Shareholder Engagement Report

Report on Votes Cast in 2024

This Shareholder Engagement Report is prepared in accordance with the Shareholder Rights Directive II (Directive (EU) 2017/828), as transposed into French law under Article L.533-22 of the Monetary and Financial Code and Article R.533-16. It sets out how MBO+ implemented its Shareholder Engagement Policy in 2024, covering the exercise of voting rights, use of proxy advisors, and the overall orientation of votes expressed.

I. General Description of How Voting Rights Have Been Exercised

As a reference shareholder in unlisted SMEs, MBO+ directly exercises its voting rights within the governance bodies of its portfolio companies (boards of directors, supervisory boards, strategic committees). Voting decisions are systematically made in the exclusive interest of the funds and their investors, with particular attention paid to:

- value creation,
- compliance with sound governance principles,
- consideration of social and environmental issues.

Each MBO+ representative within governance bodies has the responsibility to represent the fund in these decision-making instances and to vote in line with our Shareholder Engagement policy. Decisions are prepared in advance through regular dialogue with management teams and other shareholders, to ensure a shared understanding of strategic priorities.

II. Explanation of Choices on the Most Significant Votes

The most significant voting decisions relate to:

- **Appointment and renewal of governing bodies.** Ensuring that boards include diverse skills aligned with growth and transformation challenges.
- **Approval of financial statements and allocation of results.** Balancing the need for financial strength with the fair distribution of returns to shareholders.
- **Strategic operations (external growth, partial divestments, restructurings)**. Supporting projects that create value and are consistent with a responsible development trajectory.
- **Executive remuneration policies**. Emphasizing the alignment between long-term performance and investor interests, while ensuring a fair distribution of the value created.
- **Sustainability commitments**. Supporting the adoption of environmental and social roadmaps, and the integration of related indicators into performance monitoring.

III. Use of Proxy Voting Advisors

MBO+ does not rely on proxy voting advisors. Voting decisions are taken exclusively by the investment teams, based on internal analyses and direct engagement with management and co-shareholders.

IV. Orientation of Voting Decisions

The orientation of voting decisions expressed by MBO+ is guided by the following principles:

- systematic support for resolutions that promote sustainable growth, financial transparency, and sound governance,
- a prudent approach to executive compensation, favouring mechanisms that link financial and non-financial performance,
- careful assessment of capital-related operations that may affect the balance of interests between shareholders and management
- strong alignment with sustainability objectives, including initiatives to reduce carbon footprint, improve workplace well-being, and foster inclusion.