

**Solutions 30 SE**

**Société européenne**

**Registered office : 6 rue Dicks L-1417 Luxembourg**

**RCS Luxembourg: B. 179097**

**SUPERVISORY BOARD**  
**CORPORATE GOVERNANCE CHARTER**

**Disclaimer:**

*This Charter (as defined below) does not intend to merely reiterate legal provisions in force, but to complement those provisions. In such a context, this Charter must be considered as complementary to Luxembourg law on commercial companies, dated August 10<sup>th</sup> 1915, as amended from time to time, and to the provisions specifically applicable to the European company (sociétés européenne) (SE) under Council Regulation (EC) 2157/2001 of October 8<sup>th</sup> 2001 on the Statute for a European Company (SE), from which it cannot deviate. No rule contained herein may be construed as conflicting with Luxembourg laws. In case of discrepancies between existing Luxembourg legal provisions and this Charter, legal provisions shall always prevail.*

**Entered into force on April 23rd 2019 – Version n°1**

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## INTRODUCTION

This Supervisory Board charter (the **Charter**) sets forth the corporate governance rules and principles as well as the internal rules of process of the Supervisory Board of Solutions 30 SE (the **Company**).

The Company is a European Company (*société européenne*) with registered office situated in Luxembourg and registered with the Luxembourg register of commerce and companies under number RCSL B 179097. It has been set up in accordance with the Council Regulation (EC) N°2157/2001 of 8 October 2001 on the Statute for a European Company (SE), which has established its registered office and its central of administration in the Grand-Duchy of Luxembourg.

Upon incorporation, the Company has adopted the two-tier system with a supervisory board (the **Supervisory Board**) and a management board (the **Management Board**).

In this respect it shall be governed by the provisions of the Luxembourg law on commercial companies, dated August 15<sup>th</sup> 1915, as amended from time to time (the **Law 1915**) applicable to the public limited liability company (*société anonyme*) and by the provisions specifically applicable to the European company (*sociétés européenne*) (SE) under Council Regulation (EC) 2157/2001 of 8 October 2001 on the Statute for a European Company (SE).

This Charter defines the terms and conditions of the structure and workings of the Supervisory Board of the Company and its Committees (as defined in section 4.5) and supplement the provisions set out in applicable laws and the Company's articles of association (a copy of which is attached to this Charter as Annex 1 to form an integral part thereof) (the **Articles of Association**). Therefore, no rule contained in this Charter may be construed as conflicting with Luxembourg laws. In case of discrepancies between existing Luxembourg legal provisions and this Charter, legal provisions shall always prevail.

The purpose of this Charter is to enhance the quality of the Supervisory Board's work by promoting the application of good corporate governance principles and best practices, in the interests of ethics and greater effectiveness.

The initial and current version of the Chart was approved by the Supervisory Board on April 23rd 2019.

### 1. STATUS AND CONTENT OF THE CHARTER

- 1.1. Capitalised terms have the meaning as set out in this Charter, and definitions in the singular also include the plural and vice versa. Any reference in this Charter to "in writing" means in writing or by other reproducible electronic communication.
- 1.2. This Charter is intended to supplement the rules and regulations applicable (from time to time) to the Supervisory Board under Luxembourg laws, or the Articles of Association. In case of conflict between this Charter and the Articles of Association, the provisions of the Articles of Association shall prevail.
- 1.3. The following Annexes are part of this Charter:

- 1.3.1. **Annex 1:** Articles of Association
  - 1.3.2. **Annex 2:** Strategy Committee Charter
  - 1.3.3. **Annex 3:** Audit Committee Charter
  - 1.3.4. **Annex 4:** Remuneration Committee Charter
- 1.4. On the date of approval of the initial Charter, the Supervisory Board declared by unanimous resolution that: it shall apply, and consider itself bound by, the obligations arising from this Charter to the extent that it applies to the Supervisory Board and its Committees and individual members; the Supervisory Board shall cause to adhere to the Charter each time it shall be amended.
- 1.5. In addition, on appointment of any new member(s) of the Supervisory Board, the Supervisory Board shall cause to ensure that this(ese) member(s) shall issue a adherence statement to the adherence declaration as referred to in section 1.4.
- 1.6. The Supervisory Board shall evaluate this Charter annually to identify any specific aspects in respect of which amendments to this Charter and/or further regulations are required.

## **2. THE SUPERVISORY BOARD A COLLEGIAL BODY**

- 2.1. Regardless of its membership or how it is organised, the Supervisory Board is and shall remain a collegial body of the Company mandated by its shareholders.
- 2.2. Therefore, a member of the Supervisory Board cannot act in the place of the Supervisory Board or a Committee of the Supervisory Board; he is a member of a team of Supervisory Board members who together form a collegial body. The college works to develop the Company by taking decisions that are the result of deliberations. It is in this context that a Supervisory Board member has a duty to develop his/ her thinking, to clearly express questions and opinions and to share them with his/her colleagues on the Supervisory Board. He/she tries to convince the Supervisory Board of the relevance of his/her comments and opinions.
- 2.3. The deliberations of the Supervisory Board are collegial: the Supervisory Board members participate in a debate during which they exchange their points of view and which leads them to take a common decision. Each Supervisory Board member who participated in the discussions had the opportunity to influence the decision, which, once taken, becomes the decision of the Supervisory Board. Each Supervisory Board member is therefore responsible for it and consequently assumes collective liability.
- 2.4. Any Supervisory Board member shall know that collegiality, trust, mutual respect and active collaboration among Supervisory Board members are essential elements and of paramount importance of a well-functioning Supervisory Board.

