

## Annual General Meeting

4 May 2023



Purpose & Patience

## Presenting today





## Opening of the AGM and word of the Chair

Presentation by Mr. Dominique Lancksweert Chair of the Board

S O F I N A



Our strategy

## Presentation by **Mr. Harold Boël** CEO

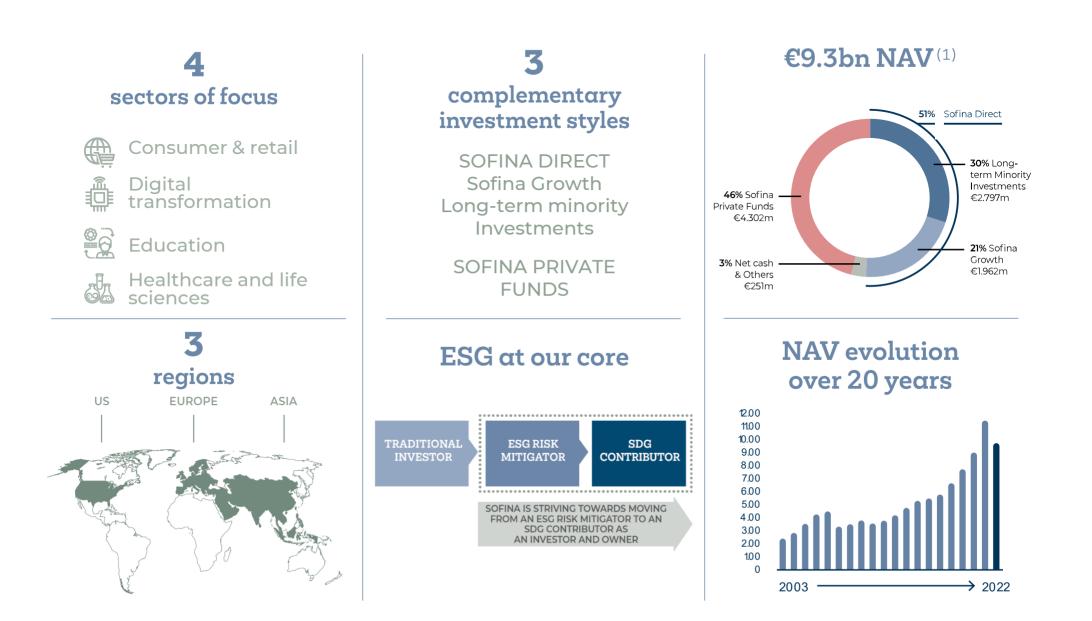


## **Our mission**



We aspire to partner with leading entrepreneurs and families, backing them with patient capital and supportive advice to foster sustainable growth of their businesses.

# Sofina at a glance



# Aligned vision and values between all stakeholders

## SHARED BELIEFS AROUND GROWTH, PURPOSE AND PATIENCE

#### SOFINA'S BELIEFS...



#### **GROWTH & INNOVATION** Belief that innovation drives economic

and societal progress

#### ...ALIGNED WITH ITS STAKEHOLDERS

#### SHAREHOLDERS

Reference shareholding family with a multi-generational mindset and an entrepreneurial background



#### TEAM

Purpose-driven "One team" incentivized on a single performance pool driving durable alignment



## 

### **PURPOSE & PATIENCE**

Belief that the full benefits of growth and innovation are achieved with a long-term investment horizon

#### **INVESTMENT PARTNERS**

Nurturing reliable relationships across cycles with trusted partners sharing similar beliefs



#### HOLISTIC VALUE CREATION

Belief that a business' long-term financial success is also tied to the societal value it creates

#### **PORTFOLIO COMPANIES**

Supporting management and owners, in times good and bad, who focus on the long-term endurance and sustainability of their businesses

