
ABIVAX

BOARD OF DIRECTORS
RULES OF PROCEDURE

Amended by the Board
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Note: Translation into English for information purposes only.

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INTRODUCTION

These rules of procedure (“**Rules of Procedure**”) define the role and the organisational and operating procedures applicable to the Board of Directors (the “**Board**”) of Abivax (the “**Company**”) and to the various Committees that may be set up by the Board, and supplement the laws and regulations in force. Their purpose is to help ensure the quality of the work performed by the directors and to promote the application of the good corporate governance principles and practices required to operate in an ethical and effective manner.

These Rules of Procedure apply exclusively within the Company and implement, but do not replace, the the bylaws of the Company (the “**Bylaws**”). They are addressed to all Board members, all permanent representatives of legal entity Board members, all advisory Board members (if applicable) and, generally, to all persons who take part in or attend Board meetings on an occasional or permanent basis. The Rules of Procedure may not be enforced against the Company by third parties.

A Directors’ Code of Conduct, which is attached as Annex 1 to these Rules of Procedure, defines the rights and obligations of the Company’s directors.

These Rules of Procedure were drawn up to provide a governance framework for the Company in accordance with the French Commercial Code, the EU regulation 537/2014 of April 16, 2014 (the “**Market Abuse Regulation**”), the Bylaws, the Middenext Code as amended in September 2021 (the “**Middenext Code**”), the Nasdaq Stock Market LLC Rules (the “**Nasdaq Listing Rules**”) and the Securities Exchange Act of 1934, as amended.

ARTICLE 1/ COMPOSITION OF THE BOARD

The Board shall have the number of members required by law.

Where possible, at least two Board members must be independent directors.

An assessment of directors' independence must be carried out in accordance with the Middledex Code, as well as other factors that will contribute to effective oversight and decision-making by the Board.

On a proposal by the Appointments and Compensation Committee, the Board shall assess the independence of each of its members and inform the shareholders accordingly at the meeting at which the directors are elected.

The assessment of directors' independence shall be reviewed annually by the Appointments and Compensation Committee, followed by the Board, prior to publication of the annual reports with the French *Autorité des Marchés Financiers* (the "AMF") or the U.S. Securities and Exchange Commission or as otherwise required by the Nasdaq Listing Rules, the Exchange Act, and the Middledex Code.

The Board may also include observers. These observers shall be invited to and shall take part in Board meetings on the same terms as the directors. They may receive the same information as the directors and shall act solely in an advisory capacity (they are not entitled to vote).

The Board shall endeavour to ensure equality – particularly gender equality and diversity of skills – between its members and between the members of any Committees set up by it, by taking steps to provide the shareholders and the market with assurance that the Board carries out its work in an independent and objective manner.

ARTICLE 2/ TASKS OF THE BOARD

The Board shall determine and oversee the implementation of the Company's business strategy in the interests of the Company, with consideration for the social and environmental challenges associated with its business. Subject to the powers expressly conferred on shareholders at general meetings and within the limit of the Company's corporate purpose, the Board shall attend to all matters pertaining to the good operation of the Company and make decisions on these matters.

The Board shall carry out such controls and checks as it deems appropriate, and may obtain such documents as it considers useful in order to carry out its work.

The Board has the following powers in particular (on the understanding that this list is not exhaustive):

- i. supervisory powers:
 - the Board shall determine and oversee the implementation of the Company's strategic orientations;
 - the Board shall adopt the Company's annual budget and define the Company's annual strategic corporate objectives, as well as any material amendment of the budget or of these objectives;
 - the Board shall ensure that all shareholders are taken into consideration and respected;
 - the Board shall approve material commitments in relation to investments, acquisitions and disinvestments as well as any decisions which are strategic to the conduct of the Company's activities;

