

P R E A T O N I

G R O U P

**Société anonyme with Management Board and Supervisory Board
with share capital of €324,979,591.50**

**Registered office: 7, avenue Victor Hugo - 75116 PARIS
917 538 639 R.C.S. PARIS**

SUPERVISORY BOARD'S REPORT TO THE GENERAL MEETING OF JULY 15, 2025

In accordance with Articles L 225-69 and L 22-10-20 of the French Commercial Code, the Supervisory Board has prepared a report on corporate governance to be presented to the Annual General Meeting of Shareholders convened to approve the financial statements for the year ended December 31, 2023. This report includes the information specified in Articles L. 22-10-9 to L. 22-10-11, L. 22-10-26 and L. 225-37-4 of the French Commercial Code.

1 CONTROL AND MANAGEMENT OF THE COMPANY

Since its creation on July 7, 2022, and the start of its operations on July 1, 2022, the Company has been a société anonyme with an Executive Board and a Supervisory Board. This structure was adopted to separate the Company's management bodies from its supervisory bodies. It also makes it possible to maintain a flexible, responsive management structure that respects the prerogatives of the Supervisory Board, whose balanced composition guarantees the independence of control and the balance of power.

1.1 Supervisory Board and its specialized committees

At December 31, 2024, the Supervisory Board comprised 4 members. Their term of office is six years, i.e. until the close of the Annual General Meeting called to approve the financial statements for the year ending December 31, 2027.

List of Supervisory Board members as at May 15, 2025 :

	Sexe	Nationalité	Nombre d'actions	Indépendance	Date de nomination	Échéance Mandat	Ancienneté au conseil	Comité Audit	Comité RSE
Ernesto Preatoni Président	H	Italienne	7 535 958		25/10/2022	AGO 2027	3 ans		
Pierre Ducret Vice Président	H	Française		X	07/07/2022	AGO 2027	3 ans	Membre	Président
Chantal Burger Membre	F	Française		X	07/07/2022	AGO 2027	3 ans	Présidente	Membre
Vanessa Ruffini Membre	F	Italienne			25/10/2022	AGO 2027	3 ans		

Mandates and/or functions in other companies :

Mandats détenus par les membres du Conseil de Surveillance			
Preatoni Group		Autres Mandats	
Ernesto PREATONI	Président du Conseil de Surveillance	Domina Vacanze Holding	Président
Pierre DUCRET	Vice Président du Conseil de Surveillance	Ethifinance	Membre Conseil de Surveillance
			Président du Comité de Gouvernance
		Apave SA	Membre Conseil d'administration
Chantal BURGER	Membre du Conseil		Néant
Vanessa RUFFINI	Membre du Conseil		Néant

1.1.1 Review of Supervisory Board membership

The Supervisory Board regularly examines the individual situation of its members, particularly with regard to :

- the skills and experience they bring to the work of the Board and its specialized Committees ;
- their availability and attendance at meetings, as well as their commitment ;
- their position with regard to potential conflicts of interest and their independence;
- their contribution to the Board's diversity, in terms of qualifications, age, gender, nationality and professional experience.

The Supervisory Board regularly reviews the desirable balance of its membership and that of its specialized Committees, in order to guarantee shareholders and the market that its missions are carried out with the necessary care, independence and objectivity, in the light of the Group's challenges and strategy.

The terms and conditions of the Board's organization and operation will shortly be codified in a set of internal rules, which will also serve as a reminder and clarification of the duties incumbent on each of its members, as well as the rules of professional conduct with which each member is individually bound.

Changes in the composition of the Supervisory Board and its Committees during fiscal 2024 and up to May 16, 2025.

There have been no changes in the composition of the Supervisory Board during fiscal 2024 and to date.

1.1.2 Rules governing the composition of the Supervisory Board and its specialized committees

▪ Independence

In accordance with Article 10 of the AFEP-MEDEF Code, the independence of Supervisory Board members and the specialized committees to which they belong is examined:

- when a Supervisory Board member is appointed; and
- annually for all Supervisory Board members.

