

OPMOBILITY SE

Internal Regulations of the Board of Directors

(adopted by a decision of the Board of Directors dated 17 September 2004,
as amended by decisions of the Board of Directors dated 24 July 2007, 17 December 2010,
13 December 2013, 22 July 2014, 15 December 2017 and 21 February 2024)

PREAMBLE

These internal regulations specify the manner in which the Board of Directors of OPmobility SE (the "Company") functions, and supplement legal and statutory provisions and the Company's Articles of Association.

They are intended for every member of the Company's Board of Directors and for every permanent representative of any Board member that is a legal entity holding a directorship in the Company.

These internal regulations are in line with the general principles of corporate governance. The terms "directors and officers", "executive directors and officers" and "non-executive directors and officers" refer to the persons designated as such by the AFEP-MEDEF Code of Corporate Governance for Listed Companies.

ARTICLE 1 – DUTIES OF THE BOARD OF DIRECTORS

The main duties of the Board of Directors include:

- laying down broad policy guidelines for the activities of OPmobility SE and its significant strategic objectives, and monitoring the implementation thereof in accordance with its corporate interests, taking social and environmental issues into consideration;
- on a proposal from General Management and the Chairman of the Board of Directors, setting long-term strategic guidelines in matters of corporate social responsibility; in climate-related matters, this strategy sets precise targets for different time horizons;
- dealing with any matter concerning the successful running of the business and discussing it, subject to powers expressly vested in General Meetings of Shareholders and within the limits of objects of the company; carrying out any checks and controls it sees fit to verify the overall consistency of the accounts and the accounting principles applied;
- closing the annual parent company's books and consolidated accounts presented by the Chairman of the Board of Directors, as previously audited and commented upon by the Statutory Auditors and certified by them for presentation to the General Meeting of Shareholders;
- approving the interim financial statements;
- ensuring the accuracy of the financial information provided to the shareholders and to the market;
- ensuring that the shareholders and investors receive relevant, balanced and informative information on the Company's strategy and development model, in consideration of its significant non-financial challenges and long-term prospects;
- authorize in advance the conclusion of related-party agreements;

- choosing the way in which General Management is organized: separation or combination of the functions of Chairman and Chief Executive Officer;
- appointing and dismissing the Chairman, the Chief Executive Officer and the Chief Operating Officers; [with the proviso that if several Chief Operating Officers are appointed, the Board of Directors must, for the duration of its term, determine a selection process guaranteeing that the candidates include at least one person of each sex];
- ensuring that executive directors and officers implement a policy of non-discrimination and diversity, more particularly with regard to balanced representation of women and men in governing bodies;
- defining compensation policy for directors and officers, apportioning the total amount of compensation between the directors as decided by the General Meeting; accounting for its policy and its decisions in its management report and the corporate governance report;
- defining compensation policy, and where applicable apportioning the total amount of compensation between the directors as decided by the General Meeting;
- co-opting members of the Board of Directors under the conditions defined by current regulations;
- forming specialized committees, appointing their members and determining their duties and operating procedures;
- preparing management planning documents;
- convening and setting the agenda for General Meetings;
- if options or bonus shares are allotted, determining number of bonus shares or shares resulting from the exercise of options that directors and officers are required to retain for the duration of their term of office;
- account for its activity in the report submitted to General Meetings;
- approving the Board's report on corporate governance, on a proposal from the Chairman of the Board of Directors.

The Board of Directors collectively represents all the shareholders and it must fulfil its duties in the corporate interest.

It ensures that the special committees it has formed function correctly, and keeps itself informed of the effectiveness of internal supervisory bodies.

Every year, the Board of Directors authorizes the bonds, securities and guarantees given by the Company, in accordance with Article L. 225-35 of the French Commercial Code.

On the initiative of its chairman, the Board may, by a relative majority, entrust one or more of its members or third parties with exceptional duties or mandates. The board of directors may grant exceptional compensation packages for duties or mandates entrusted to directors.

The limits on the internal powers of General Management are listed in article 5 of these internal regulations.

ARTICLE 2 – MEMBERSHIP OF THE BOARD OF DIRECTORS

The principles underlying membership of the Board of Directors seek to strike a balance between professional and international experience, expertise and independence, with due regard for balanced representation of women and men, diversity, and balance in terms of age and length of service on the Board.