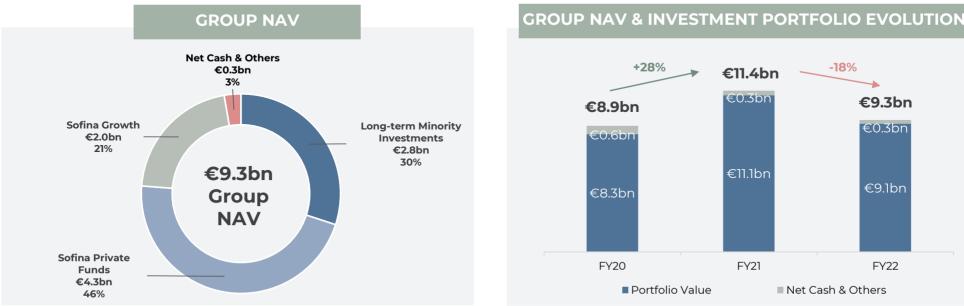


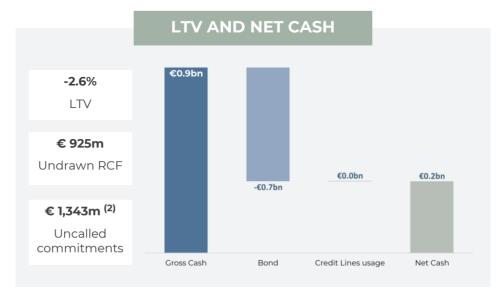


# 2022 performance

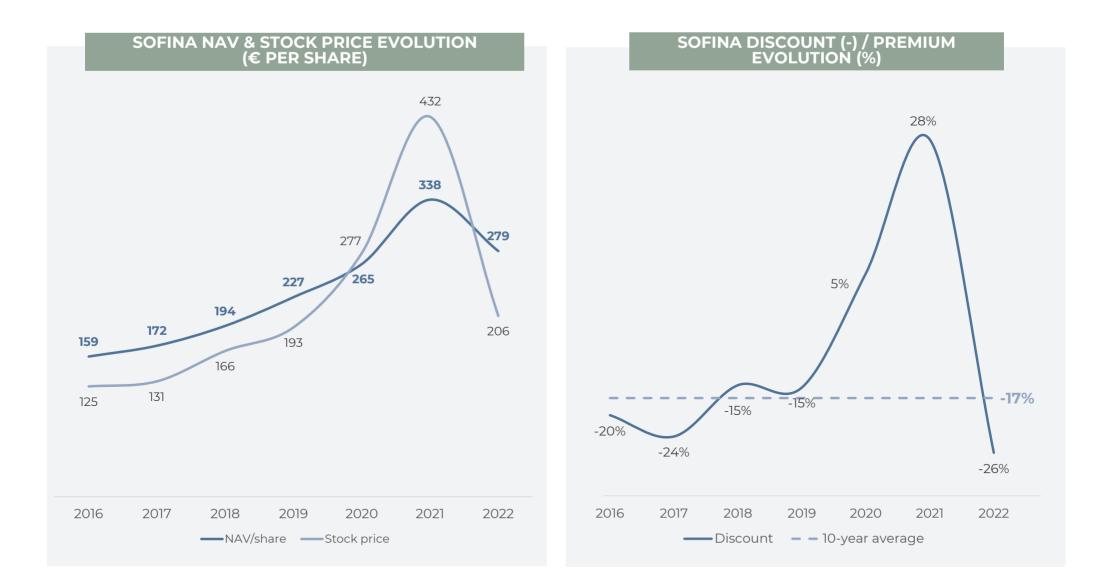
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# **Resilient performance in 2022 & strong liquidity position**<sup>®</sup>





# Sofina NAV and stock price reflects challenging 2022 environment



## Top 10 investments and GPs

### SOFINA DIRECT THE 10 LARGEST INVESTMENTS REPRESENT 27% OF THE PORTFOLIO IN TRANSPARENCY <sup>(1)</sup>

- 1 GROUPE PETIT FORESTIER
- 2 SC CHINA CO INVESTMENT 2016-A (BYTEDANCE)
- 3 COGNITA
- 4 BYJU'S
- 5 CAMBRIDGE ASSOCIATES
- 6 BIOMERIEUX
- 7 DRYLOCK TECHNOLOGIES
- 8 NUXE
- VERSE INNOVATION
- 10 MERIEUX NUTRISCIENCES

#### SOFINA PRIVATE FUNDS THE 10 LARGEST GENERAL PARTNERS REPRESENT 25% OF THE PORTFOLIO IN TRANSPARENCY <sup>(2)</sup>



- Largest investments in terms of representation in the fair value of the portfolio in transparency and following the valuation principles set in section 2.5 of the Notes to the consolidated financial statements. Listed in decreasing order of fair value as at 31 December 2022. The ranking of Sofina Direct investments does not take into consideration indirect holdings in these entities through certain partnerships of Sofina Private Funds.
- (2) Based on latest reports obtained from the General Partners until mid-March 2023. The valuation of such investments through Sofina Private Funds is therefore based either on a report as at 31 December 2022 or on a report as at 30 September 2022.



Key events 2022

Investment activities and stakeholder engagement



# What did we learn from 2022?



# The strong tailwinds of 2019-2021 have reversed, impacting the growth sector and funding has become a challenge

- Focus on portfolio companies, their cash positions and runways
- Ensure Sofina's NAV conservatively reflects latest known events within portfolio companies and tracks comparables



# Negative sentiment towards growth stories, with many people viewing the glass as half empty

- Further develop our communication to ensure investors gain a better understanding of our business model and diversified portfolio
- Host regular investor meetings and engaging with our stakeholders to identify their needs



## Not every company will emerge from the challenges, but those emerging will create enduring value

- Assess quality of the business model, ESG performance, management team and cap table
- Update risk reward return expectation

