

VITURA

Internal Regulations of the Board of Directors

(Version in force on 2 March 2022)

The purpose of these internal regulations (the “**Internal Regulations**”) is to specify, in addition to the articles of association (the “**Articles of Association**”) of VITURA (the “**Company**”), how meetings of the Board of Directors (the “**Board**”) are organised and the respective remits and powers of the chairman of the Board (the “**Chairman**”), the Chief Executive Officer (the “**Chief Executive Officer**”) and the Deputy Chief Executive Officer or Officers (the “**Deputy Chief Executive Officers**”) vis-à-vis the Board.

1. THE BOARD’S MISSION

The Board makes decisions on all matters relating to the broad strategic, economic, social and financial policies of the Company, and ensures that they are implemented by the Chief Executive Officer and Deputy Chief Executive Officers.

The Board members are informed about the evolution of the markets, the competitive environment and the main issues, including in the area of the Company’s corporate and environmental responsibility. The Board shall ensure that the shareholders and investors receive information about how significant non-financial issues for the Company are taken into account.

The Board also determines the manner in which general management is exercised.

In respect of corporate social and environmental responsibility (“RSE”), the Board is committed to promoting long-term value creation by the Company considering the social and environmental implications of its activities and to examine on a regular basis, in relation to the strategy that it defines, opportunities and risks such as financial, legal, operational, social and environmental risks as well as the measures taken as a result. In this area, the Board proposes any amendments to the articles of association that it deems appropriate.

In the area of diversity and non-discrimination, the Board shall ensure the implementation of a policy of non-discrimination and diversity by the executive management with an objective of achieving equal representation of men and women on the Board, committees (executive and management) and more broadly, senior management.

In terms of preventing corruption, the Board ensures, where appropriate, the setting up of a mechanism for preventing and detecting corruption and bribery by executive management [in the event that workforce thresholds and turnover fixed by law are exceeded].

2. THE FREQUENCY OF BOARD MEETINGS

The Board meets at least twice a year to settle the parent company financial statements (annual and half-yearly).

Other meetings can be held in addition if circumstances so require, especially to consider matters within its exclusive remit or to authorise the Chief Executive Officer and/or Deputy Chief Executive Officers to take certain decisions or carry out certain actions, if the Chief Executive Officer and/or the Deputy Chief Executive Officers wish to consult the Board on a particular matter.

3. THE CONVENING OF BOARD MEETINGS

The Chairman has the right to convene meetings of the Board.

If the Chief Executive Officer and/or Deputy Chief Executive Officers wish to convene a Board meeting, they may make such a request to the Chairman by any means, in writing or orally.

The Chairman must then convene a meeting of the Board, on the agenda communicated to him, as soon as reasonably practicable and in any event within 5 days of the request received from the Chief Executive Officer and/or Deputy Chief Executive Officers.

The Chairman must also convene a meeting of the Board at the request of at least one third of the members of the Board or of the Chief Executive Officer, as soon as reasonably practicable and in any event within 5 days of the request received from the directors or from the Chief Executive Officer, when the Board has not met for more than two months. If the Chairman fails to convene the meeting of the Board, such meeting may be convened directly by the requesting directors.

The persons invited to meetings are:

- the directors;
- if a *censeur* has been appointed, the *censeur*;
- the Chief Executive Officer and the Deputy Chief Executive Officers;
- the Statutory Auditors for any meeting relating to the settlement of any of the Company's financial statements, and for any other meeting if the Chairman considers it appropriate.

4. AGENDA – DIRECTORS' INFORMATION – PREPARATION FOR MEETINGS

Notices of Board meetings shall contain the agenda.

This agenda shall be set by the Chairman after having sought proposals from the Chief Executive Officer and, if applicable, from the Deputy Chief Executive Officers.

Insofar as they are available at the time of the notice of meeting, any documents and information relating to matters included in the agenda and which may allow members of the Board to prepare for the meeting, will be attached to the notice of meeting.

These documents and information can also be sent between the notice of meeting and the meeting itself.

Other than in meetings of the Board, a director can ask the Chief Executive Officer, at any time, for any information or any document necessary for him to carry out his tasks on the Board.

5. THE CONDUCT OF BOARD MEETINGS

Meetings of the Board will take place at the registered office or in any other place stated in the notice of meeting.

Directors can take part in the deliberations of the Board by means of video conferencing or by any means of telecommunication that allows them to be identified, that guarantees their effective participation in the Board meeting and that allows for continuous rebroadcasting of the debates and deliberations, on the understanding that resolutions relating to the adoption of the decisions referred to in Article L. 225-37 paragraph 3 of the Commercial Code cannot take place by way of video conference (preparation of annual financial statements and preparation of consolidated financial statements).

The Board can only validly deliberate if at least half of its members are effectively present or deemed present if video conferencing or other telecommunication methods are used.

Board meetings are chaired by the Chairman or, in his absence, by the Vice-Chairman. In the event of the Chairman and Vice-Chairman's absence, the Board shall elect the chairman for the meeting by a majority.

The Chairman shall direct the debates, ensure that each of the members of the Board can express his or her views, and can ask the Board to hear any person, whether a member of the Board or not, and whether part of the Company or not.

The Chairman puts the resolutions to the vote and records their adoption or rejection, while ensuring that any abstentions required by law are duly observed.

Except as otherwise provided in the Articles of Association or in the Internal Regulations, the decisions are taken by a majority of the members present (or deemed to be present in the case of videoconferencing or any other means of telecommunication that enables them to be identified) or represented. The chairman of the Board of Directors shall have a casting vote.

