



SOITEC

French joint-stock corporation (*Société Anonyme*)
with a share capital of 71,454,082 Euros
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**INTERNAL REGULATION
OF THE BOARD OF DIRECTORS**

(Adopted by the Board of Directors on July 22, 2025)

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Preamble

This internal regulation sets forth the methods of organization and operation of the Board of Directors (hereinafter the “**Internal Regulation**”) of SOITEC (hereinafter the “**Company**”) and is intended to complement the statutory and regulatory provisions currently in force as well as the Company's by-laws.

This Internal Regulation is not part of the by-laws of the Company. It is not enforceable against third parties, nor may it be invoked by shareholders or third parties against the members of the Board of Directors (hereinafter the “**Directors**”), the Company or its subsidiaries (the Company and its subsidiaries are hereinafter jointly referred to as the “**Group**”).

This Internal Regulation shall be binding on each Director (whether individual or legal entity, and including the permanent representative of a legal entity Director) upon appointment. The representative(s) of the Social and Economic Council (CSE) or the entity acting in its stead, and more generally any person participating in, or attending, the meetings of the Board of Directors on a one-time basis or permanently shall be bound by obligations provided respectively in article 4 f) (*Confidentiality*) and 4 g) (*Restriction on insider trading*) of this Internal Regulation.

The Board of Directors has adopted the Corporate governance code for listed companies published by the AFEP (*Association Française des Entreprises Privées*, the French Association of Private Companies) and the MEDEF (*Mouvement des Entreprises de France*, the French Business Confederation) as last updated in December 2022 (hereinafter the “**Afep-Medef Code**”) as its reference framework for corporate governance.

ARTICLE 1 - General rules

a) Composition

Number of Directors

The Company shall be administered by a Board of Directors comprising a minimum of three members and a maximum of eighteen members, subject to the exemption provided by law in the event of a merger, pursuant to article L. 225-95 of the French Commercial Code.

Appointment, renewal and removal of Directors

The Directors shall be appointed or renewed in their positions by the Ordinary General Meeting, which may revoke them at any time. However, in the event of a merger or demerger, the Directors may be appointed by an Extraordinary General Meeting.

When a Director is appointed or renewed, the broad outlines of his/her professional career and the Board of Directors' conclusions regarding his/her independence are presented to the Ordinary General Meeting called to vote on said appointment or renewal.

The legal entity Director must seek the prior approval of the Board of Directors before appointing its permanent representative, which the Board will not unduly withhold.

To the extent permitted by law, Directors representing employees are appointed in accordance with the provisions of article 12.5 of the Company's by-laws.

Diversity

The Company shall implement a policy of diversity in the composition of the Board of Directors with regard to criteria such as independence, representation of women and men, nationality, age or professional qualifications and experience. The Board of Directors shall publish, in the Company's corporate governance report, a description of the diversity policy applied to the Directors, as well as a description of the objectives of this policy, its implementation and the results obtained during the past fiscal year.

The Board of Directors shall endeavor to propose the appointment, by the shareholders, of members with industrial, management, sustainability and/or accounting and financial expertise, whose profiles and skills are complementary and meet the Company's needs, the regulatory requirements, and, insofar as possible, the recommendations of the Afep-Medef Code.

Independence

The interests of minority shareholders shall be taken into account through the appointment of a sufficient number of independent members.

The Board of Directors shall use its best efforts to ensure that, for as long as the Company is not controlled, at least half (1/2), and, if the Company becomes controlled, at least one-third (1/3), of the Directors are independent, within the meaning of article 10 of the Afep-Medef Code, it being specified that Directors representing employees and, as the case may be, the shareholders employees, shall not be taken into account in determining this ratio.

The criteria of independence of the Directors shall be set by the Board of Directors taking into account an analysis based on the definition and criteria of independence of article 10 of the Afep-Medef Code and on best practices.

Each year, prior to the Ordinary General Meeting called to approve the financial statements, the Board of Directors shall perform an evaluation of the independence of the Directors, on the basis of the recommendations of the Compensation, Nominations and Board Governance Committee, in compliance with the recommendations of the Afep-Medef Code.

The Board of Directors shall examine on a case-by-case basis the qualifications of each one of the Directors, taking into consideration the criteria that it will have selected, the special circumstances and situation of such Director.

The conclusions of the evaluation of the independence of the Directors shall be recorded in the minutes of the meeting of the Board of Directors and shall be brought to the attention of the shareholders in the Company's corporate governance report.

b) Age limit – Term of office

Age limit

The age limit for holding the position of Director is set at seventy-five (75). Any Director who reaches this age limit is automatically deemed to have resigned. However, the Board may decide to ask the shareholders, through an Extraordinary General Meeting, to depart from the by-laws and allow a Director to remain in office until the end of his/her term, or to renew his/her term.

Notwithstanding the above paragraph, the Chair of the Board of Directors must not be over seventy (70). Should he/she exceeds this age, he/she shall be deemed to have resigned automatically. However, the Board of Directors may decide to ask the Chair of the Board of Directors to remain in office until the end of his/her term, or to renew his/her term, subject to the prior approval of an Ordinary General Meeting.

Moreover, no one may be appointed Director if he/she is over the age of seventy (70) and his/her appointment would increase the number of Directors above this age to more than one-third (1/3) of the members of the Board of Directors. The number of Directors over seventy (70) years of age may not exceed one-third (1/3) of the members of the Board of Directors. If said limit is reached, the oldest Director shall be considered to have resigned.

Term of office

Pursuant to article 12.2 of the Company's by-laws, the term of office of the Directors shall be three years. The duties of the Directors shall expire at the conclusion of the Ordinary General Meeting that rules on the financial statements of the past fiscal year and that is held in the year during which the term of office expires. The Directors may always be re-elected.

The Board of Directors shall endeavor to organize a staggering of the term of office of the Directors in order to avoid a mass renewal of all of the terms of office.

c) Vacancies – Co-optation

The Board of Directors may make appointments on a provisional basis in the cases and under the conditions provided for by law.

d) Shares of Directors

Pursuant to article 13 of the Company's by-laws, Directors are not required to hold shares of the Company.

Nonetheless, in order to comply with article 24 of the Afep-Medef Code, in the absence of legal provisions to the contrary, the individual Directors or the permanent representatives of legal entity Directors should ensure that they are personally a shareholder of the Company and that they hold a minimum number of shares that is significant in relation to the Directors' compensation paid to them in their capacity as Directors of the Company. The holding of one hundred (100) shares in registered form shall be considered as a significant number of shares.

This obligation does not apply to permanent representatives appointed by legal entity Directors which are institutional investors, to individual Directors representing institutional investors and to Directors representing employees.

ARTICLE 2 - Meetings and deliberations

a) Officers of the Board of Directors

Chair of the Board of Directors

The Board of Directors shall elect a Chair from among its individual members and shall set the duration of his/her term of office, which may not exceed the duration of his/her term of office as a Director.

The Chair of the Board of Directors represents the Board of Directors. He/she is in charge of convening the Board of Directors meetings, setting the agenda and organizing and supervising its works which he/she presents to the General Meeting. He/she ensures that the Board of Directors and the Committees of the Board of Directors operate in good conditions and verifies, in particular, that the Directors are in a position to accomplish their mission.

The Chair of the Board of Directors helps to promote the Company's values and culture. He/she uses his/her best efforts to promote the Group's actions, in particular in the area of sustainability.