# Significant investments in our 4 sectors of focus in 2022

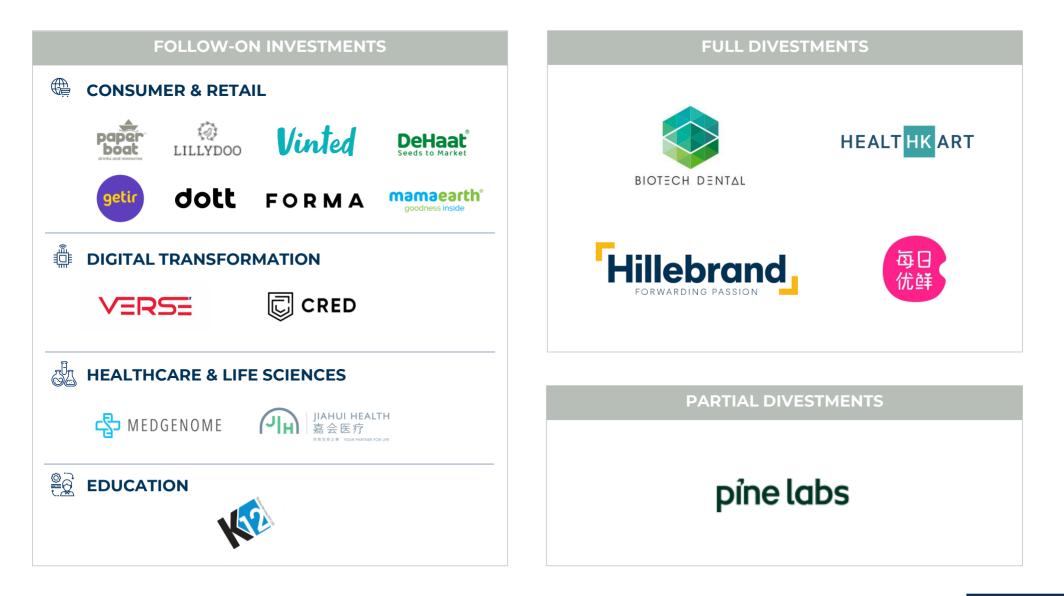
## **SOFINA DIRECT - NEW INVESTMENTS**





# Dynamic portfolio management in 2022

## SOFINA DIRECT – FOLLOW-ON INVESTMENTS, FULL & PARTIAL DIVESTMENTS



# Partnering with best-in-class investors

### SOFINA PRIVATE FUNDS PORTFOLIO – INVESTMENTS IN VENTURE AND GROWTH CAPITAL FUNDS





### DIVESTMENTS

- Non-core secondary sale of 7% of Sofina Private Funds
- In line with our strategic objectives to focus on Venture and Growth

# Stakeholder engagement

## Our people



Sofina welcomed **seven new team** members in 2022 and **13 trainees** in the Investment, Finance and ESG teams

## **Team activities**



Company-wide team building event to reconnect, diversity and inclusion workshop to raise awareness on these themes and, as part of our efforts to create a supportive work culture, well-being week

## Engaging with our shareholders and investors



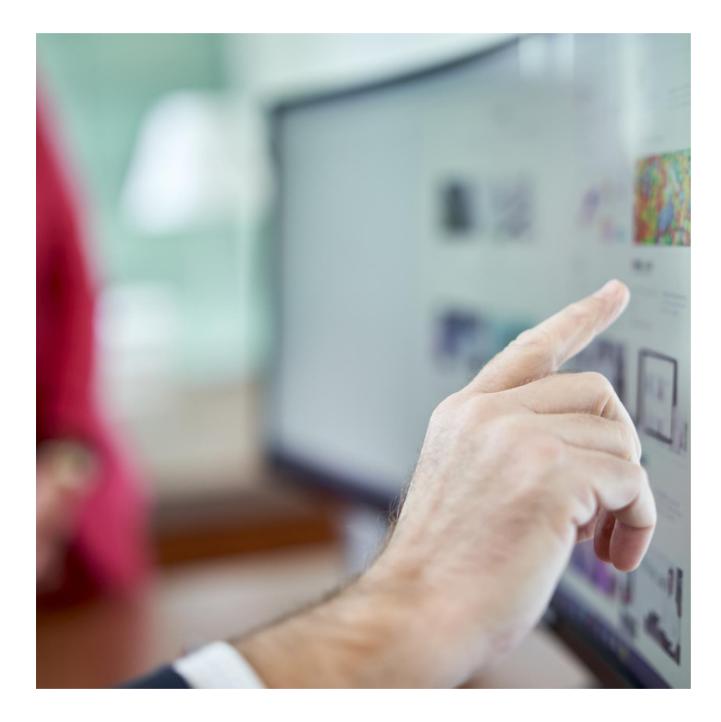
Analyst meetings post annual and half-year results, several meetings with bondholders and other investors throughout the year, participations to investor presentations and publication of our ESG brochure

## Active in our communities





Sofina supported a.o. **BEforUkraine**, a Belgian non-profit organization. Four employees participated in convoys that drove ambulances to the Ukrainian border. Two refrigerated trucks were also sent to Ukraine after having been refurbished with the sponsorship of Sofina, its family shareholders and Groupe Petit Forestier, a portfolio company

