

GENFIT S.A.

Board of Directors Charter

September 2023

Translated from the French for convenience purposes only

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BOARD OF DIRECTORS RULES OF PROCEDURE AND PROFESSIONAL CONDUCT

The members of the Board of Directors of GENFIT S.A. (hereinafter the “**Company**”), wishing to continue to carry out the assignments entrusted to it in accordance with the principles of corporate governance, have decided to adopt a set of organisational and operational rules applicable to the Board in accordance with laws, regulations and the Company’s Articles of Association (the “**Articles of Association**”).

Concurrently, the Board of Directors decided to establish a code of professional conduct applicable to each of its members, in addition to the Code of Business Conduct and Ethics adopted by the Board of Directors and applicable to all employees of the Company and its subsidiaries.

These Rules of Procedure set out the organisation, operating procedures, powers and responsibilities of the Board of Directors and the code of professional conduct applicable to its members.

They are consistent with market recommendations designed to ensure compliance with the fundamental principles of corporate governance, in particular those set out in the Middledex Corporate Governance Code and the corporate governance rules and principles applicable to the Company since its listing on the Nasdaq Global Market. They may be amended from time to time by decision of the Board of Directors.

They are for internal use only and are not enforceable against the Company, its shareholders or third parties.

These Rules of Procedure are without prejudice to the rules set out in the Company’s Articles of Association or imposed by applicable laws and regulations, including in particular French company law and the market law rules applicable to companies listed on the Euronext Paris regulated market and the Nasdaq Global Market (the “**Law**”), which shall prevail. The Company’s shareholders shall be informed of the existence of these Rules of Procedure.

These Rules of Procedure were approved by the Company’s Board of Directors on 19 September 2023 and came into force on the same day. They have been signed by all members of the Board of Directors.

I. BOARD OF DIRECTORS RULES OF PROCEDURE

ARTICLE 1 APPOINTMENT OF BOARD MEMBERS

1.1 In accordance with Article 15 of the Company’s Articles of Association, the Board comprises at least three and no more than fifteen members, except in the case of a temporary exception in the event of a merger, when the number of members may be increased to twenty-four.

The Ordinary General Meeting shall appoint the Board members (directors) or renew their terms of office and may remove them from office at any time.

However, in the event of a merger or demerger, the members of the Board of Directors may be appointed by the Extraordinary General Meeting.

No more than one third of the directors in office may be bound to the Company by an employment contract.

No more than one third of the directors in office may be over 75 years of age. If this limit is reached, the oldest director shall be deemed to have resigned.

1.2 The term of office of the members of the Board of Directors is three (3) years. The term of office expires at the close of the General Meeting called to approve the financial statements for the previous financial year and held in the year in which the term of office expires.

Nevertheless, this provision will only take effect at the initial end of the terms of office of the directors at the time of the General Meeting approving the financial statements for the fiscal year ended December 31, 2022, at which date the term of office of the members of the Board of Directors was five (5) years. In the event of the death, resignation or dismissal of the members of the Board of Directors in office on that date: (i) in the case of co-optation following a death or resignation, the director appointed to replace the deceased or resigning director is appointed for the remaining term of the five (5) year term of the replaced director (ii) in any other case, the new director shall be appointed for a term of three (3) years.

Members of the Board of Directors may be reappointed.

They may be removed from office at any time by the Ordinary General Meeting.

1.3 The members of the Board of Directors may be natural persons or legal entities. Legal entities shall, at the time of their appointment, designate a permanent representative who is subject to the same conditions and obligations and incurs the same civil and criminal liabilities as if they were a member of the Board of Directors in their own name, without prejudice to the joint and several liability of the legal entity that they represent. The permanent representative shall be appointed for a term of office equivalent to the term of office of the legal entity they represent. This term of office must be renewed upon each renewal of the legal entity's term of office.

When the legal entity recalls its representative, it must at the same time appoint a replacement. The same applies in the event of the permanent representative's death, resignation or prolonged absence.

By accepting and performing the duties of member of the Board of Directors, natural person members agree to confirm, at any time, under oath that they comply with the legal restriction on the total number of offices held as a member of a Board of Directors and as a director of public limited companies (sociétés anonymes).

1.4 In the event of a vacancy arising from the death or resignation of one or more directors, the Board of Directors may make provisional appointments between two General Meetings.

However, if only one or two directors remain in office, said director or directors, or failing that, the statutory auditor(s), shall immediately convene an Ordinary General Meeting of shareholders in order to appoint the requisite number of Board members.

Provisional appointments made by the Board of Directors are subject to approval by the subsequent Ordinary General Meeting.

In the absence of such approval, the decisions taken and actions carried out by the Board of Directors shall remain valid.

A member of the Board of Directors appointed to replace another shall remain in office solely for the remainder of their predecessor's term of office.

ARTICLE 2 CHAIRMAN AND VICE CHAIRMAN

The Board of Directors shall appoint a Chairman and, if it deems it necessary, a Vice Chairman from among its natural person members.

The age limit for serving as Chairman of the Board of Directors is 80 years. A Chairman who reaches this age is deemed to have resigned automatically.

The Vice Chairman of the Board of Directors shall act as Chairman of the Board of Directors in the absence of the latter.

The Chairman of the Board of Directors organises and directs the work of the Board and reports on this work to the General Meeting. The Chairman is responsible for ensuring the proper operation of the Company's bodies and, in particular, the directors' ability to carry out their assignments.

The Chairman of the Board of Directors also has the following specific duties:

- The Chairman may represent the Company, in conjunction with the Chief Executive Officer and at the sole request of the latter, in its high-level relations at national and international level, in particular with public authorities, the Company's major partners and other strategic stakeholders of the Company;

- Without prejudice to the powers of the Board of Directors and its committees, the Chairman may be consulted by the Chief Executive Officer on all significant events concerning the Company's strategy and growth plans.

In all these specific duties, the Chairman acts in close coordination with and at the request of the Chief Executive Officer, who alone is responsible for the direction and operational management of the Company and its subsidiaries (subject to any limitations of powers expressly approved by the Board of Directors).

The Chairman of the Board of Directors and, where applicable, the Vice Chairman shall perform their duties throughout their term of office as members of the Board of Directors. They may be reappointed.

