



**Internal Rules of the Board of Directors**  
of ALTEN (348 607 417 RCS Nanterre)  
Hereafter referred to as the “Company”

*Updated by the Board of Directors meeting of 22 February 2024*

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## PREAMBLE

The members of the Company's Board of Directors wished to abide by the operating rules comprising the Internal Rules of the Board of Directors (hereafter referred to as the "Rules" or the "Internal Rules").

When adopting these Internal Rules, the Company's Board of Directors refers to the Mollenex corporate governance code through its recommendations and its key points.

These Rules apply to all current and future directors of the Company. They are intended to supplement the legal, regulatory and statutory rules applicable to the Company, and to define the Board's operating methods, in the interest of the Company, its directors and its shareholders.

The Rules are for internal use and are not a substitute for the Articles of Association, but rather are a practical implementation thereof. They are therefore unenforceable against third parties. Shareholders will be able to access the Internal Rules via the Company's website, the corporate governance report and in the Universal Registration Document. They may be amended by a decision of the Board of Directors.

These Internal Rules, adopted in their initial version at the Board of Directors' meeting of 20 January 2004, have been updated at the Board of Directors' meeting of 22 February 2024.

## ARTICLE 1. PURPOSE OF THE INTERNAL RULES

These Internal Rules serve to define the rules and operating methods of the Board and its Committees, if any, and supplement the Company's Articles of Association and legal provisions, relying on the provisions of the Mollenex code. They also recall some ethical and legal rules with which each director is individually bound, whether a natural person or the permanent representative of a legal entity.

They also describe the duties, and, where applicable, the limitations on the powers of General Management in order to clarify the roles of each governance body.

## ARTICLE 2. DUTIES AND COMPETENCE OF THE BOARD OF DIRECTORS

### 1) Powers of the Board

#### a) Representing all shareholders

The Board of Directors, as a collective body, collectively represents all shareholders, and each Board member is under an obligation to act in the Company's social interest in all circumstances.

The role of the Board of Directors is based on two fundamental principles: decision-making and oversight.

The decision-making function entails the development, in conjunction with the company's management, of fundamental policies and strategic objectives as well as the approval of certain key actions.

The oversight function concerns the review of management decisions, the compliance of systems and controls, and policy implementation.

The duty of the Board of Directors primarily consists of determining the overall strategic directions of the Company's business operations, defining its strategy and supervising its strategic implementation in accordance with its social interest, taking into account the social and environmental implications of its activity. Furthermore, the Board deals with any issue concerning the proper functioning of the Company.

In particular, the duty of the Board of Directors is to:

- approve the annual Company and consolidated financial statements, the interim financial statements and the draft management documents;
- approve the compensation policy for the Company's officers and the Group's senior executives;

- approve the terms of the management report and the corporate governance report;
- hold and approve the agenda for General Meetings of Shareholders;
- implement the share buyback programme;
- approve the Company's strategic directions and the Group's strategy, in particular discuss major transactions planned by the Company and be informed of any significant event concerning the Company;
- to grant the necessary authorizations to issue sureties, guarantees and securities subject to certain conditions and limits, in accordance with the regulations in force;
- determine the Company's governance, in particular to appoint the Executive Corporate Officers;
- review and authorise external growth projects;
- deliberate on the Company's policy regarding occupational gender equality and equal pay;
- establish a procedure for regularly assessing whether agreements relating to current transactions and entered into under normal conditions meet these conditions;
- determine a selection process for Deputy Chief Executive Officers that guarantees the presence of at least one person of each sex among the candidates.

b) Taking charge of strategic directions

The Board of Directors issues an opinion on all major strategic, economic, social, financial and technological decisions of the Company and oversees their implementation by General Management.

The medium-term strategic direction of the Company's business operations are defined annually through a strategic plan, the draft of which is prepared and presented by the Chief Executive Officer, then discussed, modified if necessary, and adopted by the Board of Directors.

c) Reviewing the issue of the succession plan for officers and key employees

The Board or a specialised Committee regularly includes on its agenda the issue of the succession plan for current officers.

d) Reviewing the key points in the Middledenext code

The Board of Directors carries out an annual review of the key points in the Middledenext code. It reports this in the corporate governance report included in the Company's universal registration document.

e) Granting an assignment to a director

When the Board of Directors decides there are grounds for granting an assignment to one (or more) of its members, it sets out the main terms. The director concerned does not take part in the vote and this assignment is subject to a regulated agreement.

