

**KLÉPIERRE**

A French joint-stock corporation (*société anonyme*) governed by an Executive Board and a Supervisory Board,  
with share capital of €401,605,640.80

Registered office: 26, boulevard des Capucines, 75009 Paris (France)

Registered with the Paris Trade and Companies Registry under number 780 152 914  
(the “**Company**”)

**RULES OF PROCEDURE  
OF THE SUPERVISORY BOARD  
AND SPECIALIZED COMMITTEES**

*Updated on July 29, 2025*

## **SECTION I**

### **RULES OF PROCEDURE OF THE SUPERVISORY BOARD**

The purpose of these rules of procedure (the “**Rules**”) is to define and stipulate, in addition to the statutory, legal and regulatory provisions in force, the organization and operating methods of the Company’s Supervisory Board (the “**Supervisory Board**”). They also define the rights and obligations of all Supervisory Board members.

The Rules apply to all members of the Supervisory Board and, where applicable, to all participants in Supervisory Board meetings.

If the Supervisory Board member is a legal entity, the provisions of these Rules apply, under the terms of Article L. 225-76 of the French Commercial Code, to its permanent representative as if they were a Supervisory Board member in their own name, without prejudice to the obligation of the legal entity they represent to comply with the obligations stipulated in the Rules.

#### **Article 1**

##### **Chairman – Secretary**

The Supervisory Board sets the term of office of the Chairman and Vice-Chairmen, which may not exceed their term of office as Supervisory Board members. In the event of absence, the Chairman and Vice-Chairman are replaced by the oldest Supervisory Board member present.

The Chairman and Vice-Chairman may be re-elected.

The Chairman organizes and directs the work of the Supervisory Board. They ensure that the Company’s governing bodies operate smoothly, and in particular that Supervisory Board members are able to fulfill their duties.

The Supervisory Board sets out the duties of its meeting secretary (the “**Secretary**”), which it may terminate at any time. All Supervisory Board members may consult the Secretary. They are responsible for all procedures relating to the physical organization of the Supervisory Board and its Committees.

#### **Article 2**

##### **Meetings**

The Supervisory Board meets as often as the company’s interest requires, and at least four times a year, pursuant to Article L. 225-68 of the French Commercial Code, to examine the quarterly report presented by the Executive Board.

Notices of meetings, which may be transmitted by the Secretary of the Board or the Chairman, in accordance with the Company’s bylaws, may be sent by any means, including electronically.

Members of the Supervisory Board may participate in the Board's deliberations by a means of telecommunication providing for their identification and guaranteeing their effective participation, i.e., at the least transmitting participants' voices and satisfying technical characteristics to allow for the continuous and simultaneous broadcast of deliberations.

Decisions of the Supervisory Board may also be taken by written consultation according to the procedures set out in the Company's bylaws.

An attendance register signed by the members of the Supervisory Board who attended the meeting, in their own name or on behalf of other Supervisory Board members they represent, is maintained at the registered office. Any proxies, which may be sent by mail or any other means of telecommunication, are appended to the attendance register.

### **Article 3**

#### **Minutes**

Minutes are drawn up for each meeting, listing the names of Supervisory Board members who are present, excused or absent. The minutes record the attendance or absence of the persons convened to the Supervisory Board meeting by virtue of a legal provision, and the presence of any other person who attended all or part of the meeting. The minutes summarize the debates and questions raised, mention the decisions taken and reservations expressed, and, where applicable, record the obligation of discretion incumbent on those present at the meeting.

Minutes are also drawn up for each written consultation, setting out not only the agenda items, but also the procedures of the consultation in accordance with the Company's bylaws, and the results of the votes cast by all Supervisory Board members.

Minutes are recorded either on a paper register (numbered and initialed) kept at the registered office, or in an electronic register.

The Chairman of the Supervisory Board, the Vice-Chairman of the Supervisory Board, a member of the Executive Board and the Secretary of the Supervisory Board are authorized to certify copies or extracts of the minutes of meetings.

## **Article 4**

### **Exercise of powers by the Supervisory Board**

1. In accordance with Article L. 225-68 of the French Commercial Code, each year the Supervisory Board sets an overall cap for the guarantees that the Executive Board may grant on behalf of the Company for commitments made by a third party other than an entity controlled by the Company, in the form of warranties, endorsements or guarantees, or an amount above which each of these commitments may not be made. Exceeding the overall cap or the maximum amount set for a single commitment requires special authorization from the Supervisory Board.

