



The Clariane European Charter for the Fundamental Principles of Social Dialogue

Preamble

Clariane considers that social dialogue is a major lever for implementing its mission in all its activities. The same applies to the well-being of its teams and the satisfaction of its stakeholders. Clariane believes that the Group's values of Trust, Initiative and Responsibility must be embodied in social dialogue. As it becomes a purpose-driven company, Clariane is even more committed to inclusive governance. It believes that employees, their representatives and managers must be closely involved in decisions that concern them.

This is why Clariane's central Management and employee representatives meeting within the ES-WC, which includes EPSU, were determined to define the fundamental principles of social dialogue that are applicable to all of the Group's entities. They share an objective: develop social dialogue at all levels of the organisation, and above all, within each facility in each country in which the Group operates.

This Charter was negotiated by Clariane central Management, members of a special negotiation group drawn from the ES-WC and trade union organisations (see Appendix 2 "Composition of the negotiation group") and EPSU, and was approved and signed by Clariane central Management, the ES-WC and EPSU.

European social dialogue in the framework of the previous European Works Council has already produced founding texts, such as the Health and Safety Protocol on the prevention of occupational accidents in 2021 and the Joint Declaration on social engagement and absenteeism reduction in 2022.

If social dialogue must be primarily exercised at local level, this Charter reaffirms that the essential principle of subsidiarity, in line with the agreement establishing the Clariane SE European Works Council (the "ES-WC") signed in June 2022 (the "ES-WC Agreement"), while prioritising local social dialogue, should also enable social dialogue to be expressed at the most relevant level, whether national and/or European, with the aim in each case of improving the working conditions of employees in all countries.

The implementation of Clariane's commitments as a purpose-driven company, particularly in terms of training, health and safety at work, well-being at work, and solidarity, will be achieved through social dialogue.

It is agreed that this Charter shall be practically applied in each of the Group's countries through consultation with employee representatives and unions.

It is agreed, as a non-regression clause, that the implementation of this Charter shall not in any way restrict social dialogue rights and practices developed within the Group's entities and the countries in which the Group operates.

This Charter is based on ILO International Conventions 87 and 98 on Freedom of Association and Collective Bargaining, and the OECD Guidelines for Multinational Companies.

Three handwritten signatures in blue ink are visible at the bottom right of the page. To the left of the signatures is a blue circular stamp containing the number '1'.

It is agreed that where the term "employee representatives" is used in this Charter, this term includes trade union organisations.

Article 1 Scope of application

This Charter applies to all employees. This means all persons who, in accordance with applicable national legislation, have an employment contract with Clariane, one of its subsidiaries or one of its facilities.

Should a new company join the Group after this Charter is signed, the Charter shall automatically apply. However, should this company (or group of companies) be located in a country where Clariane does not operate as of the signing date of this Charter, this Charter shall only come into force after a period of six months. This is to allow for consultation regarding its implementation with employee representatives of the new company (or group of companies).

Through this Charter, Clariane also commits to ensure its franchises or partners comply with Charter principles, including cooperatives in Italy, in the framework of applicable legislation.

Article 2 Social dialogue principles: Group employees

Article 2.1 Right to freedom of expression

Clariane guarantees and encourages the freedom of expression for all employees in the workplace. This is true both individually and collectively, specifically through working groups and employee engagement surveys.

Clariane's management undertakes to acknowledge receipt, to listen and to issue a detailed response to any questions raised by employees, through local management, within a maximum period of one month.

Article 2.2 Informing employees

Employees must regularly be able to benefit from any and all information that may be useful to them relative to the Group and to their individual facility. This means social, organisational, economic and strategic information specific to their facility, their local management, their country and the Group.

In particular, employees must be informed of any transnational, national or local collective bargaining agreements from which they benefit. These must be communicated locally in a clear and appropriate form, both by the management in question and by the organisations that negotiated these agreements.

Article 2.3 Freedom of association and employee representation

By virtue of the respect due to every employee, Clariane acknowledges each individual's right to join or not join a union. Clariane is committed to total neutrality in this area. No pressure to discourage employees from joining or not joining a trade union will be accepted.

