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EUROAPI

Public Limited Company
(*Société Anonyme à conseil d'administration*)
Share capital : 94,026,888 euros
Registered office : 15, rue Traversière – 75012 Paris (France)
Paris Trade and Companies Register no. 890 974 413

BOARD CHARTER

On May 4, the Board of Directors (the “**Board**”) of the Company decided to amend its Board Charter (the “**Charter**”). This charter supersedes the charter as of the date of the effective admission of the Company’s shares to trading on the regulated market of Euronext in Paris (the “**Admission**”).

I. PURPOSE OF THE CHARTER

The purpose of the Charter is to define the operating rules of the Board in addition to the applicable provisions of French law and the Company’s articles of association.

The Charter also sets out the obligations of the members of the Board. It is purely internal in nature and does not replace the Company’s articles of association, but rather implements them in a practical manner.

The Charter shall be binding on all members of the Board with respect to their duties within the Board and within the committees set up at the Board’s initiative, as well as on any non-voting members. The resulting obligations apply equally to the permanent representative of a legal entity and to individuals.

To comply with the requirements of Article L. 22-10-10 of the French Commercial Code, the Board has designated the AFEP-MEDEF Corporate Governance Code (the “**AFEP-MEDEF Code**”), as updated in January 2020 and validated as a reference code by the French Financial Markets Authority (the “**AMF**”), as its reference code for the admission to listing and trading of the Company’s shares on the regulated market of Euronext Paris.

II. ROLE AND DUTIES OF THE BOARD OF DIRECTORS

The Board has the roles and powers conferred upon it by law, the Company’s articles of association, and this Charter. The Board of Directors is the governing body of EUROAPI.

The Board, in particular :

- determines the orientations of the Company’s business and in particular its strategy and ensures their implementation, including with regard to the CSR objectives set by the Company,
- subject to the powers expressly attributed to the shareholders’ meetings and within the limits of the corporate purpose, the Board deals with any issue concerning the proper operation of the Company, settles matters concerning it and carries out any controls and verifications it deems appropriate,

- appoints the Chairman of the Board, the Chief Executive Officer and the Deputy Chief Executive Officers and sets their compensation, if any,
- authorizes the agreements and commitments referred to in Articles L. 225-38 and L. 225-42-1 of the French Commercial Code,
- periodically reviews the succession plan for the Company's executive officers drawn up by the nominations and compensation committee,
- proposes the appointment of the statutory auditors to the shareholders' meeting,
- prepares the Board's report on corporate governance and internal control, and
- prepares the draft resolutions referred to in Article L. 225-37-2 of the French Commercial Code and the related report.

The Board ensures the quality of the information provided to shareholders and markets.

The Chief Executive Officer shall have the broadest powers to act in all circumstances on behalf of the Company, subject to powers expressly granted by law to the Board of Directors and shareholders' meetings, and to the limitations below.

Prior approval from the Board of Directors acting by a simple majority of its members present or represented (the amounts mentioned below are amounts exclusive of tax) shall be required for the following:

- the approval or modification of the Group's strategic model;
- the approval or modification of the orientation of the Company and the companies it controls (annual budget and medium-term business plan of the group);
- any acquisition, joint venture or other long-term partnership/collaboration (excluding agreements concluded with customers or suppliers in the normal course of business) or any material change in the shareholding of another company:
 - o other than those with a value of less than 10 million euros for transactions relating to a previously authorized strategy;
 - o other than those with a value of less than 2 million euros for transactions **not** related to a previously authorized strategy;
- any divestment or sale (including sale of a business or transfer of key assets), termination of joint ventures or other long-term partnerships (excluding agreements entered into with customers or suppliers in the normal course of business) representing net revenue or net carrying amount greater than 10 million euros;
- any merger, spin-off or partial contribution of assets relating to the Company or any significant subsidiary, in each case for a unit value greater than 10 million euros;
- any capital expenditure commitment or other liability (actual or contingent) greater than 10 million euros if it relates to a previously authorized strategy;
- any capital expenditure commitment or other liability (actual or contingent) greater than €2 million if it does **not** relate to a previously authorized strategy;
- any divestment or sales of assets with a net carrying amount of more than 1 million euros;

