



# Board of Directors' Internal Regulations

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## *Introduction*

At its meeting of 19 December 2008, the Board of Directors of Albioma (the "Company") adopted these Internal Regulations (the "**Internal Regulations**"), which were subsequently supplemented on several occasions.

The Internal Regulations apply to all current and future Directors. Their purpose is to supplement the provisions of the statutes, regulations and Memorandum and Articles of Association in order to specify the operating conditions of the Board of Directors and its Committees, in the interests of the Company and its shareholders.

The Directors' Charter, which stipulates Directors' duties and obligations, is appended hereto.

For the purposes of these Internal Regulations:

- "Directors" means the members of the Company's Board of Directors;
- "General Meeting" means the General Meetings of the Company's shareholders;
- "Board of Directors" or "Board" means the Company's Board of Directors;
- "Group" means the Company and any company it controls within the meaning of Article L. 233-3 of the French Commercial Code;
- "Chairman" means the Chairman of the Board of Directors; and
- "Chief Executive Officer" means the Company's Chief Executive Officer.

Save where stated otherwise, the provisions that apply separately to the roles of Chairman of the Board of Directors and Chief Executive Officer shall apply in an identical manner to the combined role of Chairman/Chief Executive Officer, in the event that those roles are combined.

The Internal Regulations are for internal use and do not replace the Company's Memorandum and Articles of Association, but implement them in a practical manner. This means that they are not binding on third parties. Shareholders will be informed of the existence of the Internal Regulations in the Company's annual report and on the Company's website.

The Internal Regulations may be amended by a decision of the Board of Directors.

## *1. Composition of the Board of Directors*

The Board of Directors shall be composed of at least three members and no more than twelve members, subject to the laws that apply to mergers. To the extent possible, the majority of the members of the Board of Directors should be independent Directors.

A Director is considered to be independent if he/she has no relationship of any type with the Company, its Group or its management that could compromise his/her ability to freely exercise his/her judgement. Thus, an independent Director is not simply a "non-executive" director (i.e., a director who does not hold a management position with the Company or its Group), but must also not have any specific ties (significant shareholder, employee, customer, supplier, etc.).

The Board of Directors has the authority to determine whether a Director is independent.

The Board of Directors shall regularly review its composition. Once a year, it shall assess its operation, assisted by an external consultant if need be. The findings of this assessment shall be recorded in writing at least every three years.

It shall meet once a year without the Company's internal Directors (i.e., those who are employees or executive corporate officers of the Company or in the Group) to assess the performance of the Chairman and Chief Executive Officer, if the functions of Chairman of the Board of Directors and

Chief Executive Officer are combined, or the performance of both the Chairman and the Chief Executive Officer, if these functions are separate.

## 2. *Powers of the Board of Directors*

The Board of Directors is the Company's primary decision-making and control body. Its powers, which it exercises within the limit of those powers conferred upon the General Meeting, include:

- Determining the strategic business policies of the Company and its Group, and ensuring they are carried out;
- Authorising the furnishing of sureties, pledges and guarantees;
- Authorising so-called "regulated" agreements and undertakings before they are concluded, in accordance with the applicable laws and regulations and the Memorandum and Articles of Association;
- Preparing and approving the Company and consolidated financial statements, as well as half-yearly financial statements;
- Reviewing interim management documents;
- Authorising all major investments, with the exception of capital expenditure for maintenance work, necessary for industrial or external growth projects during the year and, if applicable, the financing thereof;
- Authorising all capital expenditure for maintenance work that entails immediate or future commitments that significantly exceed the amounts budgeted therefor, as stated in the budget approved by the Board of Directors;
- Authorising all sales or contributions of significant assets;
- More generally, authorising any significant transaction that is not part of the strategy approved by the Board of Directors or that entails immediate or future commitments that significantly exceed the budget approved by the Board of Directors;
- Studying all proposed merger, spin-off or contribution transactions;
- Setting the remuneration of the Chairman and Chief Executive Officer;
- Creating Committees charged with studying issues that the Board itself or its Chairman submit for their review and opinion.

