



<b>RULES OF PROCEDURE OF THE BOARD OF DIRECTORS</b>
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The present rules of procedure (the "Rules") define the organization and operation modalities of the Board of Directors (the "**Board**") in addition to legal, statutory, and Middlednext Governance Code provisions.

#### **Article 1: Composition of the Board of Directors**

It consists of a maximum of 12 directors, including:

- Directors not free of interests: executives, former executives, and reference shareholders.
- Two employee directors previously elected by their peers in the supervisory board of the FCPE (mutual fund) at the time of their election as directors by the General Meeting.
- Independent directors, according to Middlednext Code criteria. Their presence on the Thermador Groupe Board shall not exceed 12 years.

The secretary of the Board is not a director. This role is held by the Deputy CEO in charge of finance and organization.

#### **Article 2: Duration, Renewal of Terms, and Selection of Candidates**

The terms of directors cannot exceed 4 years. However, regardless of the term duration, the director's functions terminate automatically no later than December 31 of the year in which they reach the age of seventy-two.

Term renewals are staggered to remain below 40% of director positions during a General Meeting.

The selection of candidates proposed to the General Meeting for appointment or renewal is based on the following principles:

- Generally, proposed to the General Meeting are executive officers (the "**EOs**") of Thermador Groupe subsidiaries who have never participated in the work of the Board of Directors and in order of seniority (these conditions do not apply when these EOs are also EOs of the parent company Thermador Groupe). To ensure that the majority of votes submitted to the Board are taken by independent directors, their terms proposed to the General Meeting will last only one year. However, the Board can appoint these EOs before or after their (potential) director term as regular guests (see Article 3 of these Rules) to allow a total presence of two years on the Board.
- All "external" candidates proposed to the General Meeting for appointment or renewal, whether qualified as independent directors or not free of interests, are subject to a majority decision of all directors through confidential electronic voting. In the case of a new "external" candidate as an independent director, this Board decision is made, at a minimum, from two previously selected qualified candidates in collaboration with the remuneration and nominations committee.
- The two employee directors proposed to the General Meeting are representatives previously elected by their peers in the FCPE supervisory board who present their candidacy for the Board of Directors, are interviewed by the President of the remuneration and nominations committee, and are then approved by the Board of Directors.

#### **Article 3: Regular Guests**

The Board of Directors may appoint regular guests (*invités réguliers*) in case of specific relevant justification, consult or summon any person, group, or provider useful for the proper conduct of its work.



Starting from the financial year 2024, the Board will appoint and welcome each year one of the EOs of Thermador Groupe subsidiaries before or after their (potential) director term as a regular guest for a duration of one year (see the first bullet point of Article 2 of these Rules). This practice has the dual advantage of allowing the subsidiary executive officer to better understand the governance and challenges of the group on the one hand, and for the members of the Board of Directors to better know the subsidiary executive officer and their operational challenges on the other hand.

Regular guests are not members of the Board. They can attend Board meetings and express their views on any issue on the agenda, but they cannot take part in voting. They have the same information and documentation as directors. Regular guests are subject to the same duties of professional conduct as other members of the Board. In particular, Article 8 of these Rules “Duties of Directors” relating to the duty of confidentiality, the management of conflicts of interest, transactions on Thermador Groupe securities, etc. is applicable to them *mutatis mutandis*.

#### **Article 4: Operation of the Board of Directors**

The Board of Directors meets as often as required by the corporate interest and at least four times a year. Meeting dates are set no later than the beginning of each financial year.

Once a year, directors are invited to a day dedicated to the projects of the subsidiaries.

Once every two years, directors are invited to a day dedicated to the goals and strategies of the subsidiaries. Meetings take place at the headquarters or at any location specified in the invitation. Directors prefer physical presence if circumstances permit but may occasionally attend meetings via a conference call or videoconference link. The agenda is communicated at least eight days before each meeting, with all documents related to the agenda sent to directors within a reasonable timeframe.

The draft minutes of each deliberation are read for validation at the following session and provided to all directors. Outside of Board sessions, directors receive monthly information necessary for the exercise of their function, including reporting elements, financial analyses, and press reviews. This information is transmitted by email or via Thermalink, the secure collaborative platform of the Thermador Groupe.

