

THỜM

Sustainability-linked Bond Framework

JANUARY 2024

Histoire d'Or

Stroili

 **OROVIVO**

Marc Orian

FRANCO GIOIELLI

TRE⁺SOR

AGATHA


CLYDA

SCOOTER

BE MAAD

1. THOM

Goldstory S.A.S ("THOM" or the "Group") holds a strong position in the European affordable jewellery market, having grown its business by breaking the traditional rules of jewellery sales and making jewellery affordable to all. Since creation, the Group has seen strong growth and now operates in 7 countries, via 10 brands, occupying a leading position in both France and Italy. THOM has a large portfolio of multichannel brands and directly operates more than a thousand stores and 6 e-commerce websites. The Group also distributes third-party watch and jewellery brands in over 3,000 stores in Europe.

Key figures in 2023



€1,012m

Revenue



>28%

Reported EBITDA margin



€154m

Free Cash Flow



>1,100

Points of sales (*)

(*) Includes directly operated stores, corners and affiliated partner stores.

A leading presence in Europe



	Network Sales						Other Sales	Total
	France	Italy	Germany	Benelux	Spain	China	All	
Revenues (m€)	592	300	31	30	11	3	45	1 012
# of directly operated stores & corners	580	389	54	26	26	2	n.a	1 077
# of e-commerce websites	3	1	1	-	1	-	n.a	6

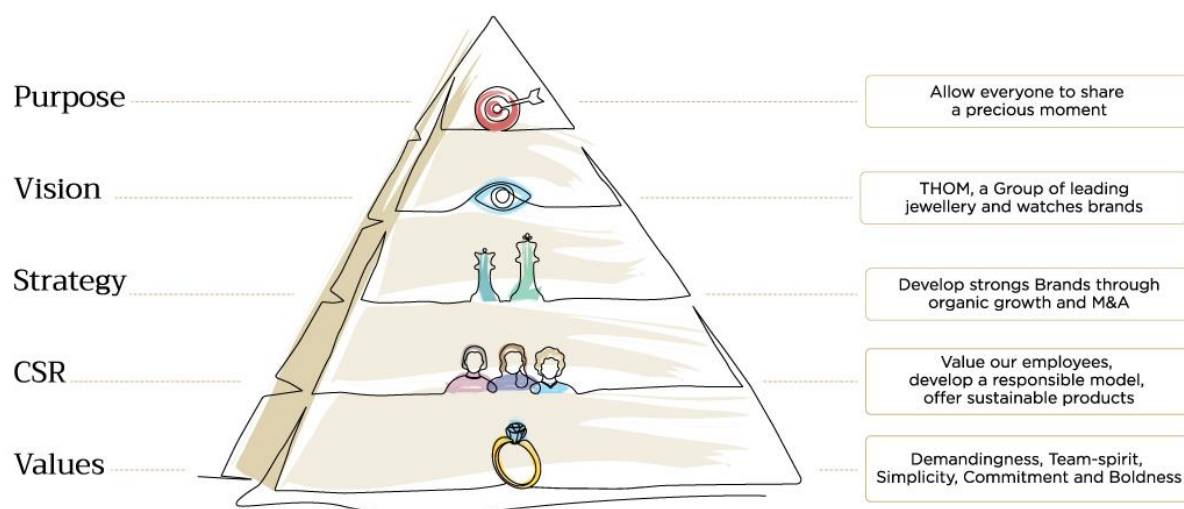
THOM has a broad portfolio of attractive brands that have won the loyalty of millions of consumers in Europe, by revolutionising and democratising the world of jewellery. The Group comprises of:

- Generalist, well-known multichannel brands such as Histoire d'Or and Stroili, which are considered French and Italian market leaders, respectively.
- Challenger or more targeted brands offering consumers real alternatives, such as Agatha, the main fashion-oriented costume jewellery brand, which permits the Group to seize new market opportunities.

1.1 THOM's strategy and purpose

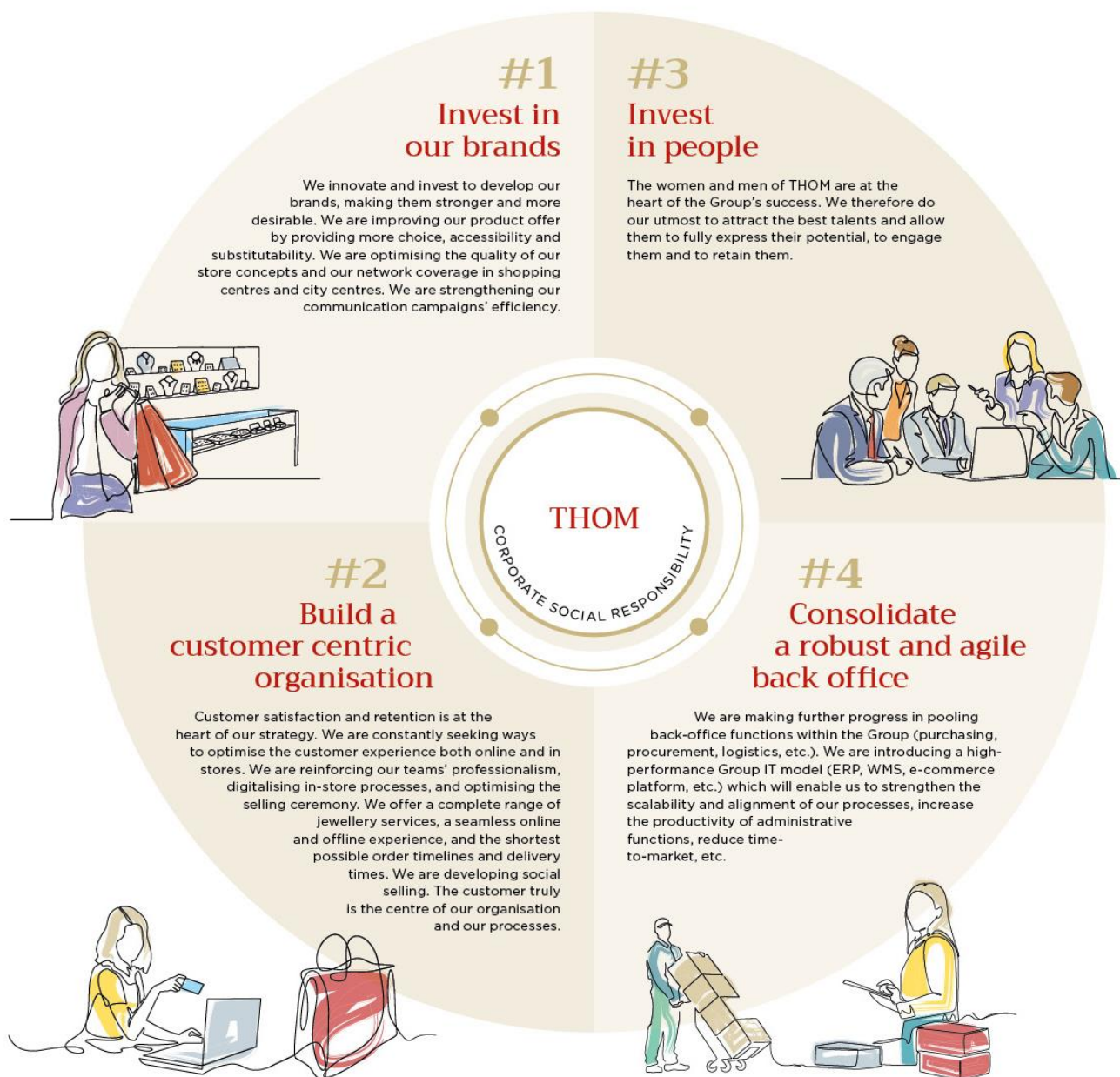
The purpose of the Group: allow everyone to share a precious moment!