## 2) Methods of exercising the Chairmanship and General Management

a) The Chairman of the Board

The Board of Directors appoints from amongst its members a Chairman, who must be a natural person, and may be elected for the period of his term of office as Director and who may be re-elected.

No one may be appointed Chairman beyond the age provided for in the Articles of Association.

The Chairman presides over meetings of the Board of Directors. When the Chairman is absent, the Board meeting is chaired by the Vice-Chairman if the Board has appointed one or, failing that, by a Board member appointed by the majority vote of the members present or represented. The Chairman organises and oversees the work of the Board, and reports on it to the General Meeting of Shareholders.

The Chairman ensures the proper functioning of the Company's bodies and, in particular, ensures that directors are able to perform their duties. He is provided with the material resources necessary for the performance of his duties.

b) Methods of exercising General Management

The Board determines the methods of exercising General Management in accordance with the conditions pursuant to the Articles of Association.

In accordance with legal provisions, General Management is entrusted to, and under the responsibility of, either the Chairman of the Board of Directors, or any other natural person appointed by the Board of Directors as Chief Executive Officer.

Shareholders and third parties are informed of this choice under the conditions provided for by the regulations in force.

The Chief Executive Officer may be assisted by one or more Deputy Chief Executive Officers, appointed by the Board of Directors in accordance with legal and statutory requirements.

The Board of Directors is committed to ensuring that the General Management implements the directions as set out.

c) General Management powers

The Chief Executive Officer, whether this function is assumed by the Chairman of the Board of Directors or by another person, has the broadest powers to act in all circumstances on behalf of the Company. He exercises these powers within the limits of the corporate purpose, in accordance with the rules set out in the Articles of Association and subject to those powers expressly granted by law to general meetings of shareholders and to the Board of Directors.

The Chief Executive Officer represents the Company in its relationships with third parties.

**3) Corporate Officers' Civil Liability Insurance**

The Company has taken out civil liability insurance for the benefit and on behalf of its corporate officers.

## **ARTICLE 3. COMPOSITION OF THE BOARD OF DIRECTORS**

The composition of the Board of Directors firstly reflects the Company's commitment to include varied and complementary experiences, skills and profiles. Thus, the most important quality of a Board of Directors is its composition: directors with integrity, competence, understanding of how the Company operates, concerned with the interests of all shareholders, and sufficiently involved in defining strategy and in discussions to be effective participants in its decisions.

**1) Conditions for appointing Board members**

The Articles of Association set the number of members of the Board of Directors.

Directors are appointed or re-appointed to their positions by the General Meeting of Shareholders, except for any directors representing employees who, in accordance with the statutory provisions, are appointed by the Social and Economic Committee.

The director's term of office is set by the Articles of Association. Re-appointments are staggered over the terms of office of Directors.

Statutory rules set the maximum age of directors. By default, the number of directors over the age of 70 may not be greater than a third of the directors currently in office.

When the legal threshold is exceeded, the oldest director is deemed to have resigned his office subject to statutory provisions.

## **2) Directors' independence criteria**

The Board has at least two independent members. A director is deemed to be independent when he has no relationship of any kind whatsoever with the Company, its group or its management, which could compromise the exercise of his freedom of judgement.

The Board reviews the position of each of its members annually and ensures that, in compliance with the Middenext code, they satisfy the following criteria on an ongoing basis:

- they are not and have not been, in the last five years, an employee or Executive Corporate Officer of the Company or another company in the same group;
- they do not have and have not had, in the last two years, a significant business relationship with the Company or its group (e.g. customer, supplier, competitor, service provider, creditor, banker, etc.);
- they are not a leading shareholder of the Company and do not hold a significant percentage of the voting rights;
- they have no close or family ties with a Corporate Officer or a leading shareholder;
- they have not served as a Statutory Auditor for the Company in the last six years.

In this respect the Board may consider a member to be independent even if he does not satisfy all the independence criteria, and likewise consider a member not independent even though he satisfies all the independence criteria. The Board must justify its position.

When appointing a new member or re-appointing one of its members, the Board of Directors reviews the position of this member with regard to the criteria set out above.

Each member considered to be independent informs the Chairman as soon as he is aware of any change in his position with regard to these same criteria.

