



RULES OF PROCEDURE FOR THE SUPERVISORY BOARD



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FOREWORD

Esker is a publicly-traded limited company with an Executive Board and a Supervisory Board.

The Supervisory Board members requested a set of operating rules constituting Rules of Procedure for the Supervisory Board. Esker's Supervisory Board adopted the rules of procedure herein based on the principles in the Middelnext Corporate Governance Code via its recommendations and issues of concern.

All current and future Supervisory Board members are subject to these rules of procedure. They are intended to supplement the legal, regulatory and statutory rules to which Esker is bound in an effort to specify modes of operation for the Supervisory Board in the interest of Esker, its Supervisory Board members, and its shareholders.

The rules of procedure are for internal use only and do not supersede the company's statutes, but rather implement them in functional terms. As such, they are non-binding for third parties. Shareholders shall be informed of these rules on the company website and in the Supervisory Board's corporate governance report. The Supervisory Board may vote to amend them.

ARTICLE 1

PURPOSE OF THE RULES OF PROCEDURE

The purpose of these rules of procedure is to set forth the operating rules and methods for the Board and any of its committees as a supplement to the legal provisions and Esker's corporate statutes.

It also defines the Executive Board's missions and, as applicable, limits of power¹ to clarify each governance body's roles, and it reiterates the obligations of every Board member and any committees, whether it be a natural person or permanent representative of a legal person.

ARTICLE 2

MISSION AND POWERS OF THE SUPERVISORY BOARD

2.1 General mission of permanent oversight

The Board exercises permanent oversight of the Executive Board's management of the Company, yet also has the power to conduct routine audits.

To this end, it has the following powers:

Oversight:

- Review the Company's financial position, cash position, forward-looking management documents and commitments
- Review the accounting audit process and information provided to shareholders
- Review the annual company and consolidated accounts and interim progress reports
- Review the means by which the Company, statutory auditors, and internal auditing ensure the conformity and integrity of the company accounts and any consolidated accounts
- Review all decisions relating to the Company's overall strategic, economic, social, financial or technological directions

Appointments and compensation:

- Appoint and dismiss Executive Board members
- Establish how many members it has and their compensation
- Appoint and dismiss the Executive Board Chair
- Co-opt Board members
- Allocate the fees paid to Board members

Provide prior authorization of regulated agreements and certain Executive Board decisions set forth in the statutes and/or cited in paragraph 2.2 below while remaining aware of any conflicts of interest and conducting an annual review of the agreements.

Issue reports presented at general shareholder meetings. Throughout the year, the Board confirms the quality and integrity of the information provided to shareholders, primarily by means of financial statements and the annual report; it conducts the audits and controls it deems appropriate and may request access to documents it considers expedient for fulfilling its mission. It finalizes the wording in the corporate governance report.

Within this scope, each Board member may request that Company management provide it with any documents and information it deems suitable for carrying out its oversight role.

The Executive Board Chair is required to provide Board members with the information and documents needed to fully perform its missions within a reasonable time frame.

Additional missions

- Authorize the granting of bonds, endorsements, and guarantees under the terms provided by the regulations
- Convene and finalize the agenda for general shareholder meetings
- Ensure that the Company's desired social and environmental objectives are upheld
- Examine the Company's policy on equal opportunity and pay
- Define objectives for diversity in the governing bodies
- Decide whether to form committees and ensure that these committees operate properly

2.2 Relationship between the Executive and Supervisory Boards

At least once every quarter, the Executive Board must report to the Supervisory Board on the Company's operation in compliance with the Code of Commerce (Art. L. 225-68).

For the purposes of review and analysis, subsequent to the closing of each fiscal year and within the period provided by the Code of Commerce (currently three months), the Executive Board will present the annual accounts and, if applicable, consolidated accounts, as well as a written report on the situation and activity of the Company and, when relevant, the group's activities during the previous year.