### **3. DUTIES AND RESPONSIBILITIES OF THE SUPERVISORY BOARD**

- 3.1. The Supervisory Board shall conduct its business in compliance with the provisions of the Council Regulation (EC) N°2157/2001 of 8 October 2001 on the Statute for a European Company (SE), the Law 1915, the Articles of Association and this Charter.
- 3.2. The Supervisory Board shall carry out the permanent supervision of the management of the Company by the Management Board, without being authorised to interfere with such management.
- 3.3. The Supervisory Board shall have an unlimited right to inspect all the transactions of the Company; it may inspect, but not remove, the books, correspondence, minutes and in general all records of the Company.
- 3.4. The Supervisory Board supervises the policies pursued by the Managing Board and the general course of affairs and business of the Company and supports the Managing Board with its advice. In performing its duties, the Supervisory Board must be guided by the interests of the Company and its business; it shall take into account the relevant interests of all stakeholders (including the Company's shareholders). The Supervisory Board is responsible for the quality of its own performance.
- 3.5. The Supervisory Board also supervises compliance with the provisions of applicable law and regulations, including Luxembourg law, Articles of Association, and the applicable rules of and regulations.
- 3.6. Without prejudice to the relevant provisions of the Articles of Association, the duties and responsibilities of the Supervisory Board shall include:
  - 3.6.1. Supervising, monitoring and advising the Management Board on:
    - 3.6.1.1. the Company's performance;
    - 3.6.1.2. the Company's risk and in particular the risks culture, risk appetite and main risk inherent to its business activities;
    - 3.6.1.3. the structure and management of the internal risk management and control systems;
    - 3.6.1.4. the financial reporting process and the quality and integrity of the financial reporting;
    - 3.6.1.5. compliance with applicable legislation and regulations;
  - 3.6.2. disclosing, complying with and enforcing the Company's corporate governance structure;
  - 3.6.3. Ensuring that a formal and transparent procedure is in place for the appointment and reappointment of Management Board and Supervisory Board members;

- 3.6.4. Proposing the remuneration policy for the member(s) of the Management Board, fixing the remuneration annually and the contractual terms and conditions applicable to the member(s) of the Management Board (in accordance with said remuneration policy);
  - 3.6.5. Selecting and recommending the appointment of the members of the Supervisory Board and proposing their remuneration (such appointment and resolution to be resolved upon by a General Meeting of Shareholders of the Company);
  - 3.6.6. Recommending the appointment of the Company's external auditor upon proposal by the Audit Committee.
- 3.7. Upon proposal of the Management Board, resolving to (partly) reserve the profit and proposing to the General Meeting of Shareholders to distribute dividend, resolving to make interim dividend distributions, and resolving or proposing to the General Meeting of Shareholders to make distributions out of the freely distributable reserves of the Company, notwithstanding the provisions in the Articles of Association and applicable laws.
  - 3.8. Regularly discussing the corporate strategy, the implementation thereof and the main risks associated with it.
  - 3.9. Discussing on the basis of the report of the Audit Committee:
    - 3.9.1. the methods used to assess the effectiveness of the design and operation of the internal risk management and control systems;
    - 3.9.2. the methods used to assess the effectiveness of the internal and external audit processes;
    - 3.9.3. material considerations regarding financial reporting; and the way material risks and uncertainties within the framework of the control statement have been analysed and discussed, along with a description of the most important findings of the Audit Committee.
  - 3.10. The Supervisory Board shall prepare and publish a report to the General Meeting of Shareholders on its functioning and activities during the preceding financial year.
  - 3.11. The Supervisory Board shall handle and resolve upon reported potential conflict of interests issues between the Company and any Management Board member, or if need be delegate the case to the General Meeting of Shareholders for decision taking.
  - 3.12. To the extent permitted by applicable law, the Company shall take a D&O policy covering liability of the Supervisory Board members.

