contractors and suppliers", and "Fair trade practices" sections of <u>Eurazeo's 2015 Registration Document</u> (pages 83-87).



<u>Criterion 4:</u> 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 + 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

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.

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 64% of the acquisitions made during 2015 year.
- through continued interactions with portfolio companies' teams;
- and through the annual CSR reporting. Results of the CSR reporting are annually analyzed by the CSR department, investment teams, and the management of portfolio companies.

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, 56% of portfolio companies in the reporting scope have already conducted a social barometer.

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.



- · "Our CSR commitments" section of <u>Eurazeo's 2015 Registration Document</u> (pages 10-13).
- · "We accompany businesses over the long-term » section of Eurazeo's 2015 Annual report (pages 3-11).
- · "CSR strategy: 2015 results" section of Eurazeo's 2015 Registration Document (pages 60-62).
- · "CSR Driving Value Creation" section of <u>Eurazeo's 2015 Annual report</u> (pages 54-59).
- · "Social information" section of <u>Eurazeo's 2015 Registration Document</u> (pages 67-74).
- · Eurazeo's Code of Ethics
- · "Societal information" section of <u>Eurazeo's 2015 Registration Document</u> (pages 83-87).



<u>Criterion 5:</u> 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

Stakes related to Human Rights are included in Eurazeo's CSR reporting and CSR due diligence procedures. During due diligence, Eurazeo pays particular attention to the purchasing policy and to compliance with the conventions of the International Labour Organization (ILO) across the entire supply chain. Assessments are tailored by sector to reflect the specific issues and risks facing each business.

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, Eurazeo's Code of Ethics also includes commitments on compliance with and support for human rights.

Concerning its portfolio companies, responsible procurement is one of the key areas that Eurazeo aims to strengthen in its investments. For this purpose, a specific "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.

Additionally, Eurazeo encourages portfolio companies, that are most exposed in terms of risks 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. Moreover, Eurazeo makes regular visits to the sites of its portfolio companies, to ensure proper working conditions and respect for Human Rights.

- · "Our CSR commitments" section of Eurazeo's 2015 Registration Document (pages 10-13).
- · "We accompany businesses over the long-term » section of Eurazeo's 2015 Annual report (pages 3-11).
- · "CSR strategy: 2015 results" section of <u>Eurazeo's 2015 Registration Document</u> (pages 60-62).
- · "CSR Driving Value Creation" section of Eurazeo's 2015 Annual report (pages 54-59).
- · "Social information" section of <u>Eurazeo's 2015 Registration Document</u> (pages 67-74).
- Eurazeo's Code of Ethics
- · "Societal information" section of Eurazeo's 2015 Registration Document (pages 83-87).
- "Relations with individuals and organizations interested by the Company's activities", "Sub-contractors and suppliers", and "Fair trade practices" sections of <u>Eurazeo's 2015 Registration Document</u> (pages 83-87).



<u>Criterion 6:</u> 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

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

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. In 2015, Eurazeo SA signed two company agreements in the works council. The first was on professional equality between women and men; the second relates to the intergenerational contract mechanism. Both are valid for a period of three years.

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*.



In November 2016, as a part of Eurazeo Pluriels, Eurazeo has deployed a "cross-mentoring" program between managers and high potential employees of portfolio companies. This program is financed by Eurazeo and includes participants from approximately 15 portfolio companies.

Eurazeo recognizes its responsibility to encourage its portfolio companies to provide the best possible labour conditions. With 11,884 employees in its 2015 reporting scope (Eurazeo S.A. and subsidiaries), 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.

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 2015, a total of three portfolio companies, besides Eurazeo SA, 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.

Within the framework of valuing avoided social and environmental impacts, Eurazeo measured the impact of social actions over the last 5 years on absenteeism. An innovative methodology was set up with a firm of experts, with the aim of rolling out this measure to all portfolio companies. Six companies were included in this first assessment. This initiative is important to demonstrate that social actions aiming to improve labour conditions and to reduce absenteeism can leverage a business performance and create value.

- "Our CSR commitments" section of <u>Eurazeo's 2015 Registration Document</u> (pages 10-13).
- · "We accompany businesses over the long-term" section of Eurazeo's 2015 Annual report (pages 3-11).
- · "CSR strategy: 2015 results" section of Eurazeo's 2015 Registration Document (pages 60-62).
- "CSR Driving Value Creation" section of <u>Eurazeo's 2015 Annual report</u> (pages 54-59).
- · "Social information" section of <u>Eurazeo's 2015 Registration Document</u> (pages 67-74).
- · Eurazeo's Code of Ethics
- · "Societal information" section of Eurazeo's 2015 Registration Document (pages 83-87).



<u>Criterion 7:</u> 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

With 64 employees as of 31/12/2015, the implementation of labour principles within Eurazeo is facilitated by its small size, and the proximity between management and employees at all levels. In 2015, Eurazeo for the first time conducted a survey on the quality of work life in partnership with Great Place to Work, a human resources consultancy. The response rate was over 84% for Eurazeo SA and Eurazeo PME employees combined.

Also in 2015, Eurazeo has 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, health and safety protection, freedom of association, 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. In the event of doubt regarding a potential violation of the code, each employee is asked to consult his or her immediate supervisor, the Ethics Officer, the Legal Department or the HR Department, to discuss the matter.

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.

- · "Our CSR commitments" section of <u>Eurazeo's 2015 Registration Document</u> (pages 10-13).
- · "We accompany businesses over the long-term » section of Eurazeo's 2015 Annual report (pages 3-11).
- · "CSR strategy: 2015 results" section of Eurazeo's 2015 Registration Document (pages 60-62).
- · "CSR Driving Value Creation" section of <u>Eurazeo's 2015 Annual report</u> (pages 54-59).
- · "Social information" section of <u>Eurazeo's 2015 Registration Document</u> (pages 67-74).
- · Eurazeo's Code of Ethics
- "Societal information" section of <u>Eurazeo's 2015 Registration Document</u> (pages 83-87).



