



## **Charter of the Nomination and Governance Committee**

as last amended by the Board of Directors on  
25 February 2025

## PREAMBLE

The present Charter has been adopted by the SES Board of Directors as a complement to SES' and the Group's legal and regulatory obligations, its articles of incorporation and its internal regulations. It has last been amended on 25 February 2025.

## I. PURPOSE

The primary purpose of the Nomination and Governance Committee is (i) to submit proposals for suitable nominees to the Board of Directors for appointment to the Board and to the Executive Committee and (ii) monitor compliance by the Board and the Executive Committee of the Company's internal regulations.

## II. FUNCTIONS

The Nomination Committee is an advisory body of the Board. It reports to the Board through its chairperson on matters that fall within this charter, it makes suggestions and recommendations on matters to be decided on by the Board but it does not have specific decision powers.

The Nomination Committee will **advise the Board** in the following matters:

### 1) Appointment of new Directors

The Nomination Committee will identify and nominate suitable candidates for the Board of Directors, for election by the Annual General Meeting of shareholders.

Before a proposal is submitted to the Annual General Meeting of shareholders, the Nomination Committee will evaluate:

- the Board's existing and required skills,
- knowledge and experience of existing Board members,
- performance and contribution of individual members,
- the Board's gender and cultural diversity in compliance with the ESG standards applied by the Group.

On the basis of this evaluation, the Nomination Committee will draw up a description of the profile of the new Director, including detailed criteria that the new Director should fulfil.

The Nomination Committee will also consider all proposals submitted by the shareholders, the Board and the Chief Executive Officer.

The proposals submitted to the shareholders will be accompanied by (i) a summary of the candidates' CV containing information on their professional qualifications; and (ii) a list of previous and current positions and directorships held by the candidate. The Nomination Committee will also indicate whether the candidate can be considered as an independent Director within the criteria set by the Company.

## 2) Reappointment of existing Directors

The Nomination Committee will evaluate the work and contribution of existing Directors before submitting their names for re-election. The Nomination Committee will take into consideration existing and required skills of the Board, the knowledge and the experience of existing Board members as well as the Director's individual contribution to the Board and to any of its Committees. It will also evaluate the Director against the criteria set by the Nomination Committee for new Directors.

## 3) Filling of a Vacancy

In the event of a vacancy on the Board, the Nomination Committee may use the same procedure as under point II.1 above to submit a suitable candidate to the Board of Directors, which by majority vote may fill such vacancy on a temporary basis.

The next Annual General Meeting will then be asked to elect the new Director definitively.

## 4) Appointment of members to the Executive Committee

The Nomination Committee, in close cooperation with the Chief Executive Officer, will identify and propose for nomination by the Board suitable candidates for the Executive Committee.

The proposals submitted to the Board will be accompanied by relevant information on the professional qualifications and experience of the candidate.

## 5) Succession Planning

The Nomination Committee, in close cooperation with the Chief Executive Officer, will review the succession plan relative to the members of the Executive Committee. In this respect it shall evaluate and discuss the skills, experience and knowledge of possible future candidates for the Executive Committee.

## 6) Corporate Governance

The Nomination Committee shall review and assess matters related to corporate governance of SES. In particular, the Nomination Committee shall:

- review, analyse and support the conduct of the Board's and Committees' governance processes and review the governance charters of the Board, the Board Committees and the Executive Committee on a regular basis, including in order to determine whether any amendments thereto shall be recommended to the Board;
- each year, review and make recommendations to the Board, on the composition of the committees of the Board;
- analyse, evaluate and recommend to the Board the creation of specific project task forces or new committees of the Board, including their purpose, function, remits and proposed composition and chairs;

### **III. COMPOSITION**

The Nomination Committee is a body of elected Board members. It is composed of up to six members (the “Committee Members”), at least a third of which shall be independent Directors. The Committee Members are designated by the Board for a period of one year.

The chairperson of the Nomination Committee shall be elected by the Board at simple majority and shall be a Director other than the chairperson of the Board.

The Chief Executive Officer will be invited to attend the meeting. The Nomination Committee, upon notice to the Chief Executive Officer, may ask the relevant members of the Executive Committee or other persons to attend the meeting and provide pertinent information as necessary, except if they are personally concerned by the deliberations.

### **IV. QUORUM AND MEETINGS**

The Nomination Committee will meet on a regular basis and at least four times a year upon the invitation of the Chairperson of the Nomination Committee or at any time at the request of at least two Committee Members.