The Chair of the Board of Directors, taking into account and responding to any recommendations made by the Referent Director (if any) or otherwise in his absence, by the Chair of the Compensation, Nominations and Board Governance Committee, shall ensure that the principles of good governance are duly implemented.

If the functions of Chair and Chief Executive Officer are separated, the Chair of the Board of Directors shall ensure that a relationship of trust is maintained and developed between the Board and Executive Management in order to guarantee that Executive Management implements the guidelines defined by the Board of Directors.

The Chair of the Board of Directors shall be informed in advance by the Chief Executive Officer on all significant matters and events of interest to the Company, in particular those relating to the Company's strategy, operation and organization, proposed acquisitions or disposals and major financial transactions. In this capacity, he or she may request from the Chief Executive Officer any information or document likely to inform the Board of Directors and the Board Committees.

The Chair of the Board of Directors shall prevent situations of real or potential conflict of interests involving Directors.

In consultation and pre coordination with the Chief Executive Officer, the Chair of the Board of Directors may represent the Company in its high-level relations, both nationally and internationally, in particular with public authorities, institutions, regulators, shareholders (in relation to corporate governance) and the Company's strategic stakeholders.

If the Chair of the Board of Directors is absent or unable to carry out his/her duties, the Board of Directors shall appoint, to chair the meeting, the Referent Director (if any and present), or otherwise, the Chair of the Compensation, Nominations and Board Governance Committee.

Referent Director

The Board of Directors may appoint a referent director (the “**Referent Director**”) among Directors qualified as independent.

The Referent Director's duties will end (i) either at the end of his/her term of office as Director, (ii) or on the day on which he/she loses his/her status as an independent Director, for whatever reason, (iii) or at any time, by simple decision by the Board of Directors.

The Referent Director is notably involved in managing conflicts of interest relating to the Chair of the Board of Directors, and in ensuring that the Board's governance runs smoothly.

To carry out his/her duties, the Referent Director may have access to all documents and information he/she deems necessary and may also be involved in the work of the Compensation, Nominations and Board Governance Committee and/or of the Sustainability Committee, whether or not he/she is a member.

Board Secretary

The Board of Directors appoints, on the proposal of the Chair of the Board of Directors, a Board Secretary, who may be chosen either from among the Directors or from outside the Board of Directors. If the Board Secretary is not a Director, he/she shall be subject to the confidentiality obligations set forth in article 4 f) (*Confidentiality*) and 4 g) (*Restriction on insider trading*) below.

The Board Secretary shall remain in office for a period of time determined by the Board of Directors. He/she may be replaced by simple decision of the Board of Directors.

The Board Secretary draws up the minutes of Board meetings under the authority of the Chair of the Board of Directors. More generally, the Board Secretary answers Directors' questions on the functioning of the Board, and on their rights and obligations.

In case the Board Secretary is absent or unable to carry out his/her duties during a meeting of the Board of Directors, the Board of Directors shall appoint one of its members in attendance or a third-party to replace him/her.

b) Frequency of meetings

The Board of Directors shall meet as often as the interest of the Company requires, at least four times per year.

The Board of Directors is convened by the Chair of the Board of Directors or, if he/she is unable to carry out his/her duties, by the Referent Director (if any) or otherwise by the Chair of the Compensation, Nominations and Board Governance Committee.

The Chief Executive Officer or at least half of the members of the Board of Directors may also request that the Chair of the Board of Directors convenes the Board of Directors, with an agenda defined in said request.

Furthermore, when it has not met for more than two months, at least one-third (1/3) of the Directors may ask the Chair of the Board of Directors to convene the Board of Directors on an agenda determined by said Directors.

In these last two cases, the Chair of the Board of Directors is bound by the requests that are addressed to him/ her and must convene the Board of Directors in compliance with the defined agenda.

Except for an established urgency, the convening must be made in writing, by all means including email, at least eight days before the date of the meeting, or with a shorter lead time enabling proper reaction by the Board of Directors to an urgency requirement.

The convening must be accompanied with the agenda of the meeting and all the documents prepared for the purposes of the meeting (except in case of material impossibility). An update of the documents sent is communicated as need be to the Directors after the convening and before the meeting of the Board of Directors. However, when all the Directors are present or represented at a meeting (including by way of participation or representation at meetings held by telecommunication means), it can intervene without prior convening notice.

The meetings shall be held either at the registered office or at any other place specified in the notice, including abroad.

Meetings may be held by telecommunication means, subject to the reservations and under the conditions set by the laws or regulations in force.

Exceptionally, the Chair of the Board of Directors, at his/her discretion, may notify the Directors that they are requested to take a decision by way of written consultation (including by electronic means), in accordance with applicable laws and regulations. This notice made by the Chair of the Board will include the draft decision proposed, together with any supporting material.

The Directors will have two calendar days to object to a decision taken by written consultation, or any shorter time frame as may be specified in the notice sent by the Chair, if the context or nature of the decision so requires. Opposition by any single Director to the written consultation process will mean that a Board meeting must be called, in accordance with this International Regulation.

In the absence of any such opposition, any Director must return his/her vote (for, against, abstain) in accordance with the instructions set out in the notice sent by the Chair, no later than three calendar days following such notice, or any shorter time frame as may be specified in such notice, if the context or nature of the decision so requires. Responses not returned within the specified time frame will not be taken into account in the calculation of the quorum and the majority.

c) Attendance, quorum and majority

An attendance book shall be kept and signed by the Directors participating in the meeting of the Board of Directors. This attendance book shall indicate the names of the Directors who participated in the meeting by telecommunication means.

For resolutions to be valid, at least half of the Directors must be physically present. However, the Directors attending the meeting by telecommunication means allowing their identification and their effective participation (by transmitting at least the voice of the participants and by meeting the technical requirements for continuous and simultaneous retransmission of the deliberations) shall be considered to be present for the purposes of calculating the quorum and the majority in compliance with the statutory and regulatory provisions currently in force.

A Director may appoint another Director to represent him/her, even by postal letter. Each Director may only have one proxy per meeting. The proxies, given by postal letters, or possibly by telex, telegram or by a confirmed email shall be appended to the attendance book.

Decisions shall be taken by a majority vote of the members who are present or represented. The Chair of the meeting shall not have the casting vote.

d) Minutes

The working language for meetings of the Board of Directors shall be English.

The deliberations of the Board of Directors shall be recorded in minutes drawn up in accordance with the legal provisions in force, and signed by the Chair of the meeting and a Director or, if the Chair of the meeting was unable to fulfill his/her duties, by two Directors, and the omission of this formality shall not result in the nullity of the decisions made.

The minutes of the meeting shall specify the name of the Directors who were present or deemed to be present pursuant to article L. 225-37 of the French Commercial Code, excused or absent. It shall note the presence or the absence of the persons called to the meeting of the Board of Directors in accordance with a legal provision and the presence of any other person who attended all or part of the meeting.

The meeting minutes shall summarize the debates, the issues raised, the positions given or the reservations expressed. They shall state the resolutions that have been put to the vote and the results of the voting.

The minutes shall also include the occurrence of any technical incident concerning the use of telecommunication means when such incident has disrupted a meeting.

The decisions of the Board of Directors taken by written consultation shall be recorded in minutes drawn up and signed by the Chair of the Board of Directors.

Minutes of the Board of Directors meetings are sent to the Directors at the same time as the convening notice and other the documents transmitted to the Board.

Copies or extracts of minutes of the deliberations shall be validly certified by the Chair of the Board of Directors, the Board Secretary, or by a Director if he/she has been temporarily authorized to perform the duties of Chair, or a proxy authorized for said purpose.