The Supervisory Board may also grant this authorization to the Executive Board:

- a) on an overall basis without any limit on the amount to guarantee commitments made by controlled entities within the meaning of Article L. 233-16-II of the French Commercial Code, subject to a report made to the Supervisory Board by the Executive Board at least once a year; and
  - b) with regard to tax and customs authorities, with no limit on the amount.
2. The following decisions of the Executive Board are subject to the prior authorization of the Supervisory Board, by way of internal order:
    - a) Proposed appropriation of net income for the fiscal year ended;
    - b) Transactions likely to affect the strategy of the Company and its Group, and to modify their financial structure and scope of activity, without prejudice to the powers that may be restricted to the Executive Board or the General Meeting by law or the Company's bylaws, with regard to bond issues in accordance with Article L. 228-40 of the French Commercial Code;
    - c) The issue of securities, of any nature whatsoever, likely to entail a modification in the share capital;
    - d) The following transactions to the extent that they each exceed €25,000,000 or the foreign-currency equivalent, on a Group share basis, and excluding duties and taxes:
      - i) The direct or indirect acquisition or sale of any assets (including immovable property and holdings), with the exception of all transactions between Klépierre Group entities. In the event of a disposal, the value used is that of the last known appraisal;
      - ii) To develop new real estate;
      - iii) In the event of a dispute, the signing of any agreements and settlements, and the acceptance of any arrangement.
  3. The authorization by the Supervisory Board referred to in paragraph 2 gives rise to the inclusion of this item on the agenda of a Supervisory Board meeting.

Prior authorizations given to the Executive Board by the Supervisory Board pursuant to paragraph 2 hereinabove are recorded in the minutes of meetings of the Supervisory Board.

4. By delegation of authority, the Chairman of the Supervisory Board also has the power to authorize solely transactions covered by sub-paragraphs (i) and (ii) of paragraph 2 hereinabove provided that they do not individually exceed €50,000,000 or the foreign-currency equivalent, on a Group share basis, and excluding duties and taxes.

Prior authorization from the Chairman of the Supervisory Board must be obtained in writing by the Chairman of the Executive Board or, by delegation from the Chairman of the Executive Board, by any other member of the Executive Board.

The Chairman of the Supervisory Board notifies the Chairman of the Executive Board of any prior authorization.

In the event of delegation, the Chairman of the Supervisory Board reports on a regular basis on the prior authorizations given to the Executive Board pursuant to paragraph 4.

## **Article 5**

### **Specialized Committees**

The Supervisory Board may decide to set up any Specialized Committee and determine the rules of procedure.

The Supervisory Board has created a Nomination and Compensation Committee, an Audit Committee, an Investment Committee and a Sustainable Development Committee (the **“Committees”**).

Committee members are chosen from among Supervisory Board members.

The role of the Committees is to study and prepare certain Supervisory Board deliberations, and to submit their opinions, proposals or recommendations to the Supervisory Board. The Supervisory Board may review the membership of the Committees at any time. Secretarial support for the Committees is provided by persons appointed by, or in agreement with, the Chairman of each Committee.

After informing the Chairman, the Committees may, in the performance of their duties, carry out or commission, at the Company's expense, any studies likely to inform the Supervisory Board's deliberations, and interview the Statutory Auditors. In the event that the Committees use the services of external advisors, they ensure that they are objective. They report on the advice they receive.

The Chairman of each Committee makes an oral or a written report to the Supervisory Board on the Committee's work, opinions or recommendations. A description of the activities of these Committees is included each year in the Company's corporate governance report.

## **Article 6**

### **Compensation**

The compensation allocated to each Supervisory Board member, up to the amount set by the General Meeting, is determined as follows:

1) Attendance at Supervisory Board meetings

- Allocation of a fixed annual sum of €22,000 to the Chairman;
- Allocation of a fixed annual sum of €22,000 to the Vice-Chairman;
- Allocation of a fixed annual sum of €12,000 to each member; and
- Allocation of €224,000 to be distributed among Supervisory Board members (excluding the Chairman and Vice-Chairman) based on attendance record at Supervisory Board meetings.

2) Attendance at Committee meetings

- Allocation of a fixed annual sum of €22,000 to the Chairs of the Audit Committee, the Investment Committee, the Nomination and Compensation Committee and the Sustainable Development Committee; and
- Allocation of €224,000 to Committee members (excluding the Committee Chairman), based on attendance record at Supervisory Board meetings.

The compensation set out above is prorated to take into account the effective duration of the term of office during a given fiscal year.

Compensation is paid annually after the variable payment attributable to each member of the Supervisory Board is determined.

Supervisory Board members may also obtain the reimbursement from the Company of all reasonable costs and expenses arising from the exercise of their duties, subject to providing the necessary supporting documentation.

## **Article 7**

### **Obligations of Supervisory Board members**

*1. Shareholding obligation*

Each member of the Supervisory Board, whether an individual or a legal entity, as well as any permanent representative of a legal entity member, undertakes to hold at least the number of shares specified under the conditions set forth in the bylaws of the Company. If, when they are appointed, a member does not own the number of shares required or if, during their term of office, they cease being the owner thereof, they shall be deemed to be automatically resigning if they have not regularized their situation within six months.

As an internal principle, to reflect their commitment to the Company's governance, each independent member must also hold, within one year of their appointment, a number of shares equivalent to €25,000, corresponding to approximately one year's compensation received as a member of the Supervisory Board. If, in the year following their appointment, an independent member does not own the number of shares required, they shall be deemed to be automatically resigning if they have not regularized their situation within six months.

The member must refrain from carrying out any transactions on the Company's shares, in application of inside trading rules, and declare to the French financial markets authority (*Autorité des marchés financiers* – AMF) any acquisitions, sales, subscriptions or exchanges of the Company's shares, as well as any transactions carried out on related financial instruments, in accordance with the legal and regulatory requirements in force. The Company shares held by the member must also be registered (pure or administered).