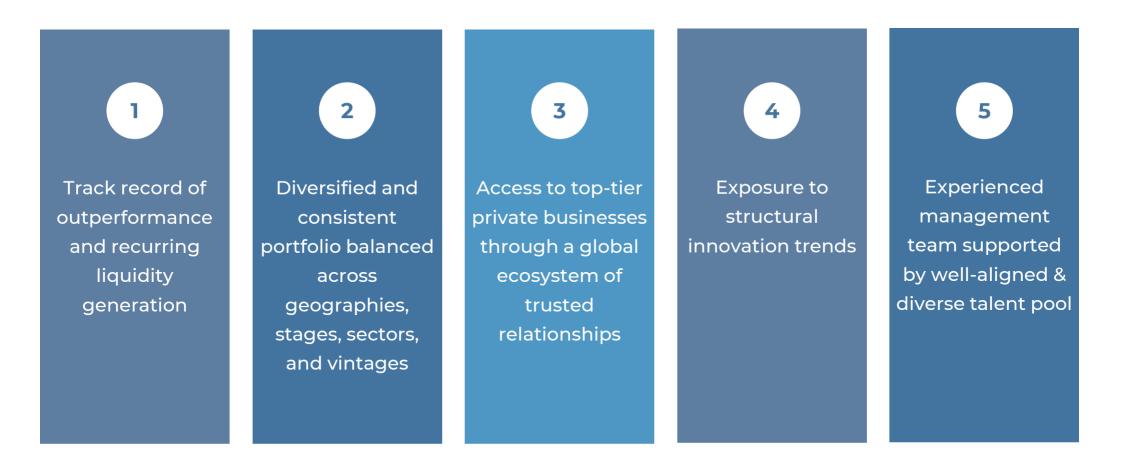


# Why invest in Sofina?

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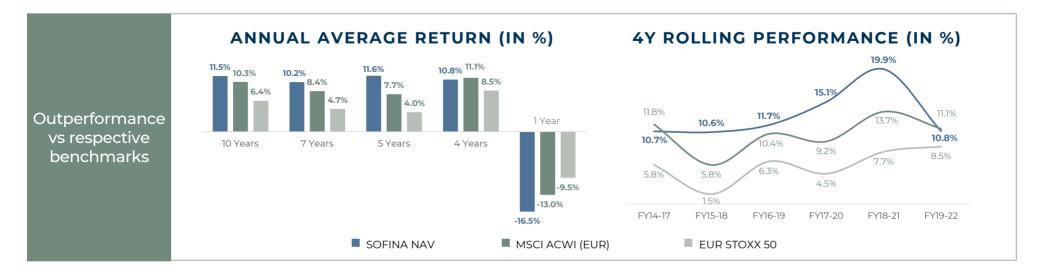
## Key investment highlights