The Board of Directors may also appoint a secretary, who need not be a member of the Board of Directors, and shall determine the duration of the secretary's term of office.

Lastly, in accordance with Article 21-1 of the Articles of Association, the Board of Directors may decide that the Chairman of the Board of Directors shall combine their duties with those of Chief Executive Officer. In such a case, they shall have the title of "Chairman and Chief Executive Officer".

ARTICLE 3 CHIEF EXECUTIVE OFFICER

The Chief Executive Officer is responsible for:

- the general running of the Company;
- chairing the Company's Executive Committee;
- management of the Company and its operations;
- acting in all circumstances with the broadest powers on behalf of the Company, subject to the powers conferred by Law on the Board of Directors or on the General Meeting of shareholders.

Notwithstanding the above responsibilities, the Chief Executive Officer shall obtain the prior approval of the Board of Directors in the following cases:

- Acquisition, disposal under licence or disposal of assets or acquisition of shareholdings as part of an approved strategy and exceeding an individual commitment amount of €5 million excluding tax; or exceeding an individual commitment amount of €1 million excluding tax outside an approved strategic framework;
- Transfers of assets and/or shareholdings, partnerships or joint ventures and financial investments with an individual amount exceeding €5 million;
- Capital expenditure on property, plant and equipment or intangible assets outside the approved strategic framework exceeding €5 million excluding tax per financial year;
- Strategic internal restructuring operations with an impact exceeding €5 million;
- Financial transactions that modify the Company's financial structure (loans, guarantees and similar transactions) with an aggregate financial value exceeding €5 million per financial year;
- Creation, acquisition or transfer of legal entities, where the total related investment exceeds €10 million;
- Litigation, penalties, fines, out-of-court settlements and compromises involving amounts exceeding €500,000;
- Hiring of managers in categories 9A and above of the collective agreement applicable to the Company and hiring of managers in the American subsidiary - Genfit Corp - at the level of Vice Chairman or above.

ARTICLE 4 POWERS

4.1 The Board of Directors determines the Company's business strategy and oversees its implementation. Subject to the powers expressly granted to shareholders' meetings and within the limits of the corporate purpose, the Board deals with all matters relating to the efficient operation of the Company and, through its resolutions, determines all matters concerning the Company.

In dealings with third parties, the Company shall be bound even by decisions of the Board of Directors that do not fall within the scope of the corporate purpose, unless the Company can prove that the third party was aware of the "ultra vires" nature of the decision or that the third party could not have been unaware of it given the circumstances, on the understanding that the mere publication of the Articles of Association is not sufficient to constitute such proof.

The Board of Directors may decide on the creation of director committees responsible for dealing with issues submitted to them by the Board. The Board of Directors shall determine the composition, powers, privileges and operating rules of such committees, which shall carry out their business under the Board's responsibility.

The Board of Directors shall allocate attendance fees among the directors and any observers, the total amount of which is approved by the General Meeting.

4.2 At any time of the year, the Board of Directors may carry out any checks and verifications it deems appropriate. Each director shall receive all the information required for the performance of their duties and may request any documents they consider appropriate to this purpose.

4.3 The Board of Directors may decide to set up committees responsible for examining matters that the Board or its Chairman may wish to submit to them for their opinion.

4.4 The Board shall determine the composition and responsibilities of these committees. The following committees have been set up:

- (a) Nomination and Compensation Committee;
- (b) Audit Committee;
- (c) Strategy and Alliances Committee; and
- (d) Environmental, Social and Governance Committee (the “ESG Committee”).

These committees perform a strictly advisory role. The Board of Directors has full discretion regarding the action it intends to take on the opinions, studies, investigations or reports issued or drawn up by the Committees.

4.5 The Board of Directors also exercises the powers expressly conferred on it by Law.

4.6 The Board of Directors may grant one or more of its members a special mandate for one or more specific purposes.

ARTICLE 5 MEETINGS, DELIBERATIONS AND MINUTES

5.1 Meetings

The Board of Directors meets as often as required in the interests of the Company, convened by its Chairman, either at the registered office or at any other location specified in the notice of meeting. At least one third of the members of the Board of Directors may submit to the Chairman by registered letter a reasoned request for the Board of Directors to be convened. The Chairman of the Board of Directors shall convene a meeting of the Board of Directors on a date no later than fifteen (15) days following receipt of such request. If the meeting is not convened within this period, the requesting parties may convene the meeting themselves, stating the agenda for said meeting.

The Chief Executive Officer may also instruct the Chairman of the Board of Directors to convene a meeting of the Board of Directors to consider a specific agenda.

The Chairman of the Board of Directors is bound by the requests submitted to him or her under the two preceding paragraphs.

Notices of meeting shall be issued by any means, including verbally.

The Chairman of the Board of Directors (or, in his or her absence, the Vice Chairman) shall chair the meetings. If the Chairman (or, failing that, the Vice Chairman) is unable to attend, the Board of Directors shall appoint one of its members present to chair the meeting.

At each meeting, the Board of Directors may appoint a secretary, who need not be a member of the Board.

An attendance register shall be kept and signed by the directors attending the Board meeting.

5.2 Resolutions

The Board of Directors may validly deliberate only if at least half of its members are present or represented.

Except where the Board of Directors meets to carry out the operations referred to in Articles L. 232-1 and L. 233-16 of the French Commercial Code, directors who take part in the meeting by videoconference or other means of telecommunication that enable them to be identified and guarantee their effective participation, in accordance with applicable laws and regulations, shall be deemed present for the purposes of calculating quorum and majority.

Any member of the Board of Directors may be represented at Board meetings by another member. Each member of the Board of Directors may not hold more than one proxy.

In the event of a tie, the Chairman shall have the casting vote.

Decisions shall be taken by a majority of members present or represented.

The inclusion of the names of members present, represented or absent in the minutes of each meeting shall constitute valid proof of the number of Board members in office and of their presence or representation at the meeting.

5.3 Minutes

The deliberations of the Board of Directors shall be recorded in minutes containing the required information. The minutes shall be drawn up and signed in accordance with applicable laws and regulations.

The minutes shall be signed by the Chairman and at least one Board member. If the Chairman is not present, the minutes shall be signed by at least two Board members.

