INTERNAL REGULATIONS
OF THE BOARD OF DIRECTORS

Updated as of October 6, 2026

NOTE:
This translation in English is for convenience only. Only the version in French is authentic.

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Preamble

These internal regulations (the "Regulations") of Mersen ("Mersen" or the "Company") constitute the governance charter of the Board of Directors and also govern relations between the members of the Board and Mersen's Executive Management, in a spirit of cooperation aimed in particular at ensuring the smooth flow of exchanges between corporate bodies in the interests of shareholders.

Its purpose is to provide the Board of Directors with the means to ensure that best corporate governance practices are implemented. In particular, it is in line with the recommendations of the AFEP-MEDEF corporate governance code.

The Regulations are for internal use only and do not replace the Company's Articles of Association, but rather implement them in a practical manner. They cannot therefore be invoked against the Company by third parties. The main features of the Regulations will be brought to the attention of the market by posting them online in the "Corporate Governance" section of the GROUP page of the Company's website, followed by an annual summary presentation in the Company's universal registration document.

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1 - Composition of the Board of Directors

1.1 Diversity :

The Board of Directors must ensure that its composition and that of its Committees are balanced, by taking steps to ensure that its missions and those of its Committees are carried out with the necessary independence and objectivity. The composition of the Board of Directors must in particular ensure a harmonious representation of men and women, nationalities (or international experience), ages, qualifications, professional experience and skills, to enable the Board to fulfil its mission to the best of its ability.

In its corporate governance report, the Board publishes a description of the diversity policy applied to Board members, the objectives of this policy, how it is implemented and the results obtained over the past year.

It complies with the legal provisions concerning gender parity on the Board.

The Board also includes one or more members representing employees, in accordance with Article L.225-27-1 of the French Commercial Code and Article 17 of the Articles of Association.

1.2 Chairperson

The Board of Directors elects a Chairperson from among its individual members, and may elect a Vice-Chairperson, for a term not exceeding his or her term of office as a Board member. The Chairperson may be dismissed by the Board at any time. In particular, he is responsible for convening the Board and chairing its discussions.

1.3 Lead Director

The Board may appoint a Lead Director from among its members, whose role is to:

- Monitor conflicts of interest and ensure compliance with ethical standards;
- Convene, if necessary, an executive session with the non-executive members of the Board of Directors, without the Chairperson present, which the Lead Director will chair.
- Promptly report to the Chairperson on the conclusions of executive sessions held without his presence;
- Bring to the attention of the Chairperson and the Board of Directors any conflicts of interest that he has identified or that have been brought to his attention;
- Be informed by the Chairperson of the agenda and proceedings of each Board meeting;
- Request that the Chairperson add additional items to the agenda of any Board meeting and/or call a Board meeting to discuss a specific agenda item;
- Serve as a strategic counterweight to the Chairperson, particularly when the Chairperson is the former Chief Executive Officer;
- Influence discussions through his recommendations and contributions;
- Report on its actions at the annual general meetings of shareholders.

1.4 Independence

In accordance with the principles and best practices of corporate governance set out in the AFEP-MEDEF Code of Corporate Governance for listed companies, the Board of Directors comprises at least half of independent members, elected or co-opted as such, it being specified that directors representing employees are not counted.

The criteria to be examined by the Board of Directors in order to qualify a member as independent are as follows:

- not be an employee or executive corporate officer of the Company or the Group, or an employee, executive corporate officer or director of a shareholder who controls, alone or in concert with others, the Company within the meaning of Article L.233-3 of the French Commercial Code, or a company consolidated by it, and not have done so during the previous five years;
- not to be an executive corporate officer of a company in which the Company directly or indirectly holds a directorship, or in which an employee designated as such or an executive corporate officer of the Company (currently or within the last five years) holds a directorship;
- not to be a significant customer, supplier, investment banker, commercial banker or advisor of the Company or its Group, or for which the Company or its Group represents a significant part of its business (or to be directly or indirectly linked to it);
- have no close family ties with a corporate officer of the Company or its Group;
- not to have served as statutory auditor of the Company or a Group company over the past five years;
- not have been a corporate officer of the Company for more than twelve years.

A non-executive director cannot be considered independent if he or she receives variable compensation in cash or shares, or any other compensation linked to the company's or the Group's performance.

The Board of Directors may consider that one of its members, although fulfilling the above criteria, should not be qualified as independent in view of his or her particular situation or that of the Company,

in view of its shareholding structure or for any other reason. Conversely, the Board may consider that a Board member who does not meet some of the above criteria is nevertheless independent. In this case, the Board must provide explanations based on the specific situation of the Company and the Board member concerned.