Without prior authorization from the Supervisory Board, some of the Executive Board's decisions cannot be adopted, and neither the Executive Board nor the Chairman of the Board may confirm some of its undertakings or engagements.

The transactions for which the Company is required to obtain prior authorization from the Supervisory Board are those indicated in the statutes and those for which the law requires the Supervisory Board's authorization, i.e. security bonds, endorsements and guarantees.

2.3 The offices of Supervisory Board Chair and Vice-Chair

From among its members, the Supervisory Board appoints a Chair and a Vice-Chair, natural persons who will serve out their terms as Supervisory Board members. They may be re-elected.

The Chair presides over the Supervisory Board's meetings. When the Chair is not in attendance, the Supervisory Board meeting is presided by the Vice-Chair or, if the Vice-Chair is not present, by a Supervisory Board member appointed by a majority vote of members in attendance or represented.

The Chair organizes and directs the work of the Board, which they report on at the general shareholder Meeting. The Chair ensures that the Company's bodies are operating properly and, specifically, that the Supervisory Board members are able to fulfil their missions. The Chair is provided with the material resources to carry out their mission.

¹The statutes (Art. L.225-68 of the Code of Commerce) must indicate the transactions subject to prior authorisation from the Supervisory Board (See the appendix for wording of the article)

2.4 Additional Supervisory Board missions and authorities

2.4.1 Examine the succession plan for the 'director' and key roles

The Supervisory Board or an ad hoc committee routinely includes on its agenda an item on the replacement of board members (and possibly on the number of office holders)

2.4.2 Receive requests for audit or review

The chair or the audit committee may submit a request to the Supervisory Board for audit or review. In all cases, it will deliberate on the matter in a timely manner. When the Supervisory Board decides a request is justified, it will meet to clearly identify the purpose and methods, and either proceed itself or entrust the task to one of the committees, a Supervisory Board member or a third party.

The chair determines the terms governing the audit or review. In particular, measures are taken to ensure the process is conducted in a manner causing the least disruption to the company's business operations. Company staff hearings are organized on an as-needed basis. The Executive Board ensures that the information relevant to the audit or review is provided to the party overseeing the process. Any party carrying out the audit or review is barred from interfering with the business proceedings. This party reports to the Supervisory Board upon completing the audit or review. This report sets forth the actions to be taken based on its findings.

2.4 Directors and Officers Liability Insurance (D&O)

On behalf and for the benefit of directors serving a corporate office, Esker SA has acquired a Directors and Officers Liability insurance policy insurance policy (D&O).

ARTICLE 3

COMPOSITION OF THE SUPERVISORY BOARD

Firstly, the composition of the Supervisory Board reflects the company's desire to rely on diverse and complementary experiences, skills and backgrounds. The Supervisory Board's composition is thus its primary attribute: members of the Supervisory Board who are upstanding and qualified, understand the company's operations, consider the interests of all shareholders, and are adequately involved in deliberations to meaningfully contribute to its decisions.

3.1 Terms for appointing Supervisory Board members

The statutes establish the number of Supervisory Board members.

Supervisory Board members are appointed or reappointed to their duties at the general shareholder meeting, with the exception of any Supervisory Board members representing employees.

The statutes set the office term limits for members of the Supervisory Board.

Members are reappointed on a staggered schedule.

The statutory rules set the maximum age for members of the Supervisory Board at 85 years.

The composition of the Supervisory Board must comply with the legal requirement binding large companies to have an equal number of men and women. Insofar as possible, the Supervisory Board's composition also must follow the recommendations on gender equality in the Governance Code.

3.2 Independence criteria for Supervisory Board members

The Supervisory Board has at least two independent members. Supervisory Board members are considered independent if they have no relationship whatsoever with the company, its group or its management that could compromise their freedom of judgement.