Copies or extracts of the minutes shall be validly certified by the Chairman of the Board of Directors or a duly authorised representative.

After the Company has been wound up, such copies or extracts shall be certified by one of the liquidators or by the sole liquidator.

ARTICLE 6 OBSERVERS

The Board of Directors may, at its discretion, appoint one or more observers (“censeurs”), who may be legal entities or natural persons and who may or may not be shareholders.

Observers’ term of office shall be determined by the Board of Directors, without exceeding five years. Observers may be reappointed indefinitely. They may be removed from office at any time by decision of the Board of Directors. Observers shall comply with the same code of professional conduct as directors, as set out in section II below of these Rules of Procedure.

Observers shall be invited to attend all meetings of the Board of Directors in an advisory capacity, in accordance with the procedures applicable to the members of the Board of Directors, without their absence impairing the validity of the Board’s deliberations.

Their consultative duties shall be defined by the Board of Directors; observers may not be assigned any management, supervisory or monitoring roles, said roles being assigned to the exclusive competence of the statutory bodies prescribed for limited companies, for which observers may not act as a substitute.

ARTICLE 7 BOARD MEMBER AND EXECUTIVE MANAGEMENT REMUNERATION

The Ordinary General Meeting may allocate fixed and/or variable attendance fees to natural person members of the Board of Directors, excluding legal entity representatives and including observers, if any, in consideration for their activity. The Board of Directors shall allocate said remuneration among its members as it sees fit.

In accordance with the applicable provisions, the allocation of attendance fees must be authorised by the Company’s Ordinary General Meeting.

In addition, in accordance with Articles L. 225-37-2 and R. 225-29-1 of the French Commercial Code, the remuneration awarded to the Chairman of the Board of Directors and the Chief Executive Officer shall be presented in a report called the “Say on Pay Report” (hereinafter the “Say on Pay Report”), which is submitted to the Ordinary General Meeting of shareholders for approval each year.

This report sets out the principles governing the remuneration awarded to the Chairman of the Board of Directors and the Chief Executive Officer and states the amount of fixed remuneration awarded to them. The report also sets out the variable and exceptional components of remuneration, specifying that payment thereof is subject to approval by the Ordinary General Meeting in respect of the person concerned in accordance with the conditions set out in Article L. 225-100 of the French Commercial Code.

The approval of the Ordinary General Meeting is required for any change in the items mentioned in the Say on Pay Report and for each reappointment of the person concerned.

The Board of Directors shall consult the Nomination and Compensation Committee during the preparation of the Say on Pay Report.

Furthermore, members of the Board of Directors are entitled to reimbursement of expenses incurred in attending Board meetings and any other expenses approved in advance by the Chairman of the Board of Directors.

Lastly, pursuant to Article L. 225-46 of the French Commercial Code, the Board of Directors may allocate exceptional remuneration to members of the Board in respect of special assignments or mandates.

ARTICLE 8 REGULATED AGREEMENTS

8.1 Any agreement between the Company and one of its directors, its Chief Executive Officer or one of its Deputy Chief Executive Officers, an observer or one of its shareholders holding more than 5% of the voting rights or, in the case of a legal entity, the Company controlling it within the meaning of Article L. 233-3 of the French Commercial Code, must be submitted for prior authorisation by the Board of Directors.

The same applies to agreements in which one of the persons referred to in the previous paragraph is indirectly involved or for which such person has dealings with the Company indirectly or through an intermediary.

Agreements between the Company and another company are also subject to prior authorisation if one of the Company’s directors, its Chief Executive Officer, one of its Deputy Chief Executive Officers or an observer is the owner, partner with unlimited liability, manager, director, chief executive officer, member of the board of directors or supervisory board or, in general, an executive officer of such company.

The foregoing provisions shall not apply to agreements relating to ordinary transactions entered into on arm’s-length terms.

The Company’s directors, the Chief Executive Officer, the Deputy Chief Executive Officers and any observers concerned shall inform the Board of Directors as soon as they become aware of an agreement subject to authorisation. If the person concerned sits on the Board of Directors, he or she shall not vote on the authorisation requested.

The Chairman of the Board of Directors shall inform the statutory auditors of all authorised agreements and shall submit them to the General Meeting for approval.

8.2 The statutory auditors shall present a special report on these agreements to the General Meeting, which votes on said agreements.

The person concerned shall not take part in the vote and the shares they hold shall not be taken into account for the purposes of calculating quorum or majority.

8.3 The foregoing provisions are set out in the rules and procedures governing related party transactions adopted by the Board of Directors and apply to all persons concerned, whether or not they are directors.

ARTICLE 9 INSIDE INFORMATION - SHARE TRANSACTIONS

These issues are dealt with in the Insider Trading Policy adopted by the Board of Directors.

ARTICLE 10 CONTROL AND ASSESSMENT OF THE OPERATION OF THE BOARD OF DIRECTORS

Board members are required to be aware of the allocation and exercise of the respective powers and responsibilities of the Company's bodies.

Board members shall ensure that no person is able to exercise uncontrolled discretionary power over the Company. Board members shall ensure the effective operation of the committees set up by the Board of Directors.

On a regular basis, the Board shall assign an item on its agenda to a debate on its operation and assessment and on the operation and assessment of the committees it has set up, which may also have performed this exercise. To this end, in particular on the basis of the recommendations of the Nomination and Compensation Committee, the Board of Directors shall:

- report on its operating procedures;
- assess the quality and effectiveness of Board discussions;
- ensure that important matters are properly prepared and discussed, that Board members are kept informed and that meetings are duly prepared;
- assess the effectiveness of the Board in carrying out its assignments;
- analyse the reasons for any shortcomings identified by the Chairman of the Board of Directors, Board members or shareholders.

The Chairman of the Board of Directors shall inform the shareholders of these matters in the Chairman's report on corporate governance and internal control.

ARTICLE 11 TRAINING OF BOARD MEMBERS

The Board of Directors shall draw up a three-year training plan for Board members, tailored to the specific needs of the Company.

The Board of Directors shall review the progress of the training plan on an annual basis.

