



PROCEDURE FOR REVIEWING AGREEMENTS WITH « INTERESTED PARTIES »

In accordance with Article L. 22-10-12 of the French Commercial Code, at a meeting held on June 10, 2020, following discussions with the Statutory Auditors, the Board of Directors adopted a procedure for reviewing regulated and routine agreements.

This internal procedure describes the methods used by the Group to identify, classify, and regularly monitor and control agreements entered into between the Company and any "interested party" within the meaning of the applicable regulations.

The review procedure for such agreements takes into consideration the Guide published by the French national auditing body (*Compagnie nationale des commissaires aux comptes*) on related-party agreements dated February 2014. AMF Recommendation 2012-05 is used to define the notion of "interested party".

Any person who is aware of an agreement between the Company and an interested party must inform the Company's General Secretary prior to the conclusion, amendment or execution of said agreement, even where it is likely to be classified as a related-party agreement entered into in the ordinary course of business.

Moreover, in accordance with the applicable regulations, any person that may directly or indirectly benefit from a related-party agreement is required to disclose their interests to the Board of Directors as soon as they become aware of such agreement.

The General Secretary performs an analysis, in conjunction with the Finance Department and/or any other department concerned, of the specific circumstances and terms and conditions of the agreement in question, in order to determine whether it is a related-party agreement requiring prior authorization by the Company's Board of Directors, a related-party agreement entered into in the ordinary course of business or a prohibited agreement. If the agreement concerns ordinary transactions and is entered into on arm's length terms, it may be signed without the prior authorization of the Board of Directors, unless such prior authorization is required under the Board's Internal Regulation or applicable laws for other reasons.

If, upon completion of her assessment, the General Secretary considers that the agreement qualifies as a related-party agreement requiring prior authorization, said agreement must be submitted to the prior authorization of the Board of Directors in accordance with the Company's by-laws, the Board of Directors' Internal Regulation, and, more generally, the provisions of Articles L. 225-38 et seq. of the French Commercial Code.

The General Secretary holds a list of related-party agreements entered into the ordinary course of business, which is based on either the information to which he has access or on the disclosures provided to her. A list of related-party agreements entered into the ordinary course of business is also drawn up on March 31 each year, is reviewed in detail by the General Secretary and the Finance Department, and is provided annually to the Company's Statutory Auditors as well as the Audit and Risks Committee.

The Audit and Risks Committee reports once a year to the Board of Directors on the application of the procedure and proposes updates where required. Interested parties are not involved at any stage of the process when deciding whether or not to reclassify agreements with interested parties as related-party agreements entered into the ordinary course of business.