

Voting Rights Exercise Report 2024

June 2025

1. Reminder of scope and voting procedure

1.1 Objectives of the report

In accordance with the provisions of Articles L.533-22 and R.533-16 of the Monetary and Financial Code, PAI SAS publishes an annual report dedicated to the exercise of voting rights associated with the securities held by the Alternative Investment Funds (AIFs) under its financial management. This document includes:

- The number of companies for which PAI SAS exercised voting rights compared to the total number of companies in which it held voting rights;
- The direction of the votes cast;
- Instances where PAI SAS was unable to adhere to the principles defined in its voting policy;
- Any identified situations of conflicts of interest;
- Instances where PAI SAS sought the intervention of voting advisors.

1.2 Voting rights policy

PAI SAS is a portfolio management company specialised in Private Equity. Its activity is based on a rigorous selection of securities through a qualitative analysis process and regular meetings with the companies in which the Alternative Investment Funds (AIFs) are invested. The company's objective is to invest in companies capable of creating value for their shareholders, ensuring the quality of their governance and alignment with the strategies of their leaders.

It should be noted that, in line with its investment strategy, PAI SAS generally aims to take control of the companies in which it invests. This approach allows PAI to more effectively implement its governance standards and voting policy, ensuring alignment with the long-term interests of its investors and facilitating active engagement in key corporate decisions.

For all AIFs, shareholder meeting resolutions are generally approved, especially those concerning the implementation of effective corporate governance, equitable treatment of shareholders, and transparency of information.

Particular attention is paid to decisions related to:

- Amendments to the articles of association;
- Approval of accounts and allocation of results;
- Appointment and dismissal of corporate bodies;
- Capital issuance and buyback programs;
- Remuneration of executives and employees (excluding employee shareholding).

PAI SAS's voting policy aims to protect the interests of AIF unit holders, including those under financial management delegation. It is based on strong governance principles, encouraging rigorous corporate management and emphasising the primacy of investors' long-term financial interests, transparency, independence, and the integration of environmental, social, and governance (ESG) factors. PAI SAS is committed to actively exercising its voting rights to faithfully represent its funds and investors, promoting sustainable value creation. Each resolution project is subject to an explicit vote, and a written justification is required for any negative vote or abstention. The policy is regularly updated to align with current regulations and market standards and includes specific guidelines to support proposals that promote sound governance, transparency, and sustainable practices.

1.3 Definition of the voting scope

In 2024, PAI SAS exercised its voting rights in accordance with its established policy. The report covers the exercise of these rights from January 1 to December 31, 2024.



During this period, PAI SAS participated in votes at the General Meetings and Supervisory Boards of eight unlisted French companies.

The scope of the votes includes crucial decisions in several categories, such as the approval of financial statements, the appointment, dismissal, or remuneration of directors, capital movements, related-party transactions, and the selection of auditors. For example, a director's appointment may be rejected if it does not serve the best interests of the company or compromises the board's effectiveness. Votes on related-party transactions are influenced by their impact on investors, requiring clear and balanced information. Finally, PAI SAS ensures that its voting decisions are fully documented and that no ambiguous or insufficiently detailed resolution is supported, in the interest of shareholders and investors.

2. Results

2.1 Conflicts of interest

PAI SAS did not encounter any conflicts of interest during the exercise of voting rights in 2024.

2.2 Intervention of voting advisors

No voting advisors intervened during the exercise of voting rights in 2024.

2.3 Instances where PAI SAS could not adhere to the principles defined in the voting rights policy

PAI SAS was able to adhere to all the principles defined in its voting policy during the exercise of voting rights in 2024.

2.4 Distribution of resolutions and direction of votes

Across the scope of all resolutions voted on, no decision was rejected.

Type of resolution	Votes For	Votes Abstention	Votes Against	Total	% Against
Appointment and dismissal of corporate bodies	44	0	0	0	0%
Approval of accounts and allocation of results	37	0	0	0	0%
Remuneration of executives and employees (excluding employee shareholding)	11	0	0	0	0%
Financial decisions (commitment of expenses, conversion of securities)	56	0	0	0	0%
Legal formalities and powers	47	0	0	0	0%
Amendments to the articles of association	7	0	0	0	0%
Others (legal sector, approval of agreements, internal organizations, etc.)	76	0	0	0	0 %
TOTAL	278	0	0	0	0%

Source: PAI SAS



3. Appendix: List of Funds and portfolio companies concerned by the report

- Regarding PAI Europe VI
 - Euro Media Group
 - Etypharm
 - Labeyrie
- Regarding PAI Europe VII
 - Apave
 - Ecotone
 - Euro Ethnic Foods
 - SGD Pharma
 - Stella