On an annual basis, the Supervisory Board reviews each member's status and checks that they:

- Comply with the limit set forth in the Code of Commerce (or any amended number) for accumulating corporate mandates and do not hold more than five mandates in listed companies or large organizations
- Consistently meet these criteria in compliance with the Middelnext Governance Code:
 - Within the last five years, neither have been nor are currently an employee or executive director of the company or a company in its group
 - Within the last two years, neither have had nor currently have substantial business relations with the company or its group (e.g., client, supplier, competitor, vendor, creditor, banker)
 - Are not a leading shareholder in the company or do not own a significant share of voting rights
 - Have no close relations or family ties to a corporate officer or a leading shareholder
 - In the last six years have not served as the company's statutory auditor

In this regard, the Supervisory Board may consider a member independent even if they do not meet all of these criteria, and vice versa that a member is not independent if they meet all of these independence criteria. The Supervisory Board must justify its position in such cases.

With the appointment of a new member or the renewal of the mandate of one of its members, the Supervisory Board will consider the member's situation in light of these criteria.

All members qualifying as independent must inform the Chair as soon as any changes occur in their personal circumstances that may affect these criteria.

ARTICLE 4

DUTIES AND ETHICS OF SUPERVISORY BOARD MEMBERS

4.1 Duty of loyalty and compliance with laws and regulations

In the exercise of the office entrusted to them, all Supervisory Board members must resolve matters based on the business interests of the company.

They must take full account of their rights and obligations, be aware of and commit to following the legal and regulatory provisions of their function and the company's rules based on its statutes and the board's rules of procedure.

4.2 Duty to report/conflicts of interest

In situations that lead to or may lead to a conflict of interest between the corporate interest and their direct or indirect personal interest or the interest of the shareholder or shareholder group they represent, Supervisory Board members are required to:

- Inform the Supervisory Board as soon as they become aware of it
- Consider how it affects their performance in office. Depending on the situation, they must:
 - Abstain from deliberations and voting on related resolutions, or
 - refrain from attending the Supervisory Board meeting where their conflict of interest arises, or
 - in extreme cases, resign as member of the Supervisory Board.

The Supervisory Board conducts an annual review of known conflicts of interest. As applicable, each member of the Supervisory Board provides an update of their situation.

Putting the company's interest before their personal interest binds Supervisory Board members to a non-compete obligation. While in office, Supervisory Board members are prohibited from performing any functions in a business that compete with the company or companies that it controls.

They must inform the company before taking any new office.

4.3 Exception: regulated agreements

The Supervisory Board determines procedures for evaluating and verifying regulated agreements.

Board Members must pay particular attention to the regulated agreements and follow the procedures they stipulate.

The Board holds a special meeting to authorize all regulated agreements to ensure they serve the company's interests, namely in terms of the financial terms they contain (as described in the Code).

The Supervisory Board conducts an annual review of the regulated agreements and commitments that had been signed and authorized in past fiscal years which were executed during the previous fiscal year (see the Code of Commerce). However, no new authorization is required with regard to the corporate morals, ethics, laws and regulations in force.

It may undertake to downgrade any agreement of a regulatory nature that ceases to be valid or, conversely, submit agreements to the Board for authorization that no longer meet the current criteria for agreements.

In compliance with the Code of Commerce provisions individuals who are directly or indirectly involved in the regulated agreements and are to leave the room and not take part in the deliberations or the vote.

4.4 Duty of confidentiality for Supervisory Board members

Supervisory Board members are bound by an absolute obligation of confidentiality in matters concerning the content of the Board's deliberations and discussions and, if applicable, those of its committees as well as all information presented in such meetings. As a general rule and with the exception of the Chair, Board members are not permitted to communicate with outside parties, especially the press.

If it has been established that a Board member has violated this duty of confidentiality, the Board Chair will report to the Board on how they intend to handle this violation after consulting the attendees of a Board meeting convened for this purpose.

