

## VALLOUREC

French *société anonyme* with a Board of Directors (*Conseil d'Administration*)  
Registered office: 27 avenue du Général Leclerc, Boulogne-Billancourt, 92100  
552 142 200 R.C.S. Nanterre  
(the "Company")

Adopted by the Board of Directors at its meeting of 27 July 2021

### **Internal Rules of the Board of Directors**

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The Board of Directors is appointed by the Shareholders' General Assembly and reports to it, in accordance with applicable laws and regulations.

The Board of Directors (*Conseil d'Administration*) (the "**Board**") decided to approve its internal rules (the "**Board Internal Rules**" or "**BIR**") on its meeting as of 27 July 2021. The Board Internal Rules are strictly internal in scope and do not have the purpose or effect of substituting the Articles of Association or laws and rules governing commercial companies.

The Board Internal Rules comply with the recommendations and corporate governance principles provided under the *Code de gouvernement d'entreprise des sociétés cotées*, applicable as of the date hereof (the "**AFEP-MEDEF Code**").

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

##### **▪ General principles**

The Board and any Committees thereof shall be composed, to the extent practically possible, at all times in compliance with the AFEP-MEDEF Code and applicable legal requirements.

The Board of Directors has decided that the role of Chairman of the Board and Chief Executive Officer ("*Président directeur général*" or "*PDG*") are discharged by the same person. Therefore the Board Internal Rules have been prepared on the basis that the roles of Chairman and CEO are unified. If the Board were to decide to separate such roles, the Board Internal Rules will need to be amended accordingly.

##### **▪ Permanent guests and outside speakers**

The Convening Person (as defined below) shall invite the Deputy Chief Executive Officer to each Board meeting as a permanent guest.

The Chairman and CEO (*PDG*), especially if a Board member so requests (in which case the Chairman and CEO (*PDG*) will do so unless it has good cause not to do so (acting reasonably)), may invite any person (whether or not an employee of the Company, including C-level executives) that he/she sees fit to make a presentation or provide clarification or information as part of briefing or preparatory discussions for Board deliberations.

#### **2. Duties of the Board**

The Board shall resolve on issues that are within its competence as a matter of law and regulations and under the Articles of Association. In particular, the Board determines the orientations of the operations of the Company and ensure that they are implemented in compliance with the corporate interest of the Company, taking into consideration the environmental and social issues related to the Company's activity. In addition, pursuant to applicable law, subject to those powers expressly granted to the Shareholders' General Assembly and within the limits set by the corporate purpose of the Company, the Board may decide to deal with any issue of relevance to the proper functioning of the Company and shall, through its deliberations, settle matters in relation thereto. It shall in all circumstances act in the corporate interests of the Company, seeking to promote long-term value creation.

The Board shall carry out or cause to be carried out such verifications as it deems fit. As part of its mission, the Board shall have, *inter alia* and without prejudice to the Reserved Matters (as such term is defined below), the following rights, powers and obligations:

- (i) to be kept informed of any important event affecting the affairs of the Company, and more generally of trends in the markets, in the competitive environment, and the main challenges faced by the Company, including its social and environmental responsibilities;
- (ii) to determine the strategic orientations of the Company and its subsidiaries (the "**Group**") after consulting with and taking into consideration the advice, proposals, recommendations and opinions (if any) from the Strategic and Finance Committee;
- (iii) to appoint and dismiss the Chairman, CEO and the Deputy CEO (upon the CEO's proposal) and any other Deputy CEO of the Company that would be appointed or dismissed (upon CEO's proposal);
- (iv) to decide on the separation or combination of the roles of Chairman and Chief Executive Officer;
- (v) to establish any Committee (as defined below) and assess the appropriateness of establishing other special Committees on a permanent or temporary basis; to determine the composition of such Committees with regard to the issues they will examine, and ensure they function properly;
- (vi) to examine on a regular basis, consistently with the strategy determined by the Board and, taking into consideration the advice, proposals, recommendations and opinions (if any) of the Committees, the opportunities and risks (in particular of a financial, legal, operational, social or environmental nature) to which the Group is exposed, and the measures taken in response;
- (vii) to ensure that the necessary mechanisms are in place to prevent and detect corruption and influence peddling, and obtain all necessary information to that effect;
- (viii) to set the compensation of the Chairman and CEO, Deputy CEO and directors, after consulting with and taking into consideration the advice, proposals, recommendations and opinions (if any) from the Remuneration, Nomination and Governance Committee;
- (ix) to determine, upon the Chief Executive Officer's proposal, and taking into consideration the advice, proposals, recommendations and opinions (if any) of the Remuneration, Nomination and Governance Committee, Corporate and Social Responsibility Committee, targets in terms of gender balance within the senior executive bodies (*instances dirigeantes*) and ensure that the Chairman and CEO and the Deputy CEO implement a global non-discrimination and diversity policy within the Group;
- (x) to exercise control over the way the Company is managed and oversee the quality of information provided to the public including establishing the Company's financial communication policy;
- (xi) to be kept regularly informed of the financial position, cash position and commitments of the Group by the CEO and Deputy CEO; and
- (xii) to convene the Shareholders' General Assembly, and determine the agenda of such meeting.