The parties reaffirm that employees who hold employee representative mandates should not suffer any prejudice in their professional careers simply because they belong to a trade union or hold a works council mandate.

Handwritten signature and initials in blue ink, located at the bottom right of the page. The signature appears to be a stylized 'J' followed by a '2', and the initials are 'SM'.

Clariane believes that effective social dialogue requires employee representation. Representatives shall be elected by employees and/or appointed by representative trade unions, depending on national legislation.

Clariane employees shall be guaranteed access to their employee representatives, particularly in terms of confidentiality. The means to best facilitate close engagement in the field shall be defined locally, within the framework of the discussion specified in article 5.1 of this Charter, and in compliance with applicable regulations.

Article 3 Social dialogue principles in employee representation

Article 3.1 Levels of social dialogue

Given its decentralised structure, Clariane is committed to ensuring social dialogue at all levels.

The signatory parties reaffirm that the practice of social dialogue and the constant concern for the proper functioning of employee representative institutions are factors of balance and progress within Clariane and contribute to its development. They underline the reciprocal nature of the commitments to maintain high-quality industrial relations.

Social dialogue issues are addressed at the level that provides the most appropriate response.

Article 3.1.1 Social dialogue at the facility level

Facility level social dialogue benefits from the principle of subsidiarity. Depending on the agreements signed and commitments made, occupational health and safety should be primarily discussed within each facility by an entity that brings together the facility's management and employee representatives.

If questions have not been answered within a reasonable period within the social dialogue framework at the facility level, it is possible to refer the question to the next level of social dialogue. It is agreed that an answer must be issued by the time of the meeting of the relevant entity that follows the meeting at which the question was asked. If the question has not been answered at this last meeting, it must be dealt with at the next meeting of the body or within a maximum period of one month.

Social dialogue at the facility level is a priority and supported by all necessary training for managers and employee representatives.

Article 3.1.2 Social dialogue at the national level

Since Clariane has national management teams in each country in which it operates, the company seeks to identify a place for national social dialogue if this does not yet exist, in order to ensure that responses provided to employee representatives are aligned. Among other things, the national entity is responsible for having a common vision, for circulating information appropriately to employee representatives and delegates, and for following up on agreements signed or texts negotiated with the ES-WC.

Each country's General Management ensures social dialogue with the national trade union federations that represent Clariane's business sector and are recognised by the national



authorities and promotes, where appropriate, the sector-specific dialogue that exists in the country.

Depending on the organisation, an intermediate level of social dialogue between the facility and national level may be necessary; for example, regional social dialogue corresponding to the regional organisation of Clariane countries and operations.

Article 3.1.3 Social dialogue at the Group level

At the Group level, subject to the principle of subsidiarity, central Management primarily engages in social dialogue with Clariane's ES-WC.

Clariane's aim is to promote agreements or protocols negotiated at the European level, where relevant and necessary, on the basis of a shared understanding and resolution of any problems identified.

The Group's central Management also ensures dialogue with European and international trade union federations representing Clariane's business sector and recognised by the European Commission. It also promotes sector-specific European social dialogue, and with a view to driving forward innovative policies.

Article 3.2 Forms of social dialogue

In addition to social dialogue with employees as specified in Article 2 of this Charter, it is agreed that social dialogue takes various forms. This includes, depending on national legislations, issuing information, engaging in dialogue and exchanging views, advance consultation before a decision is issued, and negotiation of collective agreements with unions. Information and consultation modalities at European level are defined in the ES-WC agreement.

However, it is agreed that, whenever legally and practically possible, a binding agreement with measurable objective and applicable to as many employees as possible shall be sought.

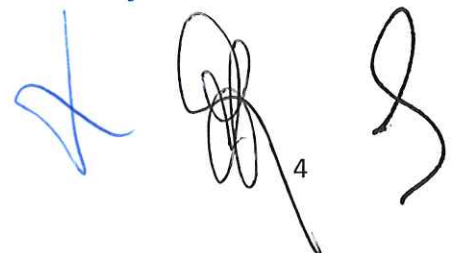
Social dialogue can take place formally, through employee representation bodies, set up in the framework of collective agreements or conventions, and informally, such as through seminars or working groups held with the management in question and employee representatives.