4.5 Obligation of care and attendance

By accepting the mandate entrusted to them, every Board member accepts full accountability, namely in terms of:

- Dedicating all the time necessary to review matters put before the Board and, when applicable, the committee upon which they sit
- Requesting any additional information they deem advantageous
- Ensuring that the rules herein are enforced
- Independently forming their opinions before making any decisions by solely considering the company's interests
- Actively participating in all of the Board's meetings, barring unavoidable circumstances
- Attending the general assembly meetings
- Putting forward any proposals aimed at continuously improving working conditions for the Board and its committees

4.6 Obligation and right to be informed

In order to effectively participate in the Board's business and discussions, the company will provide all appropriate documents to Board members. Requests for such documents are addressed to the chair.

All Board members are authorized to meet with the company's senior management providing they have informed the Chair beforehand.

The Chair routinely briefs the Board on the company's and the group's financial and cash positions, their financial liabilities, and significant events.

Finally, all new Board members may ask to receive in-depth training on the company, its group, their business activities, and their market sectors.

4.7 Obligations on holding company stocks

As deemed suitable, the corporate statutes set the minimum number of shares that each member of the Supervisory Board may hold. In addition, it is advisable for all Supervisory Board members to hold at least one (1) share in the company.

All Board members are required to declare any securities of the company, its parent company, and its subsidiaries held by them, their minor children or their estranged spouse.

4.8 Obligations to abstain from trading company securities during specified blackout periods

Board members must refrain from trading company securities:

- For 30 calendar days (regulatory minimum) prior to the release of the biannual and annual financial results
- For 15 calendar days (minimum recommended by the AMF [French authority of financial markets]) before each earnings release (annual, quarterly, biannual)

Considering the regularly scheduled release dates, all Board members will receive a calendar with these blackout periods, which must be consulted prior to any trading.

Trading transactions are only permitted once the related information is published, providing the trader does not possess any privileged information from elsewhere.

4.9 Obligations relating to holding insider information/Preventing insider trading and misconduct

In general and with regard to unpublished information obtained while performing their duties, Board members must consider themselves bound by genuine professional secrecy which exceeds the standard secrecy obligation stipulated in the Code of Commerce.

More specifically, due to the offices they hold, Board members are regularly in possession of detailed unpublished information about the company or the financial instruments it issues that would likely influence its share price considerably if it were to be made public.

Therefore, all Board members are considered insiders on the list that the company compiles and updates.

Once Board members are in possession of such information, they must abstain from:

- Performing or attempting to perform insider transactions, namely buying or selling or attempting to buy or sell on their own behalf or that of others, either directly or indirectly, financial instruments to which this information relates or the financial instruments with which these instruments are associated.
- Disclosing or attempting to disclose this information to another person outside the normal scope of their work, occupation or duties.
- Recommending or attempting to recommend or inciting, or attempting to incite another person to buy or sell or to have the financial instruments bought or sold by another person.

4.10 Anti-corruption, influence peddling, and money laundering

The Board ensures that the company has implemented the means necessary to prevent corruption in all its forms and in all countries.

In particular, it monitors the:

- Mapping of corruption risks
- Internal whistleblowing procedure implemented in the company
- Training/awareness measures provided to the managers and staff who are most at risk of corruption and influence peddling
- Evaluations of the positions of clients, top suppliers, and intermediaries
- Accounting audits

Each year, the Board conducts an evaluation of the entire procedure.

4.11 Board responsibilities concerning executive compensation

The Board reviews all compensation paid to executives by comparing it to the company's pay policy. It ensures that these principles are followed:

- Align executive compensation with the parity rules in the company's pay policy (review of the pay scale, relative proportion of fixed and variable pay, etc.)
- State the variable elements of determined executive compensation, in particular regarding the enforcement of extra-financial performance criteria
- Justify how executive compensation complies with the policy enacted in the previous year and contribute to the company's long-term performance

4.12 Internal auditing and risk analysis

The Board will review social and environmental risks within the scope of the *Déclaration de performance extra-financière* (statement of extra-financial performance) and general risks as per the *Document d'enregistrement universel* (universal registration document).

4.13 Statement of securities transactions and threshold crossing

Supervisory Board members are expected to be diligent about reporting their securities transactions in a timely manner and, if necessary, any threshold crossings.