Among the directors appointed by the General Meeting of Shareholders, the Board of Directors thus seeks to achieve a minimum proportion of one third of non-executive directors¹. To that end the Board of Directors, further to a report from its Appointments and CSR Committee, every year examines to situation of each of its members on the basis of the independence criteria defined in the AFEP-MEDEF Code, as stated in article 6.6 of these internal regulations.

ARTICLE 3 – MEETINGS OF THE BOARD OF DIRECTORS

3.1 Frequency – Executive sessions

The Board of Directors must meet at least four times a year and as often as necessary in the interests of the Company and the Group

Every year, a meeting must be organized without the attendance of Executive Directors and Officers or officers having family connections with Directors and Officers.

3.2 Venue of meetings

Meetings are held preferably at the Company's headquarters or at any other venue specified in the notice of meeting.

3.3 Notices of meetings

Notices of meetings may be issued by any means, including by word of mouth. However, barring special circumstances, they must be sent out in writing at least 15 days before each meeting. They may be sent by the Chairman of the Board of Directors, or, at his request, by the Secretary of the Board of Directors or by the Company Secretary.

¹ In accordance with the Afep/Medef Code, directors representing staff are not counted in calculating this percentage.

3.4 2.3 Use of videoconferencing or telecommunications

Meetings may take place by means of videoconferencing or the use of electronic means of telecommunication or teletransmission under the conditions laid down by current legislation or regulations.

The means used must transmit at least the voice of the attendees and have the necessary technical characteristics to allow continuous and simultaneous retransmission of the proceedings.

The minutes of the proceedings must mention attendance of directors by means of videoconferencing or telecommunications, and if applicable, the occurrence of any technical incidents if they disrupted the conduct of the meeting.

3.5 2.4 Minutes – Attendance register

The minutes of meetings summarize the discussions and the questions raised and shall mention the decisions made and any reservations expressed.

An attendance register is kept at the administrative headquarters, which must be signed by the members of the Board of Directors attending the meeting, in their name or on behalf of the other members of the Board of Directors whom they represent. Proxies given in writing are attached to the attendance register.

3.6 Assessment

The Board of Directors must periodically assess its ability to meet shareholders' expectations, by reviewing its membership and the way in which it is organized and operates.

Once a year, the Board devotes an item on its agenda to a debate on the way in which it functions.

It must also carry out a formal assessment at least every three years.

The assessment aims to check that important matters are suitably prepared and debated, measures the contribution of each member to the work of the Board of Directors.

During each annual assessment, the Board of Directors also carries out an assessment of the Committees. In this respect, it must assess the tasks actually carried out by the committees in the light of the objectives set for them.

Every year, the shareholders must be informed in the corporate governance report that the assessments have been duly carried out..

ARTICLE 4 – THE DUTIES OF THE CHAIRMAN OF THE BOARD OF DIRECTORS

In exercising his statutory prerogatives, the Chairman of the Board of Directors:

- organizes and chairs the proceedings of the Board and reports to the General Assembly;
- sees to the smooth running of the Company's bodies and ensures that the directors are in a position to fulfil their duties;
- in his report, explains the membership of the Board, the conditions under which its work is prepared and organized, as well as the internal control and risk management procedures put in place by the Company.

Furthermore, the non-executive Board Chairman can also be given additional duties.

The Chairman of the Board of Directors suggests to the Board any measures that meet statutory requirements governing balanced membership or good governance of the Board and its specialized Committees, in particular those listed in article 2 herein.

The Board annually rules on the division of responsibility between the Chairman of the Board of Directors and the Chief Executive Officer.

ARTICLE 5 – THE POWERS OF GENERAL MANAGEMENT

General Management of the Company is assumed under his/her responsibility either by the Chairman of the Board, whose title is Chairman and CEO, or by another natural person called Chief Executive Officer.

Whether General Management is assumed by a Chairman & CEO or by a Chief Executive Officer, the latter is vested with the most extensive powers to act in all circumstances on behalf of the Company, within the limits of the company's objects and subject to those expressly vested by law in the General Meetings of Shareholders and the Board. The Chief Executive Officer moreover exercises these prerogatives within the framework defined where applicable pursuant to article 4 herein.

At least once a year, General Management presents the Board of Directors with forecasts of the income statement, investments, changes in borrowing and working capital requirements, as well as significant transactions, the draft management report, the financial statements and the report on membership of the Board of Directors, how the Board's work is prepared and organized, internal control and risk management procedures, and the status of the lines of bank credit available to the Company.

