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Designation : Shareholder Engagement Policy

Presentation

The purpose of this Policy is to present Andera Partners' strategy for shareholder engagement and long-term investment.

Regulatory, statutory framework

- (i) Directive (EU) 2017/828
- (ii) Art. 533-22 of the Monetary and Financial Code

Table of contents

I.	Monitoring of strategy, financial and non-financial performance, risks, capital structure, social and environmental impact and corporate governance	3
II.	Support and dialogue with the management teams of companies	3
III.	The exercise of voting rights and other rights attached to shares	4
	i. Organization of the exercise of voting rights	4
	ii. Method of exercising voting rights	4
	iii. Voting policy principles	4/5
IV.	Cooperation with other shareholders	6
V.	Communication with relevant stakeholders	6
VI.	Prevention and management of conflicts of interest or potential	6

I- Monitoring of strategy, financial and non-financial performance, risks, capital structure, social and environmental impact and corporate governance

The monitoring covers the general strategy of the Participation, its financial results, financial and operational risks, capital structure, social and environmental impact as well as corporate governance ("ESG").

Investments made by funds managed by Andera Partners are systematically subject to the signing of a shareholders' agreement (excluding listed securities) including in particular an information clause providing that the Participation undertakes to provide Andera Partners with information on the company's activity .

As part of its monitoring mission, Andera is responsible for participating, where appropriate, in meetings of the company's corporate bodies, in governance bodies and at general meetings. If the conditions of the investment allow it, Andera systematically requests a position in governance bodies of unlisted companies.

II- Support and dialogue with the management teams of companies

Andera Partners places dialogue and engagement as an important pillar of the relationship with portfolio companies. Andera Partners may be called upon to support portfolio companies in the implementation of their strategy, their risk management, their environmental and social policy and their governance.

As a signatory of UNPRI, Andera Partners integrates ESG criteria into its analysis (due diligence) and decision (committee) processes in terms of investment.

ESG topics are regularly discussed with managers and are thus sources of progress and factors of value creation.

As part of its ESG approach:

- The Team systematically excludes companies affiliated with the tobacco, weapons, gambling, genetically modified organisms, human cloning and pornography industries, as well as any companies presenting a risk in terms of ESG (reputation, governance, etc.);
- The preliminary analysis grid includes a first assessment of the company's sensitivity to ESG topics, and a more complete grid is part of the final note of the Investment Committee;
- Due diligence may include an environmental audit if necessary. The other major risks assessed at this stage relate to the sector of activity of the target company, the reputation of the management teams, any conflicts of interest, as well as the sensitivity of the managers to ESG issues and the policies put in place in this domain;
- The shareholders' agreement systematically includes a declaration relating to the fight against money laundering and compliance with ethical and deontological criteria, informing the company and its managers that the Team is a signatory of the United Nations Principles of Responsible Investment (UNPRI); it now includes a declaration concerning the Sapin II (anti-corruption) law procedure if the company is subject to it;
- The obligation for the company to submit to an ESG assessment via the Reporting 21 data collection platform within 6 months of the transaction;
- Annual monitoring of changes in the various ESG criteria via Reporting 21.

III- The exercise of voting rights and other rights attached to shares

i. Organization of the exercise of voting rights

The aim of Andera Partners's voting policy is to promote business projects, the creation of value and the development of economic activities under profitable, sustainable and fair conditions. It will encourage the establishment of the principles of good governance and professional ethics, social policy and environmental protection. Andera Partners will vote in the exclusive interest of investors in the funds it manages.

ii. Method of exercising voting rights

Andera Partners exercises the voting rights held by the funds it manages, when they have crossed any statutory or legal holding threshold (therefore unless otherwise provided by the company's by-laws from 5% of share capital and / or voting rights). The powers granted to the managers of the Management Company are not limited. The managers can delegate power to the Partners and investment managers in order to represent the funds in all types of GAs (ordinary, extraordinary, special ...) to formulate proposals, exercise votes, accept positions of director or member of the supervisory board.