THOM has revolutionised the traditional world of jewellery by removing the accessibility barriers whilst conserving the industry's codes. THOM has reinvented the customer experience by making it simpler, stronger, and more enjoyable. Ever since it was created, THOM has devoted itself to offering a very wide range of products and guaranteeing the best value for money via omnichannel brands and a store network that is unparalleled in Europe. THOM has made jewellery affordable to millions of women and men and is doing its utmost to pursue its purpose.



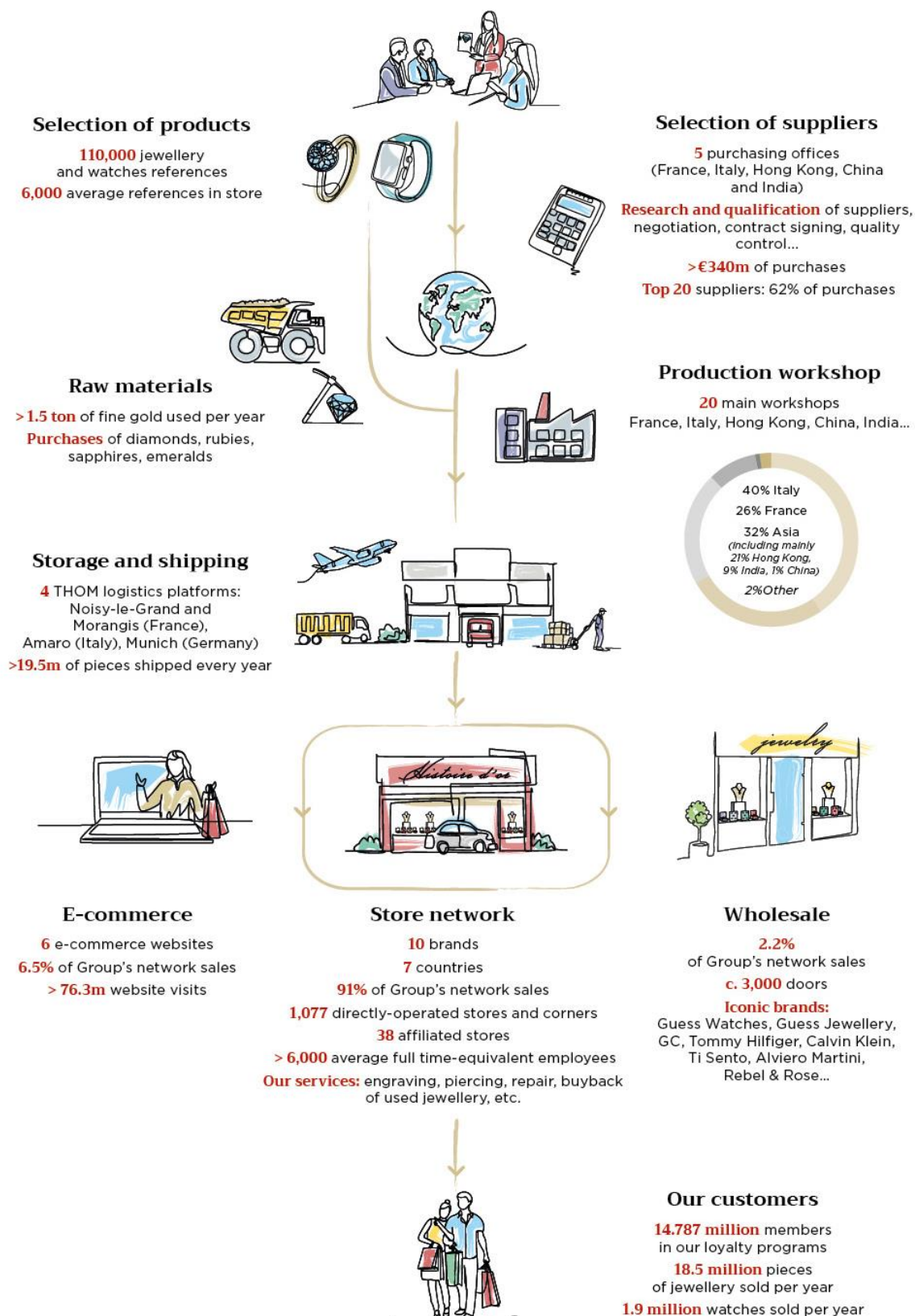
The value creation levers

The sustainable and profitable growth of THOM is based on a long-term vision and strategy that aims to develop a portfolio of market leading brands, supported by an omnichannel distribution model, an integrated Group platform and first-class human capital.



Our value creation process

THOM controls the whole value creation chain for its entire portfolio of brands, from selection of products to multichannel distribution.



WeTHOM Corporate Social Responsibility

For THOM, it's either responsible development or no development!

This conviction supports THOM's proactive approach in accelerating its contribution to development that respects people and the environment. The Group has defined an ambitious transition plan, the **WeTHOM** plan, based on 3 major ambitions.

Bringing out the best in its employees



THOM has always been committed to creating a working environment conducive to the skills development, success and wellbeing of its employees, because there's no sustainable company without happy employees...

A few examples of the commitments made by the Group:

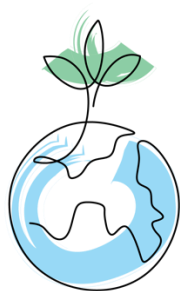
Health, safety and wellbeing at work: being a leading employer that gives the work of every employee meaning whilst constantly seeking to maximise their wellbeing, the pleasure of working in a team, professional fulfilment, and a work-life balance. THOM aims to ensure health and safety at work by providing a safer working environment and preventing psycho-social risks and accidents at work.