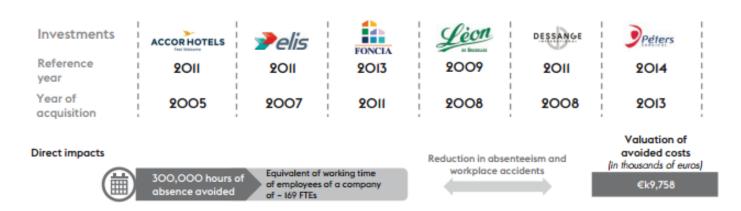
<u>Criterion 8:</u> The COP describes effective monitoring and evaluation mechanisms of labour principles integration

- 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 51 quantitative indicators and 16 qualitative indicators in 2015. Eurazeo and its portfolio companies that are in 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.

Furthermore, Eurazeo set up an innovative methodology, in partnership with a specialized firm, to value the impact of its actions on social and environmental issues in order to demonstrate that businesses can use CSR policies to leverage their performance and value creation. One social indicator was measured in its first assessment within six companies: absenteeism. Actions aiming to improve labour have a direct impact on this indicator, and the assessment allowed Eurazeo to value it in terms of hours of absence avoided and its financial effects. For the six portfolio companies, 300,000 hours of absence have been avoided and more than $\mathbf{\xi}$ 9.7 million were saved.



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 road map 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.

- · "Our CSR commitments" section of <u>Eurazeo's 2015 Registration Document</u> (pages 10-13).
- "We accompany businesses over the long-term" section of Eurazeo's 2015 Annual report (pages 3-11).
- · "CSR strategy: 2015 results" section of Eurazeo's 2015 Registration Document (pages 60-62).
- · "CSR Driving Value Creation" section of Eurazeo's 2015 Annual report (pages 54-59).
- · "Social information" section of <u>Eurazeo's 2015 Registration Document</u> (pages 67-74).
- · Eurazeo's Code of Ethics
- · "Societal information" section of <u>Eurazeo's 2015 Registration Document</u> (pages 83-87).



<u>Criterion 9:</u> 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.

Eurazeo 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.

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.

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 FBITDA
- 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, Dessange International launched a life cycle analysis of the environmental impacts of its organization in 2014, this was a pioneer study for the Group and for its sector as a whole.



- · "Our CSR commitments" section of <u>Eurazeo's 2015 Registration Document</u> (pages 10-13).
- · "We accompany businesses over the long-term » section of Eurazeo's 2015 Annual report (pages 3-11).
- · "CSR strategy: 2015 results" section of <u>Eurazeo's 2015 Registration Document</u> (pages 60-62).
- · "CSR Driving Value Creation" section of <u>Eurazeo's 2015 Annual report</u> (pages 54-59).
- · Eurazeo's Code of Ethics
- · "Societal information" section of <u>Eurazeo's 2015 Registration Document</u> (pages 83-87).
- "Environmental information" section of <u>Eurazeo's 2015 Registration Document</u> (pages 75-82).
- · IC 20 press release
- · IC 20 manifesto



<u>Criterion 10:</u> 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. During due diligence, the study of the sites has an environmental compliance focus, furthermore, Eurazeo pays particular attention to possible pollution effects and to the exposure to climate change. The risks identified are factored into the investment decision and the subsequent monitoring of the investment.

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.

The environment section of Eurazeo's annual CSR reporting allows a detailed monitoring of environmental principles. This environmental reporting included 27 quantitative and 18 qualitative indicators in 2015, and 28 quantitative and 20 qualitative indicators in 2016. Eurazeo and its portfolio companies that fall within the Grenelle II Act reporting scope all report on water, energy and waste reduction action plans, circular economy, 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.

- "Our CSR commitments" section of <u>Eurazeo's 2015 Registration Document</u> (pages 10-13).
- · "We accompany businesses over the long-term" section of Eurazeo's 2015 Annual report (pages 3-11).
- · "CSR strategy: 2015 results" section of Eurazeo's 2015 Registration Document (pages 60-62).
- · "CSR Driving Value Creation" section of Eurazeo's 2015 Annual report (pages 54-59).
- · Eurazeo's Code of Ethics
- "Societal information" section of <u>Eurazeo's 2015 Registration Document</u> (pages 83-87).
- · "Environmental information" section of Eurazeo's 2015 Registration Document (pages 75-82).
- · IC 20 press release
- · IC 20 manifesto



<u>Criterion 11:</u> 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

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.

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.

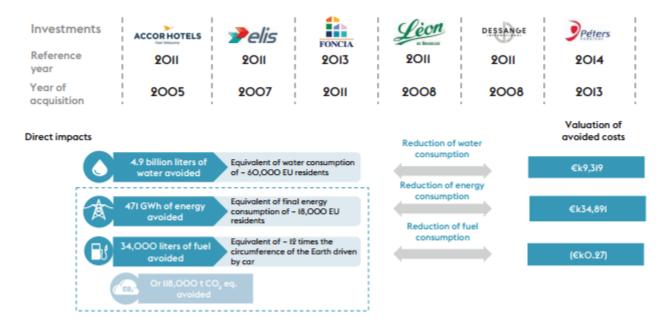
Moreover, Eurazeo's robust annual environmental reporting allows a detailed monitoring of portfolio companies' environmental policies, impacts, and goals. This environmental reporting included 27 quantitative indicators and 18 qualitative indicators in 2015. The reporting goes beyond the requirements 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.