Members of the Board of Directors who represent significant direct or indirect shareholders of the Company may be considered independent if these shareholders do not control the Company within the meaning of Article L. 233-3 of the French Commercial Code. However, above a threshold of 10% in terms of capital or voting rights, the Board of Directors, acting on a report from the Governance, Appointments and Remuneration Committee, should systematically consider whether a director qualifies as independent, taking into account the composition of the Company's capital and the existence of a potential conflict of interest.

Qualification as an independent member is examined each year for all directors, and on the appointment of a new director, by the Governance, Appointments and Compensation Committee, which draws up a report on the subject for the Board of Directors.

Each year, the Board of Directors examines and decides on the situation of each Board member with regard to independence criteria, based on this report.

The Board of Directors brings the conclusions of its review to the attention of shareholders in the corporate governance report.

Each member qualified as independent informs the Chairperson, as soon as he is aware of any change in his personal situation with regard to these same criteria.

1.5 Director training

When appointed and throughout their term of office, each director receives additional training, if he or she deems it necessary, on the company's specific characteristics, business lines and sector of activity, as well as on the challenges it faces in terms of social and environmental responsibility, particularly with regard to climate issues.

When they are appointed, Audit Committee members are briefed on the company's accounting, financial, non-financial and operational aspects.

The director(s) representing the employees benefit(s) from training adapted to the exercise of their mandate(s).

2 - Tasks of the Board of Directors

2.1. The Company's strategic direction

The Board defines the Company's strategic direction under the aegis of the Chairperson of the Board, in close collaboration with the Company's Executive Management. As part of this mission, it reviews and approves the Company's strategic plan and its activities. The Chairperson may delegate to a Board member the task of organizing the work of the Board, coordinating Board meetings in advance, and leading discussions during Board meetings. Within this framework, in the same way as for the Committees (see below), the Chairperson or the director in charge of coordinating discussions on strategic issues may :

(i) be provided by the Company with any documents it deems useful for the performance of its duties;

(ii) to interview the Chief Executive Officer and, where applicable, the Executive Vice Presidents, or any other person it deems appropriate;

(iii) to be assisted at meetings by any third party of its choice (expert, consultant or statutory auditor);

(iv) to carry out, at the Company's expense and within the budgets approved by the Board of Directors, any internal or external studies with experts on subjects within their competence, likely to enlighten the Board's discussions.

In terms of social and environmental responsibility (SER), the Board of Directors determines multi-year strategic orientations, on the recommendation of Executive Management, which informs the Board annually of implementation and results achieved. More specifically in the area of climate change, the Board sets precise objectives for the strategy over different time horizons, examines the results obtained each year and adapts them if necessary, and presents the strategy to the Annual General Meeting in the event of any significant change, and at least every three years.

To this end, the Board of Directors appoints from among its members a director responsible for monitoring CSR issues relating to the Mersen Group's business.

This director coordinates work ahead of Board meetings. He ensures that CSR issues are dealt with at the appropriate level of priority, and in this context reviews the CSR roadmap defined by Group General Management and monitors its implementation.

He also ensures that the CSR challenges of issues submitted to the Board for approval are properly integrated into the files submitted upstream.

His term of office may not exceed that of his directorship. He is eligible for re-election, and may be dismissed at any time by decision of the Board of Directors.

2.2. General management support

As part of its role of supporting and assisting Executive Management, the Board of Directors may at any time carry out the verifications and controls it deems appropriate, and may request any documents relating to the Company and its subsidiaries that it deems necessary for the performance of its duties. The Board also has the following powers:

- review of the financial position, cash position and commitments of the Company and its subsidiaries;
- annual budget review and approval ;
- approval of the management report (including sustainability information in accordance with article L232-6-3 of the French Commercial Code) and the corporate governance report ;
- review and approval of the Company's corporate and consolidated financial statements (annual and half-yearly for the consolidated financial statements) and of the process for verifying these financial statements and forward-looking management documents;
- prior authorization of related-party agreements, and annual review of such agreements to confirm their relevance to the Company; annual assessment of current agreements entered into on arm's length terms;
- compensation policy for corporate officers ;
- appointment and dismissal of the Chief Executive Officer and, where applicable, the Senior Executive Vice-Presidents, determination of their number within the limits set by the Articles

of Association, and determination of their remuneration in accordance with applicable regulations;

- review and approval of the succession plan for executive directors ;
- cooptation of Board members ;
- distribution of remuneration among members of the Board of Directors, setting the remuneration of the Chairperson and, where applicable, of the Vice-Chairperson of the Board of Directors, in accordance with the conditions laid down in the regulations;
- prior consultation on the content of half-yearly financial information released to the market. In addition, the Chairperson of the Board of Directors is consulted on the draft press release concerning quarterly sales and on other draft press releases likely to have a significant impact on the share price;
- authorizations for sureties, endorsements and guarantees ;
- convening of the Annual Shareholders' Meeting and approval of proposed resolutions;
- setting up stock option and free share plans for Group employees and/or managers (or certain categories of them).

