



Regulated Agreements Assessment Charter

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Introduction

The purpose of this charter is to set out the legal and regulatory provisions applicable to the agreements referred to in Articles L. 225-38 to 43 of the French Commercial Code entered into by Albioma (the "**Company**") which, given their nature and the identity of the co-contracting entity, may reveal the existence of a conflict of interest.

The charter was approved by the Board of Directors at its meeting of 27 April 2020. It may be subject to any modification or update that the Board deems necessary, as required.

This charter is published on the Company's website.

1. Scope

1.1. Related agreements

This charter applies exclusively to agreements:

- entered into directly or through an intermediary¹ between the Company and:
 - its Chief Executive Officer;
 - one of its Deputy General Managers, if any;
 - one of its Directors;
 - one of its shareholders exercising more than 10% of voting rights;
 - a company controlling, within the meaning of Article L. 233-3 of the French Commercial Code, a corporate shareholder exercising more than 10% of voting rights;
- entered into by the Company, and to which the Company is indirectly interested (i.e. is able to obtain an advantage from the conclusion or performance of the agreement due to its ties with the parties to the agreement and the powers it has to influence the conduct of these parties):
 - its Chief Executive Officer;
 - one of its Deputy General Managers, if any;
 - one of its Directors;
 - one of its shareholders exercising more than 10% of voting rights;
 - a company controlling, within the meaning of Article L. 233-3 of the French Commercial Code, a corporate shareholder exercising more than 10% of voting rights;
- concluded by the Company and a company, when the Chief Executive Officer, one of the Deputy General Managers, if any, or one of the Directors of the Company is the owner, partner with unlimited liability, Manager, Director, member of the Supervisory Board or, more generally, a manager of the co-contracting company.

¹ If an agreement is entered into by an intermediary, the agreement is concluded between the Company and any person whatsoever, but the actual beneficiary of the effects of the agreement is the Chief Executive Officer of the Company; one of its Deputy General Managers, if any; one of its Directors; one of its shareholders exercising more than 10% of voting rights; or a company controlling, within the meaning of Article L. 233-3 of the French Commercial Code, a corporate shareholder exercising more than 10% of voting rights.

1.2. Classification of agreements covered by this Charter

Agreements identified in accordance with section 1.1 of this Charter may fall into three different categories, depending on their purpose:

- certain agreements are purely and simply prohibited;
- certain agreements, which relate to day-to-day transactions and are entered into under normal conditions, are called “free” agreements;
- other agreements are subject to a prior authorisation procedure by the Board of Directors and *a posteriori* approval by the General Meeting. These are called “regulated” agreements.

1.2.1. Prohibited agreements (Article L. 225-43 of the French Commercial Code)

Under penalty of nullity, Directors who are natural persons of the Company, its Chief Executive Officer, its Deputy General Managers, if any, the representatives of its Directors who are legal entities, as well as the spouses, ascendants and descendants of all of these persons and any intermediary are prohibited from:

- taking out loans from the Company, in any form whatsoever;
- obtaining an overdraft from the Company (in a current account or otherwise);
- having the Company endorse or guarantee their commitments to third parties.

1.2.2. Free agreements (Articles L. 225-39 of the French Commercial Code)

Without prejudice to any other applicable internal rule, the agreements referred to in section 1.1 of this Charter are not subject to any form of authorisation when they relate to day-to-day transactions and are entered into under normal conditions. This means that these agreements:

- relate to transactions carried out usually or repeatedly by the Company in the ordinary course of its business;
- are entered into under the following conditions:
 - those usually practised by the Company in its dealings with third parties, such that the party interested in entering into the agreement does not obtain a benefit from the transaction in question other than that which it would have obtained if it had been a supplier or customer of the Company;
 - those generally practised in the same industry or for the same type of transaction.

The agreements referred to in section 1.1 of this Charter concluded between the Company and its French or foreign wholly-owned (directly or indirectly) subsidiaries are considered free agreements.

By way of example of the criteria set out above, and subject to confirmation on a case-by-case basis, the following agreements are in principle classified as free agreements:

- an agreement concluded between the Company and one of its subsidiaries for the provision of intra-Group services, technical and administrative assistance, domiciliation, and provision of premises;
- a delegated project management agreement or a project management assistance agreement concluded between the Company and one of its subsidiaries;
- a current account or cash agreement concluded between the Company and one of its subsidiaries;

- the granting of parent company guarantees by the Company to support the commitments of one of its subsidiaries, and the endorsement by the Company of these commitments.

1.2.3. Regulated agreements (Article L. 225-38 of the French Commercial Code)

The agreements referred to in section 1.1 of this Charter and not falling within either the category of prohibited agreements referred to in section 1.2.1 or that of free agreements referred to in section 1.2.2 are called “regulated” agreements. They may only be concluded after prior authorisation by the Company’s Board of Directors, and are subject to *a posteriori* approval by its General Meeting, which approves the Statutory Auditors’ special report.

