Version approved on July 30, 2026

INTERNAL

RULES AND REGULATIONS

OF THE BOARD OF DIRECTORS

CONTENTS

PREAMBLE

1. THE BOARD OF DIRECTORS

1.1. Role of the Board of Directors
1.2. Role and powers of the Chair of the Board of Directors
1.3. Role and powers of the Chief Executive Officer (CEO)
1.4. Role and powers of the Lead Independent Director
1.5. Procedure to appoint Directors
1.6. Meetings of the Board of Directors
1.7. Evaluation of the Board of Directors

2. RULES APPLICABLE TO DIRECTORS

2.1. Information for directors
2.2. Duty of expression
2.3. Corporate purpose
2.4. Diligence
2.5. Number of directorships
2.6. Duty of loyalty and Conflicts of interest
2.7. Duty of confidentiality
2.8. Stock market ethics - Transactions on the Company's securities
2.9. Remuneration
2.10. Minimum stock ownership
2.11. Communication between the directors and the shareholders and/or potential investors

3. THE BOARD COMMITTEES

3.1. Appointment, Remuneration and Governance Committee
- **3.1.1.** Composition
- **3.1.2.** Operation
  - **3.1.2.1.** Meetings
  - **3.1.2.2.** Reports
- **3.1.3.** Specific duties
  - **3.1.3.1.** Propositions and/or recommendations to the Board of Directors
  - **3.1.3.2.** Additional responsibilities

3.2. Audit and Risk Management Committee
- **3.2.1.** Composition
- **3.2.2.** Operation
  - **3.2.2.1.** Meetings
  - **3.2.2.2.** Reports
- **3.2.3.** Specific duties
  - **3.2.3.1.** Accounts and financial information
  - **3.2.3.2.** Risk management and internal control
  - **3.2.3.3.** Internal audit
  - **3.2.3.4.** External audit
  - **3.2.3.5.** Other specific duties

3.3. New Businesses and M&A Committee
- **3.3.1.** Composition
- **3.3.2.** Operation

3.3.2.1. Meetings
3.3.2.2. Reports
3.3.3. Specific duties
3.4. Sustainability Committee
3.4.1. Composition
3.4.2. Operation
3.4.2.1. Meetings
3.4.2.2. Reports
3.4.3. Specific duties

*

* *

APPENDIXES

Appendix 1: New Director Onboarding Guide
Appendix 2: Procedure to appoint directors
Appendix 3: Procedure to evaluate the Board of Directors and its Committees

PREAMBLE

The Board of Directors is a collegial body that collectively represents all shareholders and acts under all circumstances in the interest of Viridien (the "**Company**").

These internal rules and regulations aim to supplement the Company's articles of association, in particular regarding the composition, operation and specific duties of the Board of Directors and its Committees. They are strictly for internal use and do not supersede Company's articles of association but rather implement them. The Company's Board Internal Rules and Regulations are subject to review by the Board of Directors as often as necessary.

The Board of Directors has established these Internal Rules and Regulations in accordance with the recommendations of the Corporate Governance Code of Listed Corporations published by AFEP and MEDEF (the "**AFEP-MEDEF Code**"), to which the Company refers voluntarily.

These Internal Rules and Regulations apply to all members of the Board of Directors. They must be communicated to and signed by each candidate for the position of director before they take office in accordance with the New Director Onboarding Guide (**Appendix 1**).

The Board of Directors adopted these internal rules and regulations on December 10, 2003 and last modified them on July 30, 2026.

1. THE BOARD OF DIRECTORS

1.1. Role of the Board of Directors

The Board of Directors defines the strategic orientations for the Company and ensures their implementation. Subject to the powers expressly reserved to the shareholders' meetings and within the limits of the corporate purpose, it reviews any critical question affecting the Company's proper operation or impacting sustainability. It endeavors to promote long-term value creation by the Company taking into consideration the social and environmental aspects of its activities. If applicable, the Board of Directors proposes any change to the Company's articles of association that it considers appropriate. It regularly reviews opportunities and risks such as financial, legal, operational, social and environmental risks as well as the measures taken accordingly. It is also responsible for regularly assessing the Company's exposure to cyber security risks.

At each meeting, the Board of Directors is informed of developments in the operating and financial activities of the Group's major business sectors since the previous meeting, including in the area of social and environmental responsibility.

This sectorial information is supplemented by a thorough review of the Group's consolidated financial situation, particularly in terms of debt, cash position and financial resources available on a short-term basis and in terms of forecasts.

Any operations that are significant for the Group's strategy, such as in particular the completion of external growth operations, key partnerships, asset sales or strategic investments, are subject to prior authorization by the Board of Directors provided the deal exceeds the threshold of 10 million USD. The Board of Directors is then kept regularly informed about progress of the operations in question.

In the area of social and environmental responsibility, the Board of Directors ensures in particular the implementation of:

- a mechanism to prevent and detect corruption and influence peddling;
- a non-discrimination and diversity policy, notably in respect of the balanced representation of men and women on the governing bodies; and
- multi-year strategic orientations on social and environmental responsibility: the General Management must inform the Board of Directors of the implementation of such orientations and the results obtained on a yearly basis. In terms of climate, the Board must include specific objectives for different time horizons in the Company's strategy. It shall annually review the results achieved and adjust them if necessary. The climate strategy shall be presented to the shareholders' meeting at least every three (3) years or in the event of a significant change.

1.2. Role and powers of the Chair of the Board of Directors

The Chair is the primary person with the capacity to speak on behalf of the Board of Directors. He/she organizes and oversees the activities of the Board of Directors, which are reported to the shareholders' meeting. He/she ensures that the corporate bodies operate in an efficient manner, in compliance with good governance principles. He/she ensures, in particular, that directors are in a position to fulfill their duties and are provided with information necessary to this end. The Chair is kept regularly informed by the Chief Executive Officer of the significant events related to the Group's business and may request from the Chief Executive Officer any specific information to enlighten the Board of Directors and its Committees. He/she may meet with the statutory auditors of the Company in order to prepare the works of the Board of Directors. His/her attendance at Committee meetings shall contribute to a comprehensive understanding of the Group's business, activities and strategic considerations.
Upon request of the General Management, he/she may also represent the Company in its high-level relationships with governmental authorities and the Group's major partners, whether in France or abroad. He/she may communicate directly with shareholders on corporate governance matters, including by participating in engagement calls with main shareholders and proxy advisors ahead of the annual general meeting.