## *2. Conflict of interest*

Supervisory Board members inform the Supervisory Board of any conflict of interest, even potential, with the Company and refrain from participating in the debate and voting on the corresponding resolution. Information and documents relating to the issue in question are not passed on to Supervisory Board members with a declared conflict of interest.

## *3. Confidentiality*

All matters discussed at Supervisory Board meetings and all information gathered in connection with such matters are strictly confidential, without exception, even if they have not been presented as such.

Members of the Supervisory Board, and any person invited to attend Supervisory Board meetings, are bound by an obligation of confidentiality that goes beyond mere discretion, and as such agree in particular:

- not to mention this information to a third party or give it to a third party for any reason whatsoever;
- not to reveal the internal deliberations of the Supervisory Board or the opinions expressed by any of its members; and
- to take all necessary measures to ensure that the confidentiality of information is preserved, in particular by guaranteeing the security of files or documents they are sent.

With the prior agreement of the Chairman of the Supervisory Board, a permanent representative of a legal entity that is a member of the Supervisory Board may disclose information discussed at Supervisory Board meetings to the legal entity that appointed them, in particular to its legal representative.

The confidential nature of the information ceases from the moment it is published externally by the Company in a press release, to the extent of the information thus communicated.

## **Article 8**

### **Selection procedure for members of the Supervisory Board**

On the recommendation or opinion of the Nomination and Compensation Committee, the Supervisory Board reviews its membership and that of its Committees on a regular basis, and at least once a year, in particular for terms of office due to expire each year.

The selection procedure for independent members, led by the Nomination and Compensation Committee, takes into account the general principles and criteria set out in the succession plan for the Supervisory Board.

The selection procedure is applied when the terms of office of independent members are renewed, or when new independent members are appointed in the event that one or more seats become vacant, or when the Supervisory Board decides to modify or expand its membership.

The Nomination and Compensation Committee assesses the appropriateness of renewing the terms of office of independent members, taking into account the desired balance in the membership of the Supervisory Board and its Committees, as well as their attendance at governance meetings and their effective contribution to their work. Following this assessment, the Chairman of the Nomination and Compensation Committee asks independent members, where appropriate, whether they wish to renew their terms of office, within a reasonable timeframe before they expire. The Nomination and Compensation Committee makes a recommendation to the Supervisory Board. On the recommendation of the Nomination and Compensation Committee, the Supervisory Board submits to the next Annual General Meeting of Shareholders any renewals of the terms of office of independent members that are due to expire.

To recruit new independent members, the Supervisory Board tasks the Nomination and Compensation Committee with recommending candidates. The Nomination and Compensation Committee defines the skills sought in the future member, taking into account the Supervisory Board's succession plan and the skills of existing Supervisory Board members. The Nomination and Compensation Committee performs its own review of potential candidates, where necessary with the help of a specialist firm, before they are approached. Candidates shortlisted by the Nomination and Compensation Committee are interviewed by the Chairman of the Supervisory Board, the Executive Board and, as far as possible, by other Board members. On this occasion, after presenting the Company's expectations and the rights and duties of each member, they also verify their availability, absence of convictions, family ties and conflicts of interest, and compliance with the rules on cross-directorships. At the end of this process, the Nomination and Compensation Committee selects the candidate(s) to be presented to the Supervisory Board, and substantiates its choice(s). On this basis, the Supervisory Board selects the final candidate. The appointment of the member selected by the



Supervisory Board, or the ratification of their co-option in the event of provisional appointment by the Supervisory Board, is subject to the approval of the General Meeting of Shareholders.

## **Article 9**

### **Assessment**

The Supervisory Board conducts an assessment of its ability to meet shareholders' expectations by periodically assessing its membership, organization and operating methods, as well as those of its Committees.

This assessment has three objectives:

- Reviewing the operating methods of the Supervisory Board;
- Verifying that important matters are properly prepared and discussed;
- Assessing the effective contribution of each member to the Supervisory Board's work.

The assessment is carried out as follows:

- Once a year, the Supervisory Board discusses its operating methods based on the work of the Nomination and Compensation Committee;
- A formal assessment is carried out at least every three years.

The three-year assessment can be carried out with the help of an external consultant. Shareholders are informed each year in the corporate governance report of the assessments carried out and of any follow-up action taken.

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## **SECTION II**

### **RULES OF PROCEDURE OF THE INVESTMENT COMMITTEE**

On July 21, 1998, the Supervisory Board created the Investment Committee.

The provisions of this section set out the responsibilities and operating rules of the Investment Committee, as determined by the Supervisory Board.

#### **Article 1**

##### **Membership of the Investment Committee**

The Investment Committee must have at all times at least three members (including the Chairman), selected by the Supervisory Board among its members by simple majority for their term of office (or the remainder thereof) as Supervisory Board members (as may be reappointed).

Should a member of the Investment Committee (including the Chairman) step down, for any reason whatsoever, they shall not receive a severance payment or any other compensation from the Company. Should any member of the Supervisory Board cease to be such for any reason whatsoever, they shall also automatically cease to be a member of the Investment Committee (including as Chairman).

A member of the Investment Committee may step down from his or her duties as such subject to three months' notice (unless such notice is waived or a shorter notice period is mutually agreed to with the Supervisory Board by simple majority).