ARTICLE 5

OPERATION OF THE SUPERVISORY BOARD

5.1 Frequency of meetings

The Board meets as often as the corporate interest requires, and no fewer than four times per year. The annual meeting calendar is scheduled at least six months prior to the end of the previous year.

5.2 Agenda and information for Supervisory Board members

The Chair finalizes the agenda for each Board meeting and forwards it to its members by any appropriate means.

Documents allowing Board members to make an informed decision on the items on the agenda are sent to Board members within a reasonable time frame prior to the meeting, unless there is an emergency or need for complete confidentiality.

Under all circumstances, in emergency situations and upon request by the Chair, the Supervisory Board may discuss matters that do not appear on the agenda it has received in any meeting.

Supervisory Board members wishing to visit a facility to obtain information required in the exercise of their mandate will issue a written request to the Chair specifying the purpose of said visit. The Chair determines the terms of access and organizes how the visit will proceed.

5.3 Location of meetings

Meetings are held at any location cited in the statutes, otherwise at the place stated in the meeting notice.

5.4 Use of video conferences and telecommunications

Inasmuch as possible, the Board prefers that its members are physically present in the interest of efficiency. If physical attendance is not possible, video conferences are preferable to telephone calls.

The means used for video conferences or telephone communications shall provide adequate technical capabilities to enable genuine participation in the Supervisory Board meeting whose discussions are continuously streamed live. This will constitute a legitimate Supervisory Board meeting insofar as all or some of its members are simultaneously connected without interruption, verbally at the very least, to a broadcasting webcam system linked to the Internet or via telephone conference.

5.4.1 Technical issues

Should a technical issue arise during a video or telephone broadcast of a Supervisory Board meeting, it shall be entered into the minutes.

If this issue suspends the broadcast or degrades it to the extent that the video or audio quality no longer permits effective participation in the meeting of all Board members in attendance, the meeting will be adjourned.

The meeting suspension will be lifted once the technical situation again allows Board members to communicate and deliberate under the aforementioned conditions.

5.4.2 Specific rulings not permitted by video conferences or telecommunications

Barring any legal exception or modification to the laws on such matters, the above provisions do not apply to decisions relating to the review or audit or the annual and consolidated accounts and, if applicable, when the ruled out by the statutes.

5.5 Attendance records

An attendance record is kept that is signed by members of the Board who have physically attended a Board meeting. When applicable, it must indicate whether a Board member participated by video conference or other method of telecommunication (for the members of those they represent).

5.6 Quorum and majority

When tallying a quorum and majority, Board members attending by video conference or telephone are considered present.

All Board members may attend a meeting at the same time by video conference or telephone.

5.7 Term

Unless otherwise stated in the statutes, Board members may be represented in any meeting by another member of the Supervisory Board. Proxy power must be granted in writing including email as a valid means. Individual Board members may only have one proxy per meeting.

The stipulations cited above apply to a permanent representative of a natural person Supervisory Board member.

5.8 Deliberations

Deliberations of the Supervisory Board are not valid unless at least half of its members are present, barring any statutory provision.

Decisions are passed by a majority of members present or represented, barring any statutory provision.

Board members mandated to represent one of their peers are entitled to two votes.

The Supervisory Board Chair or their representative directs the proceedings.

5.9 Meeting minutes

The deliberations of the Supervisory Board are recorded in the minutes logged into a dedicated book that complies with the legal and regulatory provisions, and they are signed by the presiding officer and at least one Board member.

If the presiding officer is unable to attend the meeting, the minutes are signed by at least two Board members.

The minutes are approved at the subsequent meeting. To this end, a draft version is first sent to all Board members. The meeting minutes specify the names of all Board members present, excused or absent. They mention whether other people invited to the Board meeting are present or absent as well as anyone else attending the entire meeting or a part thereof.

