

About Eurazeo:

With a diversified portfolio of approximately €6 billion in assets under management, of which €1 billion is from third parties, 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 five business divisions – Eurazeo Capital, Eurazeo Croissance, Eurazeo PME, Eurazeo Patrimoine and Eurazeo Brands. 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 a shareholder in AccorHotels, Asmodee, CIFA, CPK, Desigual, Elis, Europear, Fintrax, Grape Hospitality, Les Petits Chaperons Rouges, Moncler, Neovia, Novacap, Sommet Education, Trader Interactive, and also SMEs such as Péters Surgical and Flash Group, as well as start-ups such as Farfetch and Vestiaire Collective.

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 a reporting system for its annual nonfinancial indicators. 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:

- Eurazeo's 2016 Registration Document.
- Eurazeo's 2016 Annual Review.
- Eurazeo's Code of Ethics.
- "Responsibility": the CSR section of the Eurazeo's corporate website.



Statement of Continued Support

Eurazeo is unlike any other private equity firm. Its sense of responsibility is a building block of its identity, forged by over 130 years of history. This heritage is mainly reflected in a long-term vision of company growth, a constant focus on its robust business model and a desire to contribute to society.

Eurazeo's responsibility is illustrated on a daily basis by the concrete actions and the culture it transmits in its sphere of influence: a mature governance practice, combining clear responsibilities, a well-defined structure and transparency; strict business ethics and tight risk control, over and above the financial risks. Eurazeo strives to maintain a certain balance when considering



the interests of its various stakeholders, starting with its shareholders, teams and the companies it supports. This sense of responsibility is also expressed in its commitments: gender diversity, education and the fight against climate change.

Eurazeo is the first private equity firm to have invested in CSR by formalizing a strategy tailored to the issues of its shareholder business; a proactive approach to better respond to our Company's new challenges. We're convinced that CSR is a performance and long-term value creation driver, and that's why it is incorporated into the very core of Eurazeo's business, with teams systematically considering CSR challenges at each stage of the investment cycle.

Eurazeo's signing of the United Nations Global Compact in February 2014 further illustrates this commitment. Our three Communication on Progress (COP) were submitted in the Advanced level. Our membership also reflects the work we have done for nearly ten years to continue to improve Eurazeo's CSR performance and that of our portfolio companies.

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

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

Patrick Sayer

Chairman of Eurazeo Executive Board



Table of Contents

Criterion 1: The COP describes mainstreaming into corporate functions and business units	p. 5
Criterion 2: The COP describes value chain implementation	p. 9
obust Human Rights Management Policies & Procedures	
Criterion 3: The COP describes robust commitments, strategies or policies in the area of Human Rights	p. 13
Criterion 4: The COP describes effective management systems to integrate the Human Rights principles	p. 15
Criterion 5: The COP describes effective monitoring and evaluation mechanisms of Human Rights integration	p. 17
Robust Labour Management Policies & Procedures	
Criterion 6: The COP describes robust commitments, strategies or policies in the area of labour	p. 18
Criterion 7: The COP describes effective management systems to integrate the labour principles	p. 20
Criterion 8: The COP describes effective monitoring and evaluation mechanisms of labour principles integration	p. 21
Robust Environmental Management Policies & Procedures	
Criterion 9: The COP describes robust commitments, strategies or policies in the area of environmental stewardship	p. 23
Criterion 10: The COP describes effective management systems to integrate the environmental principles	p. 26
Criterion 11: The COP describes effective monitoring and evaluation mechanisms for environmental stewardship	p. 27
Robust Anti-Corruption Management Policies & Procedures	
Criterion 12: The COP describes robust commitments, strategies or policies in the area of anti-corruption	p. 30
Criterion 13: The COP describes effective management systems to integrate the anti-corruption principle	p. 34
Criterion 14: The COP describes effective monitoring and evaluation mechanisms for the integration of anti-corruption	p. 36
Taking Action in Support of Broader UN Goals and Issues	
Criterion 15: The COP describes core business contributions to UN goals and issues	p. 37
Criterion 16: The COP describes strategic social investments and philanthropy	p. 45
Criterion 17: The COP describes advocacy and public policy engagement	p. 47
Criterion 18: The COP describes partnerships and collective action	p. 49
Corporate Sustainability Governance and Leadership	
Criterion 19: The COP describes CEO commitment and leadership	p. 5
Criterion 20: The COP describes Board adoption and oversight	p. 52
Criterion 21: The COP describes stakeholder engagement	p. 53



<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

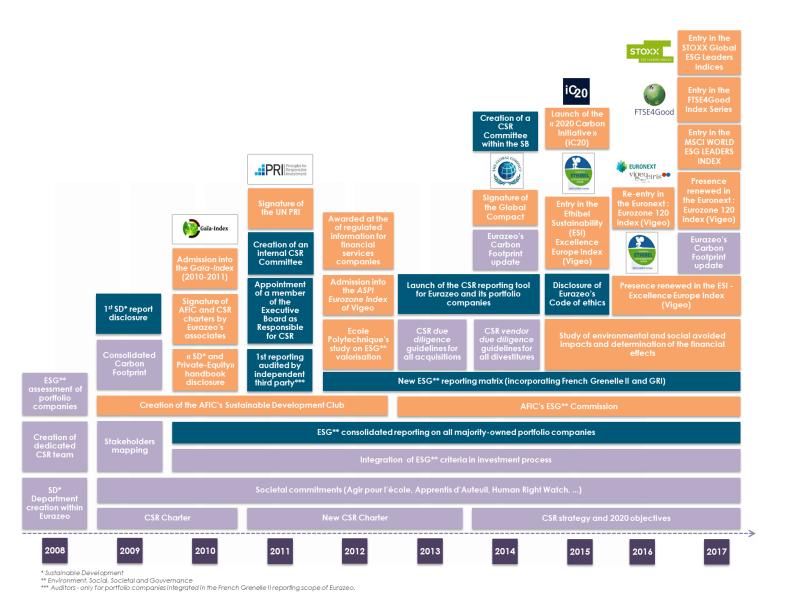
As a professional and responsible investor, Eurazeo accompanies companies over the long term to help them deploy all their growth potentials, well after they have been sold. The purpose of Eurazeo is to identify, accelerate and enhance the transformation potential of the companies in which it invests,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

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

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

It includes a CSR road map (as its third pillar) 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 road map provides an operational frame of references for the companies in the portfolio. The aim is to see it implemented in all companies by 2020.