As a general rule, the Board of Directors shall consider all matters necessary for the smooth operation of the Company and its Group and shall carry out any controls and checks it considers necessary.

The Board of Directors shall review and approve the information published in the Company's Registration Document on its structures and corporate governance practices.

## 3. *Operation of the Board of Directors*

### 3.1. Meetings of the Board of Directors

The Board of Directors shall meet as often as required by the Company's interests, and at least four times a year, at the registered office or any other place specified in the notice of meeting. Once every financial year, the Directors shall meet prior to the approval of the annual budget and the medium-term business plan in order to review the strategic business policies.

Meeting notices shall be issued by the Chairman or, where the Chairman is temporarily or permanently unable to carry out the role, by the Lead Independent Director.

In all circumstances, a meeting of the Board of Directors may be called by half of its members.

Notices of meetings shall be given by any means, including orally, in principle at least 48 hours before the Board meeting, except in the event of an emergency.

## 3.2. Information provided to Directors

The Chairman, or the Chief Executive Officer if requested by the Chairman, shall provide each Director with all documents and information necessary for him/her to perform his/her duties.

Directors may obtain all documents they deem necessary. Requests for additional information shall be made to the Chairman of the Board of Directors, who will assess whether the documents requested are necessary.

Before each Board of Directors' meeting, the Directors shall receive, in a timely manner and subject to confidentiality requirements, a dossier on the matters on the agenda that require prior analysis and reflection.

At the start of each Board meeting, the Chief Executive Officer makes a general comment about employee safety and business performance, reviewing the main events that have occurred since the last Board meeting in light of the Group's strategy and the main risks to which it is or may be exposed.

Between Board meetings, the Board Secretary shall provide the Directors with monthly reports prepared by the Administrative and Financial Department under the responsibility of the Chief Executive Officer.

Directors shall also regularly receive all important information concerning the Company and its Group, and shall be informed of any event or change that significantly affects the transactions or information previously reported to the Board. In addition, the Directors shall be provided with the Company's press releases, as well as with significant press articles and financial analysis reports.

The Directors may meet the Group's main managers, if appropriate without the presence of the Chairman of the Board of Directors and the Chief Executive Officer, provided they submit a request for such meeting to the Chairman of the Board of Directors, who will inform the Chief Executive Officer thereof.

## 3.3. Proxies

Any Director may be represented by another Director at any given meeting. Proxies must be appointed in writing, which may include by e-mail. Each Director may only represent one other Director at any given meeting.

The foregoing provisions apply to permanent representatives of legal entities that are Directors.

## 3.4. Deliberations

The deliberations of the Board of Directors shall be valid only if at least half its members are present.

Decisions shall be adopted by a majority of the members present or represented. A Director who has been appointed as a proxy by a fellow Board member shall hold two votes.

The Chairman of the Board of Directors shall chair discussions, except in the following circumstances, when discussions shall be chaired by the Lead Independent Director:

- resolutions passed in the absence of the Chairman;
- resolutions in respect of which the Chairman does not take part in the discussions and does not vote;
- the absence of the Chairman;

- the Chairman is temporarily or permanently unable to carry out the role.

In the event that the Lead Independent Director is himself/herself is one of the situations set out above, the discussions shall be chaired by a Director specifically appointed for this purpose by the members of the Board present at the meeting.

In the event of a tied vote, the chairman of the meeting shall have the casting vote.

### 3.5. Participation at meetings by videoconference or other means of telecommunication

For purposes of calculating the quorum and majority, Directors who participate in Board meetings by videoconference or other means of telecommunication that allow them to be identified and enable them to participate effectively, in accordance with the conditions below, shall be deemed present.