ARTICLE 12 DRAFTING OF COMMITTEE RULES OF PROCEDURE – COMMON PROVISIONS

Any decision of the Board of Directors falling within the remit of one of its committees shall be examined by the relevant committee before being submitted to the Board of Directors. Any committee may make non-binding written or oral recommendations to the Board of Directors. As part of their assignment, the committees may interview the senior executives of any Group company.

The committees meet as often as required. The minimum number of meetings per year is set by each committee's Rules of Procedure. A committee is convened by any of its members or by the committee Chairman.

A committee meeting is validly held if at least half of its members are present or represented. Committees shall deliberate by a simple majority of the members present or represented, it being specified that any committee member may be represented by another member of the same committee.

The minutes of each committee meeting or the committee report for the Board of Directors shall be drawn up by a secretary appointed by the committee Chairman. The Board Secretary may be appointed secretary to each of the committees.

Attached to this document are the Rules of Procedure for each committee, namely the Audit Committee (**Appendix 1**), the Nomination and Compensation Committee (**Appendix 2**), the Strategy and Alliances Committee (**Appendix 3**) and the ESG Committee (**Appendix 4**).

II. CODE OF PROFESSIONAL CONDUCT

ARTICLE 13 ADMINISTRATION AND CORPORATE INTEREST

Board members shall participate in the deliberations and voting of the Board of Directors in accordance with the Company's corporate interest. Regardless of the manner of their appointment, they shall consider themselves as representing all shareholders.

ARTICLE 14 COMPLIANCE WITH THE LAW AND ARTICLES OF ASSOCIATION

Members of the Board of Directors are required to be fully aware of their rights and obligations. In particular, they must be familiar with and comply with statutory and regulatory provisions applicable to their position, as well as the rules specific to the Company as set out in the Articles of Association and the Board of Directors Rules of Procedure.

ARTICLE 15 INDEPENDENCE AND DUTY OF EXPRESSION

Members of the Board of Directors shall at all times maintain independence of judgement, decision and action. They must not be influenced by any interests unrelated to the corporate interest that they are responsible for protecting.

Board members shall inform the Board of Directors of any factors of which they become aware that they believe may affect the interests of the Company.

They have a duty to express their questions and opinions clearly. They shall endeavour to convince the Board of Directors of the merits of their opinions. In the event of disagreement, Board members shall ensure that these are explicitly recorded in the minutes.

ARTICLE 16 INDEPENDENCE AND CONFLICT OF INTERESTS

Members of the Board of Directors shall endeavour to avoid any conflict between their ethical and material interests and those of the Company. Members shall inform the Board of Directors of any conflicts of interest in which they are involved, particularly as a member of the management bodies of companies operating in the same business sector. In cases where it is impossible to avoid a conflict of interest, Board members shall refrain from taking part in debates and decisions on the matters concerned.

The Corporate Governance Code for small and mid-cap companies established by Middelnext and adopted by the Company at the time of the admission of its shares to trading on the Euronext Paris regulated market sets out the criteria to be considered by the Board of Directors in order to classify a Board member as independent and to prevent the risk of conflicts of interest between Board members and the Company. These criteria are as follows. The member must not:

- have been an employee or executive officer of the Company or any of its Group companies during the previous five years;
- have had a significant business relationship with the Company or its Group (customer, supplier, competitor, service provider, creditor, banker, etc.) during the previous two years;
- be a major shareholder of the Company or hold a significant percentage of its voting rights;
- have a close family relationship with an executive officer or major shareholder of the Company;
- have been the Company's statutory auditor during the previous six years.

The Board of Directors may, however, consider that a member who fulfils the above criteria does not qualify as independent due to circumstances specific to that member or to the Company, as a result of its shareholding structure or for any other reason. Similarly, the Board of Directors may consider as independent a director who does not meet all the above criteria.

At least one third of the members of the Board of Directors must be independent. There must be at least two independent members.

Each member of the Board of Directors shall promptly inform the Company of any changes in their personal situation, including in particular any change or the occurrence of any of the following circumstances concerning them:

- the existence and type of family links between members of the Board of Directors and members of the Executive Committee;
- the names of all companies in which a Board member is or has been a member of an administrative, management or supervisory body or a general partner at any time during the previous five years;
- any conviction for fraud received within at least the previous five years;
- any bankruptcy, receivership or liquidation within at least the previous five years;

- any official public prosecution or sanction brought or imposed by a statutory or regulatory authority;
- disqualification by a court (a) from serving as a member of an administrative, management or supervisory body of an issuer or (b) from participating in the management or conduct of the affairs of an issuer during at least the previous five years.

It is recalled that the Company is required to make a declaration relating to the above information when preparing its annual financial report and universal registration document and, where applicable, when carrying out a financial transaction requiring AMF approval of a prospectus. The same applies to the preparation of the corporate governance report of the Chairman of the Board of Directors. Members of the Board of Directors are therefore responsible for informing the Company of any information that may be relevant for the purposes of these declarations.

Furthermore, the Board of Directors reserves the right to ask each Board member for regular information on the status of their activities, in order to preventively assess, in consultation with the relevant member, the existence of any potential conflicts of interest and to monitor them.

ARTICLE 17 LOYALTY, GOOD FAITH AND CONFIDENTIALITY OBLIGATION

Board members must not take any action that could harm the interests of the Company and must act in good faith in all circumstances.

They personally undertake to respect the strict confidentiality of the information they receive, the debates in which they take part and the decisions taken, going beyond the mere obligation of discretion provided for by Law.

In accordance with Article 9 above, they must refrain from using inside information to which they have access for their own personal gain or that of any other person. In particular, if they possess information about the company in which they serve as a member of the Board of Directors that has not been made public, they shall refrain from using such information to trade in or induce a third party to trade in such company's shares.

ARTICLE 18 PROFESSIONALISM

Members of the Board of Directors undertake to devote the necessary time and attention to their duties.

They shall participate actively and diligently in the meetings of the Board of Directors. They shall attend General Meetings of shareholders.

They shall endeavour to stay up to date with relevant information and to take part in any training courses organised by the Company. They shall endeavour to obtain, within a reasonable timeframe, the information they consider essential to enable them to make informed decisions on the Board of Directors.

Members of the Board of Directors shall contribute to the collective nature and efficiency of the Board's work. They shall make any recommendations that they believe could improve the operation of the Board of Directors, in particular at the time of the periodic Board assessment. They shall accept the assessment of their own actions within the Board of Directors.