2. *Agreements assessment procedure*

2.1. Identification of agreements

The Ethics and Compliance Officer is immediately informed of any agreement whose conclusion is envisaged by the Company and that involves one of the interested parties referred to in section 1.1 of this Charter.

Information may be provided by:

- the Legal and Contracts Department when the draft agreement is submitted for review;
- the party interested in concluding the agreement, when they are aware of it;
- their signatory on behalf of the Company, including when it holds powers to delegate or sub-delegate a signature;
- more generally, by any person within the Group who is aware of the draft agreement.

Information is provided by email to compliance@albioma.com prior to the conclusion of the agreement. This information includes a description of the main terms and conditions of the proposed agreement, the identification of the contracting parties and, where possible, the draft deed proposed for signature.

2.2. Characterisation of agreements

2.2.1. Preliminary Checks

The aforementioned Ethics and Compliance Officer first ensures:

- the precise quality of the identified interested party(ies) and any possible indirect interest on their part in the conclusion of the agreement;
- capital ties between the contracting parties.

After carrying out this preliminary check, the Ethics and Compliance Officer:

- immediately authorises the conclusion of the agreement in the absence of an interested party identified in accordance with section 1.1 of this Charter, or if the proposed conclusion of the agreement is between the Company and one of its French wholly-owned (directly or indirectly) subsidiaries;
- immediately prohibits the conclusion of the agreement if they consider that it falls into the category of prohibited agreements referred to in section 1.2.1 of this Charter;
- performs the additional checks described below in other cases.

2.2.2. Additional checks

If the checks carried out by the Ethics and Compliance Officer lead them to authorise or prohibit the conclusion of the proposed agreement under the conditions provided for in section 2.2.1 of this Charter, they shall assess the purpose of the agreement and its main terms and conditions to determine whether it falls into the category of free agreements referred to in section 1.2.2 of this Charter. In this context, they may request the assistance of the Legal and Contracts Department, the Accounts Department, the Management Control Department and, more generally, any person they deem it useful to consult in support of their analyses, including the Company's Statutory Auditors.

The Ethics and Compliance Officer's assessment is carried out on a case-by-case basis, based in particular on the tenets of the National Association of Statutory Auditors.

2.2.2.1. Assessment of the current nature of the transactions covered by the proposed agreement

The current nature of the transactions covered by the agreement is assessed with regard to the compliance of said agreement with the Company's corporate purpose and the nature of the proposed transactions. The following are thus taken into consideration:

- the Company's ordinary operations;
- the usual practices of any company in a similar situation;
- the usual or regular nature of the proposed transactions;
- the frequency and repetition of the proposed transactions.

As the assessment is carried out on a case-by-case basis, the analysis systematically takes into account the circumstances of the proposed transactions, their nature, their significance and their economic consequences.

2.2.2.2. Assessment of the normal nature of the conditions of the proposed agreement

The normal nature of the conditions of the proposed agreement is assessed in light of the conditions usually applied by the Company in its relations with third parties, and in light of the conditions applied for similar agreements by companies with the same type of business.

The following are thus taken into consideration:

- The agreement's economic data, which are compared with a market price or the usual economic conditions applied by the market;
- the balance of the parties' reciprocal commitments, in particular clauses that are exorbitant, unusual or, more simply, advantageous for one of the parties.

2.2.2.3. Conclusion of additional checks

Following the additional checks referred to in section 2.2.2 of this Charter, the Ethics and Compliance Officer:

- either authorises the conclusion of the proposed agreement, without prejudice to any other applicable internal rule, if it concerns current transactions within the meaning of section 2.2.2.1 of this Charter and if the terms of the proposed agreement are normal within the meaning of section 2.2.2.2 of this Charter. Upon signature, a copy of the signed agreement is sent to the Ethics and Compliance Officer by email to compliance@albioma.com;

- or, conversely, suspends the process for concluding the proposed agreement in order to implement the due diligence procedures described below, which are applicable to so-called “regulated” agreements.

2.2.3. Rules applicable to so-called “regulated” agreements

If, following the analyses carried out by the Ethics and Compliance Officer in accordance with sections 2.2.1 and 2.2.2 of this Charter, the proposed agreement falls into the category of “regulated” agreements, the Ethics and Compliance Officer shall contact the Secretary of the Board of Directors requesting the inclusion in the Company’s Board of Directors’ agenda of an item dedicated to the prior authorisation of the conclusion of the agreement. To this end, a framework document is drawn up to support the Board of Directors’ deliberations, setting out in particular the main terms and conditions of the proposed agreement, the identity of the party(ies) interested in its conclusion, the reasons behind it and its interest for the Company.

Reasons shall be given for the Board of Directors deliberations, which shall state the Company’s interest in concluding the agreement. The interested party(ies) are excluded from the discussions, deliberations and from the vote on authorising the conclusion of the agreement.