1.3. Role and powers of the Chief Executive Officer (CEO)

The Chief Executive Officer oversees the Company's General Management. He/she manages the Group's Executive Leadership team (ELT). He/she is granted the broadest powers to act on behalf of the Company in any circumstances, subject to the powers vested in the Board of Directors or the shareholders' meeting by applicable law, and subject also to the Company's corporate governance principles (in particular the investment and expenses limits set by the Board of Directors). He/she represents the Company vis-à-vis third parties. He/she is responsible for the financial information released by the Company and presents, on a regular basis, the Group's results and prospects to the shareholders and the financial market. He/she reports on significant events for the Group's business to the Board of Directors and its Chair.

1.4. Role and powers of the Lead Independent Director

The Lead Independent Director plays a vital role in ensuring effective governance. The Lead Independent Director is appointed from among the independent directors by the Board.

The Lead Independent Director:

- manages and prevents conflicts of interest, ensuring proper identification, declaration and resolution (see 2.6 below);

- contributes to the Board agenda and may propose specific items for inclusion in the Board of Directors' agenda;
- ensures that key information is shared with Board members on time;
- facilitates communication with shareholders regarding governance matters if any concern is raised;
- convenes at least once a year the executive session in coordination with the Chair of the Appointment, Remuneration and Governance Committee;
- ensures compliance with the Board's internal rules and oversees the smooth functioning of the Board in coordination with the Appointment, Remuneration and Governance Committee;
- supports the recruitment and onboarding of new directors in coordination with the Appointment, Remuneration and Governance Committee (see Appendix 2).

The Lead Independent Director may, at any time, request the assistance of the Board Secretary in the performance of his/her duties.

1.5. Procedure to appoint directors

Directors are appointed pursuant to the procedure described in **Appendix 2**.

1.6. Board of Directors meetings

The Board of Directors meets at least four (4) times a year and whenever circumstances so require. In accordance with article R. 225-19 of the French Commercial Code directors may be represented at Board of Directors meetings by another director. Each director can represent only one (1) other director.

In the first semester of each year, the Board shall approve the calendar setting the dates and preliminary agenda of the Board and its Committees' meetings for the upcoming year.

The Board of Directors meets at least once a year in the absence of the Chief Executive Officer.

The statutory auditors are invited to attend the Board meetings, where their presence is mandatory pursuant to applicable regulations. They will have access to the minutes of all Board of Directors meetings, including those they have not attended.

Any person who might bring relevant information may also be invited to attend the Board and Committees' meetings.

Pursuant to article L. 225-37 of the French Commercial Code, the directors may take part in the Board's meetings by any means of telecommunication allowing for their identification and ensuring their effective participation in the meeting. They are then deemed present for the calculation of quorum and majority.

The Board of Directors, on the proposal of the Chair, shall appoint a Secretary. The Secretary ensures compliance with the operating procedures of the Board of Directors and establishes the minutes of the meetings.

The notices including the agenda of the meeting are sent by the Board's Secretary by email and are also uploaded on the dedicated secure website of the Board of Directors (the "**Board Portal**").

1.7. Evaluation of the Board of Directors

The Board of Directors organizes an annual evaluation of its operations and those of its Committees. This is a self-evaluation led by the Chair of the Appointment, Remuneration and Governance Committee with the assistance of the Board Secretary. Such assessment is supplemented once every three (3) years by an evaluation performed by an external consultant which includes individual interviews with each of the directors.

The procedure to evaluate the Board of Directors and its Committees is described in **Appendix 3**.

The results of these evaluations are analyzed by the Board of Directors and set the basis for action plans that are followed up annually, in particular by the Appointment, Remuneration and Governance Committee.

2. RULES APPLICABLE TO DIRECTORS

2.1. Information for the directors

The Chair ensures that the directors are able to perform their duties well. He/she ensures that each of them receives all documents and information necessary for the performance of his/her duties.

In preparation of each Board meeting, the Board's Secretary sends documentation to the directors containing all useful information for each meeting agenda item. This documentation is usually sent by uploading the documentation to the Board Portal. The documentation is made available to the directors early enough to enable them to study the content before the meeting in question.

In addition, the directors are informed by the management, between Board meetings, about any events or operations that are significant to the Company.

Press releases concerning the financial statements and any events or operations significant to the Company are sent to the directors in draft form with sufficient notice before publication to enable them to provide their comments to the Chair or the management. The other press releases are systematically sent to them at the time they are made available to the public by the Company.

Finally, the Company may implement any training initiative that the directors consider necessary for their good understanding of the Group's businesses and its social and environmental responsibility aspects. The terms and conditions of these trainings shall be determined with the agreement of Board Chair.

2.2. Duty of expression

Each director has a duty to clearly express his/her opinions and shall strive to convince the Board of the relevance of his/her position.

2.3. Corporate purpose

Directors represent all the shareholders of the Company and must act according to the corporate purpose of the Company under all circumstances.

2.4. Diligence

Each director must devote the necessary time, care and attention to his/her duties. Before accepting any new position or office, he/she must consider whether he/she will still be able to fulfil this obligation at the Company. Unless he/she is genuinely unable to do so, he/she must attend all meetings of the Board of Directors and of any Committees of which he/she is a member, and all general meetings of shareholders.

2.5. Number of directorships

Pursuant to the provisions of the AFEP-MEDEF Code:

- the Chief Executive Officer may not hold more than two (2) additional directorships in listed companies outside the Group, including foreign companies. In addition, he/she must receive the opinion of the Board of Directors before accepting a new directorship in a listed company;
- a director may not hold more than four (4) additional directorships in listed companies outside the Group, including foreign companies. This recommendation will apply at the time of appointment or the next renewal of the director's term of office. The director should keep the Board of Directors informed of directorships held in other companies, including his/her participation on board committees of these French or foreign companies.

With regards to the Chair, the Board of Directors may draw up specific recommendations on this matter, taking into account his/her particular situation and the specific duties conferred to him/her.

2.6. Duty of loyalty and Conflicts of interest

Directors are bound by a duty of loyalty towards the Company. Directors must not act in their own interests, whether direct or indirect, against the interests of the Company.

Each director, as soon as he/she is aware, must inform the Board of Directors of any conflict-of-interest situation, even potential, between:

- on the one hand, the interests of the Company, and
- on the other hand, his/her personal interests, whether direct or indirect, including without limitation those that may involve him/her because of the duties or shares he/she may hold in other companies, or in his/her capacity as representative of a shareholder or group of shareholders.

The Chair of the Appointment, Remuneration and Governance Committee will be responsible for addressing and managing any conflicts of interest involving any Directors including the Lead Independent Director, except the Board Chair and the Director acting as Chief Executive Officer.