- Videoconference systems or other means of telecommunication may be used at all Board of Directors' meetings. However, in accordance with the provisions of Article L. 225-37, paragraph 3, of the French Commercial Code, these methods of participation may not be used to prepare the annual financial statements and the management report, or the consolidated financial statements and the Group management report.
- Before the start of deliberations, it must be ensured there are no third parties, microphones or any other element that would be contrary to the confidential nature of deliberations.
- Each participant must be able to speak and to hear what is said.
- The video conference system or other means of telecommunication used must possess technical features enabling them to continuously and simultaneously retransmit the deliberations so as to enable the Directors to actually take part in the Board's deliberations.

In the event the chairman of the meeting notes a malfunction of the video conference system or other means of telecommunication, the Board of Directors may validly deliberate and/or continue the meeting with only the members who are physically present, provided the quorum requirement is met.

### 3.6. Attendance sheets

An attendance sheet shall be kept, which shall be signed by the Directors who attended the Board meeting in person, and which, if applicable, shall state the names of Directors who took part in the deliberations by videoconference or other means of telecommunication (on their own behalf and on behalf of the Directors they represent).

### 3.7. Minutes

The deliberations of the Board of Directors shall be recorded in minutes kept in a special register maintained in accordance with the statutes in force, and shall be signed by the chairman of the meeting and at least one Director. If the chairman of the meeting is unable to sign the minutes, they shall be signed by at least two Directors.

The minutes shall be approved at the next meeting. For such purpose, the draft minutes shall be sent in advance to each Director.

Minutes of meetings shall state the names of the Directors who are present or deemed present, those who sent their apologies and those who are absent. The minutes shall record the presence or absence of persons who were given notice of the Board meeting and the presence of any other person who attended all or part of the meeting.

The minutes shall mention any videoconference system or means of telecommunication used, the name of each Director who participated in the Board meeting using such means and, if applicable,

any technical incident that disrupted the conduct of the meeting, including the interruption and reestablishment of remote participation.

If applicable, the minutes shall record any dissenting opinions expressed by the Directors.

Copies or extracts of minutes may be validly certified true by the Chairman of the Board of Directors, the Chief Executive Officer, the Director temporarily appointed to chair the meeting, the secretary of the Board of Directors or an agent appointed for such purpose by the Board.

## 4. *The Chairman of the Board of Directors*

The Chairman of the Board of Directors shall organise and oversee the work of the Board of Directors. When he calls a Board meeting, he shall draw up the agenda for the meeting with the assistance of the Chief Executive Officer. He shall ensure that the documentation supplied to the Directors prior to the meeting enables them to express opinions on the matters put to them in full knowledge of the facts.

The Chairman of the Board of Directors shall coordinate the work of the Board of Directors and that of its Committees.

The Chairman of the Board of Directors shall ensure the Company is governed efficiently and effectively, and shall in particular ensure that the Company's practices comply with the recommendations set out in the AFEP-MEDEF Code and, more generally, best corporate governance practices.

In addition, where the roles of Chairman of the Board of Directors and Chief Executive Officer are separated, the Chairman of the Board of Directors shall be responsible for:

- representing the Company with regard to national and international professional organisations, in conjunction with the Chief Executive Officer;
- representing the Company in its dealings with public authorities, supervisory and regulatory authorities and the Group's main partners and shareholders, in conjunction with the Chief Executive Officer;
- speaking in the name and on behalf of the Board of Directors, in particular to the shareholders;
- ensuring that the strategic policies defined by the Board of Directors are correctly implemented;
- ensuring, in conjunction with the Audit, Accounts and Risks Committee, the effectiveness of the internal control system and, more specifically, the internal audit function; to that effect the Chairman of the Board of Directors shall be entitled to access internal audit reports at any time and may order internal audits, provided he first informs the Chief Executive Officer.