The minutes of the meetings of the Board of Directors shall be drafted in English, with a simultaneous translation into French for the purpose of fulfilling legal formalities, if necessary.

In the event of a discrepancy between the English version and the French translation, the English version shall prevail.

e) Closed sessions

At the end of each meeting of the Board of Directors or of the Committees, or at any time deemed appropriate, and at least once a year, restrictive meeting(s) of the Board of Directors shall be held without the presence of the executive corporate officers (or corporate officers who had an executive role in the past).

These Closed Sessions may in particular be held in order to discuss performance, compensation, succession plan or real or potential situations of conflict of interests of the executive corporate officers. They may also be held in order to discuss any specific issue, as well as the internal functioning of the Board of Directors and of its Committees.

f) Board of Directors resources

In order to carry out its work (or its Committees' work), the Board of Directors may use external experts or advisors and request external studies, at the Company's expense. The Board of Directors must ensure the objectivity of the external experts requested.

The Board of Directors shall be provided with an autonomous budget allocated on an annual basis by a decision of the Board for the sole purpose of requesting external experts or advisors, which shall be used by the Board of Directors at its sole discretion.

g) *Information and training of Directors*

Subject to real or potential situations of conflict of interests, documents and information enabling the Directors to make an informed decision with full knowledge of the facts about the items on the agenda of the meeting of the Board of Directors shall be communicated by the Chair of the Board of Directors or the Chief Executive Officer in a timely fashion, prior to the meeting, except when the respect of confidentiality or physical obstacles make that impossible.

Each Director may and must ask to be sent the documents that he/she considers essential to the exercise of his/her duties. The Director shall send his/her requests for additional information to the Chair of the Board of Directors, who shall evaluate the essential nature of the documents requested and who shall, as the case may be, grant any such request.

Outside of meetings of the Board of Directors, if the importance or the urgency of information so requires, the Directors shall also receive any information that is relevant to the exercise of their duties. In particular, they shall be sent articles in the press and financial analysis reports containing relevant information about the Company.

The Directors may meet with the main managers of the Group, including without the presence of the Chief Executive Officer on the condition that the Chair of the Board of Directors and the Chief Executive Officer have been informed in advance. Notwithstanding the foregoing, Committee Chairs may freely meet their counterparts on the Executive Committee without prior information to the Chair of the Board of Directors and the Chief Executive Officer, and may interact freely with Executive Committee members in the course of their Committee work.

Each Director may, if he/she considers it necessary, receive additional training regarding the Company, its business areas and its business sector and the Group's sustainability issues.

Directors representing employees shall receive appropriate training to enable them to perform their duties in accordance with regulations in force.

The abovementioned provisions are subject to the provisions of the Articles 4 d) (*Conflict of interest*) and 4 f) (*Confidentiality*) of this Internal Regulation.

ARTICLE 3 – Powers

a) *Powers specific to the Board of Directors*

The Board of Directors shall fulfil its duties in accordance with legal, statutory, and regulatory provisions.

The Board of Directors shall notably determine the governance and strategic guidelines for the Company's activities, in accordance with the Company's corporate interest and *raison d'être*, and ensure their implementation by the Executive Management.

The Board of Directors shall examine, in relation to the strategy it has defined, opportunities and risks such as financial, legal, operational, social, and sustainability risks and the measures taken in consequence.

The Board of Directors shall oversee Management's financial and sustainability disclosure policy and actual disclosures. In particular, it monitors the quality of the information supplied to the shareholders and to the markets, through financial statements and management report or in relation to major transactions. Subject to the powers expressly attributed to the General Meetings and within the limit of the Company's corporate purpose, it shall consider any issue affecting the smooth functioning of the Company and shall resolve the matters relating to it.

The Board of Directors shall determine the method of exercise of the Executive Management (joint or separate functions of Chair of the Board of Directors and Chief Executive Officer) at the time of the appointment and renewal of the term of office of the Chair of the Board of Directors or the Chief Executive Officer. The chosen option remains in force until a contrary decision has been made under the same conditions. The shareholders and the third parties are informed of the choice under the conditions defined by the law.

The Board of Directors shall examine the regulated agreements addressed by article L.225- 38 of the French Commercial Code.

The Board of Directors shall also conduct the audits and verifications that it considers appropriate.

b) Executive Management

The Company's Executive Management shall be assumed, under his/her responsibility, either by the Chair of the Board of Directors (who, in such case, will be Chair of the Board of Directors and Chief Executive Officer), or by another natural person, who may but need not be a Director, appointed by the Board of Directors under the title of Chief Executive Officer (*Directeur Général*).

Subject to the powers that the law expressly grants to the General Meetings and the powers that it expressly reserves to the Board of Directors and to the Chair of the Board of Directors as well as the limitations set out in Article 3 c) (*Exercise of powers by the Chair of the Board of Directors and Chief Executive Officer, the Chief Executive Officer and/or, as the case may be, the Deputy Chief Executive Officers (the "executive corporate officer")*) of this Internal Regulation, the Chief Executive Officer shall be vested, within the limit of the Company's corporate purpose, with the broadest powers to act under any circumstances on behalf of the Company.

Decisions of the Board of Directors that limit the powers of the Chief Executive Officer shall be unenforceable against third parties.

On the proposal of the Chief Executive Officer, the Board of Directors may appoint one or several individuals, provided that it does not appoint more than five (5), to assist the Chief Executive Officer, with the title of Deputy Chief Executive Officer (*Directeur Général Délégué*).

The Deputy Chief Executive Officers are responsible for assisting the Chief Executive Officer, to whom they shall report their management activity. With regard to third parties, they shall have the same powers as the Chief Executive Officer.

The Chief Executive Officer or each of the Deputy Chief Executive Officers shall be authorized to grant sub-delegations or substitutions of powers for one or more transactions or categories of specific transactions.

c) Exercise of powers by the Chair of the Board of Directors and Chief Executive Officer, the Chief Executive Officer and/or, as the case may be, the Deputy Chief Executives Officers (the “executive corporate officer”)

Matters for which prior approval by the Board of Directors is required are stipulated in this section. When possible or necessary, Management shall produce early directional information, progress reports and proposals concerning these matters in due time and in any event before such information becomes or risks to become a company business direction commitment or disclosure.

I. Strategy, business plans and annual Group budget

Management will review annually with the Board the Group’s strategy (including in terms of sustainability), business plans (including organization, human capital and sustainability, incl. the climate plan with precise objectives defined for various time horizons), and annual budget (including the industrial footprint, R&D plans, necessary financial loans to set up and outstanding customer and supplier backlog and commitments).

The annual budget and business plans, as well as any substantial modifications or deviations thereof, shall be submitted to the Board for approval.

Management will make periodic reports to the Board of Directors comparing operating results to the budget, in a dashboard listing the fundamental parameters of the budget.

II. Capital expenditures

Management will submit annually, for the Board of Directors' consideration and approval, a capital expenditure budget for the Company and/or its subsidiaries, which will:

- itemize and describe anticipated capital expenditures for assets and capital projects for total cost that exceed US\$ 20 million per transaction; and
- contain an aggregate total for all capital expenditures, with plus/minus 10% leeway for the Executive Management.

Each individual capital expenditure over US\$ 20 million, whether it was included or not in the budget, shall require the Board of Directors’ approval.

Executive Management shall present reports the Board of Directors comparing the performance of each investment with that initially expected.