## **3) Directors representing employees**

The directors representing employees have the same status, powers, obligations and both civil and criminal responsibilities as other directors.

They are not taken into account when determining the maximum or minimum number of directors nor for applying parity rules.

Appropriate training is offered to them at the beginning of their term of office to enable them to carry out their mission in the best possible way.

## **4) The Lead Director**

The Board of Directors may appoint a Lead Director from amongst its independent members. He is appointed for a period which cannot exceed his term of office as a director. He is eligible for re-appointment. The Board of Directors may terminate his office at any time without cause.

The Lead Director's main duty is to assist the Board of Directors and its Chairman in ensuring the proper functioning of the Company's governance bodies both within the Board and its specialised Committees.

In this context, he performs his duties and has the following prerogatives:

- he ensures that the Chairman of the Board complies with the governance guidelines, namely the Internal Rules of the Board and the Middenext code;
- he participates in the self-assessment work of the Board of Directors;

- he warns of potential or actual conflict of interest;
- he may ask the Chairman to convene the Board of Directors to discuss topics related to:
  - a. the governance guidelines;
  - b. potential or actual conflicts of interest within the Board.

The corporate governance report included in the Company's universal registration document gives an annual account of the actions of the Lead Director.

## **5) Parity within the Board of Directors**

The proportion of directors of each gender may not be less than 40%, it being specified that when the Board of Directors is composed of more than eight members, the gap between the number of directors of each gender may not exceed two. The director representing employees is not taken into account in this calculation.

## **ARTICLE 4. DIRECTORS' OBLIGATIONS AND CODE OF ETHICS**

### **1) Duty of loyalty and compliance with laws and the Articles of Association**

In performing the duties granted to him, each director must act in the interests of the company.

Each must be fully aware of his rights and obligations, acknowledge and undertake to comply with the legal and regulatory provisions related to his role as well as the Company's own rules in its Articles of Association and the Internal Rules of the Board of Directors.

Board members, when they are corporate officers, must not accept more than two other directorships in listed companies, including foreign companies, outside the Group.

### **2) Disclosure obligation/Conflicts of interest**

In a situation where an apparent conflict of interest exists or could arise between the Company's interest and his personal interest, either direct or indirect, or the shareholder or group of shareholders he represents, the director concerned must:

- inform the Board as soon as he becomes aware of it;
- and remove any resulting consequence therefrom regarding the performance of his duties. Thus, depending on the situation, he should:
  - either abstain from taking part in the deliberations and participate in the vote of the corresponding deliberation,
  - or not attend the meeting, or if applicable, the agenda item, of the Board of Directors during which he is in a conflict of interest situation,
  - or, in extreme circumstances, resign from his position as a Director.

The director could be liable for failure to comply with these abstention or withdrawal rules. Furthermore, the Chairman of the Board of Directors will not be required to send to those director(s) whom he has serious reasons to believe are in a conflict of interest situation the information or documents related to the topic in question. In such case, the Chairman of the Board of Directors will inform the Board of Directors of this withholding of information.

The Board will review known conflicts of interest once per year. Each director undertakes to disclose any changes in his situation and to declare any conflicts of interest before each Board of Directors meeting, depending on the agenda, and to refrain from taking part in the deliberations and voting on any matter on which he is in such a situation.

### **3) Directors' duty of confidentiality**

Members of the Board of Directors are bound to absolute confidentiality concerning the content of discussions and deliberations of the Board and, if applicable, the Committees as well as the information presented.

Board members, except for the Chairman and the Chief Executive Officer, are generally under an obligation to refrain from communicating in their capacity as such with external parties, especially the press.

### **4) Duty of care and attendance**

By accepting the mandate granted to him, each director undertakes to fully commit to it, namely:

- dedicate the required time to study the questions handled by the Board and the Committee, if he is a member;
- request any additional information that he considers useful;
- ensure these Rules are applied;
- freely form his opinion before any decision having only the Company's interest in mind;
- actively participate in all Board meetings unless prevented from doing so;
- be present at the General Meeting;
- make any proposals to improve the working conditions of the Board and its Committees.

### **5) Obligation and right of information**

To participate efficiently in the work and deliberations of the Board, the Company sends all relevant documents to Board members within a reasonable timeframe. Requests in this regard are made to the Chairman.

Each Board member is authorised to meet the main corporate officers, subject to informing the Chairman in advance.