For the purpose of the above tasks:

- the Chief Executive Officer shall provide the Chairman of the Board of Directors with regularly updated information on the Group's affairs, the implementation of its strategies and the main investment projects;
- whenever he deems this necessary, the Chairman of the Board of Directors is entitled to obtain from the Chief Executive Officer any information that might shed light on the works of the Board of Directors and its Committees;
- the Chief Executive Officer may seek the opinion of the Chairman of the Board of Directors on any topics, including in particular strategy, communication and governance;
- the Chief Executive Officer systematically consults the Chairman of the Board of Directors with regard to the definition of strategic business policies before they are put to the Board of Directors for approval.



## 5. *The Lead Independent Director*

### 5.1. Appointment of the Lead Independent Director

Where the roles of Chairman of the Board of Directors and Chief Executive Officer are not separated, the Board of Directors shall appoint a Lead Independent Director from among the independent Directors. The Lead Independent Director is appointed for the term of his/her directorship. He/she may be re-elected. The Chairman of the Board of Directors may not be the Lead Independent Director.

### 5.2. Duties of the Lead Independent Director

#### 5.2.1. Overseeing the proper functioning of the Board of Directors

The Lead Independent Director shall ensure that the Company's governance bodies operate properly and may make any proposal or recommendation that he/she considers relevant.

He/she shall ensure that the Directors receive the information they need to carry out their duties in the best possible conditions.

He/she shall provide assistance to the Board of Directors and to the Nomination, Remuneration and Governance Committee in assessing the Board of Directors' operations, assisted by an external consultant where necessary.

#### 5.2.2. Organisation of the work of the Board of Directors and relationships with the Directors

The Lead Independent Director may ask the Chairman of the Board of Directors to call a meeting of the Board of Directors to discuss a specific agenda.

He/she may also require the Chairman of the Board of Directors to add additional items to the agenda for any meeting of the Board of Directors.

Where applicable, the Lead Independent Director shall:

- coordinate the work of the independent Directors and, more generally, to the extent necessary, any work of the Directors carried out without the participation of the executive corporate officers;
- speak, to the extent necessary, in the name and on behalf of the Board of Directors, in particular to the shareholders, about the matters within the scope of his/her duties.

The Lead Independent Director may attend the meetings of any committee of the Board of Directors. He/she may access the work of those committees only to the extent necessary to carry out his/her duties, by agreement with the Chairman of the relevant committee.

He/she shall be closely involved in appointing members of the Board of Directors.

#### 5.2.3. Prevention and management of conflicts of interest

The Lead Independent Director may, in conjunction with the Chairman of the Board of Directors, take preventative action to raise the awareness of the executive corporate officers and the other members of the Board of Directors to matters that may give rise to conflicts of interest.

He/she shall bring any conflicts of interest involving the Directors of which he/she is informed or made aware to the attention of the Board of Directors and shall assist in dealing with such conflicts.

## 6. *The Secretary of the Board of Directors*

The Secretary of the Board of Directors, who may but need not be a member of the Board of Directors, shall perform all those tasks necessary for the smooth running of the Board of Directors, including the organisation of relations between the Company, the Directors and the Chairman of the Board of Directors. He shall ensure that resolutions adopted by the Board of Directors are valid and that it operates in compliance with the applicable laws and regulations and the articles of association. In the performance of his duties, he shall report to the Chairman of the Board of Directors.

Unless the various specialised Committees decide otherwise, the Secretary of the Board of Directors shall also act as secretary for all specialised Committees created by the Board of Directors. He shall be responsible for drawing up minutes of meetings of the Board of Directors and minutes of meetings of its Committees.

The Secretary of the Board of Directors shall assist the Chairman of the Board of Directors and the chairmen of the specialised Committees in the organisation of the work of the Board of Directors and the specialised committees, and in this connection the Secretary shall:

- help prepare the agendas and send notices of meetings to the members of the Board or its Committees;
- help determine the timetable for meetings of the Board of Directors and specialised Committees;
- prepare and send preparatory files for meetings of the Board of Directors and the specialised Committees, liaising with the Group's internal departments, verifying their quality and ensuring they are sent out in a timely manner;
- help to organise proceedings at meetings of the Board of Directors and specialised Committees;
- organise remote attendance and facilitate the representation of absent members;
- manage payment of directors' fees.

