

ETHICS AND RESPONSIBLE PROCUREMENT CHARTER

ETHICAL RULES APPLICABLE TO PRAEMIA HEALTHCARE, PRIMONIAL REIM
CARE, THEIR SUPPLIERS AND TENANTS

MESSAGE FROM THE CHAIRMEN AND CEO

Dear Stakeholders,

Praemia Healthcare, the owner of a portfolio of healthcare facilities, and Primonial REIM Care, the asset & property management company dedicated to Praemia Healthcare, have built their success, image and reputation over the years thanks to the talent and hard work shown by their customers, suppliers and employees. These are the keys to our future success.

Building a corporate image and reputation requires a wholehearted and unwavering commitment to ethical principles and values.

For this reason, we have taken a proactive approach to ensure compliance with the rules of good conduct set out in this Charter. We ask all our customers, suppliers and employees to carefully read and abide by the provisions contained therein.

We would like to thank you for your vigilance and personal involvement in ensuring that the integrity and reputation of Praemia Healthcare and Primonial REIM Care remain beyond reproach by applying company-wide ethical principles on a daily basis.



Grégory Frapet
Chairman and CEO
Praemia Healthcare



Xavier Cheval
Chairman
Primonial REIM Care

PRINCIPLES AND USE OF THIS CHARTER

The purpose of this Charter is to establish a set of principles and rules that, if adhered to, would ensure that all of the Company's stakeholders share a common framework regarding business ethics and, more broadly, corporate social responsibility, in particular with regard to:

- respect for fundamental rights;
- data handling and intellectual property;
- integrity, the fight against corruption, fraud and conflicts of interest;
- employment and local involvement;
- environmental protection;
- site quality.

As compliance is required, this Charter has been made available to all employees and managers. It also applies to suppliers who have chosen to adhere to this Charter through contractual provisions with Praemia Healthcare and/or Primonial REIM Care and, more generally, to all stakeholders in their dealings with these companies and their employees.

Information for employees can be found in the light green boxes and for suppliers in the light blue boxes.

By signing this Charter, stakeholders undertake to comply with its obligations and employ the means necessary to meet such obligations and ensure that their own suppliers and subcontractors adhere to and implement all the principles set out therein, in compliance with contractual provisions and applicable legislation.

Any breach of this Charter and applicable laws and regulations exposes the Primonial Group, Primonial REIM Care and Praemia Healthcare to the risk of seeing its image tarnished, its access to some contract opportunities diminished and the attainment of its objectives compromised. The offending stakeholder is subject to contractual sanctions and/or disciplinary sanctions in the case of employees.

Stakeholders who have questions about how to apply the Ethics Charter or what conduct to adopt in a specific situation can and should direct their confidential inquiries to the Secretary General of Primonial REIM Care (or supervisors for employees). Employees and managers are asked to report any ethical issues to the appropriate managers within the company in a timely manner so that an effective response can be provided. In return, the company pledges to create a climate of trust and openness.

This Charter is available on the Praemia Healthcare website at <https://www.praemia-healthcare.fr/en/>.

ETHICAL PRINCIPLES IN DEALINGS BETWEEN PRAEMIA HEALTHCARE, PRIMONIAL REIM CARE AND THEIR STAKEHOLDERS

Dealings with customers

Primonial REIM Care serves Praemia Healthcare's customers and tenants with diligence, loyalty, neutrality and discretion. Praemia Healthcare customers are entitled to equal service. They should be given the best possible guidance and directed towards the most appropriate solution.

Primonial REIM Care, its top management and employees are committed to not proposing any options that they feel are not in the interest of Praemia Healthcare customers. Employees are responsible for performing the duties defined together with the Praemia Healthcare customer with complete independence and transparency in compliance with rules specific to their business activity and refrain from putting their personal interests before those of Praemia Healthcare customers.

Dealings with suppliers

In order to maintain long-term relationships built on trust with its suppliers and those of Praemia Healthcare, Primonial REIM Care is committed to treating them equally and fairly and, in return, expects reciprocity in terms of transparency.

To achieve this, Primonial REIM Care relies on internal policies, particularly in relation to price quotes and bids.

Primonial REIM Care and Praemia Healthcare require that their suppliers and intermediaries adopt ethical, environmental and societal standards, if not already the case, in addition to complying with practices in line with the values and commitments under this Charter.