## **4. COMPOSITION, EXPERTISE AND INDEPENDENCE OF THE SUPERVISORY BOARD**

### **4.1. Composition**

- 4.1.1. The Supervisory Board shall in any case consist of such minimum number of members as determined in the Articles of Association or ultimately in the Law 1915 in the absence of any specific provisions in the Articles of Association. The Supervisory Board shall prepare criteria concerning its scope and composition, taking into account the nature of the business, its activities, and the desired expertise, competencies, experience, diversity and independence of its members. The Supervisory Board shall evaluate those criteria annually.
- 4.1.2. The composition of the Supervisory Board shall be such that the combined experience, expertise, competencies, diversity and independence of its members enables the Supervisory Board to best carry out the variety of its duties and responsibilities to the Company and all stakeholders, consistent with applicable law and regulations (including the rules of Euronext Growth on which the Company's securities are listed and admitted to trading).
- 4.1.3. Supervisory Board members are selected on the basis of their specific business, financial, technical and/or legal expertise, prior professional experience, soundness of judgment, ability to make analytical enquiries and willingness to devote the time required to adequately perform their activities as Supervisory Board members.
- 4.1.4. The composition of the Supervisory Board shall meet the following criteria:
  - 4.1.4.1. No person may at the same time be a member of the Management Board and the Supervisory Board; however, in the event of a vacancy in the Management Board, the Supervisory Board may appoint one of its members to act as member of the Management Board. During such a period, the functions of the person concerned as a member of the Supervisory Board shall be suspended;
  - 4.1.4.2. each of its members must be capable of assessing the broad outline of the overall policy of the Company and its business;
  - 4.1.4.3. each of its members must match the criteria as referred to in article 4.1.2 and the Supervisory Board as a whole must be composed in accordance therewith; and
  - 4.1.4.4. none of its members may maintain more than seven (7) memberships on boards of listed companies on regulated markets (including the Company) or non-listed large companies or foundations, whereby a chairmanship shall count double, and furthermore without prejudice to applicable mandatory statutory rules and regulations.

- 4.1.5. Members of the Management Board and Supervisory Board shall report any other positions they may have to the Supervisory Board in advance (as far as relevant to the duties as a member of the Management Board or Supervisory Board). The Supervisory Board shall at least annually discuss the positions, other than the main positions, of the members of the Management Board and Supervisory Board.
- 4.1.6. Each member of the Supervisory Board shall be required to submit timely to the Supervisory Board's Chair, directly or via the Secretary of the Supervisory Board, such information as is necessary to record or update, as the case may be, his/her:
  - 4.1.6.1. age;
  - 4.1.6.2. profession;
  - 4.1.6.3. principal position;
  - 4.1.6.4. nationality;
  - 4.1.6.5. other positions; as far as relevant to the duties as a member of the Supervisory Board;
  - 4.1.6.6. date of initial appointment;
  - 4.1.6.7. current term of office; and
  - 4.1.6.8. any other information that could impact the appearance of such member's independence.

#### **4.2. Chair and Vice-Chair**

- 4.2.1. The Supervisory Board shall appoint one of its members as Chair and one of its other members as Vice-Chair; in making such appointments, the Supervisory Board may consider proposal from the general meeting of shareholders (but is not required).
- 4.2.2. The Chair and Vice-Chair shall work in close cooperation with each other in exercising their functions. The Vice-Chair shall act as the Chair (and have his/her authorities and duties) in the event the Chair is absent or prevented from acting.
- 4.2.3. The Chair sets the agenda for meetings of the Supervisory Board, chairs the meetings of the Supervisory Board, monitors the proper functioning of the Supervisory Board, its Committees and members, arranges for the adequate submission of information to the members of the Supervisory Board, and as Chair ensures the orderly and efficient conduct of the General Meetings of Shareholders. The Chair acts on behalf of the Supervisory Board as the main contact for the Management Board and for shareholders regarding the functioning of the Management and Supervisory Board members.
- 4.2.4. Furthermore, the Chair of the Supervisory Board ensures:

- 4.2.4.1. the co-ordination of the Supervisory Board's decision-making process;
- 4.2.4.2. the adequate and timely submission of information to the Supervisory Board members as necessary for the proper performance of their duties;
- 4.2.4.3. that there is ample time for consultation, consideration and decision-making by the Supervisory Board;
- 4.2.4.4. the steering, and procuring the adequate performance of the Committees of the Supervisory Board;
- 4.2.4.5. the annual evaluation of the functioning of the Management Board and the Supervisory Board;
- 4.2.4.6. the appointment of a Vice-Chair of the Supervisory Board;
- 4.2.4.7. that the contact with the Management Board is efficient and productive and that the results thereof are timely and prudently communicated to the other Supervisory Board members;
- 4.2.4.8. the Management Board performs the activities in relation to creating a culture aimed at long term value creation;
- 4.2.4.9. effective communication with the Company's shareholders is assured;  
and
- 4.2.4.10. that the Supervisory Board is involved closely and timely in a material merger or takeover process involving the Company.

### **4.3. Independence of Supervisory Board members**

- 4.3.1. The quality of a Supervisory Board cannot be defined simply by reference to a percentage of independent members, as the Supervisory Board members are above all required to be honest, competent, active, regularly attending and engaged; as well as they shall all act with independence, loyalty and professionalism. It is nevertheless important for a Supervisory Board to include a sufficient proportion of independent members, not only in order to satisfy the expectations of the market but also in order to improve the quality of proceedings.
- 4.3.2. A Supervisory Board member will be considered independent within the meaning of section 4.3.1 if he or she has no relationship of any kind whatsoever with the Company, its group or the management of either that is such as to colour his or her judgment. Accordingly, an independent Supervisory Board member is understood to be any non-executive officer of the Company or the group who has no particular bonds of interest (significant shareholder, employee, etc.) with them.