Directors may seek the assistance of the Secretary of the Board of Directors for the performance of their duties, including their reporting obligations, in particular with regard to the market authorities, and to obtain clarifications concerning their obligations and duties.

The Secretary of the Board of Directors is authorised to certify all documents issued by the Board of Directors, including all minutes or excerpts from minutes of the meetings of the Board of Directors and any reports produced by the Board of Directors.

## 7. *Board of Directors' Committees*

The Board of Directors may set up Committees comprised of Directors, or managers, or of both Directors and managers of the Company. Committee members, who shall be appointed by the Board of Directors, shall be tasked with studying the matters that the Board or its Chairman submit for their review.

The following Committees have been created by the Board of Directors:

- the Audit, Accounts and Risks Committee
- the Nomination, Remuneration and Governance Committee

- the Commitments Committee
- the Corporate Social Responsibility Committee.

Each Committee shall report on its assignments to the Board of Directors.

The Committees act in a non-binding capacity. The Board of Directors shall have full discretion to decide on any action to be taken on the proposals or recommendations submitted by the Committees. Each Director shall remain free to vote as he/she sees fit, and is not bound by the studies, investigations or reports of the Committees or any recommendations they may make.

The composition of these Committees may be modified at any time by a decision of the Board.

## 8. *Audit, Accounts and Risks Committee*

### 8.1. Composition

The Audit, Accounts and Risks Committee shall be comprised of at least two Directors. At least two-thirds of the Committee's members must be independent Directors.

Based on their training and/or professional experience, the Committee members shall have accounting and financial expertise.

The Committee shall not include any corporate officer of the Company.

The Committee shall be chaired by one of its members, appointed by the Board of Directors.

### 8.2. Operating procedures

The Audit, Accounts and Risks Committee shall meet before every meeting of the Board of Directors at which matters falling within its remit are to be discussed, and in any event at least four times a year, before the Board of Directors' meetings at which the annual and half-yearly financial statements and the quarterly financial information are to be discussed.

The agenda for Committee meetings shall be prepared under the responsibility of its chairman, in collaboration with the Chairman of the Board of Directors and the Chief Executive Officer.

The Committee shall receive all elements, documents and information necessary for the performance of its duties.

The Committee may interview the Chairman of the Board of Directors and the Chief Executive Officer, and its chairman may invite them to its meetings. It may also interview, with or without the presence of the Chairman of the Board of Directors and the Chief Executive Officer, the Directors, the Chief Operating Officers, the heads of internal control and internal audit, and the external auditors of the Company and its subsidiaries. In all other cases, it must request authorisation from the Chief Executive Officer before interviewing any senior managers in the Group.

If it deems it necessary, the Committee may request the assistance of external experts, in which case the Company must provide it with the corresponding financial resources.

The Committee shall report on the performance of its duties to the Board of Directors, in particular through the briefings provided by its chairman and by providing Directors with the minutes of its meetings, which shall state if its members were present or absent and record any dissenting opinions expressed by its members.

## 8.3. Powers

The Audit, Accounts and Risks Committee shall monitor matters in connection with the preparation and control of accounting and financial information and shall prepare the deliberations of the Board of Directors by monitoring the matters listed below.

The Committee shall report on the performance of its duties to the Board of Directors, in particular through briefings provided by its Chairman and by providing Directors with the minutes of its meetings, which shall state whether its members were present or absent and record any dissenting opinions expressed by members.

### 8.3.1. Monitoring the process for preparing financial information

The Audit, Accounts and Risks Committee shall monitor the process for preparing financial information. For this purpose, it shall receive all relevant information on the financial position, financial policy and financial strategy of the Company and its subsidiaries, on the procedures used to prepare, collect, analyse and verify accounting and financial information, and shall review the communications of the Company and its subsidiaries on accounting and financial matters.