Equal opportunities: guaranteeing equal opportunities in all situations (recruitment, training, internal movement, promotions, etc.) in line with the Group's values. In particular, the Group's actions focus on the employment of young people and seniors, gender equality, and disability. The Group is committed to facilitating access to the job market for young people and offers them support and career development programmes (Vendor Programme, etc.). It has also set up an action plan to promote the employment of seniors (50 years and older). This action plan aims to encourage senior employees to continue working, by developing their employability and securing their professional careers.

Skills development: making leading training academies that offer qualifications, are innovative, can improve the skills of all the Group's employees, promote jewellery and watchmaking expertise, and enable everyone to seize the career opportunities available within the Group.

Profit Sharing: to directly link employees' work with the company's performance through profit redistribution schemes and employee share ownership.

Developing a responsible business model



THOM has measured its greenhouse gas (GHG) emissions across the whole of its value chain and is now fully aware of the impact of its activities on the environment. THOM has therefore committed to reducing its GHG emissions. This commitment will have significant consequences for the Group that will need to call its strategies and processes into question, since it firmly believes that no unsustainable company can keep operating in the world of tomorrow.

A few examples of the commitments made by the Group:

An ethical and responsible value chain: Since 2019, THOM has adopted a policy aiming to source all of its products from suppliers that are certified or audited in accordance with recognised environmental and social requirements. All suppliers are audited before THOM starts working with them by independent and recognised auditors (Bureau Veritas, QIMA). These bodies evaluate all suppliers at least once every two years. In addition, diamond suppliers are committed to respecting the Kimberley Process¹, the only recognised process for ensuring the traceability of precious stones. The objective of the Kimberley Process is to prevent conflict diamonds (rough diamonds used to finance wars waged by rebels to destabilise governments) from entering the international market through the certification system.

THOM seeks to promote ethical and responsible practices in its whole value chain by targeting certification from the RJC (Responsible Jewellery Council) or, if not applicable, other world class international standards such as Sedex Members Ethical Trade Audit (SMETA), not only for the Group, but also for all eligible suppliers. THOM also implements CSR criteria through its responsible purchasing charter, covering: working conditions and human rights, respect for the environment (supplier commitment to low-carbon trajectory, optimisation of energy consumption, management of toxic materials, water management, waste treatment), and respect for ethics (corruption, data protection, etc).



Reduction of greenhouse gas emissions: The Group is committed to the fight against global warming and therefore aims to reduce its greenhouse gas (GHG) emissions. In financial year 2022, the Group evaluated its full carbon footprint including scope 3, for the first time. This assessment enabled the Group to measure its impact on the environment and the climate, and is the stepping stone to structure its action plans with the objective of reducing its GHG emissions and energy consumption.

¹ [What is the KP | KimberleyProcess](#)

As such the Group has developed commitments covering all stakeholders across the entire value chain with the objective to reduce Scope 1, 2 and 3 GHG emissions by 30% by 2030 and help to limit global warming:

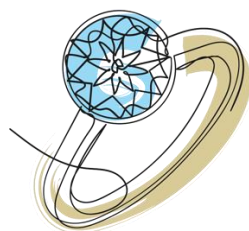
- 100% of suppliers committed to reducing their carbon footprints
- 30% reduction in greenhouse gas emissions linked to transport by 2030
- 40% reduction in energy consumption at sites (offices, warehouses and stores) by 2030. For example, the Group has invested in a tool to manage its energy consumption per site, has implemented an energy sobriety plan, and has encouraged its teams to optimize their energy use through the establishment and tracking of a KPI based on energy consumption for the calculation of employees' profit sharing, etc.
- Reduction of emissions linked to business travel: no air travel if the journey can be made by train in less than 5 hours
- Initiatives encouraging employees to use eco-friendly means of transport

Eco-design for all its sites: As part of the tertiary sector decree that set up the Dispositif Eco Energie Tertiaire aimed at reducing the energy consumption of tertiary sector buildings, the Group has chosen the company Deepki to help it control its energy consumption.

To apply the principles of eco-design (reduce, reuse, recycle) to all of its sites, 100% of new and renovated shops must align with eco-design criteria, such as using materials and resources that have the least impact on the environment, limiting waste, pollution and the ecological impact of manufacturing and using low-energy lighting, amongst other measures.

Reduction and recovery of waste: Most of the waste directly produced by the Group comes from its stores. Cardboard, plastic and paper are indeed used in the packages and packaging received. Therefore, THOM's objective is to reduce and recover the waste produced by its activities at all owned and suppliers' sites. The Group's aim is that 100% of the waste produced at its sites is recycled through appropriate waste streams, and 100% of suppliers are committed to reducing and recovering their own waste.

Offering sustainable products



THOM developed a strategy to improve the sustainability of its products to encourage more responsible consumption and reduce its environmental impact. The Group will therefore have to change its business model, its collections and its market by using recycled materials and developing a second-hand offering.

Recycling and second-hand: using recycled materials for the production of jewellery and packaging wherever possible, despite increased costs associated with such materials, and provide a second-hand product offering to contribute to preserving non-renewable resources and to the circularity of the jewellery market. The Group aims to use 100% recycled gold for its jewellery by 2030, to use alternative materials compared to those with a high social impact,

and to continue developing the second-hand product offering and the collection of end-of-life jewellery and watches.

Longer product lifespans: continually improving the quality of THOM's products and offering a range of services to lengthen their lifespans by promoting the repair and maintenance services in all shops. In financial year 2022, the Group revenue related to repaired products rose to more than 12 million euros, demonstrating the Group's commitment to circularity and taking into account the challenges of sustainable development. The Group has also developed a network for the recovery of defective or unsold products which relies on its suppliers for the reuse of metals and stones in new production; its stores for the repair of defective products returned by our customers and the recovery of damaged products (watches and gold jewellery) and a network of partners for collecting and recycling used watches and jewellery.

1.2 CSR governance at THOM

To take effective action and achieve its objectives, THOM has launched 20 projects that are managed at Group level and supported by its subsidiaries in every country. These projects are driven at the highest level of the company. Action plans, governance, resources, and monitoring indicators are defined for each project.

THOM has put in place a strong governance structure to manage its CSR strategy. A CSR committee, composed of the Chairman, the CEO and the CFO, has been established in order to ensure that CSR is effectively integrated into the Group's strategy and overseen at the highest level. The CSR committee meets on a quarterly basis.

The CSR department, whose role is to drive the CSR strategy, coordinates action plans and mobilise teams, whilst leading a steering committee that monitors the progress of projects carried out by the business units.

A network of project managers has been set up, assisted by contributors from all subsidiaries to provide specific expertise to the transition, because this transition will only be possible if all the company's functions and business lines are on board.