The Board of Directors receives a monthly report (at the end of February for the first two months of the year) on Group sales and earnings, and on the Group's financial situation.

Each year, the Board of Directors must present a report on the year's accounts to the Annual General Meeting.

The Board of Directors is required to append a report on corporate governance to this report, giving an account of the composition, preparation and organization of the Board's work.

The Board of Directors submits proposals to the Annual General Meeting for the renewal of Board member positions.

The Board of Directors grants the Chief Executive Officer the authorizations required by law or the Company's bylaws.

The Board is committed to promoting the company's long-term value creation, taking into account the social and environmental challenges of its activities, and to proposing any changes to the Articles of Association it deems appropriate.

In line with the strategy it has defined, the Board regularly reviews opportunities and risks such as financial, legal, operational, social and environmental risks, and the measures taken in response.

Where appropriate, it ensures that a system is in place to prevent and detect corruption and influence peddling.

It also ensures that executive corporate officers implement a policy of non-discrimination and diversity, particularly in terms of the balanced representation of men and women within management bodies. As part of this process, the Committee sets targets for gender diversity within executive management bodies, on the recommendation of Executive Management, and is informed annually by Executive Management of the results achieved.

In addition, the following decisions are subject to prior authorization by the Board of Directors:

- issues of securities giving direct or indirect access to the Company's share capital;

- financing transactions likely to substantially modify the Company's financial structure;
- approval and/or modification of the Group's business plan
- investments (organic growth) exceeding the Group's annual budget or business plan by a cumulative amount of over €20 million;
- external growth operations, in any form whatsoever (acquisition of assets or securities) whose value, added to any financial liabilities and deducted from any cash, exceeds 5 million euros;
- disposals of assets or equity interests in excess of €10 million per transaction, if not provided for in the annual budget;
- authorizations to grant sureties, endorsements and guarantees, in accordance with the legal provisions in force;
- strategic partnership agreements likely to have a substantial impact on the Company's business or results;
- significant internal restructuring operations ;
- significant transactions outside the company's announced strategy.

The Board of Directors may, if it sees fit, call on the services of a consultant of its choice to assist it in examining a particular subject, at the Company's expense.

3. Board meetings

The Board of Directors meets as often as the Company's interests require, and at least once a quarter, at the invitation of its Chairperson or, where applicable, its Vice-Chairperson. A provisional schedule of meetings is sent to Board members by November 30 of the previous year at the latest.

3.1

Board meetings are convened by the Chairperson (or the Vice-Chairperson, as the case may be) by any written means at least five (5) days in advance, and immediately in the event of unanimous agreement by the directors. The notice of meeting indicates the agenda. At least two (2) days before the meeting date specified in the notice of meeting, at least one-third of the members of the Board of Directors may propose in writing the inclusion of additional items on the agenda, without this calling into question the convening and holding of the Board of Directors meeting on the scheduled date.

The Chairperson of the Board of Directors is required to convene a meeting of the Board of Directors on a date no later than fifteen (15) days after the request has been made by the Chief Executive Officer or by at least one-third of the members of the Board of Directors. If the request remains unanswered, the authors may convene the meeting themselves, indicating the agenda.

The meeting, when held in person, takes place either at the registered office or at any other location indicated in the notice of meeting.

In accordance with Article 18.5 of the Articles of Incorporation, at the initiative of the Chairperson, decisions of the Board of Directors may be made by written consultation with the directors.
In such cases, at the request of the Chairperson, Board members are required to cast their vote in writing—including electronically—on the decisions that were sent to them, within five business days (or less, as specified in the request) following receipt of the request.

The documents necessary for the directors' decision-making are made available to them by any means.

However, the written consultation is closed early once all members of the Board have responded.

Any member of the Board of Directors has three business days from the date of such dispatch to object to the use of written consultation. In the event of an objection, the Chairperson shall immediately inform the other directors and convene a meeting of the Board of Directors.