Notice of a meeting shall be given in writing by letter, e-mail or board meeting management tool, at least one week before the meeting and contain the place, date, time and agenda for the meeting.

In exceptional cases, being situations of particular urgency, a 24 hours prior notice shall suffice for convening a meeting of the Nomination Committee. The notice shall duly set out the reason for the urgency and the Nomination Committee shall acknowledge such at the relevant meeting.

If all Committee Members are present or represented and no objection is raised, the convening formalities may be waived and the meeting may be held without observing the aforementioned formalities.

Any supporting material as may be required for the Nomination Committee to have an informed discussion shall be sent at least one week before the meeting.

The Nomination Committee may only validly deliberate if a majority of its members are present or represented.

To the extent that a topic requires particular urgent attention and no urgent meeting can be called, the Committee Members may be consulted in writing by letter, email or board meeting management tool. In such case, the Committee Members may unanimously deliberate on the topic via written confirmation, provided that any resolution referred and recommended to the Board, is documented in a brief written report to the following Board meeting.



Discussions may take place and resolutions may be considered for referral and recommendation to the Board on all business matters within the Nomination Committee's scope of authority.

Any Committee Member may participate in any meeting of the Nomination Committee by conference call or other means of communications allowing all the persons taking part in the meeting to hear each other. In such case, the participation in a meeting by these means is equivalent to a participation in person at such meeting when considering whether the quorum has been reached.

Any Committee Member may act at any meeting of the Nomination Committee by appointing in writing or by e-mail or other means of electronic transmission as from time to time accepted by the Nomination Committee another Committee Member as his or her proxy. Such proxy will only be valid for one meeting of the Nomination Committee (unless such meeting is a meeting that has been reconvened upon a first meeting with the same agenda not having been quorate). A Committee Member may not represent more than one of his or her colleagues.

## **V. MINUTES AND REPORTS**

Minutes of the deliberations of the Nomination Committee's meetings will be kept in writing. They shall be submitted for approval at the next meeting of the Nomination Committee. Copies of the approved minutes are circulated to the full Board for information.

Any extract of the approved minutes may be duly certified by the Secretary of the Board.

The Nomination Committee provides a written report to the Board as to its activities and its recommendations after each meeting through its Chairperson. When presenting any recommendation to the Board, the Nomination Committee will provide the background and supporting information as may be necessary for the Board to make an informed decision. On an exceptional basis, when appropriate, the report from the Nomination Committee may be discussed in a restricted session of the Board excluding members of the Executive Committee.

## **VI. REGULAR EVALUATION**

The Nomination Committee shall perform a regular review and evaluation of its performance. This review will include compliance of the Nomination Committee with this Charter. The Nomination Committee shall conduct such evaluations and reviews in a manner as it deems appropriate, consistent with internationally recognized principles of good corporate governance.

## **VII. CONFLICT OF INTEREST**

Any Committee Member who has a direct or indirect financial interest contrary to the Company's interest in a matter discussed at the Nomination Committee must inform the chairperson of the Nomination Committee and in the case where the chairperson of the Nomination Committee faces a potential or actual conflict of interest, he or she will advise the chairperson of the Board. A Committee Member is also to be considered as having an opposed interest subject to the conflict of interest regime if such Committee Members is



a director, manager or adviser of an entity which has an opposed interest. This declaration is registered with the minutes of the meeting. Such Committee Member may not deliberate or vote on this matter. In the event that the chairperson of the Nomination Committee, or the chairperson of the Board, concurs that a potential or actual conflict of interest exists, and the Nomination Committee would not have the necessary quorum as a result, an independent substitute Director shall be appointed as a member of the Nomination Committee until the matter, posing the potential or actual conflict of interest, is resolved.

#### **VIII. CONFIDENTIALITY**

Unless otherwise provided for by law, any person who attends the meetings of the Board and of its Committees must observe the confidentiality of its deliberations and votes, except with regard to reporting obligations as provided for by applicable law and regulations. Furthermore, such persons may not render public any confidential information.

#### **IX. OTHER AUTHORITY**

The Nomination Committee is authorized to confer with the Company's management and other employees to the extent it is necessary or appropriate to fulfil its duties. The Nomination Committee also is authorized to seek outside advice to the extent it is necessary or appropriate. It will keep the Chief Executive Officer and the Board advised as to the nature and extent of all such requests for advice.