At the end of this review, the Supervisory Board considered that:

- None of its members has any business relations with the Company;
- That its Chairman is the shareholder holding over 93% of the Company's capital and voting rights, and cannot therefore be qualified as independent; and that the Board comprised two independent members out of four, i.e. a rate of 50%;
- That independence is also respected with regard to the composition of the specialized Committees: the Audit Committee and the CSR Committee are each made up of two independent members, including their Chairmen.

▪ Diversity

The Board complies with the diversity criteria laid down in the French Commercial Code:

- A balanced representation of men and women

The 50% proportion of women on the Supervisory Board complies with the requirements of Article L. 225-69-1 of the French Commercial Code, which stipulates that the proportion of members of each gender may not be less than 40%. This gender balance is also reflected in the composition of the specialized Committees.

- An international dimension
 - ✓ Two **nationalities** are represented on the Supervisory Board: French and Italian.
 - ✓ Varied and complementary **skills and experience**

The Supervisory Board considers that the skills of its members are varied and complementary, with some members having strategic skills and others financial skills or expertise in corporate social responsibility ("CSR").

The diversity and complementarity of Supervisory Board members' experience and expertise enable them to quickly and thoroughly understand the Group's development challenges, and to make informed decisions at Supervisory Board meetings.

- Availability and attendance

Supervisory Board members are available and assiduous, as evidenced by the individual attendance rates at meetings of the Board and its specialized Committees. In 2023, no Supervisory Board member was absent from a meeting of the Supervisory Board or of a specialized committee of which he or she was a member.

Number of annual meetings: the Supervisory Board meets as often as the Company's interests require, and at least four times a year.

- Employee representation on the Supervisory Board

If, by December 31, 2024, the threshold of 5,000 employees stipulated in Article L.225-79-2 of the French Commercial Code has not been reached, there will be no employee representation on the Supervisory Board.

In any case, the Group is attentive to social dialogue and strives to maintain a constructive and respectful climate.

- Conflicts of interest

Supervisory Board members have undertaken to comply with the following rules:

- ✓ Inform the Chairman of the Supervisory Board of any conflict of interest, even potential, with the Company, and refrain from attending debates and taking part in voting on the corresponding deliberations.
- ✓ Refrain from taking part in discussions concerning his own benefits or remuneration, or his appointment or reappointment. In such cases, he must refrain from expressing any opinion on the subject.
- ✓ Inform the Board of his direct or indirect participation in a transaction in which the Group is directly involved, or of which he is aware as a member of the Board, prior to its conclusion.

- ✓ Inform the Board in advance before accepting a corporate mandate, in a personal capacity, in companies or businesses competing, directly or indirectly, with those of the Group.

The Company is not aware of any arrangement or agreement with its main stakeholders under which a member of its Supervisory Board has been appointed as a corporate officer of another entity that could potentially give rise to conflicts of interest.

- No convictions for fraud

To the best of the Company's knowledge

- ✓ No member of the Supervisory Board has been convicted of fraud in the last five years;
- ✓ No member of the Supervisory Board has been subject to bankruptcy, receivership, liquidation or receivership in the last five years;
- ✓ None of the members of the Supervisory Board has been the subject of any official public censure and/or sanction;
- ✓ No member of the Supervisory Board has been disqualified by a court from acting as a member of an administrative, management or supervisory body of an issuer, or from participating in the management or conduct of the affairs of an issuer over the past five years.

1.1.3 Operation of the Supervisory Board

The functioning of the Company's Supervisory Board is governed by the applicable legal and regulatory provisions, as well as by the Company's bylaws.

▪ Duties of the Chairman and Vice-Chairwoman of the Supervisory Board

The duties of the Chairman of the Supervisory Board are governed by the applicable legal and regulatory provisions, as well as by the Company's Articles of Association. In particular, he ensures that the Board functions smoothly. In particular, the Chairman ensures that a culture of openness and transparency prevails within the Board, so as to enable informed debate. He ensures that Board members receive adequate information in advance of each Board meeting, so as to guarantee effective discussion and deliberation.

In addition, the Chairman of the Board discusses with members of the Managing Board the Group's strategic and/or sensitive objectives, its organization, both from an operational point of view and in terms of performance and objectives, particularly in terms of the environment, significant investment projects, external growth, major financial transactions or the Group's financial information. When certain decisions require the prior authorization of the Supervisory Board, the Chairman may be called upon to assist the Executive Board in the preparatory work for these various projects.