- the conclusion, modification or termination of any commercial contract with an annual or cumulative value of more than EUR 50 million or with a term of more than five(5) years;
- the introduction or modification of any retirement plan or any reorganization of the workforce entailing a total cost to the Group of more than EUR 25 million;
- the adoption or modification of any bonus, profit-sharing or other equivalent arrangement for any member of the Executive Committee;
- the introduction or modification of stock option plans or free share plans of the Company or any Group company (or any other similar instrument) for the benefit of the Group's executive officers and/or employees or certain categories of them;
- the delisting of the Company;
- any decision to initiate, or to settle, as plaintiff or defendant, litigation, arbitration or other legal proceedings with a value of EUR 25 million or more per proceeding or which may have a significant impact on the Group's reputation;
- the implementation of any insolvency, dissolution or liquidation proceedings (or any similar proceedings in each applicable jurisdiction), in respect of the Company or its significant subsidiaries;
- the application for listing or delisting of debt securities with a value of more than EUR 100 million;
- any significant decision or modification relating to the Company's existing significant financing documentation, including taking any action or refraining from taking any action that would result, or could reasonably be expected to result, in a breach of the existing significant financing documentation;
- entering into or amending any borrowing or debt transaction in any form (including factoring and leasing) greater than EUR 100 million, except for: (i) intra-group borrowings; or (ii) drawings under any existing group revolving credit facility for working capital purposes;
- the creation or modification of any encumbrance, assignment, lease, rental or granting of any security interest by way of guarantee or otherwise in all or part of the group's assets, including real estate or intellectual property rights, except those: i) related to the provision of goods and services in the ordinary course of business, including supplier factoring and supply chain financing; or ii) with a value of less than EUR 50 million; and
- any issuance of financial guarantees or parent company guarantees in excess of an aggregate amount of EUR 100 million.

III. COMPOSITION OF THE BOARD OF DIRECTORS

The Board ensures that its composition and that of its Committees are balanced, by taking steps to ensure that its missions and those of its Committees are carried out with the necessary independence, competence and objectivity.

The Board is composed by a minimum of three (3) members and a maximum of (18) eighteen members.

Board members are deemed to be independent if they have no significant financial, contractual, family or close relationship with the Company, its group or its management that could compromise their freedom of judgment.

The Board ensures that the proportion of independent members is at least half on the Board, at least two-thirds on the Audit Committee and more than half on the Nominations and Compensation Committee.

Directors representing employees are not taken into account when calculating the percentages of independent.

To qualify as independent in accordance with the criteria set out in the AFEP-MEDEF Code and to be reviewed by the Board, the Board member shall:

- not be an employee or executive officer of the Company, or an employee, executive officer or director or supervisory board of any company consolidated within the Company or shall not have been an employee or executive officer of the Company or of a company consolidated with this parent company within the previous five (5) years;
- not to be an executive officer of a company in which the Company holds a term of office, directly or indirectly, or in which an employee appointed as such or an executive officer of the Company (currently in office or having held such office within the last five years) holds a term of office;
- not to be a customer, supplier, investment banker, commercial banker or significant advisor to the Company or its group, or for which the Company or its group represents a significant part of its activity (or to be directly or indirectly related to such a person); the assessment of whether or not the relationship with the Company or the group is significant is discussed by the Board, and the criteria used to make this assessment are set out in the report on corporate governance;
- not to be related by close family ties with a corporate officer;
- not to have been an statutory auditor of the Company within the previous six (6) years;
- not having been a member of the Board for more than twelve (12) years.

For the Board members holding ten (10) percent or more of the Company's capital or voting rights, or representing a legal entity holding such an interest, the Board, on the basis of a report from the Nominations and Compensation Committee, decides whether to classify them as independent in the light of the make-up of the Company's capital and the existence of a potential conflict of interest

The Board is responsible for examining, on a case-by-case basis, the situation of each of its members with respect to the said criteria. The Board may consider that one of its members, although meeting the independence criteria, should not be qualified as independent in view of his or her particular situation or that of the Company, in view of its shareholding or for any other reason. Conversely, the Board may consider that one of its members who does not meet these criteria is nevertheless independent.