The members of the Board of Directors must also be informed of developments in the markets and the competitive environment and of the main challenges facing the Company, including in the area of the company's corporate social responsibility.

Significant transactions liable to affect Company or Group strategy or substantially alter its financial structure or the scope of its business or consolidation are subject to prior approval by the Board of Directors; such transactions include:

- acquisitions, mergers, spin-offs, equity investments and disposals liable to materially alter the financial structure;

- global investments;
- any significant transactions unrelated to the Company's published strategy;
- as well as approval of the budget of OPmobility SE.

Assessing the significance of a transaction is the responsibility of the Board of Directors.

General Management represents the Company in its dealings with third parties. On a proposal from the Chief Executive Officer, the Board may appoint one or more natural persons tasked with assisting the Chief Executive Officer, with the title of Chief Operating Officer.

Notwithstanding the foregoing, when a sale is envisaged, in one or more transactions of at least half the Company's assets in the last two financial years, prior to completion of such a sale the Board of Directors must present the General Meeting with a report on the background to the transactions and how they will be conducted. This presentation shall be followed by an advisory vote of the shareholders under the quorum and majority conditions applying to Ordinary General Meetings of Shareholders. If the General Meeting votes against the proposal, the Board of Directors must meet as soon as possible and immediately publish a communiqué on the Company's website stating how it intends to proceed with the transaction.

ARTICLE 6 – DIRECTORS' OBLIGATIONS

6.1 4.1 General obligations

Each director of OPmobility SE and each permanent representative of a legal entity holding a directorship in the Company undertakes to take cognizance of and comply with the statutory and regulatory provisions governing his or her office, as well as the special provisions set out in the Articles of Association of OPmobility SE and in these internal regulations.

More specifically, the directors undertake to keep up to date with and apply:

- the rules restricting the accumulation of offices (see the paragraph "due diligence obligations" below),
- the rules governing agreements and transactions made directly or indirectly between directors and the Company.

Each member of the Board of Directors expressly undertakes to comply with the professional conduct obligations set out below:

6.2 4.2 Obligation of loyalty, non-competition and disclosure of a conflict of interests

Directors undertake to act in good faith in all circumstances and in the Company's corporate interests. They undertake to ensure that decisions of the Board of Directors do not tend to favour a particular category of shareholders to the detriment others.

This duty of loyalty imposes a non-competition obligation on the directors. Throughout their term of office, all members of the Board of Directors must refrain from exercising any function in a business in competition with OPmobility SE and with the companies it controls.

In any situation showing or appearing to show that there is a conflict between the corporate interest and a director's direct or indirect personal interest or the interest of the shareholder or group of shareholders that a director represents, the director concerned must:

- inform the Board of Directors of such a situation as soon as he or she becomes aware of it; and,
- draw the necessary conclusions with regard to the exercise of his or her office. Thus, as the case may be, he or she must:
 - refrain from taking part in the discussion or voting on the relevant decision; or
 - not attend meetings of the Board of Directors during the period in which he or she has a conflict of interest; or
 - resign from his or her post as director.

If the above rules are not observed, the director may be held liable.

Moreover, the Chairman of the Board of Directors will not be required to send documents or details concerning the conflict of interests to director(s) for whom he has reasonable cause to think that they have a conflict of interests, and must inform the Board of Directors that such information has been withheld.

6.3 4.3 Obligations relating to the ownership of financial instruments issued by the Company

Directors must be shareholders and own a relatively significant number of shares commensurate with their remuneration. In that capacity, they must own at least nine hundred shares in accordance with Article 11 of the Articles of Association. They undertake to keep them throughout their term of office. If they do not own them when they take office, they have three months in which to meet this obligation.

Directors undertake to have registered the OPmobility SE shares held by them and by any associated person.

This obligation does not apply to directors representing employees. Corporate officers having share subscription or purchase options and/or performance shares formally undertake not to make any hedging transactions against these risks.

6.4 Due diligence obligation

Directors must devote the necessary time and attention to their duties. The annual report must state the offices held, not renewed or accepted by each director during the financial year

Executive Directors and Officers must not hold more than two other offices as director in listed companies outside the Group, including foreign companies. Furthermore, they must seek the advice of the Board of Directors before accepting a new corporate office in a listed company.

Directors must not hold more than four other offices in listed companies outside the Group, including foreign companies. Directors must keep the Board of Directors informed of the offices and functions they hold in other companies, including their attendance of committee meetings in such companies (see the paragraph headed "disclosure obligation").