The minutes are provided to Board members as soon as they have been prepared, and at the latest with the notice of meeting for the next following meeting. The observations of Board members on the text of the said minutes or their requests for corrections are recorded in the minutes of the following meeting.

6. DIRECTORS' COMPENSATION

Each director receives a compensation corresponding to a sum (the directors' fees), which is paid for its participation in the Board or the various committees of the Board.

The Board of Directors decides the distribution of all or part of the overall annual compensation amount allocated to the Board (the directors' fees) by the Ordinary General Meeting among the Directors.

7. REGULATED AGREEMENTS

7.1 Regulated agreements

As an internal rule, it is provided that the group's financial department is to be immediately notified in advance of any transaction that could possibly fall within the scope of application of Articles L. 225-38, L. 22-10-9 and L. 22-10-4 of the Commercial Code and constitute a regulated agreement (a "**Regulated Agreement**") at the level of the Company by any person having a direct or indirect interest in the agreement, including any person of the group, who becomes aware of a proposed agreement that could possibly constitute a Regulated Agreement.

This notification is required including where the agreement could possibly constitute an unregulated agreement that is not subject to the regulated agreements procedure. It is for the group's financial department, assisted as the case may be by the Board, to make a determination on the question of how the agreement is to be classified. For such purpose, the financial department shall examine said agreement in order to evaluate whether it falls within the scope of the regulated agreements procedure or whether it meets the criteria for unregulated agreements described in paragraph 7.2 below.

The conclusions of the evaluation performed by the group's financial department shall be set forth in writing.

If, further to the evaluation, the group's financial department has found that the agreement was a Regulated Agreement, it shall so inform the Chairman and the Chief Executive Officer. It is to be recalled that, under the provisions of Article L.225-40 of the Commercial Code, any person who has a direct or indirect interest in the agreement is required to notify the Board as soon as he/she becomes aware of a regulated agreement.

The Chairman shall then notify the directors of any proposed Regulated Agreement that the Company is considering entering into and shall convene a Board meeting to decide on whether to authorize such agreement.

The Board's authorization shall be supported by an explanation showing how the agreement is in the interest of the Company and specifying in particular the financial terms and conditions attached.

The person with a direct or indirect interest in the agreement shall not take part in either the deliberations or the vote of the Board on the authorization sought. In addition, during the vote at the General Meeting, his/her shares shall not be taken into account in computing the majority.

According to AMF recommendation no. 2012-05 of 2 July 2012 (amended on 29 April 2021), when the conclusion of a Regulated Agreement could have a very significant impact on the balance sheets or results of the Company or group, the Board may decide to appoint an independent expert. In such case, a report thereon will be made to the shareholders voting on the matter at the general meeting, subject, as the case may be, to any elements that may violate business secrecy.

Pursuant to the provisions of Article L.22-10-13 of the Commercial Code, an information note will be published on the Company's website by no later than the time of conclusion of a Regulated Agreement.

In accordance with AMF recommendation no. 2012-05 of 2 July 2012 (as amended on 29 April 2021), in exceptional cases where the prior authorization of the Board was not given, the Board shall be asked to ratify such non pre-authorized agreements before they are approved by the general meeting, except in particular cases in which all of the directors are in conflict of interest.

Once the agreement is authorized and entered into, the Chairman shall so notify the statutory auditors and said agreement shall be submitted for the approval of the general meeting.

Lastly, agreements entered into and authorized during prior fiscal years whose performance has continued into the last fiscal year shall be examined each year by the Board, although without necessitating a new authorization. They shall also be communicated to the statutory auditors.

7.2 Unregulated agreements

- a) Ordinary agreements entered into under normal conditions

With regard to the agreements referred to in Article L. 225-39 of the Commercial Code which relate to day-to-day operations, are concluded on normal terms and are not subject to the Board's prior authorization, the Chairman shall immediately, at the request of the directors and Statutory Auditors, and at the latest on the date of the Board meeting to settle the financial statements, provide them with a list of such agreements of which he is aware, stating their purpose.

Once a year, the Board shall conduct a review of the criteria on which, on a case-by-case basis and for each agreement concerned, agreements are found to relate to a transaction that is both ordinary and entered into under normal conditions.

- Ordinary transactions are those that are habitually carried out by the Company and that are entered into in the course of its business, notably with regard to its corporate purpose. Also taken into account are the usual practices of companies placed in a similar situation.

An exhaustive list of such transactions cannot be drawn up, but the following agreements are cited as examples: tax consolidation agreement, cash management and pooling agreement, intragroup cash and/or loan transactions/shareholder current accounts, invoicing of the group's common costs by the parent company to its subsidiaries (notably with respect to human resources, IT, communication, finance, legal, accounting, purchases), facilities granted by an entity (rental of real property).

Other criteria are also to be taken into consideration to determine whether a transaction is ordinary, notably its nature, its size and/or its economic or legal consequences.

- The terms and conditions are normal if they are similar to those habitually applied for transactions of the same type or to those usually applied by the Company in its dealings with third parties. In assessing normal conditions, the price is one of the key factors to be taken into consideration, notably if it is a market price or a price generally applied in the sector concerned. Moreover, in addition to the economic aspects, the legal terms shall be reviewed in order to check whether they are well-balanced or standard for the type of transaction under consideration.

The "ordinary" and "normal conditions" criteria are cumulative: if either one of them is not met, the agreement in question shall be subject to the regulated agreements procedure.

The assessment of these criteria shall be done on a case-by-case basis by the group's financial department using in particular the study on regulated and ordinary agreements published by the *Compagnie Nationale des Commissaires aux Comptes* (national company of statutory auditors, "CNCC") in February 2014.