The prior authorization of the Board is required in the cases provided for by law, in particular for (i) sureties, endorsements and guarantees (*cautions, aval et garanties*), it being understood that the Board may delegate authority to the Chairman and CEO (*PDG*) to grant such sureties, endorsements and guarantees in accordance with applicable laws, and (ii) the related party transactions referred to in Article L. 225-38 and *seq* of the French Commercial Code. The Board regularly assesses, under the conditions described in point 8 below, whether the agreements relating to customary transactions and

entered into at arm's length conditions (unregulated related party agreements "*opérations courantes conclues à des conditions normales*") meet these conditions.

For the purposes of the Company's internal organization, the matters listed below shall be authorized by the Board prior to their implementation by the Chief Executive Officer and/or the management (the "**Reserved Matters**").

The following Reserved Matters shall be subject to the Qualified Majority rule (the "**Major Decisions**"); "**Qualified Majority**" shall mean, for a Board of 10 members, 8 Board members including 2 independent Board members (such majority being adapted downwards in case the number of employee representatives would be reduced or more generally the number of Board members is less than 10, i.e., for a Board of 9 members, the Qualified Majority would be 7 Board members including 2 independent Board members and for a Board of 8 members, the Qualified Majority would be 6 Board members including 2 independent Board members) to vote in favor for the Major Decisions to approve:

- (i) any material reorganization;
- (ii) the delisting of the Company and/or the listing of a Group company;
- (iii) a proposal to the Company's shareholders meeting of a merger or demerger or spin-off transaction or contribution or any transaction of similar effect, whether by the Company or its subsidiaries (excluding intra-Group reorganizations), in each case with a transaction value in excess of €50 million either per operation or per series of related operations;
- (iv) any disposal of significant shareholdings, strategic assets, transfer of any entity or activity, whether by the Company or its subsidiaries, with a transaction value in excess of €50 million;
- (v) any acquisition of shareholdings or assets for consideration (adjusted as appropriate on a debt free and cash free basis) in excess of €50 million, whether by the Company or its subsidiaries;
- (vi) inception, material amendment or termination of any material joint venture or partnership, whether by the Company or its subsidiaries, subject to a materiality threshold of €50 million of committed investment for the inception or amendment of a joint-venture/partnership, or subject to the relevant Group company being liable to make a payment or incurring costs of more than €50 million for the termination of a joint-venture/partnership;
- (vii) any capital increase or issue of equity securities or securities granting access, whether immediately or in the future, to the share capital of the Company or a material subsidiary, of any kind whatsoever, in each case to the benefit of a third party to the Group;
- (viii) any redemption and cancellation of equity securities by any Group company (save for intra-Group transactions and non-material transactions);
- (ix) any material change in the strategy of a material business line or branches of activity (through the creation, abolition, reduction, restructuring or relocation of such material business line or branches of activity);
- (x) any proposal to the Company's shareholders of material changes to the by-laws of the Company or of any of its material subsidiaries or joint ventures (except for amendments imposed by law or regulation);
- (xi) approval and amendment of the annual Group's budget and business plan, it being specified that the Board will be informed quarterly on the performance of the Group by comparison to the budget;
- (xii) any borrowing or other debt financing with third parties for an amount in excess of €50 million (other than drawings under the RCF), guarantees or security interest to third parties in relation to such borrowing or debt financing, excluding, for the avoidance of doubt, operational financing in the ordinary course of business (factoring, etc.) and bond,

endorsement, indemnity undertaking for contracts or agreements entered into in the operation of the business;