→ Eurazeo's CSR Strategy and 2020 objectives:

AMBITION	2020 OBJECTIVE
INVESTING RESPONSIBLY Integrating CSR at all stages of the investment cycle	100% of due diligence in the advanced study phase of acquisitions to incorporate a CSR Section ¹ 100% of portfolio companies to perform CSR reporting 100% of divestment operations to incorporate CSR information
ESTABLISHING EXEMPLARY GOVERNANCE Ensuring that all companies have exemplary governance bodies	100% of companies to have at least 40% women directors on the Board ² 100% of controlled companies to have at least 30% independent Directors on the Board ² 100% of companies to have an Audit Committee and a Compensation Committee ²
CREATING SUSTAINABLE VALUE Ensuring that all companies have a CSR progress plan	100% of portfolio companies to have deployed Eurazeo's "CSR essentials" The seven "CSR essentials" : — Appointing a CSR manager — Establishing annual CSR reporting — Creating an operational CSR committee — Including CSR issues on the agenda of Board meetings at least once a year — Conducting an environmental and/or greenhouse gas assessment every three years — Performing a social barometer every three years — Conducting 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 ³
BE A VECTOR OF CHANGE IN SOCIETY Ensure that all companies improve their social footprint	100% of portfolio companies to improve the protection and well-being of employees ⁵ 100% of portfolio companies to share value created or company profits with employees ⁵ 100% of portfolio companies to reduce their environmental impact ⁵

Due diligence is deemed to be in the advanced study phase when legal due diligence has been performed. The indicator covers all companies reviewed, including those that were not ultimately acquired.
 On Supervisory Boards (SB) or Boards of Directors (BD).
 The result is expressed as an average percentage of actions put in place by the companies.

impact⁵



In 2015, in partnership with four other private equity companies, Eurazeo launched the "Initiative Carbon 2020" (that was renamed Initiative Climate 2020 at the end of 2017, and is also known as 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. Eurazeo has a leading role in this initiative and is currently in charge of its coordination and animation within the framework of the AFIC working group.

Eurazeo's commitment to fight climate change was strengthened in 2017 by the signing of the Shift Project's "Decarbonize Europe Manifesto" and the "Letter from global investors to governments of the G7 and G20 nations".

CSR policy is a strategic issue for Eurazeo, embodied at the highest level by the Secretary of the Executive Board, to whom Eurazeo's CSR Director reports. Eurazeo's 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.

CSR issues feature on the Executive Board agenda at least three times per year. CSR objectives are also part of the factors taken into account for the calculation of the variable compensation of each Executive Board member.

Eurazeo's Supervisory Board has a CSR committee since 2014. Its purpose is to assist the Supervisory Board in monitoring CSR-related issues to allow Eurazeo to better anticipate the associated opportunities, challenges and risks. The CSR committee considers these issues in coordination with the Executive Board, reports to the Supervisory Board on the exercise of its duties, and issues recommendations on Eurazeo CSR policy and actions.

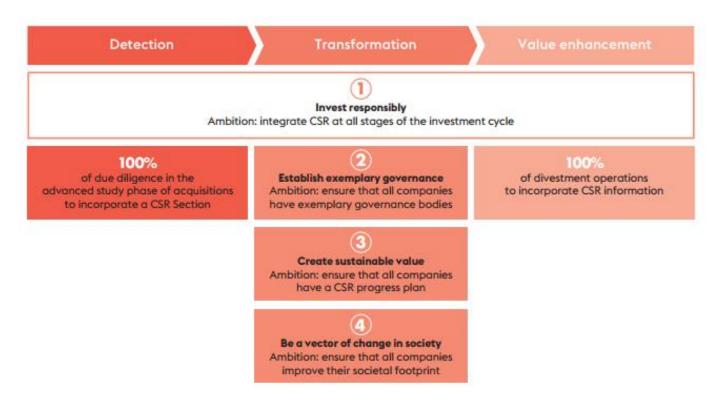
Dialogue between the CSR Director, Eurazeo's internal teams, and the portfolio companies is a key feature of Eurazeo's CSR implementation. Eurazeo also actively encourages its portfolio companies to appoint dedicated staff and to include CSR issues on the agenda of the Board at least once a year.

- · "CSR strategy: 2016 results" section of Eurazeo's 2016 Registration Document (pages 117-119).
- * "CSR, a key performance factor" section of <u>Eurazeo's 2016 Annual Review</u> (pages 68-69)
- * "Responsible commitments" section of <u>Eurazeo's 2016 Annual Review</u> (pages 76-79)
- · "Responsibility": the CSR section of the Eurazeo's corporate website.

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

In an increasingly complex environment, CSR is a performance and long-term value creation driver. It is incorporated into the very core of Eurazeo's business, with teams systematically considering environmental, social, societal and governance challenges at each stage of the investment cycle: phase of identification of investment opportunities, during the transformation phase, and at the exit phase. Eurazeo thus develops and uses several CSR tools to analyze its activity both upstream and downstream through its value chain.



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

the consideration of environmental, social and societal developments enriches the prospective analysis of different sectors and economic trends. This helps identify new opportunities in areas as diverse as energy, the service economy, recycling and waste treatment. In 2017, for instance, Eurazeo invested in Iberchem, a global producer of fragrances and flavors addressing local and regional brands in emerging markets, and in Smile, leading integrator and outsourcer of open source solutions;



• the appraisal of a target acquisition in respect of environmental, social, societal and governance issues can help improve the understanding of the risks and opportunities, thereby increasing the ability to forge strong convictions in the selection of investments.

During the due diligence procedures for target investments, the criteria analyzed arise from a cross analysis between several recognized French and international frameworks, including the 10 principles of the UN Global Compact, the work of the ESG Commission of the AFIC, the Responsible Investment Principles, the subjects of Article 225 of the Grenelle II law, or the Sustainability Accounting Standards Boards' Materiality Map on which Eurazeo has relied since the end of 2016 to identify the sector-based material issues of investment targets. Eurazeo conducted CSR due diligence on most acquisitions made in 2016 (63%), and on 70% of prospective acquisitions.

Criteria and issues examined evaluation matrix

Social	Environment	Societal	Ethics and governance
Employment workforce, variations, turnover and compensation	General policy approach, awareness raising/training, risk prevention, provisions and guarantees	Territorial, economic and social impact employment, local development	Fair trade practices ethics, anti-corruption
Organization of work working time and absenteeism	Pollution prevention, reduction, repair of discharges – air, water, soil, nuisances	Relations with stakeholders expectations, dialogue, partnership	Health and safety of consumers and users quality, communication, transparency
Labor relations organization of social dialogue and collective agreements	Circular economy waste management, food waste, use of resources: water, energy, raw materials	Corporate philanthropy, donations to associations	Human rights actions undertaken
Health and safety working conditions, health insurance, workplace accidents	Protection of biodiversity measures to assess impact, develop, protect	Supply chain	Gender equality and independence of the Supervisory Board (SB)
Training policy, hours delivered	Climate	Suppliers and subcontractors procurement policy and subcontracting	Committees of the Supervisory Board
Equal treatment gender equality, fight against discrimination	Emissions significant sources of greenhouse gas emissions	Social and environmental impacts related to the supply chain	Risk management and internal control tools
LO Conventions freedom of association, discrimination, forced labor and child labor	Adaptation to climate change physical and transition risks, resilience of the business	Raw materials and depletion of resources	Crisis management, e-reputation

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.