Every member of the Board of Directors undertakes to be diligent and:

- attend all meetings of the Board of Directors, unless otherwise detained,
- attend all General Meetings of Shareholders whenever possible,
- attend the meetings of any committees formed by the Board of Directors of which they are a member.

The corporate governance report gives shareholders all relevant information on the individual attendance of directors at such sessions and meetings.

6.5 Non-disclosure obligation – Obligations concerning the holding of inside information

• Non-disclosure obligation

All members of the Board of Directors and anyone invited to attend Board meetings are bound by an absolute duty of discretion regarding the conduct and content of the Board's deliberations.

An obligation of secrecy must be observed with regard to inside financial and stock market information and with regard to information relating to dealings in company securities that have not yet been published or that are confidential in nature and are provided as such by the Chairman.

Beyond this statutory obligation and to ensure the quality of the Board's debates and those of its Committees, all the information and documents presented or communicated, as well as the opinions expressed in that respect, must be treated in the strictest confidence.

• Obligations concerning the holding of inside information – Prevention of offences and insider misconduct

By virtue of their duties, directors regularly have access to inside information. Inside information is accurate non-public information directly or indirectly concerning one or more issuers or one or more financial instruments, which if made public could have significant influence on market prices.

Directors undertake to observe current statutory and regulatory obligations and market recommendations and regulations, in particular the legislation governing

insider dealing, the recommendations of the *Autorité des Marchés Financiers* (AMF, the French Financial Markets Authority) and the rules specific to the Company as set out in the Charter of prevention of insider dealing.

In that respect, directors appear on the company's list of permanent insiders, which is at the disposal of the AMF. Furthermore, all directors must comply with statutory provisions and AMF recommendations concerning reporting requirements for transactions in OPmobility SE securities.

When directors hold such information, they must refrain from:

- using or attempting to use inside information by directly or indirectly making one or more transactions for themselves or for others, or by cancelling or modifying (or attempting to cancel or modify) one or more orders they placed before they had inside information, on financial instruments issued by this issuer or on financial instruments affected by such inside information;
- recommending or attempting to recommend one or more transactions in financial instruments to which inside information refers, or encouraging or attempting to encourage such transactions on the basis of such inside information, or using the aforesaid recommendation or encouragement, knowing that it is based on inside information;
- disclosing inside information (outside their profession or duties) to a third party or (ii) disclosing the insider dealing recommendation or encouragement mentioned in the previous point, knowing that it is based on inside information.

Blackout periods

In accordance with European regulation 596/2014 of 16 April 2014 and AMF position/recommendation 2016-08, Board members must refrain from dealing in the company's securities (among other things by exercising stock options or transferring shares, including shares resulting from exercising options or bonus issues, purchasing or selling shares):

- at least 30 calendar days before publication of annual or interim/quarterly financial statements,
- at least 15 calendar days before publication of annual, half-yearly or quarterly sales figures

A schedule of such blackout periods factoring in scheduled periodic dates of publication is at the disposal of directors and available online on the Company's intranet. It must be consulted before any intervention.

Interventions are only allowed the day after publication of the information concerned, subject to the interested party not holding any inside information in other respects.

Furthermore, Board members wishing to deal in securities are advised to check that the information they have is not inside information.

All securities transactions must be declared to the Company Secretary by any means as soon as they are completed. Any questions may also be asked of them beforehand, with regard to the possibility of dealing in securities. All directors must make sure that their dealings in securities comply with the rules.

6.6 Individual qualities

The Board of Directors comprises at least three and no more than eighteen members, including one or two directors representing staff, depending on whether it comprises up to eight directors or more than eight directors.

Directors are elected by the General Meeting of Shareholders, on a proposal from the Board of Directors, for a term of three years (which may be renewed without limitation), by reason of their skills, the contribution that they can make to the work of the Board, their ability to work together with mutual respect for each other's opinions while asserting what may be a minority position, their integrity and their sense of responsibility vis-à-vis the shareholders.

They must exercise their powers in accordance with the rules and with the independence, ethics and integrity expected of them.

Directors' terms of office expire at the end of the General Meeting of Shareholders convened to approve the accounts for the previous financial year held in the year in which their respective terms of office expire.

At least one third of the members of the Board of Directors shall be in the category of independents, according to the definition and criteria set out below by OPmobility SE.