It shall be reexamined upon any modification, renewal, extension or termination of an agreement classified as an ordinary transaction entered into under normal conditions, such that an agreement which was previously considered as "non-regulated" and which, on that basis, was excluded from the regulated agreements procedure, may be considered as "regulated" and subject to that procedure upon its modification, renewal, extension or termination, and vice-versa.

In accordance with Article L.225-39 (2) of the Commercial Code, the persons having a direct or indirect interest in the agreement may not participate in the evaluation thereof.

b) Agreements with a 100% subsidiary

It shall be recalled that agreements entered into between the Company and one of its directly or indirectly owned 100% subsidiaries, even if they have common chief executives, are non-regulated pursuant to Article L.225-39 of the Commercial Code.

8. REPORT OF THE BOARD OF DIRECTORS ON THE CORPORATE GOVERNANCE

In accordance with the provisions of Article L. 225-37 paragraph 6 of the Commercial Code, the Board of Director will be under an obligation to prepare a report for the attention of the shareholders on the corporate governance of the Board's activities, in particular on the manner of preparation and organisation of the work of the Board and on the internal control procedures put in place by the Company. The Board shall also make publicly available in the said report a description of the diversity policy applied to Board members as well as a description of the objectives of this policy, its implementation measures and results achieved throughout the past year.

This report will be based on the AFEP-MEDEF Corporate Governance Code for Listed Companies updated in January 2021 which is available at www.medef.com, hereinafter the "Reference Code".

9. BOARD RESERVED MATTERS - LIMITATION ON THE POWERS OF THE CHIEF EXECUTIVE OFFICER AND DEPUTY CHIEF EXECUTIVE OFFICERS

The Board shall determine the strategic direction of the Company's business and shall ensure that it is implemented, and can thus carry out all the checks and verifications that it considers appropriate.

Even if operational management is entrusted to the Chief Executive Officer and the Deputy Chief Executive Officer, the Board can consider any matter relating to the conduct of the Company.

9.1 Board Reserved Matters

By way of limitation of the powers of the Chief Executive Officer and the Deputy Chief Executive Officer, the following acts or operations concerning the Company itself or its subsidiaries may not be carried out and no contractual steps with a view to such acts or operations may be taken, without having first obtained the Board's agreement in respect of such matters (the "**Board Reserved Matters**"):

1. the conclusion of sale or purchase contracts, or the grant of collateral, warranties or guarantees;
2. the conclusion, substantial amendment or termination of any loan agreement;
3. the conclusion, substantial amendment or termination of any lease or tenancy agreement;
4. the conclusion, substantial amendment or termination of any real property management agreements other than the agreements referred to in point 14 below;
5. the conclusion, substantial amendment, renewal or termination of any contract of any nature whatever, other than the real property management agreements referred to in point 4 above;
6. the issue of any originating proceedings in which a major interest of the Company is likely to be at stake;
7. consent to any court, administrative or arbitration decision given in whole or in part against the Company or to any settlement involving the Company;
8. the creation, acquisition or subscription to the capital of any subsidiary, or the acquisition of a stake in the capital of, or generally any acquisition of an interest in, any company or entity of any nature whatever, and the increase or reduction of any existing stake;
9. the setting up, transfer or closure of any branches, agencies, offices, either in France or abroad;
10. the decision to issue, based on a prior authorisation of the general meeting of the shareholders of Company, shares of the Company or securities giving access, immediately or at a later stage, to shares of the Company;
11. any amendment to the accounting principles and policy of the Company and any change of the Company's tax regime;
12. any amendment to the Internal Regulations;
13. the recruitment of employees of the Company outside the annual budgetary limits adopted by the Board and/or of a top executive;

14. the conclusion, amendment or renewal of any agreement involving an amount in excess of €250,000 entered into between (a) the Company (or any of its subsidiaries) and (b) a shareholder holding (directly or indirectly, alone or in concert) more than 10% of the share capital of the Company or any of its affiliates, a director, or any executive officer of the Company (or any of its subsidiaries) or any of their affiliates, provided that this restriction shall not apply in relation to (i) any changes to the advisory services agreement entered into on 15 December 2021 (the “**ASA**”) between the companies Prothin (533 212 445 R.C.S. Paris), SCI HANAMI RUEIL (814 254 512 R.C.S. Paris), SCI CGR PROPCO (834 144 701 R.C.S. Paris), SCI OFFICE KENNEDY (901 719 716 R.C.S. Paris) and the company Northwood Investors France Asset Management S.A.S. (814 490 645 R.C.S. Paris) (the “**Advisor**”), which are not material; and (ii) any other advisory services agreements that the Company or any of its affiliates enter into with the Advisor or any of its affiliates and the terms and conditions of which are similar to the terms and conditions of the ASA (in particular minor amendments that may be required to adapt the given advisory services agreement to the characteristics of the underlying asset), as amended from time to time;
15. the waiver of termination and reaffirmation of the ASA or any other advisory services agreements entered into by the Company or its subsidiaries referred to in point 14 above;
16. the termination of any agreement referred to in point 14 above;
17. the authorisation to be given to the corporate officers of a subsidiary of the Company for the purpose of carrying out acts that require the prior authorisation of the Company in its capacity as shareholder of the said subsidiary; and
18. more generally, any act or operation outside the ordinary course of business or outside the scope of the strategy announced by the Company.

With respect to the Board Reserved Matters referred to under 1 through 8 above, the prior authorization of the Board will be required exclusively in respect of each operation or act relating to an amount in excess of €10 million (such amount being assessed on a per year basis with respect to any agreement, relating to an operation or act, with a term exceeding one year, on the understanding that in the case of associated or connected acts or operations, this limitation will be assessed globally on all such acts or operations).