Each year, the Board examines, preferably at the first Board meeting following the end of the Company's financial year, the situation of each of its members with regard to the criteria set out above.

Each member who qualifies as independent informs the Chairman of the Board without delay about any change in his or her personal situation that might call this status into question.

Before each appointment of a new member, the Board examines the candidate's situation in relation to the independence criteria and his or her areas of expertise, in order to assess their suitability for the Board's missions and their complementarity with the expertise of the other Board members.

The Board elects a Chairman who sets the agenda, taking into account the proposals made by the Board members, organizes and directs the Board's discussions and ensures that it functions properly.

In accordance with the provisions of article 18 of the articles of association, the Board may appoint one or more non-voting members (*censeurs*). The ordinary shareholders' meeting may also appoint one or more non-voting members. The non-voting members, whose number may not exceed 2, form a college. They are individuals or legal entities, freely chosen for their competence, from among the shareholders or outside them. They are appointed for a period of two (2) years ending at the end of the ordinary

shareholders' meeting called to approve the financial statements for the previous financial year, unless the Board of Directors decides to resign or terminate their duties early.

The non-voting members examine the questions that the Board or its Chairman submits for its opinion. The non-voting members attend Board meetings and take part in the deliberations in an advisory capacity only, but their absence cannot affect the validity of the deliberations. They are convened to Board meetings under the same conditions as the Board members.

The non-voting members are bound by the same duties and obligations as the members of the Board, as defined in section IV of this Charter.

IV. DUTIES OF THE BOARD'S MEMBERS

General duties

Each member of the Board is required, in particular, to be aware of and comply at all times with this Charter, the Company's articles of association and the laws and regulations governing French companies, especially:

- the rules governing companies whose securities are admitted to trading on a regulated market;
- the rules limiting the number of terms of office held;
- the rules relating to agreements and transactions entered into directly or indirectly between a member of the Board and the Company; and
- rules requiring the Board's authorization and subject to performance conditions for the granting to the Chief Executive Officer and, where applicable, to the Deputy Chief Executive Officers, of any benefits of any kind corresponding to compensation, indemnities or benefits due or likely to be due as a result of the assumption, termination or change of duties or subsequent thereto, whether or not such benefits result from an employment contract and whether or not they are granted by the Company itself or by any company controlled by it.

Duty of confidentiality of the Board members

Members of the Board are bound by an absolute obligation of confidentiality with respect to the content of the discussions and deliberations of the Board and, where applicable, its committees, as well as with regard to the information presented therein. In general, members of the Board, with the exception of the Chairman and the Chief Executive Officer, are required to refrain from issuing any external communications, in their official capacity, in particular with regard to the press.

In the event of a proven breach of the duty of confidentiality by one of the Board members, the Chairman of the Board shall report to the Board on the action it intends to take on said breach.

Duty of loyalty

The duty of loyalty requires that the Board members shall not, under any circumstances, act in their own interest against that of the Company. If a situation arises or may arise in which there is a conflict of interest between the Company's interests and the Board member's personal interests, whether direct or indirect, or the interests of the shareholder or group of shareholders he or she represents, the concerned Board member shall inform the Board as soon as he or she is aware of the situation and draw all the necessary conclusions from it, with regard to the exercise of his or her term of office and in particular his or her participation in the work of the Board. Accordingly, the Board member undertakes to declare, before each Board meeting, depending on the agenda, his or her possible conflict(s) of interest and, as the case may be, to:

- either abstain from attending the debates and participating in the vote on the corresponding deliberation; or
- not attend the Board meeting during which he/she is in a conflict of interest situation; or
- as the case may be, resign from office.

The Board member may be held liable for the failure to comply with these rules of abstention and withdrawal.

In addition, the Chairman of the Board shall not be required to transmit to any member whom he or she has reason to believe is in a conflict of interest situation any information or documents relating to the conflicting matter and shall inform the Board of such non-transmission.