- the Board may authorise the Chief Executive Officer to grant security interests, endorsements and guarantees in the name of the Company;
 - the Board shall be informed of any significant event which concerns the running and ongoing operation of the Company;
 - the Board shall define the Company's financial communication policy. It shall be informed at regular intervals by the Chief Executive Officer and the Audit Committee of the Company's financial position, cash flow and commitments;
- ii. powers in relation to appointments and compensation:
- on a proposal by the Appointments and Compensation Committee, the Board shall appoint the corporate officers responsible for managing the Company, in accordance with the strategy defined by the Board, and select a management method (whether to segregate the duties of Chairperson of the Board and Chief Executive Officer) and monitor their work;
 - on a proposal by the Appointments and Compensation Committee, the Board shall set the compensation of the Company's corporate officers and key employees (including its operational and functional managers) in accordance with the additional requirements laid down by the legislation in force;
- iii. powers in relation to prior consent:
- the Board shall convene and set the agenda for General Shareholders' Meetings;
 - it shall prepare draft resolutions to be put to the vote of the shareholders at the General Meeting;
 - it shall approve the corporate governance report, the composition of the Board and the enforcement of the principle of gender equality on the Board, the terms according to which the Board's tasks shall be prepared and organised, and the internal control and risk management procedures, as provided for in Article L. 225-37 of the French Commercial Code.

The Board has exclusive authority to amend these Rules of Procedure.

The Board shall be informed at regular intervals and may obtain information at any time about developments in the business and/or results of any subsidiary of the Company, and of the financial position, debt, cash flow and commitments of any subsidiary of the Company, by contacting the Company's managers.

The Chief Executive Officer shall regularly present to the Board a report on the Company's business and, where applicable, on the business of one or more subsidiaries of the Company, sales and expenses, developments in the main risk factors associated with the business of the Company and its subsidiaries, as well as any differences compared to projections.

ARTICLE 3/ BOARD PRACTICES

3.1. Chairperson of the Board

The Chairperson shall be appointed by a majority of the Board's members.

The Chairperson shall organise and oversee the work of the Board. He or she shall chair Board meetings, oversee the business transacted at those meetings and ensure compliance with these Rules of Procedure.

He or she may suspend a Board meeting at any time. He or she shall ensure that exchanges are of a high quality and that decisions are taken collectively. He or she shall ensure that the Board dedicates a sufficient amount of time to discussing matters and that the period of time allocated to each agenda item is proportionate to the matter at stake for the Company.

The directors must collectively ensure that all Board members are given a fair amount of time to speak. The Chairperson must ensure that appropriate answers are given to any questions raised in relation to the agenda.

If the Chairperson is subject to an impediment, the Board may appoint a director to act in his place in accordance with Article 15.1 of the Bylaws. The Chairperson may also be replaced by a director chosen by the Board at the start of a meeting.

In the event the Board elects as its Chairperson a director who is not independent under the Nasdaq Listing Rules, the Board shall also designate a lead Director who is independent (the “**Lead Independent Director**”) whose duties shall include:

- (i) presiding at all meetings of the Board at which the Chairperson is not present, including executive sessions of the independent Directors (the “**Executive Sessions**”);
- (ii) acting as liaison between the independent directors and the Chief Executive Officer and Chairperson;
- (iii) presiding over meetings of the Board attended only by independent directors when applicable;
- (iv) consulting with the Chairperson in planning and setting schedules and agendas for Board meetings; and
- (v) performing such other functions as the Board may delegate.

3.2. Board Secretary

On a proposal by the Chairperson, a Secretary – who may but need not be a Board member or shareholder – must be appointed by the Board before each Board and Committee meeting. The Board must ensure that the Secretary performs the duties entrusted to him or her for the Board and Committee meetings for which he or she has been appointed, and ensure that minutes are drawn up of Board and Committee meetings.

3.3. Executive Sessions

The Directors will meet at least twice a year in Executive Session (in accordance with the Middlednext Code and the Nasdaq Listing Rules).

Executive Sessions shall be attended by all independent Directors. From time to time, depending on the agenda of the Executive Session, the Chairperson of the Board shall not attend such Executive Session.

Directors shall not take formal action at these sessions but may make recommendations for consideration by the full Board. Executive Sessions will be chaired by the Lead Independent Director, if any.

ARTICLE 4/ SETTING THE AGENDA OF BOARD MEETINGS

The Chairperson shall set the agenda of Board meetings in the meeting notice.

Any director who wishes to discuss a matter that is not included on the agenda of a meeting must notify the Chairperson accordingly before the meeting. The Chairperson shall then inform the Board of the relevant matter.

The Chairperson may provide the directors with an additional agenda upon their entering the boardroom, if the circumstances so require.

The discussion of some or all other items may be postponed to the next meeting at the Chairperson's request.