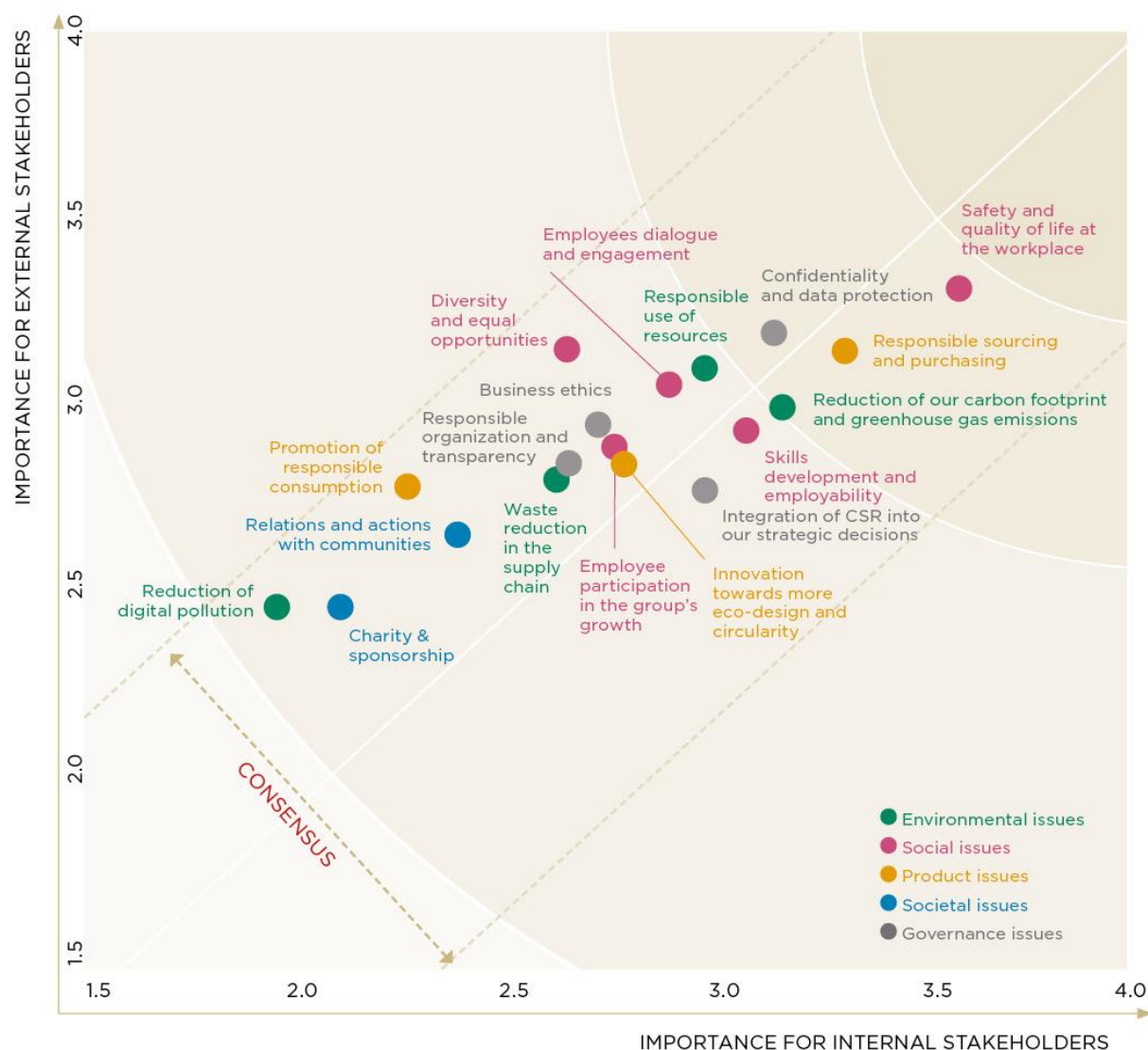
Regular meetings are planned with project sponsors, managers and the Supervisory Board to ensure that CSR projects are firmly anchored in the company's strategy and business lines.

THOM has also launched an awareness-raising programme for all its employees, using the Climate Fresco and the CSR Fresco. Employees are regularly informed of the Group's actions at national conventions, country road shows and via internal communication media.

As such, through honest and transparent global and multi-channel communication, THOM is gradually involving all its business lines, functions, countries and stakeholders in its CSR transition. All decisions taken within the Group and its subsidiaries, and all action plans rolled out, align with the Group's social responsibility strategy.

THOM's materiality² matrix

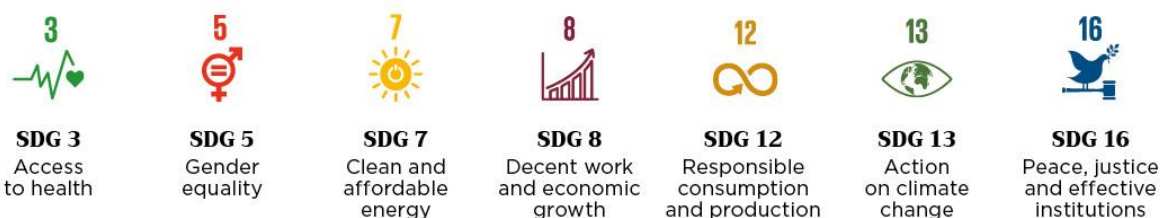
The Group has adopted a proactive approach to co-construction that involves all its stakeholders over the long term. Customers of all the brands, employees in all countries, suppliers, partners and investors were involved in a materiality study carried out at the end of 2022. A list of 18 issues was established, 9 of which are priorities for the Group and its stakeholders.



² As used in this Framework, the terms "materiality", "significant" and variations thereof refer to significant within our ESG strategies, metrics and performance. Such terms are distinct from, and do not refer to, concepts of materiality used in securities and other applicable law, and the use of such terms is not an indication that the Group deems related information to be material or important to an understanding of the business or an investment decision with respect to Group securities.

Contribution to SDGs

The WeTHOM plan was developed on the basis of the materiality study and the carbon footprint, with the aim of being part of a global approach that contributes to achieving the sustainable development objectives defined by the United Nations. The Group focuses its actions on 7 objectives whose challenges are directly related to its activity.



For more information on THOM's ESG strategy, commitments, and practices, please refer to our Annual Reports and CSR section of our website.

2. Our Sustainability-Linked Bond Framework

Rationale to establishing a Sustainability-Linked Bond Framework

The consumer products and retail sector, of which THOM is a key actor, has a central role to play in the transition to a sustainable economy and the achievement of the objectives set by the Paris Agreement. THOM is convinced that it can play the part in generating a more positive impact for society and the planet, notably by developing a responsible business model that has a lower carbon footprint and by offering sustainable products through ensuring its whole value chain is ethical and responsible.