Unless the Supervisory Board decides otherwise, a member of the Investment Committee who ceases to be such (including as Chairman) shall not cease to be a member of the Board.

An executive corporate officer may not be a member of the Investment Committee. They may, however, be invited to attend meetings at the request of the Investment Committee.

#### **Article 2**

##### **Responsibilities of the Investment Committee**

The Supervisory Board mandates the Investment Committee to issue recommendations, opinions and proposals to the Board on investment and asset rotation matters, and more generally, on all matters referred to it by the Chairman of the Board concerning investments and asset rotation, provided that the following transactions individually exceed €25,000,000 or the foreign-currency equivalent, on a Group share basis, excluding duties and taxes.

In terms of asset rotation, with the exception of transactions carried out within the Klépierre Group, the Committee reviews projects for:

- The disposal of real property assets or equity investments, it being specified that the value used for disposals is that of the last known appraisal; and
- The creation of sureties on corporate assets, excluding mortgages.

In terms of investments, it reviews projects for:

- The acquisition of real property assets or of equity investments in any company that has been or is to be created, except any companies in the Klépierre Group to which property assets belonging to the Klépierre Group are to be transferred or assigned; and
- The development of new real estate.

Lastly, it reviews proposed transactions for contributions in kind of equity investments or real property, and merger-takeover transactions, regardless of whether an entity is being merged into the Company or the Company is being merged into another entity.

The Committee reviews the real estate, commercial, legal and financial aspects of transactions. In particular, it reviews the relevance of the planned transactions, their coherence with the Klépierre Group's strategy and their anticipated profitability, while also verifying and measuring the related risks.

Before formulating a proposal, recommendation or opinion, the Committee may, if necessary, request additional information and recommend certain modifications to all or some of the projects proposed to it. For the performance of its duties, the Committee may also request that the Executive Board arrange for any necessary hearings and provide any necessary information.

### **Article 3** **Meeting organization**

#### *1. Notice and frequency of meetings*

Each year, the Supervisory Board draws up a provisional timetable for the following year's Investment Committee meetings.

The Investment Committee meets as many times as the person who issues the notice of meeting deems necessary with respect to any item on the Supervisory Board's agenda requiring the review or opinion of the Investment Committee.

The Investment Committee meets at the initiative of its Chairman, the Chairman of the Supervisory Board or at the request of at least two of its members.

Notice of the meeting is given in writing (by any means, including electronic), within a reasonable time frame, except in emergencies.

The person who issues the notice of meeting prepares an agenda for the meeting, which is attached to the notice. Prior to the meeting, the relevant information documents are made

available to Committee members on a dedicated secure platform. They may also exceptionally be handed out during meetings.

## *2. Deliberation methods*

Investment Committee deliberations take place in a meeting, in the presence of its members and, if necessary, by telecommunication means providing for their identification and guaranteeing their effective participation. These means must at the least transmit participants' voices and allow for the continuous and simultaneous broadcast of deliberations.

The Investment Committee may also deliberate by correspondence in exceptional circumstances.

## *3. Secretary*

The secretary of the Investment Committee is appointed by the Chairman of the Committee. By default, the duties of secretary are performed by the Group Chief Investment Officer or the Group Chief Development Officer.

The secretary of the Investment Committee sends the draft agenda and related draft documents to the Chairman of the Investment Committee before convening a Committee meeting.

## *4. Quorum*

The Investment Committee may only validly deliberate if at least half of its members are present or deemed present.

Committee members participating in the meeting by telecommunication means are deemed to be present for the purposes of calculating quorum and majority.

A Committee member may not be represented by another party.

## *5. Majority*

Proposals, opinions and recommendations are adopted by a majority vote of members present or deemed present. If votes are evenly split, the Chairman of the Investment Committee holds the casting vote.

## *6. Participation in meetings*

Committee meetings may be attended by the Chairman of the Executive Board, members of the Executive Board and any other person the Committee wishes to hear.

## *7. Operating methods*

Committee meetings are chaired by the Chairman of the Investment Committee.

## *8. Minutes*

At the end of each meeting, the Chairman or a member of the Investment Committee draws up a report equivalent to minutes, which is sent to the members of the Supervisory Board.

The minutes state the members present or deemed present, the agenda, discussions held and proposals, opinions and decisions made.

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### SECTION III RULES OF PROCEDURE OF THE NOMINATION AND COMPENSATION COMMITTEE

On April 8, 2004, the Supervisory Board created the Nomination and Compensation Committee.

The provisions of this section set out the responsibilities and operating rules of the Nomination and Compensation Committee, as determined by the Supervisory Board.

They have been prepared in accordance with the recommendations of the Corporate Governance Code for Listed Companies published by the French association of private sector businesses (*Association française des entreprises privées* – AFEP) and the French employers' association (*Mouvement des entreprises de France* – MEDEF) (the “**AFEP-MEDEF Code**”) and the Application Guidelines issued by the French High Committee for Corporate Governance (*Haut Comité de Gouvernement d'Entreprise*), with which the Company voluntarily complies. These rules are binding for all members of the Nomination and Compensation Committee, and are published in the Company's website.