Dealings with shareholders

Praemia Healthcare will provide all its shareholders with information on a regular, periodic and occasional basis. As such, shareholders receive financial and non-financial information that is accurate, relevant and fair in a transparent manner on a regular basis.

The Secretary General and Finance Department of Primonial REIM Care are authorised to provide information to Praemia Healthcare shareholders.

Lobbies

Lobbying refers to any attempt by an organisation to influence the decisions of government.

Praemia Healthcare and Primonial REIM Care rely on trade federations for most of their lobbying efforts.

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1. Fundamental rights

Praemia Healthcare and Primonial REIM Care shall comply with the principles defined in the United Nations Global Compact and the OECD Guidelines covering human rights, labour standards and the environment. The International Labour Organisation's fundamental conventions are recognised and respected.

Praemia Healthcare and Primonial REIM Care want their stakeholders, in particular their suppliers who are signatories to the Charter, and the managers and employees of Primonial REIM Care, to uphold its principles in their personal behaviour.

1.1. Respect for human rights

Primonial REIM Care and Praemia Healthcare undertake to respect and promote the fundamental rights set out in the Universal Declaration of Human Rights as well as the dignity and value of human beings.

In particular, Primonial REIM Care and Praemia ensure compliance with the principles set out in the United Nations Global Compact and OECD Guidelines relating to human rights, labour standards and the environment, as well as compliance with the fundamental conventions laid down by the International Labour Organisation (ILO) on freedom of association, the right to collective bargaining and the elimination of forced or compulsory labour and the abolition of child labour as well as with the various labour laws and regulations.

By signing this Charter, suppliers undertake to respect and promote the rights listed above.

More specifically, they pledge to:

- not use illegal labour (undeclared work, employing illegal workers, etc.);
- comply with subcontracting regulations;
- comply with applicable labour laws.

1.2. Discrimination

Primonial REIM Care shall promote equal treatment and equal opportunities for its employees in accordance with ILO Core Conventions on equal remuneration for men and women workers for work of equal value and on the principle of non-discrimination. This is achieved thanks to the exemplary conduct of its managers who uphold the ethical values promoted by the Company.

Primonial REIM Care and its suppliers shall not apply any discrimination, distinction, exclusion or preference made on the basis of race, colour, sex, religion, political opinion, national extraction or social origin or on any other basis (disability, etc.) which has the effect of nullifying or impairing equality of opportunity or treatment in employment or occupation.

Suppliers shall comply with laws applicable to the employment of persons with disabilities.

1.3. Respect for the individual and the fight against sexual and moral harassment

Stakeholders shall interact among themselves in a courteous and respectful manner. Primonial REIM Care and Praemia Healthcare are committed to treating all their customers, suppliers and employees with dignity and respect.

Employees undertake to treat all Praemia Healthcare and Primonial REIM Care customers and suppliers with dignity and respect. In compliance with the regulations in force, they shall be exemplary in preventing and combating all forms of workplace harassment and violence.

By signing this Charter, suppliers undertake to apply the relevant ILO Conventions and refrain from verbal or physical threats, physical violence, sexual abuse or any form of harassment.

1.4. Workplace health and safety

Praemia Healthcare and Primonial REIM Care attach great importance to the safety of workers and, more broadly, the general public making use of its properties.

Primonial REIM Care, in its role as an employer, is committed to providing a work environment that complies with health, safety and environmental laws and regulations and expects its stakeholders to do the same.

However, we all have a role to play in health and safety at work. Primonial REIM Care employees must ensure that their actions do not cause or aggravate risk of any kind for themselves or others. They must report any behaviour, equipment or potential risk that could compromise the safety of their work environment and any accident or incident that they might be aware of to their line manager and the Primonial Group's Human Relations Department.

Similarly, suppliers shall actively ensure that their activities protect the health and safety of their employees, subcontractors and, more generally, other stakeholders, and take the necessary steps to ensure that their activities do not pose a risk to the users of their services or to the public at large.

These commitments also cover construction sites.

1.5. Respect for privacy

Customers, suppliers, managers and employees must be treated with dignity and total respect for their privacy. The Company respects the convictions of its employees and managers when they are expressed in the private sphere.