- (xiii) any proposal or payment concerning any dividend, reserve distribution or any other distribution, of any nature whatsoever, by the Company for the benefit of the Company's shareholders;
- (xiv) any decision to initiate or to implement any insolvency procedure, dissolution, winding-up or liquidation (or any similar procedure in each applicable jurisdiction), of the Company or one of its material subsidiaries (except if intra-Group), or to appoint a court-appointed administrator, in each case other than as required by law or regulation or which involves the liability of the relevant legal representatives for failing to take the relevant decision;
- (xv) any decision to participate in any project or to enter into any agreement (including contracts with guaranteed rents) for an annual amount exceeding €100M;
- (xvi) any significant change in the pension plans and profit-sharing plans;
- (xvii) the creation or material amendment to stock option plans, stock subscription plans, bonus share or plans for the attribution of free shares of the Company or of any other Group company (or any other similar instrument or incentive plan) to the benefit of the officers and/or employees of the Group or of certain categories of employees;
- (xviii) any establishment of material operations in a new jurisdiction or starting up a new business involving material expenditures (excluding, for the avoidance of doubt, the launching of new seamless tubular products); and
- (xix) the initiation or settlement by a Group company of any litigation or arbitral proceedings where the amount at stake for the Group is in excess of €10 million or relating to a claim having a material reputational impact on the Group.

The CEO of the Company will discuss with the Board members on an ad hoc basis any item from the above Reserved Matters which falls below the threshold specified or any other item which is not specifically captured in the Reserved Matters but, in each case, is considered by the Chairman and CEO material or important to the operations and affairs of the business.

The following Reserved Matters shall be dealt with at the Board level subject to simple majority rule of members present or represented:

- a) approval of the Company's financial statements and consolidated financial statements and of any material change in the accounting principles applied by the Group companies for the preparation of their financial statements, except for amendments imposed by applicable law or accounting standards;
- b) any transaction with related parties (whether or not contemplated in the budget) as defined under articles L. 225-38 of the French Commercial Code, save for intra-Group transactions referred to under L. 225-39 of the French Commercial Code (which are not subject to any authorization from the Board);
- c) the appointment, renewal or dismissal of the statutory auditors; and
- d) any decision submitted to the Board other than the Major Decisions.

To the extent a Reserved Matter is subject to simple majority rule, has been provided for and detailed in the annual budget approved by the Board, and specifically described therein, it does not need to be subject to another decision of the Board.

For any of the above decisions that request Board approval, the Chairman and Chief Executive Officer (*PDG*) will make sure that the Board is informed sufficiently in advance in the process and on a regular basis so as to be able to make an informed decision.

When applicable, the Board's prior authorization will be required for the Company and for the companies it controls within the meaning of Article L. 233-16 of the French Commercial Code (scope of consolidated companies).

### **3. Performance of the Board's duties**

#### **▪ Board meeting agenda**

The Chairman and CEO (*PDG*) shall set the agenda of each Board meeting after consultation with the Vice Chairman.

Except where circumstances require a shorter deadline, the Board members shall receive copy of the agenda at least five (5) business days prior to each Board meeting. In cases where circumstances require a shorter notice, the consent of at least the Vice Chairman and Lead Independent Director, one Board member appointed upon proposal of each group of shareholders representing more than 5%, and one independent director (other than the Vice Chairman and Lead Independent Director) shall be required.

The Vice Chairman and Lead Independent Director shall be entitled to propose additional item(s) to the agenda upon prior written notice to the Chairman and CEO (*PDG*) who shall take care of including such additional item(s) in a timely manner. Each Board member shall be entitled to propose additional item(s) to the agenda upon prior written notice to the Chairman and CEO (*PDG*) who shall decide whether to include such additional item(s) (acting reasonably). During each Board meeting, additional items may be suggested by any Board member and they will be added to the agenda subject to the agreement of a simple majority of the Board members present or represented.

#### **▪ Information**

The Chairman and CEO (*PDG*) shall maintain a regular, fulsome and transparent dialogue with the Vice Chairman on the business affairs and condition of the Company.

In the performance of its duties, the Board shall be regularly informed by the Chairman and CEO (*PDG*) and/or, as applicable, the Deputy CEO (*directeur général délégué*) of any significant event relating to the Group's affairs. In particular, the Chairman and CEO (*PDG*) shall provide each Board member with any information and document necessary to the performance of his/her/its duties.