By establishing this Sustainability-Linked Bond Framework (the "**Framework**"), THOM aims to further emphasize its commitments to sustainability, and meaningfully demonstrate how its funding obligations support its sustainability goals. The Framework covers **Sustainability-Linked Bonds**.

This Framework has been established in accordance with the Sustainability-Linked Bond Principles of June 2023 ("SLBP 2023")³ as administered by the ICMA, and their five core components:

- I. Selection of Key Performance Indicators (KPIs)
- II. Calibration of Sustainability Performance Targets (SPTs)
- III. Bond Characteristics
- IV. Reporting
- V. Verification

³ ICMA SLBP 2023: [Sustainability-Linked-Bond-Principles-June-2023-220623.pdf](https://www.icmagroup.org/standards/sustainability-linked-bonds/sustainability-linked-bond-principles-june-2023-220623.pdf) (icmagroup.org)

2.1 Selection of Key Performance Indicators (KPIs)

THOM has selected two KPIs, which are core, relevant, and material to its business and to the specialized goods and jewelry industries.

KPI 1: Absolute scope 1, 2 and 3 GHG emissions (tCO₂e)

KPI 2: Share of products and gold purchased from non-branded suppliers (tier 1) that are certified (RJC Code of Practices or Code of Practices & Chain of Custody), or audited (SMETA 4 pillars), measured by purchase value (%)

KPI 1: Absolute scope 1, 2 and 3 GHG emissions (tCO₂e)

Definition and Scope

KPI 1 is defined as THOM's cumulative scope 1, 2 and 3 GHG emissions (tCO₂e), calculated on a like-for-like basis covering the following perimeter and calculation methodology:

- Scope 1: The Group's direct GHG emissions generated by company or service vehicles operated by the Group.
- Scope 2 (market-based): Indirect GHG emissions related to energy consumption: lighting, heating, ventilation, air conditioning, electrical and electronic equipment, etc. in respect of our directly operated stores, headquarters, and logistical centres.
- Scope 3: Other indirect GHG emissions related to the Group's transport and purchasing. Scope 3 covers the entire value chain, including upstream and downstream activities (GHG Protocol categories 1, 3, 4, 7, 8 and 9)⁴.

THOM's carbon assessment inventory is calculated in accordance with the GHG Protocol Corporate Standard Methodology, and with the support of Carbon 4.

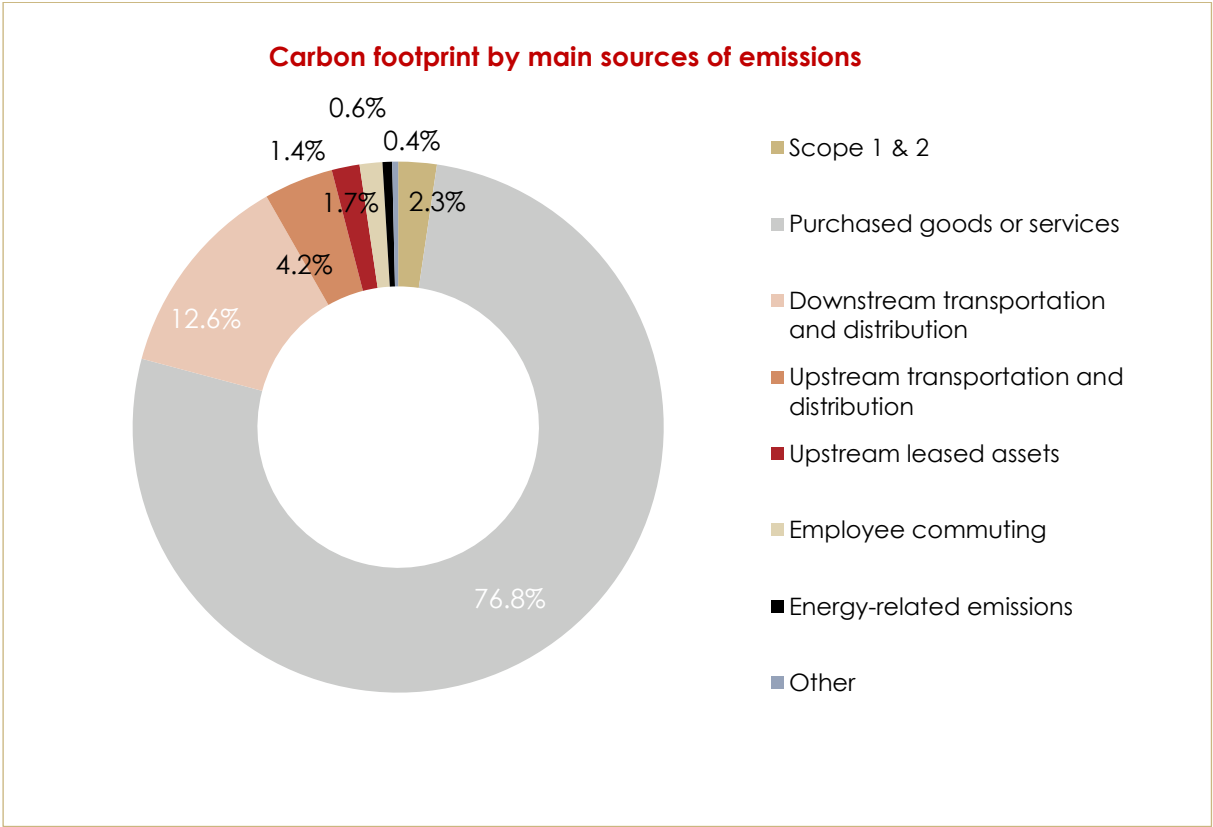
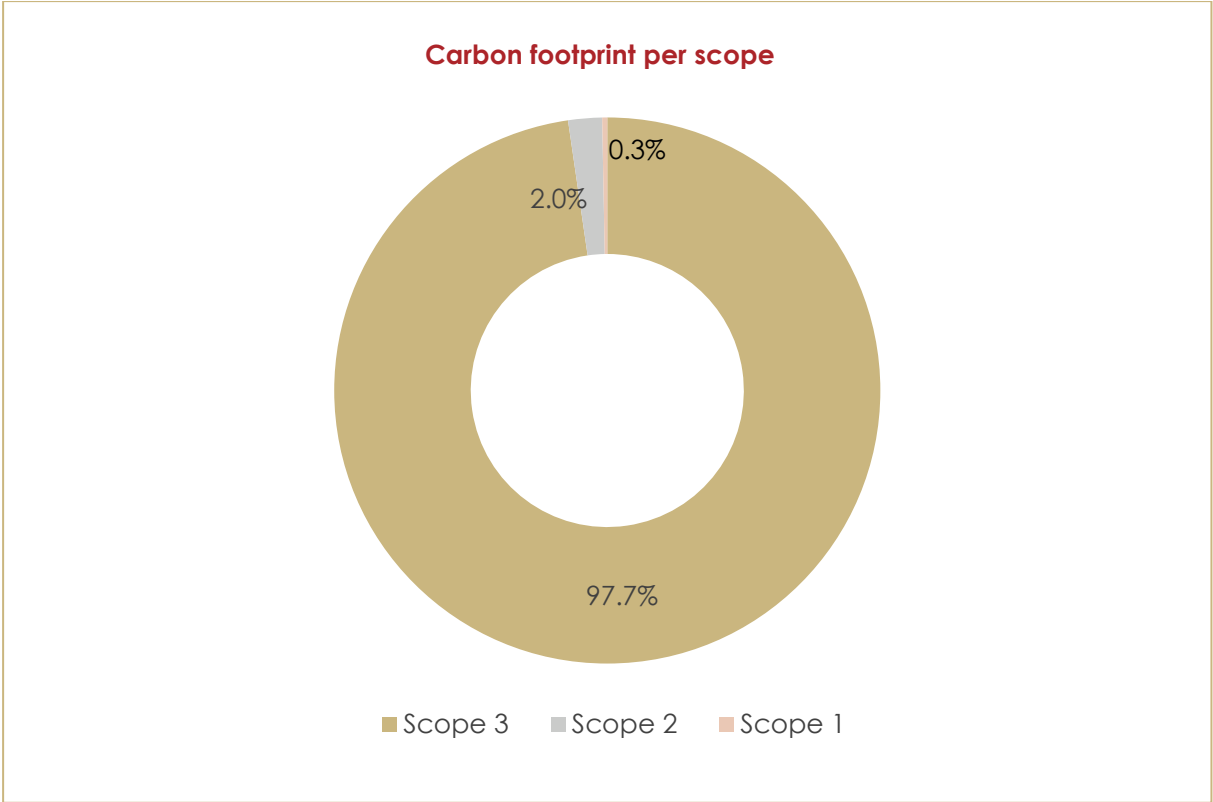
The KPI covers 98.6% of the Group's consolidated perimeter for the financial year ended September 30, 2023 in terms of revenues, excluding Agatha Spain, Agatha Asia, Renaissance Luxury Group and Agatha Shanghai Distribution.