In accordance with the AFEP-MEDEF Corporate Governance Code, directors are independent when they have no relationship of any kind with the company, its Group or its management that could compromise their freedom of judgment. Accordingly, the term "independent director" means any non-executive director of the company or its Group who does not have any particular connections of interest (as a significant shareholder, employee or otherwise) with them.

Independence is assessed on the basis of the following criteria, laid down in paragraph 8.5 of the said Corporate Governance Code:

- not being or not having been in the five previous years:
 - an employee or executive Director and Officer of the company;
 - an employee, executive Director and Officer or director of a company consolidated with the Company;
 - an employee, executive Director and Officer or director of the parent company of the Company or of a company consolidated with that parent company;
- not being an executive Director and Officer of a company in which the Company directly or indirectly holds office as a director or in which an employee appointed as such or an executive Director and Officer of the company (whether currently or within the last five years) holds office a directorship;
- not being a customer, supplier, commercial banker or financing banker;

- that is significant for the Company or its Group;
 - or of which the Company or its Group represents a significant proportion of the business;
- not having any close family relationship with a corporate officer;
 - not having been a Statutory Auditor of the company in the past five years;
 - not having been a director of the company for more than twelve years. Directors cease to be categorized as independent after a period of twelve years.

It is up to the Board of Directors, on a proposal from the Appointments Committee, to examine on a case-by-case basis the situation of each of its members in the light of the said criteria (i) when a director is appointed, and (ii) annually, for all the directors. The shareholders shall be informed of the conclusions of this examination and the criteria for assessing the independence of directors in the report on corporate governance.

The Board of Directors may take the view that a director, albeit meeting the independence criteria, must not be categorized as independent because of his or her particular situation or that of the company, or his or her shareholding, or for any other reason. Conversely, the Board of Directors may take the view that a director who does not meet those criteria is nonetheless independent.

6.7 Age limit

In accordance with the provisions of the Articles of Association (Article 11), the number of directors who are natural persons and the number of permanent representatives of directors that are legal persons who are more than seventy-five years of age cannot exceed half the number of directors in office (rounded up to the nearest whole number).

6.8 Training for directors

All directors, including those representing staff, can when appointed or at any time during their term of office benefit from training sessions adapted to the exercising of their office, including on the company's specifics, its lines of business, its business segment and the challenges it faces in matters of corporate social responsibility, and more particularly climate-related matters.

Such training sessions are organized, offered and funded by the Company.

ARTICLE 7 – DIRECTORS' INFORMATION

The Chairman of the Board of Directors must satisfy himself that every director has adequate information, in good time, so that the Board of Directors can validly deliberate. For this purpose, a few days before the meeting of the Board of Directors, the Chairman must send every director all the documents that will be studied by the Board.

For meetings of the Board of Directors convened to approve the interim (half-yearly) accounts, the Chairman must also send a summary document prepared by the Statutory Auditors.

It is up to each director or each permanent representative of a legal entity holding a directorship in the Company to ask the Chairman for additional items if they regard them as essential in order to be properly informed within the appropriate time limits.

Each member of the Board of Directors may receive any training needed for properly fulfilling his or her duties as a director and where applicable as a committee member; such training is provided or approved by the company.

ARTICLE 8 – RELATIONS WITH SHAREHOLDERS

The Board's relations with shareholders, on matters of corporate governance or other specific matters such as strategy or the compensation plan for corporate officers, are the exclusive prerogative of the Chairman of the Board. The Chairman ensures that shareholders' questions are explicitly answered, along with a clear explanation of the positions taken by the Board. The Chairman shall duly inform the Board of Directors that he has duly fulfilled his duties in this respect.

ARTICLE 9 – REMUNERATION

9.1 Directors' remuneration

Pursuant to Article 14 of the Articles of Association, the amount of directors' fees are determined by the Ordinary General Meeting of Shareholders on a proposal from the Board of Directors, after the Remuneration Committee has expressed an opinion.

This amount is apportioned by the Board of Directors among its members, according to their potential membership of one or more Committees, their responsibility, the time devoted to their duties and their regular attendance at meetings of the Board and such Committees.

All directors are entitled to reimbursement of travel expenses incurred in the discharge of their duties.

9.2 Remuneration of executive Directors and Officers

The Chairman initiates and the Board of Directors draws up remuneration policy applying to executive corporate officers in the interests of the Company, with a view to ensuring the company's sustainability and long-term development, factoring in the social and environmental challenges of its business.