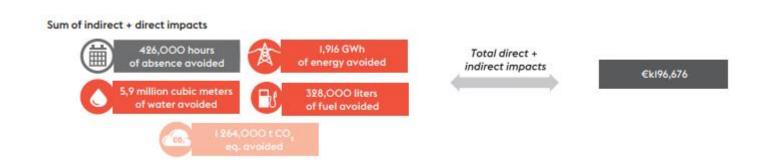
This support is adapted to the degree of the company's maturity with respect to CSR issues and the means at its disposal on the subject. It also depends on the specific challenges of each company and the resources it can mobilize. Expertise is communicated to portfolio companies through discussion seminars,



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 2016, Eurazeo conducted 95 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 more than 20 companies of the portfolio in 2017. 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. As every year, Eurazeo publishes the consolidated results of this reporting and it is checked by an **independent third party**.

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. Six companies participated in the first assessment, and three others joined the approach to measure avoided impacts in 2016. Over the last six years, CSR programs implemented by the companies reviewed were able to avoid more than €196 million in expenditure, with direct savings totaling nearly €65 million. The companies also avoided the equivalent of 1,264,600 metric tons of CO2 equivalent, almost 6 million cubic meters of water, 1,916 GWh of energy, 328,000 liters of fuel and 426,000 hours of absence. Eurazeo's goal is to gradually extend this analysis to all of its portfolio companies, and to conduct year-on-year performance monitoring.



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 procurement from each portfolio company. By providing a space to share best practices and define goals, this working group aims to accelerate the implementation of responsible procurement throughout Eurazeo's portfolio. During the programme's launch in November 2015, Eurazeo unveiled its own Code of Conduct for Business Partners. Two meetings were held by Eurazeo in 2016 to facilitate the sharing of responsible supply practices from a human and environmental perspective.

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.

→ Eurazeo's CSR Strategy deployment: Identification phase Phase I Phase 2 Initial identification of the CSR challenges facing Validation of the analyses and additional work to be Performance of CSR due diligence and spedfic the target company and its sector by the CSR Department (benchmark, reputation, material carried out in the subsequent phase analyses on CSR issues identified (by the CSR Department and/or an external firm) Identification of experts and consulting firms to be challenges etc.) called on, and validation of the provisional budget. Integration in the shareholders' agreement: commitment on Eurazeo's CSR strategy and First summary discussed during presentation Integration in the LOI (letter of interest): to the investment committee, including a list of potential alerts and favorable or unfavorable performance of CSR reporting commitment on Eurazeo's CSR strategy and performance of CSR reporting positioning from a CSR perspective **Transformation phase** Year I Year 2 Year 3 and beyond Deployment of the 7 essentials: Continued deployment of the 7 essentials: Continued reinforcement of actions undertaken Appointment of a CSR manager Inclusion of CSR issues on the Supervisory Board's Drafting of a CSR progress plan with quantified targets (including one target for reducing Creation of an operational CSR Committee greenhouse gas emissions) Completion of a carbon/environmental footprint Establishment of (trial) CSR reporting Measurement of impacts avoided on social survey and a social barometer (spanning years 2 and 3) (absenteeism) and environmental (water, energy, Drafting of a CSR progress plan based on the challenges identified during the identification Implementation of a responsible procurement approach Continuation of three follow-up meetings Formal establishment of an Audit Committee Participation in the annual CSR reporting Annual meeting to present the reporting results of the Board (audit by a third party possible) with the company's management and Eurazeo's investments teams Presentation of CSR challenges to employees for Update of the CSR progress plan Inclusion of CSR on the agenda of the Supervisory each company) and awareness raising on the Formal establishment of a Compensation Committee of the Board Implementation of a minimum of three follow-up meetings per year between the CSR Department Continuation of three follow-up meetings and the company's CSR Manager Annual meeting to present the reporting results with the company's management and Eurazeo's Inclusion of CSR on the agenda of the Supervisory Value-enhancement phase Performance of vendor CSR due dilicence and specific analyses by the CSR Department or an external firm) with a valuation of the impacts avoided since the acquisition Inclusion in the Information Memorandum as well as the dataroom

- "CSR strategy: 2016 results" section of <u>Eurazeo's 2016 Registration Document</u> (pages 117-119).
- · "CSR in the investment policy" section of Eurazeo's 2016 Registration Document (pages 112-116).
- · "CSR, a key performance factor" section of <u>Eurazeo's 2016 Annual Review</u> (pages 68-69)
- · "Responsible commitments" section of Eurazeo's 2016 Annual Review (pages 76-79)
- · "Responsibility": the CSR section of the <u>Eurazeo's corporate website</u>.



<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 PRINCIPLES4
OUR EMPLOYEES5
1. Respect of individuals5
a. Workplace5
b. Health and safety protection5
c. Talent development5
d. Anti-discrimination5
e. Freeedom of association and collective bargaining5
2. Respect for private life and protection of personal data5
3. Confidentiality6
4. Reporting of conflicts of interest
5. Use of the Company's assets7
6. Political and charity activities7
a. Political and associative activities7
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 offices are located in areas that do not directly encounter Human Rights risks, some of Eurazeo's portfolio companies operate in different countries around the world. Eurazeo thus works to ensure that these portfolio companies have the support needed to ensure that Human Rights are respected, including in the companies' supply chains.

Judging by the index published by the NGO Freedom House on freedom of association, and that of the International Labour Organization (ILO) on forced and child labour, Eurazeo and its portfolio companies operate mainly in areas with low risk: 7.5% of employees in the 2016 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 2016 Grenelle II law reporting, four companies are signatories of the Global Compact: ANF Immobilier, Eurazeo PME, Groupe Flash and Vignal Lighting Group. Outside the Grenelle II law reporting scope, AccorHotels, Elis, Europear and Novacap are also signatories.

- * "CSR strategy: 2016 results" section of <u>Eurazeo's 2016 Registration Document</u> (pages 117-119).
- · "CSR, a key performance factor" section of <u>Eurazeo's 2016 Annual Review</u> (pages 68-69)
- · "Responsible commitments" section of <u>Eurazeo's 2016 Annual Review</u> (pages 76-79)
- · Eurazeo's Code of Ethics
- "Social information" section of <u>Eurazeo's 2016 Registration Document</u> (pages 125-131).
- "Societal information" section of <u>Eurazeo's 2016 Registration Document</u> (pages 140-144).