Failure to respond in writing to the Chairperson of the Board to the written consultation within the aforementioned time limit and in accordance with the procedures set forth in the request, shall be deemed an absence and a failure to participate in the decision.

The decision may be adopted only if at least half of the members of the Board have participated in the written consultation, and to the extent that a majority of the members participating in such consultation voted for the decision.

Minutes of the decisions taken by written consultation shall be drawn up and submitted to the Board of Directors for approval.

3.2. Participation

The Chairperson of the Board of Directors may invite the Chief Executive Officer (if the latter is not also a director), in the event of separation of functions, and, where appropriate, members of Executive Management, to attend Board meetings, without voting rights.

The Board of Directors can only validly deliberate if at least half of its members are present.

Directors may take part in Board meetings by any means of telecommunication that enable them to be identified and guarantee their effective participation, with the agreement of the Chairperson.

Any member of the Board of Directors may authorize in writing another member of the Board of Directors to represent him/her at a meeting of the Board of Directors, but each director may represent only one other director.

Meetings are chaired by the Chairperson or, in his absence, by the Vice-Chairperson if there is one or, in his absence, by any other director appointed by the Board of Directors.

3.3. Majority rules

Decisions are taken by a majority of members present or represented, or having participated to the written consultation. Each Board member has one vote and may not represent more than one of his or her colleagues.

The Chairperson of the meeting does not have a casting vote in the event of a tie in the voting.

3.4. Meeting minutes

The deliberations of the Board of Directors are recorded in minutes drawn up in accordance with the legal provisions in force and signed by the Chairperson of the meeting and at least one member of the Board of Directors or, if the Chairperson of the meeting is unable to attend, by two members of the Board of Directors.

Draft minutes are sent to all Board members as soon as possible, and no later than three weeks after the Board meeting, and may be amended before being submitted to the Board for approval.

Copies or extracts of these minutes are certified by the Chairperson of the Board of Directors, the Chief Executive Officer or, where applicable, the Executive Vice Presidents, the Director temporarily acting as Chairperson or an authorized representative.

An attendance register is kept, which is signed by Board members attending Board meetings, and which, where applicable, must include the names of Board members who took part in the deliberations by any means of telecommunication, as well as the names of directors represented.

3.5. Secretary to the Board of Directors

The Board of Directors appoints a secretary, chosen from among or outside the members of the Board. Reporting to the Chairperson of the Board of Directors, the Secretary is responsible for :

- managing the calendar of Board and Committee meetings,
- preparing Board meetings,
- communication to Board members of documents drawn up by the Chief Executive Officer or the Company that are submitted to the Board for review or are required for its work and deliberations; wherever possible, these documents are distributed at the same time as the notice of meeting, and in any event as quickly as possible
- the material organization of Board meetings,
- drafting meeting minutes,
- keeping attendance registers and Board minutes
- issue extracts or certified copies of Board meeting minutes.

In general, the Secretary ensures that the Board's work and deliberations are conducted in accordance with the applicable legal and regulatory provisions.

4. Compensation paid to members of the Board of Directors

4.1. Amount and breakdown of remuneration

Board members, with the exception of the director representing employees and the Chief Executive Officer, if the latter is also a member of the Board, receive remuneration in an overall amount determined by the Annual General Meeting, in accordance with legal provisions.

On the recommendation of the Governance, Appointments and Compensation Committee, the Board determines and allocates among its members, subject to any legal and regulatory provisions and in the proportions it deems appropriate, taking into account in particular actual attendance at meetings of the Board and its Committees, where applicable, the sums allocated in this respect.

The remuneration distribution scale is established in accordance with the remuneration policy for directors drawn up by the Board of Directors and approved by the Annual General Meeting, based on the following rules:

For each meeting of the Board of Directors or specialized committee, an attendance sheet is signed and the number of participants recorded (one meeting participant = one participation).
At the beginning of year n + 1, the total number of Board and Specialized Committee meetings attended is calculated, and the amount of remuneration is established, within the limit of the total amount of 360,000 euros authorized by the Annual General Meeting, as follows:

- Directors' annual remuneration comprises a fixed portion of 13,000 euros.
- To this sum must be added the following additional allowances:
    - Chair of the Audit and Accounts Committee: 11,000 euros
    - Chair of the Governance, Nominating, and Compensation Committee : 9,000 euros
    - Director responsible for coordinating strategic matters: 6,000 euros
    - Director responsible for coordinating CSR issues: 6,000 euros
    - Lead Director: 15,000 euros

  The Vice Chairperson's compensation, for the period during which he or she replaces the Chairperson, is calculated on a pro rata basis based on the Chair's fixed compensation.