The Lead Independent Director will be responsible for managing and overseeing any potential conflicts of interest that concern the Board Chair, the Chief Executive Officer and the Chair of the Appointment, Remuneration and Governance Committee.

In case of potential conflict of interest, the relevant Director shall abstain from attending the debate and taking part in voting on the related resolution. This obligation is complemented by an annual formal statement provided to the Company by each Director, testifying that he/she is not involved in any conflict of interest.

In addition, the Board Chair, the directors and the Chief Executive Officer shall not be required to send to the concerned director, or to the director for whom they have reasonable grounds to believe that he/she is in a conflict of interest within the meaning of this article, information or documentation relating to the agreement or operation that is the source of the conflict of interest. In the event that this information or documentation is not sent to the concerned director, the Board of Directors will be informed.

Finally, the directors, as soon as they are aware and, in any case, each year in the two (2) months following the end of the financial year, shall inform the Company of:

- within the last five (5) years:
  - any directorship or position held outside the Group controlled by the Company, whether the directorship or position is still in force or expired,
  - any conviction for fraud, association with a bankruptcy, receivership, or liquidation,
  - any official public accusation and/or penalty by statutory or regulatory authorities,
  - any order issued by a judge barring the director from acting as a member of an issuer's management, administration or supervisory body;
- any agreement they may have entered into, directly or indirectly, through an intermediary or through a company in which they have a directorship or position, with the Company or any of its subsidiaries. In such a case, the Board of Directors will determine if the agreement:
  - falls within the scope of related-party agreements defined by article L. 225-38 of the French Commercial Code; in which case the agreement will have to be priorly approved by the Board of Directors, or
  - fulfils the conditions of the agreements related to ordinary transactions and entered into under normal conditions within the meaning of article L. 225-39 of the French Commercial Code: in such a case, the procedure referred to in article L. 225-38 of the French Commercial Code could be ruled out and the classification of an agreement relating to ordinary transactions and entered into under normal conditions will be regularly reassessed in accordance with the Charter of the periodic assessment of these conventions adopted by the Board of Directors and available on the Company's website.

2.7. Duty of confidentiality

The directors are required to observe discretion concerning confidential information regardless of whether the information is indicated as such by the Board Chair. Confidential information includes without limitation the following:

- The contents of the debates and deliberations of the Board of Directors and its Committees; and
- All information and documents:
  - that are presented at the meetings of the Board of Directors and its Committees;
  - that are communicated to the directors for the preparation of their work; or
  - of which the directors are or should be aware as part of their duties.

2.8. Stock market ethics - Transactions on the Company's securities

As part of their duties, the directors have access to inside information that, if made public, could significantly influence the Company's share price or the value of any other securities issued by the Company. Inside information may relate to operating revenues, financial or budgetary estimates, investments, acquisitions or divestments, main discoveries, cessation of important manufacturing units, launching or withdrawal of products, significant changes in shareholding or general management, transactions affecting the capital, the dividend, or the occurrence or settlement of a dispute.

As a reminder, the directors are bound by applicable laws and regulations concerning stock market ethics, in particular Regulation (EU) No 596/2014 of the European Parliament and of the Council of 16 April 2014 on market abuse (the "**MAR**").

Consequently, in accordance with article 14 of the MAR, the directors must abstain from:

- using inside information to carry out, directly or indirectly, transactions on shares or debt securities issued by the Company, derivatives or other financial instruments related to these securities (the "**Securities**");
- knowingly allowing a third party to use inside information to carry out such transactions; and
- communicating inside information to third parties, even if by negligence.

Furthermore, and without prejudice to the preceding paragraph, the directors may not carry out any transaction on their own behalf or on behalf of a third party, whether directly or indirectly, on the Securities during the following black-out periods:

- the **thirty (30) calendar days**[1] preceding the publication of the Company's half-year or annual results; and
- the **fifteen (15) calendar days** preceding the publication of the Company's quarterly results.

These publications normally occur the last week of February or the first week of March, in May, the last week of July and in November. **The directors are not permitted to carry out transactions on the Securities until the day following the publication.**

Moreover, the directors may not carry out any speculative or hedge transactions on the Securities.

In accordance with article 19.1 of the MAR, the directors and persons closely associated with them are required to declare to the French Financial Markets Authority (*Autorité des marchés financiers* or AMF) and to the Company, to the attention of the General Secretary (general.secretary@viridiengroup.com), all transactions carried out on their behalf on the Securities.

The directors must notify in writing the persons closely associated with them of their declaration obligations and keep a copy of this notification.

The declaration to AMF of the transaction carried out must be completed **within three (3) business days of the transaction date**.

[1] *Period set by article 19.11 of the MAR.*

In accordance with article 19.9 of the MAR, the declaration threshold has been set at **€50,000** per person over the course of one (1) calendar year. Once the cumulative amount of the transactions carried out on the Securities surpasses this threshold, the concerned person is required to declare all the transactions carried out.

The declaration must be filed on the AMF's centralized system known as "ONDE" at the following address:

https://onde.amf-france.org/RemiseInformationEmetteur/Client/PTRemiseInformationEmetteur.aspx

Any director may at any moment consult the Company's Legal Department/General Secretary for any question concerning his or her abstention or declaration obligations related to transactions on the Securities as well as the AMF's filing system. The Company Legal Department is available to assist the directors with their declarations. However, as a reminder, the obligation to declare such transactions remains the director's personal responsibility.

2.9. Remuneration

The directors receive an annual remuneration pursuant to their office, the total amount of which is determined annually by the shareholders' meeting according to article 11 of the Company's articles of association.

The allocation procedures of this remuneration are determined by the Board of Directors following recommendation of the Appointment, Remuneration and Governance Committee and are approved by the shareholders' meeting, in the context of the approval of the remuneration policy applicable to the corporate officers. They take into account the directors' actual attendance and their membership on the Committees. The amount thus allocated to directors includes fixed and variable parts. In accordance with article 22.1 of the AFEP-MEDEF Code, the variable part must be predominant.

2.10. Minimum stock ownership

In accordance with article 8.5 of the Company's articles of association and article 21 of the AFEP-MEDEF Code, each director is subject to a minimum stock ownership requirement. To this end, each director (except the director(s) representing the employees) shall own at least:

- two hundred (200) shares[2] of the Company, for directors with first appointment at the Board of Directors before May 15, 2024; and
- a number of shares of the Company amounting to at least 30,000 euros (based on the share price at the purchase date), for directors with first appointment at the Board of Directors as of May 15, 2024.