ARTICLE 5/ FREQUENCY OF MEETINGS AND ATTENDANCE REGISTER

The Board shall meet as often as the Company's interests require, and in any case at least four (4) times a year, including at least once (1 time) every quarter.

Pursuant to Article L. 823-17 of the French Commercial Code, the statutory auditors shall be convened to all meetings at which the Board examines or approves the financial statements.

ARTICLE 6/ PARTICIPATION IN BOARD MEETINGS BY A VIDEOCONFERENCING OR TELECOMMUNICATIONS FACILITY

Excluding for certain decisions provided for by law, directors who take part in Board meetings by a videoconferencing or telecommunications facility (such as a teleconference) through which they can be identified, which guarantees their effective participation and which meets the technical characteristics laid down by applicable regulations, shall be deemed present for the purpose of calculating the quorum and majority. These methods must transmit at least participants' voices and have such technical features as enable the continuous and simultaneous retransmission of discussions. Otherwise, the directors concerned will not be deemed present and, in the absence of a quorum, the Board meeting must be adjourned.

Therefore, prior to each Board meeting, directors who wish to take part in the meeting by a videoconferencing or telecommunications facility must inform the Chairperson and the Secretary of the Board accordingly, to enable them to organise the setup of a videoconferencing or telecommunications facility that will identify them and guarantee their effective participation. Directors must give the Company adequate notice to enable the setup of the relevant videoconferencing or telecommunications facility.

Any director who takes part in a meeting by a videoconferencing or telecommunications facility may represent another director, providing that, on the day of the meeting, the Chairperson of the Board has received a proxy form from the director to be represented.

If the Chairperson of the Board observes a malfunction affecting the videoconferencing or telecommunications system, the Board may validly transact business and/or the meeting may validly continue solely with the directors who are physically present, providing that the applicable quorum requirements are satisfied.

Any technical incident – including any loss of connectivity and reconnection to the videoconferencing or telecommunications facility – that occurs during a meeting must be mentioned in the minutes of that meeting.

Directors may also submit a provisional proxy form, stating that the form will only apply if the system malfunctions and the director concerned is no longer deemed present. However, directors are not

permitted to sub-delegate the authority given to them and which cannot be used as a result of a malfunction.

If a Board meeting is held by a videoconferencing or telecommunications facility, the minutes of that meeting must contain the names of the directors who took part in the meeting by a videoconferencing or telecommunications facility.

For directors who take part by a telecommunications or videoconferencing facility, the attendance register signed by the directors present and their proxies must contain the following information opposite the director's name: 'Took part by telephone' or 'Took part by videoconference'. The Chairperson of the Board or the meeting Secretary must complete the attendance register accordingly.

ARTICLE 7/ ADOPTION OF DECISIONS

7.1. Proxies

Directors may, under their responsibility, issue a special proxy form to another director, authorising the latter to vote in their name. The proxy form must be in writing and must be signed (electronically if necessary) by the principal. In such scenario, it must be signed in person by the relevant director at the next meeting.

Proxy forms must contain the date of the meeting for which they are given. Directors are permitted to issue a proxy form solely to one other director. Directors may only receive authority to vote at a given meeting from a single designated director. Proxies may attend meetings in person or, if necessary, by a videoconferencing or telecommunications facility.

The foregoing provisions apply to the permanent representative of a legal entity director.

7.2. Voting procedure

Votes shall be cast by a show of hands, roll call or secret ballot.

The Board shall vote by roll call or secret ballot if a director so requests.

If a vote by roll call and a vote by secret ballot are requested in relation to the same matter, priority shall be given to a vote by secret ballot.

7.3. Required majorities

Irrespective of the voting method selected, decisions shall be taken by a majority of the members who are present, deemed present or represented when votes are cast. In the event of a tie, the Chairperson of the meeting shall have the casting vote.

ARTICLE 8/ DELIVERY OF INFORMATION TO DIRECTORS

The Chairperson or the Chief Executive Officer shall regularly send to all directors such documents and information as they require in order to carry out their duties. They must endeavour to ensure that, prior to each Board meeting, all relevant (including critical) information is provided or made available to each director sufficiently ahead of a Board meeting, to enable the directors to make informed decisions.

Directors may request such information as they deem necessary between Board meetings, at any time during the Company's existence, if warranted by the importance or urgency of the matter.