9.2 Majority rules regarding certain Board Reserved Matters

By exception to the above provisions, the following decisions should be adopted by resolutions passed by a two-thirds (2/3) majority of the directors present (or deemed to be) or represented:

- any Board Reserved Matters referred to in points 1 through 9 and 18 above involving an amount in excess of €25 million (such amount being assessed on a per year basis with respect to any agreement, relating to a Board Reserved Matter, with a term exceeding one year, on the understanding that in the case of associated or connected acts or operations constituting Board Reserved Matters, this amount will be assessed globally on all such acts or operations);
- any decision referred to in point 14 above (subject to the exceptions specified in (i) and (ii)); and
- any decision referred to in points 10, 11 and 15.

Any decision referred to in point 16 should be adopted by resolutions passed by the majority of the directors present (or deemed to be) or represented, it being specified that the directors that were appointed upon proposal of any interested party referred to (b) of point 14 above or any of their affiliates shall not be entitled to participate to the vote of such decision but shall be deemed present for the calculation of the quorum.

Any decision referred to in point 17 above should be adopted by resolutions passed by a majority of the directors present (or deemed to be) or represented equal to the majority required for the approval of the same decisions in the event it concerns the Company itself.

10. THE INFORMATION AND REPORTING OBLIGATIONS OF THE CHIEF EXECUTIVE OFFICER

In addition to the obligation to obtain the prior authorisation of the Board for the operations referred to above, and the various obligations imposed on him by the legal provisions and by the Articles of Association, the Chief Executive Officer will, in particular, have the following information and reporting obligations:

- (i) Within a maximum period of thirty (30) days following the end of the first half of each financial year, the Chief Executive Officer must deliver to the Board for inspection an unaudited balance sheet (prepared on the date of the last day of the half-year concerned), an income statement and a cash flow statement (for the half-year), a comparison between the balance sheet, the income statement and the budget, a comparison between these statements and the budget, and revised income forecasts for the current financial year;
- (ii) At the latest ninety (90) days before the expiry of each financial year, the Chief Executive Officer must deliver to the Board for inspection the budget for the following financial year, including respectively, on a provisional basis, the balance sheet, the income statement, the cash flow statement and a statement of rents and charges;
- (iii) Once (1) a year, to arrange for a valuation of all the Company's assets by an independent third-party expert;

- (iv) Promptly inform the Board about the Company's liquidity situation in order to take, if necessary, decisions regarding its financing and indebtedness.
- (v) Prepare a presentation for the Audit Committee describing its risk exposure, including those of a social and environmental nature and the Company's significant off-balance sheet commitments and the accounting methods used.

Without prejudice to compliance with all the legal provisions, within a maximum period of ninety (90) days following the close of each financial year, the Chief Executive Officer must deliver to the Board for inspection the audited annual financial statements including (a) the balance sheet for the financial year ended prepared on the date of the last day of the said financial year; (b) the income statement for the financial year; (c) a cash flow statement; and (d) a comparison between the balance sheet and the income statement, on the one hand, and the budget, on the other.

11. ADOPTION OF CORPORATE GOVERNANCE RULES

11.1 The Director's Charter

The Director's Charter attached to this document sets out the professional conduct framework within which the directors exercise their office.

Each director adheres to this Charter by virtue of acceptance of his or her function. He or she undertakes to observe the spirit of the Charter, on the understanding that no charter can cover all possible situations and that situations that are not expressly prohibited are not necessarily recommended.

When a new situation or a situation that is not covered by the Charter presents itself, directors undertake to use common sense to apply the principles of integrity, independence, justice and professionalism that inspire this Charter.

11.2 The independence criteria applicable to members of the Board

In accordance with the Reference Code, members of the Board who do not have a relationship of any kind with the Company or its management that could compromise the exercise of their freedom of judgment, are regarded as independent. In particular, members of the Board satisfying the following criteria will be presumed to be independent:

- not to be (and not within the last five years to have been) an employee or executive corporate officer of the Company, or an employee, executive corporate officer or director of a company consolidated by the Company, of its parent company or of a company consolidated by the parent company;

- not to be an executive corporate officer of a company in which the Company directly or indirectly holds office as a director or in which an employee of the Company appointed as such or a director and executive corporate officer of the Company (whether currently or within the last five years) holds office as a director;
- not to be a customer, supplier, investment banker or commercial banker that is significant for the Company or its group, or in respect of which the Company or its group represents a significant proportion of the business. The significance or insignificance of the relationship with the Company or its group must be debated by the Board of Directors and the quantitative and qualitative criteria leading to this assessment (continuity, economic dependence, exclusivity, etc.) expressly stated in the annual report;
- not to have any close family relationship with a corporate officer;
- not to have been a statutory auditor of the Company within the last five years;
- not to have been a member of the Board for more than twelve years. Independent directorship status is suspended 12 years from the day he/she was appointed to his/her current term;
- not to be an executive corporate officer having received variable remuneration in cash or securities or any remuneration related to the performance of the Company or the group;
- not to be a shareholder who exercises control of the Company or of its parent company. In excess of 10% ownership of capital or voting rights, the Board must, based on a report issued by the Nominations and Compensation Committee, review independence having regard to the composition of the capital and the existence of a potential conflict of interest.

11.3 *The Board's Committees*

11.3.1 The Audit Committee

In accordance with Article 18 of the Articles of Association, the Board has decided to form an audit committee (the "**Audit Committee**").

The Board lays down the rules governing the composition, functioning and missions of the Audit Committee, as follows.