Rationale and Materiality

Climate change is a key challenge for the Group, identified as being of high importance in its materiality analysis and matrix. The Group is committed to the fight against global warming and therefore aims to reduce its GHG emissions.

In FY2023, THOM's carbon footprint accounted for 265,388 tCO₂e, with scope 3 representing c.98% of total emissions. Emissions related to transport and purchasing constitute an important source of the Group's GHG emissions (~94% of the Group's carbon footprint):

⁴ Note that determining scope 3 is subject to certain inherent challenges and uncertainties. THOM's carbon assessment inventory is calculated in accordance with the GHG Protocol Corporate Standard Methodology, which may include the use of certain emissions factors and other estimates and assumptions.



A reduction in this KPI contributes to SDGs 7 and 13.

Baseline

The baseline is financial year ended September 30, 2023 with GHG emissions for scopes 1, 2 and 3 representing 265,388 tCO₂e. This baseline is audited by an external and independent third party.

KPI 2: Share of products and gold purchased by THOM from non-branded tier 1 suppliers (tier 1) that are certified (RJC Code of Practices or Code of Practices & Chain of Custody) or audited (SMETA 4 pillars), measured by purchase value (%)

Definition and Scope

KPI is defined as the share of purchases of products and gold purchased, by purchase value, from non-branded suppliers (tier 1⁵) being either:

- Certified by following at least the Responsible Jewellery Council's Code of Practices 2019 (RJC COP)⁶. This certification covers suppliers of gold, silver, platinum metals, diamonds, and colored stones; or
- Audited following the Sedex Members Ethical Trade Audit 4 pillars⁷ (SMETA 4 pillars). This audit covers steel, watches, silver, and gold, services.

		Perimeter	Risk covered						Control
		Materials covered	Human rights	Health and security	Toxic material management	Environmental risk management	Ethics (corruption, illegal exploitation)	Traceability	External verification
Refineries, foundries, production sites	SMETA [®] 2 pillars	-	✓	✓	X	X	X	-	✓
	SMETA [®] 4 pillars	-	✓	✓	~	✓	✓	-	✓
	BSCI [®] Business Social Compliance Initiative	-	✓	✓	X	~	✓	-	✓
Refineries, foundries	RJC COP	Gold, silver, palladium, platinum, rhodium, diamonds, coloured stones	✓	✓	✓	✓	✓	~	✓
	RJC COC	Gold, silver, platinum, palladium, rhodium	Via RJC COP	Via RJC COP	Via RJC COP	Via RJC COP	✓	✓	✓

Coverage ✓ Total ~ Partial X None

⁵ Tier 1 suppliers are THOM's direct suppliers, i.e. jewellery manufacturers and a few direct wholesale suppliers - noting that THOM is a jewellery retailer. By comparison, tier 2 and tier 3 suppliers are suppliers of raw materials, stones, spare parts. Tier 2 suppliers are direct suppliers of tier 1 suppliers, and tier 3 suppliers are direct suppliers of tier 2 suppliers. THOM has a direct supply contract, and thus leverage, with its tier 1 suppliers only.

⁶ <https://responsiblejewellery.com/standards/code-of-practices-2019/>

⁷ <https://www.qima.com/smeta-audit>

Non-branded suppliers cover:

- Suppliers providing jewellery product and materials sold under THOM's own brands.
- Foundries to whom THOM sells the gold purchased in stores from customers or from defective products and buys it back once [reprocessed/recycled] (gold-buy-back).

For these suppliers, THOM is directly responsible for both product design and sourcing.

This KPI excludes:

- Purchases from branded suppliers who are suppliers of final products sold in THOM's retail locations under their own brand.
- Non-relevant purchases (office supplies, packaging, workshop purchases)

Rationale and Materiality

Ensuring that products are sourced responsibly is a key challenge for THOM's industry, and core to the Group's sustainability strategy. Its aim is to guarantee the ethics and responsibility of its entire supply chain via the most demanding certifications or audits, where certifications do not apply.

The Group strives to ensure all eligible suppliers have a RJC COP certification, or, where it does not apply, are audited under SMETA 4 pillars. Since RJC certification and SMETA audit analyse different types of products and raw materials suppliers, both are complementary to guarantee a broader coverage of THOM's supply chain. This effort is part of the wider ambition to obtain the RJC COP certification for all Group entities, i.e. at the Group level.

In parallel, the Group is working on increasing the share of suppliers having a RJC Chain Of Custody (COC) certification, in order to improve traceability and increase the proportion of recycled gold in our offer. This certification requires a long-term commitment and will require us to support some of our suppliers in achieving the highest standards of product traceability, an effort that goes beyond the 2027 and 2030 target years of this Framework.