A preparatory file covering the main agenda items, including those which require specific analysis and discussion, shall be sent to the directors a reasonable amount of time before each Board meeting, for analysis by the directors.

ARTICLE 9/ DIRECTORS' DUTIES

Before accepting their duties, directors must familiarise themselves with the general and special obligations imposed on them. They must notably familiarise themselves with the applicable laws and regulations (particularly those concerning the concurrent holding of more than one office), the regulations on market abuse, the Company's Bylaws, these Rules of Procedure and the annexes hereto, and such additional information as the Board may provide to them.

Directors are bound by a duty of discretion and confidentiality in the interests of the Company.

Only the Chairperson of the Board and the Chief Executive Officer of the Company are authorised to provide third parties and the public with information on the Company's policy, strategy, business and performance.

The duties of directors are set out in the Directors' Code of Conduct attached as Annex 1 to these Rules of Procedure.

ARTICLE 10/ AGREEMENTS INVOLVING DIRECTORS

Without prejudice to the prior authorisation and oversight formalities required by law and the Company's Bylaws, directors must notify the Chairperson without delay of any agreement entered into by the Company which directly or indirectly involves them.

Directors must therefore provide the Chairperson with any agreement entered into between themselves, a company they manage or a company in which they hold, directly or indirectly, a material shareholding, and the Company or one of its subsidiaries.

The Chairperson must notify all of the directors without delay of the main terms of the agreements communicated, and notify the Statutory Auditors of the agreements authorised by the Board within one month of entering into those agreements.

The Board shall review known conflicts of interest at least once a year, subject to any changes in the law.

The Chairperson of the Board, the Board members, the Chief Executive Officer and (if applicable) the Deputy Chief Executive Officer(s) shall not be required to provide Board members who are, or who believe they are, affected by a conflict of interest, with information or documents relating to the agreement, transaction or situation that resulted in the conflict of interest. They must inform the Board of any such conflict.

ARTICLE 11/ COMPENSATION OF DIRECTORS AND OBSERVERS

11.1. Directors' compensation

Except where specific tasks are entrusted to them, the directors may receive compensation for their work as directors and as members, or even the Chairperson, of one or more Committees, the amount of which shall be set in accordance with the regulations in force and which shall be distributed annually by decision of the Board on a recommendation by the Appointments and Compensation Committee, taking in particular into account their attendance, the time they dedicate to their duties and their involvement on Company Committees.

The Company will reimburse directors for the reasonable expenses they incur in the performance of their duties, on presentation of supporting documents.

11.2. Observers' compensation

The Board may decide to pay its observers as consideration for their involvement in Board meetings. The compensation paid to observers shall be deducted from the annual budget for directors' compensation.

ARTICLE 12/ BOARD ASSESSMENT

Once a year, the Board shall include a discussion on its practices on the agenda of its meeting, in order to (i) assess the quality and effectiveness of the Board's discussions (to ensure that important matters are prepared and discussed appropriately, check that the directors have access to information and check the terms according to which meetings are prepared), (ii) assess the Board's role in the performance of its duties (definition or approval of strategy, oversight and authorisations) and (iii) analyse the reasons for any issues perceived by the Chairperson of the Board, the Chief Executive Officer, the directors or the shareholders. Every three years, the Board may carry out a formal assessment at its discretion. This assessment shall also involve an assessment of the Committees set up by the Board.

ARTICLE 13/ NON-EXECUTIVE BOARD MEETINGS

The Chairperson or a member of the Appointments and Compensation Committee may convene a Board meeting excluding those directors who are executive officers (the Chief Executive Officer and Deputy Chief Executive Officers). These meetings provide an opportunity to discuss the performance and compensation of those executive officers and to reflect on their succession plan and the succession plan for the Company's key persons.

ARTICLE 14/ SUCCESSION PLAN FOR EXECUTIVE OFFICERS AND KEY EMPLOYEES

The Board shall make preparations for the future in relation to the composition of the Company's executive bodies, in particular by drawing up a succession plan for the Company's executive officers and key employees, so that it is able to propose replacement solutions particularly in the event of an unforeseen vacancy of one of these positions.

The Board shall also consider whether it is appropriate to segregate the duties of Chairperson of the Board and Chief Executive Officer.