In this context, as in the past, the Group's founding Chairman is called upon to put his knowledge of the sector, his experience and his vision at the service of the Group and the Managing Board.

The Chairman of the Supervisory Board chairs Supervisory Board meetings and Annual General Meetings. In the absence of the Chairman, in accordance with the Company's by-laws, the Vice-Chairman of the Supervisory Board chairs Supervisory Board meetings and Annual General Meetings.

▪ Dialogue with shareholders

Given the small number of shareholders and the fact that the Chairman of the Supervisory Board is a majority shareholder, the provisions relating to regular and proactive dialogue with shareholders do not apply.

▪ **Evaluation of the Supervisory Board and its specialized committees**

The Supervisory Board periodically assesses its own composition, organization and procedures, as well as those of its Committees. The Board discusses these matters once a year. The aim is to examine how the Board operates, to ensure that important issues are both documented and discussed, and to assess each member's contribution to the Board's work.

▪ **CSR considerations by the Supervisory Board and its specialized committees**

The Supervisory Board has a Corporate Social Responsibility Committee, whose mission is to:

- review the Group's CSR policy: define objectives and monitor their achievement;
- assess environmental and social risks, where appropriate, in conjunction with the Audit Committee;
- examine the work undertaken by the Group as part of its objective to produce a report on non-financial information and, more generally, any information required by current CSR legislation;
- assess the extent to which the Group's operational initiatives take into account social, environmental and technological developments that have an impact on the Group's business.

In view of the new Omnibus Directive and recent legislative developments, the Group will be required to submit a CSRD report in 2027. Without waiting for this deadline, the Group has selected a specialized firm (UTOPIES) to assist it in this new process.

▪ **Supervisory Board meetings without executive directors present**

Given the Company's dual structure, executive directors are not members of the Supervisory Board, but are regularly invited to attend Board meetings to discuss operational issues and matters relating to the Group's business.

The Supervisory Board may also meet in the absence of executive directors, in particular when it has to discuss their status as directors, or their remuneration.

▪ **Executive Committee**

In the ^{first} half of 2024, the Group set up an Executive Committee (COMEX), a key link between operational managers and the Managing Board, to ensure that executive decisions are consistent with Group strategy.

It is made up of members of the Executive Board and the operational heads of the Group's two divisions. Ernesto Preatoni, as Chairman of the Supervisory Board, is a permanent guest.

▪ **Functioning of specialized committees**

The Supervisory Board has set up two specialized committees (the Audit Committee and the CSR (Corporate Social Responsibility) Committee), whose reports are submitted to the Supervisory Board

in advance of its meetings, and presented by the Committee Chairmen during Board meetings. Each Committee issues proposals, recommendations and opinions within its area of competence.

1.1.4 Work of the Supervisory Board

The Board met formally during 2024 and the first quarter of 2025.

In addition to reviewing performance and trends at the Group's various sites, it examined :

- The draft financial statements for 2023 and the Management Report,
- The complex relationship with the statutory auditors,
- Reports prepared by the Executive Board
 - ✓ The setting up of the holding company,
 - ✓ Accounting quality action plans for both 2023 and 2024,
 - ✓ Reviewed and authorized the proposed 2024 bond issue,
 - ✓ Reviewed and approved the proposed financial restructuring of Domina Vacanze Holding.
- Agreed the terms of remuneration for members of the Executive Board and directors' fees, as well as for members and chairmen of specialized committees, for 2024 and 2025,
- Monitored the progress of the closing of the 2024 financial statements.

1.1.5 Operation and work of specialized committees

▪ The Audit Committee

The mission of the Audit Committee is not detachable from that of the Supervisory Board, which retains responsibility for examining the parent company and consolidated financial statements. The role of the Audit Committee is to advise the Supervisory Board on the accounts preparation process (timetable, principles, etc.), the choice of auditors, and the Company's organization, procedures and management systems.

The Audit Committee was regularly consulted during 2024, and shared its opinions and conclusions with Group Governance.