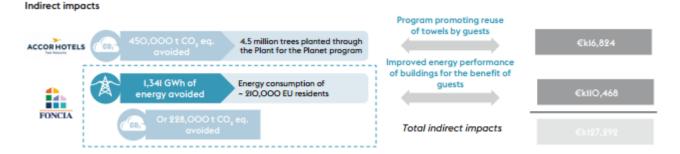
Furthermore, Eurazeo set up an innovative methodology, in partnership with a specialized firm, to value the impact of its actions on social and environmental issues in order to demonstrate that businesses can use CSR policies to leverage their performance and value creation. Six companies were included in this first assessment and three environmental indicators were measured in its first assessment: water, energy and fuel. For the six companies, 118,000 tons of CO2 have been avoided and more than €44 million were saved.





Eurazeo also wished to identify specific efforts driven by the companies through innovative projects. These initiatives enable the creation of further environmental and economic benefits, outside the scope of the Company itself. In 2015, two initiatives were recorded in indirect impacts:

- the Plant for the Planet program of the AccorHotels group, under which hotel guests are encouraged to reuse their towels when staying more than one night, with half of the money saved on laundry being donated to reforestation projects. Since its launch in 2009, the initiative has enabled the sequestering of 450,000 metric tons of CO2, over a reference period of 100 years;
- the energy efficiency work carried out by Foncia, aimed at improving the energy performance of buildings, resulted in over 210,000 households enjoying total annual savings in excess of €26 million, i.e. over €110 million in four years, by avoiding the consumption of 1,341 GWh of energy.



- · "Our CSR commitments" section of <u>Eurazeo's 2015 Registration Document</u> (pages 10-13).
- · "We accompany businesses over the long-term » section of <u>Eurazeo's 2015 Annual report</u> (pages 3-11).
- · "CSR strategy: 2015 results" section of <u>Eurazeo's 2015 Registration Document</u> (pages 60-62).
- · "CSR Driving Value Creation" section of Eurazeo's 2015 Annual report (pages 54-59).
- Eurazeo's Code of Ethics
- "Societal information" section of <u>Eurazeo's 2015 Registration Document</u> (pages 83-87).
- · "Environmental information" section of <u>Eurazeo's 2015 Registration Document</u> (pages 75-82).
- · IC 20 press release
- · IC 20 manifesto



<u>Criterion 12:</u> 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.

2020 OBJECTIVES



- 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

Moreover, in 2012, an anti-fraud and anti-corruption good practice guide was implemented in Eurazeo. This guide provides a reference framework and serves as a methodological tool in the implementation of anti-fraud mechanisms. 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 evaluating corruption risk in their business dealings.





ANTI-FRAUD & ANTI-CORRUPTION GOOD PRACTICE GUIDE

Table of content	
1. Objectives of this guide	
2. Definition of fraud and key regulations	
2.1 How to define fraud?	
2.2 Key anti-corruption laws	
3. Anti-fraud programs and leading practices	
3.1 Management's commitment	
3.2 Anti-fraud policies and procedures	
3.3 Communication and training	
3.4 Fraud risk assessment	
3.5 Anti-fraud control program	
3.6 Response plan	
4. Behaviour and action – Guidelines	
4.1 Fraud	
4.2 Corruption	
4.3 Conflicts of interest	
4.4 Relationships with third parties	
4.5 OFAC and Trade restrictions	
4.6 Money laundering	

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. In the event of doubt regarding a potential violation of the code, each employee is asked to consult his or her immediate supervisor, the Ethics Officer, the Legal Department or the HR Department, to discuss the matter.

Topics of this Code include lobbying / anti-corruption and anti-money laundering:

"When conducting procedures for the public authorities regarding the Company's position on general interest issues relating to its activities, Eurazeo and its employees pledge not to seek undue political or regulatory advantage and to demonstrate integrity in their relations with public representatives and organizations.

Likewise, Eurazeo and each of its employees undertake not to pay directly or indirectly a commission or any form of remuneration for services rendered when such payments are intended to remunerate a member of government or any other public agent with a view to soliciting a favorable decision or undue advantage for Eurazeo".

"Eurazeo has always been vigilant with regard to financial transactions in order to detect any irregularity.

The Company actively participates in the fight against money laundering, defined as the recycling of funds from illicit activities through commercial transactions".





CODE OF ETHICS

Contents

OUR ETHICAL PRINCIPLES	4
OUR EMPLOYEES	5
Respect of individuals	5
a. Workplace	5
b. Health and safety protection	5
c. Talent development	5
d. Anti-discrimination	5
e. Freeedom of association and collective bargaining	5
Respect for private life and protection of personal data	5
3. Confidentiality	6
Reporting of conflicts of interest	6
5. Use of the Company's assets	7
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
Compliance with corporate governance rules	9
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
ADDENDIVE CODE OF ETHICS OR A	11

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.

In a 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. For example, the anti-fraud and anti-corruption good practice guide also aims to help portfolio companies build a culture of integrity in training staff on the ethical conduct expected of them. This guide has been distributed to all Eurazeo's portfolio companies.

- "Social information" section of <u>Eurazeo's 2015 Registration Document</u> (pages 67-74).
- · Eurazeo's Code of Ethics
- · "Societal information" section of <u>Eurazeo's 2015 Registration Document</u> (pages 83-87).
- "Actions taken in the fight against corruption" section of <u>Eurazeo's 2015 Registration Document</u> (page 87).
- · "Prevention of fraud and corruption" sections of Eurazeo's 2015 Registration Document (page 141).
- · "Internal control and risk management systems" and "Main risks and uncertainties" sections of <u>Eurazeo's</u> 2015 Registration <u>Document</u> (pages 136-143).



<u>Criterion 13:</u> 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. 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 64% of the acquisitions in 2015. 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.

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.

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.