The Company shares must be kept under the director's own name or through a company of which he/she is able to provide evidence of his/her 100% ownership of shares and voting rights.

Newly appointed directors will have six (6) months as from their appointment date to comply with this provision.

[2] or American depositary shares (ADS)

2.11. Communication between the directors and the shareholders or potential investors

The Board of Directors considers that only the Board Chair and the Chief Executive Officer have the capacity to speak for the Company. Nevertheless, individual board members may, from time to time, be contacted directly by shareholders or potential investors. In such a case, directors must inform the Board Chair and the Chief Executive Officer. In order to ensure the consistency of the communication between the Company and its shareholders and/or potential investors, no meeting between a director and a shareholder or potential investor may be held without the Board Chair and the Chief Executive Officer's prior approval.

3. BOARD COMMITTEES

The Board of Directors has instituted the following four (4) specialized Committees:

- the Appointment, Remuneration and Governance Committee;
- the Audit and Risk Management Committee;
- the New Businesses and M&A Committee; and
- the Sustainability Committee.

3.1. Appointment, Remuneration and Governance Committee

3.1.1. Composition

The Committee is composed of at least three (3) directors appointed by the Board of Directors to serve until a substitute is appointed or they leave the Board of Directors. Under exceptional circumstances, the Committee may operate with two (2) members. The Board of Directors appoints the Chair of the Appointment, Remuneration and Governance Committee from among the Committee's members.

The Committee may also appoint a secretary from outside the ranks of its members.

In accordance with article 18.1 of the AFEP-MEDEF Code, the Committee shall be composed of a majority of independent directors[3]. It is chaired by an independent director and includes among its members a director representing the employees. The Committee does not include among its members any executive officer.

3.1.2. Operation

3.1.2.1. Meetings

The Committee meets at least three (3) times a year at its Chair's initiative or at the request of the Board Chair. Furthermore, each Committee member, if he/she considers it necessary to discuss a specific issue, may propose holding a Committee meeting to the Committee's Chair.

The documents related to the agenda items shall be provided to the Committee members reasonably in advance, by uploading the documents to the Board Portal.

[3] The Board of Directors annually determines which directors meet the independence criteria pursuant to the AFEP-MEDEF Code.

Members may be convened by any means, including by verbal notice, reasonably in advance. The meetings may also be held by telephone conference or videoconference and its members may attend them through these means.

The presence of at least half the members is required as a minimum quorum for a meeting to be validly held.

The Committee Secretary is any person designated by the Committee.

The recommendations, proposals, conclusions or comments of the Committee are decided by the majority of its members attending the meeting, each member holding one (1) vote.

The following persons shall attend the Committee meetings:

- the Board Chair,
- the Group Chief Human Resources Officer,
- the Group Compensation Director.

The Chief Executive Officer as well as the members of the Executive Leadership team (ELT) or any persons who might bring relevant information about the topics covered may also be invited to the Committee meetings.

3.1.2.2. Reports

Minutes of each Committee meeting shall be prepared for approval at the following Committee meeting.

The meeting minutes shall be kept at the Company's registered office by the Committee Secretary.

The Committee shall report its work at the next Board of Directors meeting in the form of a presentation by the Committee Chair that lays out the Committee's potential reflections, opinions, conclusions and recommendations. The Chair shall inform the Board of Directors without delay of any difficulties encountered.

Furthermore, the Committee Chair shall submit to the Board of Directors a report whenever the Board of Directors must make a decision related to a director's appointment or remuneration issue.

3.1.3. Specific duties

The Committee is responsible for monitoring governance matters, notably the appointment and renewal of Board members and corporate officers, as well as matters involving their compensation, especially with respect to articles 18 and 19 of the AFEP-MEDEF Code. The Committee is also in charge of the review of the succession planning of Board members and corporate officers, the gender equality and equal opportunity policies, including the diversity policy, the assessment of the functioning of the Board and its Committees.

The Committee may be assisted by an independent external consultant in the performance of its duties.

In this scope, the main duties of the Committee are the following:

3.1.3.1. Propositions and/or recommendations to the Board of Directors

The Committee is responsible for formulating proposals and/or recommendations to the Board of Directors related to:

Package of the corporate officers

- the global remuneration policy applicable to the corporate officers (*mandataires sociaux*), including but not limited to:
  - the procedures for setting the variable part of the remuneration and the possible grant of benefits in kind; and
  - the maximum amount of the total annual remuneration allocated to the directors and the related allocation rules;
- all provisions related to corporate officers' pension plans;
- the deferred elements of the corporate officers' remuneration packages (pension, protection letter) to be submitted to the annual shareholders' general meeting;
- the evaluation of financial consequences on the Company's financial statements of all remuneration elements for corporate officers;
- the contracts between the Company and a corporate officer;

Performance of the CEO and Board, and succession planning

- carrying out the performance evaluation of the Board of Directors and its Committees;
- carrying out the performance evaluation of the Board Chair and of the Chief Executive Officer;
- the possible candidacies for filling directorships, corporate officer positions or positions as a member of a Board Committee: the Committee shall identify priority skills in future director appointments and should initiate discussions on the matter with the Board;

Other

- reviewing Diversity and Inclusion metrics and initiatives;
- the annual review of the independence of Board members;
- the implementation of capital increases reserved for the employees; and
- the implementation of equity-based plans (e.g. stock options, performance shares, etc.)
- examining the remuneration of the Executive Leadership team (ELT);
- reviewing the Internal Rules and Regulations of the Board of Directors;
- reviewing the remuneration data and other related information to be publicly disclosed by the Company in its annual reports and any other reports to be issued pursuant to applicable laws and regulations; and
- interacting with the Sustainability Committee regarding the Group's CSR performance.

The Committee may also be led to consider any question that might be submitted to it by the Chair in connection with one of the matters mentioned above.

3.2. Audit and Risk Management Committee

3.2.1. Composition

The Committee is composed of at least three (3) members designated by the Board of Directors, at least one (1) of whom must have the specific expertise in finance, accounting, or

financial audit in accordance with the provisions of article L. 821-67 of the French Commercial Code. Under exceptional circumstances, the Committee may operate with two (2) members.

In accordance with article 17.1 of the AFEP-MEDEF Code, at least two-thirds of the Committee's members shall be independent directors, and the Committee shall be chaired by one (1) of them. The Board of Directors appoints the Chair of the Audit and Risk Management Committee from among the Committee's members. The Board Chair shall not be a member of the Audit and Risk Management Committee.