<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 co-chair 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 63% of the acquisitions made in 2016.
- 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 2016, 63% 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.

- · "CSR strategy: 2016 results" section of Eurazeo's 2016 Registration Document (pages 117-119).
- "CSR, a key performance factor" section of <u>Eurazeo's 2016 Annual Review</u> (pages 68-69)
- · "Responsible commitments" section of <u>Eurazeo's 2016 Annual Review</u> (pages 76-79)
- · Eurazeo's Code of Ethics
- "Social information" section of <u>Eurazeo's 2016 Registration Document</u> (pages 125-131).
- · "Societal information" section of Eurazeo's 2016 Registration Document (pages 140-144).



<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 procurement 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.

- · "CSR strategy: 2016 results" section of Eurazeo's 2016 Registration Document (pages 117-119).
- "CSR, a key performance factor" section of <u>Eurazeo's 2016 Annual Review</u> (pages 68-69)
- * "Responsible commitments" section of <u>Eurazeo's 2016 Annual Review</u> (pages 76-79)
- · Eurazeo's Code of Ethics
- · "Social information" section of <u>Eurazeo's 2016 Registration Document</u> (pages 125-131).
- "Societal information" section of <u>Eurazeo's 2016 Registration Document</u> (pages 140-144).



<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.

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 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. The current Eurazeo incentive agreement applies from 2016 to 2018. Eurazeo did not sign any new company agreements in 2017.

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 6 274 employees in its 2016 reporting scope (Eurazeo 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 reported.

Within the framework of valuing avoided social and environmental impacts, Eurazeo measured the impact of social actions over the last 6 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, and three others joined the approach in 2016. 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.

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. Nine portfolio companies, besides Eurazeo, have 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.

- * "CSR strategy: 2016 results" section of Eurazeo's 2016 Registration Document (pages 117-119).
- "CSR, a key performance factor" section of <u>Eurazeo's 2016 Annual Review</u> (pages 68-69)
- * "Responsible commitments" section of <u>Eurazeo's 2016 Annual Review</u> (pages 76-79)
- · Eurazeo's Code of Ethics
- · "Social information" section of Eurazeo's 2016 Registration Document (pages 125-131).
- · "Societal information" section of Eurazeo's 2016 Registration Document (pages 140-144).



<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 71 permanent employees, as of 31/12/2016, 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.

- * "CSR strategy: 2016 results" section of Eurazeo's 2016 Registration Document (pages 117-119).
- "CSR, a key performance factor" section of <u>Eurazeo's 2016 Annual Review</u> (pages 68-69)
- · "Responsible commitments" section of Eurazeo's 2016 Annual Review (pages 76-79)
- · Eurazeo's Code of Ethics
- "Social information" section of <u>Eurazeo's 2016 Registration Document</u> (pages 125-131).
- "Societal information" section of <u>Eurazeo's 2016 Registration Document</u> (pages 140-144).



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

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

The social section of Eurazeo's annual CSR reporting allows a detailed monitoring of working conditions. This reporting included 51 quantitative indicators and 16 qualitative indicators in 2017. 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 in 2015 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 others joined the approach in 2016. One social indicator was measured in the assessment: 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 nine portfolio companies, 426,000 hours of absence have been avoided and more than €13.6 million were saved.





Equivalent of - 24t full-time employees and workplace accidents

of avoided costs

€k13,656



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.

- * "CSR strategy: 2016 results" section of Eurazeo's 2016 Registration Document (pages 117-119).
- "CSR, a key performance factor" section of <u>Eurazeo's 2016 Annual Review</u> (pages 68-69)
- · "Responsible commitments" section of <u>Eurazeo's 2016 Annual Review</u> (pages 76-79)
- · Eurazeo's Code of Ethics
- "Social information" section of Eurazeo's 2016 Registration Document (pages 125-131).
- · "Societal information" section of Eurazeo's 2016 Registration Document (pages 140-144).

<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.

In 2014, Eurazeo created an internal working group known as "Eurazeo Exemplaire" bringing together Eurazeo and Eurazeo PME employees to propose and deploy actions within Eurazeo's own offices. Eurazeo's new office building, "Le Most", which it entered in early 2016, has earned the Exceptional rating under the High Environmental Quality (HQE) standard, Excellent status under the BREEAM (Building Research Establishment Environmental Assessment Method) standard and low energy consumption status (BBC). Other initiatives have been undertaken, such as measures to reduce paper consumption by making HR documents paperless and the use of centralized printers controlled by a badge, the installation of a water filtration solution to reduce the use of plastic water bottles, and the encouragement of low-emission means of transportation with the installation of charging stations for electric vehicles in the parking lot.

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 (that was renamed Initiative Climate 2020 at the end of 2017), 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. Eurazeo has a leading role in this initiative and is currently in charge of its coordination and animation within the framework of the AFIC working group.

Eurazeo's commitment to fight climate change was strengthened in 2017 by the signing of the Shift Project's "Decarbonize Europe Manifesto" and the "Letter from global investors to governments of the G7 and G20 nations".



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 EBITDA
- · Number of portfolio companies to have increased their recycling rates

In the CSR road map (third pillar of the CSR strategy), Eurazeo encourages its portfolio companies to calculate their environment footprint or carry out a carbon audit every three years. Since 2014, seven companies, including Eurazeo, have carried out such assessments.

In 2016, Eurazeo identified the main sources of greenhouse gas emissions across its portfolio. The three most widespread sources of emissions are employee travel, procurement and fixed assets. Portfolio companies are taking action to measure and control the key sources of greenhouse gas emissions resulting from the use of their goods and services. For example, the use of auto lamps produced by Vignal Systems, a



subsidiary of Vignal Lighting Group, is the leading sources of its CO2 emissions. LED lights represent over 30% of annual sales and consume five times less electricity than conventional lights, contributing to the reduction of vehicle fuel consumption. Eurazeo is currently working with a specialized firm to calculate its portfolio's complete carbon footprint (scope 1, 2 and 3).

- * "CSR strategy: 2016 results" section of <u>Eurazeo's 2016 Registration Document</u> (pages 117-119).
- * "CSR, a key performance factor" section of <u>Eurazeo's 2016 Annual Review</u> (pages 68-69)
- · "Responsible commitments" section of Eurazeo's 2016 Annual Review (pages 76-79)
- Eurazeo's Code of Ethics
- "Societal information" section of <u>Eurazeo's 2016 Registration Document</u> (pages 140-144).
- · "Environmental information" section of Eurazeo's 2016 Registration Document (pages 131-139).
- · 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 have decided to launch the Initiative Carbone 2020 (that was renamed Initiative Climate 2020 at the end of 2017), also known as the IC20. The IC20 signatories have thus launched a long-term approach to reducing the greenhouse gas emissions of their portfolio companies and securing sustainable performance. Please refer to criterion 9 for more details.