- · "Social information" section of Eurazeo's 2015 Registration Document (pages 67-74).
- · Eurazeo's Code of Ethics
- · "Societal information" section of <u>Eurazeo's 2015 Registration Document</u> (pages 83-87).
- · "Actions taken in the fight against corruption" section of <u>Eurazeo's 2015 Registration Document</u> (page 87).
- · "Prevention of fraud and corruption" sections of Eurazeo's 2015 Registration Document (page 141).
- · "Internal control and risk management systems" and "Main risks and uncertainties" sections of <u>Eurazeo's 2015 Registration Document</u> (pages 136-143).



<u>Criterion 14:</u> 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.

- "Social information" section of <u>Eurazeo's 2015 Registration Document</u> (pages 67-74).
- · Eurazeo's Code of Ethics
- "Societal information" section of Eurazeo's 2015 Registration Document (pages 83-87).
- "Actions taken in the fight against corruption" section of <u>Eurazeo's 2015 Registration Document</u> (page 87).
- "Prevention of fraud and corruption" sections of <u>Eurazeo's 2015 Registration Document</u> (page 141).
- · "Internal control and risk management systems" and "Main risks and uncertainties" sections of <u>Eurazeo's 2015 Registration Document</u> (pages 136-143).



<u>Criterion 15:</u> 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 aims to contribute to UN goals and issues directly and also through its portfolio companies. Please find below a detailed list of the more relevant UN goals to Eurazeo's activity and its contribution to them.

1. End poverty in all its forms everywhere

Eurazeo contributes to eradicate extreme poverty through its investment in education. Access to education is a key factor to pull families and communities out of the cycle of poverty. 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 education. Philanthropic donations are decided on at Executive Board level with the CSR department responsible for strategy and implementation. Within its education philanthropic program, in 2016, four projects have been supported. Please refer to criterion 16 for more details.

Furthermore, Eurazeo's compensation policy ensures that all employees have fair compensation and benefits. Concerning its supply-chain, Eurazeo requires in its Business Partners Code of Conduct that a fair compensation is paid to all employees, regardless of their country.

2. End hunger, achieve food security and improved nutrition and promote sustainable agriculture

In Eurazeo's portfolio, there are some good practices concerning the promotion of sustainable agriculture. For example, **AccorHotels** aims to offer their guests healthy, sustainable food and also to eliminate food waste. The group has three quantitative commitments for 2020:

- reduce food waste in 30%
- have all their restaurants following their charter on healthy & sustainable food
- have 1 000 urban vegetable gardens in their hotels

3. Ensure healthy lives and promote well-being for all at all ages

Eurazeo maintains a long-standing support for organizations that address persistent and emerging health issues, including Institut Gustave Roussy and Human Rights Watch. The Institut Gustave Roussy is one of the world's leading cancer-research institutes and the premier European Cancer Centre. Human Rights Watch's work examines the right to health and a healthy environment, the right to be free from discrimination and arbitrary detention, and the right to information, free speech, expression and assembly as critical means of achieving health. Besides, Eurazeo has supported from 2012 to 2015 the ELA Association, that supports research in the field of leukodystrophy.

Eurazeo also have an engagement to promote the well-being of employees, either at its own level or at the level of portfolio companies. Published in 2015, Eurazeo's Code of ethics covers several issues related to quality of the workplace, health and safety, talent development, discrimination, freedom of association and representation at the workplace. This code was signed by all Eurazeo's employees.



And in its CSR strategy, Eurazeo aims that 100% of portfolio companies improve the protection and well-being of their employees. To this end, Eurazeo monitors the number of portfolio companies at which 100% of employees have access to social insurance and number of portfolio companies that have reduced the number of days of absence. In 2015, 56 % of portfolio companies have achieved this objective.

During due diligence, Eurazeo pays particular attention to the purchasing policy and to compliance with the conventions of the International Labour Organization (ILO) across the entire supply chain. Assessments are tailored by sector to reflect the specific issues and risks facing each business. As a part of its CSR acceleration programs, Eurazeo aims to strengthen some key areas in its investments, including responsible procurement. For this purpose, a specific "responsible procurement" working group allows portfolio companies to work together to ensure respect of Human Rights and the compliance with the conventions of the International Labour Organization (ILO) along their supply chains, and share experiences and best practices.

An example of good practice in a portfolio company is at Groupe Colisée, the fourth largest French player in the retirement home sector. At the group, medical equipment available to the staff allows the management of residents with the greatest level of dependence, thereby helping reduce the risk of workplace accidents and occupational diseases. In addition, teams of two people are formed to move the heaviest and most dependent people. Personal protection devices and fire booklets are given to all existing and new employees. In 2015, specific training courses were offered to Groupe Colisée employees on occupational risks (handling of residents, prevention of falls, gestures and postures) and psychosocial risks in a working environment that combines disease, addiction and grief. As part of its wage policy, in 2015 Groupe Colisée set quantitative and qualitative health and safety objectives – rooted in the health and safety approach – for Management Committee members present in its facilities.

4. Ensure inclusive and quality education for all and promote lifelong learning

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, in 2016, four projects have been supported. Please refer to criterion 16 for more details.

Eurazeo strives to offer its employees the opportunity to achieve and maintain their full potential, and to meet their learning needs and expectations. Training courses are selected in relation to investment projects underway and/or job-related issues. The main topics covered by training in 2015 were finance, foreign languages, personal development and managerial practices.

At portfolio companies, some good practices regarding education also exist. For example, Elis has many development programs, such as the "JEUNES TALENTS". This Young Talent training program aims to grow a community of talents. Each year, a class of 10 employees is chosen based on excellence criteria to integrate a program which combines theory and practical experience focused on the Company's key challenges.

5. Achieve gender equality and empower all women and girls

Eurazeo launched in 2014 "Eurazeo Pluriels", a gender equality network in which Eurazeo and its portfolio companies are active participants. Eurazeo Pluriels was created to take action at three levels:



internally, at Eurazeo and Eurazeo PME; with portfolio companies; and with society at large. In view of the large number of employees in its portfolio companies, 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.