The Committee may also appoint a secretary from outside the ranks of its members.

3.2.2. Operation

3.2.2.1. Meetings

The Committee meets at least four (4) times a year, in principle before each meeting of the Board of Directors. If circumstances so require, it may also hold supplementary meetings upon notice given by its Chair or by the Board Chair. Furthermore, each Committee member, if he/she considers it necessary to discuss a specific issue, may propose holding a Committee meeting to the Chair.

Members of the Audit and Risk Management Committee may be convened by any means, including by verbal notice, reasonably in advance.

The documents related to the agenda items shall be provided to the Committee members reasonably in advance, by uploading the documents to the Board Portal.

The presence of at least half the members is required as a minimum quorum for a meeting to be validly held. The Committee meetings may also be held by telephone conference or videoconference and its members may attend them through these means.

The following persons shall attend the Committee meetings:

- the Board Chair,
- the Group Chief Financial Officer,
- the Group Controller and Chief Accounting Officer, and
- the Group Internal Audit Director.

The Chief Executive Officer, other members of the Executive Leadership team (ELT), the statutory auditors or any persons who might bring relevant information about the topics covered may also be invited to the Committee meetings.

In the scope of its activities, the Committee may also meet, without the General Management being present, with the statutory auditors, the Group Chief Financial Officer, the Group Controller and Chief Accounting Officer, the Group General Counsel, the Group Internal Audit Director or any other senior executive of the Group. The Committee may have access to all information made available to the statutory auditors and, in a general manner, to all information that it considers necessary for the performance of its duties.

The recommendations, proposals and conclusions of the Committee are decided by the majority of its members attending the meeting, each member holding one (1) vote.

3.2.2.2. Reports

Minutes of each Committee meeting shall be prepared for approval at the following Committee meeting.

The meeting minutes shall be kept at the Company's registered office by the Committee Secretary.

The Committee shall report its work at the next Board of Directors meeting in the form of a presentation by the Committee Chair that lays out the Committee's potential reflections, opinions, conclusions and recommendations. The Chair shall inform the Board of Directors without delay of any difficulties encountered.

3.2.3. Specific duties

The responsibilities of the Audit and Risk Management Committee are set forth in article L. 821-67 of the French Commercial Code and are described below.

The Committee is responsible for monitoring issues relating to the preparation and control of the Company's accounting and financial information.

The Committee may be assisted by an independent external consultant in the performance of its duties.

In this scope, the main duties of the Committee are the following:

3.2.3.1. Financial and extra-financial information:

The Committee is in charge of:

- Reviewing and discussing with General Management and the statutory auditors the following items:
  - the consistency and appropriateness of the accounting methods adopted for establishment of the corporate and consolidated financial statements, as well as their consolidation perimeter,
  - the draft annual statutory and consolidated accounts, half-year and quarterly consolidated financial statements along with their notes, and especially off-balance-sheet arrangements, and
  - the quality, comprehensiveness, accurateness and sincerity of the Company's financial statements;
  - providing a prior opinion regarding the quality, comprehensiveness, accurateness and sincerity of the Company's extra financial reporting to the Sustainability Committee during a common session;
- Hearing the statutory auditors reporting on their review, including any comments and suggestions they may have made in the scope of their audit;
- Examining the draft press releases related to the Group's financial results and proposing any modifications deemed necessary;
- Reviewing the Universal Registration Document; and
- Reviewing any financial and accounting question that appears important to the Committee.

3.2.3.2. Risk management and internal control:

In accordance with the provisions of article L. 821-67 of the French Commercial Code, the Audit and Risk Management Committee shall monitor the effectiveness of the Company's internal control and risk management systems, and, if need be, of internal audit systems, in relation to the preparation and handling of accounting, financial and non-financial information, without prejudicing the internal audit's independence.

In this scope, the Committee is in charge of:

- Reviewing with the General Management:
  (i) the Company's policy on risk management,
  (ii) the analysis made by the Company of its major risks (risk cartography), including a collaboration with the Sustainability Committee during a common session for a pre-analysis of extra-financial risks, and
  (iii) the risk monitoring programs;
- Reviewing with the General Management (i) the roles and responsibilities with respect to internal control in the Company, (ii) the principles / rules of internal control defined by the Company on its general internal control environment (governance, ethics, delegation of authority, information systems...) and on the key processes (treasury, purchases, closing of the accounts, fixed assets...), (iii) the internal control quality as perceived by the Company and (iv) the significant deficiencies, if any, identified by the Company or reported by the statutory auditors (article L. 821-63 of the French Commercial Code) as well as the corrective actions put into place;
- Reviewing with General Management and, when appropriate, the statutory auditors the transactions binding directly or indirectly the Company and its executive officers;
- Ensuring the proper treatment, on an anonymous basis, of any feedback concerning a possible internal control problem or any problem of an accounting and financial nature;

3.2.3.3. Internal audit:

- Reviewing with General Management:
  - the organization and operation of internal audit,
  - its activities and notably the missions proposed in the scope of the internal audit plan approved by the General Management and presented to the Committee, and
  - results of completed internal audits.

3.2.3.4. External audit:

- Reviewing with the statutory auditors their annual audit plan,
- Meeting the statutory auditors once a year without the General Management being present,
- Monitoring the selection procedure for statutory auditors and issuing a recommendation to the Board of Directors on the statutory auditors whose appointment or renewal is to be submitted to the shareholders' general meeting. This recommendation shall be prepared in accordance with section 16 of Regulation (EU) n°537/2014 (the "Regulation"); the Committee shall also issue a recommendation to this body when the renewal of the statutory auditors' term is contemplated under the conditions set forth in article L. 821-45 of the French Commercial Code;
- Monitoring the statutory auditors' compliance with the independence conditions defined in articles L. 821-25 to L. 821-36 of the French Commercial Code and taking any measures

necessary to the application of paragraph 3 of section 4[4] of Regulation (EU) n°537/2014 and making sure that the conditions set forth in section 6 of the Regulation are complied with;
- Following the statutory auditors' performance of their duties and taking into account the statements and conclusions issued by the *Haute Autorité de l'Audit* as a result of their review pursuant to articles L. 820-14 et seq. of the French Commercial Code;
- Approving the supply of non-audit services referred to in article L. 821-30 of the French Commercial Code, pursuant to the policy prepared by the Audit and Risk Management Committee and ratified by the Board of Directors;
- Discussing the statutory auditors' work, if applicable separately, with the General Management and the statutory auditors and reviewing regularly with the General Management the amount of the auditors' fees. Within the framework of a procedure that it determines annually, the Committee has sole authority to authorize performance by the statutory auditors and/or by the members of their network of services not directly related to their auditing duties;

3.2.3.5. Capital expenditures:

- Reviewing the capital expenditures budget as part of the budgeting process and in particular:
  - Overall proposed, planned and committed Capital expenditure;
  - All M&A projects over 10 million USD;
  - All other expenditures in the aggregate, by business line;
  - Prior year capital expenditure results (possibly in conjunction with year-end impairment test review);
  - Regularly, internal cost capitalized versus the market rate for similar services.
- Reviewing the capital expenditures quarterly updates as part of the quarterly publications process and in particular:
  - The capital expenditures of the period in comparison to budgeted capital expenditures;
  - EDA overall Capex-projects and prefunding, excluding the review of individual projects, which remains within the New Business and M&A Committee's scope.