#### **Article 1** **Membership of the Nomination and Compensation Committee**

The Nomination and Compensation Committee must have at all times:

- At least three and no more than five members (including the Chairman), selected by the Board among its members by simple majority for their term of office (or the remainder thereof) as Supervisory Board members (as may be renewed); and
- A majority of independent members, including its Chairman.

Should a member of the Nomination and Compensation Committee (including the Chairman) step down, for any reason whatsoever, they shall not receive a severance payment or any other compensation from the Company. Should any member of the Supervisory Board cease to be such for any reason whatsoever, they shall also automatically cease to be a member of the Nomination and Compensation Committee (including as Chairman).

A member of the Nomination and Compensation Committee may step down from his or her duties as such subject to three months' notice (unless such notice is waived or a shorter notice period is mutually agreed to with the Supervisory Board by simple majority).

Unless the Supervisory Board decides otherwise, a member of the Nomination and Compensation Committee who ceases to be such (including as Chairman) shall not cease to be a member of the Supervisory Board.

An executive corporate officer may not be a member of the Nomination and Compensation Committee. They may, however, be invited to attend meetings at the request of the Nomination

and Compensation Committee, in the cases expressly provided for in these Nomination and Compensation Committee Rules of Procedure.

## **Article 2**

### **Responsibilities of the Nomination and Compensation Committee**

The Supervisory Board mandates the Nomination and Compensation Committee to issue recommendations, opinions and proposals to the Supervisory Board in the areas listed below and, more generally, on all matters referred to it by the Chairman of the Board concerning the Company's governance.

#### *1. Membership of the Executive Board, Supervisory Board and Specialized Committees*

The Nomination and Compensation Committee prepares decisions relating to the membership of the Executive Board, the Supervisory Board and the Specialized Committees. The Nomination and Compensation Committee notably:

- Assesses at least once a year the membership of the Executive Board, the Supervisory Board and the Specialized Committees in order to anticipate the expiration of any terms of office and/or possible changes;
- Examines and discusses the situation of each member of the Supervisory Board and its Specialized Committees annually with regard to the independence criteria set out in the AFEP-MEDEF Code and submits its proposals to the Supervisory Board so that the Board may review the situation of each member;
- Issues recommendations prior to any Supervisory Board deliberations concerning the appointment or re-appointment of the Executive Board, a member of the Supervisory Board or a Specialized Committee. With regard to the Supervisory Board in particular, the Nomination and Compensation Committee examines in detail all factors to be taken into account in its deliberations, notably in light of the Company's ownership structure, in order to achieve a balanced membership within the Supervisory Board in terms of gender equality, nationality, international experience, expertise and other areas;
- Draws up a succession plan for executive corporate officers (Chairman and other Executive Board members and Chairman of the Supervisory Board) and other Supervisory Board members, and reviews it annually and updates it where necessary. It must also organize a selection procedure for future Board members (including independent members) and perform its own review of potential candidates before they are approached;
- Reviews compliance with the number of offices held by executive corporate officers and Supervisory Board members, in accordance with the legal and regulatory provisions applicable at the time, the AFEP-MEDEF Code and, where applicable, market practices.

## 2. *Compensation*

In terms of compensation, the Nomination and Compensation Committee is responsible for the following tasks:

a) Compensation of executive corporate officers (Chairman and other Executive Board members)

- Reviewing and proposing to the Supervisory Board all components of compensation and benefits for executive corporate officers (Chairman and other members of the Executive Board); and
- In this respect, monitoring the application of the rules governing all these components.

b) Compensation of Supervisory Board and Specialized Committee members

- Making a recommendation on the total amount and allocation of the fees accruing to members of the Supervisory Board (and its Specialized Committees), according to the principles of the AFEP-MEDEF Code.

c) Compensation of key executives who are not corporate officers

- Remaining informed of the compensation policy for key executives who are not corporate officers in the Company and other companies in the Klépierre Group; the Nomination and Compensation Committee involves the executive corporate officers in its work;
- Issuing an opinion on gender equality and equal pay.

d) General policy for stock option allotment and stock option and free share allotment plan(s)

- Issuing an opinion to the Supervisory Board on the general policy for the allotment of stock options and free and performance shares and on the related plan drawn up by the Executive Board;
- Reviewing proposals for the allotment of stock options and free and performance shares.

## 3. *Governance*

In terms of corporate governance, the Nomination and Compensation Committee is tasked by the Supervisory Board with the following missions:

- Discussing the operating methods of the Supervisory Board and Specialized Committees. In particular, the Nomination and Compensation Committee ensures that the assessment of the Supervisory Board and its Specialized Committees is carried out in accordance with the AFEP-MEDEF Code;



- Reviewing changes in corporate governance rules (in particular within the scope of the AFEP-MEDEF Code) and identifying emerging practices or significant developments in legislation or regulations and/or corporate governance practices;
- Performing an initial review of the draft corporate governance report, which informs the Company's shareholders of the corporate officers' compensation policy, and issuing any opinion or recommendation to the Supervisory Board in this respect;
- Examining all draft resolutions to be submitted to the Company's shareholders, in particular those relating to the compensation of executive corporate officers and members of the Supervisory Board, related-party agreements, and proposed capital increases reserved for employees, and issuing any opinion or recommendation to the Supervisory Board in this respect;
- Reviewing the gender diversity policy within the Klépierre Group's governance bodies and, in this context, issuing an opinion to the Supervisory Board on the gender diversity targets to be set by the Board, how to implement these targets as presented by the Executive Board, compliance with and monitoring of this policy and annual performance;
- Examining annually the information available on ratios measuring the difference between executive corporate officer and employee compensation for a representative scope within the meaning of the AFEP-MEDEF Code; and
- Regularly reviewing the shareholding requirements for executive corporate officers (Chairman and other Executive Board members as well as the Chairman of the Supervisory Board).