On the initiative of its Chairman and on the basis of the Remuneration Committee's proposals, the Board of Directors sets the fixed and variable remuneration, the benefits in kind, and where applicable, the pension rights or severance pay allocated to Directors and Officers: the Chief Executive Officer and the Chief Operating Officers. The Board of Directors also sets the fixed and variable remuneration, the benefits in

kind, and where applicable, the pension rights or severance pay allocated to the Chairman.

The Board of Directors makes these decisions on the basis of an overall assessment of the remuneration of each corporate officer, seeking to strike a fair balance between the general interests of the Company, market practices and the corporate officer's performance.

The Board discusses the performance of executive corporate officers without the interested parties being present.

With a view to promoting long-term performance and competitiveness, the Board includes several criteria relating to corporate social responsibility, including at least one criterion in connection with the company's climate-related targets that, accurately defined, must reflect the most important social and environmental challenges for the company.

ARTICLE 10 – THE BOARD'S COMMITTEES

When the Board forms Committees, it fixes their membership and remit.

Its Committees act under the authority delegated to them by the Board and thus have no decision-making power. On no account can its Committees supersede the powers of General Management.

The Committees' members are directors. They are named in a personal capacity by the Board and cannot be represented.

Each Committee names its own Chair. The secretariat of each Committee is provided by a person designated in agreement with the Committee's Chair. It can be provided by the secretary of the Board.

Each Committee sets the frequency of its meetings. The Chair of each Committee sets the agenda for each meeting.

In fulfilling their remit, the Chairs of each Committee may contact the Company's main corporate officers, in agreement with the Chairman of the Board of Directors and after so informing General Management, and they report to the Board.

Within its remit, each Committee makes proposals, recommendations and expresses opinions as the case may be. To that end, it can carry out or commission any studies likely to enlighten the Board's deliberations. When Committees make use of external services, they must ascertain the objectivity of their service.

10.1 Accounts Committee

10.1.1 Membership

The Accounts Committee must have at least three members.

Accounts Committee members appointed by the Board of Directors from among its members who are independent directors and who have financial, accounting or special auditing skills.

Their terms of office match that of their directorships. Their terms of office can be renewed at the same time as their directorships.

On the advice of the Appointments Committee, the Accounts Committee appoints its Chair for a term of three financial years, unless his or her directorship is shorter and is not renewed. In which case the term of office of the Accounts Committee's Chair equals the remainder of his or her term as a director.

The Chairman and CEO, the Chief Executive Officer or the Chief Operating Officer cannot be members of the Accounts Committee.

10.1.2 Operation

The Accounts Committee meets at least twice a year, before the meetings of the Board on whose agenda it includes examination of the annual and interim accounts and/or a proposal to appoint Statutory Auditors. It sets the calendar for its meetings. Outside that calendar, the Committee can meet at any time at the request of the Chair of the Committee or at least two of its members.

The Committee's members can be invited to attend meetings by any means, including by word of mouth, either by the Committee's Chair or by the two members calling for the meeting.

Meetings are held preferably at the Company's headquarters or at any other venue specified in the notice of meeting.

At least half the Committee's members must be in attendance for the Committee to deliberate validly. Committee members cannot arrange to be represented.

On the invitation of its Chair, the following persons can attend Accounts Committee meetings:

- the Chairman of the Board of Directors
- the Chief Executive Officer
- the Chief Operating Officers
- the Statutory Auditors
- the Chief Financial Officer
- the Company Secretary
- the Board Secretary
- the Chief Risks Officer
- the Head of Internal Audit
- anyone that the Committee wishes to hear

The Accounts Committee invites the Statutory Auditors at least once a year.

The Committee must have sufficient time to examine the accounts.

The Accounts Committee's examination of the accounts must be accompanied by a presentation by Management describing the Company's risk exposure and significant off-balance sheet commitments and the accounting options adopted.

10.1.3 Remit

The Accounts Committee assists the Board of Directors to ensure proper application of the accounting rules and the relevance and the consistency principle governing accounting methods.