Together with the other members of the Board of Directors, they shall ensure that control assignments are carried out effectively and without hindrance. In particular, they shall ensure that

procedures are in place within the Company to monitor compliance with the law, both in letter and in spirit.

They shall ensure that the positions adopted by the Board of Directors give rise without exception to formal decisions duly justified and recorded in the minutes of its meetings.

APPENDIX 1

AUDIT COMMITTEE RULES OF PROCEDURE

I. COMPOSITION, OPERATION AND ASSIGNMENTS

ARTICLE 1 APPOINTMENT OF MEMBERS

The Audit Committee is made up of at least three members appointed from among the members of the Board of Directors.

Expertise

Committee members must have financial or accounting expertise and be able to understand and analyse the Company's parent company and consolidated financial statements. Furthermore, at least one committee member must be an "audit committee financial expert" within the meaning of Item 407(d)(5)(ii) of Regulation S-K under the U.S. Securities Act 1933 (as amended). A person who satisfies this criterion of competence shall also be presumed to be "financially sophisticated" within the meaning of the same Act.

Independence

The Audit Committee is made up:

- entirely of independent members of the Board of Directors within the meaning of Rule 10A-3 of the U.S. Securities Act 1933 (as amended); in particular, none of the committee members must have been involved in the preparation of the Company's parent company or consolidated financial statements during the three years prior to their appointment; and
- at least two-thirds of independent members of the Board of Directors, within the meaning of the Middledent Corporate Governance Code for small and mid-cap companies and as set out in Article 15 the Board of Directors Rules of Procedure.

ARTICLE 2 TERM OF OFFICE

The term of office of each Audit Committee member corresponds to their term of office as a member of the Board of Directors. It may be renewed at the same time as the latter.

Committee members may be removed from their position at any time by the Board of Directors, which does not have to justify its decision.

Committee members may resign their position without having to justify their decision.

ARTICLE 3 ATTENDANCE FEES AND REIMBURSEMENT OF EXPENSES

On the recommendation of the Nomination and Compensation Committee, the Board of Directors may decide at its sole discretion on the distribution of the annual amount of attendance fees allocated by the Ordinary Annual General Meeting. As such, Audit Committee members are also entitled to receive attendance fees.

Furthermore, Audit Committee members are entitled to the reimbursement of expenses incurred in attending Audit Committee meetings and any other expenses approved in advance by the Chairman of the Board of Directors.

ARTICLE 4 CHAIRMAN

The Audit Committee shall elect its Chairman on the basis of a majority of votes of its members.

The Chairman of the Audit Committee shall exercise the powers referred to in Articles 5, 7 and 8 of these Rules of Procedure.

ARTICLE 5 MEETINGS

The Audit Committee shall meet at least three times a year, when convened by its Chairman. It may meet at the request of the Chairman of the Board of Directors or one of the Audit Committee members on the basis of an established agenda. Meetings may be convened by any means.

At least twice a year, the Audit Committee members must meet the Company's Chief Financial Officer and external auditors.

Meetings shall be held at any location as specified in the notice of meeting. However, Audit Committee members are not required to be present in person and may attend meetings and vote by any appropriate means, in accordance with the conditions set out in Article 8 below.

Audit Committee meetings shall be chaired by the committee Chairman. In the absence of the Chairman, the committee shall appoint another person to chair the meeting. Except where explicitly advised to the contrary when the committee is convened, the Chairman of the Board of Directors shall attend Audit Committee meetings and may be accompanied at these meetings by the Company's Chief Financial Officer.

ARTICLE 6 PROVISION OF INFORMATION

The Company shall provide the Audit Committee with the resources it needs to carry out its assignments.

In particular, except in urgent or exceptional circumstances, the Audit Committee members shall be provided with the information required to examine the issues to be discussed by the committee at least two calendar days in advance of the meeting.

ARTICLE 7 DELIBERATIONS

The deliberations of the Audit Committee shall be valid only if more than half of its members are present or take part in the meeting remotely under the conditions specified in Article 8 below.

Decisions of the Audit Committee shall be taken by a simple majority of members present, participating under the above conditions or represented.

In the event of a tie, the Chairman shall not have the casting vote.

Audit Committee members may authorise another Audit Committee member to represent them by proxy.

No Audit Committee member may hold more than one proxy.

The decisions of the Audit Committee shall be recorded in minutes or reports signed by the committee Chairman and one voting member.

At its own initiative or at the request of the Chairman of the Board of Directors, the Audit Committee shall report on its work and recommendations to the Board of Directors, which is responsible for passing on such information to the General Meeting of shareholders when the committee's opinions concern matters falling within the remit of the General Meeting.

ARTICLE 8 PARTICIPATION IN COMMITTEE MEETINGS BY VIDEOCONFERENCE OR OTHER MEANS OF TELECOMMUNICATION

The rules governing participation in Audit Committee meetings by videoconference or any other means are identical to those set out in the Board of Directors Rules of Procedure.

ARTICLE 9 AUDIT COMMITTEE ASSIGNMENTS

The Audit Committee has the following assignments:

1. Monitor the financial reporting process. In this regard, the committee examines the consistency and relevance of the accounting standards and methods applied by the Company and assesses the appropriateness of any changes in accounting methods. The Audit Committee pays particular attention to reviewing the accounting methods used to value material or unusual transactions. The Audit Committee may be called upon to make recommendations;
2. Monitor the effectiveness of internal control and risk management systems, as well as internal audit, with regard to procedures relating to the preparation and processing of accounting and financial information, without this affecting its independence. Where appropriate, the committee informs the Board of Directors of any anomalies or misstatements identified in the Company's financial statements or control procedures. The Audit Committee helps the Chairman of the Board of Directors prepare the report on internal control;
3. Monitor the process for appointing and reappointing statutory auditors. To this end, the Audit Committee makes a recommendation to the Board of Directors on the statutory auditors proposed for appointment and/or reappointment by the General Meeting;
4. Monitor the statutory auditors' performance of their engagement, taking into account any findings and conclusions of the Haut Conseil du Commissariat aux Comptes following audits carried out;
5. Monitor statutory auditors' compliance with independence criteria, in particular those set out in Article 6 of Regulation (EU) No. 537/2014. The Audit Committee shall take the measures required for the application of Article 4(3) of said Regulation;
6. Preliminary approval of the provision of non-audit services by the statutory auditors, in accordance with the rules and procedures adopted by the Board of Directors with regard to preliminary approval by the Audit Committee;
7. Regular reporting to the Board of Directors on the performance of its assignments. The Audit Committee also reports on the results of the financial statements certification engagement, on the contribution this engagement has made to the integrity of the financial information and on the role it has played in this process. It immediately informs the Board of any difficulties encountered;
8. Receipt of accounting and audit alerts from the Company's Compliance Officer in accordance with the whistleblowing rules and procedures adopted by the Board of Directors, evaluation of

such alerts in order to determine whether there is sufficient evidence to trigger an investigation, and oversight of such investigations.