Aside from the above provisions, the Board shall be provided with regular updates on the business affairs and conditions of the Company by the Chairman and CEO (*PDG*) in accordance with scheduled Board meetings or on an ad hoc basis without delay to the extent material.

Whenever a member of the Board has indicated that he/she/it is in a conflict of interest or a potential conflict of interest in relation to a subject due to be discussed by the Board in accordance with paragraph 10 below, the Chairman and CEO (*PDG*) shall ensure, with the support of the Remuneration, Nomination and Governance Committee, that information relating to this subject is not shared with this member, without prejudice to the obligations of this member as outlined below.

### **4. Operating procedure of the Board**

The Board shall elect a Chairman (who is currently also the CEO), and a Vice Chairman from within its members for a term that corresponds to their term of office as a member of the Board. Each of the Chairman and CEO (*PDG*) and the Vice Chairman may be re-elected and can be dismissed, at any time, by the Board. They have a particular responsibility for convening the Board and leading its discussions, it being specified however that the powers of the Vice Chairman shall be carried out, with respect to leading discussions, in the absence of the Chairman and CEO (*PDG*) at a Board meeting or at the Chairman and CEO's (*PDG*) request and with respect to convening the Board meetings, in the case that the Chairman and CEO (*PDG*) is temporary not in capacity of discharging his duties, and under the same conditions. If so required upon the Chairman and CEO (*PDG*)'s request, the Vice Chairman shall provide assistance in the execution of the Chairman and CEO (*PDG*)'s tasks.

The Board shall hold at least five meetings per year (including one meeting in relation with the approval of the annual budget presented by the Chairman and CEO) and it shall specify the frequency and timing of its meetings.

Meetings of the Board, convened by the Chairman of the Board or the Vice Chairman, as applicable in compliance with the first paragraph of this paragraph 4 (the “**Convening Person**”), shall be held at the Company’s head office or, either (i) in exceptional circumstances as determined by the Convening Person (acting reasonably) or (ii) as agreed to by a majority of the Board, at any other location decided on by the Convening Person. Members of the Board may take part in Board discussions (debates and votes) via video conferencing or via telecommunication systems (including by telephone), except where such means are prohibited by law or regulation (i.e., under currently applicable law and regulation, with respect to approval of individual accounts (*comptes annuels*), consolidated accounts (*comptes consolidés*), individual management report (*rapport de gestion*) and group management report (*rapport sur la gestion du groupe*)). Such members shall be deemed to be present for the purposes of calculating the quorum and the majority. This provision shall also apply to any permanent guests or outside speakers invited by the Chairman and CEO (*PDG*), as the case may be.

The Board may only make decisions if at least half of its members are present or deemed to be present, without regard to represented members. If a quorum is not satisfied at the regularly scheduled meeting, another meeting shall be scheduled one week thereafter, with prompt notice of time, location and teleconference or video details, to all Board members. Without prejudice to any Major Decision to be taken at the Qualified Majority, decisions shall be taken with a majority of the members present, deemed to be present or represented.

In the event of a tie (i.e., same number of votes in favour and against the decision in question) with respect to a decision that must be made at simple majority (the “**Deadlock Situation**”), the Chairman and CEO (*PDG*) and the Vice Chairman shall meet as soon as reasonably practicable after the concerned Board meeting in order to try to resolve the dispute in view of breaking the tie. If the Board members fail to resolve the dispute at a second meeting convened within ten (10) business days after the first meeting, they shall adopt a mediation procedure whereby they shall cooperate to select and appoint an appropriate third party individual as mediator (the “**Mediator**”) (the “**Mediation Procedure**”). The role of the Mediator shall be to mediate the difference of opinion and suggest solutions to the dispute which may be acceptable to the Board members. The Board members shall give due consideration to the decision or recommendation of the Mediator, but the decision or recommendation shall not be binding upon the Board members (the “**Tie-Breaking Procedure**”).

In accordance with Article 10.4 of the Articles of Association, the Board has the power to take certain decisions within the scope of the Board’s own powers by written consultation, by electronic mail and/or via the Board’s dematerialization tool, such as:

- (i) the provisional appointment of members of the Board in the event of a vacancy on the Board as a result of death or resignation;
- (ii) the authorization of sureties, endorsements and guarantees (*cautions aval et garanties*) given by the Company; and
- (iii) the transfer of the registered office in the same department;

and, more generally, any decision falling within the Board’s own powers expressly referred to by the law or regulations in force, as being able to be made through written consultation.