- As part of the process of closing the accounts for the 2023 financial year,
- As part of the process of closing the accounts for 2024.
- In addition to meetings on the organization of the year-end closing and the progress of the closing, it met in the presence of the Statutory Auditors.

In addition, the Audit Committee and the Executive Board discussed the Audit Committee's terms of reference for the 2025 financial statements and interaction with the statutory auditors.

▪ The CSR Committee

The main task of the CSR Committee is to examine the coherence of the Company's strategic plan, the main challenges and risks to which it is exposed, internal and external growth factors, and the optimization of its medium-term development. It submits recommendations and opinions to the Supervisory Board.

The CSR Committee met twice to examine the bids received during the process of selecting a consultancy firm to help the Group in its transition to the CSRD Guidelines, and during the presentation of the selected firm's action plan (UTOPIES). The action plan has been suspended due to the publication of the Omnibus Directive. It will be relaunched at the start of the second half of 2025.

1.2 Management Board

The Executive Board is the Company's collegial management body, responsible for the tasks set out in the French Commercial Code and the Company's bylaws, including managing the Company's business in line with the financial targets set and the strategy or changes in strategy defined in conjunction with the Supervisory Board. The Executive Board determines the direction of the Company's business and oversees its implementation in accordance with the corporate interest, taking into account the social and environmental challenges of the Company's activities. Its members are collectively responsible for the management of the Company.

1.2.1 Composition of the Executive Board

The provisions applicable to the composition and operation of the Executive Board are those set out in the French Commercial Code and the Company's bylaws. At the date of the Annual General Meeting, the Managing Board comprised the following three members.

- Patrick WERNER, Chairman of the Managing Board ;
- Patrick GIFFAUX, Member of the Managing Board; and
- Oscar CRAMERI, Member of the Managing Board.

Patrick Werner has held this position since the company was founded on July 7, 2022, and the other two members were appointed by decision of the Supervisory Board on October 26, 2022; their terms of office will expire at the General Meeting called to approve the financial statements for the year ending December 31, 2026.

The table below lists the corporate offices held by members of the Executive Board within and outside the Group.

Mandats détenues par les memebre du Directoire

Patrick Werner	President du Directoire	Mandats dans le s sociétés du Groupe Preatoni Prokapital	Président du Conseil de Surveillance
		Mandats dans des sociétés hors du Groupe ODDO - BHF	Membre du Conseil de Surveillance Président du Comité des Risques Membre du Comité d'audit
		FILIASUR OXYMETAL CAPZA ARUM INTERNATIONAL	Membre du Comité des Associés Administrateur Membre du Comité Stratégique Président Directeur Général
Oscar Crameri	Membre du Directoire	Mandats dans le s sociétés du Groupe Preatoni Prokapital Grupp	Membre du Conseil de Surveillance
		Mandats dnna les sociétés Hors groupe TATA Real Estate SA (Suisse) RACSO Real Estate SA (Suisse) OVVI Real Estate SA (Suisse) Wamasch Trade SA (Suisse) : Wamasch AG (Suisse) : ELC Consulting SA (Suisse) Gewiss Swiss SA (Suisse) Axel P'real Estate SA (Suisse) Eliticino-Tarmac SA (Suisse) European Helicopter Holding SA (Suisse) Freeleo SA (Suisse) Galassia SA (Suisse)	Membre du Conseil d'Administration Adlinistrateur unique Adlinistrateur unique Adlinistrateur unique Adlinistrateur unique Membre du Conseil d'Administration Adlinistrateur unique Membre du Conseil d'Administration Adlinistrateur unique Adlinistrateur unique
Patrick Giffaux	Mzmbre du Directoire	Mandats dans les sociétés du Groupe Preatoni Sicot	Membre Conseil d'aadministration
		Mandats dans des sociétés hors du Groupe Patrick Giffaux EURL Bételgeuse International	Président Président et Directeur Général

1.2.2 Conflicts of interest and independence

Members of the Executive Board must seek the opinion of the Supervisory Board before accepting any mandate in a listed company, it being specified that no member of the Executive Board may hold more than two mandates in listed companies, including foreign companies, outside the PREATONI and PROKAPITAL groups. As of the date of this document and to the best of the Company's knowledge, there is no conflict of interest between the duties, with respect to PREATONI Group, of any member of the Executive Board or Supervisory Board and their private interests and/or other duties. In addition :