The above Audit Committee assignments are also applicable to all the Company's subsidiaries.

II. CODE OF PROFESSIONAL CONDUCT

Members of the Audit Committee are required to be fully aware of their rights and obligations. In particular, they must be familiar with and comply with the provisions of the Articles of Association and the Audit Committee Rules of Procedure.

Committee members carry out their assignments under the authority of the Board of Directors, to which they report.

In exercising their powers as Audit Committee members, they shall not take any action which could impair the powers conferred by Law or the Articles of Association on the Board of Directors.

The code of professional conduct applicable to members of the Board of Directors also applies to Audit Committee members.

APPENDIX 2
NOMINATION AND COMPENSATION COMMITTEE RULES OF PROCEDURE

I. COMPOSITION, OPERATION AND ASSIGNMENTS

ARTICLE 1 APPOINTMENT OF MEMBERS

The Nomination and Compensation Committee is made up of at least three members appointed from among the members of the Board of Directors.

A majority of the members of the Nomination and Compensation Committee are independent members of the Board of Directors, as defined in the Middelnext Corporate Governance Code for small and mid-cap companies.

In assessing the independence of the members of the Board of Directors who sit on the Nomination and Compensation Committee, the committee shall apply the criteria set out in the Board of Directors Rules of Procedure.

ARTICLE 2 TERM OF OFFICE

The term of office of each Nomination and Compensation Committee member corresponds to their term of office as a member of the Board of Directors. It may be renewed at the same time as the latter.

Nomination and Compensation Committee members may be removed from their position at any time by the Board of Directors, which does not have to justify its decision.

Nomination and Compensation Committee members may resign their position without having to justify their decision.

ARTICLE 3 ATTENDANCE FEES AND REIMBURSEMENT OF EXPENSES

On the recommendation of the Nomination and Compensation Committee, the Board of Directors may decide at its sole discretion on the distribution of the annual amount of attendance fees allocated by the Ordinary Annual General Meeting. As such, Nomination and Compensation Committee members are also entitled to receive attendance fees.

Furthermore, Nomination and Compensation Committee members are entitled to the reimbursement of expenses incurred in attending Nomination and Compensation Committee meetings and any other expenses approved in advance by the Chairman of the Board of Directors.

ARTICLE 4 CHAIRMAN

The Nomination and Compensation Committee shall elect its Chairman on the basis of a majority of votes of its members.

The Chairman of the Nomination and Compensation Committee shall exercise the powers referred to in Articles 5, 7 and 8 of these Rules of Procedure.

ARTICLE 5 MEETINGS

The Nomination and Compensation Committee shall meet at least three times a year, when convened by its Chairman. It may meet at the request of the Chairman of the Board of Directors or one of the Nomination and Compensation Committee members on the basis of an established agenda. Meetings may be convened by any means.

Meetings shall be held at any location as specified in the notice of meeting. However, Nomination and Compensation Committee members are not required to be present in person and may attend meetings and vote by any appropriate means, in accordance with the conditions set out in Articles 8 below.

Nomination and Compensation Committee meetings shall be chaired by the committee Chairman. In the absence of the Chairman, the committee shall appoint another person to chair the meeting. Except where explicitly advised to the contrary when the committee is convened and unless he isn't a member as defined in Article 1 above, the Chairman of the Board of Directors shall attend the meetings of the Nomination and Compensation Committee and may be accompanied at these meetings by the Company's human resources manager.

ARTICLE 6 PROVISION OF INFORMATION

The Company shall provide the Nomination and Compensation Committee with the resources it needs to carry out its assignments.

In particular, except in urgent or exceptional circumstances, the Nomination and Compensation Committee members shall be provided with the information required to examine the issues to be discussed by the committee at least two calendar days in advance of the meeting.

ARTICLE 7 DELIBERATIONS

The deliberations of the Nomination and Compensation Committee shall be valid only if more than half of its members are present or take part in the meeting remotely under the conditions specified in Article 8 below.

Decisions of the Nomination and Compensation Committee shall be taken by a simple majority of members present, participating under the above conditions or represented.

In the event of a tie, the Chairman shall not have the casting vote.

Nomination and Compensation Committee members may authorise another Nomination and Compensation Committee member to represent them by proxy.

No Nomination and Compensation Committee member may hold more than one proxy.

The decisions of the Nomination and Compensation Committee shall be recorded in minutes or reports signed by the committee Chairman and one voting member.

At its own initiative or at the request of the Chairman of the Board of Directors, the Nomination and Compensation Committee shall report on its work and recommendations to the Board of Directors, which is responsible for passing on such information to the General Meeting of shareholders when the committee's opinions concern matters falling within the remit of the General Meeting.

ARTICLE 8 PARTICIPATION IN COMMITTEE MEETINGS BY VIDEOCONFERENCE OR OTHER MEANS OF TELECOMMUNICATION

The rules governing participation in Nomination and Compensation Committee meetings by videoconference or any other means are identical to those set out in the Board of Directors Rules of Procedure.