The Board is regularly informed by the Chairman of the financial position, cash flow, financial commitments and significant events of the Company and the Group.

Lastly, any new Board member may ask for training on specific aspects of the Company and the Group, their business lines and their business sector.

### **6) Non-compete obligation**

To prioritise the best interests of the Company over personal interests binds the director to a non-competition obligation.

Consequently, throughout his term of office, each Board member is prohibited from performing any role whatsoever in a competitor company to the Company and the companies that it controls.

The Board members will inform the Company before taking on any new mandate.

### **7) Obligations relating to holding Company shares**

Pursuant to the law, the Articles of Association of the Company may set the minimum number of shares that must be held by each director.

Each Board member is required to hold shares in the Company, its parent Company and its affiliates in registered form, whether held by himself, his minor children or his estranged spouse.



## **8) Obligation to abstain from trading in the Company's securities during certain "negative window" periods**

Board members must abstain from trading in the Company's securities:

- during the 30 calendar days before the semi-annual and annual earnings releases;
- during the 15 calendar days preceding the publication of annual, semi-annual and quarterly revenues.

A schedule of these negative window periods, taking into account the planned periodic publications, is communicated to each director.

It should be consulted before any trading. Trading is only authorised after the publication of the information concerned, provided in addition that the director does not hold any insider information.

## **9) Obligations related to holding insider information - Prevention of insider trading**

In general and concerning non-public information acquired in the context of their role, each Board member must consider himself bound by actual professional secrecy, exceeding the simple obligation of discretion as set forth by Article L. 225-37 of the French Commercial Code.

Specifically, due to the performance of his role, each Board member has regular access to detailed, non-public information about the Company or the financial instruments that it issues, which, if this information were made public, would be likely to have a significant impact on its share price (hereafter "Privileged Information").

In this respect, each Board member is on the list of permanent insiders established by the Company.

As soon as he holds such information, each Board member must abstain from:

- carrying out or attempting to carry out insider transactions (hereafter "Insider Transactions"), in particular:
  - acquiring or selling, for their own accounts or for a third party, directly or indirectly, financial instruments to which this information relates,
  - cancelling or modifying previously sent orders on the Company's financial instruments;
- recommending or attempting to recommend to another person to carry out Insider Transactions or inciting or attempting to incite another person to carry out Insider Transactions, on the basis of a Privileged Information;
- illegally disclosing or attempting to disclose Privileged Information, i.e. disclosing this information to another person, except when such disclosure takes place in the normal course of their work, profession or role;
- using or communicating a recommendation or incitement from an insider if the person knows or should know that it is based on a Privileged Information.

The prohibited conduct described above may result in, as the case may be, a public prosecution before the criminal court or an administrative action before the French Financial Markets Authority Sanctions Commission ("AMF").

The sanctions incurred are as follows:

- the AMF Sanctions Commission may impose a financial penalty on the offender of up to 100,000,000 euros or 10 times the amount of the profit derived from the breach;
- the criminal court may impose the following sanctions on the offender:
  - 100,000,000 euros in fines, which may be raised to 10 times the amount of the profit derived from the crime and may not be less than this profit;
  - five years in prison.

The fine may be raised to 15% of the total annual revenue when the sanctioned offender is a legal entity.

## **10) Declaration of securities transactions and threshold crossing**

Each director ensures that he complies with any reporting obligations that may apply to him in connection with securities transactions and threshold crossings.

## **ARTICLE 5. OPERATIONS OF THE BOARD OF DIRECTORS**

### **1) Meeting frequency**

The Board of Directors meets as often as required by the Company's interest and at least 4 times per year.

The schedule of meetings for the year is set and sent to members of the Board of Directors at the end of the preceding year.

### **2) Agenda and Board members' information**

The Chairman sets the agenda for each Board of Directors meeting and sends it by any appropriate means to its members.

The documents enabling directors to decide in full knowledge of the facts regarding the points on the agenda are sent to directors within a reasonable timeframe before the Board meeting, except where an emergency or the need to ensure complete confidentiality makes this impossible.

In any event, the Board of Directors may, during each of its meetings, in an emergency, and on the proposal of the Chairman, discuss issues not listed on the agenda sent to it.

A director wishing to visit an establishment, in order to obtain the information necessary to perform his duties, must submit a written request to the Chairman setting out the purpose of this visit. The Chairman defines, with the Chief Executive Officer, the conditions of access and organises the terms of this visit.