#### **Article 5: Lead Director**

The Board of Directors may appoint, after consulting the remuneration and nominations committee, a lead director (*administrateur référent*) from independent directors applying for the position, especially when the functions of Chairman and CEO are unified. Its appointment is subject to a majority decision of all directors through confidential electronic voting. The lead director may be a member of one or more committees of the Board of Directors. The lead director is appointed for a term not exceeding that of its director mandate. Its lead director mandate is renewable, upon the proposal of the remuneration and nominations committee. The lead director may be revoked at any time by the Board of Directors.

#### **Missions**

The lead director's main mission is to ensure the proper functioning of the Board of Directors.

In this capacity, the lead director is responsible for:

- Preventing and assisting in managing conflicts of interest: The lead director is informed of any conflict of interest concerning a Board member and may self-refer if necessary. The management of conflicts of interest is also subject to Article 10 of these Rules.
- Overseeing the periodic evaluation process of the Board and its specialized committees (see Article 11 of these Rules).



- Chairing and animating the annual meeting of non-executive directors (i.e., without the presence of operational executive directors and the employee directors), during which the performance evaluation of EOs, compliance with the Middledex Governance Code, the follow-up of recommendations issued during the previous Board evaluation, and, if necessary, new proposals to continue improving the Board's operation are conducted.
- Reporting to the Board on the conclusions of the annual meeting of non-executive directors; and
- in close coordination with the Chairman of the Board of Directors, participating in communication with institutional shareholders and proxy voting agencies that request it, exclusively on governance and remuneration policy issues.

Once a year, the lead director reports on its actions to the Board of Directors, and an activity report is provided in Thermador Groupe's universal registration document.

## **Means**

In carrying out its duties, the lead director has the ability to:

- Propose, if necessary, to the Chairman of the Board of Directors the addition of complementary items to the agenda of Board meetings.
- Request from the Chairman of the Board of Directors the convening of the Board of Directors with a specific agenda, the importance, or urgency of which would justify holding an extraordinary meeting. The Chairman of the Board of Directors is bound by this request.

## **Article 6: The committees of the Board of Directors**

### **a. Audit Committee**

The mission of the audit committee is inseparable from that of the Board of Directors, which retains the responsibility for approving the parent company and consolidated accounts. The audit committee's mission is to inform the Board of Directors about the closing of accounts (schedule, principles, accounting options, etc.), the selection of auditors, the organization, procedures, and management systems of the company.

The audit committee is composed mostly of independent directors, including its President, in accordance with the independence criteria of these Rules. On the proposal of the remuneration and nominations committee, the President and members of the committee are proposed by the Chairman of the Board of Directors and appointed by the Board from its members. Directors not free of interests, such as operational executive directors, cannot be committee members. The audit committee may appoint one or more operational executive directors as regular guest(s). It meets as often as necessary, particularly before the approval of semi-annual and annual accounts, and for any other event requiring its work.

Its members are selected for their financial and/or accounting and/or legal control skills.

Committee members may involve or engage anyone they wish.

Without prejudice to the Board's competencies, the audit committee is specifically responsible for the following tasks:

- It monitors the process of developing financial information and, if necessary, makes recommendations to ensure its integrity.

- It monitors the effectiveness of internal control systems and risk management, as well as internal audit, if applicable, regarding procedures related to the preparation and processing of accounting and financial information, without compromising its independence.
- It issues a recommendation on the auditors proposed for appointment by the General Meeting. This recommendation addressed to the Board is prepared in accordance with regulations. It also makes a recommendation to the Board when the renewal of the auditors' mandate is contemplated under the conditions defined by regulations.
- It supervises, in the context of the appointment or renewal of auditors, the definition of specifications, the bidding process, and its follow-up.
- It monitors the performance of the auditor in carrying out its mission and takes into account the findings and conclusions of the High Authority of Audit (*H2A in French*) following periodic controls carried out in accordance with regulations. The committee questions the auditor to determine if it is subject to control, and if so, it requests the communication of the written report from the H2A (former H3C).
- It ensures that the auditor complies with the conditions of independence as provided by regulations.
- It approves, for public interest entities, the provision of services other than the certification of accounts in accordance with applicable regulations.
- It regularly reports to the Board on the exercise of its missions. It also reports on the results of the audit mission, how this mission contributed to the integrity of financial information, and the role it played in this process. It informs it promptly of any difficulties encountered.