The environment section of Eurazeo's annual CSR reporting allows a detailed monitoring of environmental principles. This environmental reporting includes 31 quantitative and 20 qualitative indicators in 2017. 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. Eurazeo is currently working with a specialized firm to calculate its portfolio's complete carbon footprint (scope 1, 2 and 3).

- · "CSR strategy: 2016 results" section of Eurazeo's 2016 Registration Document (pages 117-119).
- "CSR, a key performance factor" section of <u>Eurazeo's 2016 Annual Review</u> (pages 68-69)
- · "Responsible commitments" section of Eurazeo's 2016 Annual Review (pages 76-79)
- · Eurazeo's Code of Ethics
- · "Societal information" section of Eurazeo's 2016 Registration Document (pages 140-144).
- · "Environmental information" section of Eurazeo's 2016 Registration Document (pages 131-139).
- · 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.

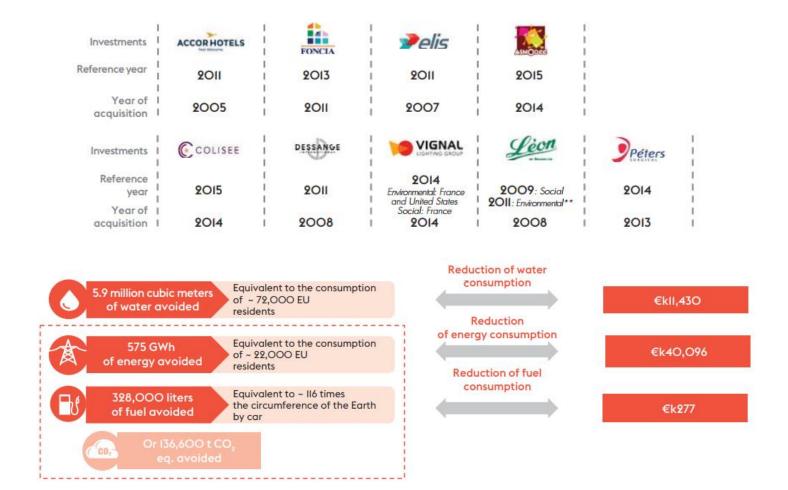
Wishing to proceed further with one of the major sustainable development challenges, Eurazeo, with four other private equity companies belonging to the AFIC have decided to launch the Initiative Carbone 2020 (that was renamed Initiative Climate 2020 at the end of 2017), also known as the IC20. The IC20 signatories have thus launched a long-term approach to reducing the greenhouse gas emissions of their portfolio companies and securing sustainable performance. Please refer to criterion 9 for more details.

Moreover, Eurazeo's robust annual environmental reporting allows a detailed monitoring of portfolio companies' environmental policies, impacts, and goals. Please refer to criterion 10 for more details.

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.

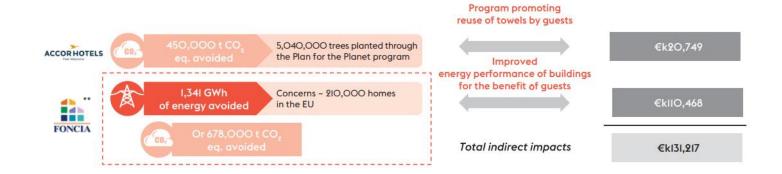
Although the same CSR reporting system is used by all, portfolio companies vary greatly in their size, location, and CSR maturity: environmental priorities and objectives will also differ from one to another. Eurazeo analyses the environmental impacts of its portfolio companies and measures their materiality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

Furthermore, in 2015, 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 others joined the approach in 2016. Three environmental indicators were measured in the assessment: water, energy and fuel. For the nine companies, the direct impacts were 136,600 tons of CO2 avoided and more than €51 million 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 and 2016, 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.



- · "CSR strategy: 2016 results" section of Eurazeo's 2016 Registration Document (pages 117-119).
- · "CSR, a key performance factor" section of <u>Eurazeo's 2016 Annual Review</u> (pages 68-69)
- · "Responsible commitments" section of <u>Eurazeo's 2016 Annual Review</u> (pages 76-79)
- Eurazeo's Code of Ethics
- "Societal information" section of Eurazeo's 2016 Registration Document (pages 140-144).
- · "Environmental information" section of Eurazeo's 2016 Registration Document (pages 131-139).
- · 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.

AMBITION

9

ESTABLISHING EXEMPLARY GOVERNANCE

Ensuring that all companies have exemplary governance bodies

2020 OBJECTIVE

100% of companies to have at least 40% women directors on the Board²

100% of controlled companies to have at least 30% independent Directors on the Board²

100% of companies to have an Audit Committee and a Compensation Committee²

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. Object	and the second of the second of
	tives of this guide
2. Defin	ition of fraud and key regulations4
2.1	How to define fraud?4
2.2	Key anti-corruption laws
3. Anti-f	fraud programs and leading practices10
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. Beha	viour 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
1. 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
4. 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
2. Reporting transparency	9
OUR INVESTMENTS	9
INTRODUCING A CODE OF ETHICS	10
How do you determine whether a situation presents a problem in terms of ethics?	10
Procedure to follow in the event of non-compliance with Eurazeo's ethics	10
Assessment of the application of the Code of Ethics	10
APPENDIX: CODE OF ETHICS O.S.A	11

Eurazeo has formalized the integration of CSR issues into its procurement policy by establishing a code of conduct for business relations. Serving as the framework established by Eurazeo for all business relations, it contains 16 commitments, including fighting corruption and money laundering and avoiding conflicts of interest.

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. Eurazeo's code of conduct for business relations was also made available to portfolio companies. At the end of 2016, seven companies of the 12 included in the regulatory reporting scope had already established their own business relationship code of conduct.



CODE OF CONDUCT FOR COMMERCIAL RELATIONS

CONTENTS

MES	SAGE OF THE CEO	3
OUR	8 ENGAGEMENTS FOR A RESPONSIBLE RELATIONSHIP WITH OUR BUSINESS PARTNERS	5
1.	Dealing with business partners loyally and transparently	5
2.	Respecting financial commitments	5
3.	Refusing any situation creating economic dependence	5
4.	Refusing gratuities and excessive gifts	5
5.	Fighting corruption and money laundering	5
6.	Avoiding conflicts of interest	6
7.	Respecting the confidentiality of our exchanges	6
8.	Respecting intellectual property rights	6
THE	B COMMITMENTS EXPECTED OF OUR BUSINESS PARTNERS	7
1.	Respecting national and international legislation and regulations	7
2.	Respecting human rights in the working relationship	7
3.	Reducing economic dependence	9
4.	Ensuring the confidentiality of information	9
5.	Fighting corruption and money laundering	9
6.	Avoiding conflicts of interest	10
7.	Fighting anti-competitive practices	10
8.	Respecting the environment	10
ADH	ESION TO THE CODE OF CONDUCT FOR COMMERCIAL RELATIONS	12
ENSU	JRING THE CODE OF CONDUCT IS RESPECTED	13
A DDE	NDICES: Deferences	15

In June 2017, entered into force the French anti-corruption law addressing transparency, anti-corruption and economic modernization, also known as the Sapin II law. This law concerns directly Eurazeo and some portfolio companies, and it might also have an indirect impact on other portfolio companies. In order to accompany portfolio companies and to promote best practices and compliance with this new law, Eurazeo has set up a dedicated working group.