Article 3.3 Employee representatives' resources

In order to effectively fulfil their responsibilities in terms of both employees and management, representatives must be given the resources it needs in a timely and comprehensive manner.

These resources are defined for each individual country, according to the specificities of Clariane's local structure, particularly geographical distribution, and local legislation.

It is agreed that digital resources help facilitate access for employees. The practical conditions for providing these means of communication are the subject of local consultation as specified in Article 5.1 of this Charter.



4

Clariane's central Management ensures that the employee representatives in the countries benefit from all the necessary equipment to carry out their duties and have access to a list containing the names, mandates and contact details of the employee representatives in their country as well as their representatives on the ES-WC.

Management will endeavour, as far as possible and as far as the buildings allow, to provide on-site location, depending on the specific features of the workplace, to guarantee the confidentiality of documents and discussions with employee representatives.

Article 3.4 Employee representative status

Because of their role, employee representatives have a specific protected status defined by relevant local legislation.

The parties reaffirm that employees holding mandates must be able to carry out their duties in the most effective conditions, while taking into account the specific features inherent in the Company's activity. This includes time and resources previously agreed in national legislation and national and company agreements.

In order to guarantee their ability to exercise their functions and to make it easier for employees to take up their mandate, Clariane is committed to non-discrimination between staff representatives and between staff representatives and other members of staff.

These representatives shall not be subject to any discriminatory measures because of their mandate. This principle entails a career management guarantee that ensures employees representatives are not disadvantaged compared to a situation where they would not have assumed a representative role.

The specific skills acquired in these roles are also recognised and valued for career purposes, as professional skills. In addition, Clariane's management must facilitate the gradual reintegration of employee representatives at the end of their term of office. These principles can be applied in agreements negotiated within countries.

Article 3.5 Mutual respect

True social dialogue requires that all social dialogue participants exchange ideas while respecting the ideas expressed by others, and those expressing them. This includes taking into account cultural differences and ensuring everyone has the right to freedom of expression.

No reproach can be made for statements made at a meeting, provided that they respect the limits set by national legislation, as well as the Values of the company, of trade union organisations and the provisions of Clariane's Ethics Charter.

Article 4 Social dialogue principles: managers

Article 4.1 The role of managers in social dialogue

Managers are responsible for representing Clariane to employees and employee representatives. They are key players in social dialogue and guarantee it is of high quality. They actively listen to employees and their representatives, and ensure that all queries are responded to cooperatively. In particular, they are responsible for informing employees in their facility of their rights in terms of employee representation.



They are also responsible for communicating any agreements negotiated at the European, national, regional and local levels to their employees.

These essential principles are integral to Clariane's management principles and operations.

This responsibility assumes that this commitment is recognised for everyone, and that everyone is given the necessary means to fulfil it.

Article 4.2 Training managers in social dialogue

Clariane's managers receive regular training in social dialogue. This allows them to exercise their social dialogue responsibilities and strengthen their autonomy in terms of managing social issues at their site.

In addition to these training courses, joint training sessions will be sought in each country for facility managers and employee representatives from the country concerned.

These training practical modalities are defined on a country-by-country basis, according to local specificities.

Article 5 Disseminating and implementing the Social Dialogue Charter

Article 5.1 Implementing the Charter in each country

The Group's central Management, in collaboration with country management, shall ensure that the Charter will be distributed to employees through the various existing communication channels (formal presentation at meetings, ES-WC Newsletter or other Newsletters, posters, ES-WC SharePoint platform, etc.).

It is agreed that an effective implementation of the principles specified in this Charter requires dedicated action in each country.

Each signatory party is responsible for disseminating the Charter within its trade union or organisation.

Each signatory party is responsible for disseminating the Charter within its own organisation. For its part, EPSU will inform the trade union organisations affiliated to it and present in the Clariane group of the Charter and its content, and will make them aware of the need for the trade union organisations to respect its provisions.



To this end, within six months of signing this Charter, each country will specify with employee representatives the practical arrangements for its implementation in their country.

