



Sustainable Investment Committee Charter

During its meeting on August 22, 2005, the Board of Directors set up an Investment Committee, which changed its name on January 20, 2021 to the Strategy and Transformation Committee and extended the scope of its missions. On February 14, 2024, the Board decided to rename it as the Sustainable Investment Committee and review its remit.

The Charter has been amended to notably ensure compliance with French legislation, European regulations and the new recommendations from the AFEP-MEDEF Code.

The Board of Directors has therefore defined the Sustainable Investment Committee's remit as follows: reviewing the development strategy and ensuring that acquisitions and disposals are aligned with it.

In accordance with the Board of Directors' rules of procedure, the Sustainable Investment Committee has consolidated and clarified its organizational and operational guidelines.

The Sustainable Investment Committee has therefore drawn up this Charter, which presents the organizational and operational guidelines and the responsibilities and missions set by the Board of Directors, and it has also incorporated the good corporate governance principles that the Company has decided to implement.

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I. Sustainable Investment Committee organization and operations:

1.1. Composition:

The Sustainable Investment Committee is made up of at least three members, appointed by the Board of Directors, including the Chairman of the Board of Directors and the Chief Executive Officer, if he/she is a Director. The majority of its members are independent Directors, as defined by the criteria proposed by the AFEP-MEDEF Code.

Each Committee is chaired by an independent Director.

The members are appointed in a personal capacity and cannot be represented by others.

The Sustainable Investment Committee members serve for a fixed term of office set by the Board of Directors, although they may resign or the Board may ask them to stand down before the end of this period.

1.2. Meetings:

The Sustainable Investment Committee meets at least three times a year, as convened by its Chairman, who may organize any additional meetings when required.

The Committee may also meet at any other time when requested by at least half of its members or if requested by the Chairman of the Board of Directors or Executive Management. Meetings are held at any location indicated in the notice to attend distributed by any means by the Committee Chairman or, in his/her name, by any person appointed by the Chairman. The Chairman or his/her delegated representative prepares an agenda for each meeting that is provided to each Committee member in advance.

Meetings are chaired by the Committee Chairman. If the Committee Chairman is absent, the Committee appoints, for each session, one of its members who is present to chair the meeting.

The Committee members attend all the meetings, with the option if they are unable to attend in person to take part via a conference call or videoconference or using any other telecommunications resources making it possible to identify the members concerned and guarantee their effective participation in meetings.

The Committee is considered to have met under valid conditions if at least half of the members participate in it.

The Committee's opinions are based on a simple majority of the Committee members who are present, while the Committee Chairman or, if applicable, the chairman of the meeting has a casting vote in the event of a tied vote.

The minutes of each meeting will be drawn up under the authority of the Committee Chairman, or the chairman of the meeting if applicable, and sent to the Committee members. They are also made available to all Board members once they have been approved by the Committee.

The Committee Chairman or, if applicable, the chairman of the meeting presents a report to the Board of Directors on the Committee's work, research and recommendations, and the Board of Directors has full responsibility and discretion to decide on the next steps that it intends to take based on them.

1.3. Resources:

1.3.1. The Committee is able to count on the cooperation and participation of all of Mercialys' operational and functional departments, and specifically the investment and divestment, finance, sustainable development, asset management and lettings departments.

1.3.2. The Committee has the material and financial resources required to perform its mission, with the corresponding costs covered by the Company.

1.3.3. Each Sustainable Investment Committee member is entitled to reimbursements for expenses incurred in connection with their mission. The Board of Directors may also decide to award specific or exceptional remuneration to the Committee members.

1.4. Committee's powers:

1.4.1. The Committee is authorized to obtain any information that it considers necessary regarding the Company and its subsidiaries from the executives and their employees. It also has the right to contact and organize any meetings required with executives from the Company and its subsidiaries after notifying Executive Management beforehand.

1.4.2. The Committee is authorized to request any advice or opinions from any external experts or consultants if it considers this necessary.

The Committee may invite the consultants or experts of its choice to attend its meetings. It may also decide to invite any other people of its choice to its meetings as required. Only the Committee's members can take part in its deliberations.

1.4.3. Under the Committee's remit, it cannot be delegated any powers awarded to the Board of Directors by the law or the articles of association and cannot reduce or limit Executive Management's powers in any way.

Within this framework, the Committee issues opinions and recommendations when it considers this relevant, but it does not have any power to take decisions in its own name or on behalf of the Board of Directors.

II. Sustainable Investment Committee's missions and remit:

2.1. The Committee's mission is to review the development strategy of the Company and its subsidiaries, and to ensure that acquisitions and disposals are aligned with it. In this respect, the Committee is provided with regular updates on the strategy and proposed investments or disposals, which it reviews in order to issue an opinion on each of the projects submitted for prior authorization by the Board of Directors.

2.2. The Committee takes into account the aspects relating to corporate social responsibility when reviewing strategic projects, whether they concern operational activities, investments or disposals. It ensures that environmental, social and governance (ESG) due diligence is carried out for investments and disposals.

2.3. The Committee also reviews and issues an opinion on the investment plan.

2.4. The Committee carries out any analysis, research or missions on subjects within its area of responsibility.

2.5. The Committee reviews the environmental performance certification of assets .

2.6. Procedure for a prior review of agreements with related parties:

The Committee is called on to review, before they are set up, certain agreements or operations between the Company or one of its fully-owned subsidiaries (“**Subsidiary**”)¹ on the one hand, and a related party on the other hand, as stipulated in the charter for related-party agreements, whose terms regarding the Sustainable Investment Committee are considered to be incorporated by reference to this Charter.

The Committee’s mission, based on the information submitted by Executive Management for each agreement and/or operation concerned, is to assess the transaction’s balance and alignment with the procedure followed in order to approve the corresponding terms.

The Committee issues an opinion, which is submitted to Executive Management and made available to the Board of Directors.

2.7. Sustainable Investment Committee’s opinions and reports for the Board of Directors:

The Committee provides the Board of Directors with opinions and recommendations, notably regarding the planned investments and divestments, and the annual investment budget.

When relevant, it also presents the reports, studies or other investigations that it has carried out.

2.8. Sustainable Investment Committee’s other missions:

2.8.1. The Committee may carry out any other mission relating to its role under this Charter as requested by the Board of Directors.

2.8.2. The Committee regularly checks that the missions assigned to it under this Charter are carried out under satisfactory conditions. It regularly assesses this Charter’s suitability in relation to the requirements and guidelines defined by the Board of Directors.

¹ “Subsidiary” refers to any company in which Mercialis holds all the shares after deducting the minimum number of shareholders required for certain forms of companies, as well as the number of shares held by the Group’s employees and executives within the limit of 5%.

III. Responsibility of Committee members:

In connection with their missions, the Sustainable Investment Committee members do not assume any other legal responsibilities in addition to their responsibilities as members of the Board of Directors.

IV. Confidentiality:

The Committee members and any people associated with them are bound by a strict duty of confidentiality as defined by the Board of Directors' rules of procedure in section 19.

V. Approval of the Sustainable Investment Committee Charter:

This Charter was approved by the Board of Directors during its meeting on December 1, 2005 and its latest update was approved on February 14, 2024.

The Board of Directors reserves the right to modify, supplement or amend the Charter, if necessary, as requested by the Sustainable Investment Committee or on its own initiative.