Primonial REIM Care undertakes to ensure the confidentiality and processing of all its stakeholders' personal data in accordance with its internal policies and regulations in force relating to Data Protection Laws.

Its stakeholders are expected to do the same.

In addition, the right to disconnect outside normal working hours is available to all.

1.6. Social dialogue

Primonial REIM Care respects the right of its employees to form or join the trade unions or workers' organisations of their choice and to organise to participate in the collective bargaining process.

The Company recognises the role, representation and responsibilities of employee representatives by providing them with the resources needed to carry out their duties. The Company is committed to openly communicating and negotiating with them on issues of collective interest.

2. Data handling and intellectual property

2.1. Protection of confidential information

Praemia Healthcare and Primonial REIM Care attach great importance to the protection of their sensitive data. We should all consider any information not made public as confidential.

In the course of their business dealings, managers, Primonial REIM Care's employees as well as Praemia Healthcare's customers and suppliers may have access to and/or use certain confidential information such as costs, margins, contracts, salaries, marketing strategies, customer lists and occupancy statuses of both Praemia Healthcare and Primonial REIM Care and the stakeholders involved. Special attention should be paid to information shared on social media.

Any non-public information which could have a significant impact on the price of Praemia Healthcare's listed securities (bonds) must remain confidential until it is released by authorised persons.

Primonial REIM Care employees should be aware that disclosing confidential data to third parties, some of which may be insider information, may violate laws on insider trading or misconduct.

Primonial REIM Care employees in possession of information regarded as sensitive undertake not to disclose such information to unauthorised third parties. This commitment is unconditional and unlimited in time.

By signing this Charter, suppliers undertake to protect sensitive data entrusted to them by Praemia Healthcare and Primonial REIM Care in the course of their business dealings. The confidentiality and possible disclosure of this sensitive data is governed by the contractual agreements between the Company and its suppliers.

2.2. Intellectual property

Praemia Healthcare, Primonial REIM Care and their stakeholders allocate significant financial and human resources to innovation, the creation of innovative products, processes and ideas with regard to building technology, finance and marketing which represent a high value asset.

Any related documents and information are considered the intellectual, industrial and artistic property and know-how of these companies which are critical to their success.

Praemia Healthcare, Primonial REIM Care and its employees shall respect the intellectual property of their stakeholders and others at large. It is prohibited to misappropriate third party information for professional purposes which can be considered confidential or use without permission, plagiarise or infringe on any third party intellectual property rights (including patents, copyrights, trademarks or trade secrets).

Employees pledge to protect the intellectual property of Primonial REIM Care and Praemia Healthcare. Such protection includes measures such as passwords for electronic data, locked storage areas for paper documents, careful handling of emails and letters with confidential discussions in public places being prohibited.

They should not make personal copies of any information that constitutes the intellectual property of Primonial REIM Care or Praemia Healthcare. This includes copying databases, spreadsheets and software.

Suppliers shall protect the intellectual property of Primonial REIM Care and Praemia Healthcare, in particular by storing information transmitted on secure servers and by defining data access and deletion rules.

2.3. Compliance with data protection laws

Praemia Healthcare and Primonial REIM Care undertake to comply with Data Protection Laws on the collection and processing of personal data in the course of their business dealings and to:

- collect personal data that are adequate, relevant and limited to what is necessary in relation to the specific, explicit and legitimate purposes for which they are processed;
- ensure data security and confidentiality;
- comply with their obligation to inform and ensure the effective exercise of rights conferred on the individuals involved, namely their right to access, correct, delete, restrict and object to the processing of their data and data portability.

A Data Protection Officer (DPO) is responsible for informing and advising Praemia Healthcare, Primonial REIM Care and its employees about their data protection obligations whenever they process personal data.

Stakeholders may contact the DPO at dpo@primonialreim.com.

3. Integrity, corruption, fraud and conflicts of interest

3.1. Conflicts of interest

A conflict of interest is one of the most common ethical dilemmas in business.

Primonia REIM Care is very attentive to this as part of managing Praemia Healthcare and expects its stakeholders to ensure their integrity and be very vigilant in this regard, particularly in their dealings with the managers and employees of Primonia REIM Care.