Article 5.2 Charter follow-up

Shared monitoring indicators (see Appendix 1) for this Charter have been defined between central Management and the ES-WC, in order to ensure its implementation. These indicators shall be supplemented by country-specific indicators, which shall be determined during the discussions specified in Article 5.1.

This shall be monitored annually by the ES-WC at one of its meetings.

EPSU shall play a coordinating role in gathering feedback on the implementation of the Charter and facilitating its deployment.

 6 

Article 6 Entry into force, term and revision of the Charter

Article 6.1 Term

This Charter shall enter into force upon signature.

It is concluded for a period of 4 years.

An exchange and evaluation session on the implementation of this Charter will be held at the ES-WC plenary session with the EPSU, three (3) months before the end of the four (4) year period.

Following the evaluation, it will be agreed whether to extend the Charter or enter into negotiations.

Article 6.2 Revision

The assessment carried out in monitoring this Charter may lead to a revision of all or part of its content between the parties, every 2 years.

The Charter may be revised before the first two years of application if absolutely necessary.

The request for revision may be proposed by any signatory party within three (3) months prior to the second anniversary of the entry into force of the Charter and then within three months of the end of a renewable period of two (2) years. If such a request is made, during these three months a meeting will be organised between the ES-WC Bureau, the representative trade unions and the EPSU in order to assess and prepare for the revision.

Any amendment to the Charter must be approved by all the signatory parties.

Article 7 Dispute resolution procedure

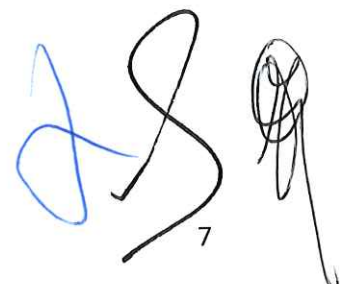
In the event of non-compliance with any of the principles of the Charter, an amicable resolution of the dispute must be sought within the entity concerned within 30 days of receipt of the notification of non-compliance with one of the principles set out in the Charter.

If this procedure is unsuccessful or unsatisfactory at the end of the 30-day period referred to above, the claimant shall refer the matter to the next level of resolution. If this procedure is unsuccessful at the end of a further period of 30 days following referral to the higher level of resolution, the parties agree to follow the following procedure:

- a) Complaint lodged by the claimant to a representative trade union organisation in a country where Clariane Group operates or to a member of the ES-WC:

The claimant refers the matter to the Secretary of the National Works Council or to a representative trade union official or, failing that, to an elected employee representative. If the matter is not resolved, the claimant refers the matter to the Secretary of the ES-WC, who refers the matter to the Clariane Group Human Resources Department, who will endeavour to find a solution with the trade union concerned.

- b) Complaint from the Management of a Clariane Group entity:



7

The claimant shall refer the matter to the country Management, then in the event of non-resolution, to the Human Resources Department of the Clariane Group, which shall refer the matter to the Secretary of the ES-WC and EPSU.

The claimant and the parties involved will work together to find a solution through dialogue. If these efforts fail to resolve the situation, the claimant and the parties involved may initiate a mediation procedure.

Signed in Paris on October 25th 2023

For Clariane,

Sophie BOISSARD, CEO of Clariane



For the ES-WC,

Bonaventure MUHIGANA, ES-WC Secretary



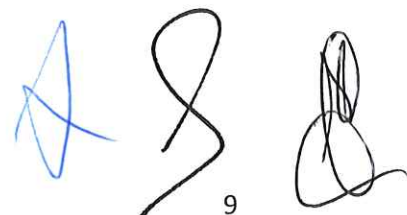
For the EPSU,

Jan Willem GOUDRIAAN, EPSU General Secretary



APPENDIX 1 Shared indicators for monitoring this Charter (according to article 5.2)

- Percentage of employees covered by collective agreements
- Number of countries that have established local rules for implementing this Charter in application of Article 5.1
- Mapping of sites with an employee representation body, by country
- Percentage of countries with a national or regional employee representation body
- Percentage of employees represented by an employee representative body, by country
- Percentage of site managers trained in social dialogue, as specified in this Charter, by country
- Mapping of company agreements negotiated in the various Clariane entities.
- The annual PULSE survey will be used to obtain feedback from employees on more qualitative aspects of social dialogue. Results would be discussed in the framework of ES-WC meetings.