(a) Composition and functioning

The members of the Audit Committee are appointed by the Board and are three (3) in number, at least two (2) of whom are independent (in accordance with the criteria defined in Article 11.2 above). They are chosen amongst directors on the basis of their skills in financial or accounting matters or legal auditing of the accounts. Upon their appointment, they

receive training, if necessary, in the Company's specific accounting, financial and operational characteristics.

Neither the Chief Executive Officer nor the Deputy Chief Executive Officers can be members of the Audit Committee. The chairman of the Audit Committee is appointed by the Board.

The Audit Committee meets on the initiative of its chairman or at the request of the Chairman, and the notice of meeting can be issued by any means, including orally. It can only validly meet if at least two members are present or deemed to be present when telephone conference or video conference is used. It holds at least two meetings per year to examine the half-yearly and annual financial statements before their submission to the Board. The information documents must be sent within a reasonable time before each meeting, except in emergencies.

The Audit Committee meets in principle (i) at the registered office or in any other place in France or abroad; or (ii) by telephone conference or video conference, provided that half of the members are present or represented or can hear and be heard.

A decision can be taken without the necessity for a meeting, if it is recorded in an instrument signed by all the members.

The chairman of the Audit Committee draws up the agenda for meetings and sends them to the Chairman of the Board. The Audit Committee reports on its work at the next meeting of the Board, and informs the Board of any difficulty encountered.

The Audit Committee's main contacts are general management, the Financial Control Department and the Company's Statutory Auditors. The members of the Financial Control Department or the Statutory Auditors can be heard without the Chairman and members of general management being present, if any of the members of the Audit Committee so requests and provided that the Chairman is informed in advance. The Audit Committee can also hear third parties from outside the Company if interviewing them is of use in carrying out its missions. It can also request external technical studies on matters within its remit and at the Company's expense, after the Board or its Chairman have been informed.

The Audit Committee cannot, on its own initiative, deal with matters outside the scope of its mission.

(b) Mission

The mission of the Audit Committee is:

- to ensure that the process of preparation of financial information is monitored, and particularly press releases at the time of publication of annual and half-yearly financial statements and quarterly information, and, if necessary, to make recommendations to ensure the integrity thereof;
- to satisfy itself that the preparation of financial information is based on an accounting process and that it is consistent with the accounting information produced;
- to satisfy itself of the relevance and permanence of the accounting methods;
- to provide its assistance to the Board in its mission relating to the examination and settlement of the annual and half-yearly financial statements;
- to examine the Company's annual and half-yearly financial statements and the reports relating thereto before they are submitted to the Board as well as the scope of consolidated companies;
- to review accounting and financial information particularly having regard to the accounting treatment of important events or complex transactions (significant acquisitions or disposals, restructuring and hedging operations, the existence of ad hoc entities, substantial provisions, etc.) which have had an impact on the business's accounts;
- to hear the Statutory Auditors and to obtain their analysis work and conclusions;
- to examine and formulate a recommendation on applications for the office of statutory auditor of the Company at the time of any appointment or renewal;
- to ensure that the performance of the legal auditing of the annual financial statements by the Statutory Auditors is monitored so that it is aware of the main areas of risks or uncertainties identified by the Statutory Auditors in those financial statements, of their auditing approach and of any difficulties encountered in the performance of their mission and as the case may be to take account of the findings and conclusions of the *Haut Conseil du Commissariat aux comptes* (H3C – High Committee of Statutory Auditors) further to the audits performed: in order to do this, the Committee will be sent the items provided by Article L. 823-16 of the Commercial Code and brought to the attention of the Board of Directors; in this respect, the Audit

Committee will receive a supplementary report by the Statutory Auditors setting out the results of the legal auditing of the accounts;

- to report regularly to the Board on the results of the account certification mission, how this mission contributed to the integrity of the financial information and the role it played in the process. It must also inform the Board of any difficulty encountered;
- to satisfy itself of the independence of the Statutory Auditors, particularly as regards compliance with the conditions set out in Article 16 of European Regulation No 537/2014 of 16 April 2014, with which it has regular contact, and in this respect, to review all the relationships that they have with the Company and formulate an opinion on the fees requested: for this purpose, the Statutory Auditors shall, every year, provide the Committee with a statement of independence and with an update of the information referred to in Article L. 820-3 of the Commercial Code, detailing the services provided by the network to which they belong;
- approve the Statutory Auditor's supply of services other than the certification of the accounts; the Audit Committee issues its opinion after having analysed the risks on the independence of the Statutory Auditor and the safeguard measures applied by him;
- periodically, to examine the internal control procedures and more generally the auditing, accounting or management procedures in force within the Company with the Chief Executive Officer, the internal audit departments and the Statutory Auditors;
- to consider the Board of Directors' report on corporate governance, in particular on internal control and risk management procedures, and, if necessary, make observations;
- to review any operation, fact or event that could have a significant impact on the Company's situation in terms of off-balance sheet commitments and/or risks;
- to assess the effectiveness of internal risk control and management systems particularly having regard to the AMF's reference framework as well as, if necessary, the efficiency of the internal audit, as regards procedures for the preparation and processing of accounting, financial and non-financial information, without his independence being violated; in this regard, to check that the Company has suitable means (auditing, accounting and legal) to prevent risks and anomalies in the management of the Company's affairs and to satisfy itself that weaknesses and dysfunctions identified are monitored and taken into account and corrective actions taken.

The Board may consider it appropriate:

- for the Committee to examine the consistency of presentation of financial communiqués by reference to the information appearing in the financial statements, if general management is in a position to send draft financial communiqués to the Committee;
- to refer to the Audit Committee documents such as profit forecasts, trends and warnings, other sensitive information, presentations to analysts and the universal registration document.