It shall review all issues of an accounting or financial nature submitted to it by the Chairman of the Board of Directors, General Management or the statutory auditors. In particular, it shall review the compliance of the accounting measurements and choices made by General Management with the applicable accounting standards and rules as regards, in particular, the fair presentation, transparency, clarity and consistency over time of financial information.

### 8.3.2. Monitoring the effectiveness of internal control and risk management systems

The Audit, Accounts and Risks Committee shall review the organisation of the internal control systems and ensure the application of the internal control procedures in force within the Company and its subsidiaries. It shall review the work and analyses carried out in this respect and, in particular, the reports issued by the internal audit function.

It shall review the procedures used to identify and monitor risks and, more generally, monitor the risks identified, their classification and the prevention and action plans drawn up by General Management with the aim of managing said risks.

It shall review the content of the report of the Board of Directors on corporate governance drawn up in accordance with Article L. 225-37 of the French Commercial Code on the internal control and risk management procedures implemented within the Company.

### 8.3.3. Overseeing the annual and half-yearly financial statements, as well as quarterly financial information

The Audit, Accounts and Risks Committee shall receive, in connection with the drawing up of the Company's annual and consolidated financial statements and the preparation of quarterly financial information, all relevant information on the consolidation scope, the accounting methods applied and the control procedures implemented.

It shall review the aforementioned financial statements and, in particular, analyse the provisions, the risks and significant off-balance sheet commitments. It shall receive all relevant information on the accounting positions taken in recording significant transactions and shall review the major transactions that may have resulted in a conflict of interests.

In this context, it shall carry out a preliminary review of the draft accounting documents presented to the Board of Directors and issue for its attention recommendations as to whether said documents should be approved.

#### 8.3.4. Overseeing the manner in which the external auditors perform their assignments

The Audit, Accounts and Risks Committee shall supervise the procedure for selecting or reappointing statutory auditors; it shall determine in this regard whether there is any need to implement a tendering process, in accordance with the terms laid down by the applicable legislation and regulations.

It shall review the manner in which the external auditors perform their assignments and monitor the processes they use to audit or review the Company's financial statements.

It shall monitor the independence of the statutory auditors; it shall receive for this purpose all relevant information on the fees received by them and by the members of their networks, and receive updated declarations from them with respect to their independence. It shall be responsible, in accordance with the terms laid down by the Board of Directors and with the applicable legislation and regulations, for giving prior approval in respect of any services provided other than the certification of the financial statements by the statutory auditors and the members of their networks, following an analysis of the risks to their independence in the event such services are provided.

## 9. *The Nomination, Remuneration and Governance Committee*

### 9.1. Composition

The Nomination, Remuneration and Governance Committee shall be comprised of at least two and not more than five Directors. At least half of the members must be independent Directors.

No executive corporate officers may sit on the Committee. However, the Chairman of the Board of Directors and the Chief Executive Officer shall collaborate closely with it.

The Committee shall be chaired by one of its members, appointed by the Board of Directors.

### 9.2. Operating procedures

The Nomination, Remuneration and Governance Committee shall meet before every meeting of the Board of Directors at which matters falling within its remit are to be discussed, and in any event at least three times a year, including once before the Board of Directors' meetings at which the performance of executive corporate officers over the previous financial year is to be reviewed and their remuneration for the current financial year is to be determined.

The agenda for Committee meetings shall be prepared under the responsibility of its chairman, in collaboration with the Chairman of the Board of Directors and the Chief Executive Officer.

The Committee may interview the Chairman of the Board of Directors and the Chief Executive Officer, and its chairman may invite them to its meetings. They shall not attend meetings at which their personal situations will be discussed. It may also interview Directors, Chief Operating Officers and the Human Resources Director, with or without the presence of the Chairman of the Board of Directors and the Chief Executive Officer. In all other cases, it must request authorisation from the Chief Executive Officer before interviewing any senior managers in the Group.