Duty of disclosure

In order to prevent the risk of conflicts of interest and to enable the Board to provide quality information to shareholders and the markets, each Board member is required to declare to the Board:

- as soon as they become aware of any situation that gives rise or may give rise to a conflict of interest between the company's interest and their direct or indirect personal interest or the interest of the shareholder or group of shareholders they represent;
- in the month following the end of the financial year, whenever any remuneration or benefit of any kind is paid to, due to or payable by a company controlled by the Company or by a company controlling the Company:
 - all remuneration and benefits of all kinds, including in the form of equity or debt securities, securities giving access to the capital or options, paid or still to be paid in respect of the financial year,
 - where applicable, distinguishing between the fixed, variable and exceptional components thereof, as well as the criteria on the basis of which they were calculated or the circumstances under which they were established;
- any benefit of any kind corresponding to compensation, indemnities or benefits due or likely to be due as a result of the assumption, termination or change of duties or subsequent thereto, whether or not such benefits result from an employment contract;
- any supplementary pension plan subscribed by the Company for its benefit;
- any term of office and position held in any company during the financial year (including membership on the board committees of such companies);
- in the previous five (5) years, any office held outside the group controlled by the Company, any conviction for fraud, any official incrimination and/or sanction and, in particular, any disqualification from acting as a member of a management or supervisory body of an issuer; and
- all data necessary for the Company to draw up lists of insiders.

Once a year, the Board shall review the known conflicts of interest. Each Board member is required to submit a declaration of conflicts of interest to the first Board meeting following the end of the Company's financial year.

In addition, each Board member is required to declare to the Company any acquisition, disposal, spin-off, subscription and/or exchange transaction involving financial instruments issued by the Company or related financial instruments, whether carried out directly or through an intermediary.

Where applicable, each Board member undertakes to inform his or her non-separated spouse, his or her partner under a civil partnership agreement, his or her dependent children or children usually residing with him or her, his or her parents or relatives who have been residing in his or her home for at least one year, and/or any legal entity that he or she directs, administers, manages or controls, that he or she or it is (are) subject to the same obligation.

However, transactions carried out by a legal entity on behalf of third parties or when the aggregate amount of such transactions does not exceed EUR 5,000 for the current calendar year are not subject to notification. This threshold is calculated by aggregating all the transactions carried out by an executive officer and the transactions carried out by persons related to him.

When the aggregate amount of transactions during the calendar year exceeds EUR 20,000, the information must also be communicated within three working days from the transaction to the AMF via the ONDE extranet. The concerned Board member shall send a copy of this declaration to the Company within the same period. The declarations are then posted on its website by the AMF and are the subject of an annual summary statement in the management report presented to the Company's annual shareholders' meeting.

Obligations to refrain from trading in the Company's securities during black-out periods

In accordance with applicable laws and regulations (i.e. at the date of approval of this Charter), the AMF's Position-Recommendation DOC-2016-08 entitled « *Guide de l'information permanente et de la gestion de l'information privilégiée* » and the provisions of EU Regulation No.596/2014 of the European Parliament and of the Council of April 16, 2014, as amended, the Board members shall refrain from trading in the Company's securities (in particular by exercising stock options, selling shares, including shares resulting from the exercise of stock options or free share plans, or purchasing shares):

- at least thirty (30) calendar days before the publication of annual and semiannual financial statements, and
- at least fifteen (15) calendar days before the publication of financial information or quarterly or interim financial statements.

A schedule of these black-out periods, taking into account the dates of scheduled periodic publications, is posted on the Company's intranet. It is necessary to consult it before any intervention.

Trading in the Company's securities is authorized the day after the publication of the information concerned, provided that the person concerned does not hold any inside information.

The Company may nevertheless authorize a person discharging managerial responsibilities within the Company to trade on his or her own behalf or on behalf of a third party during the thirty (30) calendar days, under the following conditions:

- either on a case-by-case basis due to the existence of exceptional circumstances, such as severe financial difficulty, requiring the immediate sale of shares; or
- due to the characteristics of the trading involved for transactions made under, or related to, an employee share or saving scheme, qualification or entitlement of shares, or transactions where the beneficial interest in the relevant security does not change.