- · Eurazeo's Code of Ethics
- · "Social information" section of Eurazeo's 2016 Registration Document (pages 125-131).
- "Societal information" section of <u>Eurazeo's 2016 Registration Document</u> (pages 140-144).
- "Actions taken in the fight against corruption" section of <u>Eurazeo's 2016 Registration Document</u> (page 144).
- · "Prevention of fraud and corruption" sections of Eurazeo's 2016 Registration Document (page 204).
- "Risk management and internal control systems" and "Main risks and uncertainties" sections of <u>Eurazeo's 2016 Registration Document</u> (pages 199-206).
- · "Our risk management" section of Eurazeo's 2016 Annual Review (page 85).

<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 63% of the acquisitions in 2016. During the acquisition phase, close attention is paid to factors that encourage the emergence of fraud and corruption risks. 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 its 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. During the acquisition phase, close attention is paid to factors that encourage the emergence of fraud and corruption risks (activities, sectors, stakeholders, etc.). An update on progress with measures to prevent fraud and corruption is presented and discussed in the meetings of the Audit Committees of the investments. This offers Eurazeo an opportunity to follow the roadmap of each investment and to monitor progress over time.

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.



In 2017, Eurazeo has set up a working group with its portfolio companies in order to promote best practices in regard to anti-corruption and compliance with the French Sapin II law. Please refer to criterion 12 for more details.

- · Eurazeo's Code of Ethics
- "Social information" section of <u>Eurazeo's 2016 Registration Document</u> (pages 125-131).
- "Societal information" section of <u>Eurazeo's 2016 Registration Document</u> (pages 140-144).
- · "Actions taken in the fight against corruption" section of Eurazeo's 2016 Registration Document (page 144).
- "Prevention of fraud and corruption" sections of Eurazeo's 2016 Registration Document (page 204).
- "Risk management and internal control systems" and "Main risks and uncertainties" sections of <u>Eurazeo's</u> 2016 Registration <u>Document</u> (pages 199-206).
- · "Our risk management" section of Eurazeo's 2016 Annual Review (page 85).



<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 risks or allegations, Eurazeo's employees should consult their immediate supervisor, the Ethics Officer, the Legal Department or the HR Department, who are the ethics advisors, in order to determine the most appropriate response or procedure.

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.

- · Eurazeo's Code of Ethics
- "Social information" section of <u>Eurazeo's 2016 Registration Document</u> (pages 125-131).
- · "Societal information" section of Eurazeo's 2016 Registration Document (pages 140-144).
- · "Actions taken in the fight against corruption" section of <u>Eurazeo's 2016 Registration Document</u> (page 144).
- · "Prevention of fraud and corruption" sections of Eurazeo's 2016 Registration Document (page 204).
- "Risk management and internal control systems" and "Main risks and uncertainties" sections of <u>Eurazeo's 2016 Registration Document</u> (pages 199-206).
- · "Our risk management" section of Eurazeo's 2016 Annual Review (page 85).

<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.

SUSTAINABLE DEVELOPMENT GOAL 1

End poverty in all its forms everywhere



Eurazeo contributes to eradicate extreme poverty through its philanthropic program. Access to education is a key factor to pull families and communities out of the cycle of poverty. In 2014, Eurazeo drew up a new sponsorship strategy focusing on education in severe poverty areas in France. Philanthropic donations are decided on at Executive Board level with the CSR department responsible for strategy and implementation. Within its education philanthropic program, in 2017, four projects have been supported. Please refer to criterion 16 for more details.

SUSTAINABLE DEVELOPMENT GOAL 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.

Eurazeo also has an engagement to promote the well-being of employees, either at its own level or at portfolio companies level. 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. 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 2016, 69 % of portfolio companies have achieved this objective.

An example of good practice in a portfolio company is at Vignal Lighting Group, the European leader in signaling lights for industrial and commercial vehicles. At its subsidiary, Vignal Systems, numerous actions designed to prevent occupational diseases were implemented and monitored by the Health, Safety and Working Conditions Committee (HSWCC) throughout 2016. These initiatives were included on the new site opened in Corbas (Lyons metropolitan area). They included the installation of electric height adjustment workstations, the creation of loading/unloading docks that avoid the use of forklifts, the elimination of split levels to limit manual traction of trolleys and the installation of a new central material for injection to avoid heavy lifting.

SUSTAINABLE DEVELOPMENT GOAL 4

Ensure inclusive and equitable quality education and promote lifelong learning opportunities for all



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. Please refer to criterion 16 (page 44) 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 2016 were communication, personal development, foreign languages and the use of IT and digital tools.

Besides, Eurazeo has invested in two companies whose business contribute to promote lifelong learning opportunities and quality education: Les Petits Chaperons Rouges and Sommet Education.

- Les Petits Chaperons Rouges is a pioneer in employer-sponsored nurseries and is now the number two private player in the French nursery market. It also stands out through its leading position in France in the growing Public Service Delegation and micro-nursery segments. The company is recognized for its solid educational project based on the best educational trends.
- Sommet Education is a network of hospitality schools in Switzerland, Spain, China, United Kingdom and the U.S. The schools offer degrees to suit a wide range of personalities, career goals and country preferences.

At other portfolio companies, some good practices regarding education also exist. For example, in 2014, Desigual launched eDuo, its sales training program that combines theoretical training in school with practical training in stores. In the same year, Desigual signed a tripartite agreement with the government of Catalonia, three vocational secondary schools and a local NGO partner. The first beneficiaries were mostly students at risk of social exclusion. Seventeen students graduated in 2016; eight of them were hired in the Desigual stores in Barcelona.

SUSTAINABLE DEVELOPMENT GOAL 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. 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 includes participants from 15 portfolio companies. Please refer to criterion 6 for more details.

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 2016, 6% of portfolio companies have achieved this objective.

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. Virginie Morgon, deputy CEO of Eurazeo, is co-chair of the Human Rights Watch Support Committee in Paris.