ARTICLE 9 ASSIGNMENTS OF THE NOMINATION AND COMPENSATION COMMITTEE

The Nomination and Compensation Committee has the following assignments:

- Ensure professionalism and objectivity in the procedures for appointing the Company's executives, corporate officers and senior managers. In particular, the committee is responsible for making proposals concerning the size and desirable composition of the Board of Directors in the light of the Company's shareholder structure and changes therein, as well as the requirements of good corporate governance, in particular as regards the proportion of independent members on the Board. It is charged with identifying and assessing potential candidates and assessing the advisability of reappointing members;
- Review the circumstances of each Board member with regard to their relationship with the Company insofar as such circumstances may compromise their independence of judgement or lead to potential conflicts of interest with the Company; the Nomination and Compensation Committee must also establish a procedure for selecting future independent members of the Board of Directors; and
- Make proposals to the Board of Directors concerning the remuneration and benefits awarded to the Company's executives, corporate officers and senior managers, including attendance fees and salaries, compensation or remuneration of any kind that they may receive under a business or employment contract with the Company, compensation and benefits due on or after termination of their duties and the allotment of share warrants, stock options, bonus shares or any other form of long-term participation in the Company's share capital. In this respect, the Nomination and Compensation Committee assesses the remuneration packages offered by the Company in relation to those prevailing in the market and makes recommendations on remuneration levels and the breakdown between the components of remuneration, as well as any changes in remuneration that the Company may offer its executives and corporate officers.

The above assignments of the Nomination and Compensation Committee also apply to any matter of a similar nature concerning a subsidiary of the Company of which the Company may become aware.

II. CODE OF PROFESSIONAL CONDUCT

Members of the Nomination and Compensation Committee are required to be fully aware of their rights and obligations. In particular, they must be familiar with and comply with the provisions of the Articles of Association and the Nomination and Compensation Committee Rules of Procedure.

Committee members carry out their assignments under the authority of the Board of Directors, to which they report.

In exercising their powers as Nomination and Compensation Committee members, they shall not take any action which could impair the powers conferred by Law or the Articles of Association on the Board of Directors.

The code of professional conduct applicable to members of the Board of Directors also applies to Nomination and Compensation Committee members.

APPENDIX 3

STRATEGY AND ALLIANCES COMMITTEE RULES OF PROCEDURE

I. COMPOSITION, OPERATION AND ASSIGNMENTS

ARTICLE 1 APPOINTMENT OF MEMBERS

The Committee is made up of at least three members appointed from among the members of the Board of Directors.

At least two thirds of the members of the committee are independent members of the Board of Directors, as defined in the Middlesbrough Corporate Governance Code for small and mid-cap companies.

In assessing the independence of the members of the Board of Directors who sit on the Strategy and Alliances Committee, the committee shall apply the criteria set out in the Board of Directors Rules of Procedure.

ARTICLE 2 TERM OF OFFICE

The term of office of each Strategy and Alliances Committee member corresponds to their term of office as a member of the Board of Directors. It may be renewed at the same time as the latter.

Committee members may be removed from their position at any time by the Board of Directors, which does not have to justify its decision.

Committee members may resign their position without having to justify their decision.

ARTICLE 3 ATTENDANCE FEES AND REIMBURSEMENT OF EXPENSES

On the recommendation of the Nomination and Compensation Committee, the Board of Directors may decide at its sole discretion on the distribution of the annual amount of attendance fees allocated by the Ordinary Annual General Meeting. As such, Strategy and Alliances Committee members are also entitled to receive attendance fees.

Furthermore, Strategy and Alliances Committee members are entitled to the reimbursement of expenses incurred in attending Strategy and Alliances Committee meetings and any other expenses approved in advance by the Chairman of the Board of Directors.

ARTICLE 4 CHAIRMAN

The Strategy and Alliances Committee shall elect its Chairman on the basis of a majority of votes of its members.

The Chairman of the Strategy and Alliances Committee shall exercise the powers referred to in Articles 5, 7 and 8 of these Rules of Procedure.

ARTICLE 5 MEETINGS

The Strategy and Alliances Committee shall meet at least once a year, when convened by its Chairman. Unless he isn't the Chairman as defined in Article 4 above, the committee may meet

at the request of the Chairman of the Board of Directors or one of the Strategy and Alliances Committee members on the basis of an established agenda. Meetings may be convened by any means.

Meetings shall be held at any location as specified in the notice of meeting. However, Strategy and Alliances Committee members are not required to be present in person and may attend meetings and vote by any appropriate means, in accordance with the conditions set out in Article 8 below.

Strategy and Alliances Committee meetings shall be chaired by the committee Chairman. In the absence of the Chairman, the committee shall appoint another person to chair the meeting.

ARTICLE 6 PROVISION OF INFORMATION

The Company shall provide the Strategy and Alliances Committee with the resources it needs to carry out its assignments.

In particular, except in urgent or exceptional circumstances, the Strategy and Alliances Committee members shall be provided with the information required to examine the issues to be discussed by the committee at least two calendar days in advance of the meeting.

ARTICLE 7 DELIBERATIONS

The deliberations of the Strategy and Alliances Committee shall be valid only if more than half of its members are present or take part in the meeting remotely under the conditions specified in Article 8 below.

Decisions of the Strategy and Alliances Committee shall be taken by a simple majority of members present, participating under the above conditions or represented.

In the event of a tie, the Chairman shall have the casting vote.

Strategy and Alliances Committee members may authorise another Strategy and Alliances Committee member to represent them by proxy.

No Strategy and Alliances Committee member may hold more than one proxy.

The decisions of the Strategy and Alliances Committee shall be recorded in minutes or reports signed by the committee Chairman and one voting member.

At its own initiative or at the request of the Chairman of the Board of Directors, the Strategy and Alliances Committee shall report on its work and recommendations to the Board of Directors, which is responsible for passing on such information to the General Meeting of shareholders when the committee's opinions concern matters falling within the remit of the General Meeting.

ARTICLE 8 PARTICIPATION IN COMMITTEE MEETINGS BY VIDEOCONFERENCE OR OTHER MEANS OF TELECOMMUNICATION

The rules governing participation in Strategy and Alliances Committee meetings by videoconference or any other means are identical to those set out in the Board of Directors Rules of Procedure.

ARTICLE 9 ASSIGNMENTS OF THE STRATEGY AND ALLIANCES COMMITTEE

The Strategy and Alliances Committee's principal role is to work with the Company to analyse any business or corporate development opportunities that may arise (strategic opportunities may include the acquisition or disposal of product rights or mergers or acquisitions with other companies). This may include:

- analysing products and/or companies in terms of their fundamentals, particularly in relation to those of the Company itself;
- assessing the feasibility of the transaction.

