



SHAREHOLDERS' MEETING – 05.15.2025

## Executive Board's answers to written questions

Questions of Mr. Arnaud Descamps, individual shareholder (the "Shareholder"):

**“Question n°1:** *Question on the discount in the share price.*

*One of the factors explaining the discount of diversified groups, is the group's weaker control over its subsidiaries; it doesn't have legitimacy over their businesses, and they have less of a sense of belonging.*

*How does the Group envisage controlling its majority-owned subsidiaries? Directive versus Autonomy? Conversely, are the subsidiaries' managers aligned with the type of relationship desired by the Group?*

*In particular, with regard to the CSR policy communicated to shareholders and assessed by third-party organizations.*

*For example, if a subsidiary has been convicted of union discrimination during acquisition negotiations, its management does not naturally appear to be aligned with the Group's CSR policy! Then the Group would come in and drive change, as explained at the AGM 2024.*

*Last year, the Group stated that acts of sexism, or denial of the acts of sexism using a false document, had no place in the Group, and that the Group would ensure that reports were handled appropriately by the subsidiary.*

*However, the subsidiary did not report the denial, and continued to work with the person who had used the false document. This does not reflect proper treatment.*

*On the contrary, the Group sent a lawyer's letter referring to possible penal proceedings - what I would call a letter of intimidation - to a person who had alerted on this topic. The Group justified that the letter might have to be sent because the alert had been dealt with appropriately, an assertion I dispute.*

*Isn't this an example of the Group appearing to cover up inappropriate subsidiary behaviour, rather than deciding that the subsidiary complies with the Group's published policy?*

*That is, until, in my opinion, the Group puts itself at risk of breaching its own policy (CSR, governance), rather than having the subsidiary applying it.*

*This raises the question of how the Group should exercise its authority over its subsidiaries, and the issue of the discount in the share price.*

**Question n°2 :** *Additional question following the Executive Board's response at the 2024 Shareholders' Meeting.*

*In response to my previous question concerning a sexism alert, I note a lack of details on how this situation was handled. As such, I would like to ask the following questions:*

- 1. Has the Supervisory Board been informed of this alert, and how does it explain the apparent lack of reaction in a matter raising such serious ethical and governance issues?*
- 2. Since this incident, has there been any review of the ethics alert system? More specifically, how do you justify the fact that the same law firm was involved both in responding to an alert and in sending a formal notice to its author? What guarantees of independence are now provided?*
- 3. The lawyer's letter contained suggestions for action which, if implemented, could contravene the principles of the Sapin law. How does the Group justify sending such a letter as part of its ethics policy?*

4. *Does the Group agree to an independent external audit of the management of this alert, in order to strengthen the confidence of stakeholders?*

*Such transparency is essential to the credibility of Wendel's ethical and CSR commitments, which it communicates as exemplary."*

Wendel answer:

As a professional shareholder, Wendel is represented on the Boards of Directors and key committees (audit, governance, strategy and sustainable development) of its portfolio companies, in proportion with its level of ownership. This means it can take part in each entity's most important decisions without standing in for its management.

In terms of ESG, Wendel ensures that its consolidated subsidiaries (i) implement strategies, policies, actions and objectives addressing sustainability matters that are considered material, (ii) measure their non-financial performance through various key performance indicators and (iii) report annually on their performance. In terms of ethics, Wendel ensures that its consolidated subsidiaries have adequate compliance programs in place to prevent, detect and manage potential risks.

Wendel works in coordination with the managers of these companies, who have part of their variable compensation indexed to ESG objectives linked to material sustainability issues. If these targets are not met, these managers are penalized.

The creation of shareholder value is a constant concern for the Company, and the discount in the share price in relation to Net Asset Value per share is being monitored closely. In this respect, it is expected that the ongoing strategic directions will ensure that the Wendel share price better reflects the Company's intrinsic value.

Lastly, with regard to the facts alleged by the Shareholder, we understand that they relate to a situation dating back to 2018, within the workforce of a company that was not then part of the Wendel group, this company having only been acquired in 2023 - i.e. 5 years later.

We reiterate our answer to the Shareholder's questions on this subject at the 2024 Shareholders' Meeting, and will not comment on any ongoing legal proceedings involving the Shareholder.

Finally, we reiterate that the use of Wendel shareholders' right to ask written questions must not be abused and must not be used for any purpose unrelated to its corporate interest.