- 4.3.3. The criteria that the Remuneration, Appointments and Governance Committee and the Supervisory Board should examine in order to determine whether an Supervisory Board member is independent and to help avoid the risk of a conflict of interest between the Supervisory Board and the Management Board of the Company or its group, are as follows:
- 4.3.3.1. the Supervisory Board member is not an employee or executive officer (mandataire social exécutif) of the Company, nor an employee or executive officer of its parent or of one of its consolidated subsidiaries, and has not been one during the previous three years;
  - 4.3.3.2. the Supervisory Board member is not an executive officer of a company in which the Company holds a directorship, directly or indirectly, or in which an employee appointed as such or a current or former (during the previous three years) executive officer of the Company is a director;
  - 4.3.3.3. the Supervisory Board member is none of the following (nor linked directly or indirectly to): a customer, supplier, investment banker or commercial banker – in each case: (i) which is material to the Company or its group, or (ii) for which the Company or its group represents a significant part of the entity's activity. In considering the materiality, the Supervisory Board shall examine, for both entities when possible, the financial relationship, the continuity in duration and intensity of the relationship and the position of the Supervisory Board member in the company;
  - 4.3.3.4. the Supervisory Board member has not been an auditor of the Company over the past three years;
  - 4.3.3.5. the Supervisory Board member has not received personal financial compensation from the Company including any compensation related to the performance of the Company other than the compensation received for the work performed as a Supervisory Board member and in so far as this is in line with the normal course of business;
- 4.3.4. As for Supervisory Board members representing the Company's significant shareholders or its parent company, they shall be considered independent as long as they do not in whole or in part control the Company; beyond a threshold of 10% of the share capital or voting rights, the Supervisory Board should examine individually each case in order to determine whether the given Supervisory Board member may be considered independent or not, taking into account the composition of the Company's share capital and whether there exists potential for any conflicts of interest.

- 4.3.5. The qualification of a Supervisory Board member as independent is discussed each year by the Remuneration, Appointments and Governance Committee, which draws up a report on this matter and submits it to the Supervisory Board.
- 4.3.6. Each year, in the light of this report, the Supervisory Board reviews the situation of each Supervisory Board member to determine whether they qualify as an “independent director”.

#### **4.4. Supervisory Board secretary**

- 4.4.1. The Supervisory Board shall be assisted by a secretary (the Secretary), who may but does not need to be a Supervisory Board member, to be appointed by the Supervisory Board. In making such appointments, the Supervisory Board may, but is not required to, consider proposals from shareholders.
- 4.4.2. The Secretary is invited to attend all meetings of the Supervisory Board and its Committees.
- 4.4.3. The mission of the Secretary is:
  - 4.4.3.1. to assist the Chair of the Supervisory Board in preparing the agenda and the convocation of Supervisory Board meetings;
  - 4.4.3.2. to keep the calendar of the Supervisory Board up-to-date;
  - 4.4.3.3. to facilitate the provision of information to the Supervisory Board;
  - 4.4.3.4. to ensure preparation of the official reports, minutes of meetings and written resolutions of the Supervisory Board, taking into account the observations formulated by the Supervisory Board members and collecting the signatures of the Supervisory Board members and ensuring distribution of the reports, minutes and written resolutions, with copies of the original minutes being kept at the Company’s headquarters in Luxembourg;
  - 4.4.3.5. to organize Supervisory Board meetings in accordance with applicable laws and regulations; and
  - 4.4.3.6. to implement programs, if any, approved by the Supervisory Board, for the introduction and ongoing education and training of Supervisory Board members.
- 4.4.4. The Secretary is bound by the same duty of confidentiality as the Supervisory Board members.
- 4.4.5. The Secretary is also responsible for providing all necessary secretarial support to the Supervisory Board Committees, in accordance with the requirements of the Chair of each such Committee.

#### **4.5. Supervisory Board Committees.**

- 4.5.1. The Supervisory Board shall establish dedicated sub-committees in order to assist the Supervisory Board in carrying out its duties in the following areas:
- 4.5.1.1. Assistance to the Supervisory Board in fulfilling its oversight responsibilities relating to long-term strategy for the Company, risks and opportunities relating to such strategy, and strategic decisions regarding investments, acquisitions and divestitures by the Company. The purpose and function of the **Strategy Committee** is one of oversight of the Company's long-term strategy development and implementation. It is not the duty of the Strategy Committee to develop the Company's strategic plan or to implement such plan. Instead, such duties remain the responsibility of the Management Board of the Company, subject, however, to the general oversight responsibilities of the Supervisory Board.
  - 4.5.1.2. financial administration and accounting, internal risk management and control systems, internal and external auditors, corporate accounting and reporting practices of the Company, and the quality and integrity of the financial reports of the Company, shall be the competence of the **Audit Committee** in the scope of its assistance to the Supervisory;
  - 4.5.1.3. procedures and proposals relating to the composition of the Supervisory Board and corporate governance as well as remuneration of the member(s) of the Management Board, and any stock-based compensation plans, as approved by the General Meeting of Shareholders shall amongst others fall within the competence of the **Remuneration Committee**;
  - 4.5.1.4. The Strategy Committee, the Audit Committee and the Remuneration Committee shall be referred hereinafter as **the Committees**.
- 4.5.2. The charters setting forth the corporate governance principles and internal regulations of the Committees, including the duties and responsibilities of each of the Committees, are adopted by the Supervisory Board. The Supervisory Board Committee charters are attached as **Annexes 2, 3, and 4**.
- 4.5.3. The Supervisory Board may establish supplementary Ad Hoc Committee(s), having such authority as may be granted and/or delegated by the Supervisory Board from time to time. If an Ad Hoc Committee is established by the Supervisory Board, a charter setting forth the corporate governance principles and internal regulations of such Ad Hoc Committee, including its duties and responsibilities, may be adopted by the Supervisory Board.
- 4.5.4. The role of a Committee is to prepare decision-making of the Supervisory Board. The Supervisory Board remains responsible for its decisions even if they were prepared by a Committee or resolved by a Committee on behalf of the Supervisory Board.