ARTICLE 15/ INSURANCE

The Company shall take out and maintain a Corporate Officers Civil Liability insurance policy to cover the corporate officers against the financial consequences they could incur should a claim be made against them for a fault committed in the performance of their duties. The cover offered to the Company's corporate officers shall exclude deliberate wrongdoings and criminal fines.

ARTICLE 16/ BOARD COMMITTEES

The Board may set up Committees, in which case it shall set the composition of the relevant Committee(s) and the duties and (if applicable) compensation of Committee members. The Board shall appoint a chairperson of each Committee, and may decide at any time to change the composition of its Committees. The Board shall approve separate charters setting forth the operating rules and procedures for each such Committee.

The Board may terminate the duties of a Committee member at any time, without notice and without being required to justify its decision, in which case the relevant member will not be entitled to any indemnity.

Committee members may step down at any time, without being required to justify their decision.

Each Committee is responsible for considering, analysing and preparing certain Board decisions that are within its remit. They are also responsible for considering topics and/or proposals which the Board or its Chairperson refer to them. They do not have any decision-making powers. They shall make proposals and recommendations and issue opinions on matters within their remit. They shall act in an advisory capacity under the authority of the Board, to which they shall report on their work.

The chairperson of each Committee shall ensure that the reports drawn up by each Committee provide the Board with the information it requires in order to facilitate its decisions.

The annual report shall contain an overview of the work of each Committee during the past financial year.

The members of each Committee, as well as any external person who attends a meeting, shall be required to refrain from disclosing any information provided to the Committee of which they are a member to non-Board members.

ANNEX 1: DIRECTORS' CODE OF CONDUCT

INTRODUCTION

This code of conduct (the “**Code of Conduct**”) has been drawn up to enable the directors to fulfil their role and ensure that they each make an effective contribution, in accordance with the rules on independence, ethics and integrity with which they are expected to comply.

Directors must agree to comply with and implement the guidelines set out in this Code of Conduct.

ARTICLE 1/ COMPANY INTERESTS

Directors must act at all times in the Company's corporate interests.

Irrespective of how they are appointed, they must consider themselves representatives of the Company's shareholders and must also consider the expectations of other stakeholders.

ARTICLE 2/ COMPLIANCE WITH THE LAW AND THE COMPANY'S BYLAWS

Directors must be fully aware of their rights and obligations. They must notably familiarise themselves and comply with the laws and regulations applicable to directorships, relevant governance codes and practices, the rules imposed on the Company pursuant to its Bylaws, the Board's Rules of Procedure, and any other ethical rules and other internal regulations that are communicated to them.

Directors must notably familiarise themselves with the Company's internal rules applicable to the prevention of insider dealing and the notification of transactions in the Company's securities executed by officers and persons closely associated with them.

ARTICLE 3/ OBLIGATIONS UNDER REGULATIONS APPLICABLE TO LISTED COMPANIES

Directors must refrain from executing transactions in the securities of companies (or subsidiaries) about which, owing to their duties, they possess information of a precise nature, which has not yet been made public and which, if it were made public, would be likely to have a significant effect on the price of the Company's securities in accordance with the Company's Code of Market Conduct Concerning the Confidentiality of Information and the Prevention of Insider Dealing (the “**Code of Market Conduct**”). Directors must also comply with all laws and regulations concerning the use and disclosure of inside information, including all reporting obligations under applicable US and French laws and regulations.

In particular, if the Board receives confidential information of a precise nature and which, if it were made public, would be likely to have a significant effect on the price of the securities of the Company or of a subsidiary or shareholding, the directors must refrain from disclosing that information to third parties for so long as it is not made public in accordance with the provisions of the French Monetary and Financial Code and the Market Abuse Regulation concerning insider dealing.

Directors, whether they are natural persons (and their spouses who are members of the same household) or legal persons (and their permanent representative), must register any share in the Company which they hold or which they acquire in the future, and maintain those shares as registered shares throughout their term of office.

In addition to the obligations imposed by the laws and regulations in force, directors are required, within three business days of the date of the transaction, to notify the Chairperson of the Board and the *Autorité des Marchés Financiers* of the subscription, purchase or sale of equity securities of the Company, securities that give their holder access to the Company's share capital and futures relating to such securities, and of any future transaction in those securities.