In November 2016, as a part of Eurazeo Pluriels, Eurazeo has deployed a "cross-mentoring" program between managers and high potential employees of portfolio companies. This program is financed by Eurazeo and includes participants from 14 portfolio companies.

Eurazeo also promotes woman empowerment in its CSR strategy. Eurazeo aims that 100% of portfolio companies have at least 40% women directors on the Board by 2020. In 2014, only 7% of portfolio companies had achieved this objective, the percentage has increased to 13% in 2015.

Eurazeo maintains a long-standing support for Human Rights Watch, that works toward the realization of women's empowerment and gender equality—protecting the rights and improving the lives of women and girls on the ground.

6. Ensure access to water and sanitation for all

In its CSR strategy, Eurazeo aims to reduce the environmental footprint by 2020 for 100% of portfolio companies. To this end, Eurazeo monitors portfolio companies on several performance indicators, such as the number of portfolio companies to have decreased their water consumption as a proportion of EBITDA.

The environment section of Eurazeo's annual CSR reporting allows a detailed monitoring of environmental principles. This environmental reporting included 7 water related indicators 2015, such as the volume of water discharged and the amount spent on water consumption.

Eurazeo also set up a financial assessment methodology to measure the environmental and the economic impact of water consumption. In this first year, six portfolio companies tested the approach and the aim is to gradually extend this analysis to all portfolio companies and monitor performances annually. Please refer to criterion 11 for more details.

In Eurazeo's portfolio, a good example regarding water resources management is the Elis Group. The Elis Group has adopted an efficient water consumption policy for many years based on the optimization of the washing process (improvement of tunnels and washing machines, water recycling systems within the process, management of laundry product used, etc.) and strict monitoring of water consumption, which has led to a reduction in the Group's average total water consumption ratio (liters/kg of delivered linen). The latter has thus decreased by 21.3% since 2010.

7. Ensure access to affordable, reliable, sustainable and modern energy for all

Fonroche, a Eurazeo portfolio company, is a world leader in the field of renewable energies, with expertise in the fields of solar energy, biogas, geothermal and off-grid lighting systems. Fonroche is currently engaged in renewable energy projects in over fifteen countries, operating through specialized local teams backed by a central team of technical experts based in Madrid.

8. Promote inclusive and sustainable economic growth, employment and decent work for all



Eurazeo promotes decent work opportunities for all. Published in 2015, Eurazeo's Code of ethics, covers several issues related to quality of the workplace, health and safety, talent development, discrimination, freedom of association and representation at the workplace. This code was signed by all Eurazeo's employees. And in its CSR strategy, Eurazeo aims that 100% of portfolio companies to improve the protection and well-being of employees and to ensure that all companies have a CSR progress plan, which includes performing a social barometer every three years and defining quantified CSR progress targets.

During due diligence, Eurazeo pays particular attention to the purchasing policy and to compliance with the conventions of the International Labour Organization (ILO) across the entire supply chain. Assessments are tailored by sector to reflect the specific issues and risks facing each business.

As a part of its CSR acceleration programs, Eurazeo aims to strengthen some key areas in its investments, including responsible procurement. For this purpose, a specific "responsible procurement" working group allows portfolio companies to work together to ensure respect of Human Rights and the compliance with the conventions of the International Labour Organization (ILO) along their supply chains, and share experiences and best practices. As a part of the CSR roadmap set out for portfolio companies (third pillar of the CSR strategy), Eurazeo encourages portfolio companies to conduct CSR audits of priority suppliers.

9. Build resilient infrastructure, promote sustainable industrialization and foster innovation

Eurazeo rolls out all its human, financial and technical resources to accelerate the transformation of its investments, accompany them in their long-term vision and help them realize their full potential. This process includes encouraging innovation and providing international and digital transformation support for portfolio companies. Eurazeo has a digital director that is in charge of deploying a digital programme in portfolio companies. The digital sector offers a major development opportunity for Eurazeo's investments.

Eurazeo has a business division specialized in accompanying high growth companies: Eurazeo Croissance. The growth equity sector is undergoing significant change, with the emergence and extremely rapid expansion of disruptive models driven by digital transformation and changing consumption patterns. The investments of Eurazeo Croissance are innovating in their own sectors. For example, PeopleDoc, a leading expert in the digital transformation of HR processes, thanks to its innovative technology and its responsiveness to the needs of its client.

ANF Immobilier is one of Eurazeo's portfolio companies that plays an important role in the development of resilient infrastructure. The company invests in innovation to reduce environmental impacts of its buildings. ANF Immobilier's three areas of engagement are revitalization of neighborhoods, energy efficiency of buildings and urban diversity.

10. Reduce inequality within and among countries

Eurazeo aims to reduce inequality in the regions influenced by its business. In its CSR strategy, Eurazeo wants to ensure that all companies share value created with employees and improve their societal footprint, for example, by making health coverage accessible to all employees, regardless of their country. To this end, Eurazeo monitors the number of companies at which 100% of employees have access to social insurance.



Eurazeo's sponsorship strategy, that focus on the theme of education, also aims to reduce inequality in access to education services. Within its education philanthropic program, in 2016, four projects have been supported. Please refer to criterion 16 for more details.

11. Make cities inclusive, safe, resilient and sustainable

In the process of reviewing investment projects, due diligences on social, environmental and governance issues are conducted by specialized firms, or internally by the CSR department. During due diligences, the study of the sites focuses on its adequacy and environmental compliance, furthermore, Eurazeo pays particular attention to possible pollution effects and climate change exposure. The risks identified are factored into the investment decision and the subsequent monitoring of the investment.

