

3.

Presentation of the Directors proposed for reappointment

As the terms of office as Directors of Ms Patricia Barbizet and Mr Ian Gallienne expire at the end of the General Meeting of 10 November 2022, this General Meeting will be asked (4th and 5th resolutions), in accordance with the recommendations of the Nominations and Governance Committee, to renew their terms of office as Directors for a term of four years expiring at the end of the General Meeting to be held in 2026 to approve the financial statements for the previous financial year.

Ms Patricia Barbizet brings her experience as Chief Executive Officer (of Artemis and Christie's) to the Board, as well as her valuable expertise in the luxury and retail sectors, in corporate governance and CSR. Ian Gallienne notably brings to the Board his experience as a diligent and demanding investor.

Ms Patricia Barbizet

A graduate of ESCP Europe, Ms Patricia Barbizet began her career in 1976 with the Treasury Department of the Renault Véhicules Group before becoming Financial Director of Renault Crédit International. In 1989, she joined the Pinault Group as Chief Financial Officer and became, from 1992 to 2018, Chief Executive Officer of Artémis, the Pinault family's investment company. From 2014 to 2016, she was also CEO & Chairwoman of Christie's International and chaired the Strategic Investment Fund (SIF) Investment Committee from 2008 to 2013. She is currently Chairwoman of Témarris & Associés. Ms Patricia Barbizet is also Chairwoman of the Board of Directors of the Cité de la Musique - Philharmonie de Paris, Chairwoman of Zoé SAS and Director of Columbus.

In April 2018, she was appointed Chairwoman of the Supervisory Board of Investissements d'Avenir France 2030. In addition, she has been Chairwoman of the High Committee on Corporate Governance since 1 November 2018.

Mr Ian Gallienne

Mr Ian Gallienne has been CEO of Groupe Bruxelles Lambert since January 2012. He graduated in Management and Administration, specialising in Finance, from ESDE in Paris and holds an MBA from INSEAD in Fontainebleau. From 1998 to 2005, he was Manager of the Rhône Capital LLC private equity fund in New York and London. From 2005 to 2012, he was founder and Managing Director of the private equity funds Ergon Capital Partners I, II and III. Mr Ian Gallienne has been a Director of Groupe Bruxelles Lambert since 2009, of Imerys since 2010, of SGS since 2013, of Adidas since 2016 and of Webhelp since 2019.

Thus, at the close of the General Meeting of 10 November 2022, the Board of Directors would comprise 14 members (including two Directors representing the employees), of which seven Independent Directors (58.3%) and seven women (58.3%)⁽¹⁾, in accordance with the recommendations of the AFEP-MEDEF Code and the law on balanced representation of women and men within Boards of Directors and professional equality. Additionally, six Directors would be of foreign nationality (including the Directors representing the employees).

(1) The Directors representing the employees are not taken into account to establish the percentages of independence and women in senior positions in accordance with the AFEP-MEDEF Code and article L. 225-27-1 of the French Commercial Code respectively.

4th resolution - Renewal of the directorship of Ms Patricia Barbizet

Ms Patricia Barbizet



Lead Independent Director

Age: 67

French

Business address:
Témaris & Associés
40, rue François I^{er}
75008 Paris (France)

Number of shares held on 30 June 2022: **3,160**



Nominations and Governance Committee



Compensation Committee



CSR Committee

Biography

Ms Patricia Barbizet is a graduate of ESCP Europe and began her career in 1976 with the Renault Véhicules Group in Treasury before becoming Financial Director of Renault Crédit International.

In 1989, she joined the Pinault Group as Chief Financial Officer and became, from 1992 to 2018, Chief Executive Officer of Artémis, the Pinault family's investment company. From 2014 to 2016, she was also CEO & Chairwoman of Christie's International and chaired the Strategic Investment Fund (SIF) Investment Committee from 2008 to 2013. She is currently Chairwoman of the Cité de la Musique – Philharmonie de Paris, Chairwoman of Zoé SAS, and director of Colombus.

Ms Patricia Barbizet was appointed Chairwoman of the Investissements d'Avenir France 2030 Supervisory Committee in April 2018 and has been Chairwoman of the Haut Comité de Gouvernement d'Entreprise since 1 November 2018.

Ms Patricia Barbizet has been a Director of Pernod Ricard since 2018 and was appointed Lead Independent Director on 23 January 2019.

Offices and main functions held outside the Group on 30.06.2022 or at the date of resignation where applicable

- Director of TotalEnergies ⁽¹⁾
- Director of Colombus
- Chairwoman of Témaris et Associés
- Chairwoman of Zoé SAS
- Chairwoman of the Cité de la Musique – Philharmonie de Paris
- Chairwoman of the HCGE

Offices held outside the Group that have expired over the last five years

- Director of AXA
- Director of Fnac-Darty ⁽¹⁾
- Vice Chairwoman of the Board of Directors of Kering ⁽¹⁾
- Director of Peugeot SA ⁽¹⁾
- CEO of Artémis
- CEO of Christie's International Plc (United Kingdom)
- Director of Yves Saint Laurent

(1) Listed company. Committee: ● Chairman/Chairwoman ● Member

5th resolution - Renewal of the directorship of Mr Ian Gallienne

Mr Ian Gallienne



Independent Director

Age: 51

French

Business address:
Groupe Bruxelles Lambert
24, avenue Marnix
BE1000 Bruxelles (Belgium)

Number of shares held on 30 June 2022: 1,000



Compensation Committee



Strategic Committee

Biography

Mr Ian Gallienne has been CEO of Groupe Bruxelles Lambert since January 2012.

He holds a MBA from INSEAD in Fontainebleau. From 1998 to 2005, he was Manager of the Rhône Capital LLC private equity fund in New York and London. In 2005, he founded the private equity fund Ergon Capital Partners, of which he was Managing Director until 2012.

Mr Ian Gallienne has been a Director of Groupe Bruxelles Lambert since 2009, of Imerys since 2010, of SGS since 2013, of Adidas since 2016 and of Webhelp since 2019.

Mr Ian Gallienne has been a Director of Pernod Ricard since 2012.

Offices and main functions held outside the Group on 30.06.2022 or at the date of resignation where applicable

- CEO of Groupe Bruxelles Lambert ⁽¹⁾ (Belgium)
- Director of Imerys ⁽¹⁾
- Director of SGS SA ⁽¹⁾ (Switzerland)
- Director of Adidas AG ⁽¹⁾ (Germany)
- Director of Webhelp (France)
- Chairman of the Board of Directors of Sienna Capital (Luxembourg)
- Manager of Serena 2017 SC
- Director of Société civile Château Cheval Blanc
- Director of Compagnie Nationale de Portefeuille SA (Belgium)
- Director of Marnix French ParentCo (Webhelp Group)
- Director of Financière de la Sambre (Belgium)
- Director of Carpar (Belgium)

Offices held outside the Group that have expired over the last five years

- Director of Umicore⁽¹⁾ (Belgium)
- Director of Erbe SA (Belgium)
- Director of Frère-Bourgeois SA (Belgium)

(1) Listed company. Committee: ● Chairman/Chairwoman ● Member