- 4.5.5. Members of the Committees are appointed or, as the case may be, reappointed by the Supervisory Board annually from the members of the Supervisory Board. Members of a Committee shall in principle serve until their successors have been duly appointed. However, the Supervisory Board has the authority to remove or replace a member of a Committee at any time. The Supervisory Board appoints a chair for each Committee.
- 4.5.6. The composition of the Committees, the number of Committee meetings and the main items discussed therein shall be recorded in the Supervisory Board's report.
- 4.5.7. Each of the Committees regularly reports its activities to the Supervisory Board. The minutes of Committee meetings shall be submitted to the Supervisory Board after adoption thereof by the Committee and each chair of a Committee shall report orally in each Supervisory Board meeting on the main activities of the Committee following the last Supervisory Board meeting.
- 4.5.8. Unless in special circumstances the chair of the relevant Committee decides otherwise, any member of the Supervisory Board may attend one or more meeting(s) of the Committees, even if he/she is not a member of such Committee(s), provided however that: (i) he/she informed the chair of such Committee in due course; (ii) he/she will have no voting right in the Committee; and (iii) no fee will accrue for any such attendance. Any member of the Supervisory Board has full and unrestricted access to all records of the Committees.

## **5. APPOINTMENT, TERM AND RESIGNATION**

- 5.1. The Supervisory Board is composed of at least three (3) members, individual or legal entities, who may but are not required to be shareholders and who may receive a salary or not.
- 5.2. The Supervisory Board members may be natural or legal entities in which case, at the time of their appointment by the General Meeting of Shareholders, legal entities must designate a permanent representative who is subject to the same terms, conditions and obligations and incurs the same liabilities as if he/she were a Supervisory Board member in his own name, without prejudice to the joint and several liability of the legal entity he/she represents. The permanent representative serves for the same term of office as the legal entity he represents. If the legal entity revokes its representative's appointment, it is required to notify the Company thereof forthwith by registered postal mail, and to state the identity of its new permanent representative. This requirement equally applies in the circumstance the permanent representative should die, resign or become incapacitated for an extended period of time.

- 5.3. The Supervisory Board members shall be appointed and dismissed by the General Meeting of Shareholders upon a non-binding proposal of the Supervisory Board. Members of the Supervisory Board shall hold office for up to four years as described in the Articles of Association and may thereafter be eligible for re-appointment. In connection with any proposed re-appointment, the manner in which the candidate fulfilled his/her duties as member of the Supervisory Board shall be taken into account.
- 5.4. The Supervisory Board prepares a rotation schedule for the retirement of its members by rotation. The rotation scheme includes the appointment dates and periods. For the avoidance of doubt: it does not include information on the intended succession of Supervisory Board members.
- 5.5. Members of the Supervisory Board may be required to resign before the expiration of their term in the event of inadequate performance, structural incompatibility of interests and other instances where early resignation is deemed necessary at the discretion of the Supervisory Board.
- 5.6. In the event of vacancy due to resignation or death and that the minimum number of Supervisory Board member is at least equal to the number fixed by the Articles of Association, the Supervisory Board is entitled to nominate Supervisory Board member in replacement of the vacant position. In the same circumstances, if the minimum statutory number of Supervisory Board members is no longer equal to the number defined by the Articles of Association (but still compliant with the legally minimum required), the Supervisory Board shall appoint new Supervisory Board members to fill in the captioned vacancies until the next General Meeting of Shareholders.
- 5.7. In the event the Supervisory Board members is no longer composed by the minimum legally required number of Supervisory Board members, the Management Board shall immediately convene a General Meeting of Shareholders with the agenda to appoint new Supervisory Board members.
- 5.8. For the avoidance of doubt, Supervisory Board members may be removed at any time by the General Meeting of shareholders of the Company without grounds (ad nutum) at simple majority of the votes cast.

## **6. REMUNERATION**

- 6.1. The Supervisory Board may submit proposals to the General Meeting of Shareholders concerning the remuneration of the Supervisory Board members. The remuneration of Supervisory Board members may not be made dependent on the Company's results, should promote an adequate performance of their role and should reflect the time spent and responsibilities of their role.