(c) The duration of the term of office of members of the Audit Committee

The members of the Audit Committee are appointed for a renewable term of office whose duration shall be equal to that of their term of office as director.

The members of the Audit Committee may be dismissed at any time without reasonable cause.

11.3.2 The Nominations and Compensation Committee

In accordance with Article 18 of the Articles of Association, the Board has decided to form a nominations and compensation committee (the “**Nominations and Compensation Committee**”).

The Board lays down the rules governing the composition, functioning and missions of the Nominations and Compensation Committee, as follows.

(a) Composition and functioning

The members of the Nominations and Compensation Committee are appointed by the Board and are three (3) in number, at least two (2) of whom are independent (in accordance with the criteria defined in Article 11.2 above). They shall be chosen from among the directors. Neither the Chairman nor the Chief Executive Officer, nor the Deputy Chief Executive Officers can be members of the Nominations and Compensation Committee. The chairman of the Nominations and Compensation Committee is appointed by the Board.

However, the Chairman and the Chief Executive Officer are associated in the works of the Nominations and Compensation Committee.

Likewise, the Chairman, the Chief Executive Officer and the Deputy Chief Executive Officers can be asked to take part in meetings of the Nominations and Compensation Committee when the compensation policy for senior management executives who are not corporate officers is discussed.

The Nominations and Compensation Committee meets on the initiative of its chairman or at the request of the Chairman, and the notice of meeting can be issued by any means, including orally. The Nominations and Compensation Committee can only validly meet if at least half of its members are present or deemed to be present when telephone conference or video conference is used. It holds meetings whenever the need arises. It holds meetings whenever the need arises.

The chairman of the Nominations and Compensation Committee prepares the agenda for meetings and sends them to the Chairman. The Nominations and Compensation Committee reports on its work to the next meeting of the Board.

The Nominations and Compensation Committee meets in principle (i) at the registered office or in any other place in France or abroad; or (ii) by telephone conference or video conference, provided that half of the members are present or represented or can hear and be heard. The information documents must be sent within a reasonable time before each meeting, except in emergencies.

A decision can be taken without the necessity for a meeting, if it is recorded in an instrument signed by all the members.

In order to carry out its work, the Nominations and Compensation Committee has the collaboration of the Company's functional departments, and liaises with the Chief Executive Officer. It can also request external technical studies on matters within its remit and at the Company's expense, after having informed the Board or its Chairman, or may call upon any external consultant or expert that it considers necessary, in carrying out its mission.

The Nominations and Compensation Committee cannot, on its own initiative, deal with matters outside the scope of its mission.

(b) Mission

The mission of the Nominations and Compensation Committee is:

- to prepare the determination of the amount of compensation of the Chairman, the Chief Executive Officer and Deputy Chief Executive Officer or Officers, and if necessary, to propose the qualitative and quantitative criteria for determination of the variable part of that compensation;
- if necessary, to assess all the other benefits or payments given to the Chief Executive Officer and Deputy Chief Executive Officer or Officers;

- to examine draft plans for share subscription or purchase options and for the allocation of bonus shares for the benefit of employees and management executives in order to enable the Board to fix the overall and/or individual number of options or shares allocated and the allocation terms and conditions;
 - to examine the composition of the Board in particular having regard to the shareholder base and the parity between men and women, and to debate the qualification of independent board members;
 - to examine applications for the office of director, having regard to the applicant's business experience and skills, their economic, social and cultural representation of the shareholder base, and the balanced representation of men and women on the Board of Directors;
 - to examine applications for the office of Chief Executive Officer and Deputy Chief Executive Officer;
 - to draw up a succession plan for the executive corporate officers, works which the Chairman will be involved in;
 - to obtain any necessary information relating to the terms and conditions of recruitment, compensation and status of the Company's management executives;
 - to formulate any proposal and any opinion on directors' fees or other compensation and benefits of the directors and independent directors;
 - to assess the situation of each of the directors having regard to the relationships, if any, that they have with the Company, and that might compromise their freedom of judgment or result in potential conflicts of interest with the Company;
 - to carry out a regular assessment of the Board.
- (c) The duration of the term of office of members of the Nominations and Compensation Committee

The members of the Nominations and Compensation Committee are appointed for a renewable term of office whose duration shall be equal to that of their term of office as director.

The members of the Nominations and Compensation Committee may be dismissed at any time without reasonable cause.

11.3.3 Investments Committee

In accordance with Article 18 of the Articles of Association, the Board has decided to form an investments committee (the "**Investments Committee**").

The Board lays down the rules governing the composition, functioning and missions of the Investments Committee, as follows.

(a) Composition and functioning

The members of the Investments Committee are appointed by the Board and are three (3) in number, at least two (2) of whom are independent (in accordance with the criteria defined in Article 11.2 above). They shall be chosen from among the directors. Neither the Chief Executive Officer nor the Deputy Executive Officers can be members of the Investments Committee. The chairman of the Investments Committee is appointed by the Board.

The Investments Committee meets on the initiative of its chairman or at the request of the Chairman, and the notice of meeting can be issued by any means, including orally. The Investments Committee can only validly meet if at least half of its members are present or deemed to be present when telephone conference or video conference is used. It holds meetings whenever the need arises.

The chairman of the Investments Committee draws up the agenda for meetings and sends them to the Chairman. The Investments Committee reports on its work to the next meeting of the Board.

The Investments Committee meets in principle (i) at the registered office or in any other place in France or abroad; or (ii) by telephone conference or video conference, provided that half of the members are present or represented or can hear and be heard. The information documents must be sent within a reasonable time before each meeting, except in emergencies.