Primonia REIM Care employees should avoid any situation where their personal interests (or those of an individual or legal entity to which they have ties) might come into conflict with those of Primonia REIM Care and Praemia Healthcare. For this purpose, they are asked to:

- not engage in gainful employment with a customer, supplier or competitor of Praemia Healthcare or Primonia REIM Care;
- not hold a significant financial interest in a customer, supplier or competitor of Praemia Healthcare or Primonia REIM Care without prior written approval from their line manager addressed to the Secretary General of Primonia REIM Care;
- notify their line manager and the Secretary General of Primonia REIM Care of any business relationships between Praemia Healthcare or Primonia REIM Care and a relative, friend or company controlled by a relative or friend prior to the transaction or in any case as soon as they become aware of it;
- notify their line manager and the General Secretary of Primonia REIM Care of any potential personal business relationship with a supplier of Praemia Healthcare or Primonia REIM Care prior to the transaction.

When faced with a potential conflict of interest or where there is doubt, employees must, in a spirit of loyalty and transparency, immediately inform their line manager and the Secretary General of Primonia REIM Care in writing to confirm compliance and refrain from initiating or maintaining any relationship with the third party in question until the matter has been decided.

Aware of the obligations of employees, stakeholders, in particular suppliers, undertake to notify Primonia REIM Care of any actual or potential conflict of interest and refrain from acting pending a decision by the Compliance Department.

3.2. Political neutrality

Primonia REIM Care and Praemia Healthcare respect the principle of political neutrality as all companies must do.

Primonia REIM Care acknowledges the commitment of its employees who participate or wish to participate in politics as active citizens.

Primonia REIM Care and Praemia Healthcare provide no funds or services to any political party or elected official or candidate for any public office.

Employees who as private citizens participate in politics must refrain from making any moral or financial commitment on behalf of Praemia Healthcare or Primonial REIM Care.

Similarly, any employee involved in the decision-making process of a country, government agency or public body must refrain from taking part in any decision taken through these means that would directly or indirectly relate to Praemia Healthcare or Primonial REIM Care.

3.3. Prevention of and fight against corruption

Corruption distorts the fair, orderly and efficient functioning of markets.

There are two types of corruption:

- active corruption consists in offering someone an advantage in order to influence a decision-making process (licenses, rights, procurement, contracts, etc.);
- passive corruption consists in accepting an advantage in return for using one's influence to affect a decision (licenses, rights, procurement, contracts, etc.).

Whatever the prevailing circumstances and interests, the prevention and detection of corruption are essential for preserving the long-term interests of Praemia Healthcare and Primonial REIM Care.

It should be noted that no payments should be made or received in cash.

No Primonial REIM Care employee should receive, give, offer or accept bribes.

No undue advantage or promise should be granted, directly or through an intermediary, to an elected official, employee of an administrative body or another stakeholder of Primonial REIM Care or Praemia Healthcare in order to obtain favourable treatment or influence the outcome of a business negotiation involving Praemia Healthcare or Primonial REIM Care.

Any attempt to commit a corrupt act constitutes serious professional misconduct and may result in dismissal as well as legal action or civil and criminal sanctions.



In view of increasingly sophisticated crimes and enhanced legal and regulatory requirements, employees need to verify the identity of their suppliers and the actual beneficiaries of transactions. Official documentation, the nature of which depends on the supplier, must be obtained and updated over the course of the relationship. Entering into a relationship with an unidentified third party is strictly forbidden.

By signing this Charter, suppliers undertake not to receive, pay, offer or accept bribes or grant undue advantages or promises to a Primonial REIM Care employee in order to obtain favourable treatment or influence the outcome of a negotiation involving Praemia Healthcare or Primonial REIM Care.

Any attempt to commit a corrupt act constitutes a breach of contract and may result in its cancellation as well as legal action or administrative, civil or criminal sanctions.

3.4. Gifts and hospitality

Gifts exchanged between business partners are courtesies intended to establish and maintain positive working relationships.

Acceptance of corporate gifts and invitations to events or meals should fall within the scope of a business courtesy, remain within very reasonable limits, solely reflect a concern to improve relations with customers and suppliers without being such as to tarnish the image and reputation of Praemia Healthcare and Primonial REIM Care, its employees or managers, whether inside or outside the Company.