The minutes note the method of video conference or telecommunications used, the name of every Board member who attended the Board meeting via this method and, when applicable, any technical issues that may have disrupted the meeting, including the interruption and reconnection of remote participants.

If applicable, the minutes note any conflicting opinions expressed by the Supervisory Board members.

Copies or excerpts of the minutes are duly certified as true by the Supervisory Board Chair the Vice-Chair, the Board members delegated as acting chair for the meeting, the Supervisory Board Secretary or someone to whom the Board has endowed this power.

5.10 Review of Board Activities

Each year, the Supervisory Board conducts a review of its activities, more specifically it:

- Apprises the operating methods, composition, and organization of the Board and its committees, if any
- Verifies that key issues are effectively planned and discussed
- Updates the evaluation survey to ensure the evaluation includes the most recent legal and regulatory changes

The Supervisory Board records this evaluation in the meeting minutes and informs shareholders on a yearly basis in the annual report.

ARTICLE 6

SUPERVISORY BOARD COMMITTEE FORMATION

In order to prepare its work, the Supervisory Board may form committees and determine their areas of expertise. Similarly, in the name of efficiency, at its discretion the Board may dissolve committees that are no longer beneficial. It may opt to create an ad hoc audit committee within the Board or set itself up as an audit committee while in plenary session to then carry out all its missions.

6.1 Standard operating methods for committees

The Supervisory Board designates the member of each committee. Committee members personally attend their meetings.

The Supervisory Board may dismiss committee members.

Terms of office for committee members coincide with their mandates as Supervisory Board members. Both offices may be renewed at the same time.

The Board appoints a chair for each committee.

Each committee draws up its own operating rules, in particular the audit committee. Each committee schedules their annual

meeting calendar. Meetings are held at the head offices or any other location designated by the committee chair. Committee chairs establish the agenda for their meetings and sends it to the Supervisory Board Chair. Committee chairs may choose to invite all or some of the Board members to its meetings, or anyone of their choice. They inform the Supervisory Board Chair of the Executive Board members they wish to attend a meeting.

The terms for referring matters to each committee are as follows:

- The committee takes up any matter that falls within the area of expertise assigned to it in these rules of procedure and determines its annual program
- The Supervisory Board Chair may refer any matter to a committee that appears or is expected to appear on the Supervisory Board's agenda
- The Supervisory Board and its chair may also refer other matters relating to its expertise at any time.
- Each committee has its own secretariat.

The Supervisory Board Chair sees that the committees are provided the information they require to fulfil their missions. They also ensure that all committees are routinely informed of any noted legal or regulatory developments that relate to their respective areas of expertise. Proposals, recommendations and opinions issued by committees are reported to the Supervisory Board.

6.2 The Audit Committee

The Audit Committee's mission cannot be dissociated from that of the Supervisory Board, which is responsible for inspecting the company accounts and consolidated accounts. The Audit Committee's mission is to inform the Supervisory Board on the process for preparing the accounts (schedule, rules, etc.), how auditors are chosen, and the company's organization, procedures and management systems.

6.2.1 Composition and operation

A majority (ideally all) of the Audit Committee members are independent administrators, including its Chair (except in duly justified cases) in compliance with the independence criteria cited herein. It meets as often as necessary.

Its members are selected for their expertise in finance and/or accounting and/or statutory auditing. Administrators performing general management functions cannot sit on the audit committee.

Committee members may invite whoever they wish to consult or attend.

6.2.2 Responsibilities

Without prejudice to the Board's expertise, the Audit Committee's main missions are as follows:

1. It monitors the process of preparing financial data and, when applicable, issues recommendations to confirm its integrity.
2. It monitors the effectiveness of internal audit and risk management systems, as well as the internal audit in matters pertaining to the preparation and processing of accounting and financial data on an as-need basis, without affecting its independence.