- In addition, each director receives a variable remuneration based on actual attendance at Board and Committee meetings. This variable portion amounts to 2,000 euros per meeting.

It is specified that when a director starts and/or ends his term of office during the calendar year, his fixed annual remuneration or additional remuneration for the first and/or last year is calculated on a pro rata basis according to the number of days in office.

If the sum of remuneration obtained by applying these calculation rules were to exceed the maximum amount authorized by the Shareholders' Meeting (due to a greater number of meetings than provided for in the meeting schedule drawn up ahead of year n), the remuneration of each director would be capped proportionally.

4.2 Remuneration of the Chairperson
The remuneration of the Chairperson of the Board of Directors is set by the Board of Directors in accordance with regulations.

4.3. Exceptional compensation
The Board of Directors may allocate exceptional remuneration for assignments or mandates entrusted to members of the Board of Directors; in this case, such remuneration is charged to operating expenses and submitted for approval to the Annual General Meeting.

The Board of Directors may authorize the reimbursement of travel costs and expenses incurred by its members in the interests of the Company.

No remuneration, permanent or otherwise, other than that provided for herein, may be paid to members of the Board of Directors, unless they are bound to the Company by an employment contract under the conditions authorized by laws and regulations.

5. Duties of members of the Board of Directors

5.1. General obligations

As a collegial body, the Board of Directors is obliged to act in all circumstances in the corporate interest of the Company and all its shareholders.

Board members perform their duties in good faith, with loyalty and professionalism, and in accordance with the principles of confidentiality and diligence.

The members of the Board of Directors familiarize themselves with the legal and regulatory texts, the company's by-laws, the internal rules of the Board of Directors and other internal company texts communicated to them concerning their obligations.

5.2. Holding a minimum number of the Company's shares

Each member of the Board of Directors must own at least 800 shares in the Company, throughout his or her term of office and in any event no later than twelve months after his or her appointment. These shares must be fully paid up and registered

Notwithstanding the above, and pursuant to Article L 225-25 paragraph 3 of the French Commercial Code, the rules governing the minimum number of shares a director must hold do not apply to the director representing employees.

5.3. Confidentiality and compliance with stock market regulations

All members of the Board of Directors must consider themselves bound by professional secrecy with regard to any non-public information that may come to their knowledge in the course of their duties. They are personally committed to respecting the total confidentiality of the information they receive, the debates in which they take part, and the decisions they take. In particular, each member of the Board undertakes to comply with the company's Code of Stock Market Ethics, available on its website www.mersen.fr.

5.4. Availability - Managing conflicts of interest

Members of the Board of Directors :

- undertake to devote the necessary time and attention to their duties,
- must attend all meetings of the Board of Directors and the Committees of which they are members, unless this is impossible,
- learn about the Company's business activities, challenges and values,
- are committed to updating the knowledge they need to carry out their mission,
- are required to request and take all necessary steps to obtain, within the appropriate timeframe, the information they deem essential to enable them to make informed decisions within the Board of Directors. Such requests are made to the Chairperson of the Board. In addition, the Chairperson of the Board and, where applicable, the Chief Executive Officer, are required to inform the members of the Board of any important information concerning the Company of which they are aware and which they consider should be disclosed.

Board members are required to maintain their independence of judgment, decision-making and action at all times.

They inform the Board of Directors of any conflict of interest, even potential, in which they may be involved, notably when they are directly or indirectly interested in a regulated agreement submitted to the Board of Directors for authorization or assessment. In such cases, they shall refrain from attending or participating in the discussions and any decisions concerning the matters in question.

Members of the Board of Directors must promptly inform the Chairperson of the Board and the Chairperson of the Governance, Appointments and Compensation Committee following acceptance of a new mandate or a change in professional responsibilities.

Board members must inform the Chairperson of the Board of Directors and the Chairperson of the Governance, Appointments and Compensation Committee before accepting an additional term of office in a French or foreign listed company.

6. Evaluation of the Board of Directors

The Board of Directors assesses its ability to carry out its mission by periodically reviewing its composition, organization and operation (which implies a similar review of the Board's Committees).

The evaluation must have three objectives:

- review the operating procedures of the Board and its Committees,
- ensure that important issues within its remit are properly prepared and debated,
- assess the effective contribution of each director to the work of the Board and its Committees.

