

## DIVERSITY AND INCLUSION POLICY

CNOVA N.V.

### INTRODUCTION

#### Article 1

- 1.1** This document sets out the Company's diversity and inclusion policy.
- 1.2** This policy sets concrete, suitable and ambitious objectives with respect to the composition of the Board of Directors, Executive Committee (if established) and the Senior Officers (irrespective of whether they are part of the Board of Directors and/or the Executive Committee).

### DEFINITIONS AND INTERPRETATION

#### Article 2

- 2.1** In this policy the following definitions shall apply:

<b>Article</b>	An article of this policy.
<b>Board of Directors</b>	The Company's board of directors.
<b>Company</b>	Cnova N.V.
<b>Company Group</b>	The Company and its Subsidiaries (including Cdiscount) collectively or, where the context so requires, any of them individually.
<b>Cdiscount</b>	Cdiscount Group S.A.S., a société par actions simplifiée organized under the laws of France, having its registered office at 1, Cours Antoine Guichard, 42000 Saint-Etienne, France, registered with the registry of trade and companies of Saint-Etienne under number 422 919 548.
<b>Director</b>	A member of the Board of Directors.
<b>Executive Committee</b>	The Company's executive committee, if and when established.
<b>Profile</b>	The Company's profile for the size, composition and independence of the group of Non-Executive Directors.
<b>Senior Officers</b>	The group formed by (i) the members of the Board of Directors, (ii) the members of the Executive Committee (if and when established) and (iii) the managers of Cdiscount.

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| <b>Subsidiary</b> | A subsidiary of the Company within the meaning of Section 2:24a of the Dutch Civil Code. |
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- 2.2** Terms that are defined in the singular have a corresponding meaning in the plural.
- 2.3** Words denoting a gender include each other gender.

## DIVERSITY AND INCLUSION ASPECTS

### Article 3

- 3.1** The Company is committed to supporting, valuing and leveraging the value of diversity and inclusion. The importance of diversity and inclusion, in and of itself, should not set aside the overriding principle that someone should be recommended, nominated and appointed for being "the right person for the job".
- 3.2** The Company does believe that experience, sophistication and wisdom come with age and that the young have the highest potential for creativity and innovation. For those reasons, the Company strives for a balanced mix of ages in the composition of the Board of Directors, the Senior Officers and, if and when established, the Executive Committee.
- 3.3** The Company recognises and welcomes the value of diversity with respect to age, gender, ethnicity, nationality, disability, sexual orientation, other important cultural differences, physical abilities, religious beliefs, socio-economic background, experiences, qualifications, knowledge and abilities. The Company believes that diversity is important to support good decision-making and that is encompasses acceptance and respect, recognizing that each individual is unique.
- 3.4** In terms of experience and expertise, the Company intends for the Board of Directors to be composed of individuals who, as a collective, are knowledgeable in the areas set out in the Profile.
- 3.5** The Company's diversity and inclusion initiatives, ambitions and objectives apply, without limitation, to its practices and policies on recruitment, selection and retention, compensation and benefits, professional development and training, social and recreational programs. The Company is committed to the ongoing development of a safe working environment throughout the Company Group that is free from harassment and discrimination against any individual on the basis of their unique characteristics. The Company encourages and enforces:<sup>1</sup>
- a.** equal opportunities for employees, officers and applicants for employment by the Company Group;
  - b.** respectful communication and cooperation among employees and officers;

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<sup>1</sup> **Note to draft:** These D&I aspects are merely an indicative starting point for Cnova's D&I policy. The policy should describe those D&I aspects that are relevant to Cnova's organisation.

- c. teamwork and participation among employees and officers;
  - d. contributions to communities that the Company Group serves in order to promote a greater understanding and respect for diversity and inclusion; and
  - e. responsibility to treat employees, officers and others with dignity, respect and understanding.
- 3.6** Employees and officers who feel that they have been subjected to discrimination or harassment are encouraged to report this to their supervisor or to the Company's Human Resources department or in accordance with the Company's whistle-blowers policy.

## OBJECTIVES

### Article 4

- 4.1** The Company is committed to promoting gender diversity among the Senior Officers. This includes the following objectives:
- a. the percentage of female non-executive Directors should progressively become at least 33%;
  - b. for the Senior Officers as a collective, the percentage of women in that group should not decrease below 40%;
  - c. to raise awareness among employees and officers about the importance of diversity and inclusion, as well as the benefits these aspects bring to the Company Group's organisation and its workforce;<sup>2</sup>
  - d. to create an inclusive culture where all employees and officers feel valued, respected and empowered to contribute their unique perspectives and ideas;
  - e. to ensure that the workplace of the Company Group is accessible and that reasonable accommodations are provided to employees and officers with disabilities to enable their full participation.
- 4.2** To achieve the above listed objectives, the Company will undertake the following:<sup>3</sup>
- a. The Company will organise regular workshops, trainings, and awareness sessions. The sessions will be part of the general training courses as well as regular onboarding for new employees and officers.
  - b. The Company will provide mentorship, training, and leadership development

<sup>2</sup> **Note to draft:** These D&I objectives are merely an indicative starting point for Cnova's D&I policy. The policy should describe specific, appropriate and ambitious targets.

<sup>3</sup> **Note to draft:** These D&I undertakings are merely an indicative starting point for Cnova's D&I policy. The policy should describe the plan to achieve the objectives of the D&I policy. We have also included certain elements that are already included in the diversity reporting in the annual report 2022.

opportunities.

The Company will regularly review its Human Resources policies to ensure equal treatment for all employees and officers. This includes examining recruitment practices, performance evaluations and promotions.

#### **AMENDMENTS AND DEVIATIONS**

##### **Article 5**

- 5.1** The Company shall regularly review and update this policy as needed in order to ensure it continues to reflect the Company's commitment to diversity and inclusion.
- 5.2** Pursuant to a resolution to that effect, the Board of Directors may amend or supplement this policy and allow temporary deviations from this policy, subject to ongoing compliance with applicable law and stock exchange requirements.

#### **GOVERNING LAW AND JURISDICTION**

##### **Article 6**

This policy shall be governed by and shall be construed in accordance with the laws of the Netherlands. Any dispute arising in connection with this policy shall be submitted to the exclusive jurisdiction of the competent court in Amsterdam, the Netherlands.