A decision can be taken without the necessity for a meeting, if it is recorded in an instrument signed by all the members.

In order to carry out its work, the Investments Committee has the collaboration of the Company's functional departments, and liaises with the Chief Executive Officer. In carrying out its mission it may call upon any external consultant and expert that it considers necessary and request external technical studies on matters within its remit and at the Company's expense, after having informed the Board or its Chairman.

The Investments Committee cannot, on its own initiative, deal with matters outside the scope of its mission.

(b) Mission

The Mission of the Investments Committee is:

- to provide its assistance to the Board:
 - (i) in its mission relating to the Company's investments, particularly in the event of the sale, acquisition or development of a real property asset;
 - (ii) in the event of substantial renovation of the Company's real property assets;
 - (iii) in the determination of the Company's leasing strategy (the "**Investment(s)**");
- to study and formulate an opinion on Investment projects and to prepare any relevant report for submission to the Board; in this respect, the Investments Committee is regularly kept informed by the Board or by the Chief Executive Officer of proposed Investments;
- to examine the strategy and implementation of Investment transactions already carried out, and, if necessary, to prepare any relevant report for submission to the Board;
- to examine and formulate an opinion on the annual Investment budget;
- to obtain any analysis work carried out by the Statutory Auditors on Investments;
- to study the internal functioning of the Company in order to provide the Board, on a regular basis, with information to assess its performance in the context of the Investments carried out and to be carried out;
- to review any operation, fact or event that could have a significant impact on the Investments.

(c) The duration of the term of office of members of the Investments Committee

The members of the Investments Committee are appointed for a renewable term of office whose duration shall be equal to that of their term of office as director.

The members of the Investments Committee may be dismissed at any time without reasonable cause.

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THE DIRECTOR'S CHARTER

(Version in force on 2 March 2022)

Article 1: Representation

The Board collectively represents all the shareholders and acts in all circumstances in the corporate interest. Each director, regardless of the manner of his or her appointment, represents all the shareholders.

Article 2: Mission

Directors will constantly ensure that they improve their knowledge of the Company and its business sector. They are subject to a duty of vigilance, alertness and confidentiality.

Directors will ensure that in all circumstances they maintain their independence of analysis, judgment, decision-making and action.

Directors undertake not to seek or accept any benefit liable to compromise their independence.

Article 3: Knowledge of rights and obligations

Before accepting their functions, all directors must be aware of the general and special obligations attached to their function, and in particular of the applicable legal or regulatory provisions, the Articles of Association, the Internal Regulations and this Charter, together with any supplements that the Board may consider it necessary to communicate to them.

Directors can at any time consult the Chairman as to the effect of these provisions and as to their rights and obligations as directors.

Article 4: Loyalty and good faith

Directors shall not take any action that might harm the Company's interests, and shall in all circumstances act in good faith.

They must exercise discretion with regard to the information and discussions of which they are aware and in which they take part, and must observe the confidential nature of information provided as such by the Chairman of the Board of Directors.

They must not use insider information to which they have access for their personal profit or for the profit of any person.

In particular, when they are in possession of unpublished information on the Company in which they exercise their office as director, they are bound by an actual obligation of confidentiality which goes beyond the simple obligation of discretion as provided for by law and they must not use that information to carry out or arrange for any third party to carry out dealings in the Company's shares.

Article 5: Transparency (Disclosure of trading in securities by Directors)

The Company's directors shall register any new shares of the Company acquired; it is recommended that they also register shares of the Company held beforehand in accordance with Article L. 225-109 of the Commercial Code.

Pursuant to Article 19 of EU Regulation No. 596/2014 of 16 April 2014 on market abuse (the "**MAR Regulation**"), Article 10 of the Delegated Regulation No 2016/522 of 17 December 2015 "**Delegated Regulation**", Article L 621-18-2 of the Monetary and Financial Code and Article 223-22 A of the General Regulation of the Financial Markets Authority ("**AMF**"), and the AMF position - recommendation DOC 2016-08 of 26 October 2106 – guide on ongoing information and management of privileged information ("**AMF Guide**"), directors must, without delay, declare every purchase, sale, short sale, subscription or swap transaction relating to the Company's shares or derivatives or other related financial instruments, such as securities which may give access to capital, when their overall amount exceed 20,000 euros per calendar year.

Directors must declare transactions carried out by themselves and by other persons having close personal links with them as referred to in Article 3.1.26 of the MAR Regulation and Article R.621-43-1 of the Monetary and Financial Code, notably by (i) their spouses not judicially separated or their partners by civil solidarity pact, (ii) their children over which they have parental authority living with them or for which they have continuous and permanent responsibility, (iii) any other relative by blood or marriage residing with them, (iv) as well as through any representative or (v) by an intermediate company or entity that they control.

Each transaction must be reported to the AMF in electronic format via the "ONDE" extranet, available on the AMF website. The reporting company submits, via ONDE, the declaration provided in Implementing Regulation (EU) 2016/523 of 10 March 2016. The AMF will ensure the publicity of notifications transmitted to it.

A copy of each declaration must be sent to the Company. These declarations are retained by the Company.

Each declaration must be transmitted within three business days of the transaction date.

Article 6: Conflict of interest

Directors shall inform the Board of any conflict of interest, including any potential conflict of interest, in which they might be directly or indirectly involved. They must refrain from taking part in debates and decision-making on the subjects concerned.

In a more general sense, every director shall act completely independently and not under the influence of any pressure.

They must inform the Chairman of the existence of any family connection between them and another director or with the Chief Executive Officer.