3.2.3.6. Quarterly and Budget updates

- Reviewing the quarterly financial updates and key changes from one quarter to the other, including backlog;
- Reviewing the yearly budget financials, including planned Capex and key elements of cash flow generation;
- Reviewing any elements pertinent to treasury, cash and debt management.

Finally, the General Management of the Company must report to the Audit and Risk Management Committee any suspected fraud of a significant amount so that the Committee may proceed with any verification that it deems appropriate.

[4] When the total fees received from a public-interest entity in each of the last three (3) consecutive financial years are more than 15 % of the total fees received by the statutory auditor or the audit firm or, where applicable, by the Group auditor carrying out the statutory audit, in each of those financial years, such a statutory auditor or audit firm or, as the case may be, Group auditor, shall disclose that fact to the Audit and Risk Management Committee and discuss with such committee the threats to their independence and the safeguards applied to mitigate those threats. The Audit and Risk Management Committee shall consider whether the audit engagement should be subject to an engagement quality control review by another statutory auditor or audit firm prior to the issuance of the audit report.

3.3. New Businesses and M&A Committee

3.3.1 Composition

The Committee is composed of at least three (3) directors appointed by the Board of Directors to serve until a substitute is appointed or they leave the Board of Directors. Under exceptional circumstances, the Committee may operate with two (2) members. The Board of Directors appoints the Chair of the New Businesses and M&A Committee from among the Committee's members.

The Committee may also appoint a secretary from outside the ranks of its members.

3.3.2. Operation

3.3.2.1. Meetings

The Committee meets at least three (3) times per year at the initiative of its Chair. Furthermore, each Committee member, if he/she considers it necessary to discuss a specific issue, may propose holding a Committee meeting to the Committee's Chair.

The Committee meetings may also be held by telephone conference or by videoconference and its members may attend them through these means.

The Committee is to meet as often as necessary based on the ongoing projects within the Group.

The presence of at least half the members is required as a minimum quorum for a meeting to be validly held.

The following persons shall attend the Committee meetings:

- the Board Chair,
- the Chief Marketing Officer, and
- the Head of New Business Development.

The Chief Executive Officer as well as the members of the Executive Leadership team (ELT) or any persons who might bring relevant information about the topics covered may be invited to the Committee meetings.

The documents related to the agenda items shall be provided to the Committee members reasonably in advance, by uploading the documents to the Board Portal.

The recommendations, proposals, and conclusions of the Committee are decided by the majority of its members attending the meeting, each member holding one (1) vote.

3.2.2.2. Reports

Minutes of each Committee meeting shall be prepared for approval at the following Committee meeting.

The meeting minutes shall be kept at the Company's registered office by the Committee Secretary.

The Committee shall report its work at the next Board of Directors meeting in the form of a presentation by the Committee Chair that lays out the Committee's potential reflections, opinions, conclusions, and recommendations. The Chair shall inform the Board of Directors without delay of any difficulties encountered.

3.3.3. Specific duties

The Committee is responsible for periodically reviewing the development of new activities (Beyond the Core), EDA projects in process as well as M&A transactions. The Committee makes recommendations to the Board of Directors in respect of the Company's strategic projects in accordance with its corporate interest and taking into consideration Corporate Social Responsibility.

The Committee may be assisted by an independent external consultant in the performance of its duties.

In this scope, the Committee is in charge of reviewing and making recommendations on:

- New Business Strategies and Plans;
- Progress of the various initiatives;
- Associated People, Organization and Capex;
- Potential other diversification initiatives;
- All M&A projects over 10 million USD or of a strategic reach, such as those that (i) may materially change the Company's risk profile, (ii) may expose the Company to significant or unusual liabilities, (iii) fall outside or are not clearly aligned with the Company's business activities or strategic objectives, etc. Projects shall be submitted to the Committee at such point where the project appears likely to go forward and well before the execution of a final purchase and sale agreement or any other significant financial commitment;
- All individual capital projects over 10 million USD (except EDA projects, which are covered below);
- Reviewing in detail all EDA AFEs which are strategic for the Company or which meet either of the following thresholds: (i) an initial cash outlay, defined as capital expenditures less pre-commitments of at least 20 million USD; or (ii) capital expenditure of at least 50 million USD; or (iii) where there has been a material and unfavorable change to the risk/reward of a project. The Committee must review the project and make its recommendations before the Chief Executive Officer grants final approval or the Company enters into any binding commitment in relation to the project.
- Reviewing in detail net cash exposure on capital expenditure for approved EDA projects falling within the above thresholds, including by comparing pre-commitments, cash received and committed pre-funding levels with actual and projected capital expenditures;
- Interacting with the Sustainability Committee on the Company's strategic projects to take into consideration the Corporate Social Responsibility aspects;
- Reviewing all divestitures.

3.4. Sustainability Committee

3.4.1. Composition

This Committee is composed of at least three (3) directors appointed by the Board of Directors to serve until a substitute is appointed or they leave the Board of Directors. Under exceptional circumstances, the Committee may operate with two (2) members. The Board of Directors appoints the Chair of the Sustainability Committee from among the Committee's members.

The Committee may also appoint a secretary from outside the ranks of its members.

3.4.2. Operation

3.4.2.1. Meetings

The Committee meets at least three (3) times per year at the initiative of its Chair. Furthermore, each Committee member, if he/she considers it necessary to discuss a specific issue, may propose holding a Committee meeting to the Committee's Chair.

The Committee meetings may also be held by telephone conference or by videoconference and its members may attend them through these means.

The Committee is to meet as often as necessary.

The presence of at least half the members is required as a minimum quorum for a meeting to be validly held.