3. It issues a recommendation for the statutory auditor that the general assembly proposes to appoint. This recommendation submitted to the Board is written according to the regulations. It also issues a recommendation to the Board when auditor(s) is/are due to be re-appointed, as per the terms set forth in the regulations.
4. Within the scope of appointing or re-appointing statutory auditors, it manages matters of defining the specifications, the tendering process, and its monitoring.
5. It tracks the progress of the statutory auditor's mission and takes account of the H3C's (High Council of Statutory Auditors) findings and conclusions from its legally mandated spot checks. The committee inquires whether the auditor is affected by the audit and, if so, asks them to release the H3C's written report.
6. It ensures that the statutory auditor is meeting the terms of independence by following the rules and methods stipulated in the regulations.
7. For public interest entities, it approves the supply of services other than certification of the accounts in compliance with the applicable regulations.
8. It routinely reports to the Board on how it is progressing with its missions. It also reports on the outcomes of its duty to certify the accounts, how this mission has contributed to the integrity of the financial data, and its role in this process. It immediately informs the Board of any issues it encounters.

6.3 The Compensation and Appointments Committee

6.3.1 Composition and operation

At least half (ideally all) of this committee's members must be independent, including its Chair (except in duly justified cases) in compliance with the independence criteria cited in the article herein, who are selected for their special expertise.

The Compensation and Appointments Committee meets at least once per year and as often as is necessary to properly fulfil its missions. Committee members may invite whoever they wish to consult or attend.

6.3.2 Responsibilities

The Compensation and Appointments Committee submits recommendations to the Board on the composition of the Supervisory Board and the Board's committees.

The committee is tasked with reviewing and issuing an opinion on all compensation for directors and officers, and top executives, as well as on the policy for managerial pay and incentives, specifically by defining objective criteria to follow when calculating variable portions and allocating stock options. Among the criteria considered, the Board is especially concerned with Corporate Social Responsibility (CSR).

The committee ensures that diversity is a top priority for the Supervisory Board.

Following a proposal from general management, the Board sets the diversity objectives for executive bodies, the Executive Board, and for senior management more broadly.

The committee ensures that the selection process properly allows for applicant diversity when re-filling or creating positions.

The committee reviews draft plans for the subscription and/or purchase of company shares to be granted to employees and managers.

The committee appraises the amount of compensation for administrators subject to the general assembly's ruling and their allocation methods.

The committee may be consulted to oversee the matter of replacing the director and key senior employees.

The committee directs the Supervisory Board's self-assessment review process and evaluates it.

6.4 The Corporate Social Responsibility (CSR) Committee

6.4.1 Composition and operation

At least half of this committee's members must be independent in compliance with the independence criteria cited the article herein and are selected for their special expertise. Committee members may invite whomsoever they wish to consult or attend.

The CSR Committee meets as often as is necessary to properly fulfill its missions.

6.4.2 Responsibilities

The CSR Committee's mission is to assist the Supervisory Board oversee matters relating to social and environmental responsibility. The Board relies on this committee's work on topics pertaining to the CSR-related strategy and its implementation, particularly if the company needs to address it in drafting the *Déclaration de performance extra-financière* (statement of extra-financial performance).

The CSR Committee's mission is to provide the group with insights on the extra-financial issues, opportunities, and risks associated with its business so it may foster responsible value creation over the long term.

ARTICLE 7

RULES FOR DETERMINING BOARD MEMBER COMPENSATION

Supervisory Board members may receive compensation. The Ordinary General Assembly votes on the amount and the Supervisory Board decides how it is allocated based on the time devoted to their mission and in part on their attendance.

All members of the Supervisory Board are entitled be reimbursed for travel expenses incurred performing their board duties.

ARTICLE 8

ENTRY INTO FORCE – BINDING FORCE

These rules of procedure may be amended by a decision of the Board.

Any new Board members are required to sign these upon taking office.

All or part of these rules of procedure will be made publicly available on the company's website.

² Since the Ordinance of 27 November 2019, the Ordinary General Assembly must rule on the compensation policy for and for fees incurred and paid by all directors and officers during the last fiscal year, including Supervisory Board members.



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