



## Governance

The Strategy Board

Three committees to provide oversight and clarity

The Executive Committee



### JOËL ROUSSEAU

Chair of the Strategy Board

Our entrepreneurial spirit is the driving force behind the NGE commitment to sustained, robust, but responsible growth. Our desire to grow, explore new markets and move into new business sectors is actioned by remaining true to ourselves, never compromising on our core values, and advocating balanced growth that benefits all our stakeholders. This long-running quest for balance is made possible by our shareholding structure and independence. 2022 was the first full year of collaboration with Montefiore Investment, which holds a 28% equity stake in the Group. Together, we have injected new impetus into the Group to develop new business sectors and expand the range of expertise we can apply to help deliver the ecological transition. Our Strategic Council of qualified independent experts and Executive Committee members ensures balanced governance, and provides an informed and clear view of NGE's future. Together, we form a team of optimistic individuals with complementary skills focused on building dynamic and sustainable growth for all. *Our Conqueror 2022* award presented by the Institut Choiseul for International Politics and Geoeconomics in the *Flagships of the Economy* category of its annual awards recognises the role played by NGE in the economic fabric of France, its contribution to the resilience of the national economy, and the value it adds to the economy for the benefit of all. It is an award that bears a striking resemblance to our own identity.

# Agile governance with real commitment

NGE relies on agile and committed governance to support its responsible creation of long-term value. So in 2022, the Group adapted its organisational structure to align more closely with its ambition and growth.

## A Strategic Council to provide direction

The Strategic Council of financial shareholder representatives, senior executives, founders and independent members chosen for their complementary expertise sets Group strategy to support its growth and ensure its continued independence by addressing the expectations of stakeholders to succeed in the challenges now transforming the construction and civil engineering industry. It is chaired by Joël Rousseau. Its independent members have been chosen for their recognised expertise in providing leadership for public- and private-sector companies and industry bodies (Emmanuèle Perron), CSR with particular emphasis on environmental issues and climate change (Geneviève Féron Creuzet), and finance (Jacques Potdevin).

### THE MAIN TASKS COMPLETED IN 2022

- Setting out the strategic directions for the Group (creation of NGE Paysages, expansion of repeat and concessions business, expansion in Canada, etc.)
- Investment (in the new A69 motorway operating concession and the acquisition of DHR, A2F and Avanzit Technologie Maroc)
- Sale of assets (Port Adhoc)
- The CSR policy rollout
- Financial strategy and internal audit

### Membership

The Strategic Council has **16** members, **19%** of whom are independent and **13%** of whom are women.

**JOËL ROUSSEAU**, Chairman of the Strategy Board, **EMMANUÈLE PERRON**, Vice-Chair, and **GILBERT ROUX**, Vice-Chair, **JEAN BERNADET**, **ÉRIC BISMUTH**, **GAUTIER DEVIGNES**, **GENEVIÈVE FÉRON CREUZET**, **ÉMERIC FOSSORIER**, **MICHEL LAVÉDRINE**, **JEAN-SÉBASTIEN LEONI**, **ANTOINE METZGER**, **MICHEL PAVOINE**, **STÉPHANE PÉREZ**, **JACQUES POTDEVIN**, **HENRI TOPIOL**, **ORSO VESPERINI**

## Three committees to provide oversight and clarity

Three standing committees with complementary areas of competence provide decision-making support and input on specific issues.



### AUDIT COMMITTEE

The Audit Committee provides oversight of the financial reporting process, internal control and risk management system effectiveness and statutory auditor performance. It also ensures compliance with the legal requirements imposed by the French 'Sapin II' transparency, anti-corruption and economic modernisation legislation.

#### Membership

**JACQUES POTDEVIN**  
Independent member and Committee Chairman

**GAUTIER DEVIGNES**  
Montefiore Investment

**ÉMERIC FOSSORIER**  
Montefiore Investment

**MICHEL LAVÉDRINE**  
Strategy Board member

**MICHEL PAVOINE**  
Strategy Board member

**GILBERT ROUX**  
Strategy Board member

**HENRI TOPIOL**  
Strategy Board member

### EXECUTIVE COMPENSATION COMMITTEE

The Compensation Committee formulates recommendations on NGE executive compensation policy, its component parts and/or benefits, the compensation received by company directors, and associated performance metrics.

#### Membership

**ANTOINE METZGER**  
Chairman

**GILBERT ROUX**  
Strategy Board member

**HENRI TOPIOL**  
Strategy Board member

### BUSINESS ETHICS & COMPLIANCE COMMITTEE

This committee meets four times a year under the leadership of the Group Chairman. It takes leadership responsibility for the implementation, development and evaluation of the Group compliance programme, with particular emphasis on the legal obligation to prevent and detect instances of corruption and/or insider influence imposed by the French Sapin II legislation, the plan/duty of vigilance and the GDPR. These responsibilities include preparing and drafting the Group ethics policy, validating the annual action plan and monitoring the relevant key indicators. It reports annually to the Audit Committee regarding progress in the risk prevention system.