### **3) Meeting locations**

Board of Directors meetings are held in any place indicated in the Articles of Association or, failing this, in the place indicated in the convening notice.

### **4) Use of videoconference and telecommunications means**

As far as possible, for reasons of efficiency, the Board prefers in person attendance. If this is impossible, a videoconference is preferable to a telephone call.

The videoconference or telecommunications means should meet the technical characteristics which guarantee effective participation in the Board of Directors meeting, whose deliberations will be continuously and simultaneously retransmitted.

Thus, the Board of Directors may validly hold a meeting to the extent that all or some of its members will be continuously and simultaneously connected, at least orally, by videoconference or telephone conference.

### **5) Technical issues**

Where there is a technical issue with a video conference or telecommunications procedure during a Board of Directors meeting, the meeting minutes should indicate this fact.

If this issue interrupts the consistency of the transmission, or if it deteriorates in such a way that the image or sound quality is not sufficient to allow effective participation in the meeting for all directors present, the meeting will be suspended.

The suspension of the meeting will be lifted as soon as the technical conditions enable the directors to communicate and deliberate again in accordance with the above conditions.

## **6) Prohibition of certain decisions by videoconference and telecommunications**

The preceding provisions are not applicable when the Board is meeting to approve the annual financial statements (company and consolidated) and to prepare the management report.

## **7) Attendance registers**

An attendance register, signed by directors who physically attend a Board meeting, is taken and, if applicable, must indicate the name of the directors (themselves and those they represent) participating in deliberations by video conference or by other telecommunications means.

## **8) Written consultation**

In accordance with Article 18 of the Company's Articles of Association, decisions falling within the Board of Directors' own powers as provided for by regulation may be taken by written consultation of the directors.

In this case, the Board members are called upon, at the request of the Chairman of the Board, to give their opinion on the decision addressed to them by any written means within the period specified in the request, following reception of the latter.

The documents necessary for the decision of the directors are made available to them by any means.

If they fail to respond in writing to the Chairman of the Board within this time limit and in accordance with the terms of the request, they shall be deemed to be absent and not to have participated in the decision.

The decision can only be adopted if at least half of the Board members have participated in the written consultation, and only by a majority of the members participating in the consultation.

The Chairman of the Board is deemed to chair over the written consultation and therefore has a casting vote in the event of a tied decision.

Minutes of the decisions made by written consultation shall be kept and submitted to the Board of Directors for approval.

## **9) Quorum and majority**

To calculate the quorum and majority, directors participating by videoconference or telecommunications means will be deemed to be present, except as provided for in §7.

All directors may participate simultaneously in a meeting by videoconference or telecommunications means.

In the event of a written consultation, the directors who have responded to the written consultation are deemed to be present for the calculation of the quorum and the majority.

## **10) Delegation of Authority**

Any director may be represented by another director at a given meeting. The delegation of authority, which must be given in writing, may be validly created by a simple email. Each director may only hold one delegation of authority during a meeting.

The preceding stipulations are applicable to the permanent representative of a legal entity director.

## **11) Deliberations**

The deliberations of the Board of Directors are only valid if at least half of its members are present, except for specific statutory provision.

Decisions are taken by a majority of the members present or represented, unless there is a specific statutory provision. In the event of a tied vote, the Chairman of the meeting has the deciding vote.

The director given a proxy by one of his peers to represent him has two votes.

The Chairman of the Board of Directors or, in his absence, the person replacing him, leads the discussions.

## **12) Minutes**

The deliberations of the Board of Directors are noted by minutes recorded in a special register prepared in accordance with applicable legal and regulatory provisions and signed by the Chairman of the meeting and at least one director. If the Chairman of the meeting is unable to do so, these minutes are signed by at least two directors.

The minutes are approved at the following meeting. A draft is sent in advance to each director for this purpose.

The minutes of the meeting indicate the directors present or deemed to be present, excused or absent. They report the presence or absence of other persons summoned to the Board meeting and the presence of any other person attending all or part of this meeting.

The minutes note the videoconference or telecommunications means used, the name of each director attending by these means and, if applicable, any technical issue which disrupted the meeting, including the interruption and recovery of remote attendance.

Where applicable, the minutes report the differing viewpoints expressed by the directors.