III. M&A transactions, sales of fixed assets and purchases of land and buildings

Management will submit to the Board of Directors for prior consideration and approval:

- all M&A transactions to be carried out by the Company and/or its subsidiaries, the amount of which is above US\$ 10 million. Other M&A transactions, the amount of which is below or equal to US\$ 10 million shall nevertheless be reported, by any means, to the Board of Directors for information;
- sales of fixed assets to be carried out by the Company and/or its subsidiaries when their book value or the net proceeds exceed per year an aggregate amount of US\$ 10 million; and
- any purchase of land or building to be carried out by the Company and/or its subsidiaries, regardless of the amount (including, as the case may be, the related financing).

Management will submit to the Board of Directors, for prior consideration and approval, acquisitions of equity interests and joint ventures of the Company and/or its subsidiaries involving one or more of the following:

- payment with stock of the Company and/or of its subsidiaries, regardless of the amount involved; and
- contribution of cash, assets, or assumption of debt, in any combination, from the Company and/or from its subsidiaries, exceeding US\$ 10 million (inclusive of purchase price and potential earn-outs or deferred payments to the owners).

Management will inform the Board of Directors, at the meeting following such event, of the closing, by the Company and/or its subsidiaries, of any acquisition of equity interests and joint ventures equal to or below US\$ 10 million, in particular for adjacent, diversification or integration types of businesses, considering the Group's then existing businesses.

IV. Borrowings

Management will submit to the Board of Directors, for prior consideration and approval:

- borrowings to be taken out by the Company and/or its subsidiaries, greater than an aggregate amount of US\$ 60 million per year, except borrowings authorized by previously adopted specific or standing resolutions, borrowings authorized as part of the annual budget, or borrowings from existing and approved credit lines;
- vendor loans or sale and leaseback transactions to be taken out by the Company and/or its subsidiaries, with a value of more than an aggregate amount of US\$ 60 million per year; and
- capital or operating leases to be taken out by the Company and/or its subsidiaries, for which the capitalized or net present value of the obligation is more than an aggregate amount of US\$ 60 million per year, and the underlying commitment on equipment which triggers the obligation exceeding US\$ 60 million.

V. IP sales or IP licenses

Management will submit to the Board of Directors, for prior consideration and approval:

- sales of intellectual property rights to be carried out by the Company and/or its subsidiaries, excluding those rights that are not necessary for the performance of Soitec's activities;
- intellectual property license or sublicense agreements to be granted by the Company and/or its subsidiaries, relating to the Company's core technologies (including among others SmartCut or SmartCut SiC), or any cross-license agreement relating to such core technologies; and
- any license granted to the Company and/or to its subsidiaries of a third-party product IP or process enabling the production of products.

Prior approval will not be required for:

- joint R&D agreements;
- publicly funded R&D agreements; and
- license or sublicense agreements for IT or development or manufacturing of IP tool.

VI. Loans, guarantees and advances granted by the Company or its subsidiaries

Management will submit to the Board of Directors, for prior consideration and approval, loans, advances to or guarantees of the performance or indebtedness granted by the Company and/or its subsidiaries to any person or legal entity, exceeding an aggregate amount of US\$ 60 million per year.

Prior approval will not be required for:

- loans, guarantees or advances granted by the Company to its wholly- or majority-owned subsidiaries; and
- prepayments or bank guarantees given by the Company or its subsidiaries in the course of their business.

The Company and/or its subsidiaries may not make any loan or advance of Company assets to a Director or an executive officer of the Company, or to relatives, associates, and affiliates of such persons.

VII. Communication

Financial market presentations, quarterly/semi-annual/annual releases, new or changed guidance as well as the press releases other than financial ones which could have a material impact on the Company's share price or which are legally required (other than the communication concerning legal formalities) shall be subject to prior notification to the Board of Directors.

Executive Committee

The organizational changes and arrival and departure of Executive Committee members shall be subject, prior to their implementation, to information of the Chair of the Board of Directors and the Chair of the Compensation, Nominations and Board Governance Committee, with the possibility for them to issue a recommendation and to be involved in the final selection process.

The contractual welcome bonus, or total departure packages which include share grants or which exceed two years of paid fixed and variable cash remuneration for Executive Committee members shall be subject to prior approval of the Chair of the Board of Directors and the Chair of the Compensation, Nominations and Board Governance Committee.

ARTICLE 4 - Duties of Directors

a) Representation of shareholders

The Board of Directors shall represent all the shareholders collectively and must act under all circumstances in the Company's corporate interest. The Director, regardless of the way in which he/she was appointed or the functions that he/she may otherwise exercise, must act in his/her capacity as a Director in the sole interest of the Company and with diligence, unless he/she incurs personal liability.

b) Director's knowledge of his/her obligations

The Director shall ensure that he/she is familiar with the general and specific obligations relating to his/her position. He/she must particularly know and respect the statutory and regulatory provisions relating to his/her role as Director, the recommendations of the Afep-Medef Code, as well as the rules specific to the Company resulting from its by-laws, this Internal Regulation and the Code of Conduct.

c) Holding multiple positions simultaneously

The Directors are careful to limit the number of board memberships in other companies, including their participation in these other companies' committees, so as to remain sufficiently available. More specifically, the Director must strictly follow the over boarding rules provided for by law and the Afep-Medef Code.

Any Director who is an individual and acquires a new position in violation of the rules provided by law must resign from one of his/her positions within three months following his/her appointment. Any Director must ensure that he/she does not exceed the maximum number of mandates in companies other than the Company in accordance with the AFEP-MEDEF Code.

To avoid this situation, the Directors shall inform the Chair of the Board of Directors and the Chair of the Compensation, Nominations and Board Governance Committee before accepting another board membership in a French company (whether listed or not) or a listed foreign company.

Executive corporate officers shall in addition seek the opinion of the Board of Directors before accepting another board membership in a listed French or foreign company.

Each Director is also required, in response to a request made each year by the Company when preparing its Universal Registration Document, to provide a list of the directorships and positions held in any company (French or foreign, listed or unlisted) over the past five years.

d) Conflict of interests

All Directors must make their best efforts to avoid being in a situation of conflict between their (direct and indirect) own moral and/or material interests and those of the Group.

In particular, a conflict of interest is a situation in which a Director or a member of his/her family or close-relative, has a personal interest or is working, in any capacity, for a company having an interest and where (i) such interest could interfere or interferes with the Director's position at Soitec, or (ii) such interest could influence the impartial, objective, and independent exercise of the Director's judgment concerning Soitec matters, for example to favor such other interests.

All Directors must inform in advance the Chair of the Board of Directors or, in the case of the Chair of the Board of Directors, the Referent Director (if any) or, failing this or in his/her absence, the Chair of the Compensation, Nominations and Board Governance Committee, of any situation of direct or indirect conflict of interest, whether potential or future, in which a Director finds himself/herself or in which he/she is likely to find himself/herself personally.

Each Director is required to make a sworn declaration as to the existence or otherwise of any conflict of interest, including any potential conflict of interest:

- (i) at the time of taking office;
- (ii) each year, in response to a request made by the Company in connection with the preparation of its Universal Registration Document;
- (iii) at any time at the request of the Chair of the Board of Directors or, in the case of the Chair of the Board of Directors, of the Referent Director (if any) or otherwise, or in his/her absence, the Chair of the Compensation, Nominations and Board Governance Committee; and
- (iv) within ten (10) business days of the occurrence of any event which renders inaccurate in whole or in part the previous declaration made by a Director.

