

DECEMBER 2023

Charter of the Audit Committee of the Board of Directors

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I. Establishment of the Audit Committee

The audit committee is established by the Board of Directors for the primary purpose of assisting the board in fulfilling its responsibilities for overseeing management's conduct and control of the Company's financial statements.

This charter is adopted by the Board of Directors to define the composition, operation and missions of the Audit Committee.

II. Composition of the Audit Committee

The Audit Committee will be appointed by the Board of Directors and will comprise at least two independent directors, who will have no relationship likely to interfere with the exercise of their independent judgment.

The Board of Directors will appoint an independent member of the Audit Committee as Chairperson until the end of that member's term of office or until the appointment of another Chairperson by the Board of Directors, whichever comes first. If the Chairperson of the Audit Committee is not appointed or is not present, the Committee members may appoint an interim Chairperson by majority vote.

However, in addition to the independent members of the Audit Committee, the Board of Directors may appoint a non-independent member to serve on the Audit Committee and participate in its activities. Members will serve on the Committee for a period corresponding to their term of office as Director and may be reappointed when their term of office comes up for renewal.

The members should possess sufficient knowledge of audit, finance or accounting expertise. At least one of the independent directors sitting on the Committee must have particular expertise in finance, accounting or statutory auditing.

III. Meetings and authority of the Audit Committee

The Committee will meet at least three times a year, or more frequently if circumstances require.

The members of the Audit Committee may hold or participate in a meeting of the Audit Committee by means of conference telephone or similar communications. Such participation shall constitute presence in person.

At least two members must be present in order for the Committee to deliberate. Outside meetings, the Chairperson of the Audit Committee may decide to consult members in writing, in particular to pre-approve non-audit services provided by the independent auditors.

The Chairperson of the Audit Committee will prepare and/or approve an agenda prior to each meeting.

The Committee may invite management to all or part of its meetings and must meet privately with the independent auditors at least once a year, without the presence of executive directors or members of management.

At meetings devoted to the review of annual and half-yearly results, the Committee communicates with management and the independent auditors to review the Company's annual and half-yearly financial statements and the significant findings based on the audit or limited review procedures performed by the auditors.

The Audit Committee is empowered to conduct appropriate investigations to fulfil its responsibilities and is in direct contact with the independent auditors and with all persons working within the organization. The Audit Committee is empowered to engage, at the Company's expense, any legal, accounting or other consultants or experts it deems necessary to carry out its duties.

Members of the Audit Committee and guests attending Committee meetings are bound by the same confidentiality and conflict of interest obligations as those applicable to meetings of the Board of Directors, and by any additional obligations laid down by law for Audit Committees, and in particular by the provisions of Article L. 823-21 of the French Commercial Code.

The secretariat is provided by the Company's Corporate Secretary. Minutes will be prepared.

IV. Missions of the Audit Committee

The Audit Committee is responsible for carrying out the tasks laid down by law, as well as those decided by the Board of Directors, including the following:

Examination procedures

1. Review and reassess the adequacy of this Charter at least annually. Submit the Charter to the Board of Directors for approval, and have it published at least every three years.

2. In consultation with management and the independent auditors, review the integrity and effectiveness of the Company's processes and internal controls relating to the preparation and processing of accounting and financial information and, where appropriate, make recommendations to ensure their integrity.
3. Discuss exposure to significant financial risks, and at the Chairperson's request, non-financial risks, as well as the measures taken by management to monitor, control and report on these risks. Review the significant findings of the independent auditors, as well as management's responses.
4. Review with financial management and the independent auditors the Company's semi-annual and annual financial results and management reports prior to their publication. Discuss any significant changes to the Company's accounting principles.
5. Review with financial management and the independent auditors the financial forecasts and draft budgets proposed by the Company.
6. Review with financial management the main financial information published by the Company, notably in quarterly press releases, and ensure its relevance.

Independent auditors

7. Under French law, the independent auditors are appointed for a six-year term by the shareholders on the recommendation of the Board of Directors at an annual general meeting and are ultimately accountable to the shareholders.

The Audit Committee will verify the independence of the auditors, evaluate their performance, and propose the appointment of independent auditors in accordance with the French Commercial Code.

Unless it concerns a renewal under the conditions provided by law, any proposed appointment will involve a panel of at least two candidate firms. The Committee will submit proposals to the Board of Directors regarding the selection procedure for the panel, including the necessity of a tender process. If a tender process is initiated, it will oversee the process and approve the specifications of this tender, as well as the panel of firms invited to participate. The Committee will communicate its reasoned preference among the candidate firms to the Board of Directors.

8. Approve the fees and other remuneration to be paid to the independent auditors and pre-approve services other than certification of the accounts provided by the independent auditors, together with the corresponding fees.

The Committee reserves the right to pre-approve services other than the certification of accounts by category. Except for attestations and services rendered in application of legal or regulatory texts, the Committee ensures that the Company entrusts services other than the certification of accounts to a firm belonging to a network different from that of its own statutory auditors.

9. Ensure that the independent auditors comply with the legal independence requirements.

Each year, the Committee shall review and discuss with the independent auditors (i) the report required by Article 11 of EU Regulation no. 537/2014 (the "Audit Regulations"), (ii) all relationships between the independent auditors and the Company (for assessing auditor independence), (iii) other factors that may compromise the independence of the independent auditors, as well as (iv) the measures put in place by the independent auditors to preserve their independence.

10. Monitor the performance of the independent auditors.
11. Discuss the results of the audit with the independent auditors prior to the publication of the year-end results.
12. Take into consideration the independent auditors' judgments on the quality and relevance of the Company's accounting policies applied to its financial reporting.
13. Examine and take into account, as appropriate, the reports of the French "High Council of Statutory Auditors" on audit quality assurance concerning the Company, which may be provided to the Audit Committee pursuant to Articles L. 821-9 et seq. of the French Commercial Code.

Other responsibilities of the Audit Committee

14. Review proposed regulated agreements prior to their submission to the Board of Directors for approval, and all regulated agreements in progress, at least once a year.
15. Monitor the implementation by the Company of a procedure for evaluating current agreements, and regularly assess the terms and conditions of the various agreements and the criteria used to qualify them.
16. Carry out any ad hoc reviews requested by the Board of Directors in connection with financial or operational activities.
17. Make recommendations to the Board of Directors concerning the above.

Report regularly to the Board of Directors on the performance of its duties and inform it immediately of any difficulties that may arise. In particular, the Committee will report on the results of its review of the certification of the financial statements by the independent auditors and will provide details of the role of the Audit Committee and its contribution to audit quality.