Regarding Eurazeo's portfolio companies, ANF Immobilier plays an important role in the development of resilient and sustainable infrastructure. ANF Immobilier is committed to reducing final energy consumption of offices and flagship assets by 15% by 2020. Among its assets, the Silky Way building is at the cutting edge in terms of energy efficiency; its aim is to deliver a 15% reduction compared with the RT 2012 level. Incorporating advanced bioclimatic design, the building uses geothermal energy to heat and cool its surfaces, functions that account for nearly 60% of average energy requirements. ANF Immobilier's three areas of engagement are revitalization of neighborhoods, energy efficiency of buildings and urban diversity.

12. Promote sustainable consumption and production patterns

Eurazeo has set up a financial assessment methodology to measure avoided social and environmental impacts, it aims to promote more sustainable production models. In 2015, six companies tested the approach on four resources (water, energy, fuel and human resources with a measurement of the impact of absenteeism). Over the last five years, impacts avoided amounted to €181 million thanks to 796,000 metric tons of CO2 equivalent, along with 4.9 billion liters of water, 1,812 GWh of energy and 300,000 hours of absence avoided. The aim is to gradually extend this analysis to all portfolio companies and monitor performances annually.

As a part of its CSR acceleration programs, Eurazeo encourages portfolio companies to perform analysis of the footprint of their organization. Eurazeo's CSR strategy includes conducting an environmental and / or greenhouse gas assessment every 3 years. For example, the environmental footprint of Dessange International, disclosed to coincide with COP21, was a pioneer study for the Group and its sector as a whole. The ambitious study covers all Dessange International activities, using life-cycle assessment (LCA) methodology. The results of the study were used for one of the Group's shampoo ranges to develop an eco-design packaging approach, and also to raise team awareness of the various impacts and possible ways of addressing them within the Group.

Another CSR acceleration program developed by Eurazeo is the "responsible procurement" working group. This group allows portfolio companies to work together to ensure the sustainability of their supply chain in compliance with international conventions, and share experiences and best practices.

13. Promote actions at all levels to address climate change

Eurazeo aims to be exemplary on its own scope, and is committed to reducing its energy consumption. Its offices have BREEAM and HQE certifications, and are equipped with motion detectors for lighting. Business trips are the main source of Eurazeo's carbon emissions. To reduce its impact, Eurazeo uses a



taxi company that facilitates the reservation of hybrid vehicles. In 2016, Eurazeo answered CDP's climate change questionnaire for the first time disclosing to institutional investors information concerning its climate risks and opportunities.

Wishing to proceed further with one of the major sustainable development challenges, Eurazeo with four other private equity companies belonging to the AFIC (Association Française des Investisseurs pour la Croissance - French Association of Investors for Growth) 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 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 for more details.

In the process of reviewing investment projects, due diligences on social, environmental and governance issues are conducted by specialized firms, or internally by the CSR department. During due diligences, the study of the sites focuses on its adequacy and environmental compliance, furthermore, Eurazeo pays particular attention to possible pollution effects and climate change exposure. The risks identified are factored into the investment decision and the subsequent monitoring of the investment.

In its CSR strategy, Eurazeo aims to reduce environmental footprint by 2020 for 100% of portfolio companies. To this end, Eurazeo monitors portfolio companies on several performance indicators, including the number of portfolio companies to have decreased their carbon emissions as a proportion of EBITDA.

In 2015, Eurazeo has set up a financial assessment methodology to measure avoided social and environmental impacts. In this first year, six companies tested the approach on four indicators, three concerning the environment: water, energy and fuel consumption. For the six companies, nearly 118,000 tons of CO2 have been avoided and more than €53,900,000 were saved. The aim is to gradually extend this analysis to all portfolio companies and monitor performances annually.

14. Attain conservation and sustainable use of marine resources, oceans and seas

In the process of reviewing investment projects, due diligences on social, environmental and governance issues are conducted by specialized firms, or internally by the CSR department. During due diligences, the study of the sites focuses on its adequacy and environmental compliance, furthermore, Eurazeo pays particular attention to possible pollution effects. The risks identified are factored into the investment decision and the subsequent monitoring of the investment.

In its portfolio, some good practices concerning the sustainable use of marine resources exist. For example, Léon de Bruxelles encourages good practices from its suppliers of the mussel industry.

15. Sustainably manage forests, combat desertification, halt and reverse land degradation, halt biodiversity loss

In the process of reviewing investment projects, due diligences on social, environmental and governance issues are conducted by specialized firms, or internally by the CSR department. During due diligences, the study of the sites focuses on its adequacy and environmental compliance, furthermore, Eurazeo pays particular attention to possible pollution effects and climate change



exposure. The risks identified are factored into the investment decision and the subsequent monitoring of the investment.

The environment section of Eurazeo's annual CSR reporting allows a detailed monitoring of environmental issues. This environmental reporting includes a biodiversity, a soil conservation and environmental risk management indicators. All fully consolidated companies in Eurazeo's portfolio participate to this reporting.

Concerning its portfolio companies, responsible procurement is one of the key areas that Eurazeo aims to strengthen in its investments. For this purpose, a specific "responsible procurement" working group allows portfolio companies to work together, share experiences and best practices to ensure the sustainability of their production, the compliance with international conventions, as well as the criteria to promote deforestation-free products along their supply chains.

In its portfolio, some good practices concerning the sustainable management of forests and biodiversity. For example, Léon de Bruxelles has integrated supplies of local vegetables in season, sourced from responsible farms and produced within 200 km of distribution platforms, for restaurants in Paris and its region. Within the framework of the applicable certifications, ANF Immobilier aims to make the preservation of biodiversity an integral part of its property development projects. Recommendations by ecologists are factored into new projects. For Silky Way, an ecologist contributed during the building's design phase to identify the ecological importance of the site, make recommendations for possible work and plan the sustainable management of the site.

16. Promote just, peaceful and inclusive societies

Through its Code of Ethics published in 2015, Eurazeo reaffirms its belief that ethics and transparency are key values to a company's development. This code covers themes like anti-corruption and anti-discrimination. The Code was distributed to all employees and stakeholders, and signed by all Eurazeo's employees in 2015.