- 6.2. The annual remuneration of the Supervisory Board members shall be comprised of an annual fee, which may vary in accordance with the role and responsibilities of the member, including chairing the Supervisory Board or Committees.
- 6.3. The annual fees are paid in two (2) instalments, one (1) each semester to each Supervisory Board member or his or her designee.
- 6.4. None of the Supervisory Board members may accept personal loans, guarantees or other facilities from the Company.
- 6.5. Supervisory Board members shall be reimbursed for all reasonable duly documented costs incurred in connection with their attendance at the meetings of the Supervisory Board and its Committees. Any other expenses may only be reimbursed, either in whole or in part, if incurred with the prior consent of the Chair. The Supervisory Board will inform the Management Board of the reimbursements afterwards.
- 6.6. Remuneration of the Secretary (and, as the case may be, of any other professionals who assist the Supervisory Board) will be determined by the Supervisory Board. The Supervisory Board will inform the Management Board of its decision afterwards.

## **7. SUPERVISORY BOARD MEETINGS (AGENDA, TELECONFERENCING, ATTENDANCE, MINUTES).**

- 7.1. The Supervisory Board shall meet as often as the corporate interest of the Company so require but it shall, in any case, hold at least four meetings per year.
- 7.2. Supervisory Board meetings shall be convened in accordance with article 14.4 of the Articles of Association, provided that the Chair of the Supervisory Board shall also convene a meeting upon the request (by postal mail with acknowledgement receipt) of one member of the Management Board or of one third of the Supervisory Board members, in which case the Chair must convene the Supervisory Board meeting so that it must be held within fifteen days as of the receipt of the request.
- 7.3. The agendas of Supervisory Board meetings are prepared by the Chair of the Supervisory Board. Each member of the Supervisory Board and the Management Board may request the Chair of the Supervisory board to put specific items on the agenda. The draft agenda will be shared with the Management Board for consultation.
- 7.4. A notice convening a meeting, the agenda and the meeting documents shall be dispatched at least seven (7) days before each such meeting and sent to members of the Supervisory Board and the Management Board, unless (i) the Chair of the Supervisory Board determines that a shorter period for the notice, agenda and/or meeting documents is reasonably required in view of the circumstances at hand or (ii) all Supervisory Board members consent to a shorter period.
- 7.5. Supervisory Board meetings are generally held at the registered office of the Company as specified in the Chair's convocation, but may also take place elsewhere. As a rule of

preference, meetings of the Supervisory Board are held as a physical meeting. Alternatively meetings may, in descending order of preference and at the Chair's discretion, be held by i) videoconference, ii) telephone or iii) other electronic means of communication, provided that all participants can be recognised and hear each other simultaneously.

- 7.6. The Supervisory Board may pass resolutions in writing without holding a meeting (circular resolutions meeting) provided that the proposals for such resolutions have been communicated in writing to all Supervisory Board members and no member is opposed to this method of passing a resolution.
- 7.7. Supervisory Board members shall participate actively to Supervisory Board meetings; therefore, Supervisory Board members who are frequently absent during meetings of the Supervisory Board shall be asked by the Chair to explain their absence. Frequent absences shall be reported in the annual report of the Supervisory Board and be considered in the annual assessment on Supervisory Board members duties.
- 7.8. Unless the Chair of the Supervisory Board decides otherwise, meetings of the Supervisory Board shall be attended by the Management Board and such other members of the senior management as agreed by the Chair or the Vice-Chair with the Management Board, notwithstanding the authority of the Supervisory Board to invite persons for its meetings.
- 7.9. The external auditor may - either or not at its request - be invited for meetings of the Supervisory Board and shall in any event attend the meeting at which the report of the external auditor with respect to the audit of the financial statements is discussed, and at which the audited financial statements are to be approved or adopted. The external auditor shall receive the financial information underlying the adoption of half yearly figures and other interim financial reports and shall be given the opportunity to respond to all information. The Supervisory Board shall be permitted to examine the most important points of discussion between the external auditor and the Management Board.
- 7.10. Minutes of meetings of the Supervisory Board shall be prepared by the Secretary as determined by the Chair. The draft minutes shall be circulated to the Chair and Vice-Chair of the Supervisory Board for their review within a reasonable delay but in any case no later than ten days following the meeting. Subsequently the draft minutes will be sent to the Management Board within a reasonable delay but in any case no later than ten days following the review by the Supervisory Board in order to give the Management Board the opportunity to comment on the draft minutes, in particular with regard to the parts relating to their participation in the meeting. The draft minutes will be circulated to all members of the Supervisory Board within seven days following the meeting. The Supervisory Board members shall provide their comments within four days. The minutes shall preferably be adopted within seven days thereafter, but ultimately in the next Supervisory Board meeting. When approved, the minutes of the meetings of the Supervisory Board shall be signed by the Chair and Vice-Chair. As a general principle

quotes of persons will only be included in the minutes if the relevant quote has been approved by this person.

- 7.11. Minutes of the Supervisory Board shall be signed for adoption by the Chair or Vice-Chair in the absence of the Chair and another Supervisory Board member as well as by the Chair of the Management Board. The managing director (Directeur Général), Supervisory Board Secretary and the Group General Counsel may issue and sign extracts of the adopted minutes with information to the Chair and the Chair of the Management Board.
- 7.12. To the extent possible, the meetings of the Supervisory Board shall be held in English and minutes of the meeting shall be prepared in English.