Article 7: Cumulative offices and functions

Every director must inform the Chairman of all offices and functions exercised in any company in the last five financial years, and inform him of any changes that might occur.

Article 8: Attendance

The annual report contains an account of directors' attendance at meetings of the Board and, if applicable, of the Committees.

Directors must ensure that they attend Shareholders' General Meetings.

Article 9: Inside information – Blackout periods

9.1 Inside information

In general, as regards unpublished information acquired in the context of their functions, directors must regard themselves as subject to a duty of business secrecy that exceeds the simple obligation of discretion provided by Article L. 225-37 paragraph 5 of the Commercial Code.

More specifically, by virtue of the exercise of their functions, directors are likely to be regularly in possession of insider information. For the avoidance of doubt, insider information is precise, unpublished information directly or indirectly concerning one or more issuers or one or more financial instruments, which, if it were made public, would be liable to have a significant impact on the price of the financial instruments concerned or the price of the financial instruments related to them (Article 7.1 of the MAR Regulation)

Accordingly, every director appears on a list of insiders drawn up by the Company and made available to the AMF.

If in possession of such information, and in accordance with Article 18.2 of the MAR Regulation, directors must abstain from carrying out insider dealing and/or unlawful disclosure of inside information, i.e., market manipulation which is defined as follows:

(i) Insider dealing

Insider dealing shall mean using or attempting to use inside information on the financial instruments issued by this issuer or on the financial instruments concerned by this inside information to carry out, directly or through an intermediary, one or more transactions or to cancel or amend (or attempt to cancel or amend) one or several orders placed by the same person before possessing the inside information.

(ii) Inducing or recommending insider dealing

Inducing and recommending insider dealing shall mean (i) recommending or attempting to recommend carrying out one or more transactions on financial instruments to which the inside information refers or inducing or attempting to induce carrying out such transactions based on the inside information or (ii) using the recommendation or inducement referred to above knowing that it is based on inside information (Article L. 465-2 of the Financial and Monetary Code).

(iii) Unlawful disclosure of inside information

Unlawful disclosure of inside information shall mean (i) disclosing an inside information (outside his/her profession or duties) to a third party (Article L. 465-3 of the Financial and Monetary Code) or (ii) disclosing the recommendation or inducement to carry out insider dealing referred to in the above paragraph knowing that it is based on inside information (Article L. 465-2 III of the Financial and Monetary Code).

The sanctions applicable for the breach of these rules of abstention are:

- The Enforcement Commission of the AMF may impose a fine of up to 100 million euros or ten times the amount of the advantage obtained by the breach if it can be reasonably determined (possibility of an increase of 10% of the amount in order to provide assistance to victims and, for corporate bodies, possibility to increase the amount of the fine to 15% of total annual turnover (corporate or consolidated). The amount of the fine and the amount of the increase are determined according to the seriousness of the breaches committed and depending on the advantages or profits that may be obtained from these breaches;

or

- The French Public Prosecutor may require five years imprisonment and impose a fine of 100 million euros, the amount of which can be increased to ten times the amount of the benefit derived from the offense (including the avoided loss), subject to the fine not being lower than such benefit,
 - When they are committed by an organized group, the offenses mentioned above are punishable by ten years' imprisonment and a fine of 100 million euros, the amount of which can be increased to ten times the amount of the benefit derived from the offense.
 - The legal entities held criminally liable of the offenses mentioned above are also liable to incur a fine (the maximum rate of the fine is equal to five times the fine provided for individuals by the law which punishes the offense, i.e. 500,000.000 euros) and the sanctions pursuant to Articles 131-38 and 131-39 of the Criminal Code (dissolution, closure of the establishments of the enterprise having been used to commit the offenses, prohibition from carrying out a public offering of securities or prohibition from listing its

securities for trading on a regulated market, prohibition from carrying out activities...).

9.2 Black-out periods

In accordance with Article 19.11 of the MAR Regulation, the Delegated Regulation and the AMF guide, members of the Board cannot carry out any transaction relating to the Company's shares or debt securities or derivatives or other financial instruments related to them, on their behalf or on behalf of third parties, directly or indirectly, for a period known as "suspension period" of:

- 30 calendar days before the publication of the press release on the annual and half-yearly financial statements and including the date of publication of the said press release;
- 15 calendar days before the publication of quarterly information published on a voluntary basis by the Company.

A calendar of these closed periods taking into account the scheduled periodical publication dates is uploaded onto the Company's intranet site. This calendar must be consulted before any dealings take place.

Dealings can only be allowed the day after publication of the information concerned, subject to the interested party not being in possession of any other insider information.

In addition, it is recommended that members of the Board who wish to deal in securities check that the information in their possession is not insider information.

Article 10: Inspection and assessment of the functioning of the Board

Directors must be attentive to the distribution and exercise of the respective powers and responsibilities of Company bodies.

They must check that no person can exercise discretionary power over the Company without control; they must satisfy themselves as to the proper functioning of the technical committees formed by the Board.

Once a year, the Board of Directors shall devote an item on its agenda to a debate on its composition, organisation and functioning. It shall also carry out a formal assessment at least every three years.

Non-executive directors shall meet annually without the executive or internal directors being present, to assess the performance of the Chairman, Chief Executive Officer and Deputy Chief Executive Officers, and to consider the future of the management.

The assessment has the additional purpose of verifying that important matters are suitably prepared and debated, and to measure the contribution of each member to the work of the Board having regard to their skill and involvement in the deliberations.

At the time of each annual assessment, the Board shall also carry out an assessment of the Audit Committee. In this context, it shall assess the tasks actually carried out by the Committee having regard to the objectives set for it, and shall formulate recommendations for improving the functioning of the Audit Committee.