In each case referred to in the preceding paragraph, the Chairman and CEO (*PDG*) shall send to each member of the Board the text of the proposed resolutions as well as the documents required for the information of the members. The members of the Board must cast their vote within the time limit indicated in the consultation, which may not be less than two (2) business days from receipt of the consultation documents. The consultation shall be closed in advance if all members have cast their votes. Any Board member who has not sent his response to the Chairman and CEO (*PDG*) within the applicable deadline will be deemed not to have participated in the decision. During the response period,

members may submit written questions to the Chairman and CEO (*PDG*). At the initiative of the Chairman and CEO (*PDG*), especially if the Vice Chairman so requests (in which case the Chairman and CEO (*PDG*) shall take the necessary actions to have such other persons be solicited in a timely manner unless the Chairman and CEO has good cause not to do so (acting reasonably), other persons with special expertise in the matters on the agenda may be asked to give their views (for the avoidance of doubt, such persons will not be entitled to vote) on the decision submitted to the written consultation. The decision may only be adopted if at least half of the members of the Board have participated in the written consultation. Without prejudice to any Major Decision to be made at the Qualified Majority, the decision shall be made by a majority of the members participating in such consultation. In the event of a tie (i.e., same number of votes in favour and against the decision in question, which must be made at simple majority), the Tie-Breaking Procedure shall apply.

All oral discussions and written materials, documents and/or communication, of any kind, shall be in English (except for statutory documentation which shall be in French). French courtesy translation can also be provided at the request of any Board member and/or Committees. In case of discrepancy between the English and French versions of any document, the English version shall prevail, except for minutes or other statutory documentation (accounts, management report, etc.) whose official language is French in accordance with applicable laws and regulations.

The Board shall appoint a Group employee as secretary to the Board who shall draw up minutes of the Board's discussions and its written consultations, and who shall be empowered to issue and certify copies or extracts.

In the exercise of their duties, members of the Board have collectively the authority to communicate on an ad hoc basis and/or organize formal meetings, with reasonable prior notice, with key members of the Group's senior management, with or without the Chairman and CEO (*PDG*) or the Deputy CEO (*Directeur Général délégué*) being present. The Chairman and CEO (*PDG*) and the Deputy Chief Executive Officer (*Directeur Général délégué*) must be given prior notice of any meeting to be held with key members of the Group's senior management in the absence of the Chairman and CEO (*PDG*) or the Deputy CEO (*Directeur Général délégué*).

During its final annual meeting, the Board shall examine the costs and expenses that it incurred during the current financial year to fulfil its duties.

Members of the Board shall be entitled to reimbursement, upon receipt of appropriate documentation, for any travel expenses incurred by them in the interests of the Company. These costs and expenses shall be taken from the Board's operating budget.

## **5. Vice Chairman / Lead Independent Director**

The Board has decided that the roles of Vice Chairman and Lead Independent Director shall be discharged by the same person who shall have responsibility for the following areas:

### **• Preventing conflicts of interest**

Notwithstanding the obligation incumbent on each member of the Board (including the non-voting members) to declare conflicts of interests as stipulated in paragraph 10 of the Board Internal Rules, the Vice Chairman and Lead Independent Director shall bring any actual or potential conflict of interest situation that he/she has identified, to the attention of the Board. In relation to conflict of interests, he shall undertake a preventive awareness raising measure amongst the members of the Board (including the non-voting members).

### **• Compliance with the Board Internal Rules**

The Vice Chairman and Lead Independent Director shall ensure compliance with the Board Internal Rules. He shall in particular bring to the Chairman and CEO (*PDG*)'s attention any observations relating to compliance with the AFEP-MEDEF Code and the "Code of Good Practice on Transactions and Insider Dealing of Company's shares" referred to in paragraph 10 of the Board Internal Rules.

- **Performance of the Board's duties by its members**

Notwithstanding the obligation to keep themselves abreast of affairs that is incumbent on each member of the Board as stipulated in paragraph 10 of the Board Internal Rules, the Vice Chairman and Lead Independent Director shall ensure that the members of the Board are in a position to perform their duties under the best possible conditions, and in particular that they receive all material relevant information prior to the meetings of the Board.