### **Article 3**

#### **Meeting organization**

##### *1. Notice and frequency of meetings*

Each year, the Board draws up a provisional timetable for the following year's Nomination and Compensation Committee meetings.

The Nomination and Compensation Committee meets at least three times a year and as many times as the person who issues the notice of meeting deems necessary with respect to any item on the Supervisory Board's agenda requiring the review or opinion of the Nomination and Compensation Committee.

The Nomination and Compensation Committee meets at the initiative of its Chairman, one of its members or the Chairman of the Supervisory Board.

Notice of the meeting is given in writing (by any means, including electronic), within a reasonable time frame, except in emergencies.

The person who issues the notice of meeting prepares an agenda for the meeting, which is attached to the notice. Prior to the meeting, the relevant information documents are made available to Committee members on a dedicated secure platform. They may also exceptionally be handed out during meetings.

## *2. Deliberation methods*

In principle, Nomination and Compensation Committee deliberations take place in a meeting, in the presence of its members and, if necessary, by telecommunication means providing for their identification and guaranteeing their effective participation. These means must at the least transmit participants' voices and allow for the continuous and simultaneous broadcast of deliberations.

The Nomination and Compensation Committee may also deliberate by correspondence in exceptional circumstances.

## *3. Secretary*

The secretary of the Nomination and Compensation Committee is appointed by the Chairman of the Committee.

By default, the duties of secretary are performed by the Group General Secretary, who may sub-delegate some of his or her powers to the Group Chief Legal Officer.

The secretary of the Nomination and Compensation Committee sends the draft agenda and related draft documents to the Chairman of the Nomination and Compensation Committee before convening a Committee meeting.

## *4. Quorum*

The Nomination and Compensation Committee may only validly deliberate if at least half of its members are present or deemed present, including the Chairman of the Committee.

Committee members participating in the meeting by telecommunication means are deemed to be present for the purposes of calculating quorum and majority.

A Committee member may not be represented by another party.

## *5. Majority*

Proposals, opinions and recommendations are adopted by a majority vote of members present or deemed present. If votes are evenly split, the Chairman of the Nomination and Compensation Committee holds the casting vote.

A Committee member may not take part in discussions concerning his or her own benefits or compensation, appointment or re-appointment. In such an event, they shall refrain from expressing any opinion on the matter.

## *6. Participation in meetings*

The Chairman and other members of the Executive Board may be involved in the Committee's work, except when it relates to their term of office or compensation policy.

The Nomination and Compensation Committee may invite consultants or experts who are bound by a legal or contractual confidentiality obligation with the Company.

The Nomination and Compensation Committee may, in the performance of its duties, contact the Company's key executives who are not corporate officers, after having informed the executive corporate officers and provided that they report to the Supervisory Board on their discussions.

## *7. Operating methods*

Committee meetings are chaired by the Chairman of the Nomination and Compensation Committee.

## *8. Minutes*

At the end of each meeting, the Chairman of the Nomination and Compensation Committee draws up a report equivalent to minutes, which is sent to the members of the Supervisory Board.

The minutes state the members present or deemed present, the agenda, discussions held and proposals, opinions and decisions made.

When the Nomination and Compensation Committee presents the report on the said Committee's work regarding components of compensation and benefits of Executive Board members (including the Chairman), the Supervisory Board shall deliberate on these components without the said members being in attendance.

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## **SECTION IV**

### **RULES OF PROCEDURE OF THE AUDIT COMMITTEE**

On July 21, 1998, the Supervisory Board created the Audit Committee, in accordance with Article L. 821-67 of the French Commercial Code.

The provisions of this section set out the responsibilities and operating rules of the Audit Committee, as determined by the Supervisory Board.

They have been prepared in accordance with the provisions of the French Commercial Code and the recommendations of the Corporate Governance Code for Listed Companies published by the French association of private sector businesses (*Association française des entreprises privées* – AFEP) and the French employers' association (*Mouvement des entreprises de France* – MEDEF) (the “**AFEP-MEDEF Code**”) and the Application Guidelines issued by the French High Committee for Corporate Governance (*Haut Comité de Gouvernement d'Entreprise*), with which the Company voluntarily complies. These rules are binding for all members of the Audit Committee, and are published in the Company's website.

#### **Article 1**

##### **Membership of the Audit Committee**

The Audit Committee must have at all times:

- At least three and no more than five members (including the Chairman), selected by the Supervisory Board among its members by simple majority for their term of office (or the remainder thereof) as Supervisory Board members (as may be renewed);
- Members with financial or accounting expertise; and
- Independent members representing at least two-thirds of Audit Committee members.