## **8. SB RESOLUTIONS (QUORUM, VOTES, ITEMS TO BE CONSIDERED)**

- 8.1. Supervisory Board may pass valid resolutions in accordance with article 14.4 of the Articles of Association; which means that a Supervisory Board may only be validly composed if at least half of the Supervisory Board members are present or represented.
- 8.2. A Supervisory Board member may only be represented by other Supervisory Board member(s) subject to a duly executed power of attorney authorising the attorney to represent and/or vote on such Supervisory Board member's behalf in the relevant Supervisory Board meeting.
- 8.3. Resolutions are adopted by the Supervisory Board at simple majority of the votes cast, each Supervisory Board member having one vote. In case of equal number of votes against or in favour of a resolution, the Chair, or in his absence the Vice-Chair, shall have a casting vote.
- 8.4. Supervisory Board member that decides to abstain shall be deemed to have participated to the Supervisory Board meeting for the calculation of the quorum, however, abstention are not counted in the majority requirement.

## **9. ETHICS AND INTEGRITY**

- 9.1. Each Supervisory Board member is required, without exception, when acting in his or her capacity as a member of the Supervisory Board and or its Committee(s) to behave honestly and ethically by ensuring that business policies and practices are aligned with good ethical principles in dealing with employees, third parties and government or administration officials.
- 9.2. Supervisory Board members must, under all circumstances, act in the Company's corporate interest. They must, whatever their mode of appointment, consider themselves representatives of all the shareholders, and must also take into account the requirements of the other stakeholders.

- 9.3. Compliance with laws and the Articles of association: Supervisory Board members must fully understand their rights and obligations. They must in particular be familiar and comply with the legal and regulatory provisions binding to their position, the applicable governance codes and best practices, and the rules specific to the Company resulting from its Articles of Association and the Supervisory Board Charter. In addition, they must constantly act in accordance with all applicable national and international laws, rules and regulations in each jurisdiction in which the Company does business, including (without limitations) market abuse regulations (insider trading rules), anti-bribery and corruption laws, antitrust and fair competition laws and money-laundering laws.
- 9.4. Insider trading: Supervisory Board members are on the Company's list of permanent insiders and so must comply with all regulations regarding market abuse. Supervisory Board members do not speculate in the Company's securities.
- 9.5. Supervisory Board members perform their duties with independence, integrity, loyalty and professionalism. With respect to independence, Supervisory Board members must strive to maintain under all circumstances their independence of judgement, decision and action. They shall not be influenced by any factor that is not in keeping with the corporate interests that they are responsible for defending. They shall alert the Supervisory Board to any information known to them which they deem liable to affect the Company's interests. They have a duty to clearly express their queries and opinions.
- 9.6. As far as integrity, loyalty and professionalism, Supervisory Board members must act in good faith at all times and do not take any initiative which could be detrimental to the Company's interests.
- 9.7. Supervisory Board members shall contribute to the collegiality and effectiveness of the work of the Supervisory Board and of any specialized Committees constituted within it. They shall make any recommendation which they believe may improve the operational methods of the Supervisory Board, particularly at the time of its periodic assessment. They agree to be assessed on their own activity within the Supervisory Board. They shall endeavour, with the other Supervisory Board members, to ensure that the missions of guidance and control are accomplished effectively and without hindrance. In particular, they shall make sure that procedures are set up within the Company to monitor that the letter and spirit of laws and regulations are adhered to. They shall make sure that the positions adopted by the Supervisory Board demonstrate, without exception, duly justified, formal decisions recorded in the minutes of its meetings.
- 9.8. Each Supervisory Board member is required to report any transaction or trading concerning the Company (including any options or share awards, as applicable) immediately after such transaction or trading to the Chair of the Supervisory Board, who will, in compliance with applicable regulations, report that information on behalf of the relevant Supervisory Board member to the competent financial market authority. The Secretary will take care of publishing any information concerning Supervisory Board

members' transactions and holdings of shares, convertible bonds or options as required in the Company's annual filings.

## **10. CONFIDENTIALITY**

- 10.1. Supervisory Board members make a personal commitment to maintain complete confidentiality concerning the information they receive, the discussions in which they are involved and the decisions made (which includes opinions expressed, the votes cast and other personal statements made by individual members of the Supervisory Board) . They undertake not to use the inside information to which they have access for their personal benefit or for the benefit of any other person. In particular, when they hold information on the Company which has not been made public, they undertake not to use it to carry out transactions on the Company's shares, or to have such transactions carried out by a third party.
- 10.2. The Supervisory Board members shall ensure that employees, consultants and/or any third party invited to participate to a Supervisory Board meeting shall be bound by the same obligation duty of confidentiality.
- 10.3. This duty of confidentiality remains valid and fully applicable even after resignation or revocation of a Supervisory Board member.