SUSTAINABLE DEVELOPMENT GOAL 7

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



In 2017, Eurazeo Patrimoine has invested in Reden Solar, a major player within the photovoltaic energy sector in France and abroad. The company has 500 sites in 7 countries and more than 500 MWc built or in development. Reden Solar activities cover the entire photovoltaic value chain: project origination, design and development, financial engineering, construction and control, operation and maintenance of solar power plants. Its business contributes directly to increase renewable energy consumption.

SUSTAINABLE DEVELOPMENT GOAL 8

Promote sustained, inclusive and sustainable economic growth, full and productive employment and decent work for all



Eurazeo aims to provide operational guidance to companies over a long-term trajectory, which is a driver of sustainable and constant growth. Eurazeo's goal is to accelerate the transformation of companies and prepare them to anticipate future trends so that they remain versatile beyond the divestment horizon.

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 procurement policy and to compliance with the conventions of the International Labour Organization (ILO) across the 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.

SUSTAINABLE DEVELOPMENT GOAL 9

Build resilient infrastructure, promote inclusive and 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 who is in charge of deploying a digital programme in portfolio companies. The digital sector offers a major development opportunity for Eurazeo's investments. For the past several months, Eurazeo's assessments of target acquisitions have included digital and technological reviews. These analyses then serve as a basis for the transformation plan.

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.

Every 18 months, takes place the Eurazeo Academy's Transformation Labs, an event that brings together Eurazeo's employees, its portfolio companies and specialist speakers to discuss major disruption topics, such as digital transformation, CSR and diversity, and their impact on businesses.

At portfolio companies, there are some good practices regarding sustainable industrialization. For example, Novacap, a global player in pharmaceutical synthesis and specialty chemicals, aiming to reduce the saline liquid discharges on its Yangzi industrial platform, in China, invested in a unit nicknamed "Salty". This unit allows the platform to reduce waste and establish a circular economy through the recovery of part of the saline discharges of sodium chloride consumed on site, thereby creating 17 jobs and confirming Novacap's key role in this industrial zone.

SUSTAINABLE DEVELOPMENT GOAL 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 2017, four projects have been supported. Please refer to criterion 16 for more details.

SUSTAINABLE DEVELOPMENT GOAL 12

Ensure 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, and three others have joined the assessment in 2016. Four resources are measured in this approach (water, energy, fuel and human resources with a measurement of the impact of absenteeism). Please refer to criterion 2 for more details.

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. At the end of 2016, 9 portfolio companies had already conducted an environmental assessment.

An example of good practice in a portfolio company is at Dessange International, expert of the high-end comprehensive beauty care. Dessange has conducted a life-cycle assessment of all of its activities and a pilot life-cycle assessment (LCA) on the Camille Albane range. New packaging was developed in accordance with eco-design criteria thanks to the new approach: the new bottles reduce CO2 emissions by 35% and cut the impact on biodiversity and water abstraction by 75%. Since 2015, Dessange also has a responsible sourcing approach, Positive Sourcing Phytodess, and it assess and audit its suppliers.

SUSTAINABLE DEVELOPMENT GOAL 13

Take urgent action to combat climate change and its impacts*



Eurazeo aims to be exemplary on its own scope, and is committed to reducing its energy consumption. Its new offices have earned the Exceptional rating under the High Environmental Quality (HQE) standard,



Excellent status under the BREEAM (Building Research Establishment Environmental Assessment Method) standard and low energy consumption status (BBC). Other initiatives have been undertaken, such as measures to reduce paper consumption by making HR documents paperless and the use of centralized printers controlled by a badge, the installation of a water filtration solution to reduce the use of plastic water bottles, and the encouragement of low-emission means of transportation with the installation of charging stations for electric vehicles in the parking lot.

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 (that was renamed Initiative Climate 2020 at the end of 2017), also known as the IC20. The IC20 signatories have thus launched a long-term approach to reducing the greenhouse gas emissions of their portfolio companies and securing sustainable performance. Eurazeo has a leading role in this initiative and, since 2017, is in charge of its coordination and animation within the framework of the AFIC working group. 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 Eurazeo's 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. Six companies were included in this first assessment and three others joined the approach in 2016. Three environmental indicators were measured in the assessment: water, energy and fuel. For the five companies, 2,680 tons of CO2 have been avoided and more than €1.9 million were saved. Please refer to criterion 11 for more details.

SUSTAINABLE DEVELOPMENT GOAL 14

Conserve and sustainably use the oceans, seas and marine resources for sustainable development



In the process of reviewing investment projects, due diligences on social, environmental and governance issues are conducted by specialized firms, or internally by Eurazeo's 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 Eurazeo's portfolio, Léon de Bruxelles - one of the most popular theme-based restaurant chains in France - encourages good practices from its suppliers concerning the sustainable use of marine resources, particularly in the mussel industry. Among the certifications of its mussel suppliers there are: Marine Stewardship Council, Organic, ISO and Irish Quality Mussel.

SUSTAINABLE DEVELOPMENT GOAL 15





In the process of reviewing investment projects, due diligences on social, environmental and governance issues are conducted by specialized firms, or internally by Eurazeo's 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.

SUSTAINABLE DEVELOPMENT GOAL 16

Promote peaceful and inclusive societies for sustainable development, provide access to justice for all and build effective, accountable and inclusive institutions at all levels



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 diligence is 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.

SUSTAINABLE DEVELOPMENT GOAL 17

Strengthen the means of implementation and 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. It aims to promote responsible practices within the private equity sector.

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). 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. Eurazeo is currently a member of the ESG Commission's steering committee Please refer to criterion 17 for more details.

In partnership with four other private equity companies, Eurazeo launched the "Initiative Carbon 2020" (that was renamed Initiative Climate 2020 at the end of 2017), also known as iC20, the first long-term approach allowing private equity investors to manage and reduce the greenhouse gas emissions of their portfolio companies. This 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 has a leading role in this initiative. Since 2017, Noëlla de Bermingham, Eurazeo's CSR manager, is in charge of the coordination and animation of the iC20 within the framework of the AFIC working group. Please refer to criterion 9 for more details.

Eurazeo is also highly involved at European level with Invest Europe. Erwann Le Ligné, Eurazeo PME's Managing Director and Member of the Executive committee, is vice-chairman of the Invest Europe Responsible Investment Roundtable.

Furthermore, Eurazeo 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 2016 Registration Document</u> (pages 141-144).
- · <u>Eurazeo's 2016 Registration Document</u> (pages 125-144).
- · 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.



TeachForFrance

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 cochair 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 2016, Eurazeo and its subsidiaries together allocated more than €725,000 to associations and NGOs and supported a total of 61 organizations.