#### Membership

**ANTOINE METZGER**  
Chairman

**GUILLAUME DREBEL**  
Deputy Director of CSR, Ethics and Compliance

**STÉPHANE GUYOT**  
Representing the operations departments

**MICHEL LAVÉDRINE**  
Strategy Board member

**LAURENCE LAVIT**  
CSR Director

**OLIVIER LEGROS**  
Representing central services

**JEAN-SÉBASTIEN LEONI**  
Executive Vice President with responsibility for CSR

**MARC PETITJEAN**  
Group Legal Director and Data Protection Officer (DPO)

#### New in 2022

↘ Alignment of the Group Code of Ethics with the new organisational structure and updating of the risk map

↘ Introduction of a reporting system incorporating a secure, anonymous, multilingual online platform and telephone hotline

↘ Redesign of the e-learning programme for employees exposed to risks of corruption and insider influence



## An Executive Committee to keep the Group on its growth trajectory

The Executive Committee implements Group strategy. It meets monthly to provide oversight and guidance of strategic projects, set targets and priorities, and monitor the performance and results achieved by Group entities. The Executive Committee ensures the smooth operation of the Group.

### TWO COMPLEMENTARY COMMITTEES

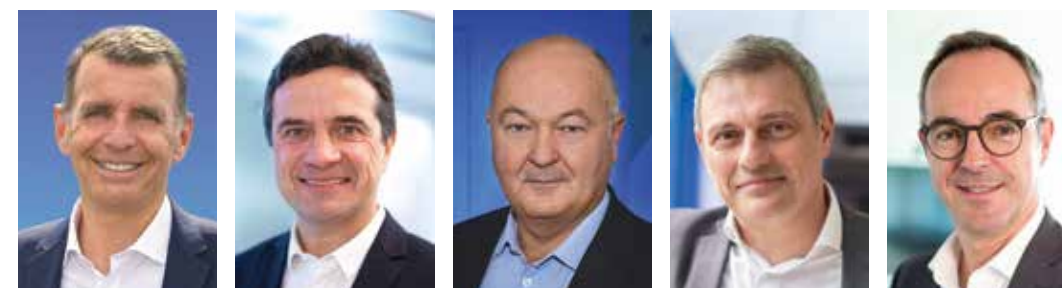
#### A NEW TEAM PROFILE FOR NEW IMPETUS

In 2022, the Executive Committee was reprofiled with the addition of two new members. This change reflects the Group's strategic directions, with particular emphasis on international business, major projects and the development of sustainable cities. The Executive Committee members are the Chairman, the Chief Executive Officer, the Deputy Chief Executive Officers and Executive Vice Presidents, the Corporate Relations Director, the NGE Concessions President, the Executive Vice President for the Regions and Decarbonisation Strategy and the Major Projects Director. Every quarter, the Executive Committee is expanded to include the Communication and External Relations Director, the Legal and Insurance Director, the Equipment Director and Human Resources Director.

The Executive Committee is assisted by two complementary committees that implement strategic decisions and facilitate the transformation of the Group at regional level.

- **The Operations Committee**, which provides guidance and management for the rollout of strategic projects. Its members represent every entity of the Group. For greater efficiency, the heads of cross-functional departments (for contract pricing & new business, surveyors and designers, scientific and technical, and gender diversity) are now represented on the Operations Committee. Some social services departments are also represented.
- **The Central Services Committee**, which optimises the contribution made by central services to achieving the Group's strategic and operational targets. Its 12 members provide the impetus for the work done by all NGE central services departments. The Corporate Social Responsibility Department created in October 2021 and led by its own Executive Vice President and CSR Director is also represented on the Central Services Committee.

#### Membership



ANTOINE METZGER    JEAN BERNADET    STÉPHANE PÉREZ    ORSO VESPERINI    JEAN-SÉBASTIEN LEONI



LAURENT AMAR    LUC ABRAHAM    THIERRY BODARD    JEAN-BAPTISTE GONNET    BRUNO PARENT



BRUNO PAVIE    MARC PETITJEAN    JOËL PÉRELLE    THIERRY ROBERT

#### EXECUTIVE MANAGEMENT TEAM

#### Membership

<b>ANTOINE METZGER</b> Chairman	<b>JEAN BERNADET</b> Chief Executive Officer
<b>STÉPHANE PÉREZ</b> Senior Vice President	<b>ORSO VESPERINI</b> Senior Vice President
<b>LAURENT AMAR</b> Executive Vice President	<b>JEAN-SÉBASTIEN LEONI</b> Executive Vice President