- there are no family ties between members of the Executive Board and/or Supervisory Board;
- no member of the Managing Board has been convicted of fraud in the last five years;
- none of them has been subject to bankruptcy, receivership, liquidation or receivership in the last five years;
- none of the members of the Executive Board has been the subject of any official public censure and/or sanction; and
- none of them has been disqualified by a court from acting as a member of an administrative, management or supervisory body of an issuer, or from taking part in the management or conduct of the affairs of an issuer over the past five years.

Furthermore, the Company is not aware of any arrangement or agreement with its main stakeholders under which any member of its Executive Board has been appointed as a corporate officer of an entity outside the PREATONI Group.

1.2.3 Work of the Executive Board

<u>Thèmes</u>	<u>Sujets à l'ordre du jour</u>
Stratégie	Reflexions sur la stratégie du Groupe Poursuite de mise en place d'un gouvernance des sociétés opérationnelles Lancement du COMEX Selection d'un cabinet d'accompagnement ESG
Projet cotation	Finalisation du document d'information pour Euronext Mise à jour Evalauton et Business plan consolidé Suivi de l'instruction du dossier de cotation par Euronext
Performance et reporting financiers	Poursuite du plan d'action sur la qualité comptable Préparaton et approbation des comptes consolidés 2024 Rapports de gestion périodiques Réflexions sur l'activité timeshare en Egypte
Dialogue Actionnarial	Préparation de l'Assemblée Générale des actionnaires

2 REMUNERATION AND BENEFITS OF SUPERVISORY BOARD AND MANAGEMENT BOARD MEMBERS

2.1 Compensation and benefits of Supervisory Board members

This paragraph will be submitted for approval to the Annual General Meeting of October 15, 2024 in the context of specific resolutions, and complies with all the recommendations of the AFEP-MEDEF Code on remuneration.

The Shareholders' Meeting of November 28, 2024 set the terms and conditions of your Board's remuneration. Attendance fees for 2024 will therefore be allocated by the Supervisory Board in accordance with the distribution procedures set out in this decision. The amount of directors' fees allocated for the 2024 financial year is 86,000 euros.

We propose that these remuneration arrangements remain unchanged for the 2025 financial year. Accordingly, directors' fees will be determined on the following basis:

- For each member of the Supervisory Board: Attendance fees of €2,500 for each effective attendance (in person or by videoconference) at Supervisory Board meetings, capped at €10,000 per year,
- For each member of specialized committees : Attendance fees set at €2,000 for each effective attendance (in person or by videoconference) at meetings, capped at €8,000 per year.
- For the Chairman of the Board and Committee Chairmen: double directors' fees, with the ceiling doubled.

At the Annual General Meeting on June 23, 2025, shareholders will be asked to renew these rules for 2024, and a resolution to this effect will be submitted to the Meeting. The maximum charge for the year is estimated at 98,000 € based on a Board of 4 members.

2.2 Remuneration of Executive Board members

Following discussions with Mr. Ernesto PREATONI, the latter has decided to submit to the Supervisory Board the following remuneration packages, identical to those approved in previous years:

▪ Fixed portion

- Mr Patrick WERNER, Chairman of the Executive Board, €15,000 ex VAT per month in the form of fees. This monthly amount will be increased to €25,000 once the company is listed on the Euronext Access+ market.
- Mr. Oscar CRAMERI and Mr. Patrick GIFFAUX, €7,500 excluding VAT per month each, in the form of fees. This sum will be increased to €12,500 once the company has access to the Euronext Access+ market.

▪ Variable portion

In addition, in order to achieve a complete alignment of interests between shareholders and management, the three members of the Executive Board will be entitled, as from the Company's access to the Euronext market, to variable remuneration in the form of free shares, equal to 5% of the value creation of the Company's stock market, this amount to be divided between the members of the

Executive Board, at the latter's discretion. The practical implementation of this variable remuneration will be specified at a later date.

The Supervisory Board has approved this proposal, and a resolution to this effect will be submitted to the Annual General Meeting.