Besides, Eurazeo's code of conduct in respect of business relations commits the Group's business partners to respect for human rights in the employment relationship. They undertake to promote, respect and enforce human rights in the context of their professional activities. They must ensure that the working conditions of their employees comply with applicable local and international laws. In particular, business partners must undertake to prohibit child labor, forced labor or slavery, to pay fair compensation, to establish decent working hours, to ensure the absence of discrimination, harassment and inhuman treatment, to protect health and to ensure health and safety in the workplace.

In its CSR due diligence, Eurazeo is vigilant regarding ethics, fight against corruption and human rights. Due diligences are conducted by specialized firms, or internally by the CSR department in the process of reviewing investment projects. The risks identified are factored into the investment decision and the subsequent monitoring of the investment.

Eurazeo also maintains a long-standing support for Human Rights Watch, that actively engage in promoting international justice, which is an essential element of building respect for human rights. Human Rights Watch also ensures that human rights considerations are at the heart of various debates, branches and mechanisms of the United Nations.

17. Revitalize the global partnership for sustainable development



Eurazeo believes that a successful sustainable development agenda requires partnerships. Thus, Eurazeo undertakes an open and transparent dialogue and partnership with many actors.

Eurazeo is an active member of the ESG Commission of the AFIC (Association Française des Investisseurs pour la Croissance - French Association of Investors for Growth). The AFIC unites and represents all parts of the private equity industry with regard to its environment and more particularly the authorities (government, administration, and the regulatory body - the AMF). Olivier Millet, Chairman of the Executive Board of Eurazeo PME, was Chairman of the AFIC's ESG Commission until 2014, and he is now chairman of the AFIC.

In partnership with four other private equity companies, Eurazeo launched the "Initiative Carbon 2020" (iC20), the first long-term approach allowing private equity investors to manage and reduce the greenhouse gas emissions of their portfolio companies. iC20 is the first collective commitment by the French private equity industry in favor of the responsible and transparent management of greenhouse gas emissions by the companies of which they are shareholders. The iC20 signatories have pledged to take action to contribute to the COP21 objective of limiting global warming to 1.5°C. A publication of portfolio companies' carbon footprint (direct and indirect), in collaboration with their management teams, is scheduled for 2020. The methodology is shared with all stakeholders in the sector wishing to get involved in the fight against climate change. The iC20 initiative is a pragmatic approach aimed at promoting greater transparency and accountability within the field of private equity. It demonstrates the increasingly institutional character of this profession, which invests long-term savings, notably French, in unlisted companies.

Eurazeo also maintains a long-standing support for organizations. In partnership with different NGO and associations, Eurazeo supports projects aimed at combating failure in school and initiatives regarding health issues and human rights. Please refer to criterion 16 for more details.

- · Eurazeo's Code of ethics
- · "Partnership and corporate sponsorship actions", "Sub-contractors and suppliers" and "Fair trade practices" sections of <u>Eurazeo's 2015 Registration Documentt</u> (pages 84-87).
- "Social information" section of <u>Eurazeo's 2015 Registration Document</u> (pages 67-74).
- · "Societal information" section of Eurazeo's 2015 Registration Document (pages 83-87).
- · "Environmental information" section of <u>Eurazeo's 2015 Registration Document</u> (pages 75-89).
- · IC 20 press release
- · IC 20 manifesto



<u>Criterion 16:</u> 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 favorable conditions for the acquisition of basic skills for learning to read. The program supported by Eurazeo is dedicated to the development of a digital application for learning to read, in addition to providing equipment in teaching materials and tablets to ten classes and two schools in the 19th district of Paris. There are plans to extend the program to other classes and areas in the coming years.

With "Apprentis d'Auteuil", the problem of early school leaving and acquiring a professional training, necessary to enter the labor market, is addressed. With Eurazeo's support an innovative homework assistance program for boarders and day students has been established. The program has been offered since the start of the 2015 school year to around 50 students divided into small groups of the same level, three evenings a week. Eurazeo has undertaken to fund the payment of teachers for their work and to provide meals for the pupils, for an initial period of three years. When moving offices in December 2015, Eurazeo donated furniture no longer needed in the future premises to Apprentis d'Auteuil. This furniture equipped nearly seven schools in the Apprentis d'Auteuil network before the start of the new school year.





The year of 2016 marked the beginning of Eurazeo's support to Teach for France. This organization is a member of the network Teach for All that works to expand educational opportunity by enlisting



talented future leaders to the effort. The organization recruits and develops leaders to teach in the most high-need classrooms and to work throughout their lives to increase opportunity for kids.

In addition to the projects mentioned above, during the beginning of the school year of 2016, Eurazeo has launched a project in partnership with Agence du Don en Nature (ADN). ADN is a French association that collects surplus stocks from businesses and redistributes it to those in need. The project supported by Eurazeo has provided school supplies and essential equipment (school bags, sports equipment and clothing, etc.) to 8.000 disadvantaged children.





Eurazeo also maintains its long-standing support for several organizations including *Institut Gustave Roussy* and *Human Rights Watch*. *Human Rights Watch* is a leading independent international organization dedicated to the protection and defense of human rights. Virginie Morgon, Deputy CEO of Eurazeo, is a member of the Human Rights Watch Support Committee in Paris.

Eurazeo also fosters employee commitment to the various charities it supports by offering them the opportunity to invest their time in the various projects. In 2015, Eurazeo and its subsidiaries together allocated almost €770,000 to associations and NGOs and supported a total of 61 organizations.

- "Social information" section of <u>Eurazeo's 2015 Registration Document</u> (pages 67-74).
- · Eurazeo's Code of Ethics
- "Societal information" section of <u>Eurazeo's 2015 Registration Document</u> (pages 83-87).
- · Education program press release: "<u>Eurazeo invests in education and combats academic failure in France</u>"



<u>Criterion 17:</u> 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 was Chairman of this ESG Commission until 2014, and he is now chairman of the AFIC.