The resolutions submitted to the General Assembly are analyzed and reviewed by the Partner in charge of the case. The votes that will be cast at the meeting are decided by the Partner in charge of the case or the investment manager and Andera Partners will be physically represented at General Meetings, by one of the persons mentioned above (Manager, Partner or investment director if applicable) or will exercise its vote by correspondence or may vote by proxy and give his powers to the chairman of the portfolio company.

iii. Voting policy principles

In order to exercise its activity and its investments in a socially responsible manner, Andera Partners promotes respect for the following general principles:

- Financial statements integrity and transparency of communication,
- The absence of conflicts of interests between the company and the directors by affirming the separation of powers and the independence of the board,
- The participation of managers and employees to the company's equity capital: transparency of the remuneration policy for managers and stock option plan and fairness of remuneration which must be linked to the performance of the security and its evolution,
- Allocation of income and use of equity: reasoned management of equity while respecting the company's interest,
- Strategic development: balanced and justified equity transactions in the interests of the company.

Decisions leading to a modification of the by-laws:

Any modification respecting the principles of good governance and respect for the information rights of the shareholders is favorably examined. The allocation of shares with higher dividends, as well as the creation or

extension of double voting rights, must be justified by the interests of the company and its shareholders. Andera Partners is also unfavorable to resolutions grouping together several resolutions binding the shareholder to an overall acceptance or rejection.

Approval of accounts and allocation of results:

(i) Approval of the financial statements

The principle adopted the integrity of the financial statements. Financial information must be accessible, sincere and consistent, the strategy presented legible and stable. The presentation of risks, off-balance sheet commitments and pending litigations must be exhaustive and immediate.

(ii) Allocation of the results

The allocation of the results and in particular the dividends proposed to shareholders must be properly justified (in particular in relation to the level of equity).

So-called regulated agreements:

Agreements must be signed in the interest of all shareholders, which implies particular vigilance for the approval of regulated agreements which must be clearly detailed and strategically justified, their conditions must be fair. Likewise, the approval of expenses that are poorly explained, unjustified or represent too large a share of the result will be refused.

Equity securities issuance and repayment programs:

All capital transactions offered to shareholders must be strategically justified and financially balanced. Respect for the anti-dilution rights of shareholders is fundamental during capital increase operations. Each merger, contribution or demerger is assessed on the basis of its compliance with the long-term interests of all shareholders, its consistency with the strategic objectives of the company and its financial conditions, which must not challenge neither liquidity, nor the valuation of the security, or the “one share, one vote” principle. Andera Partners is not in favor of any pool not related to a specific project allowing capital increase through subsidiaries or as remuneration for public offers. Indeed, these resolutions lead to a lock up of the capital by the management of the company by prohibiting any acquisition of external participation. Finally, Andera Partners is in principle against the repayment of shares by the company during a public offer period, this type of resolution also being against the interests of the shareholders.

Participation of employees in equity capital:

Andera Partners is in favor of employee shareholding provided that the allocation of stock options meets criteria of fairness and vesting period. Free share issues may be accepted if they represent an insignificant portion of the share capital.

Appointment of statutory auditors:

The independence of auditors must be effective not only with regard to their personal situation but also from the point of view of the firm to which they belong. No link with a manager should cast doubt on his good faith. Andera Partners is not in favor of the collective appointment or renewal of statutory auditors and substitutes.

IV- Cooperation with other shareholders

Andera Partners communicates regularly with the other shareholders of the portfolio companies via various channels (meetings, conference calls) in order to support common positions, if possible, throughout the fiscal year or during the various general meetings.

V- Communication with relevant stakeholders

Andera Partners draws up an annual report on its shareholder engagement policy in listed companies. This report specifies in particular:

- The way in which the voting rights were exercised;
- The explanation of the choices made on the most important votes;
- Information on the possible use of services rendered by proxy advisors;
- The orientation of votes cast during general meetings, this information may exclude insignificant votes because of their purpose or the size of the stake in the company.

This report is published on the Management Company's website within four months of the end of its financial year and is accessible to all.

Andera Partners also communicates on its shareholder engagement policy in unlisted companies in the annual reports of the various funds managed.

VI- Prevention and management of conflicts of interests or potential conflicts

A conflict of interests is a situation in which the management company or one of its employees may be suspected of not acting independently. In order to manage conflicts of interest as well as possible, Andera Partners has put in place procedures to control and monitor the personal operations of its employees as well as a Code of Ethics.

The procedure and the Code of Ethics implemented at Andera Partners include the fact that each employee is required to declare to the Head of Compliance the list of positions he or she holds. These rules are intended to regulate the following situations:

- Personal transactions;
- The exercise of corporate mandates;
- Gifts or others, from Participations or targets;
- The exercise of functions external to the management company.

In the event of a conflict of interest of any kind, the employee involved will refer the matter to the Management of Andera Partners and to the Compliance Department, which will take all decisions deemed appropriate to preserve the interests of the investors.