#### **b. Remuneration and Nominations Committee**

Its mission is to carry out preparatory work and facilitate decisions of the Board of Directors regarding various components of the remuneration of Thermador Groupe's executive officers, the remuneration allocated to directors (their total amount and distribution), overall remuneration practices, and their compliance with current regulations and governance codes. It is also responsible for the nomination or renewal of members of the Board of Directors (including the lead director), the composition of Board committees, the appointment of the CEO and deputy CEOs of Thermador Groupe, and ensuring that a CEO succession process is continuously operational. Legal decisions fall within the purview of the Board of Directors.

#### **Composition**

It must include a majority of independent directors (including the President) in accordance with the independence criteria of these Rules, as well as an employee director. No executive officer can be a member. The President and members of the committee are proposed by the Chairman of the Board of Directors and appointed by the Board from its members, considering their independence, experience, and competence. The term of office coincides with that of their term as Board members and may be renewed simultaneously. The secretary of the committee's work is appointed by the committee President. Due to the complexity of the subjects addressed within the remuneration and nominations committee, technical expertise and a good understanding of current standards and practices are required. Committee members must undergo regular training provided by internal and/or external experts of the company.

**Meetings** of the remuneration and nominations committee must take place as often as necessary and at least three times a year, particularly before any Board meeting determining the remuneration of executive officers or the distribution of the total amount related to director remuneration. Committee members will have complete and regularly updated information. They may involve or engage anyone they wish and request studies to enlighten their work. The President of the remuneration and nominations committee will exchange in advance with the INTERNAL RULES OF PROCEDURE OF THE BOARD OF DIRECTORS of Thermador Groupe – updated on December 10, 2024 - page 4 of 9



Chairman of the Board of Directors on the proposed orientations regarding executive officer remuneration. He will also exchange with the President of the audit committee and the President of the sustainable development committee for the choice of performance criteria and objectives most relevant to the company and will check afterwards the level of achievement of the objectives.

The report on corporate governance will mention the number of meetings as well as the attendance of directors. It will also include a presentation of the committee's activity over the past year.

### **Its Responsibilities**

Without prejudice to the competencies of the Board, the remuneration and nominations committee is specifically responsible for the following tasks:

Make proposals to the Board regarding:

- The remuneration policy for executive officers.
- Individual remunerations of executive officers.
- Evaluation of the performance of executive officers and associated variable parts.
- Allocation of equity instruments (performance shares and/or stock options) to executive officers and other company employees.
- The total amount for director remuneration and the distribution modalities.
- Any related party transactions.
- The processes for appointing EOs.
- The sought-after typical profiles.
- The relevance of declared candidacies.

Supervise overall remuneration practices

- Ensure compliance with remuneration practices (overall remuneration of executive officers, capital remuneration/retirement schemes) with regulations, governance codes, financial and capital dilution constraints, fairness ratio, gender equality.
- Obtain information on the remuneration policies applied to executive officers and other employees, ensuring good overall consistency.
- Ensure the consistency of proposals from CEO regarding the remuneration of executive committee members and subsidiaries' EOs.
- Ensure the proper consideration of any feedback from the AMF during its reviews of the universal registration document.
- Compare the practices of the Thermador Groupe with those of similarly sized listed companies.

Contribute to the management of external communication regarding executive remuneration

- Analyze voting policies and expectations of major shareholders and Proxy Advisors (proxy voting agencies) before and after General Meetings.
- Validate any communication related to the remuneration policy of executive officers, especially the remuneration report that gathers all information related to the determination and implementation of the remuneration policy. The committee ensures both how this policy contributes to aligning the company's and shareholders' interests and how it takes into account the remuneration conditions of the company's



employees. This report is submitted to the Board for approval, then integrated into the universal registration document in the "Report on Corporate Governance/ Executive Earnings" chapter.

Auditing potential candidates for an employee director position and making proposals to the Board of Directors

- Alignment of skills and expertise.
- Personal motivations.
- Interpersonal skills.