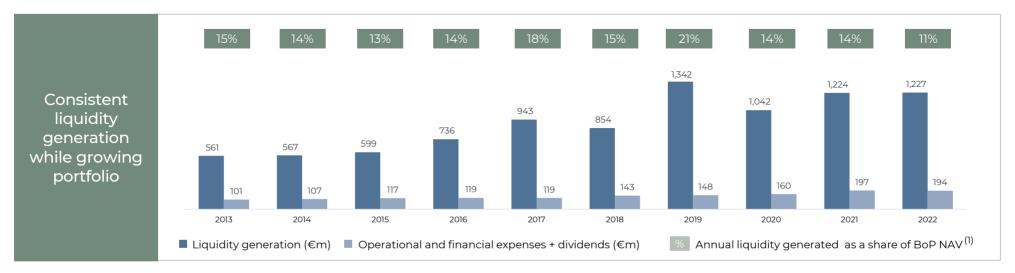
## PURPOSE AND PATIENCE DELIVERING OUTPERFORMANCE ACROSS CYCLES



# Track record of outperformance and recurring liquidity generation

### CONSISTENCY ENABLED BY A ROBUST INVESTMENT AND RISK MANAGEMENT PROCESSES

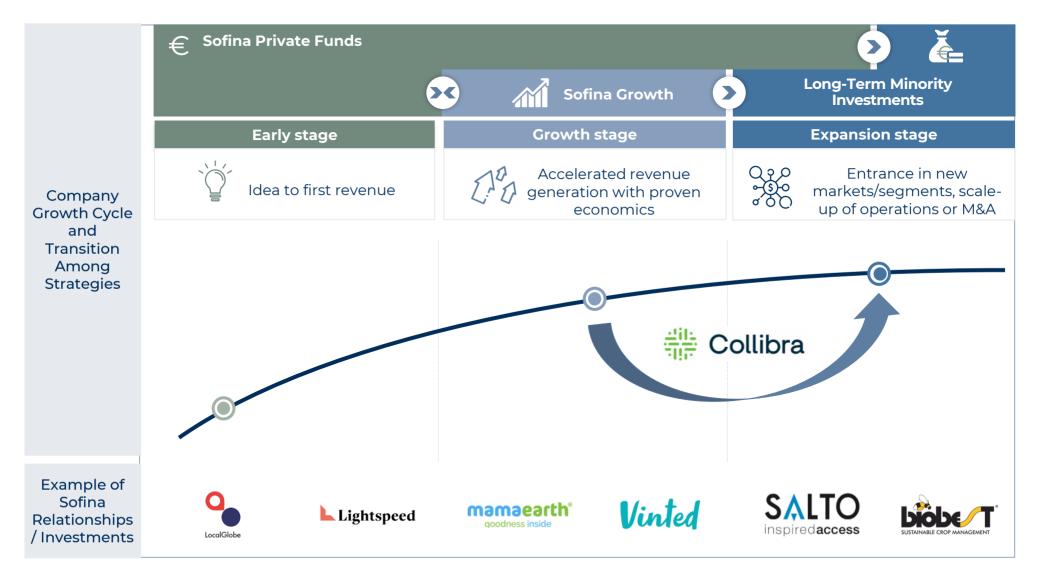




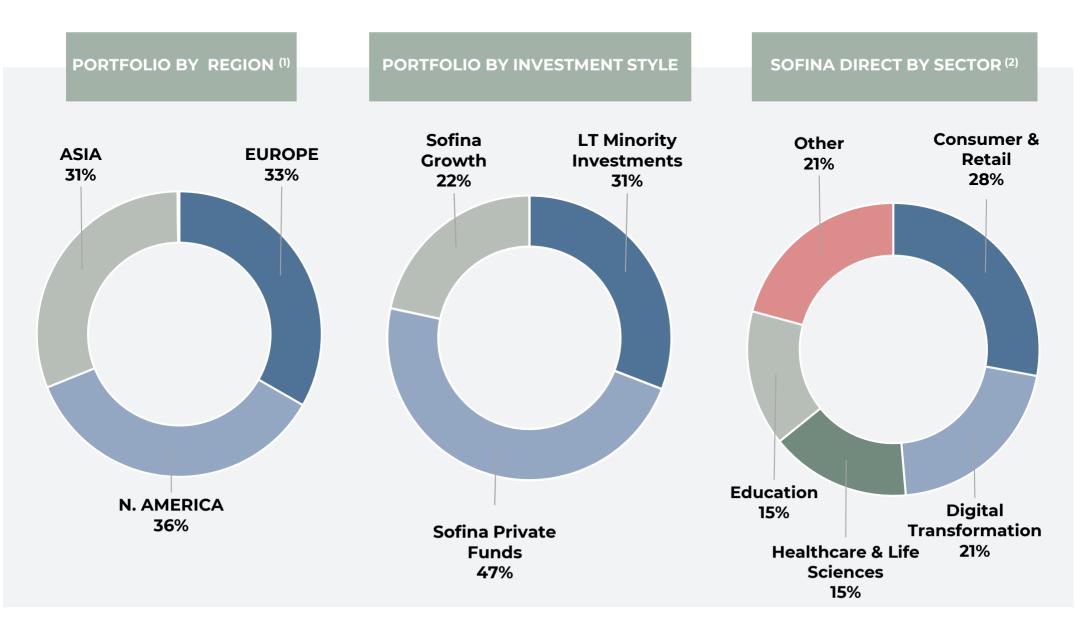
(1) Beginning of period NAV.

## Diversified and consistent portfolio balanced across geographies, stages, sectors, and vintages

### PARTNERING WITH LEADING ENTREPRENEURS AND INVESTORS ACROSS ALL STAGES OF A COMPANY LIFECYCLE



## Diversified and consistent portfolio balanced across geographies, stages, sectors, and vintages



## Exposure to structural innovation trends

### GROWING COMPANIES BOLSTERED BY INNOVATIVE & TRANSFORMATIONAL TRENDS WITH SUSTAINABLE MODELS ACROSS EU, ASIA & NORTH AMERICA

PROPRIETARY SOURCING TOOL LEVERAGING PRIVILEGED ACCESS TO KNOWLEDGE & DATA

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#### IDENTIFICATION OF EARLY-STAGE TRENDS, NOTABLY THROUGH THE PRIVATE FUNDS' PORTFOLIO

#### **CONSUMER &** DIGITAL **HEALTHCARE &** J. Ē EDUCATION RETAIL TRANSFORMATION LIFE SCIENCES Themes: Themes: Themes: Themes: **-OUR SECTORS OF FOCUS** Euture of Work Circular economy Digital Health: chronic care. Academic in school and at clinical trial design home support (K12) Food Tech & AgriTech Fintech: payments, corporate Innovative diagnostics and Professional development finance SaaS Rising Middle Class & (White & Blue Collar) devices: IVD. single cell Urbanization in Asia Data Lifecyle: modern data sequencing Talent management management Digitalization of Discovery. Outsourced services: CROs. Inspiration, and Consumption Security & Privacy Students' community tools CDMOs. clinics Affordable and Sustainable DevOps & Infra: open-source Early childhood development • Al Biotech: Al drug discovery, **Travel & Mobility** tools omics analytics Carbon Tech C **BYJU'S** 轻任酒店 # Collibra dott **CIEO** biobe/T BIOTECH DENTAL CRED **S**dailyhunt 💦 TESSIAN mamaearth<sup>®</sup> JIAHUI HEALTH 協会医疗 rohlik COGNITA DeHaat birdie ByteDance 🥠 臻格生物 Vinted twin<sup>¶</sup> vizgen Labster VERSE Typeform Skillmatics ThoughtSpot