II. CODE OF PROFESSIONAL CONDUCT

Members of the Strategy and Alliances Committee are required to be fully aware of their rights and obligations. In particular, they must be familiar with and comply with the provisions of the Articles of Association and the Strategy and Alliances Committee Rules of Procedure.

Committee members carry out their assignments under the authority of the Board of Directors, to which they report.

In exercising their powers as Strategy and Alliances Committee members, they shall not take any action which could impair the powers conferred by Law or the Articles of Association on the Board of Directors.

The code of professional conduct applicable to members of the Board of Directors also applies to Strategy and Alliances Committee members.

APPENDIX 4
ESG (ENVIRONMENT, SOCIAL, GOVERNANCE) COMMITTEE RULES OF
PROCEDURE

I. COMPOSITION, OPERATION AND ASSIGNMENTS

ARTICLE 1 APPOINTMENT OF MEMBERS

The Committee is made up of at least three members appointed from among the members of the Board of Directors.

At least two thirds of the members of the committee are independent members of the Board of Directors, as defined in the Middlednext Corporate Governance Code for small and mid-cap companies.

In assessing the independence of the members of the Board of Directors who sit on the ESG Committee, the committee shall apply the criteria set out in the Board of Directors Rules of Procedure.

Depending on the assignments entrusted to them by the Board of Directors, observers may be permanent invitees of the ESG Committee.

ARTICLE 2 TERM OF OFFICE

The term of office of each ESG Committee member corresponds to their term of office as a member of the Board of Directors. It may be renewed at the same time as the latter.

Committee members may be removed from their position at any time by the Board of Directors, which does not have to justify its decision.

Committee members may resign their position without having to justify their decision.

ARTICLE 3 ATTENDANCE FEES AND REIMBURSEMENT OF EXPENSES

On the recommendation of the Nomination and Compensation Committee, the Board of Directors may decide at its sole discretion on the distribution of the annual amount of attendance fees allocated by the Ordinary Annual General Meeting. As such, ESG Committee members are also entitled to receive attendance fees.

Furthermore, ESG Committee members are entitled to the reimbursement of expenses incurred in attending ESG Committee meetings and any other expenses approved in advance by the Chairman of the Board of Directors.

ARTICLE 4 CHAIRMAN

The ESG Committee shall elect its Chairman on the basis of a majority of votes of its members.

The Chairman of the ESG Committee shall exercise the powers referred to in Articles 5, 7 and 8 of these Rules of Procedure.

ARTICLE 5 MEETINGS

The ESG Committee shall meet at least twice a year, when convened by its Chairman. It may meet at the request of the Chairman of the Board of Directors or one of the ESG Committee members on the basis of an established agenda. Meetings may be convened by any means.

Meetings shall be held at any location as specified in the notice of meeting. However, ESG Committee members are not required to be present in person and may attend meetings and vote by any appropriate means, in accordance with the conditions set out in Article 8 below.

ESG Committee meetings shall be chaired by the committee Chairman. In the absence of the Chairman, the committee shall appoint another person to chair the meeting.

ARTICLE 6 PROVISION OF INFORMATION

The Company shall provide the ESG Committee with the resources it needs to carry out its assignments.

In particular, except in urgent or exceptional circumstances, the ESG Committee members shall be provided with the information required to examine the issues to be discussed by the committee at least two calendar days in advance of the meeting.

ARTICLE 7 DELIBERATIONS

The deliberations of the ESG Committee shall be valid only if more than half of its members are present or take part in the meeting remotely under the conditions specified in Article 8 below.

Decisions of the ESG Committee shall be taken by a simple majority of members present, participating under the above conditions or represented.

In the event of a tie, the Chairman shall have the casting vote.

ESG Committee members may authorise another ESG Committee member to represent them by proxy.

No ESG Committee member may hold more than one proxy.

The decisions of the ESG Committee shall be recorded in minutes or reports signed by the committee Chairman and one voting member.

At its own initiative or at the request of the Chairman of the Board of Directors, the ESG Committee shall report on its work and recommendations to the Board of Directors, which is responsible for passing on such information to the General Meeting of shareholders when the committee's opinions concern matters falling within the remit of the General Meeting.

ARTICLE 8 PARTICIPATION IN COMMITTEE MEETINGS BY VIDEOCONFERENCE OR OTHER MEANS OF TELECOMMUNICATION

The rules governing participation in ESG Committee meetings by videoconference or any other means are identical to those set out in the Board of Directors Rules of Procedure.

ARTICLE 9 ASSIGNMENTS OF THE ESG COMMITTEE

The ESG Committee's principal role, in conjunction with the work of the Board of Directors, is to ensure that the Company responds ever more effectively to the economic and societal challenges related to its corporate purpose of providing therapeutic and diagnostic solutions to address the unfulfilled medical needs of millions of patients worldwide.

In this respect, the ESG Committee's assignments cover the following areas:

- Reviewing the Company's strategy, goals, policies and commitments in terms of corporate responsibility (Ethics and Compliance, Human Rights, Health, Safety & Security, Environment);
- Ensuring that the Company's commitment to non-financial performance, ethics and social and environmental responsibility meets the expectations of all stakeholders;
- Ensuring the implementation of initiatives in these areas;
- Making recommendations to the Board of Directors in this regard.

The ESG Committee works in conjunction with the other special committees of the Board of Directors, in particular:

- with the Nomination and Compensation Committee, to define the social responsibility components to be integrated into the implementation of remuneration and diversity development policies within the Company;
- with the Audit Committee, to manage the risks specific to the Company's corporate social responsibility.

II. CODE OF PROFESSIONAL CONDUCT

Members of the ESG Committee are required to be fully aware of their rights and obligations. In particular, they must be familiar with and comply with the provisions of the Articles of Association and the ESG Committee Rules of Procedure.

Committee members carry out their assignments under the authority of the Board of Directors, to which they report.

In exercising their powers as ESG Committee members, they shall not take any action which could impair the powers conferred by Law or the Articles of Association on the Board of Directors.

The code of professional conduct applicable to members of the Board of Directors also applies to ESG Committee members.