The following persons shall attend the Committee meetings:

- The Board Chair, and
- The Chief Sustainability Officer.

The Chief Executive Officer as well as the members of the Executive Leadership team (ELT) or any persons who might bring relevant information about the topics covered may also be invited to the Committee meetings.

The documents related to the agenda items shall be provided to the Committee members reasonably in advance, by uploading the documents to the Board Portal.

The recommendations, proposals, and conclusions of the Committee are decided by the majority of its members attending the meeting, each member holding one (1) vote.

3.4.2.2. Reports

Minutes of each Committee meeting shall be prepared for approval at the following Committee meeting.

The meeting minutes shall be kept at the Company's registered office by the Committee Secretary.

The Committee shall report its work at the next Board of Directors meeting in the form of a presentation by the Committee Chair that lays out the Committee's potential reflections,

opinions, conclusions, and recommendations. The Chair shall inform the Board of Directors without delay of any difficulties encountered.

3.4.3. Specific duties

The Sustainability Committee assists the Board of Directors in the implementation of the Group's CSR strategy, including social, environmental, climate, governance, ethical, health and safety matters. The Committee will consolidate the global CSR view with inputs from the Appointment, Remuneration and Governance Committee on Governance matters and from the Audit and Risk Management Committee on Compliance, Ethics and Risk Management.

The Committee may be assisted by an independent external consultant in the performance of its duties.

In this scope, the main duties of the Committee are the following:

- Supporting General Management in developing a CSR strategy, including the climate transition plan and the setting up of climate related objectives and encouraging, assisting and counseling General Management in maintaining and improving CSR performance;
- Supporting the Board of Directors in monitoring CSR related matters so that the Board anticipate the opportunities, issues and risks associated to them;
- Monitoring the performance of the Company's CSR systems and programs and recommending any changes to the Board;
- Reviewing the Company's CSR performance including the follow-up on the climate transition plan, other climate related objectives and benchmarking the Company's performance against its peers in the industry;
- Reviewing the Group's high-rated CSR risks and the controls put in place to manage these risks and reviewing high-impact incidents and near misses such as fatalities and HPIs;
- Reviewing the Group's CSR programs (principally environmental, social, climate and ethical matters) and providing support and direction concerning the mid-term and long-term plans;
- Monitoring the Group's compliance with applicable laws related to CSR;
- Reviewing the Group's crisis management preparedness, monitoring any major crisis and supporting the Board of Directors and General Management team as necessary in the event of such a crisis;
- Recommending to the Board of Directors and to General Management desirable policies and actions from its review and monitoring activity;
- Ensuring a work environment that guarantees the health, safety and wellbeing of the Group's employees and fosters their engagement and development and the attraction of the best talents;
- Organizing specific trainings for the Board of Directors on CSR, including visit of Group's sites;
- Providing a prior opinion to the Appointment, Remuneration and Governance Committee regarding the Group's CSR performance, in particular for the assessment of the CEO's CSR targets achievement included in the remuneration package and Company's incentive programs;
- Reviewing the quality, comprehensiveness, accurateness and sincerity of the Company's extra financial reporting following discussions with the Audit and Risk Management Committee.
- Monitoring the selection procedure for the external auditor in charge of the audit of the Company's extra financial reporting.

Appendix 1

NEW DIRECTOR ONBOARDING GUIDE

New Director Onboarding Guide

This Guide describes the Company's Onboarding Program for new directors, which aims to promote their induction smoothly and encourage them to voice their opinions. It sets out:

1. the documents distributed to the new director at the beginning of the program,
2. the review and signature of the Company's Board Internal Rules and Regulations,
3. additional administrative information communicated to the new director,
4. the assignment of a mentor to the new director (if appropriate),
5. the organization of an informal "meet and greet" and one-on-one meetings between the new director and other directors,
6. training for the new director, and
7. the onboarding experience evaluation form.

The guide also includes a checklist at the end to track the progress of the Onboarding Program (Annex 1).

1. Distribution of the Onboarding Documents Package

At the beginning of the Onboarding Program, the new director will receive and review the following documents:

- Director profiles, contact information, and committee assignments
- Board and committee calendars
- Prior 12 months' Board and committee materials and minutes
- The Company's articles of association
- The Company's Board Internal Rules and Regulations
- AFEP-MEDEF Corporate Governance Code of Listed Corporations
- The Company's Code of Business Conduct and Ethics
- Most recent Universal Registration Document ("URD")
- Press releases of financial results for the past year
- Results of the most recent employee survey

2. Review and Signature of the Company's Board Internal Rules and Regulations

In particular, the new director is responsible for understanding and respecting directors' obligations described in the Company's Board Internal Rules and Regulations, which the new director shall review and sign before taking office.

Directors' main obligations include but are not limited to the following:

- Duties of expression, diligence, and acting according to the Company's corporate purpose under all circumstances
- Limitations on the number of directorships at other listed companies (and keep the General Secretary informed of directorships currently held as well as any change)
- Duty of loyalty and prevention of conflicts of interest
- Duty of confidentiality
- Stock market ethics, especially:
  - Prohibition of the use of inside information to carry out transactions on the Company's securities
  - Prohibition of transactions carried out on the Company's securities during blackout periods (30 calendar days preceding publication of half-year or annual results and 15 calendar days preceding publication of quarterly results)
  - Declaration, within 3 (three) business days, of all transactions on the Company's securities carried out by directors or the persons closely associated with them
- For each independent director, obligation to own at least:
  - twenty thousand (20,000) shares of the Company, for directors with first appointment at the Board of Directors before May 15, 2024; and
  - a number of shares of the Company amounting to at least 30,000 euros (based on the share price at the purchase date), for directors with first appointment at the Board of Directors as of May 15, 2024.
- Limitations on communication between the directors and shareholders or potential investors.

3. Communication of Additional Administrative Information

At the beginning of the Onboarding Program, the new director will be given access to iBabs, the secured Board portal through which all documentation related to the Board and committee meetings is shared.

The new director will also be informed of the Company's remuneration policy for directors, described in detail in the Universal Registration Document.

The new director shall provide to the General Secretary his/her bank details and any travel expenses for reimbursement.

4. Assignment of a Mentor (if appropriate)

At the beginning of the Onboarding Program, the new director may be assigned a more experienced director as a mentor. The mentor will coach the new director and share

feedback, provide perspective on Board activities and dynamics, assist with meeting preparation, and explain other aspects of the Board's work.

5. Organization of "Meet and Greet" Meetings

The Company may schedule an informal "meet and greet" for directors to socialize before the new director's first Board meeting.