Employees should ask themselves whether a gift they receive is likely to affect their impartiality or lead the one offering the gift to believe that such is the case. If the answer is yes, the gift should be politely refused.

Employees may not solicit gifts or invitations under any circumstances.

Before offering a gift to a stakeholder, employees should ask themselves whether the gift is legitimate and, if illegitimate, they should refrain from offering it.

If there is any doubt, employees should seek advice from the General Secretary of Primonial REIM Care.



In the specific case of gifts, a maximum threshold of €250 has been set per Primonial REIM Care employee per year. Gifts in the form of cash, gift cards or gift vouchers are not allowed.

This threshold does not apply to business invitations and meals.

However, travel invitations received from the suppliers, intermediaries or customers of Primonial REIM Care or Praemia Healthcare must be approved in advance in writing by the Secretary General of Primonial REIM Care.

Gifts that are given should also be symbolic in nature and not exceed an aggregate amount of €250 per recipient per year (excluding business meals and invitations which should be commensurate with the status of the guest).

The suppliers of Praemia Healthcare and Primonial REIM Care undertake to comply with these requirements and thresholds in their dealings with Primonial REIM Care employees.

3.5. Fraud prevention

Praemia Healthcare and Primonial REIM Care are particularly focused on tackling fraud.

Fraud is defined as any deliberate and dishonest act or omission, committed with the intention of misleading or circumventing applicable laws or a Company's policies to obtain an undue material or moral benefit for the party acting fraudulently or a third party.

Employees are responsible for their own integrity and may not participate in or support any act involving:

- the payment or reimbursement of undue expenses by the Company;
- the Company's equipment (telephones, computers, software, vehicles, etc.) being stolen or misused;
- the extraction of the Company's data for personal use;
- the concealment or destruction of documents;
- false entries, false statements or financial statement manipulation;
- counterfeiting and swindling.

The involvement of an employee in a fraudulent act constitutes serious professional misconduct and may result in dismissal as well as legal action or civil and criminal sanctions.

Suppliers may not participate in or support any act involving:

- billing for services not rendered or overcharging for services rendered;
- the concealment or destruction of documents;
- false entries or false statements;
- counterfeiting and swindling.

The involvement of a supplier in a fraudulent act constitutes a breach of contract and may result in its cancellation as well as possible legal action or administrative, civil or criminal sanctions.

3.6. Misappropriation of company assets

The misappropriation of a company's assets is an offence which refers to a manager's or their delegatee's deliberate use of the company's assets, loans, powers and voting rights for their own direct or indirect personal gain.

Breach of trust is an offence that consists in using an asset belonging to the Company in a way contrary to what was agreed upon.

Misappropriation of assets is an offence subject to criminal prosecution.

3.7. Delegation of authority

The delegation of authority and signature authorisation are processes by which senior executives demonstrate the level of trust they have in managers and employees. Any representative who grants specific authorisation in writing for the signing of a deed, agreement or other document with respect to a specific transaction or transaction category does so under their sole responsibility.

Employees having been assigned a delegation of authority or signature authorisation must comply with their terms and conditions and solely bind Praemia Healthcare and Primonial REIM Care within the strict limits of the powers and delegations or sub-delegations that they were granted. Any behaviour contrary to this policy would be disloyal to the delegator and the company involved.

3.8. Fight against money laundering and the financing of terrorism

The fight against laundering the proceeds of illicit activities and the financing of terrorism is both a legal obligation and part of the societal commitments of Praemia Healthcare and Primonial REIM Care.

Money laundering is facilitating, by any means, the false justification of the origin of property or income of the perpetrator of a crime or an offence that has brought that person a direct or indirect benefit. Money laundering also comprises assistance in investing, concealing or converting such property or funds.

The financing of terrorism consists in providing or collecting funds intended to finance terrorist acts.

In view of increasingly sophisticated crimes and enhanced legal and regulatory requirements, employees need to verify the identity of their customers and the actual beneficiaries of the transactions. Official documentation, the nature of which depends on the customer, must be obtained and updated over the course of the relationship.

Entering into a relationship with an unidentified third party is strictly forbidden.

Employees should report potentially suspicious transactions to the General Secretary of Primonial REIM Care in charge of alerting the authorities of such activity within the statute of limitation period at the French financial intelligence unit (TRACFIN).