In the event of a real or potential situation of conflict of interests for which the Chair of the Board of Directors judges that the subject matter can be disclosed to them, concerned Directors shall refrain from participating in the debates or in any decision at the level of the Board of Directors or of the relevant Committees, and shall not have access to the relevant documents and discussions. Nevertheless, concerned Directors that are not allowed to participate may present their position prior to withdrawing from the debates.

In the event of a real or potential situation of conflict of interests for which the Chair of the Board of Directors judges that the subject matter cannot be disclosed to the conflicted Directors, the Board of Directors or the Committees shall inform the concerned Directors and meet in restricted session without the presence of these Directors and the latter shall not have access to the relevant documents. Nevertheless, after the meeting, they are informed of the potential decision that was taken without their participation. The Chair of the Board of Directors, or when the latter is concerned the Referent Director (if any) or otherwise in his/her absence the Chair of the Compensation, Nominations and Board Governance Committee if he/she deems it necessary, may seek the opinion of the Compensation, Nominations and Board Governance Committee before taking such decision.

e) Directors' involvement

Directors agree to devote the necessary time and attention to their duties.

They must regularly attend and participate in all the meetings of the Board of Directors and meetings of the Committees of which they are part. They shall attend the General Meetings.

f) Confidentiality

Under article L. 225-37 of the French Commercial Code, the Directors, as well as any person called to attend, by any means, occasionally or on a permanent basis, the meetings of the Board of Directors or the meetings of the Committees of the Board of Directors (including the representative(s) of the Social and Economic Council or the entity acting in its stead), shall be bound to discretion with regard to non-public information provided during or outside of Board or Committee meetings.

In addition, the Directors, as well as any persons called to attend, by any means, occasionally or on a permanent basis, meetings of the Board of Directors, or meetings of the Committees of the Board of Directors (including the representative(s) of the Social and Economic Council or the entity acting in its stead), shall be bound to strict confidentiality obligations with regard to the non-public information provided to and/or discussions and exchanges at such meetings or in relation thereto and strictly abide to the following disclosure restrictions.

Notwithstanding the foregoing, the permanent representative of a legal entity Director which is an institutional investor of the Company may provide such legal entity with information provided or shared during such meetings or in relation thereto and which is non-public, subject to strict compliance with the following rules:

- sharing of such information shall be permitted only for the purpose of the accomplishment of his/her duty of Director, in the Company's corporate interest;
- communication shall be strictly limited to that portion of the information which is necessary for the purposes set out above; and
- distribution shall be strictly limited to the chief executive officer of such legal entity and to such other individuals who strictly need to know such portion of information for the purposes set out above, provided that such entity (i) takes all useful measures (including the entering into

of confidentiality agreements) to ensure that strict confidentiality is maintained by all such persons, (ii) maintains a list of such persons, and (iii) procures that such persons comply with applicable law relating to disclosure and use of inside information.

In the event of a proven breach of the confidentiality obligation by one of the Directors or any other person attending, by any means, occasionally or on a permanent basis, the meetings of the Board of Directors (including the representative(s) of the Social and Economic Council or the entity acting in its stead), the Chair of the Board of Directors shall consider the measures to be taken in response to that breach, including legal action.

g) Insider trading restrictions

The Chair of the Board of Directors, the Directors, the Chief Executive Officer and any other person called to attend, by any means, the meetings of the Board of Directors (including the representative(s) of the Social and Economic Council or the entity acting in its stead) may not trade in Soitec shares while they have information about the Company, obtained during the course of their duties, that has not yet been made public.

Accordingly, they may not trade in Soitec shares during the “blackout” periods:

- thirty (30) calendar days preceding the date of publication of the annual and half-year consolidated financial statements up to and including the date of their publication and the day after if the press release is published after market close; and
- fifteen (15) calendar days preceding the date of publication of the quarterly revenues up to and including the date of their publication and the day after if the press release is published after market close.

Furthermore, the Company may draw up specific insider lists if insider information has been identified but a decision has been taken to postpone the publication of this information according to applicable regulation.

In any event, even outside “blackout” periods, the Chair of the Board of Directors, the Directors and the Chief Executive Officer are required to determine, prior to each transaction, whether they are in possession of inside information and, if so, to refrain from carrying out any transaction.

The Chair of the Board of Directors, the Directors and the Chief Executive Officer must report to the Company the list of the persons who are closely related with him/her:

- a) The spouse not judicially separated or civil partner;
- b) Children over whom he/she exercises parental authority or of whom he/she has full or shared custody or for whom he/she has effective, continuous responsibility;
- c) Parents or relatives who have been living in his/her home for at least one year on the transaction date;
- d) A legal entity, trust or “fiducie”, or a partnership over which he/she or a person referred to in a), b) or c) above has executive responsibility, which is directly or indirectly controlled by or as been created for the benefit of or whose economic interests are substantially the same as those of that Chair of the Board of Directors, the Directors and/or the Chief Executive Officer or an individual closely related with the latter.

In addition to this obligation, the Chair of the Board of Directors, the Directors and/or the Chief Executive Officer, together with the persons closely related to them, must declare to the *Autorité des marchés financiers* (AMF) transactions in the Company's securities within three trading days of the transaction date.

The threshold for disclosure is twenty thousand (20,000) euros per calendar year for all transactions made by the same person. Once the cumulative amount of share transactions exceeds that threshold, all transactions made in Soitec shares must be disclosed.

ARTICLE 5 – Committees of the Board of Directors

a) Creation of Committees

The Board of Directors may decide to create one or more permanent Committees for which it determines their composition, missions, and powers.

The mission of the Committees is to provide a thorough analysis and reflection prior to the collegial meeting of the Board of Directors and to contribute to the preparation of the decisions of the Board of Directors.

The Committees have no decision-making power and the opinions, proposals, and recommendations that they submit to the Board of Directors are not binding on the Board of Directors.

The Committees shall carry out their activities under the responsibility of the Board of Directors, which has alone the legal authority to make decisions and remains collectively responsible for the accomplishment of its missions.

The Board of Directors may decide to create *ad hoc* working groups for the sole purpose of conducting studies on matters of an exceptional nature or on specific matters of strategic importance for the Company, and for a limited period of time.

b) List of Committees

In accordance with the resolutions of the Board of Directors dated September 28, 2022, there are four permanent Committees:

- a Strategic Committee;
- an Audit and Risks Committee;
- a Compensation, Nominations and Board Governance Committee;
- a Sustainability Committee.

c) Composition of the Committees

Committee members must be Directors and are appointed in a personal capacity by the Board of Directors. A permanent representative of a legal entity Director may also be appointed as a member of a Committee, provided, however, that replacing the permanent representative causes immediate termination of his/her tenure as a Committee member.

Each Committee consists of a minimum of three members and must include a limited number of members whose skills are relevant to the subjects it deals with.

The mandates of Committee members are renewable.

A same person may be a member of several Committees.

Directors who are appointed as members of one or several Committee(s) shall be appointed for the duration of their term of office.

Only members of the relevant Committee take part in its deliberations and can vote.

d) Committee Chairs

The Board of Directors appoints a Chair for each Committee, on the recommendation of the Compensation, Nominations and Board Governance Committee, for a maximum term corresponding to his/her term of office as Director.