The assessment is to be carried out as follows:

- Once a year, the Board of Directors devotes an item on its agenda to a discussion of its operations, based on an assessment carried out by a director, under the guidance of the Governance, Appointments and Remuneration Committee;
- An evaluation by an independent external consultant selected by the Governance, Appointments and Compensation Committee must be carried out at least every three years;
- the assessment gives rise to a report, presented to the Board of Directors
- shareholders must be informed each year, in the corporate governance report, of the results of the assessment carried out, and of any avenues for improvement envisaged.

The members of the Board meet at least once a year, in the absence of the Company's executive corporate officers. In addition, the independent members of the Board meet at least once a year, in the absence of non-independent members.

7. Board Committees

The Board of Directors may set up one or more specialized Committees, whose membership and remit it determines, and which carry out their activities under its responsibility. The Committees have an advisory role.

The Board of Directors is assisted by the following standing committees:

- the Audit and Accounts Committee,
- the Governance, Appointments and Compensation Committee,

Insofar as possible and depending on the applicable circumstances, any deliberations by the Board of Directors concerning a Committee's area of competence must be preceded by a referral to the relevant Committee, and may only be taken after the relevant Committee has submitted its recommendations or proposals.

The purpose of consulting the Committees may not, however, be to delegate to them the powers assigned to the Board of Directors by law or the Articles of Association, nor to reduce or limit the powers of the Board of Directors or Executive Management.

7.1. Rules common to all Committees

Committee members and their Chairpersons are chosen by the Board of Directors from among its members. They may be dismissed by the Board of Directors.

The term of office of Committee members coincides with their term of office as members of the Board of Directors. It may be renewed at the same time as the latter.

The same member of the Board of Directors may participate in no more than two Committees.

The Chairperson of each Committee is appointed by the Board of Directors. He is responsible for organizing the work of the said Committee.

After informing the Chairperson of the Board of Directors (and, in the event of separation of functions, the Chief Executive Officer and, where applicable, the Executive Vice Presidents, in cases (i) and (ii) below) and reporting to the Board of Directors, each of the Committees may, in the exercise of its powers :

(i) receive from the Company any documents it deems useful for the performance of its duties;

(ii) to interview the Chief Executive Officer and, where applicable, the Executive Vice Presidents, or any other person the Committee deems appropriate;

(iii) to be assisted at meetings by any third party of its choice (expert, consultant or statutory auditor);

(iv) to to commission, at the company's expense and within the budgets approved by the Board of Directors, any internal or external studies from experts on subjects within their remit, likely to enlighten the Board's discussions.

The Committees may also invite the Chief Executive Officer and, where applicable, the Executive Vice Presidents, to attend their meetings.

To deliberate validly, at least half the members of the Committee must be present. A Committee member may not be represented. Committee members may take part in Committee meetings by any means of telecommunication, with the agreement of the relevant Committee Chairperson.

Committee recommendations or proposals are adopted by a simple majority of their members.

The frequency and duration of Committee meetings must be such as to enable in-depth examination and discussion of matters falling within the Committee's remit.

Whenever a matter is referred to a Committee under the terms of the Regulations, it must be convened within a timeframe compatible with the degree of urgency indicated by the Board of Directors at the time of referral.

Each Committee may appoint a Committee secretary, who may not be a member of the Committee.

Minutes are taken of Committee meetings. These are sent to the members of the same Committee and then to the other members of the Board of Directors. The Committee Chairperson or a member appointed for this purpose reports to the Board of Directors on the Committee's work.

7.2. Audit and Accounts Committee

The Audit and Accounts Committee comprises a minimum of three and a maximum of six members, two-thirds of whom must be independent.

Members of the Audit and Accounts Committee must be chosen in particular for their expertise in accounting, finance, non-financial matters or statutory auditing. No executive corporate officer within the meaning of the AFEP-MEDEF Code may be a member of the Audit and Accounts Committee.

The appointment or reappointment of the Chairperson of the Audit and Accounts Committee, as proposed by the Governance, Appointments and Compensation Committee, is subject to special review by the Board.