They also required to attend compliance and anti-money laundering training.

3.9. Competition-related matters

Free and fair competition is key to Praemia Healthcare's success in the markets in which it operates. As such, Primonial REIM Care and Praemia Healthcare are required to:

- comply with competition law in their property investment and management activities;
- promote competitive procurement, particularly for construction work, by organising calls for tender and ensuring that suppliers are treated equally and objectively;
- condemn any abuse of a dominant position and any agreement between competitors which has as its object or effect the prevention or restriction of competition.

Anti-competitive practices are subject to fines in proportion to the groups' revenue and not that of the offender and can be colossal. Such practices tarnish a company's reputation as well.

Primonial REIM Care employees should refrain from any conduct that would infringe competition law, including:

- participating in any meeting with two or more market participants in attendance whose explicit or implicit purpose is to fix prices or changes in prices on their market;
- exchanging with competitors precise non-public information on the business, product marketing, tender submissions, etc.;
- obtaining information not made available publicly by competitors by whatever means.

Suppliers shall make every effort to avoid anti-competitive practices. In particular, they undertake not to participate in any agreement which has as its object or effect the prevention or restriction of competition.

They shall refrain from sharing any sensitive information (e.g. customer files, marketing plans, sales strategies, etc.) and any specific non-public information that could hinder the full exercise of competition.

4. Employment and local involvement

4.1. Reducing the risks of economic dependence

Praemia Healthcare and Primonial REIM Care shall take into account the risks of economic dependence in their dealings with their suppliers and take specific measures to avoid any such risk.

Suppliers pledge to:

- avoid economic dependence on Praemia Healthcare and Primonial REIM Care;
- require that its own suppliers do the same.

4.2. Professional integration

Praemia Healthcare and Primonial REIM Care shall promote the professional integration of the long-term unemployed. This applies in particular to suppliers chosen to work on construction projects.

Suppliers shall make every effort, insofar as they are able, to promote professional integration. This commitment may be included in the Procurement Department's requests for quotation.

4.3. Promoting local employment

Praemia Healthcare and Primonial REIM Care attach great importance to using local suppliers, particularly those in close proximity to their construction sites.

Suppliers undertake to do their utmost to promote local employment, either directly or indirectly through their subcontractors, particularly with respect to construction projects. This commitment may be included in the Procurement Department's requests for quotation.

4.4. Dealings with local residents

In connection with construction sites, Praemia Healthcare and Primonial REIM Care strive to minimise nuisances that may affect local residents as well as the staff, patients and residents in their facilities.

Suppliers should aim to reduce noise, odour and visual pollution, particularly during construction work. This commitment may be included in the Procurement Department's requests for quotation.

In addition, they solicit constructive feedback from local residents.

5. Protecting the environment

Praemia Healthcare and Primonial REIM Care respect the environment and have taken proactive steps for several years to provide tangible solutions to the challenges of energy transition and the preservation of resources.

As part of its CSR strategy, Praemia Healthcare is committed to combating climate change and improving the performance and resilience of its facilities. In particular, it has set goals and put in place action plans for its property portfolio and construction projects.

Employees should strive to reduce their environmental footprint and that of their area of activity:

- in the course of their business activities, by routinely factoring in environmental concerns at every stage: procurement, development projects, building management, construction and renovations;
- in their daily work, by reducing their paper and water consumption, use of lighting and transport-related pollution.

Suppliers undertake to do their utmost to protect the environment and implement a continuous improvement approach to ecological transition. In particular, they will take steps to:

- reduce their energy consumption and greenhouse gas emissions;
- preserve natural resources (water, materials, etc.);
- use materials that are safe, sustainable, renewable, recyclable, recycled or reused;
- protect biodiversity and ecosystems;
- reduce air, water and soil pollution;
- promote the emergence of a circular economy and minimise waste production, particularly the waste generated at all phases of construction.

6. Site quality

Praemia Healthcare and Primonial REIM Care strive to offer high-quality buildings that meet the operational performance expectations of tenants, healthcare operators and providers, as well as patient expectations in terms of comfort and well-being. Attentive to societal issues, Primonial REIM Care helps Praemia Healthcare's tenants manage the environmental impact of building construction and use.