Each Committee Chair reports regularly to the Board of Directors on the work of his/her Committee.

e) Committee Secretary

Each Committee shall appoint, on the proposal of the Committee Chair concerned, a Committee Secretary who may be chosen either from among the Committee members or from outside the Committee. If the Committee Secretary is not a Director, he/she shall be subject to the confidentiality obligations set forth in article 4 f) (*Confidentiality*) and 4 g) (*Restriction on insider trading*) above.

The Committee Secretary shall remain in office for a period of time determined by the Committee concerned. He/she may be replaced by simple decision of this Committee.

The Committee Secretary draws up the minutes of the Committee meetings under the authority of the Chair of the concerned Committee. More generally, the Committee Secretary answers Committee members' questions on the functioning of the Committee, and on their rights and obligations.

In case the Committee Secretary is absent or unable to carry out his/her duties during a meeting of the Committee, said Committee shall appoint one of its members in attendance or a third-party to replace him/her.

f) Committee meetings

Committee agenda

It is the responsibility of each Committee to determine its own annual meeting schedule, based on the schedule of the Board of Directors' meetings.

Each Committee shall consider any matter within the scope of its authority under this Internal Regulation and shall meet on its annual meeting schedule basis or at any time, if necessary, at the request of its Chair, the majority of its members, the Chair of the Board of Directors or one third (1/3) of the Directors.

Convening of Committee

The Chair of each Committee sets the agenda of the meeting and shall send the notice of the meeting to each member of the Committee, together with the relevant documents, within seven days before the date of such meeting.

In case of emergency or justified necessity, the members of each Committees shall meet without prior notice. For the avoidance of doubt, Committees may also issue formal recommendations, proposals or advice (or, if specifically delegated by the Board of Directors, make decisions) through written consultation if no Committee member objects, or via a unanimous document signed by all Committee members. However, this is permissible only if these points build upon previous meeting discussions and do not require in-depth deliberation.

Documents sent to Committees members prior to Committees meetings are also made available to all Directors unless the Chair of the relevant Committee decides otherwise in view of (i) the nature or sensibility of the document(s) in question or (ii) in the event of a conflict of interest.

Subject to the specific provisions of each Committee, its Chair may decide to invite any person of his/her choice to attend Committee meetings, either on a permanent or on an *ad hoc* basis, for one or several meetings depending on the subject of such meeting, and provided there is no conflict of interest. This person shall be subject to the confidentiality obligations set forth in article 4 f) (*Confidentiality*) and 4 g) (*Restriction on insider trading*) above.

Where appropriate, a Committee may hold a joint meeting with another Committee of the Board of Directors if it deems it necessary as regards their respective missions. In this case, each Committee Chair shall ensure that he or she shares all documents necessary for the study of these subjects and, where necessary, the results of his/her Committee's work with the Board of Directors.

Quorum and majority

To deliberate validly, at least half the members of each Committee must be present or deemed to be present. For the purposes of calculating quorum and majority, Committee members are deemed to be present if they attend the meeting by means of telecommunication that enable them to be identified and to participate effectively, transmitting at least the voice of the participants and meeting the technical requirements for continuous and simultaneous retransmission of the proceedings.

A Committee member may only be represented by another Committee member.

Minutes

The minutes of each Committee meeting are drawn up by the Committee Secretary under the authority of the Chair of such Committee and sent to the members of such Committee at the same time as the documents prepared in order to be reviewed by such Committee at the next Committee meeting. They are signed by the Chair of the meeting and a Committee member or, if the Chair of the meeting was unable to fulfill his/her duties, by two members of the Committee, and the omission of this formality shall not result in the nullity of the decisions made.

Copies or extracts of minutes shall be validly certified by the Chair of the Committee, the Committee Secretary or by a Director if he/she has been temporarily authorized to perform the duties of Chair, or a proxy authorized for said purpose.

The minutes of the Committee meetings shall be drafted in English, with a translation into French if needed. In the event of a discrepancy between the English version and the French translation, the English version shall prevail.

g) Committees resources

In order to carry out its work, each Committee may use external experts or advisors and request external studies on subjects within its jurisdiction, at the Company's expense. Each Committee Chair will ensure that these expenses are part of the aggregate budget approved by the Board of Directors.

When a decision is made by a Committee to use an external expert or advisor, the Committee Chair shall inform the Chair of the Board of Directors, who shall allocate the yearly approved budget. The Committee Chair may request further funds to the Board of Directors if necessary by notifying the Board of Directors at its next meeting. The Committees must ensure the objectivity of the external experts requested.

Within the framework of the allocation of this autonomous budget, the Chair of the Board of Directors or the Committee Chair shall determine the reasonable fees and the acceptable terms and conditions in accordance with industry standards.

In the event that a Committee requests external experts or advisors on a subject with conflict of interests, the Chair of the Board of Directors shall decide the timing and the content of the relevant information to be provided to the Board of Directors.

Each Committee may also contact and interview the main executive officers of the Company after having informed the Chief Executive Officer and the Chair of the Board of Directors or, if the Chair of the Board of Directors is conflicted, the Referent Director (if any), or otherwise or in his/her absence, the Chair of the Compensation, Nominations and Board Governance Committee. The Committee shall report these discussions to the Board of Directors. The provisions of article 3(d) (*Conflict of interest*) above shall also apply.

ARTICLE 6 – Strategic Committee

a) Mission and powers

The mission of the Strategic Committee shall be to assist the Board of Directors in those of its duties that consist in determining and in regularly reviewing the strategy of the Company and the Group, to include the scope, business plans, budget, potential M&A mapping and opportunities if any, in coordination with the Sustainability Committee for the matters relating to sustainability.

To this end, the Strategic Committee analyzes the markets, key success factors and the areas of growth of the Group, clarifies the Group's strategic objectives, and evaluates the merits and consequences of major strategic decisions, based on an analysis of the competitive environment.

b) Composition

The Strategic Committee includes a majority of independent directors as well as the Chief Executive Officer (provided he/she is a member of the Board of Directors). If the Chief Executive Officer is not a member of the Board of Directors, he/she is invited to each meeting of the Strategic Committee.

c) Meetings

The Strategic Committee shall meet at least twice a year upon the request of the Chair of the Strategic Committee or of two of the members of the Committee who may convene it by all means.

ARTICLE 7 – Audit and Risks Committee

a) Mission and powers

The mission of the Audit and Risks Committee shall be to assist the Board of Directors in those of its duties that consist of ensuring the accuracy and the reliability of the accounting and financial information as well as of the sustainability information. To this end, the Audit and Risks Committee is mainly responsible for the following missions:

With regard to the review of the accounting information and the preparation of the financial and sustainability information:

- to oversee the quality of the process of preparing the financial information and to follow its unfolding;
- to examine the annual and half-year financial statements as well as the presentation from the Statutory Auditors on the essential points concerning the results and the accounting methods used as well as the presentation from the Chief Financial Officer describing the risk exposure, including the sustainability risks, and the significant off-balance-sheet commitments;
- to ensure the relevance of the accounting methods used and to study the changes and adaptations in the accounting principles and rules used to prepare the financial statements and to prevent any possible violation of said rules;
- to review the changes in the scope of the consolidated companies and, as the case may be, receive any necessary explanations;
- to examine the interim and preliminary earnings as well as the comments that accompany them, before they are announced;
- to ensure that the quality of the procedures enables compliance with stock exchange regulations;
- to review the financial strategy and the conditions of the main financial transactions of the Group;
- to review quarterly dashboard of financial and operational data enabling the Board of Directors to understand the business in terms of products and customers;
- to review financial market releases and financial analyst presentations; and
- to ensure, after seeking the Sustainability Committee's opinion, the quality of procedures relating to the preparation of the sustainability information and of the double materiality analysis process used to prepare the sustainability report according to the applicable standards, and to ensure that the information presented in the sustainability report are complete, precise and consistent with the information presented in the financial statements of the Company.