Obligations relating to the possession of an inside information – Prevention of insider trading

With regard to non-public information acquired in the course of their duties, all Board members shall consider themselves bound by a duty of professional secrecy that goes beyond the simple obligation of discretion provided for in article L. 225-37 of the French Commercial Code.

More specifically, as a result of the performance of their duties, all Board members are regularly in possession of inside information within the meaning of Article 7(1) of EU Regulation No.596/2014 of the European Parliament and of the Council of April 16, 2014 (i.e. specific, non-public information concerning, directly or indirectly, the Company or the financial instruments that it issues, which, if it were made public, would be likely to have a significant influence on the price of the financial instruments in question, or on the price of related derivative financial instruments).

In this respect, each Board member is on the list of insiders drawn up by the Company and made available to the AMF.

Once they are in possession of such information, each Board member shall refrain from:

- carrying out or attempting to carry out insider transactions, in particular:
 - acquiring or disposing, for his or her own account or for the account of a third party, directly or indirectly, of financial instruments to which this information relates, or
 - cancelling or modifying orders previously placed on financial instruments to which this information relates,
- unlawfully disclosing such information (i.e. disclosing such information to another person outside the normal exercise of employment, profession or duties);
- recommending to another person that they engage in insider trading or inducing another person to engage in insider trading, in particular:
 - recommending, on the basis of that information, that another person acquire or dispose of financial instruments to which that information relates, or induces that person to make such an acquisition or disposal, or
 - recommending, on the basis of that information, that another person cancel or modify an order in respect of a financial instrument to which that information relates, or induces that person to make such a cancellation or modification; and
- to make use of a recommendation or inducement referred to in the preceding paragraph, if the member knows, or should know, that it is based on inside information.

In the event that a Board member is granted stock warrants or any other right or instrument giving access to the Company's share capital, he or she shall comply with the exercise periods and procedures established by the Board at the time of granting.

Obligations relating to the holding of financial instruments issued by the Company

Each Board member shall hold at least five hundred (500) shares of the Company throughout his or her term of office and in any event no later than six (6) months after his or her appointment. This obligation does not apply to directors representing the Group's employees or, upon decision of the Board, to directors representing shareholders whose internal procedures prohibit the direct ownership of shares by their representatives. Securities lending by the Company to Board members are not permitted.

Upon assuming their duties, the Board members shall register the shares they hold. The same applies to any shares acquired subsequently.

In the event that a Board member has been granted stock warrants or any other right or instrument giving access to the Company's capital, he or she is prohibited from hedging his or her risks. He undertakes to comply with any retention obligations imposed on him in connection with such grants.

Duty of care and attendance

Board members shall devote all of their time to the affairs of the Company.

A Board member undertakes to be diligent and to make best effort to:

- attend in person, if necessary by videoconference or telecommunication, all meetings of the Board and/or committees, and
- attend all shareholders' meetings.

Board members, when they hold a term of office as an executive officer, may not accept more than two other terms of office as a director or member of the supervisory board in listed companies, including foreign companies, outside the Group.

Non-competition obligations

Board members who are natural persons or in the case of Board members who are legal entities, their permanent representatives (and only such representatives) may not solicit and/or accept a corporate office or professional duties in companies or businesses that compete with those of the Company without first informing the Board of Directors and obtaining its authorization.

Throughout their term of office, all natural persons that are Board members or in the case of Board members who are legal entities, their permanent representatives (and only such representatives), undertake not to solicit and/or accept offices in companies or businesses that compete with those of the Company and/or in companies in which the Company has a significant shareholding or, more generally, in companies with which the Company has significant dealings, without first seeking the approval of the Chairman of the Board of Directors. The Chairman may then, if he considers that the exercise of such a term of office is contrary to the Company's corporate interest or is likely to give rise to a conflict of interest, ask him to renounce the said term of office or to refrain from accepting it.