This KPI focuses on tier 1 suppliers who are the Group's direct suppliers. THOM maintains a direct and close relationship with those suppliers with the aim that all are certified and comply with local and international law to respect human and environmental requirements. In comparison, THOM has no direct relation with its tier 2 nor tier 3 suppliers. However, ensuring that tier 1 suppliers are compliant with demanding and recognised certifications and audit has the potential to exert a waterfall effect on tier 2 and 3 suppliers, through the commitments taken and practices developed by tier 1 suppliers for their own supply chain.

This KPI covers all non-branded purchases and purchases of gold, which represent ~77% of the Group's total relevant purchases (including Agatha and Timeway) in financial year ended September 30, 2023.

An increase in this KPI 2 contributes to UN SDG 3, 8, 12 & 13.

Baseline

The baseline is financial year ended September 30, 2023.

In FY2023, 72.2% of gold and products purchased by value were from suppliers being RJC certified suppliers (34.5% RCJ COP; 37.7% RJC COP and COC) or SMETA 4 audited suppliers (none in FY2023). This baseline is audited by an external and independent third party.

2.2 Calibration of Sustainability Performance Target(s) (SPTs)

SPT 1: Reduce absolute scopes 1, 2, and 3 GHG emissions by 16% by September 30, 2027, and by 30% by September 30, 2030, compared to a 2023 base year

Metric	Unit	Baseline	Target	Observation date
Absolute scope 1, 2 and 3 GHG emissions	tCO ₂ e	FY2023: 265,388 tCO ₂ e	-16%	30 September 2027
			-30%	30 September 2030

Ambition of the target

THOM has publicly set a commitment to reduce its total GHG emission by 30% by 2030, compared to FY2023. This overarching objective has been set in accordance with the Goals of the Paris Agreement to limit global warming to 1.5°C above pre-industrial levels.

In this context, THOM is setting an interim target at 2027, established in accordance with the Science Based Target initiative (SBTi) general criteria and methodology trajectory⁸, which requires reducing scopes 1 and 2 GHG emissions by 4.2% per year and scope 3 GHG emissions by 2.7% per year between 2020 and 2030. The 2027 target is the linear interpolation of this trajectory.

THOM plans to submit these targets for validation in the near term.

Historical Performance

	FY2022* (tCO ₂ e)	FY2023 (tCO ₂ e)
Total emissions	247,474	265,388
Emissions scope 1	1,323	832
Emissions scope 2	5,787	5,364
Emissions scope 3	240,364	259,192
Of which scope 3 upstream	199,089	225,552
Of which scope 3 downstream	41,275	33,640

* Group scope Excluding Agatha

⁸ [Ambitious corporate climate action - Science Based Targets](#)

The Group evaluated its scope 3 carbon footprint for the first time in FY2022, on a non-audited basis. FY2023 GHG footprint has been audited on a limited assurance basis.

The increase in the carbon footprint between FY2022 and FY2023 is mainly explained by:

- A better traceability of certain purchase indicators, such as natural diamonds in Italy (unable to trace data back to 2022), which represent 1/4 of all diamonds purchased.
- A better estimation of the proportion of gold in gold-plated jewellery using an established method (around 3% of the total weight of the jewellery). This means an increase in the proportion of gold in the gold plating compared with the FY2022 carbon footprint.
- The refinement of the calculation method for transport, with few estimates and effective monitoring of upstream and downstream invoices.
- The consolidation of Agatha for 1,347 tCO₂e (excluding Agatha Spain, Agatha Asia, Renaissance Luxury Group and Agatha Shanghai Distribution)

Means for achieving the target

1. The Group implemented various action plans to reduce its emissions across its whole value chain and actively engaged with its suppliers to reduce their GHG emissions. The Group has optimised its responsible purchasing charter and is working with all its suppliers to move towards a low-carbon trajectory.
2. THOM launched a major energy sobriety plan to reduce our energy consumption by 40% by 2030 through:
 - optimising its installations (for example, 100% of its stores will have LED lighting by the end of 2025, the Group is adjusting its heating and air-conditioning installations so that they are set to optimised parameters, and has introduced partial lighting when the store is not open to the public, etc.)
 - optimising the use of energy by focusing on energy efficiency and have introduced incentives in this area (through profit-sharing in France, for example).
3. THOM is working to develop the use of recycled gold in its product range, with the aim of gradually moving towards 100% recycled gold.
4. THOM is working to launch a second-hand range and to develop the quality of our products and services to extend the life of its products.
5. THOM will also develop a number of projects to go further, such as:
 - Implementing initiatives to optimise business travel for all its employees. THOM is going to launch a new professional mobility policy to reduce the use of aircraft as much as possible;
 - Introducing an extended collection system for all jewellery and watchmaking products so that they can be channelled into recycling channels (to date, we have taken back gold and recycled watches that are no longer fit for consumption);
 - Developing eco-design in stores renovations and openings;
 - Optimizing the recycling of other raw materials in our offer.

6. Finally, the Group is working on a complete overhaul of its packaging so all shopping bags and boxes will be recyclable by 2025. THOM is also working with its suppliers to eliminate the single-use plastic used to transport its products.

Factors that may affect the achievement of our target

- Macroeconomic risk driven by the transition to a low carbon economy may include increased regulation and legislation, which may cause changes in market conditions
- Availability of low-emissions energy
- Availability of low-emissions materials, such as recycled raw materials e.g. recycled gold, recyclable/recycled packaging
- Access to closer and local suppliers
- Extreme weather (unexpected natural disaster)

SPT 2: 85% of products and gold purchased by THOM from non-branded suppliers (tier 1) that are certified (RJC COP or COP & COC) or audited (SMETA 4) in the financial year ending September 30, 2027, and 100% in the financial year ending September 30, 2030, measured by purchase value

Metric	Unit	Baseline	Target	Observation date
Share of product and gold purchased from non-branded suppliers (tier 1) that are certified (RJC COP or COP & COC) or audited (SMETA 4), by purchase value	%	FY2023: 72.2%	85%	30 September 2027
			100%	30 September 2030

Ambition of the target

The level of certification (RJC COP and COP & COC) and audit (SMETA 4) is particularly demanding. Not all THOM's suppliers are in a position to be subject to those certifications, both in terms of human resources and institutional organization.

Moreover, THOM aims to ensure that all of its products are sustainably sourced, regardless of the material. As such, THOM does not only seek to ensure the sustainable sourcing of gold, silver, and diamonds, which are most commonly certified, but goes further by developing a target covering other metals, coloured stones, and own-brand watches.