Copies or extracts of the minutes are validly certified by the Chairman of the Board of Directors, the Chief Executive Officer, the director to whom this role is temporarily delegated by the Chairman of the meeting, the Secretary of the Board of Directors or a power of attorney authorised for such purpose by the Board.

## **13) Role of the Board Secretary**

In accordance with the Articles of Association, the Board of Directors may appoint a secretary, who does not have to be a member.

The Board Secretary's role is to convene meetings of the Board of Directors on instructions from the Chairman and to prepare draft minutes of the meetings of the Board of Directors, which are subject to its approval.

The Secretary is responsible for sending working documents to the directors, and in general being available to the directors for any information request concerning their rights and obligations, the operation of the Board and the daily running of the Company.

## **14) Assessment of the Board's work**

The Board of Directors carries out an annual evaluation of its work, under the supervision of the Lead Director, and in particular:

- reviews its operating methods, its composition and its organisation as well as those of its Committees, if any;
- checks that the important issues are usefully prepared and discussed.

The Board of Directors reports on this assessment in the meeting minutes and informs shareholders each year in the corporate governance report included in the Company's universal registration documents.

## **ARTICLE 6. COMMITTEES OF THE BOARD OF DIRECTORS**

### **1) Common operating methods of the Committees**

In order to prepare its work, the Board of Directors may create Committees and establish their areas of expertise. In the same way, consistent with Board efficiency, it can freely eliminate Committees that have become unnecessary.

The Board of Directors appoints the members of each Committee. The Committee members personally participate in their meetings.

The Committee members perform their role for a period of 4 years without exceeding the period of their term of office as a director.

The executive directors (Executive Corporate Officers or those with an employment contract with a Group company) may not sit on Committees.

Committee members may be removed from their office by the Board of Directors.

The term of the mandate entrusted to the Committee members coincides with that of their term of office as members of the Board of Directors. It may be renewed at the same time as their term of office as director. The Chairman of each Committee is appointed by the Board.  
Each Committee sets its own operational charter.

Each Committee approves its annual meeting calendar. These are held at the registered office or any other location set by the Chairman. The Chairman of each Committee prepares the agenda for its meetings, which is sent to the Chairman of the Board of Directors.

The Chairman of each Committee may decide to invite to certain meetings, all or some of the members of the Board of Directors or any person of his choice. He informs the Chairman of the Board of the members of the management team that he would like to have attend a meeting.

Each Committee regularly reports to the Board on the performance of its duties, its operating methods, its composition and its interactions with the Company's Board and General Management.

## **2) The Audit Committee**

The Audit Committee assists the Board of Directors with its duty relating to the review and approval of the annual and semi-annual financial statements and whenever any transaction, fact or event could have a material impact on the financial position or assets of the Company or its affiliates.

### **a) Composition and operation**

The Committee is composed of at least two members, appointed by the Board. At least two-thirds of its members must be independent directors.

At least one Committee member must have specific financial, accounting or statutory audit expertise.

The Chairman of the Committee is appointed by the Board of Directors from amongst its independent members with specific financial, accounting or statutory audit expertise.

The Audit Committee meets as often as required and at least three times per year. It also meets at the request of the Chairman and Chief Executive Officer who informs the Chairman of the Committee in advance. The Chairman of the Committee may also convene any additional meeting of the Committee if required.

### **b) Allocations**

Without prejudice to the competence of the Board, the Audit Committee is responsible in particular for the following tasks:

1. it monitors the process for preparing financial and sustainability information (SI);
2. it monitors the process used to determine the information to be published in accordance with the SI communication standards;
3. where appropriate, it makes recommendations to ensure the integrity of the processes mentioned in 1. and 2. Above;

4. it monitors the effectiveness of the internal control and risk management systems and, where appropriate, internal audit, with regard to procedures relating to the preparation and processing of SI;
5. it monitors the completion by the Statutory Auditors of their task and takes into account the findings and conclusions of the French High Council of Statutory Auditors following the audits carried out in accordance with the regulations;
6. it issues a recommendation on the Statutory Auditors whose candidacy is submitted to the General Meeting for approval;
7. it ensures compliance by the Statutory Auditors with the independence criteria in accordance with the regulatory terms and conditions;
8. it issues a recommendation on the Statutory Auditors or the Independent Third Party proposed for appointment by the General Meeting, with a view to certifying the SI;
9. it monitors the completion of SI certification assignments;
10. it ensures compliance with the conditions of independence required of those involved in the performance of SI certification assignments;
11. it approves the provision of services other than the certification of the financial statements in compliance with applicable regulation.
12. it reports regularly to the Board of Directors on the performance of its duties. He shall also report on the results of the SI certification engagement and on the manner in which these engagements have contributed to the integrity of the financial and sustainability information. It reports on its role in this process and informs the Board without delay of any difficulties encountered.