If it deems it necessary, the Committee may request the assistance of external specialists, in which case the Company must provide it with the corresponding financial resources.

The Committee shall report on the performance of its duties to the Board of Directors, in particular through the briefings provided by its chairman and by providing Directors with the minutes of its meetings, which shall state if its members were present or absent and record any dissenting opinions expressed by its members. A summary of the Committee's findings and recommendations shall be presented by its chairman for discussion and decision-making at the next Board of Directors' meeting.

## 9.3. Powers

### 9.3.1. As regards remuneration

The Committee's tasks are to:

- review the performance and all the components of remuneration, including the allotment of options to subscribe and/or purchase shares and the allotment of bonus shares or any other means of deferred remuneration, pension benefits, benefits in kind and, in general, the employment conditions, of the Chairman of the Board of Directors and the Chief Executive Officer, as well as any other executive corporate officers, and make recommendations on such matters to the Board of Directors;
- review the remuneration and pension policy applicable to senior managers and, in particular, to the Executive Committee;
- review the proposals of General Management regarding allotments of bonus shares and other share-based incentive schemes benefiting the Group's employees and propose their allotment to the Board;
- propose to the Board rules for distributing directors' fees and the individual amounts to be paid to the Directors in this respect, based on their duties and actual attendance of Board and Committee meetings;
- propose to the Board a total amount of directors' fees, which will be proposed to the shareholders at the Company's General Meeting;
- review proposed capital increases reserved for employees;
- review the documents intended for shareholders as part of the procedures for approval by the General Meeting of the components of remuneration due or paid to the executive corporate officers and the remuneration policy;
- review any question submitted to it by the Chairman of the Board of Directors relating to the above matters.

### 9.3.2. As regards nominations and governance

The Committee's tasks are to:

- concerning the Board of Directors:
  - make proposals to the Board regarding the reappointment or nomination of Directors. The Committee shall look for new members based on its needs assessment and the assessment made by the Board, and taking into account the principle of balanced representation on the Board, such as gender balance, nationality, international experience, market or business expertise, professionally active or retired, etc.;
  - make proposals to the Board regarding the position of Lead Independent Director in the circumstances set out in the Internal Regulations;

- make proposals to the Board regarding the creation and composition of the Board's Committees;
- periodically assess the structure, size and composition of the Board and submit recommendations to it regarding possible changes;
- periodically review the criteria applied by the Board to qualify a Director as independent; once a year, it shall review each Director's situation on a case-by-case basis according to the criteria applied, and make proposals to the Board;
- concerning the Chairman of the Board of Directors and the Chief Executive Officer:
  - consider, as necessary and particularly at the end of the term of office, the advisability of renewing the term of office of the Chairman and the Chief Executive Officer;
  - review changes in their duties and, where applicable, provide for renewal solutions;
  - review the succession plan for the executive corporate officers (including any Deputy Chief Executive Officers) applicable, in particular, in case of an unforeseen vacancy;
  - more generally, be kept informed by the Chief Executive Officer of anticipated changes in management resources (particularly the Executive Committee);
- concerning governance:
  - review, at the time of reappointment of the Chairman and the Chief Executive Officer or when a request along these lines is made by Directors, whether it is appropriate to keep the functions separate or combine them;
  - review changes in the corporate governance rules, particularly within the framework of the corporate governance guidelines applied by the Company, and inform the Board of its findings;
  - monitor the application of the corporate governance rules defined by the Board and ensure that information is given to shareholders in this regard;
  - prepare for the assessment of the Board's operation as provided in the Internal Regulations.

## 10. *Commitments Committee*

### 10.1. Composition

The Commitments Committee shall be comprised of at least two Directors. Executive corporate officers may not sit on the Commitments Committee.