They must declare transactions executed by themselves or by an intermediary, for their own account or for the account of a third party pursuant to a mandate, unless the mandate is exercised in the context of a management service for the account of a third party. They must also declare transactions executed by their spouse who is a member of the same household and by any person who holds a mandate.

Furthermore, directors must refrain from executing transactions in the Company's securities during certain periods prior to the announcement of the Company's results (annual, half-yearly and, where applicable, quarterly) in accordance with the Code of Market Conduct.

ARTICLE 4/ PERFORMANCE OF DUTIES – GUIDELINES

Directors must perform their duties independently, with integrity, loyalty and professionalism.

ARTICLE 5/ INDEPENDENCE, RESOLVE AND DUTY OF EXPRESSION

Directors must maintain their independence of thought, judgement, decision and action in all circumstances, and they must not be influenced by any matter that is not in the Company's interests, as they are required to defend those interests.

They must notify the Board of any matter of which they are aware and which they believe could affect the Company's interests.

Directors have a duty to clearly express their queries and opinions. They must endeavour to convince the Board of the relevance of their opinions. In the event of a disagreement, they must ensure that their opinions are explicitly recorded in the minutes of Board meetings.

ARTICLE 6/ INDEPENDENCE AND CONFLICTS OF INTEREST

Directors must endeavour to avoid any conflict between their moral and material interests and those of the Company.

Directors must notify the Board of any actual or potential conflict of interest that might involve the Company or any of its subsidiaries, and in which they may be directly or indirectly involved. If a director cannot avoid a conflict of interest, he or she must refrain from taking part in any discussions and decisions concerning the relevant matters. The director must step down in the event of a permanent conflict of interest.

ARTICLE 7/ LOYALTY, GOOD FAITH, DUTY OF DISCRETION AND CONFIDENTIALITY

Directors must refrain from taking any initiative that might adversely affect the Company's interests, and must act in good faith in all circumstances. With the exception of the Chairperson, directors must refrain from expressing their personal opinion, except during discussions held exclusively by the Board and when asked to do so by the Chairperson or with the latter's approval, particularly at shareholders' meetings.

Directors are bound by a duty of utmost discretion with regard to the information and discussions in which they take part, and must keep confidential all of the information provided to them in the context of their duties, as stated in the Rules of Procedure.

Directors are bound by a duty of professional secrecy with regard to information they acquire in the context of their duties and which has not been made public, and must personally protect the confidentiality of such information, including after their offices have ended.

In particular, if a person possesses information about the Company of which he or she is a director and which has not been made public, he or she must refrain from using the information to execute or have a third party execute transactions in the Company's securities.

Directors, as well as all persons who attend Board meetings, are bound by a non-disclosure obligation in relation to matters discussed by the Board.

Information that is provided to a director in the context of his or her duties is provided on a personal basis. The director must ensure that the information remains confidential and refrain from disclosing it in any circumstances. This obligation also applies to the representatives of a legal entity director.

ARTICLE 8/ PROFESSIONALISM AND DEDICATION

Directors must dedicate the time, attention and vigilance necessary to perform their duties. When accepting a new term of office, they must reflect on whether they will be able to fulfil this duty.

Directors must familiarise themselves with the Company's areas of business, specific details, challenges and values, and may contact the Company's key managers to obtain information on the foregoing.

They must regularly attend and diligently take part in Board meetings, and in meetings of the Committees of which they are members. It is highly recommended that they attend general meetings of the Company's shareholders.

They must endeavour to obtain, within an appropriate timeframe, such information as they consider necessary in order to discuss matters on the Board on an informed basis.

They must update knowledge that is useful to them and ask the Company to arrange the training they require in order to successfully perform their duties.

ARTICLE 9/ PROFESSIONALISM AND EFFICIENCY

Directors must contribute to collective decision-making and to effectively performing the tasks entrusted to the Board and its specialist Committees. They must make recommendations which they believe will improve how the Board operates, particularly at the time of the periodic assessment of the Board. They must accept the assessment of their actions on the Board.

Directors must ensure, along with other Board members, that strategic and auditing tasks are performed in an effective and uninterrupted manner. In particular, they must ensure that the Company implements procedures to monitor compliance with the spirit and letter of the laws and regulations in force.

Directors must ensure that positions adopted by the Board are formally discussed, correctly explained and duly recorded in the minutes of Board meetings.