**BACKING FUTURE-PROOF BUSINESSES WITH POSITIVE SOCIETAL IMPACT** 

# Experienced management team supported by well-aligned & diverse talent pool

# DEEP BENCH WITH RELEVANT SKILLS AND DIVERSITY TO EXECUTE INVESTMENT STRATEGY



#### **EXECUTIVE COMMITTEE**



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# EGM 2023

Presentation by Mr. Dominique Lancksweert Chair of the Board



## EGM 2023

An EGM was held prior to this AGM, with the following agenda:



 Granting the Board of Directors with the authority to increase the share capital of the Company subject to certain conditions.

This will provide Sofina with additional financial flexibility to finance new investment opportunities, in line with its growth strategy.



 Changing the statutory date of the Annual General Meeting of Shareholders to move it from the first Thursday of May to the second Thursday of May.

Both decisions were approved.





Presentation by **Ms. Anja Langenbucher** Chair of the ESG Committee

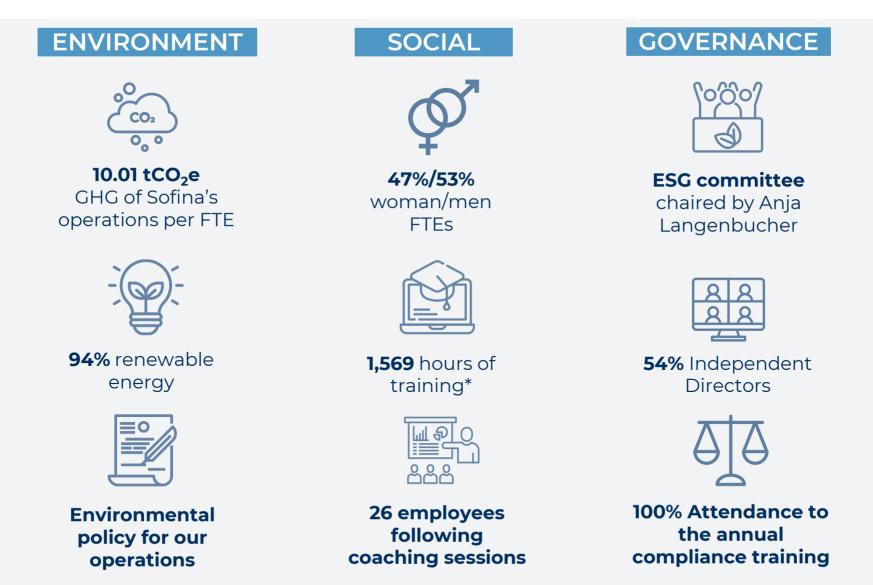


# ESG at the core of our operations and investment philosophy





## **SOFINA'S OPERATIONS IN 2022**





### INVESTMENT PROCESS AS WELL AS PORTFOLIO MANAGEMENT ANCHORED WITHIN SOFINA'S ROLE AS AN SDG CONTRIBUTOR



Key performance indicators – Responsible investor	2022	2021
% of investment opportunities having been subject to the ESG framework (Sofina Direct and Sofina Private Funds)	100%	100%
% of Sofina Direct invested in SDG contributors (portfolio in transparency)	29%	21%
% of Sofina Direct working on a sustainability roadmap (portfolio in transparency	40%	0%



## SDG MAPPING OF THE SOFINA DIRECT PORTFOLIO





## Corporate Governance Statement 2022

## Presentation by Mr. Wauthier de Bassompierre

Member of the Executive Committee and General Counsel



# **Explains - Corporate Governance Statement 2022**

REF. GC CODE 2020	RECOMMENDATION OF THE CODE		EXPLAIN
3.9	Number of board and board committee meetings and individual attendance record of board members to be disclosed in the CG Statement.	•	Average attendance rate disclosed, individual degree of attendance not relevant according to the Company. The Board of Directors and its Committees function as collegial bodies. The contribution made by Directors is assessed on quality, meetings are only the visible part of their contribution. The availability of the Directors for interactions with the Chair, the CEO or the management and their proposals are equally important.
4.19	Majority of members of the Nomination committee should be independent non- executive board members.	•	Standard agora where the reference shareholder intends to be represented or the experience of Directors provides important added value.
7.6	Non-executive board members should receive part of their remuneration in the form of shares in the company.	•	Non-executive Directors are invited to acquire Sofina shares representing the gross equivalent of one year of gross Board fees. Six of the twelve non-executive Directors responded to this invitation.