- **Relations with the shareholders**

The Vice Chairman and Lead Independent Director must be informed by the Chairman and CEO (*PDG*) of the concerns (if any) expressed to the Chairman and CEO (*PDG*) by any major shareholders of the Company not already represented on the Board and ensures that they receive a response thereto.

In the exercise of his duties, the Vice Chairman and Lead Independent Director has the authority to communicate on an ad hoc basis, or organize a formal meeting with shareholders of the Company, in particular to understand their questions, suggestions and concerns, and shall report those to the Chairman and CEO (*PDG*) and the Board.

- **Relations with the Board members**

The Vice Chairman and Lead Independent Director will maintain a regular open dialogue with each Board member and if necessary may act as a spokesperson for any request and suggestion made to the Chairman and CEO (*PDG*).

The fulfilment of the Vice Chairman and Lead Independent Director's role with respect to maintaining regular dialogue with each Board member shall be without prejudice to any other Board members' ability to do the same, each under their own responsibility.

- **Relationships with the management**

The Vice Chairman and Lead Independent Director will be in regular contact with the Chairman and CEO (*PDG*) and the Deputy CEO (*Directeur general délégué*) and will ensure that any information relevant to the Company is reported to the Board. Moreover, he will maintain a direct relationship with the Chief Financial Officer (assuming he/she is not the Deputy CEO), the Group General Counsel and the secretary of the Board.

The fulfilment of the Vice Chairman and Lead Independent Director's role with respect to maintaining a direct relationship with the Chief Financial Officer (assuming he/she is not the Deputy CEO), the Group General Counsel and the secretary of the Board shall be without prejudice to any other Board members' ability to do the same.

- **Reporting**

The Vice Chairman and Lead Independent Director shall report on the execution of his duties to the Board on a semi-annual basis.

- **Board agenda**

The Vice Chairman and Lead Independent Director shall be consulted by the Chairman of the Board on any Board meeting's agenda and can add/request additional items as appropriate (acting reasonably). He may ask the Chairman of the Board and CEO (*PDG*) to convene the Board with a specific meeting agenda, and the Chairman and CEO shall do so in a timely manner. He may also convene sessions without the presence of the executive officers (i.e., Chairman and CEO (*PDG*) and Deputy CEO), it being reminded for the avoidance of doubt that the Board cannot make binding decisions during those sessions.

- **Participation in Committees**

The Vice Chairman and Lead Independent Director may:

- (i) be appointed by the Board as Chairman or member of one or several special Committees. He/she shall be automatically invited to the deliberations and meetings of the



Remuneration, Nomination and Governance Committee even if he/she has not been appointed as a member of this committee by the Board, provided that this shall be without prejudice to the composition of the Committees referred to under paragraph 6 of the Board Internal Rules;

- (ii) may attend and participate in any Committee meetings, including Committees of which he/she is not a member (in such later case without being in position to vote); and
- (iii) has access at all times to the Board Committees Chairs (for which he/she is not himself/herself a Chair) with whom he/she is in regular contact.

To exercise his functions and powers, the Vice Chairman and Lead Independent Director (as well as the other members of the Board) may request, acting reasonably, any relevant documentation and information that he/she deems necessary to perform his duties.

## **6. Committees**

The Board may create special committees within the Board (together the “**Committees**”) whose role is to prepare for certain deliberations by the Board. These Committees issue proposals, recommendations and opinions within their areas of competence. Each Committee that is created has a set of internal rules that are attached as an Annex to these Board Internal Rules, which determines the Committee’s fixed duties and operating procedures. Each Committee must report on its activity to the Board.

The Board appoints the members of each Committee among Board members (excluding for the avoidance of doubt Observers), determines their duties and sets their compensation.

The Board has created as of 1<sup>st</sup> July 2021:

- (i) an Audit Committee; such Committee shall be composed of a maximum of 6 Board members including 2/3 (two thirds) independent Board members;
- (ii) a Remuneration, Nomination and Governance Committee; such Committee shall be composed of a maximum of 5 Board members including a majority of independent Board members and including one employee;
- (iii) a Strategic and Finance Committee; such Committee shall be composed of a maximum of 5 members; and
- (iv) a Corporate and Social Responsibility Committee such Committee shall be composed of a maximum of 4 members.

The Chairs of each of the Committees shall be entitled to request, any relevant information from the Chairman and CEO (*PDG*) deemed to be useful to the performance of the duties of each of these Committees.