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.



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.

- "Social information" section of <u>Eurazeo's 2015 Registration Document</u> (pages 67-74).
- Eurazeo's Code of Ethics
- "Societal information" section of <u>Eurazeo's 2015 Registration Document</u> (pages 83-87).
- · "Environmental information" section of Eurazeo's 2015 Registration Document (pages 75-82).
- · IC 20 press release
- · IC 20 manifesto



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 eight years of experience, Eurazeo has now fully industrialized 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 was Chairman of this ESG Commission until 2014, and he is now chairman of the AFIC.

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, its presence was renewed in 2016. In 2016 Eurazeo has re-entered the Ethibel EXCELLENCE Investment Register index and the Euronext Vigeo Europe 120 index. Eurazeo has also entered the Ethibel PIONEER Investment Register index.

As a consequence of strong commitment on CSR issues, 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. In 2016, Eurazeo has won, ex-aequo with Apax Partners, the prize ESG Sustainability of the Grand Prizes organized by Private Equity Magazine.

In 2015, 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.

- · "Our CSR Commitments" section of Eurazeo's 2015 Registration Document (pages 10-13).
- · "We accompany businesses over the long-term » section of Eurazeo's 2015 Annual report (pages 3-11).
- · "CSR strategy: 2015 results" section of <u>Eurazeo's 2015 Registration Document</u> (pages 60-62).
- * "CSR Driving Value Creation" section of <u>Eurazeo's 2015 Annual report</u> (pages 54-59).
- · "Social information" section of Eurazeo's 2015 Registration Document (pages 67-74).
- · "Societal information" section of Eurazeo's 2015 Registration Document (pages 83-87).
- · "Environmental information" section of <u>Eurazeo's 2015 Registration Document</u> (pages 75-82).
- · IC 20 press release
- · IC 20 manifesto



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 was Chairman of this ESG Commission until 2014, and he is now chairman of the AFIC.

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

- · "CSR strategy: 2015 results" section of Eurazeo's 2015 Registration Document (pages 60-62).
- · "CSR Driving Value Creation" section of <u>Furazeo's 2015 Annual report</u> (pages 54-59).
- · "Our CSR Commitments" section of Eurazeo's 2015 Registration Document (pages 10-13).
- · "We accompany businesses over the long-term" section of Eurazeo's 2015 Annual report (pages 3-11).



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 of Eurazeo. CSR issues feature on Eurazeo's Executive Board agenda at least three times per year. In 2014, the Executive Board validated Eurazeo PME'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.

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.

Also in 2014, a specialized committee of the Eurazeo Supervisory Board was created. 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.

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. In 2015, 75% of portfolio companies in the reporting scope have fulfilled both objectives.

- "Our CSR Commitments" section of <u>Eurazeo's 2015 Registration Document</u> (pages 10-13).
- · "We accompany businesses over the long-term" section of Eurazeo's 2015 Annual report (pages 3-11).
- · "CSR strategy: 2015 results" section of Eurazeo's 2015 Registration Document (pages 60-62).
- · "CSR Driving Value Creation" section of <u>Eurazeo's 2015 Annual report</u> (pages 54-59).

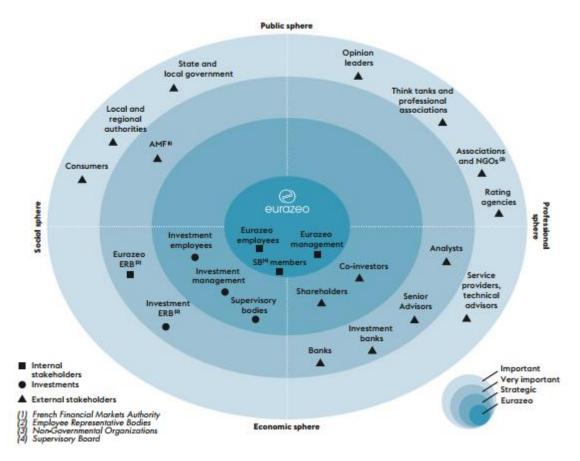


Criterion 21: The COP describes stakeholder engagement

- 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 competiveness 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. 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. In 2015, Eurazeo updated its stakeholder mapping to identify and rank their importance and expectations.



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.



STAKEHOLDER EXPECTATIONS

	Main expectations	Means of action
Members of the Supervisory Board	Recurring performance Perfect control and anticipation of risks Transparency of financial and non-financial aspects Highest standards of governance and high quality dialogue	Supervisory Board, Board committees Board meeting documentation and minutes
Shareholders	Recurring performance Perfect control and anticipation of risks Transparency of financial and non-financial aspects Highest standards of governance	 Regulatory and non-regulatory publications Shareholders' Meetings and investor meetings Road shows and investors meetings
Employees	High quality employees and management, trust and team spirit Interesting subjects and projects Attractive compensation package and profit-sharing Skills development	 Personal interviews Weekly and monthly internal meetings Company seminars Internal and external communication
Investments	 Contribution of funds Partnership External growth support Assistance with international expansion Contribution of expertise Network 	 Meetings and interviews Supervisory Boards and Board committees Shareholder and other agreements Seminars and conventions

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 employee relations, 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.

- "Establish exemplary governance" section of <u>Eurazeo's 2014 Registration Document</u> (page 22) and of <u>Eurazeo's 2015 Registration Document</u> (page 61)
- · "Societal information" section of <u>Eurazeo's 2015 Registration Document</u> (pages 83-87).
- · "Mapping of stakeholders" and "stakeholder expectations" sections of <u>Eurazeo's 2015 Registration</u>
 <u>Document</u> (page 13)