# **Explains - Corporate Governance Statement 2022**

REF. GC CODE 2020	RECOMMENDATION OF THE CODE	EXPLAIN
7.9	The board should set a minimum threshold of shares to be held by the executives.	<ul> <li>Executives are sufficiently financially exposed through the number of Sofina stock options that they are granted annually.</li> </ul>
7.12	The contracts of the CEO and other executives to provisions enabling the company to recover variable remuneration paid or withhold the payment of variable remuneration.	<ul> <li>T&amp;Cs governing the PSUs and the Stock Options both provide for the loss of future economic benefits in certain circumstances such as serious negligence or willful or serious misconduct.</li> </ul>
9.1	The board should assess at least every three years its own performance and its interaction with the executive management, as well as its size, composition, functioning and that of its committees.	• A Board assessment was launched in 2022 with the help of an external consultant. This review has not been completed within the three years of the last Board assessment that took place in 2018-2019, as it was discussed in the first quarter of 2023. This delay is mainly due to the scope of the assessment which has been broadened to unlock the maximum effectiveness of the Board.



## Appointment of Directors

Presentation by Mr. Dominique Lancksweert Chair of the Board



## **Appointment of Directors**



#### **RAJEEV VASUDEVA**

- Independent director at Brookfield Infrastructure Partners and director at Marico Industries and Pidilite Industries.
- Previously partner and CEO at Egon Zehnder.
- Holds a Bachelor of Arts in Economics from the University of Delhi, a Bachelor of Laws from the University of Delhi and an MBA from the University of Michigan.



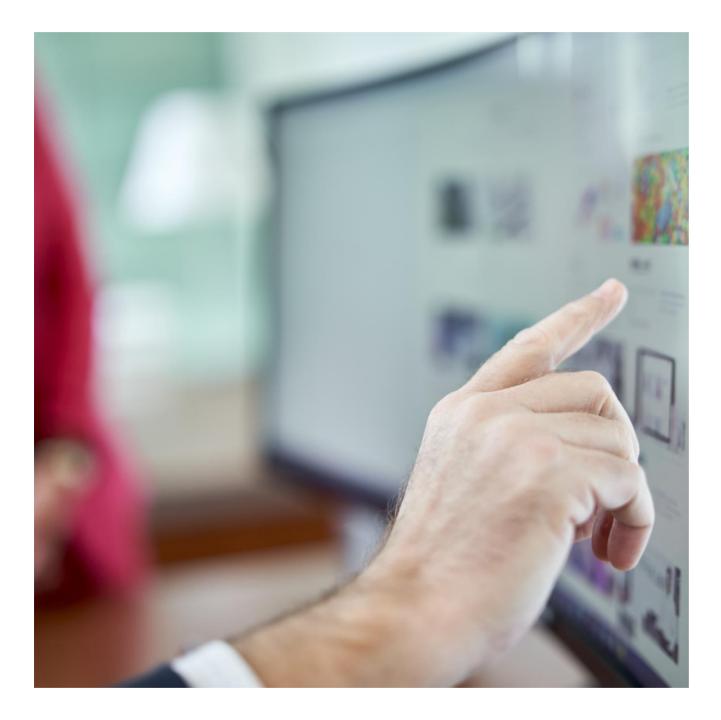
#### LESLIE TEO

- Senior director at AI Singapore, independent director at Coinbase Singapore and Lion Global Investors and Industry Advisor to Sygnum.
- Previously economist at the International Monetary Fund (IMF) and at the Monetary Authority of Singapore and chief economist of the GIC.
- Holds a Bachelor in Liberal Arts & Economics from the University of Chicago, a PhD in Economics and Finance from the University of Rochester and a Master of Information and Data Science from the University of California.



#### FELIX GOBLET D'ALVIELLA

- Business development coordinator asset management at Kois Invest.
- Previously held multiple positions at GL events, private equity analyst at N+1 MERCAPITAL and economic journalist with AFA Press (formerly NOA).
- Holds a Bachelor of Arts in Business Economics from the Free University of Brussels, an MBA from the IESE Business School and an Executive Master in Change (EMC) from INSEAD.



## Remuneration Report

Presentation by **Ms. Catherine Soubie** Chair of the Remuneration Committee

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## Remuneration policy - overview

#### **APPROVAL PROCESS**

• The Remuneration policy was lastly approved by the Annual General Meeting held on 5 May 2022 and **will remain in force until** the Annual General Meeting of Shareholders to be held in May 2026 (unless amended prior to this date).

#### **REMUNERATION OF NON-EXECUTIVE DIRECTORS**

- Total envelope of directors' fee is determined as a lump-sum fee equal to 3% of the total amount of the net dividends granted. Board fees are therefore unrelated to Sofina's performance
- No compensation in shares but invitation to acquire Sofina shares representing one year of gross directors' fees.