Any recruitment, suspension or dismissal of the members of the Group executive committee or any other corporate officers, senior managers, or any employee who report directly to the Chairman and CEO (*PDG*), any significant change in their compensation (including pension plans, profit-sharing plans or special departure conditions) and the entry into, amendment or termination of an agreement with any of them, shall be subject to consultation with the Remuneration, Nomination and Governance Committee of the Board prior to a decision being made by the Chairman and CEO (*PDG*) and/or the Deputy CEO as applicable, the Chairman and CEO (*PDG*) and/or the Deputy CEO (as applicable) taking into consideration the proposals, recommendations and opinions (if any) from the Remuneration, Nomination and Governance Committee of the Board.

## **7. Assessment of the Board**

Once a year an item on the Board’s agenda is dedicated to a formal assessment of the Board’s and management’s performance, in accordance with the AFEP-MEDEF rules. The Board reports on this assessment in the minutes of the meeting concerned.

Each year, and prior to the publication of the annual report, the Board assesses the independence of each of its members in accordance with the AFEP-MEDEF Code.

The outcome of these findings will be brought to the attention of the shareholders in the Universal Registration Document and to the Shareholders' General Assembly during the election of the members of the Board.

#### **8. Annual review of related party transactions**

The Board reviews each year all the agreements concluded by the Company referred to the articles L.22-10-12 and L. 225-40-1 of the French Commercial Code, namely:

- (i) the related party transactions entered into and authorized during the last financial year or during previous financial years but whose execution was continued during the last financial year;
- (ii) agreements relating to customary transactions and entered into at arm's length conditions (unregulated related party agreements "*opérations courantes conclues à des conditions normales*") which have been entered into during the last financial year or during previous financial years but whose execution has been continued during the last financial year.

As part of this review, the Board reviews, in particular, the qualification and, where appropriate, reclassifies any agreements with interested parties (to regulated or unregulated agreements, as the case may be).

Persons directly or indirectly interested in any of these agreements do not participate in its assessment.

#### **9. Training of members of the Board**

When appointed, each member of the Board will, if he/she deems it necessary, receive training on the specifics relating to the Group, its business or sectors of activity and its social and environmental responsibility aspects.

#### **10. Duties of members of the Board**

Through their collegial adoption of the Board Internal Rules, each member of the Board confirms their commitment to:

- (i) familiarize themselves with their general or specific duties prior to assuming their role, relevant laws and regulations, by-laws of the Company, recommendations of the AFEP-MEDEF Code as supplemented by the Board may decide upon, as well as the Board Internal Rules;
- (ii) participate, unless specifically prevented from doing so, in Board meetings and, as appropriate, the Committee(s) they sit on as well as meetings of the Shareholders' General Assembly;
- (iii) keep themselves abreast of affairs. To this end, he/she/it must request from the Chairman and CEO (*PDG*) (in which case the Chairman and CEO (*PDG*) shall promptly forward such request to the Vice Chairman and Lead Independent Director) and/or the Vice Chairman and Lead Independent Director (in which case the Vice Chairman and Lead Independent Director shall promptly forward such request to the Chairman and CEO (*PDG*)) in due time, any information required to effectively contribute to the items included on the Board's agenda and, as appropriate, the Committee(s) they sit on;
- (iv) comply with the legal and regulatory obligations attached to his/her office and in particular comply with the law and recommendations of the AFEP-MEDEF Code on the holding of multiple directorships;
- (v) conduct themselves as a representative of all shareholders and to act in the Company's best interests at all times;
- (vi) notify the Board, in the event of any actual or potential conflict of interest situation, and

refrain from attending the debates or participating in the vote in the related resolutions and leave the Board meeting whenever it discusses a matter that would place them in such a conflict of interest situation. As a matter of principle, a Board member may not accept another directorship (*mandat social*) or position (notably as employee, board member, observer, voting or non-voting position in governance bodies, agent or advisory service provider), or make a significant investment (except for a “passive investment”, i.e. an investment for which they do not have any direct involvement in the management including *inter alia*, as board member, observer, voting or non-voting position in governance bodies, agent or advisory service provider), in any company or business operating in direct competition with the Group, without the prior consent of the Board. By way of exception, this rule does not apply to any legal entities who are Board members whose acceptance of another similar directorship or position will in each case be subject to discussions with the Board with a view to avoiding any risk of a conflict of interest. For the avoidance of doubt, the above-mentioned provisions shall not prohibit a member of the Board who manages or advises funds or limited liability partnerships, to provide advisory services to such entities which are making a passive investment (as defined above) in one entity in direct competition with the Group. Members of the Board as well as observers shall notify the Chairman and CEO (*PDG*) before accepting any new mandate with a company or business which is in competition or upstream or downstream of the Group, and promptly after in other cases. The Chairman and CEO (*PDG*) will communicate an opinion to the Board after consulting with the Remuneration, Nomination and Governance Committee;