In particular, the Accounts Committee is tasked by the Board of Directors to:

- examine the draft annual and interim financial statements prepared and presented by General Management and audited and commented on by the Statutory Auditors, and examine certain items in more detail before their presentation to the Board of Directors;
- satisfy itself that the process for preparing financial information has been followed, and more particularly study the accounting principles and rules used to prepare the accounts and prevent any breaches of the accounting rules; the Committee examines any plan to change the accounting framework or accounting methods, keeping itself informed of national and international accounting standards;
- monitor and effectiveness of internal control and risk management systems and internal auditing concerning procedures for preparing and processing financial and non-financial accounting data put in place by General Management that may have an impact on the accounts;
- review the main accountable options adopted, significant off-balance sheet commitments, the reporting scope for consolidated companies and the financial and cash positions;
- oversee the procedure for selecting Statutory Auditors and issue a recommendation on the proposal of General Management relating to the appointment of the Statutory Auditors and the potential renewal of their engagement;
- examine the conclusions reached by the Statutory Auditors, their potential recommendations and their follow-up;
- ensure due observance of the rules guaranteeing the independence of the Statutory Auditors and the performance of their duties in satisfactory conditions; in that respect, the Committee more particularly examine the details of fees paid to each Statutory Auditor and to its network by the Company and by Group companies, including for services other than financial auditing;

- approve the provision of any services other than financial auditing that may be provided by the Statutory Auditors or the members of their network;
- monitor the Group's main risk exposures and sensitivities;
- examine matters liable to have a significant financial impact on the Company or Group.

In order to fulfil its remit, if it deems it appropriate the Committee can request an interview with any responsible person within the Group (in particular the Statutory Auditors, corporate officers and directors responsible for preparing the accounts, cash balances and internal control) without corporate officers being in attendance, and can if necessary call upon outside experts at the Company's expense.

The Committee informs the Chairman of the Board of Directors in advance of the requested interviews and experts' reports, and must satisfy itself that such internal or external investigations cannot give rise to a conflict of interest or of strategy detrimental to the Company.

The Committee must on a regular basis report on its work to the Board and submit its proposals to the latter for approval.

10.2- Remuneration Committee

10.2.1 Membership

The Remuneration Committee has at least three members, including one director representing the staff.

The Remuneration Committee's members are appointed by the Board of Directors from among its non-executive directors. The Committee cannot include any executive corporate officer.

Their terms of office match that of their directorships. Their terms of office can be renewed at the same time as their directorships.

The Committee appoints its Chair for a term of three financial years, unless his or her term of office as a director is shorter and is not renewed. In which case the term of office of the Remuneration Committee's Chair equals the remainder of his or her term as a director.

10.2.2 Operation

The Remuneration Committee meets at least once a year before the meeting of the Board of Directors convened to examine the remuneration of the Chairman and of General Management or to set the agenda for a General Meeting of Shareholders convened to approve draft resolutions on matters within its remit.

The Committee can meet at any time if it sees fit.

It sets the calendar for its meetings. Outside that calendar, the Committee can meet at any time at the request of the Chairman of the Board or the Chair of the Remuneration Committee.

The Committee's members can be invited to attend meetings by any means, including by word of mouth, by the Committee's Chair.

Meetings are held preferably at the Company's headquarters or at any other venue specified in the notice of meeting.

At least half the Committee's members must be in attendance for the Committee to deliberate validly. Committee members cannot arrange to be represented.

10.2.3 Remit

The Remuneration Committee must put the Board of Directors in the best possible position to apportion directors' remuneration among the directors as well as all the (fixed and variable) remuneration and benefits of any kind of Directors and Officers, whether those items are paid, allocated or paid by the Company, by the company that controls it or by a company that it controls, the whole of the Board of Directors, in deliberations conducted without the Directors and Officers being in attendance, being responsible for that decision.

In that respect, the Remuneration Committee has a remit to make proposals more particularly concerning:

- the fixed remuneration of the Chairman of the Board of Directors and any other fringe benefits awarded;
- the fixed and variable remuneration of the Chief Executive Officer and the Chief Operating Officers and any other fringe benefits awarded, with the proviso that the remuneration of these corporate officers must be competitive, consistent with the company's strategy and context and aim to promote its performance and competitiveness in the medium and long term, factoring in several criteria relating to corporate social responsibility, including at least one criterion in connection with the company's climate-related targets, the total amount of remuneration for directors to be submitted to the General Meeting of Shareholders as well as their apportionment method;
- the introduction of long-term incentive plans, for instance, any that may include the awarding of stock options or bonus shares.

Its recommendations also cover the balance between the various items of overall remuneration and the conditions governing their allocation, particularly in terms of performance.