## **Remuneration policy - overview**

#### REMUNERATION OF THE CEO AND OTHER MEMBERS OF THE EXECUTIVE COMMITTEE

• **Consistent with Sofina's long-term strategy**, allows long-term vision, sustainable value creation and alignment with the shareholders

FIXED PAY	LONG TERM INCENTIVE PLAN	STOCK OPTION PLAN
<ul> <li>Fixed remuneration</li> <li>Pension</li> <li>Other benefits</li> </ul>	Vesting of the PSU depends on the performance of the Adjusted Net Asset Value per Share (ANAVPS), gross dividends reinvested, vis-à-vis the MSCI ACWI over a 4-year period :	<ul> <li>Plan in accordance with the law of 26 March 1999</li> <li>Minimum period of 3</li> </ul>
	<ul> <li>no vesting of the PSU if underperformance</li> <li>linear vesting of the PSU if outperformance is between 0% and 4%</li> <li>full vesting of the PSU if outperformance of 4% (or more)</li> </ul>	years prior to vesting
	Payout = # of vested PSU x (NAVPS at end of relevant cohort + sum of gross dividends paid during the cohort)	

No requirement for members of the Executive Committee to hold a minimum of shares of the Company

## Overview of the remuneration for 2022

REMUNERATION BY THE COMPANY (in EUR)						
	CEO (individually)		Other members of the Executive Committee (collectively)			
Year	2022	2021	2022	2021		
Base salary and board fees	604,649	574,476	2,881,441	2,413,450		
Other benefits	31,076	29,496	183,311	164,570		
Total fixed gross remuneration	635,725	603,972	3,064,752	2,578,020		
Long-term incentive plan ("LTIP")	0	2,412,461	0	14,648,026		
Value of the stock options <sup>(1)</sup>	531,148	975,062	2,693,530	4,790,522		
Collective bonus	0	0	24,146	23,474		
Total variable gross remuneration	531,148	3,387,523	2,717,676	19,462,022		
Pension commitment	107,083	101,221	463,976	385,868		
TOTAL	1,273,956	4,092,716	6,246,403	22,425,909		
Proportion of fixed and variable remuneration	58.31% fixed / 41.69% variable	17.23% fixed / 82.77% variable	56.49% fixed / 43.51% variable	13.20% fixed / 86.80% variable		

COMPANY METRICS				
Year	2022	2021		
Performance of the ANAVPS <sup>(2)</sup> during the 4-year cohort	+11.0%	+20.5%		
Over/Under-performance of the ANAVPS <sup>(2)</sup> vs MSCI ACWI during the 4-year cohort	-0.1%	+6.8%		
Average annual return (1-year period)	-16.5%	+29.0%		
NAVPS at 31 December of the last year of the cohort (in EUR)	279.41	337.86		

Exercise price under the Stock Option Plans : EUR 209.94 for SOP 2022 and EUR 385.40 for SOP 2021 (1)

(2) Gross dividends reinvested.





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#### **Proposed resolutions**

#### Annual General Meeting 4 May 2023



# Agenda<sup>(1)</sup>

- 1. Reports and Annual accounts
- 2. Remuneration report
- 3. Discharge to the Directors and to the Statutory Auditor
- 4. Appointment of Directors and setting of their remuneration
- 5. Renewal of the Statutory Auditor's mandate and setting of its remuneration
- 6. Acquisition and disposal of own shares renewal of the authorisation given to the Board of Directors
- 7. Varia

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#### **Reports and annual accounts**

1.3 Approval of the statutory annual accounts of the Company at 31 December 2022, including the appropriation of the Company's result and the distribution of a gross dividend of EUR 3.24 per share <sup>(1)</sup>

	Retained earnings (in EUR)	Available reserves (in EUR)
Balance at 31/12/2021	1,028,773,561	1,400,000,000
Changes in treasury shares		-28,388,055
Other movements of the year	6,769,865	
Result of the year	-256,985,981	
Total result to be appropriated	778,557,445	
Gross dividend of EUR 3.24 per share	-110,970,000	
Directors	-2,330,370	
Balance at 31/12/2022	665,257,075	1,371,611,995
Variation	-363,516,486	-28,388,005

 Since the treasury shares held by Sofina SA are not entitled to a dividend, the total dividend amount depends on the number of treasury shares held by Sofina SA on 11 May 2023 (i.e. the trading day before the ex-date). Accordingly, the resolution also includes an authorisation to the CEO to record the final total dividend amount (and the resulting changes to the director's fees and result appropriation) in the statutory financial statements.

### **Remuneration report**

2.2 Approval of the Remuneration report relating to the financial year 2022.

The vote on the Remuneration report is advisory.

#### **Discharge to the Directors**

3.1 Discharge by special vote to the Directors for any liability resulting from the fulfilment of their mandate during the financial year 2022

#### **Discharge to the Statutory Auditor**

3.2 Discharge by special vote to the Statutory Auditor for any liability resulting from the fulfilment of its mandate during the financial year 2022

4. Appointment of Directors

4.1 Appointment of Mr. Leslie Teo as Independent Director for a period of three years

4.2 Appointment of Mr. Rajeev Vasudeva as Independent Director for a period of three years

4.3 Appointment of Mr. Felix Goblet d'Alviella as Director for a period of three years Renewal of the mandate of the Statutory Auditor

5. Renewal of the Statutory Auditor's mandate and setting of its remuneration

Acquisition and disposal of own shares

6. Acquisition and disposal of own shares – renewal of the authorisation given to the Board of Directors



## Closing remarks

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