Should a member of the Audit Committee (including the Chairman) step down, for any reason whatsoever, they shall not receive a severance payment or any other compensation from the Company. Should any member of the Supervisory Board cease to be such for any reason whatsoever, they shall also automatically cease to be a member of the Audit Committee (including as Chairman).

A member of the Audit Committee may step down from his or her duties as such subject to three months' notice (unless such notice is waived or a shorter notice period is mutually agreed to with the Supervisory Board by simple majority).

Unless the Supervisory Board decides otherwise, a member of the Audit Committee who ceases to be such (including as Chairman) shall not cease to be a member of the Board.

An executive corporate officer may not be a member of the Audit Committee. They may, however, be invited to attend meetings at the request of the Audit Committee.

## **Article 2**

### **Responsibilities of the Audit Committee**

The Supervisory Board mandates the Audit Committee to:

- Review and assess the financial documents issued by the Company, monitor the process of preparing financial information and, where appropriate, issue recommendations to safeguard its integrity;
- Monitor the efficiency of:
  - The Company's external audit:
    - By issuing a recommendation to the Supervisory Board on the Statutory Auditors to be proposed for appointment by the Company's General Meeting of Shareholders, in accordance with applicable regulations;
    - By issuing a recommendation to the Supervisory Board when the renewal of the term of office of the Statutory Auditor(s) is being considered, in accordance with applicable regulations;
    - By monitoring the performance of the duties of the Statutory Auditors, taking into account the findings and conclusions of the French audit regulator (*Haut Conseil du Commissariat aux Comptes*) following audits carried out in accordance with the law, and by reviewing each year with the Statutory Auditors:
      - Their planned audits,
      - The conclusions of their work,
      - Their recommendations and the action taken on them,
    - By ensuring that the Statutory Auditors comply with the independence requirements applicable to them,
    - By taking the necessary measures to implement Article 4(3) of EU Regulation No. 537/2014 and ensuring compliance with the conditions laid down in Article 6 of said Regulation. To this end, the Audit Committee will in particular discuss with the Statutory Auditors the documents demonstrating their compliance with requirements relating to terms of office, prohibited services and fee ceilings,
    - By approving the provision to the Group of non-audit services, by the Statutory Auditors, or members of their network, both in France and abroad, under the conditions set out in the internal procedure applicable in this area, and in particular after having analyzed the risks related to the independence of the Statutory Auditors and the safeguards applied by them,
    - By receiving the Statutory Auditors' supplementary report and discussing with them the issues raised in the report,
  - The Klépierre Group's internal control and risk management systems and, where applicable, any internal audit functions relating to accounting and financial reporting procedures:
    - By reviewing internal controls, risk management and internal audit systems with those responsible for internal controls at Group level,
    - By examining with them:
      - Internal control work and action plans,
      - The conclusions of their work and actions,
      - Their recommendations and the action taken on them,

- By examining the application of regulatory requirements in the area of internal control;
- Reporting to the Supervisory Board (i) on the performance of its duties, (ii) on the results of the audit of the financial statements, on the manner in which this engagement has contributed to the integrity of the financial information, and on its role in this process;
- And more generally, issuing recommendations, opinions and proposals on all matters submitted to it by the Chairman of the Board regarding the Company's financial documents and its internal and external controls.

For the performance of its duties, the Committee may request that the Executive Board arrange for any necessary hearings and provide any necessary information.

### **Article 3** **Meeting organization**

#### *1. Notice and frequency of meetings*

Each year, the Supervisory Board draws up a provisional timetable for the following year's Audit Committee meetings.

The Audit Committee meets at least twice a year, and as often as necessary at the request of at least two of its members.

Notice of the meeting is given in writing (by any means, including electronic), within a reasonable time frame, except in emergencies.

The person who issues the notice of meeting prepares an agenda for the meeting, which is attached to the notice. Prior to the meeting, the relevant information documents are made available to Committee members on a dedicated secure platform. They may also exceptionally be handed out during meetings.

#### *2. Deliberation methods*

In principle, Audit Committee deliberations take place in a meeting, in the presence of its members and, if necessary, by telecommunication means providing for their identification and guaranteeing their effective participation. These means must at the least transmit participants' voices and allow for the continuous and simultaneous broadcast of deliberations.

The Audit Committee may also deliberate by correspondence in exceptional circumstances.

#### *3. Secretary*

The secretary of the Audit Committee is appointed by the Chairman of the Committee.

By default, the duties of secretary are performed by the Group's Chief Financial Officer.

The secretary of the Audit Committee sends the draft agenda and related draft documents to the Chairman of the Audit Committee before convening a Committee meeting.

#### *4. Quorum*

The Audit Committee may only validly deliberate if at least half of its members are present or deemed present, including the Chairman of the Committee.

Committee members participating in the meeting by telecommunication means are deemed to be present for the purposes of calculating quorum and majority.

A Committee member may not be represented by another party.

#### *5. Majority*

Proposals, opinions and recommendations are adopted by a majority vote of members present or deemed present. If votes are evenly split, the Chairman of the Audit Committee holds the casting vote.

#### *6. Participation in meetings*

Committee meetings are attended by the Chairman of the Executive Board, Executive Board members and representatives of the Statutory Auditors.

