

# CAPZA

## Report on shareholder engagement policy

June 30, 2025

PARIS | MUNICH | MADRID | MILAN | AMSTERDAM

The purpose of this report is to give an account of the implementation of CAPZA's shareholder engagement policy with companies financed on behalf of its investors during 2024.

## **1. Monitoring strategy, social and environmental impact and corporate governance**

Before investing in a shareholding, the investment teams systematically assess the financial performance of the target companies. This involves carrying out due diligence (financial, legal, strategic, etc.) as well as in-depth contacts with the management of target companies. CAPZA also focuses on the social, environmental and governance (ESG) impact of portfolio companies. In addition to a policy of exclusion, the management company assesses sustainability risks and impacts upstream of fund investments.

For equity investments, a preliminary roadmap is drawn up before investing in companies with ESG stakes identified as significant

Next, we regularly monitor the financial and non-financial performance of each portfolio company throughout the duration of the investment. This involves regular meetings with the management of portfolio companies, attendance at board meetings, and the study and analysis of documents such as reports, accounts, budgets and statutory auditors' reports (CAC reports) of investee companies.

In addition, an annual portfolio review is carried out to identify sustainability risks and opportunities, sustainability impacts, and areas for improvement for each holding, and on this basis to define action plans with the management teams.

CAPZA has defined its environmental, social and governance objectives in its ESG policy, sustainability report and Article 29. These documents are published on the management company's website <https://capza.co/sustainability>

## **2. Dialogue with investee companies**

Dialogue with portfolio companies is maintained through regular contact with management, the companies' supervisory bodies (Board of Directors, Supervisory Board), and (other) shareholders, where applicable, but also via the different operational teams, such as CSR.

In addition, CAPZA strives to initiate and maintain an ESG approach with the management of its investee companies, in order to add value and help them improve their extra-financial performance.

Depending on the context and the fund's investment policy, ESG objectives may be formalized in investment documentation through specific clauses in the shareholders' agreement or via Sustainability Performance Targets (SPTs) that influence the management incentive package or other financial instruments.

## **3. Exercise of voting rights and other rights attached to shares**

CAPZA's policy of exercising voting rights is in the exclusive interest of investors.

CAPZA has endeavored to vote in companies in which it holds, through the funds it manages, a stake of at least 5% of the voting rights. To this end, the fund managers responsible for these companies are in charge of examining and analyzing the resolutions submitted to the Annual General Meetings (AGMs). They were able to decide which votes should be exercised by attending AGMs or voting by proxy or by mail.

Here is a quantitative account of the votes cast for CAPZA's equity interests in 2024.

	Number of resolutions	Approval of all resolutions	Opposition to some of the resolutions	Opposition to all resolutions
Balance of power	35	35	0	0
Distribution of value	39	39	0	0
Transparency of information	32	32	0	0
Financial structure	66	66	0	0
Amendment of bylaws	14	14	0	0
AGM procedures and formalities	81	80	1	0
ESG-climate	2	2	0	0
<b>Total</b>	<b>269</b>	<b>268</b>	<b>1</b>	<b>0</b>

## 4. Cooperation with other shareholders and stakeholders

Over the course of 2024, CAPZA regularly exchanged views with all stakeholders (shareholders, auditors, portfolio company management, etc.), notably through governance bodies or general meetings, and may have been led to draw up shareholder pacts in order to solidify its position and ensure the company's development.

CAPZA has also contributed to the improvement of best practices within the private equity industry. CAPZA is notably a signatory of the PRI, the International Climate Initiative, as well as the France Invest charters on value sharing and diversity, aimed at promoting value sharing and gender equality respectively.

## **5. The prevention and management of actual or potential conflicts of interest in relation to their commitment.**

The Code of Ethics sets out CAPZA's system for preventing and managing conflicts of interest. It is available on our website.

No conflicts of interest arose during the period under review.