At the end of his or her term of office, any natural person who is a Board member or, in the case of a legal entity that is a Board member, its permanent representative who is a natural person (and only such representative), shall endeavor to observe a reasonable waiting period before applying for and/or accepting a position in companies conducting business activities that are competitors of the Company and/or in companies in which the Company has an interest.

Obligation and right to information

To participate effectively in the work and deliberations of the Board, each Board member shall obtain any documents deemed pertinent. Requests to this effect shall be made to the Chairman or, where appropriate, to any of the Company's executive officers (Chief Executive Officer or Deputy Chief Executive Officer).

Each Board member shall ensure that he or she obtained all necessary information in sufficient time on the subjects to be discussed at Board meetings.

Each Board member is authorized to meet with the Company's principal executive officers, provided that he or she informs the Chairman of the Board and the Chief Executive Officer in advance.

The Chief Executive Officer regularly informs the Board of the financial situation, cash position, financial commitments and significant events of the Company and the Group.

Any new Board member may request training on the specific characteristics of the Company and its Group, their businesses and their sectors of activity.

V. BOARD MEETINGS

Meeting frequency

The Board meets as often as required by the interests of the company and, in any event, at least four (4) times a year. The frequency and duration of the meetings must be such as to allow for a thorough examination and discussion of the matters falling within the competence of the Board.

Decisions of the Board are taken by majority vote; in the event of a tie, the Chairman of the meeting has a casting vote.

Decisions relating to the specific powers of the Board of Directors referred to in article 14 of the articles of association may be taken by written consultation of the directors. In the latter case, the Chairman of the Board sends the draft decisions by written consultation, together with the documents required for the directors to make a decision, to all members of the Board by electronic means. Each director may express his or her vote within seven (7) calendar days of the date of receipt of the notification. Failure to respond in writing to the Chairman of the Board to the written consultation within this period and in accordance with the terms of the request shall result in the members of the Board being deemed absent and not to have participated in the decision. The decision by written consultation can only be adopted (i) if at least half of the members of the Board of Directors have participated in the written consultation, and (ii) by a simple majority of the members participating in the consultation.

Places of meetings

Meetings are held either at the registered office or at any other place indicated in the notice of meeting.

Use of video-conferencing or telecommunication means.

Board members may participate in Board meetings by videoconference or, failing that, by telecommunication means that enable them to be identified and guarantee their effective participation, under the conditions provided for by the applicable legal and regulatory provisions. They are then deemed to be present for the calculation of the quorum and the majority.

This method of participation is not applicable for the adoption of decisions concerning the closing of the annual accounts for the financial year, including the consolidated accounts, and the closing of the management report and the group management report.

Representation

Any director may be represented by another director at a specific meeting. The power of attorney, which must be given in writing, may validly result from a simple e-mail. Each director may hold only one proxy during the same meeting.

Notice of meeting and right to prior information

The Board members are convened by any means, even verbally. The author of the convocation sets the agenda for the meeting. Notices of meeting may be sent by the Secretary of the Board and must be made within a reasonable period of time before the date set for the meeting, unless all the directors agree to shorten or waive this period, it being understood that no notice is required if all the directors are present or represented at the meeting.

All documents or drafts of documents are sent, delivered or made available to the Board member, in order to inform them about the agenda and all matters submitted to the Board for consideration. These documents

are sent within a reasonable time, except in the case of urgency or the need to ensure complete confidentiality, in order to enable the directors to exercise their control and vigilance.

Evaluation – Reviewing the AFEP-MEDEF Code’s points of vigilance

Once a year, the Board shall devote an item on its agenda to the evaluation of its operating procedures and, at least every three years, it shall carry out a formal evaluation under the direction of the Appointments and Compensation Committee or an independent director, with the assistance of an outside consultant where appropriate.

The purpose of this evaluation is also to check that important issues are properly prepared and discussed, and to measure the contribution of each member to the work of the Board, particularly in terms of his or her skills and involvement.