The Audit Committee may invite any person it wishes to hear.

#### *7. Operating methods*

Committee meetings are chaired by the Chairman of the Audit Committee.

#### *8. Minutes*

At the end of each meeting, the Chairman of the Audit Committee draws up a report equivalent to minutes, which is sent to the members of the Supervisory Board.

The minutes state the members present or deemed present, the agenda, discussions held and proposals, opinions and decisions made.

## **SECTION V**

### **RULES OF PROCEDURE OF THE SUSTAINABLE DEVELOPMENT COMMITTEE**

On April 4, 2008, the Supervisory Board created the Sustainable Development Committee.

The provisions of this section set out the responsibilities and operating rules of the Sustainable Development Committee, as determined by the Supervisory Board.

#### **Article 1**

##### **Membership of the Sustainable Development Committee**

The Sustainable Development Committee must have at all times at least two members (including the Chairman), selected by the Supervisory Board among its members by simple majority for their term of office (or the remainder thereof) as Supervisory Board members (as may be reappointed).

Should a member of the Sustainable Development Committee (including the Chairman) step down, for any reason whatsoever, they shall not receive a severance payment or any other compensation from the Company. Should any member of the Supervisory Board cease to be such for any reason whatsoever, they shall also automatically cease to be a member of the Sustainable Development Committee (including as Chairman).

A member of the Sustainable Development Committee may step down from his or her duties as such subject to three months' notice (unless such notice is waived or a shorter notice period is mutually agreed to with the Supervisory Board by simple majority).

Unless the Supervisory Board decides otherwise, a member of the Sustainable Development Committee who ceases to be such (including as Chairman) shall not cease to be a member of the Board.

An executive corporate officer may not be a member of the Sustainable Development Committee. They may, however, be invited to attend meetings at the request of the Sustainable Development Committee.

#### **Article 2**

##### **Responsibilities of the Sustainable Development Committee**

The Supervisory Board mandates the Sustainable Development Committee to:

- Review the Group's corporate social responsibility (CSR) policy and monitor its implementation;
- Review environmental and social risks, where appropriate, in conjunction with the Audit Committee;



- Review the preparation of non-financial information and, in general, any information required by applicable CSR legislation;
- Review the summary of the Group's non-financial ratings; and
- More generally, issue recommendations, opinions and proposals on all sustainability matters referred to it by the Chairman of the Supervisory Board.

For the performance of its duties, the Committee may request that the Executive Board arrange for any necessary hearings and provide any necessary information.

### **Article 3** **Meeting organization**

#### *1. Notice and frequency of meetings*

Each year, the Supervisory Board draws up a provisional timetable for the following year's Sustainable Development Committee meetings.

The Sustainable Development Committee meets at least twice a year and as many times as the person who issues the notice of meeting deems necessary with respect to any item on the Supervisory Board's agenda requiring the review or opinion of the Sustainable Development Committee.

The Sustainable Development Committee meets at the initiative of its Chairman, the Chairman of the Supervisory Board or at the request of at least two of its members (or at the request of one member if the Committee is composed of two members).

Notice of the meeting is given in writing (by any means, including electronic), within a reasonable time frame, except in emergencies.

The person who issues the notice of meeting prepares an agenda for the meeting, which is attached to the notice. Prior to the meeting, the relevant information documents are made available to Committee members on a dedicated secure platform. They may also exceptionally be handed out during meetings.

#### *2. Deliberation methods*

In principle, Sustainable Development Committee deliberations take place in a meeting, in the presence of its members and, if necessary, by telecommunication means providing for their identification and guaranteeing their effective participation. These means must at the least transmit participants' voices and allow for the continuous and simultaneous broadcast of deliberations.

The Sustainable Development Committee may also deliberate by correspondence in exceptional circumstances.

### *3. Secretary*

The secretary of the Sustainable Development Committee is appointed by the Chairman of the Committee.

By default, the duties of secretary are performed by the Group General Secretary, who may delegate some of his or her powers to the Group Chief Sustainability Officer.

The secretary of the Sustainable Development Committee sends the draft agenda and related draft documents to the Chairman of the Sustainable Development Committee before convening a Committee meeting.

### *4. Quorum*

When it comprises two members, the Sustainable Development Committee may only validly deliberate if both members are present. Otherwise, meetings are duly held only if there is a quorum of half of the members in attendance.

Committee members participating in the meeting by telecommunication means are deemed to be present for the purposes of calculating quorum and majority.

A Committee member may not be represented by another party.

### *5. Majority*

Proposals, opinions and recommendations are adopted by a majority vote of members present or deemed present. If votes are evenly split, the Chairman of the Sustainable Development Committee holds the casting vote.

### *6. Participation in meetings*

Committee meetings may be attended by the Chairman of the Executive Board, members of the Executive Board and any other person the Committee wishes to hear.

### *7. Operating methods*

Committee meetings are chaired by the Chairman of the Sustainable Development Committee.

## *8. Minutes*

At the end of each meeting, the Chairman or a member of the Sustainable Development Committee draws up a report equivalent to minutes, which is sent to the members of the Supervisory Board.

The minutes state the members present or deemed present, the agenda, discussions held and proposals, opinions and decisions made.

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