



**NOMINATION AND COMPENSATION COMMITTEE'S  
RULES OF PROCEDURE  
(as amended on February 4, 2020)**

To perform its duties, the Supervisory Board has created specialized Committees. Within its scope of competence, each specialized Committee makes proposals, recommendations and opinions, as the case may be, and reports to the Supervisory Board.

On July 21, 1998, the Supervisory Board created the Compensation Committee, which subsequently became the Nomination and Compensation Committee on April 8, 2004 (the “**Committee**”).

**ARTICLE 1 – DUTIES**

The duties and responsibilities assigned to this Committee by the Supervisory Board are those recommended by the Afep-Medef Code.

To date, the duties and responsibilities assigned to this Committee include but are not limited to the issuance of recommendations to the Supervisory Board on:

- the nomination of the Executive Board members and Supervisory Board members (including the specialized Committees members);
- the assessment of the independence of the Supervisory Board members (on the occasion of the appointment of a Supervisory Board member and annually for all Supervisory Board members);
- the preparation of a succession plan for replacement of the Executive Board members and the key senior executives;
- the components of compensation and entitlements accruing to the Executive Board members; the global amount of, and methods used for, the distribution of the fees to the Supervisory Board members.



Furthermore, the Committee must be informed of the compensation policy applicable to the key senior executives who are not Executive Board members.

## **ARTICLE 2 – HEARINGS - INFORMATION**

For the performance of its duties, the Committee may request that the Executive Board arrange for any necessary hearings and provide any necessary information.

## **ARTICLE 3 – COMPOSITION**

The Committee is composed of a minimum of two members selected by the Supervisory Board among its members.

The term of office of Committee members runs concurrently with their term of office as member of the Supervisory Board. Their term of office may be renewed at the same time as their term of office as member of the Supervisory Board.

The Committee appoints its Chairman.

The Committee appoints its secretary, who may be but is not required to be a member.



## ARTICLE 4 – MEETINGS

The Committee meets at least twice a year. The timetable of its meetings is determined by the Supervisory Board. However, the Committee may meet anytime:

- At the request of the Chairman of the Supervisory Board,
- At the request of the Chairman of the Committee; or
- At the request of at least two of its members (or at the request of one member if the Committee is composed of two members).

When the Committee is composed of two members, meetings are duly held if the two members attend. Otherwise, meetings are duly held only if there is a quorum of half of the members in attendance.

Members of the Committee may participate in the Committee's deliberations by video conference, telephone conference or any other telecommunication means providing for their identification and guaranteeing their effective participation.

A Committee member may not be represented by another party.

Meetings of the Committee are held in English and/or in French, with simultaneous interpretation in French and in English provided by a translator/interpreter at the request of any member of the Committee.

The decisions shall be made upon majority of the members. In case of a tie vote, the Chairman shall have casting vote.



## **ARTICLE 5 – REPORTS AND MINUTES**

Minutes are drawn up for each meeting of the Committee; they are signed by the Chairman of the Committee.

These minutes are drawn up in French and/or in English. They are sent to the members of the Committee.

The Chairman of the Committee or a member of the Committee designated for this purpose makes an oral or a written report to the Supervisory Board on the Committee's work.