The Audit and Accounts Committee is responsible for :

1/ monitoring the process for preparing financial and sustainability information and, where necessary, making recommendations to ensure its integrity:

a) by examining and assessing the financial documents issued by the Company, in particular the accounting translation of complex and significant transactions, as well as the documents containing sustainability information issued by the Company

b) ensuring the existence of a sufficiently structured and organized process for the preparation of financial information (in particular by ensuring the relevance and consistency of accounting methods and principles), and for the preparation of sustainability information,

c) examining significant risks, including non-financial risks and off-balance sheet commitments, and assessing the company's management of these risks,

more generally, examining all matters relating to the preparation, audit and publication of the Company's individual or consolidated annual or interim financial statements;

2/ monitoring the effectiveness of internal control, internal audit and risk management systems relating to financial accounting and sustainability information, including in digital form, in accordance with regulations:

a) reviewing the Company's internal control systems with the Chief Financial Officer and his staff,

b) reviewing internal control objectives and action plans with these managers:

- conclusions of interventions and actions
- recommendations and follow-up

c) ensuring the existence of a process for identifying and analyzing risks likely to have a significant impact on the Group

d) reviewing the work carried out by Executive Management in relation to risks, assessing each year whether the risks facing the Company have been properly identified and dealt with, and reporting to the Board of Directors;

3/ reviewing the financial statements and sustainability information, and in particular ensuring the relevance and consistency of the accounting methods used to prepare the Company's consolidated and parent company financial statements, as well as the statutory audit of the annual and consolidated financial statements by the statutory auditors, and the certification of

sustainability information by the statutory auditor(s) and/or, where applicable, the independent third-party body(ies) (hereinafter referred to as the "**sustainability auditor**(s)"):

a) of their general work program and the surveys they have carried out,

b) any changes they consider should be made to the items subject to their audit and their observations on the valuation methods used;

c) any changes they feel should be made to the sustainability report, commenting on the assessment methods used to prepare it,

d) irregularities and inaccuracies they have discovered,

e) conclusions drawn from the observations and adjustments made to the results for the period compared with those for the previous period,

f) significant internal control weaknesses identified during the course of their work in respect of procedures relating to the preparation and processing of accounting and financial information,

g) the findings and conclusions of the High Audit Authority (H2A) following the audits carried out.

4/ ensure that the conditions of independence of the statutory auditors and/or the sustainability auditor(s) are respected, for the exercise of the missions of certification of accounts and certification of sustainability information,

a) assessing proposals for the remuneration of the statutory auditors and/or the sustainability auditor(s) and giving an opinion to the Board of Directors,

b) meeting at least once a year with the statutory auditors and/or the sustainability auditor(s) in the absence of management.

c) reviewing with the statutory auditors and/or sustainability auditors the risks to their independence and the safeguards taken to mitigate these risks. In particular, the Committee must ensure that the amount of the fees paid by the Company and its Group, or the share they represent in the sales of the firms and networks, are not such as to impair the independence of the statutory auditors and/or sustainability auditor(s).

5/ to issue a recommendation on the statutory auditors and/or sustainability auditor(s) proposed for appointment by the Annual General Meeting, in accordance with article L 821-67 of the French Commercial Code. The Committee's recommendations and preferences are brought to the attention of the Annual General Meeting called to vote on the appointment of the statutory auditors and/or sustainability auditor(s).

6/ approve the provision of services other than the certification of financial statements and sustainability information, provided this is not prohibited by regulation. The Committee's decision is based on an analysis of the risks weighing on the independence of the statutory auditors and/or sustainability auditor(s) with regard to the certification of financial statements and sustainability information, and the safeguards applied by the latter.

In conjunction with the director in charge of CSR issues, the Audit and Accounts Committee also regularly checks the relevance and integrity of the sustainability information provided to the Board of Directors,

The Audit and Accounts Committee meets at least three times a year, and whenever it deems it necessary, and prior to any Board of Directors' meetings whose agenda includes the examination of a subject relating to its mission.

Committee meetings are attended by the Chief Financial Officer, unless the Audit Committee wishes to meet in his absence, and by any other person the Committee wishes to hear. In particular, the Audit and Accounts Committee may interview the heads of the Treasury and Risks Department and the Internal Audit Department. The director in charge of monitoring CSR issues may also be invited to attend Committee meetings on matters falling within his or her remit.

The statutory auditors attend meetings of the Audit and Accounts Committee held to review the Company's individual or consolidated annual or interim financial statements. The sustainability auditor(s) attend Audit and Accounts Committee meetings called to examine the report on sustainability information.

At least once a year, Group management makes a presentation to the Audit and Accounts Committee on the company's exposure to risks, including those of a social and environmental nature, and on significant off-balance sheet commitments, as well as the accounting options adopted.

7.3. Governance, Appointments and Compensation Committee

The Governance, Appointments and Compensation Committee has a minimum of three and a maximum of six members, the majority of whom are independent (it should be noted that the employee representative is not included in the proportion of independent members).