### **3) The Remuneration and Nomination Committee**

#### **a) Composition and operation**

The Remuneration and Nomination Committee is composed of at least two directors appointed by the Board of Directors. It includes at least one independent director with human resources expertise.

The Chairman of the Committee is appointed by the Board of Directors from amongst its independent members with specific human resources expertise.

The Remuneration and Nomination Committee meets as often as required and at least twice per year.

It also meets at the request of the Chairman and Chief Executive Officer who informs the Chairman of the Committee in advance.

The Chairman of the Committee may also convene any additional meeting of the Committee if required.

#### **b) Allocations**

This Committee is tasked with assisting the Board of Directors on issues related to remuneration and nominations, specifically on the following issues:

1. the compensation policy for officers, members of the Executive Committee and the senior executives;
2. the individual compensation for officers, members of the Executive Committee and the senior executives;
3. discretionary profit-sharing and shareholding schemes;
4. career management;

5. candidate selection process, including the selection process for Deputy Chief Executive Officers, which guarantees the presence of at least one person of each gender among the candidates;
6. individual appointments;
7. the composition of the Board of Directors and its Committees;
8. the succession of officers.

#### **4) The CSR Committee**

The Board may decide to set up an ad hoc committee dedicated to CSR issues. Failing that, it shall constitute a CSR Committee in its plenary session. The operating rules and powers of the CSR Committee and of the Board in its formation as a CSR Committee are thus determined in the Rules, it being specified that these two operating options are alternatives.

On 22 February 2022, the Board has decided to form a plenary session of the Board as a CSR Committee.

##### **4.1 CSR Committee: an adhoc committee**

###### **a) Composition and operation**

The CSR Committee is chaired by an independent director within the meaning of the independence criteria specified in the Rules. He may be assisted by qualified persons, as needed.

The CSR Committee meets as often as required, and at least once a year. It also meets at the request of the Chairman and Chief Executive Officer who informs the Chairman of the Committee in advance.

The Chairman of the Committee may also convene any additional meeting of the Committee if required.

###### **b) Allocations**

Without prejudice to the powers of the Board, the CSR Committee is responsible for the following tasks:

- Reviewing the main risks and opportunities for the Group in the social, societal and environmental fields, as well as the CSR policy implemented;
- Reviewing the reporting, evaluation and control systems to enable the Group to provide reliable non-financial information;
- Examining the main lines of communication to shareholders and other stakeholders regarding social and environmental responsibility;
- Reviewing and monitoring the ratings obtained by the Group from non-financial rating agencies.

##### **4.2 CSR Committee: Board of Directors' plenary session**

When the Board fulfils the duties of the CSR Committee in its plenary session, it meets as often as required and at least once a year.

It is chaired by an independent director within the meaning of the independence criteria set out in the Rules.

Its powers are identical to those defined in §4.1 b) above.

## **ARTICLE 7. RULES FOR DETERMINING THE COMPENSATION OF BOARD MEMBERS**

A director may receive directors' fees, whose amount is approved by the Ordinary General Meeting and whose allocation is decided by the Board of Directors based on the time they devote to their duties, depending in part on their attendance and finally, where applicable, the completion of certain specific duties, in accordance with regulatory conditions.

Each director has the right to have travel expenses related to the exercise of his duties reimbursed.

The Board of Directors sets the compensation of the Chairman, the Chief Executive Officer and the Deputy Chief Executive Officers in accordance with regulatory conditions and discusses the compensation of every officer of the Company.

It decides in particular on the allocation of any share-based incentive plan to corporate officers such as the allocation of free shares, share subscription or purchase options.

In this context, it determines, for share options or free share allocations, the number of free shares or shares issued from the exercise of options that the Executive Corporate Officers must hold for the duration of their term of office.

## **ARTICLE 8. APPLICABILITY - ENFORCEABILITY**

These Internal Rules may be modified by a decision of the Board. In this case, the amended Rules will be attached to the minutes of the meeting.