2004 Beginning of Eurazeo's sponsorship

2015Start of the Eurazeo
Education Program

€3m Devoted to NGOs

€0,7m Devoted to education

19 NGOs supported by Eurazeo

6 NGOs working in the field of education

4 yearsAverage duration of support to an NGO

12.600
Children and young people benefiting from the education program

- · Eurazeo's Code of Ethics
- · "Social information" section of Eurazeo's 2016 Registration Document (pages 125-131).
- · "Societal information" section of Eurazeo's 2016 Registration Document (pages 140-144).
- · "Eurazeo invests in education" section of Eurazeo's website.
- · Education program press release: "Eurazeo invests in education and combats academic failure in France"



<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

Human Rights & Labour:

Eurazeo's commitments are embodied by **Virginie Morgon**, Eurazeo Deputy CEO. She is co-chair 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.

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 (that was renamed Initiative Climate 2020 at the end of 2017), also known as the IC20. The IC20 signatories have thus launched a long-term approach to reducing the greenhouse gas emissions of their portfolio companies and securing sustainable performance. Eurazeo has a leading role in this initiative. Since 2017, **Noëlla de Bermingham**, Eurazeo's CSR manager, is in charge of the iC20 coordination and animation within the framework of the AFIC working group. Please refer to criterion 9 for more details.

In 2017, **Patrick Sayer**, Eurazeo's CEO, has strengthened the company's commitment to fight climate change by signing the Shift Project's "Decarbonize Europe Manifesto". The signatories of this manifesto call upon all European actors – individuals, businesses and public authorities – to implement concrete and coherent strategies which can meet the challenge posed by climate change and the limits of natural resources. Eurazeo has also become a signatory of the "Letter from global investors to governments of the G7 and G20 nations" in 2017.

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.

Environment, social and governance (ESG):

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. Eurazeo is currently a member of the ESG Commission's steering committee.

Besides, **Erwann Le Ligné**, Eurazeo PME's Managing Director and Member of the Executive committee, is vice-chairman of the Invest Europe Responsible Investment Roundtable. This permanent forum is dedicated to responsible investment practices and environmental, social and governance issues in Europe's private equity industry.

- · Eurazeo's Code of Ethics
- · "Social information" section of Eurazeo's 2016 Registration Document (pages 125-131).
- "Societal information" section of <u>Eurazeo's 2016 Registration Document</u> (pages 140-144).
- "Environmental information" section of <u>Eurazeo's 2016 Registration Document</u> (pages 131-139).
- · 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 within the French Association of Investors for Growth (Association Française des Investisseurs pour la Croissance – AFIC).

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. Eurazeo is currently a member of the ESG Commission's steering committee.



ASSOCIATION FRANÇAISE DES INVESTISSEURS POUR LA CROISSANCE

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 (that was renamed Initiative Climate 2020 at the end of 2017), also known as the IC20. Eurazeo is currently in charge of the coordination and the animation of the IC20 initiative within the framework of the AFIC working group. Please refer to criterion 9 for more details.

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 Invest Europe. Erwann Le Ligné, Eurazeo PME's Managing Director and Member of the Executive committee, is vice-chairman of the Invest Europe Responsible Investment Roundtable.

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 2017. 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. In 2017, Eurazeo's presence was confirmed in other three ESG indexes series: FTSE4Good, MSCI ESG Leaders and Stoxx ESG Leaders.











- "CSR strategy: 2016 results" section of <u>Eurazeo's 2016 Registration Document</u> (pages 117-119).
- · "CSR, a key performance factor" section of <u>Eurazeo's 2016 Annual Review</u> (pages 68-69)
- · "Responsible commitments" section of <u>Eurazeo's 2016 Annual Review</u> (pages 76-79)
- "Social information" section of <u>Eurazeo's 2016 Registration Document</u> (pages 125-131).
- · "Societal information" section of Eurazeo's 2016 Registration Document (pages 140-144).
- · "Environmental information" section of <u>Eurazeo's 2016 Registration Document</u> (pages 131-139).
- · 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. In 2017, Patrick Sayer has signed the Shift Project's "Decarbonize Europe Manifesto". Please refer to criterion 17 for more details.

Eurazeo's commitments are also embodied by Virginie Morgon, Eurazeo's Deputy CEO. She is co-chair 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.

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: 2016 results" section of Eurazeo's 2016 Registration Document (pages 117-119).
- · "CSR, a key performance factor" section of Eurazeo's 2016 Annual Review (pages 68-69)
- "Responsible commitments" section of <u>Eurazeo's 2016 Annual Review</u> (pages 76-79)



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's objectives and CSR strategy.

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 in criterion 19, Patrick Sayer and Virginie Morgon embody Eurazeo's CSR commitments, within Eurazeo, its portfolio companies and in the finance sphere.

Within Eurazeo's 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 2016, 81% of portfolio companies in the reporting scope have fulfilled the first objective and 63% have fulfilled the second one.

- * "CSR strategy: 2016 results" section of Eurazeo's 2016 Registration Document (pages 117-119).
- * "CSR, a key performance factor" section of Eurazeo's 2016 Annual Review (pages 68-69)
- · "Responsible commitments" section of Eurazeo's 2016 Annual Review (pages 76-79)

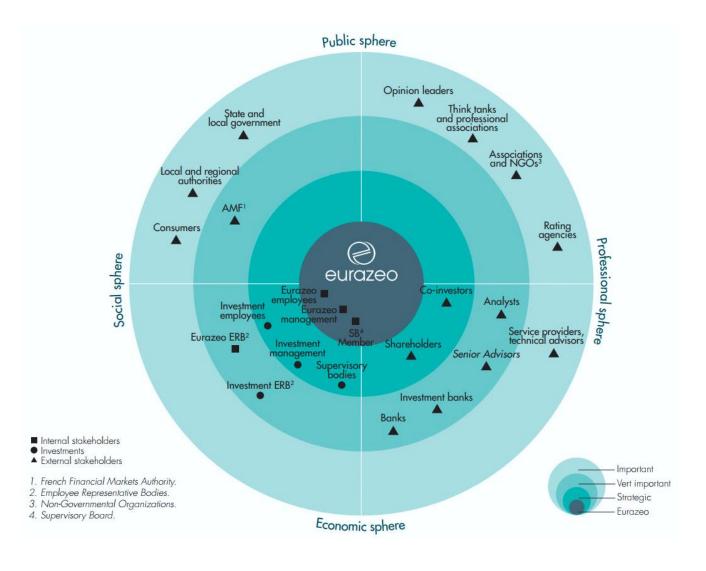


Criterion 21: The COP describes stakeholder engagement

- 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 2016 Registration Document</u> (page 118).
- · "Societal information" section of Eurazeo's 2016 Registration Document (pages 140-144).
- · "Our stakeholders" section of Eurazeo's 2016 Registration Document (pages 98).