- (vii) be a Company shareholder in a personal capacity for the duration of their term of office under the following conditions<sup>1</sup>:
  - a) hold at least fifty Company’s shares within three (3) months of their appointment; and
  - b) hold four hundred and fifty additional Company shares by, at the latest, 31 December of the year that follows them taking up their duties, so they may use the Board member fees made available to them.

If the copy of the shareholding certificate that he/she/it provides to the Company on 31 December of each year shows that the member does not hold the required number of shares, he/she/it will be deemed to have resigned from his/her/its position if he/she/it has not remedied their situation in the six months that follow (i) the starting point of his/her/its obligation<sup>2</sup> or, as the case may be, (ii) the date on which he/she/it ceases to be the owner thereof. The shares must be held in registered form for those acquired under the obligation stipulated in a) and in registered form or deposited with an approved financial instruments custody account-keeper for those acquired under the obligation stipulated in b);

- (viii) consider themselves a person discharging managerial responsibilities within the meaning of market abuse regulation (EU) n°516/2014 dated 16 April 2014 and as such to respect in particular the closed periods (*fenêtres négatives*) set by the Company during which such persons may not purchase, sell or take positions in the Company’s shares or in any other stock market instrument associated with the Company’s shares (options, warrants, etc.), i.e., in the thirty calendar days prior to the publications of annual and half-yearly results, and fifteen calendar days prior to the publications of 1st and 3rd quarters financial results, as well as on the day of these publications, and the following day, without prejudice to the legal and regulatory provisions in force on “insider” trading;

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<sup>1</sup> In accordance with Article L. 225-25 of the French Commercial Code, these provisions do not apply to members of the Board appointed pursuant to Articles L. 22-10-5, L. 22-10-6 and L. 22-10-7 of the aforementioned Code.

<sup>2</sup> When required, it is made clear that the starting point of the obligation is the day of appointment for the acquisition obligation stipulated in a) and 31 December of the year that follows them taking up their duties at the latest for the acquisition referred to in b).

- (ix) consider himself/herself/itself bound by a strict duty of confidentiality (*secret professionnel*) in relation to any non-public information, whatever the format (written or oral), gathered, as part of their duties, at a meeting of the Board or a Committee (in particular Board and Committee files, and discussions, debates and deliberations of the Board and Committees) or between two meetings (permanent information), and to take all appropriate measures to maintain confidentiality in particular to refrain from sharing this information with a third party when this information has not been made public;
- (x) declare, under the conditions set forth by legal and regulatory provisions, to the Financial Markets Authority (*Autorité des marchés financiers*) and to the Company those transactions carried out in financial instruments issued by the Company;
- (xi) respect the “Code of Good Practice on Transactions and Insider Dealing of Company’s shares”, of which the text has been forwarded to them and accepted by them; and
- (xii) comply with the ethical rules of the AFEP-MEDEF Code.

#### **11. Observer**

Without prejudice to the right to invite permanent guests and outside speakers, there may be a maximum of two non-voting observers to be appointed. Each non-voting observer can only be appointed by the Board at simple majority of the Board members present or represented at such meeting, upon proposal of a Board member. The non-voting observers can attend any Board meetings and any Committee meetings but the non-voting observers cannot participate in any vote. No fees or remuneration shall be allocated to the non-voting observers. The non-voting observers shall be entitled to a reimbursement, upon presentation of appropriate documentation, for any travel expenses incurred by them to attend a Board meeting or Committee meeting, in the interests of the Company. These costs and expenses shall be taken from the Board’s operating budget.

The previous provisions on conflict of interest situations also apply to non-voting observers. The non-voting observers are bound by the same duties and obligations as the Board members.

#### **12. Additions to the Board Internal Rules**

The Board Internal Rules may be amended or supplemented at any time by the Board.