9

APPENDIX 2 Composition of the negotiating group for the European Charter of Fundamental Principles of Social Dialogue Clariane

Germany

Christian Fertig (member of ES-WC Bureau)

Matthias Gruss (Ver.di union)

Belgium

Bonaventure Muhigana (member of ES-WC Bureau, ES-WC Secretary, and SETca union representative)

Hasnaa Labriny (CNE union)

France

Claude Vaussenat (member of ES-WC Bureau and UNSA union representative)

Rabia Lounis (CFDT union)

Nathalie Blasco (CGT union) (+ Frédéric Declosse from FO union replacing)

Netherlands

Nadia Laili (member of ES-WC Bureau and ES-WC Deputy Secretary)

Italy

Mariangela Memola (member of ES-WC Bureau and CGIL union representative)

Spain

Alejandro Ceballos (member of ES-WC Bureau and CCOO union representative)

United Kingdom

Stephen Orwin (observer in ES-WC)

EPSU

Tuscany Bell

Meetings with the negotiation group :

21 April 2023

9 May 2023

25 May 2023

10 July 2023

Sept 13 2023

ES-WC meetings on April 13, June 21 and October 2nd



APPENDIX 3 Composition of the Clariane SE European Works Council (ES-WC)

List of members on 25-10-2023

Pays	Nom	Prénom	Organisation	Mandat
Germany	EMMERICH	Carmen	Betriebsrat Haus am Wendenberg, Bad Hersfeld	titulaire
	SCHADE	Monika	Betriebsrat Seniorenzentrum Jena	titulaire
	NICKEL	Martina	Betriebsrat Haus der Betreuung und Pflege Vienenburg	titulaire
	MAAS-WOLTERING	Mirko	Betriebsrat Haus Sonnengarten, Versmold	titulaire
	FERTIG	Christian	Betriebsrat Curanum Seniorenzentrum Amadeus, Werl	titulaire
	DEMMIG	Mark	Betriebsrat München Zentrale	Titulaire
	VOGT	Alexandra	Betriebsrat München Zentrale	suppléant
	HARTMANN	Iris	Betriebsrat Zentrum für Betreuung und Pflege Luisenhof Vöhrenbach	suppléant
Belgium	LEANERS	Kim	ACV Puls	titulaire
	BOUWENS	Ajla		suppléant
	LABRINY	Hasnaa	CNE	titulaire
	ZANDU YURA	Bibi		suppléant
	DE DEYN	Sophie	BBTK	titulaire
	DE MEYER	Dennis		suppléant
	HINCK	Nancy	SETca	suppléant
	MUHIGANA	Bonaventure		titulaire
The Netherlands	LAILI	Nadia	Voorzitter OR	titulaire
	KLOOTWIJK	Jaap	OR	suppléant
France	BRAIMAH	Djamila	CFDT	titulaire
	RABIA	Lounis		suppléant
	AINOUZ	Sonia	CGT	suppléant
	BLASCO	Nathalie		titulaire
	BENKHEDDA	Youcef	FO	suppléant
	UBERTALLI	Patricia		titulaire
	VAUSSENAT	Claude	UNSA	titulaire
	PERISSAT	Dalila		Suppléante
	CAU	Pascale		titulaire
	CANNY	Romain		suppléant
	HEDONT-MALLEN	Véronique		titulaire
	KAFFAZI	Kevin		suppléant
Espagne	CEBALLOS MADRID	Alejandro	CCOO	titulaire
	CABRA PERELLO	Maria Magdalena		suppléante
Italie	LUKENGÉ	Lunanga	CISL FP	titulaire
	PARCHITELLI	Dario		suppléant
	MEMOLA	Mariangela	CGIL	titulaire
	GONZALES VALENCIA	Roberto Davis	CGIL	observateur
UK	ORWIN	Stephen	EEA	observateur