The Secretary of the Board of Directors shall inform the Ethics and Compliance Officer of the authorisation to conclude the agreement (or, where applicable, the absence of authorisation) by sending an extract from the minutes of the Board of Directors’ meeting in which said authorisation is stated (or, where applicable, its absence). The Ethics and Compliance Officer in turn informs the person(s) responsible for referring the decision by the Board of Directors and, where applicable, authorises the continuation of the process for concluding the agreement.

Upon signature, a copy of the signed agreement is sent to the Ethics and Compliance Officer by email to compliance@albioma.com. The Ethics and Compliance Officer immediately implements the following:

- upon conclusion of the agreement, they shall publish information about the agreement concluded on the Company’s website, in accordance with Article R. 225-30-1 of the French Commercial Code (name or company name of the interested party, nature of its relationship with the Company, date of conclusion of the agreement, purpose of the agreement, financial terms of the agreement concluded, ratio between the agreed price and the Company’s last annual profit and, more generally, any other information necessary to assess the agreement’s interest for the Company and its shareholders, including minority shareholders, who have no direct or indirect interest);
- within one month of the conclusion of the agreement, upon delegation by the Chairman of the Board of Directors, they shall inform the Company’s Statutory Auditors of the conclusion of the agreement, in accordance with Article R. 225-30 of the French Commercial Code, and inform them of the reasons justifying its interest for the Company, as stated by the Board of Directors in authorising its conclusion.

3. *Annual audits*

3.1. Annual review by the Board of Directors

At least once per financial year, prior to the Board of Directors’ meeting approving the annual and consolidated financial statements for the previous financial year, the Ethics and Compliance Officer shall provide the Secretary of the Board of Directors with the information necessary to include a review item on the agenda of said meeting of the Board of Directors and a prior meeting of the Audit, Accounts and Risks Committee:

- all so-called “regulated” agreements authorised by the Board of Directors and entered into during a previous financial year, the performance of which continued during the past financial year;
- all so-called “free” agreements concluded during the past financial year.

At this meeting, the Board of Directors, based on the information provided to it and on the recommendations of the Audit, Accounts and Risks Committee:

- ensures that the agreements entered into during a previous financial year, the performance of which continued during the past financial year, still meet the criteria that led to their classification as “regulated” agreements and, where applicable, reclassifies them²;
- ensures, in the absence of reclassification, that the reasons behind the authorisation of agreements entered into during a previous financial year, the performance of which continued during the past financial year, remain unchanged and, where applicable, updates these reasons;
- ensures that the “free” agreements entered into during the past financial year have been appropriately classified and, if necessary, reclassifies them as “regulated” agreements;
- reviews this Charter and, if necessary, makes any changes it deems necessary.

The person(s) concerned are excluded from the discussions, deliberations and from the vote on all these items.

The Secretary of the Board of Directors shall inform the Ethics and Compliance Officer of any reclassifications made by the Board of Directors by sending him/her an extract from the minutes of the Board of Directors’ meeting in which said decisions are stated. The Ethics and Compliance Officer immediately notifies the Statutory Auditors of said decisions of the Board of Directors and, where applicable, updates or supplements the information previously published on the Company’s website pursuant to section 2.2.3 of this Charter.

3.2. Preparation by the Statutory Auditors of the special report referred to in Article L. 225-40 of the French Commercial Code

Within one month of the end of the financial year, the Ethics and Compliance Officer shall send the Statutory Auditors a summary of the following in order for them to prepare the special report referred to in Article L. 225-40 of the French Commercial Code:

- so-called “regulated” agreements authorised by the Board of Directors and concluded during the past financial year;
- so-called “regulated” agreements concluded during previous financial years, the performance of which continued during the past financial year.

3.3. Approval of “regulated” agreements by the shareholders’ General Meeting

The so-called “regulated” agreements concluded during the past financial year are subject to approval from the shareholders’ General Meeting charged with approving the accounts of said

² Reclassification may lead to the agreement being classified as “free” or being purely and simply removed from the scope of this Charter.

financial year³ on the basis of the special report prepared by the Statutory Auditors in accordance with Article L. 225-40 of the French Commercial Code, under the conditions provided for in section 3.2 of this Charter.

The interested party(ies), when they are shareholders of the Company, do not take part in the vote. The shares they hold are not taken into account when calculating the quorum and the majority. The Ethics and Compliance Officer ensures that these provisions are taken into account when organising the General Meeting.

3.4. Mention of this Charter in the report on corporate governance referred to in Article L. 225-37 of the French Commercial Code

The Ethics and Compliance Officer ensures that the report on corporate governance referred to in Article L. 225-37 of the French Commercial Code, and included in the Company's Universal Registration Document, mentions this Charter, the changes assigned, and its application during the past financial year.

³ An agreement may be submitted to a previous General Meeting if the Statutory Auditors have had sufficient time to make their special report available to shareholders, within the deadlines provided for by applicable laws and regulations.