### **c. Sustainability Committee**

The committee has a general mission to assist the Board of Directors in monitoring issues related to Sustainability so that Thermador Groupe can anticipate opportunities and risks associated with it. The term "sustainability" is equivalent in the regulation to the acronym "CSR" (Corporate Social Responsibility).

The committee's work should facilitate decisions by the Board of Directors on sustainable development matters. Legal decisions remain the responsibility of the Board of Directors. It is the responsibility of the CEO and the executive committee of Thermador Groupe to set goals and establish strategies, which will be challenged, validated/invalidated, and monitored by the Board of Directors.

The committee works closely with the executive committee and the cross-functional group Thermavert, who regularly report on their missions and provide recommendations regarding the Group's sustainability policy and achievements.

#### **Composition**

The committee is composed of at least two independent director members, including its President, and at least one employee director. On the recommendation of the remuneration and nominations Committee, the President and members of the committee are proposed by the Chairman of the Board of Directors and appointed by the Board from its members. The term of office coincides with their director mandate and may be renewed simultaneously with the latter. The secretariat is managed by a person designated by the committee President. The complexity of the topics addressed within the sustainable development committee requires technical expertise and a good understanding of standards and practices in the field of Corporate Social Responsibility. Committee members must undergo regular training provided by internal and/or external experts to the company.

The committee may appoint regular guests, consult or convene anyone, group, or service useful for the proper conduct of its work. Regular guests are not committee members.

#### **Meetings**

Meetings of the sustainable development committee must be held as necessary and at least 4 times a year. Committee members will have comprehensive and regularly updated information. The President will also exchange information with the President of the remuneration and nominations committee regarding the choice of performance criteria and objectives in terms of sustainable development applied to the remuneration of executive officers. The sustainability report will mention the number of meetings, the attendance of its members, and include a presentation of the committee's activity during the past year.



## **Missions**

The sustainable development committee pays particular attention to the policy and actions implemented by Thermador Groupe and its subsidiaries in the following areas:

- Social aspects concerning employees.
- Environmental impact of its activities on stakeholders.
- Ethics.
- Sustainable governance.

Without prejudice to the competencies of the Board of Directors, the committee is specifically tasked with:

- Ensuring that issues related to Corporate Social Responsibility are considered in the Group's and its subsidiaries' strategies.
- Verifying the effective implementation of the aforementioned strategies.
- Examining the commitments and directions of the Group regarding sustainable development, assessing their consistency with stakeholder expectations, and monitoring their implementation.
- Ensuring the production of all sustainability-related reports required by current regulations and actively contributing to the review of Thermador Groupe's sustainability report.
- Ensuring regular, transparent, and honest communication with stakeholders, especially shareholders, on sustainable development issues.
- Identifying and discussing emerging trends in sustainability and their potential impacts on the Group, ensuring the Group is well-prepared in line with its strategy.
- Conducting legal and economic monitoring in sustainable development matters, particularly on French and European standards applicable to Thermador Groupe, and alerting the Group to the concrete applications of these standards on its subsidiaries' activities.

## **Article 7: Remuneration of Directors**

Remunerations are only paid to independent or non-operational directors, subject to their effective participation in the Board of Directors' work. The amount per session is set annually by the Board. Remunerations are paid in July and December. For the performance of its specific missions, the lead director receives additional allocated earnings, the fixed amount of which is set annually by the Board. Independent or non-operational directors will be reimbursed for expenses incurred in the performance of their duties, in particular directors who do not live in the Lyon area. Employee directors perform their mandate within the working hours specified in their employment contracts, receiving no additional remuneration for their director mandate. The subsidiary employing them invoices Thermador Groupe at the end of each semester for the time spent fulfilling their director mandate.

## **Article 8: Duties of Directors**

The Board of Directors collectively represents all shareholders and must act in the corporate interest at all times. Each director, regardless of their mode of appointment, represents all shareholders. Before accepting the position, the director must be familiar with the legal or regulatory texts related to their function, the Middlednext Governance Code, Thermador Groupe's statutes, and internal operating rules of the Board of Directors. The director must inform the Board of any conflict of interest situation, even potential, and refrain from participating in the debate and voting on the corresponding deliberation. In case of a permanent conflict of interest, the director must resign.