With regard to the external audit of the Company (statutory auditors responsible for certifying the statutory and consolidated financial statements (“Statutory Auditors”) and statutory auditor(s) (or, as the case may be, Independent Third-Party(ies)) responsible for certifying the sustainability information (“Sustainability Auditor(s)):

- to steer the selection process of the Statutory Auditors and to submit the result of said selection to the Board of Directors by way of recommendation; upon decision of the Board of Directors, the selection or the renewal of the Statutory Auditors shall be preceded by a request for proposals;
- to steer, in coordination with the Sustainability Committee, the selection process of the Sustainability Auditor(s) and to submit the result of said selection to the Board of Directors by way of recommendation;
- to evaluate each year the amount of the compensation paid to Statutory Auditors and to Sustainability Auditor(s);

- to ensure the observance of the independence of the Statutory Auditors and the Sustainability Auditor(s), particularly by evaluating with them the risks encumbering their independence and the safeguard measures taken to attenuate that risk and by making sure that the amount of the fees paid by the Company and its Group, or the share that they represent in the gross revenue of the firms and the networks, are not likely to undermine their independence;
- to supervise the application of the rules of recourse to the Statutory Auditors or the Sustainability Auditor(s) for work other than the statutory audit and to pre-approve the recourse to the Statutory Auditors outside of their statutory audit mission. In this frame, within an Audit and Risks Committee charter attached as Schedule to this Internal Regulation, the Board of Directors has set the rules applicable to the Audit and Risks Committee for the pre-approval process of non-audit services that may be provided by the Statutory Auditors or their networks;
- to meet regularly with the Statutory Auditors and the Sustainability Auditor(s) (as the case may be, jointly with the Sustainability Committee); and
- to examine each year with the Statutory Auditors and the Sustainability Auditor(s) (for the latter, in coordination with the Sustainability Committee) their plans of intervention, the conclusions thereof and their recommendations as well as the follow-up that is given to them.

With regard to the internal control of the Company:

- to evaluate the internal control systems of the Group with the persons in charge of internal control, and in particular those relating to the preparation of financial information and sustainability information;
- to examine with those managers the plans of interventions and actions in the area of internal control, the conclusions of those interventions and actions, and the recommendations and actions that are given to them; and
- to review and propose recommendations regarding the annual capital expenditures budget and any exceptional expenses that would not have initially been included in the annual capital expenditures budget.

With regard to the risks:

- to give its opinion on the organization of the internal audit and to be informed of the work program of said department;
- to review the relevance of the procedures for analyzing and monitoring the risks, by ensuring the implementation of a process aiming to identify, quantify and prevent the major risks resulting from the Group's activities;
- to review and evaluate the cybersecurity program as well as the actions related thereto implemented by the Company;
- to regularly review and evaluate, with the person in charge of internal audit, the main financial risks, and significant off-balance-sheet commitments of the Company;
- to monitor the management and prevention by Executive Management, in coordination with the Sustainability Committee, of sustainability risks and opportunities (including the impact of climate change) that could impact the Group's ability to create long-term value for stakeholders, including, where appropriate, relevant tests of resilience of the Company's business model;
- to monitor the management and prevention by the Executive Management, in coordination with the Sustainability Committee, of negative impacts (potential or actual) of the Company's activities on sustainability and, where these are proven and significant, to oversee the corrective measures put in place by the Executive Management; and
- to review the sections of the draft Board of Director's management report that relate to risks factors, internal control, and risk management mechanisms.

In order to fulfill its duties, the Audit and Risks Committee:

- must hear the Statutory Auditors and the Sustainability Auditor(s), but also the representatives of the Financial Management and the Executive Management. They may be heard, whenever the Audit and Risks Committee so desires, without the presence of the Executive Management of the Company; and
- as to internal control, the Audit and Risks Committee must receive the internal audit reports or a periodic summary of said reports.

b) Composition

The Audit and Risks Committee shall be composed at least of two third (2/3) independent Directors, of whom its Chair. At least one of its members is an independent Director with specific expertise in financial, accounting or auditing matters. It has no executive corporate officers.

At the time of their appointment, the members of the Audit and Risks Committee must receive information on the accounting, financial and operating characteristics of the Company and its Group.

c) Meetings

The Audit and Risk Committee shall meet at least four times a year particularly before each closing of the annual and semiannual accounting upon the request of the Chair of the Committee or of two of the members of the Committee who may convene it by all means.

The following shall attend the meetings of the Audit and Risks Committee:

- the Chief Financial Officer or his/her deputy for that purpose, or both of them together;
- as the case may be, the representatives of the Statutory Auditors and the Sustainability Auditor(s) or the person in charge of the audit of the Company; and
- any person the Audit and Risks Committee wishes to hear.

ARTICLE 8 – Compensation, Nominations and Board Governance Committee

a) Mission and powers

The mission of the Compensation, Nominations and Board Governance Committee shall be to assist the Board in terms of compensation and succession of Directors and Committee members. To this end, the Compensation, Nominations and Board Governance Committee is mainly responsible for the following missions:

With regard to compensation matters:

- to review the compensation policy of the Directors, the total annual amount that may be allocated to them as well as their allocation principles among Directors and Committee members;
- to review the compensation policy as well as any benefits (including potential exceptional compensation, retirement and pension plan, benefits in kind and any pecuniary rights) applicable to the Chair of the Board of Directors, to the Chief Executive Officer, and as the case may be to the Deputy Chief Executive Officers;
- to review the financial and sustainability criteria relating to the short-term variable compensation of the Chief Executive Officer, and as the case may be to the Deputy Chief Executive Officers;
- to review long-term compensation mechanisms (allotment of stock subscription or purchase options as well as allocation of performance shares or any other financial instrument) to the

Group corporate officers and employees;

- to review the list of beneficiaries of long-term compensation plans for the Group's corporate officers and employees, as well as the plans and the applicable financial and sustainability criteria;
- to be informed of the compensation policy of the Company including the compensation of the members of the Executive Committees and to make recommendations to the Chief Executive Officer regarding the compensation and any other benefits, in particular pension plan, and more generally all compensation items, fixed and variable or incentive packages including long-term compensation mechanisms of the members of the Executive Committee; and
- to formulate opinions to the Board of Directors on any question regarding the Company's compensation policy and to ensure the consistency of this policy.

With regard to nominations matters:

- to review and make proposals to the Board of Directors concerning candidates for the positions of Director, Referent Director (if any), Chair of the Board of Directors, Chief Executive Officer, Deputy Chief Executive Officer, members and Chairs of the specialized Committees and to this end, to debate of the criteria of independence of such candidates, their skills and experience, to assess the time required to carry out such positions and to make proposals to the Board of Directors as to the selection of new Directors, their cooptation, their appointment or their reappointment;
- to review the succession plan of the Chair of the Board of Directors, the Chief Executive Officer, or the Deputy Chief Executive Officers, if any;
- to review organization and human capital plans proposed by the Chief Executive Officer and ensure proper succession planning and talent management is in place; and
- to be involved in the process of any arrival or departure at Executive Committee level and participate in the final selection step, and more generally, to make recommendations to the Chief Executive Officer regarding the composition of the Executive Committee.