The Committee shall be chaired by one of its members, appointed by the Board of Directors.

### 10.2. Operating procedures

The Commitments Committee shall meet before every meeting of the Board of Directors at which matters falling within its remit are to be discussed. The Commitments Committee may meet at any other time to make recommendations to General Management concerning any matters falling within its remit.

The agenda for Committee meetings shall be prepared under the responsibility of its chairman, in collaboration with the Chairman of the Board of Directors and the Chief Executive Officer.

The Committee may interview the Chairman of the Board of Directors and the Chief Executive Officer, and its chairman may invite them to its meetings. It may also interview, with or without the presence of the Chairman of the Board of Directors and the Chief Executive Officer, the Directors and the Chief



Operating Officers. In all other cases, it must request authorisation from the Chief Executive Officer before interviewing any senior managers in the Group.

If it deems it necessary, the Committee may request the assistance of external specialists, in which case the Company must provide it with the corresponding financial resources.

## 10.3. Powers

The Commitments Committee shall be responsible for reviewing immediate or future commitments of a material nature for the Group in view of their amount, the associated risks or their compatibility with the strategy approved by the Board of Directors, prior to authorisation by the Board. Matters are referred to the Committee only when the above commitments are in line with the strategy approved by the Board of Directors or result from a strategic opportunity that was previously approved in principle by the Board of Directors.

Whenever a project is referred to the Committee, it shall consider its compatibility with the strategy approved by the Board of Directors, its short- and medium-term profitability, the associated risks if the project goes ahead (or does not go ahead), sensitivity to such risks, the level of resulting commitments for the Group, the terms of financing and, more generally, any other facts it considers relevant.

It shall make observations, give opinions and make recommendations to the Board of Directors on all matters referred to it.

The Committee shall report on the performance of its duties to the Board of Directors, in particular through briefings provided by its chairman and by providing Directors with the minutes of its meetings, which shall state whether its members were present or absent and record any dissenting opinions expressed by members.

## 11. *Corporate Social Responsibility Committee*

The Corporate Social Responsibility Committee shall be composed of at least two Directors. At least half of its members must be independent Directors.

The Committee shall be chaired by one of its members, appointed by the Board of Directors.

The agenda for Committee meetings shall be prepared under the responsibility of its chairman, in collaboration with the Chairman of the Board of Directors and the Chief Executive Officer.

The Committee may interview the Chairman of the Board of Directors and the Chief Executive Officer, and its chairman may invite them to its meetings. It may also interview, with or without the presence of the Chairman of the Board of Directors and the Chief Executive Officer, the Directors and the Chief Operating Officers. In all other cases, it must request authorisation from the Chief Executive Officer before interviewing any senior managers in the Group.

If it deems it necessary, the Committee may request the assistance of external specialists, in which case the Company must provide it with the corresponding financial resources.

The Committee shall meet to consider any matters referred to it by General Management and, in any event, before any meeting of the Board of Directors at which matters falling within its remit are to be discussed.

Its tasks are to:

- assess the Group's corporate responsibility strategy and policy;
- monitor the programs implemented and the priority actions taken in this area and assess the results thereof;



- review the Group's principal opportunities and risks in social and environmental matters in light of the issues specific to its strategy and businesses;
- review the Group's non-financial performance and the information published by the Group in this regard;
- monitor application of the ethical rules adopted by the Group.

The Committee shall report on the performance of its duties to the Board of Directors, in particular through briefings provided by its chairman and by providing Directors with the minutes of its meetings, which shall state whether its members were present or absent and record any dissenting opinions expressed by members.

## *12. Remuneration of Directors*

All Directors may receive directors' fees as remuneration for the performance of their duties, the total amount of which shall be determined by the Company's shareholders at a General Meeting. The Board of Directors shall have full discretion to decide the allocation of such Directors' fees, in light of the recommendations or proposals of the Nomination, Remuneration and Governance Committee.