Executive directors may not be members of the Governance, Appointments and Compensation Committee. They may, however, be involved in the Committee's work, but they must not take part in the Committee's work relating to their own remuneration, or to the renewal or removal of their terms of office.

The Governance, Appointments and Compensation Committee also includes a director representing employees.

The Committee must be chaired by an independent member.

The Governance, Nominations and Remuneration Committee has the following missions:

(i) Governance and Appointments

- formulate proposals on the appointment, dismissal and renewal of the terms of office of the Chief Executive Officer, the Chairperson of the Board, the members and Chairpersons of the Committees and, where applicable, the Executive Vice Presidents; any Committee member who is a candidate for one of these positions refrains from attending and participating in the debates and any decision relating to the choice of the candidate to be proposed to the Board of Directors.

- give an opinion on the candidates being considered for the above positions, in terms of competence, availability, suitability and complementarity with the other members of the Board of Directors, and taking into account the diversity policy applied to Board members;

- conduct the selection process for new directors, following the procedure described in Appendix 1 hereto; propose any changes to the said procedure;

- draw up a succession plan for executive directors and ensure that a succession plan exists for Executive Committee members;
- be informed in advance of the appointment or dismissal of members of the Company's Executive Committee as proposed by General Management;
- propose that the members of the Board of Directors concerned qualify as independent members; review this qualification each year, prior to publication of the Company's corporate governance report", and submit its opinions to the Board of Directors;
- examine and assess the Company's practices with regard to the rules of corporate governance; in particular, examine changes in the rules of corporate governance to which the Company refers, and inform the Board of Directors of any such changes; make any proposals for amendments to the Internal Regulations;
- review the draft report on corporate governance prepared by Executive Management;
- periodically assess the structure, composition and operation of the Board of Directors, and submit recommendations for any changes;
- prepare the evaluation of the Board of Directors provided for in the internal regulations, and make recommendations to the Board of Directors on its operation based on the results of this evaluation;
- examine the proposals put forward by General Management with a view to setting targets for gender diversity within management bodies.

(ii) Compensation

- propose the remuneration of the Chairperson and, where applicable, the Vice-Chairperson of the Board of Directors; make a recommendation to the Board of Directors, with a view to a resolution to be submitted to the Annual General Meeting, concerning any change in the overall amount of the remuneration package or in the methods of distribution among the directors;
- make recommendations to the Board of Directors on the remuneration of the Chairperson of the Board of Directors, the Chief Executive Officer and, where applicable, the Senior Executive Vice-Presidents, as well as the rules for determining their variable components, and additional components such as pension plans and benefits in kind;
- issue recommendations on compensation and benefits in the event of dismissal or termination of the terms of office of the Chairperson of the Board of Directors, the Chief Executive Officer and, where applicable, the Senior Executive Vice-Presidents;
- be informed of the compensation envisaged by the Chief Executive Officer in the event of termination of the employment contract of a member of the Executive Committee, and give an opinion in this respect to the Chairperson of the Board of Directors;
- give an opinion on the policy for granting stock options, performance shares or any other type of securities implemented by the Board of Directors concerning all categories of beneficiaries, and more specifically concerning the Chief Executive Officer and members of the Company's Executive Committee; make a recommendation on the frequency of grants and the terms and conditions of allocation;
- be informed in advance of the terms and changes in the remuneration of Executive Committee members.

The Governance, Appointments and Compensation Committee meets at least twice a year and, in any event, prior to any Board of Directors' meeting at which a subject related to its mission is on the agenda.

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Any amendment to the Regulations requires a simple majority of the members of the Board of Directors.

In the event of any contradiction between the Regulations and the Company's Articles of Association, the Company's Articles of Association shall prevail.

These Regulations were amended and approved by the Company's Board of Directors on October 6, 2026 and came into force on the same day. They are appended to the minutes of this Board meeting.

APPENDIX 1

Selection procedure for independent directors

Framing	Identification	Selection	Designation
Definition by the CGNR of the profile sought in relation to the Board's skills requirements and its diversity policy	Identification of candidates by the CGNR with the help of a specialized consultant in line with market practices	Pre-selected candidates are interviewed by members of the CGNR, with the participation of the Managing Director where appropriate, and each member establishes a ranking according to the skills grid developed. Opinions are then pooled, and after discussion between CGNR members, the CGNR selects the candidate to be recommended to the Board of Directors.	The Board of Directors validates the final choice of candidate, and proposes his/her appointment to shareholders at the Annual General Meeting.