Regarding non-public information acquired in their functions, the director is bound by professional secrecy and must personally protect the confidentiality of such information.

The director must dedicate the necessary time and attention to their functions and question whether accepting a new mandate allows them to fulfill this duty. Directors must attend, unless genuinely impossible, all Board of Directors and committee meetings of which they are members, as well as shareholder General Meetings.

Directors may trade Thermador Groupe securities one trading day after the information they hold has been made public and within 3 weeks of its publication. These dates are communicated annually to the directors in the form of a stock charter and its synopsis.

Each director must hold a minimum number of shares as stipulated in the statutes. External directors are requested to own at least the equivalent of one year's allocated earnings in Thermador Groupe shares, up to a maximum of 3% of the capital. These securities must be acquired no later than the end of the first mandate unless the directors have no positive window. The reference price is the average price of the previous year. The reference remuneration is the allocated earnings of the previous year, before deduction of charges.

Directors commit to complying with internal rules regarding the use or communication of privileged information and any applicable legislative or regulatory provisions, including the Market Abuse Regulation.

Each director must diligently declare their securities transactions and, if applicable, threshold crossings in a timely manner.

Declarations must be entered and transmitted to the AMF (French Financial Markets Authority) solely via the secure extranet called ONDE within 3 working days following the transaction date. The AMF ensures publication. Simultaneously, each director must inform Thermador Groupe's management by email.

In accordance with current regulations, operations carried out by a person mentioned in the aforementioned article are not subject to declaration when the cumulative amount of these operations does not exceed €20,000 for the current calendar year. This threshold is calculated by aggregating all operations carried out by the person and operations carried out by persons related to them. Usually, Thermador Groupe directors declare any securities transaction, without waiting for the current threshold to be exceeded.

## **Article 9: Deputy CEO(s) and Succession of the CEO**

Upon the CEO's proposal after consulting the remuneration and nominations committee, the Board of Directors may appoint one or more individuals, referred to as Deputy CEOs (*directeurs généraux délégués*), to assist the CEO. Notably, the Board appoints a Deputy CEO in charge of finance and organization upon the CEO's proposal.

Every year, a Deputy CEO of Thermador Groupe is designated or confirmed as a potential successor to the CEO in case of the latter's failure or sudden death.

Before the term of this Deputy CEO comes to an end, the directors, members of the executive committee, and the corporate officers (EOs) of the subsidiaries collectively work to define the ideal profile for fulfilling this mandate.

The members of the executive committee and the corporate officers of the subsidiaries then convene in a conclave to either confirm the current Deputy CEO or collectively nominate a potential successor to the CEO to be proposed to the Board of Directors.

If the conclave fails to reach a proposal, the Chairman and CEO exercises their authority and nominates a candidate to the directors after consulting the Remuneration and Nominations Committee.



If the candidate proposed by the conclave is not approved by the majority of the directors, the Chairman and CEO exercises their authority and proposes an alternative to the directors after consulting the Remuneration and Nominations Committee.

#### **Article 10: Management of Conflicts of Interest**

In interaction with the lead director's mission on conflicts of interest (see Article 5 of this Rules), a comprehensive review of conflicts of interest risks is conducted at each meeting. In case certain conflicts of interest are identified, the Board must state them clearly and manage them.

#### **Article 11: Evaluation of the Board of Directors**

The Board conducts an evaluation of its ability to meet the expectations of shareholders who have entrusted it with administering the company, annually reviewing its composition, organization, and functioning. To guide them in their work, the directors possess and are familiar with the document revised in October 2020 by Middlednext, titled "Self-assessment of the functioning of the Board of Directors or Supervisory Board," as well as the self-assessment questionnaire templates developed by Middlednext (updated in 2023/2024).

#### **Article 12: Insurances**

After studying risks, impacts, and costs, the directors unanimously decided at the Board of Directors meeting on December 10, 2021, to take out Directors' and Officers' Liability insurance.

#### **Article 13: Adaptation and Modification of the Rules of Procedure**

These Rules were accepted by the Board of Directors on December 10, 2024 and can be adapted and modified by the decision of the Board of Directors.

Any new member of the Board of Directors must ratify it upon accepting its function.