With regard to Board Governance matters:

- to define and implement the Board's diversity policy with regard to criteria such as independence, representation of women and men, nationality, age, professional qualifications and experience in order guarantee the desirable balance of the composition of the Board of Directors and the Committees in view of the composition and the changes in the shareholder structure of the Company;
- to periodically, and at least once a year, assess the independence of the Board members, and also the absence of conflicts of interest and convictions concerning them; and
- to periodically, and at least once a year, review and assess issues relating to the functioning of the Board of Directors and the balance of power.

b) Composition

The Compensation, Nominations and Board Governance Committee shall not include any executive corporate officer and be made up, to the extent possible, of a majority of independent Directors.

The executive corporate officer may be invited to the meetings of the Compensation, Nominations and Board Governance Committee. However, he/she may not be present at the deliberation concerning his/her compensation. He/she is involved in the work of the Compensation, Nominations and Board Governance Committee relating to the selection or the appointment of the new Directors.

c) Meetings

The Compensation, Nominations and Board Governance Committee shall meet at least twice a year, upon the request of the Chair of the Compensation, Nominations and Board Governance Committee or of half of the members of the Committee who may convene it by all means.

ARTICLE 9 – Sustainability Committee

a) Mission and powers

The mission of the Sustainability Committee shall be to assist the Board in fulfilling its oversight responsibilities in relation to the Group's identification and management of Environmental, Social and Governance matters including without limitation:

- environmental sustainability, including climate change, air and water quality, ecological impacts;
 - social sustainability, including human rights, wellbeing, diversity and inclusion in the work place; and
 - governance including business ethics
- (collectively “**Sustainability**”).

The mission of the Sustainability Committee does not include oversight of the audit performed on the Sustainability Report which audit is overseen by the Audit and Risks Committee.

The Sustainability Committee shall in particular be responsible for:

With regard to ESG strategy:

- to oversee the Group actions and strategies, in coordination with the Strategic Committee, in order to take into account Sustainability in management of the Group's objectives, business, strategy, and product policy in the short, medium, and long term, and to comply with applicable laws;
- to examine the impacts of environmental, social and societal issues on significant projects; and
- to review a summary of the Group's non-financial ratings.

With regard to overseeing sustainability issues:

- to monitor the management and prevention by Executive Management, in coordination with the Audit and Risks Committee, of sustainability risks and opportunities (including the impact of climate change) that could impact the Group's ability to create long-term value for stakeholders, including, where appropriate, relevant tests of the resilience of the Company's business model;
- to monitor the management and prevention by the Executive Management, in coordination with the Audit and Risks Committee, of negative impacts (potential or actual) of the Company's activities on sustainability and, where these are proven and significant, to oversee the corrective measures put in place by the Executive Management;
- to monitor, jointly with the Audit and Risks Committee, internal controls, the implementation of due diligence processes and the management of critical incidents including corrective actions, to the extent any of the foregoing relate to Sustainability; and
- to be informed by Executive Management of significant incidents, risks and opportunities for the Group, and of the implementation and monitoring of reasonable diligence procedures.

With regard to Sustainability information, its preparation and reporting:

- to review the Group's public disclosure on Company's Sustainability, including without limitation to sustainability information reported in the annual management report and to other ESG matters;
- to be informed by the Audit and Risks Committee of the work on sustainability reporting (including double materiality analysis); and
- to formulate an opinion to the Audit and Risks Committee when selecting the Sustainability Auditor(s).

With regard to compensation matters:

- to propose to the Compensation, Nominations and Board Governance Committee the sustainability criteria applicable to the short-term variable compensation of the Chief Executive Officer and, if any, of the Deputy Chief Executive Officers; and
- to propose to the Compensation, Nominations and Board Governance Committee the sustainability criteria applicable to long-term variable compensation schemes for Group corporate officers and employees.

For the purpose of its work, the Sustainability Committee, jointly with the Audit and Risks Committee if necessary, may meet with the Sustainability Auditor(s) in relation to their audit work.

b) Composition

The Sustainability Committee shall not include any executive corporate officer, and be made up, to the extent possible, of a majority of independent Directors.

The executive corporate officer may be invited to the meetings of the Sustainability Committee, on the invitation of the Chair of the Sustainability Committee, the Chair of the Board of Directors being informed in advance.

c) Meetings

The Sustainability Committee shall meet at least twice a year, upon the request of the Chair of the Sustainability Committee or of half of the members of the Committee who may convene it by all means.

ARTICLE 10 - Compensation

The compensation of the Chair of the Board of Directors, of the Chief Executive Officer and, as the case may be, of the Deputy Chief Executive Officer(s) shall be determined by the Board of Directors in accordance with the relevant provisions of the French Commercial Code, at the proposal of the Compensation, Nominations and Board Governance Committee. It may be fixed or variable, or both fixed and variable.

Moreover, the Ordinary General Meeting may allocate to the Directors (with the exception of the Chair of the Board of Directors and the Chief Executive Officer who receive compensation in respect of their office, of the Directors representing employees who do not receive any compensation in respect of their office and representatives of the Social and Economic Council (or the body acting on its behalf), who do not receive any compensation in respect of their representation), as compensation for their activity, an annual fixed sum, as Directors' fees. The Board of Directors shall freely allocate said compensation among its members according to the compensation policy

approved by the Ordinary General Meeting.

If the composition of the Board of Directors is not compliant with the provisions of the first paragraph of Article L. 225-18-1 of the French Commercial Code, the payment of the abovementioned compensation is withheld. The payment is released if and when the composition of the Board of Directors becomes compliant, including the arrears due from the withholding date.

The Board of Directors may allocate extraordinary compensation for the missions or mandates entrusted to Directors. In such case, the compensation, posted to operating expenses, shall be subject to the approval of the Ordinary General Meeting under the conditions stipulated in article 23 of the By-laws.

In accordance with article L. 225-44 of the French Commercial Code, subject to Articles L. 225--21-1, L. 225-22, L. 225-23, L. 225-27 and L. 225-27-1 of the said Code, the Directors shall not receive from the Company any compensation, permanent or not, other than those mentioned in Articles L. 225-45, L. 225-46, L. 225-47, and L. 225-53 of the French Commercial Code.

Corporate officers of the Company are entitled to reimbursement of travel expenses incurred in the performance of their duties, subject to presentation of receipts.

ARTICLE 11 - Assessment of the functioning of the Board of Directors

Once a year, before the Ordinary General Meeting is held, the Board of Directors shall devote an item on its agenda to a discussion of its functioning, revolving notably around the following areas:

- focus on its composition, operation, and organization;
- verifying that the important matters are suitably prepared and discussed; and
- measurement of each Director's actual contribution to the work of the Board of Directors, taking into consideration his/her expertise and his/her involvement in the deliberations.

In addition, at least once every three years, it shall conduct a formal evaluation of its work or cause that evaluation to be performed by an independent external consultant.

Each year, the Board of Directors shall inform the shareholders, in the corporate governance report, of the evaluations that have been performed and any follow-up actions taken.

ARTICLE 12 - Miscellaneous provisions

a) Amendment to this Internal Regulation

This Internal Regulation may be amended only by decision of the Board of Directors.

b) Entry into force of this Internal Regulation

This Internal Regulation shall enter into force on the day it is adopted by the Board of Directors.

c) Official version

The French-language version of this Internal Regulation has been drawn up for information purposes only. In the event of discrepancies between the French and the English versions or difficulties in their interpretation, the English-language version shall prevail.