As far as SMETA is concerned, THOM must support all its SMETA 2 or BSCI audited suppliers towards a more demanding audit towards SMETA 4, which has additional environmental and business ethics criteria.

Considering the RJC certification, THOM aims to gradually increase the requirements for each suppliers, by requiring a greater number to obtain both RJC COP and COC certifications.

Historical Performance

In financial year 2022, 69.6% of purchases by value – excluding Agatha and Timeway – were made from suppliers that are RJC COP and COP & COC certified. No suppliers were audited following the SMETA 4 pillars – although 20% were audited under SMETA 2 pillars.

% purchases from certified suppliers

	FY2022	FY2023
RJC COP or COP&COC	69.6%	72.2%
Of which RJC COP	35.4%	34.5%
Of which RJC COC	34.2%	37.7%
SMETA 4 pillars	0%	0%
Total	69.6%	72.2%

FY2023 certifications and audits have been audited on a limited assurance basis.

Means for achieving the target

- Overhaul of its responsible supplier charter to increase its requirements and to anticipate European duty of care regulations, cover the risk for all suppliers, raise awareness of ESG issues among buyers and suppliers, and position its responsible purchasing strategy
- Update risk mapping for tier 1 suppliers and beyond to improve the Group's knowledge of suppliers and prioritise requirements supplier-by-supplier
- Specify the desired certifications for tier 1 suppliers, and ensure that the evidence provided is checked (for wholesalers, work on collecting information from their suppliers, particularly their certifications)
- Validate the RJC COP certification for the Group

Factors that may affect the achievement of our target

- Macroeconomic risk driven by the transition to a low carbon economy may include increased regulation and legislation, which may cause changes in market conditions that drive external certification and audit methodology
- Capacity from external entities i.e. RJC Certification and SMETA audit to assess THOM's activity
- Change in THOM's raw materials and products mix

Recalculation Policy

The baseline(s) and / or SPT(s) may be recalculated in good faith by THOM to reflect any material change in:

- (i) the Group's perimeter as a result of an acquisition, amalgamation, demerger, merger, corporate restructuring, consolidation, spin-off, or disposal or sale of assets;
- (ii) the methodology for calculation of any KPI to reflect changes in the market practice or the relevant market standards;
- (iii) the data due to better data accessibility or discovery of data errors;
- (iv) the Group's targets as a result of an external verification or an update of the environmental and social strategy; and/or
- (v) any applicable laws, regulations, rules, guidelines and policies relating to the business of the Group.

A recalculation may be performed in case where any such change, taken individually or in aggregate, has a significant impact on the KPIs' baselines or the levels of the SPT.

Such recalculation may be performed provided that an External Verifier has independently confirmed that the proposed revision is in line with the initial level of materiality of the KPI(s) or level of ambition of the SPT(s).

Any such change will be communicated and notified as soon as reasonably practicable by THOM in accordance with the conditions detailed in the specific documentation of the relevant Sustainability-Linked Bond.

2.3 Financial Characteristics

All bonds issued under this Framework have a sustainability-linked feature that will result in a coupon or margin adjustment, or a premium payment as the case may be, if a Trigger Event occurs.

A Trigger Event occurs if:

- One or more of the KPIs have not achieved their SPT on the target observation date,

or

- The verification of one or more the SPTs at the target observation date have not been provided and made public as set out in the External Verification section of this Framework.

The relevant SPTs, step-up coupon or margin amount or premium payment amount, as applicable, will be specified in the relevant documentation of the specific transaction (e.g. Final Terms of the relevant Sustainability-Linked Bond).

The SPTs will be measured once, at the target observation date. However, the KPIs will be reported annually which will enable investors to track THOM's performance.

For the avoidance of doubt, if the KPIs have achieved their SPT, and reporting and verification for the SPT have been provided and made public in accordance with the reporting and verification sections of this Framework, the financial characteristics of any bond issued by THOM under this Framework shall remain unchanged.

Unless otherwise stated, the proceeds of such bonds are intended to be used for the purposes set forth in the relevant documentation, which could include refinancing of existing indebtedness and/or general corporate purposes, including shareholder distributions.

2.4 Reporting

THOM will publish annually, and keep readily available on its website, information on the progress it is making towards the SPTs, including:

- up-to-date information on the performance of each KPI,
- any additional relevant information enabling investors to monitor the progress of each KPI towards the SPTs.

Information may also include:

- qualitative or quantitative explanation of the contribution of the main factors, including M&A activity, behind the evolution of each KPI, on an annual basis;
- illustration of the positive sustainability impact of the performance improvement; and/or
- any re-assessments of KPIs and/or any restatements of SPTs, if relevant; and
- updates on new or proposed regulations from regulatory bodies relevant to the KPIs and the SPTs.

When relevant, THOM may also provide information on changes to its sustainability strategy or governance.

2.5 External Verification

Pre-issuance verification

A Second Party Opinion has been provided by Moody's to ensure that this Framework is compliant with the SLBP 2023. It is publicly available on THOM's website: [Investors - THOM \(thomgroup.com\)](https://thomgroup.com/investors)

Post-issuance verification

The annual performance of each KPI will be subject to external verification by Deloitte, who is a qualified external auditor following a "Limited Assurance" standard. Verification of KPI performance will be conducted on an annual basis until maturity of the Bond, and within a period of time defined in the specific documentation of each Sustainability-Linked Bond. The verification report will be made publicly available on THOM's website.

THOM will review this Framework from time to time, including its alignment to updated versions of the relevant Principles as and when available in the market. Any major update will be subject to the prior approval of THOM and any such other qualified provider of a Second Party Opinion. Any such update of this Framework will only apply to Sustainability-Linked Bonds issued subsequent to the date of such amendment or update.

This Framework contains certain forward-looking statements that reflect the Group's management's current views with respect to future events and financial and operational performance of the Group. These forward-looking statements are based on the Group's current expectations and projections about future events. Because these forward-looking statements are subject to risks and uncertainties, actual future results or performance may differ materially from those expressed in or implied by these statements due to any number of different factors, many of which are beyond the ability of the Group to control or estimate precisely. You are cautioned not to place undue reliance on the forward-looking statements (as well as information and opinions) contained herein, which are made only as of the date of this document and are subject to change without notice. The Group does not undertake any obligation or responsibility to release any updates or revisions to any forward-looking statements and/or information to reflect events or circumstances after the date of publication of this Framework. The information contained in this Framework does not purport to be comprehensive and, unless differently specified in this Framework, has not been independently verified by any independent third party.

As used in this Framework, the terms "materiality", "significant" and variations thereof refer to significant within our ESG strategies, metrics and performance. Such terms are distinct from, and do not refer to, concepts of materiality used in securities and other applicable law, and the use of such terms is not an indication that the Group deems related information to be material or important to an understanding of the business or an investment decision with respect to Group securities.

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