## **11. CONFLICTS OF INTEREST**

- 11.1. Any Supervisory Board member having a direct or indirect financial interest conflicting with that of the Company in a transaction which has to be considered by the Supervisory Board, must advise the Supervisory Board thereof and cause a record of his statement to be included in the minutes of the Supervisory Board meeting. He may not take part in these deliberations.
- 11.2. At the next General Meeting of Shareholders, before any other resolution is put to vote, a special report shall be made on any transactions in which any of the Supervisory Board members may have had an interest conflicting with that of the Company.
- 11.3. Where the number of Supervisory Board member required by the Articles of Association to decide and vote on the relevant matter is not reached, the Supervisory Board may decide to refer the decision on that matter to the General Meeting of Shareholders.
- 11.4. This being said, the Company shall not enter into a transaction in relation to which a Supervisory Board member has a conflict of interest with the Company, unless the transaction has been disclosed to the Supervisory Board and the Supervisory Board has given any required approval. A Supervisory Board member shall not participate in the discussions and/or decision-making process on a subject or transaction in relation to which he/she has a conflict of interest with the Company. Any such transaction must be

concluded on arm's-length terms as is customary in the sector concerned. The Chair of the Supervisory Board shall procure that transactions in respect of which Supervisory Board members have a conflict of interest will be disclosed in the Company's annual report with reference to the conflict of interest and a declaration that this Charter has been complied with.

11.5. Each Supervisory Board member (other than the Chair of the Supervisory Board) shall immediately report any (potential) conflict of interest concerning a Supervisory Board member to the Chair of the Supervisory Board. The Supervisory Board member with such (potential) conflict of interest must provide the Chair of the Supervisory Board with all information relevant to the conflict of interest, including information relating to his/her immediate family members. In all circumstances, the Chair of the Supervisory Board will determine whether a reported (potential) conflict of interest qualifies as a conflict of interest.

11.6. In case the Chair of the Supervisory Board has a (potential) conflict of interest, the Chair shall immediately report such (potential) conflict of interest to the Vice-Chair of the Supervisory Board. The Chair of the Supervisory Board must provide the Vice-Chair of the Supervisory Board with all information relevant to the conflict of interest, including information relating to his/her immediate family members. In all circumstances, the Supervisory Board will determine whether a reported (potential) conflict of interest qualifies as a conflict of interest.

## **12. INFORMATION, RELATIONSHIP WITH THE MANAGING BOARD.**

12.1. The Supervisory Board and its individual members have their own responsibility for obtaining all information from the Management Board and the external auditor that the Supervisory Board requires for the due performance of its duties. If the Supervisory Board deems necessary, it may obtain information from officers and external advisors of the Company. The Management Board shall provide the necessary means for this purpose. The Supervisory Board may require that certain officers and external advisors attend its meetings.

12.2. The Management Board shall timely provide the Supervisory Board with information on all facts and developments concerning the Company that the Supervisory Board may need to properly carry out its duties in its discretion.

12.3. The Management Board shall provide a report to the Supervisory Board concerning the Company's performances, finances, and other important matters, together with the Management Board's comments in relation thereto, at least every three months.

12.4. The Management Board shall inform the Supervisory Board of its findings and observations relating to the effectiveness and operation of the Company's code of conduct.

- 12.5. The Management Board shall inform the Chair of the Supervisory Board without delay of any signs of actual or suspected material misconduct or irregularities within the Company. For the avoidance of doubt, the Chair of the Supervisory Board will in turn, without delay relay the captioned information to the Supervisory Board without delay.
- 12.6. Each year, without prejudice to the above, the Management Board shall for information purposes provide the Supervisory Board with a budget for the following year, an up-to-date version of its long-term plans, the key directions of the Company's strategy, the general and financial risks and the management and control systems of the Company.
- 12.7. If a member of the Supervisory Board should receive any information relevant to the Supervisory Board in the proper performance of its supervisory and advisory tasks (from a source other than the Management or Supervisory Board), such member shall make this information available to the Chair of the Supervisory Board as soon as possible. The Chair of the Supervisory Board shall subsequently inform the entire Supervisory Board.

### **13. RELATIONSHIP WITH THE SHAREHOLDERS.**

- 13.1. In accordance with the Law 1915, General Meetings of Shareholders may be convened at the request of the Supervisory Board, the Management Board or upon the written request of one or more shareholders jointly representing at least one-tenth of the issued share capital.
- 13.2. The Supervisory Board and Management Board members and any persons nominated for appointment as member of the Supervisory Board and Management Board shall attend the General Meetings of Shareholders, unless they are prevented from attending on serious grounds.
- 13.3. The Supervisory Board and the Management Board are responsible for the corporate governance structure of the Company and must give account to the General Meeting of Shareholders in relation to such structure.

### **14. AMENDMENT**

This Charter (including its annexes) may be amended by a resolution of the Supervisory Board to that effect. Such resolution shall be adopted by a simple majority of the members composing the Supervisory Board.

### **15. GOVERNING LAW AND JURISDICTION**

This Charter shall be governed by and construed in accordance with the laws of Luxembourg. The courts of Luxembourg shall have exclusive jurisdiction to settle any dispute arising from or in connection with this Charter (including any dispute regarding the existence, validity or termination of this Charter).

## **16. EFFECTIVE DATE**

This Charter in its initial version has been approved by the Supervisory Board on April 23rd 2019 and came into force as of April 23rd 2019.