

APPENDIX 5 - INTERNAL RULES OF PROCEDURE OF THE ESG COMMITTEE

These Internal rules of procedure of the ESG committee were adopted by the Board of Directors on 24 November 2021.

1. ROLE AND RESPONSIBILITIES

The role of the ESG Committee consists of providing recommendations to the Board of Directors to enable it to perform its supervisory role on Environmental, Societal and Governance (“**ESG**”) matters and in defining and monitoring the Group’s ESG milestones and performance as an enabler to the strategy of the Group. More specifically, the ESG Committee would have the following duties:

- **Strategy and ESG:** monitoring Sofina’s overall approach towards ESG matters and ensuring this approach is aligned with and integrated in the overall Group strategy;
- **Roadmap:** overseeing the progress on the ESG roadmap according to a defined timeline.
- **Reputation and risk management:** overseeing the Company’s identification, assessment and management of reputational aspects and risks associated with ESG issues;
- **ESG performance:** monitoring Sofina’s ESG performance through the monitoring of ESG KPI’s and the review of the ESG performance of the Group portfolio; and
- **Reporting and disclosure :** discussing Sofina’s approach on reporting on ESG matters and external communication.

The ESG Committee may also have other duties if decided by the Board from time to time.

It shall be provided with the necessary information from the Company to fulfil its duties.

The ESG Committee shall submit recommendations to the Board for all matters falling within its competence.

2. COMPOSITION AND TERM OF OFFICE OF ITS MEMBERS

The ESG Committee shall be composed of the CEO and at least three non-executive directors appointed by the Board of Directors and of which at least half qualify as independent Directors within the meaning of article 7:87, §1 of the Companies Code and provision 3.5 of Code 2020.

The term of the mandate of the members of the ESG Committee corresponds to the term of their mandate as a Director. The end of a mandate as a Director automatically entails the end of the mandate as member of the ESG Committee.

The ESG Committee must have the appropriate balance of knowledge, skills, experience, diversity and independence for it to fulfil its role and responsibilities objectively and effectively.

For each new appointment of one of its members, the ESG Committee shall make sure the newcomer is appropriately onboarded.

The chair of the ESG Committee shall be appointed by the Board of Directors. The chair of the ESG Committee shall have a deep interest in ESG matters and shall ensure that the members of the ESG Committee have the necessary trainings and interest on ESG matters.

The ESG Committee designates the Company Secretary as its secretary. The latter will ensure the right functioning of the ESG Committee meetings as well as the provision of information and documents asked by the ESG Committee.

3. MEETINGS AND FUNCTIONING

The ESG Committee meets at least three times a year, upon the request of its chair or of two of its members.

Convening notices can be sent by ordinary letter, e-mail or through a digital platform. The ESG Committee can only validly deliberate if at least a majority of its members are present or represented. Each member of the ESG Committee may, including by ordinary letter, e-mail or through a digital platform, assign to one of his/her colleagues the power to represent him/her and vote on his/her behalf at a specific meeting of the ESG Committee.

The meetings can be held physically, by conference call or video conference. The agenda is determined by the chair of the ESG Committee who includes the items to be discussed at the request of his/her colleagues, the Board of Directors, the Chair or the CEO.

The agenda of each meeting, as well as the possible concerned working documents, should be sent to the members of the ESG Committee at least three working days prior to the meeting.

The recommendations of the ESG Committee are taken by consensus and in the absence of such consensus, at the majority of the votes by the members present or represented. In the event of a tied vote, the vote of the chair of the ESG Committee shall be decisive.

Depending on the items on the agenda, the chair of the ESG Committee may invite:

- any member of the Board or of management of the Group; and
- any third-party consultant responsible for ESG missions for the Group.

The above-mentioned persons are the natural correspondents of the ESG Committee and are invited by the ESG Committee upon its request and without any prior justification.

The ESG Committee may make use of services of internal or external experts at the expense of the Company after prior notice to the Chair of the Board of Directors and to the CEO.

The ESG Committee regularly reviews its internal rules of procedure, its own effectiveness practices and where appropriate recommends to the Board the necessary amendments.

In the event an independent sustainability auditor needs to be appointed in the future if required by applicable regulation, the ESG Committee shall make sure that the latter is provided with all material information needed to perform its audit.

4. MINUTES AND REPORTS

The Company Secretary drafts the minutes of the meetings of the ESG Committee. These minutes are approved by the members of the ESG Committee and shared with the members of the Board of Directors.

The chair of the ESG Committee presents the activity reports of the ESG Committee, as well as its possible recommendations on the measures to be taken, to the members of the Board and reports on the manner the ESG Committee fulfilled its mission.

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