The non-executive directors meet periodically, and at least once a year, without the presence of the executive or salaried directors within the group, in order in particular to assess the performance of the Chairman and Chief Executive Officer (or, in the event of dissociation, of the Chairman and the Chief Executive Officer), and, where applicable, of the Deputy Chief Officer(s), and to consider the future of management.

Each year, the Board also reviews the points of vigilance set out in the AFEP-MEDEF Code. It reports on this in its corporate governance report.

Minutes

The deliberations of the Board are recorded in minutes drawn up in a special register or on numbered loose sheets of paper, under the conditions prescribed by law. The minutes of the deliberations shall mention the participation of members of the Board by videoconference or telecommunication means. The Secretary of the Board is authorized to issue and certify copies or extracts of the minutes of Board meetings.

In the event of a written consultation, the decision, if approved, will be recorded in the minutes of the Board of Directors’ decision by written consultation, which will be submitted for approval at the next Board of Directors’ meeting.

VI. REMUNERATION

Each Board member may receive remuneration, the amount of which is voted by the ordinary shareholders’ meeting and the allocation of which is decided by the Board, taking into account, in particular, the attendance of members and the time they devote to their duties, including, where applicable, within committees set up by the Board.

The methods for determining compensation will be defined by the Board.

The remuneration of the Chairman, if any, is set by the Board, after consultation with the Nominations and Compensation Committee.

Board members may also be remunerated for specific assignments entrusted to them by the Board in addition to their normal duties on the Board.

VII. COMMITTEES

The Board may set up committees, the composition and powers of which it determines as often as required by the company’s interests. The conditions for the creation and composition of the Audit Committee are, however, laid down by law.

The standing committees of the Board are the following:

- the Audit Committee, whose purpose is to provide technical and critical support to executive officers in monitoring the Company's accounting and financial policy, in particular to monitor the process for preparing financial information, to issue a recommendation on the statutory auditors, and to monitor the statutory audit of the annual financial statements and, where applicable, the consolidated financial statements by the statutory auditors;
- the Appointments and Compensation Committee, which is responsible for making proposals to the Board concerning its composition and the compensation policy for executive officers, in particular for implementing the Board's evaluation procedure, drawing up a succession plan for the Company's executive officers, and examining all compensation and benefits for non-executive officers; and
- the CSR Committee, whose purpose is to examine the orientations, objectives and challenges of the Company's corporate social responsibility policy and to ensure that the objectives defined are achieved.

The role of each committee is to study, analyze and prepare certain Board deliberations within its remit, and to study subjects and/or projects referred to it by the Board or its Chairman. They are purely internal to the Company and have only advisory powers, acting under the authority of the Board to which they report..

The Board has full discretion to decide what action it will take on the conclusions presented by the committees. Each Board member remains free to vote as he or she sees fit, without being bound by the studies, investigations or reports of the committees, or by any of their recommendations.

The Board determines the composition and powers of each committee. It may decide at any time to modify the composition of each committee. The Board may not delegate any of its responsibilities to any committee, as their role is purely advisory.

The Board appoints the chairman of each of its committees. Each committee meets at the call of its chairman and determines the frequency of its meetings. These meetings are held at the Company's registered office or at any other location decided by the chairman of the committee concerned.

Each committee draws up its own rules of procedure, which are approved by the Board.

VIII. PROTECTION OF EXECUTIVE OFFICERS DURING THEIR TERM OF OFFICE

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

IX. SUCCESSION PLAN FOR EXECUTIVE OFFICERS AND KEY PERSONNEL

The Board or a specialized committee regularly puts the issue of the succession of current executive officers and possibly of a number of key personnel on its agenda.

X. AMENDMENTS AND PUBLICATION OF THE CHARTER

This Charter may be amended by a decision of the Board, however, provisions of this Charter that repeat certain provisions of the articles of incorporation may be amended only if the corresponding provisions of the articles of association have been previously amended by an extraordinary shareholders' meeting of the Company.

Before accepting the duties, each Board member shall become familiar with his or her general or specific obligations incumbent.. In particular, Board members shall become familiar they shall become familiar with the applicable laws and regulations, the Company's articles of association and this Charter.

All or part of the Charter will be made public and available on the Company's website.