In order to fulfil its remit, if it deems it appropriate the Committee can request an interview with any responsible person within the Group, without other members of General Management being in attendance, and can if necessary call upon outside experts at the Company's expense.

The Committee informs the Chairman of the Board of Directors in advance of the requested interviews and experts' reports, and must satisfy itself that such internal or external investigations cannot give rise to a conflict of interest or of strategy detrimental to the Company.

The Committee must report the results of its work to the Board of Directors, in the manner it deems most appropriate. The Chair of the Committee or one of its members appointed by the Committee reports the Committee's opinion and recommendations to the Board of Directors so that the Board of Directors can deliberate on them.

10.3 Appointments and Corporate Social Responsibility (CSR) Committee

10.3.1 Membership

The Appointments and CSR Committee has at least two members, appointed by the Board of Directors, and a majority of its members must be non-executive directors. The Committee cannot include any executive corporate officer.

Their terms of office match that of their directorships. Their terms of office can be renewed at the same time as their directorships.

The Committee appoints its Chair for a term of three financial years, unless his or her term of office as a director is shorter and is not renewed. In which case the term of office of the Appointments and CSR Committee's Chair equals the remainder of his or her term as a director.

10.3.2 Operation

The Appointments and CSR Committee meets at least one a year. It sets the calendar for its meetings. Outside that calendar, the Committee can meet at any time at the request of the Chair of the Appointments and CSR Committee.

The Committee's members can be invited to attend meetings by any means, including by word of mouth, either by the Board's Chairman or by the Committee's Chair.

In accordance with the AFEP-MEDEF Code, the Chairman and CEO or the Chairman if the latter's duties do not include those of a CEO, is involved with the work of the Appointments and CSR Committee and can accordingly attend the Committee's meetings. If the duties of the Chairman of the Board do not include those of a Chief Executive Officer, the Board Chairman can be a member of this Committee.

Meetings are held preferably at the Company's headquarters or at any other venue specified in the notice of meeting.

At least half the Committee's members must be in attendance for the Committee to deliberate validly. Committee members cannot arrange to be represented.

10.3.3 Remit

The Appointments and CSR Committee must organize a procedure for selecting any candidates for a position as independent director, Director and Officer or member of

one of the Committees, and must carry out its own investigations of potential candidates before any approach is made to them. This Committee is tasked with making proposals to the Board of Directors after having carried out a detailed examination of all the information that it must factor into its decision.

It must enlighten the Board as regards the manner in which General Management is conducted. It gives an opinion:

- on the proposals of the Chairman of the Board for appointing the Chief Executive Officer and,
- on the proposals of the Chief Executive Officer for appointing one or more Chief Operating Officers.

The Appointments and CSR Committee must ensure that a succession plan is in place for Directors and Officers, so that it is in a position to propose succession solutions to the Board of Directors, particularly in the event of unforeseen vacancies.

It lays down the conditions in which the periodic assessment of the Board is conducted. It debates on the qualification of non-executive director, which is reviewed by the Board every year before the annual report is published.

In matters of CSR, the Committee's remit more particularly includes:

- assessing the risks and opportunities in matters of societal and environmental performance;
- monitoring the inclusion of the Company's sustainable development commitments on the basis of challenges specific to the Group's business and its aims;
- analysing the reporting on non-financial information;
- reviewing the annual statement on non-financial performance;
- examining the risks and opportunities relating to climate change, overseeing the Group's recognition of non-financial issues and long-term prospects, in particular through the fixing of non-financial targets;
- monitoring the Group's level in matters of non-financial and corporate social responsibility compliance.

In order to fulfil its remit, if it deems it appropriate the Committee can request an interview with any responsible person within the Group, without other members of General Management being in attendance, and can if necessary call upon outside experts at the Company's expense.

The Committee informs the Chairman of the Board of Directors in advance of the requested interviews and experts' reports, and must satisfy itself that such internal or external investigations cannot give rise to a conflict of interest or of strategy detrimental to the Company.

The Committee must report the results of its work to the Board of Directors, in the manner it deems most appropriate. The Chair of the Committee or one of its members appointed by the Committee reports the Committee's opinion and recommendations to the Board of Directors so that the Board of Directors can deliberate on them.

**ARTICLE 11-ADAPTATION, AMENDMENT
AND PUBLICATION OF THE INTERNAL REGULATIONS**

These internal regulations may be adapted and amended by a decision of the Board of Directors made under conditions fixed by the articles of association.

These internal regulations will be published on the Company's website.