Additionally, within the first six (6) months of Board service, the new director will meet one-on-one with the Board Chair, the Chief Executive Officer, and the Board committee chairs. The main purpose of these meetings is to provide insights on the work that the Board and its committees perform, especially regarding their oversight role within the Company.

6. Training

All directors receive training in accordance with article R. 225-34-3of the French Commercial Code. Training will be tailored to each new director's unique background, experience, and expected committee responsibilities.

Training may involve site visits and meeting with members of the Executive Leadership Team (ELT), heads of the Company's business lines, and other stakeholders that the Company believes will significantly contribute to the new director's understanding of its business activities.

Each new director without previous board experience will receive general training on the role of the Board and individual directors, the legal and regulatory environment of serving on the Board of a listed company, and current issues in corporate governance with emphasis on directors' oversight role within a company and the distinctions between management and Board.

Moreover, each new director representing the employees will receive special training for this role.

Finally, new directors are encouraged to attend some committee meetings (as a guest for those committees where they are not members) during the first year of Board service to accelerate their understanding of the Company and the Board.

7. Onboarding Experience Evaluation Form

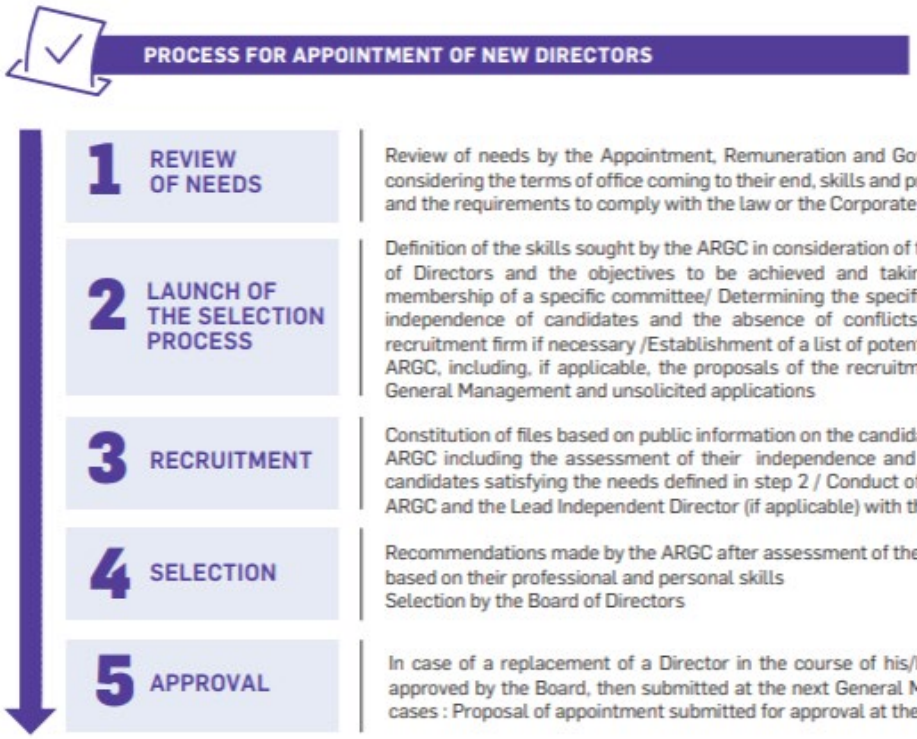
At the end of the new director's first year of Board service, the new director will receive an evaluation form to complete and return to the Company General Secretary. The evaluation form will allow the new director to provide general feedback, identify any gaps, and suggest potential improvements regarding the Onboarding Program.

Schedule 1
Onboarding Checklist

Onboarding Item	Completed?
1. Distribution of onboarding documents package	
2. Review and signature of Internal Rules and Regulations	
3. Communication of additional administrative information:	
• iBabs login information	
• Remuneration and travel expenses	
4. Assignment of a mentor (if appropriate)	
5. Organization of "meet and greet" and one-on-one meetings with:	
• Board Chair	
• CEO	
• Committees chairs	
6. Training	
• Meeting with ELT members, heads of business lines, and other stakeholders of the Company (if applicable)	
• General training for new director without previous board experience (if applicable)	
• Special training for new director representing the employees (if applicable)	
7. Onboarding experience evaluation form	

Appendix 2

PROCEDURE TO APPOINT DIRECTORS



Appendix 3

PROCEDURE TO EVALUATE THE BOARD OF DIRECTORS AND ITS COMMITTEES

	INTERNAL Evaluation	EXTERNAL Evaluation
LAUNCH OF THE EVALUATION PROCESS	Preparation of the evaluation by the Appointment, Remuneration and Governance Committee ("ARGC") based upon a proposal from the Chief Legal Officer	Selection of the independent external consultant by the ARGC on the basis of a proposal by the Chief Legal Officer / Definition of the process by the Chair of the ARGC, the external consultant and the Lead Independent Director (if applicable)
WRITTEN QUESTIONNAIRE	Anonymous online questionnaire sent by the Chair of the ARGC to all Directors, relating to the global performance of the Board and of its Committees	Online questionnaire sent by the external consultant to all Directors, relating to the global performance of the Board and of its Committees and to the individual contribution of each Director
INDIVIDUAL MEETINGS	Individual meetings held with the Chair of the ARGC and the Lead Independent Director (if applicable), on a voluntary basis, relating to any topic requested by the Director having requested the meeting, including but not limited to the individual contribution of each Director	Individual mandatory meetings (Directors, Chief Legal Officer, Chief Financial Officer, Chief Human Resources Officer) with the external consultant and relating to topics prior listed by the Chair of the ARGC and the Independent Lead Director (if applicable), including the individual contribution of each Director
COMPILATION OF RESULTS	Compilation of the results received by the Chief Legal Officer and review by the Chair of the ARGC and the Lead Independent Director (if applicable)	Compilation of the results received by the external consultant and review by the Chair of the ARGC, the Lead Independent Director (if applicable), the Chief Legal Officer and the Chair of the Board of Directors
REPORTING OF THE RESULTS	Global reporting of the results of the evaluation by the Chair of the ARGC to the ARGC and then to the Board of Directors Discussion of the results at the Board of Directors' meeting and developing an action plan Individual reporting by the Chair of the ARGC to each director, if necessary	Global reporting of the results of the evaluation by the external consultant to the ARGC, and then to the Board Discussion of the results at the Board of Directors' meeting and developing an action plan Individual reporting by the external consultant to each director