

CHARTER OF THE VICE-CHAIRMAN - LEAD INDEPENDENT DIRECTOR

1. The board of directors may appoint a vice-chairman. The vice-chairman shall be appointed for a period that may not be any longer than his term of office as a director. The vice-chairman is eligible for re-election. The vice-chairman may be removed from office by the board of directors at any time.
2. The vice-chairman shall preside over board meetings in the absence of the chairman.

The vice-chairman shall be called upon to replace the chairman of the board of directors in the event of any temporary inability of the latter to fulfill his functions or his death. In the event of the chairman's inability to fulfill his functions, he will be replaced by the vice-chairman as long as his inability may last and, in the case of his death, until the election of a new chairman.

3. In exception to 1 above, and in compliance with Article 12.2 of the articles of association, the appointment of a vice-chairman is compulsory if the roles of chairman and CEO are combined. In this case, the vice-chairman also takes on the role of lead independent director. In this respect:
 - The vice-chairman is kept informed of major events in Group life through regular contacts and monthly meetings with the chairman serving as CEO.
 - The vice-chairman is consulted by the chairman serving as CEO on the agenda and the sequence of events for every board meeting as well as on the schedule for board meetings.
 - The vice-chairman may convene executive sessions with non-executive members of the board of directors, over which he will preside. An executive session shall be included on the agenda of every board meeting. It is the vice-chairman's responsibility to decide whether it should be held or not. It is therefore held as decided by the vice-chairman, either directly before or after each board meeting. In addition, the vice-chairman may convene an executive session between two board meetings. Any director may ask the vice-chairman to convene an executive session.
 - The vice-chairman shall promptly report to the chairman serving as CEO on the conclusions of executive sessions.
 - The vice-chairman shall draw the attention of the chairman and of the board of directors to any possible conflicts of interest that he may have identified.
 - The vice-chairman is chairman of the Governance committee.
 - Like any other member of the board, the vice-chairman may attend any meetings of committees of which he is not a member.
 - In order to complement his knowledge, the vice-chairman may meet the Group's leading managers and visit company sites.
 - The vice-chairman carries out annual and biennial assessments of the board of directors and, in this context, assesses the actual contribution of every member of the board to the board's works.
 - The vice-chairman shall report on his actions at annual general shareholders meetings.

- The vice-chairman shall meet any shareholder who wishes so and inform the board of their concerns on governance matters.
4. The vice-chairman-lead director must be an independent member of the board, as defined in the criteria published by the company.
As a transitional measure, Article 12.2 of the articles of association provides for the first vice-chairman lead director to be the former chairman of the supervisory board for the remaining duration of his term of office.