

APPENDIX 2 - INTERNAL RULES OF PROCEDURE OF THE AUDIT COMMITTEE

The latest version of the Internal rules of procedure of the Audit Committee was adopted by the Board of Directors on 3 September 2020.

1. ROLE AND RESPONSIBILITIES

The role of the Audit Committee consists of assisting the Board of Directors in its supervisory role. In accordance with and/or in addition to the duties specified by Article 7:99 of the Companies Code, the Audit Committee has the following duties:

- monitoring of the process of elaboration of financial information intended for the shareholders and third parties, and presentation of the recommendations or proposals to secure the integrity of the financial information;
- assisting the Board in fulfilling its monitoring responsibilities in respect of control in the broadest sense and monitoring of the internal audit, the systems of internal control and risk management;
- establishing an independent internal audit function with resources and skills adapted to the Company's nature, size and complexity;
- monitoring of the legal control of the annual and consolidated accounts, including the monitoring of the questions and recommendations formulated by the Statutory Auditor;
- making a recommendation to the Board on the appointment or re-appointment of the Statutory Auditor and reviewing and monitoring the independence of the Statutory Auditor; and
- adopting and reviewing specific arrangements for raising concerns to the Audit Committee.

To fulfil its role, the Audit Committee benefits from unlimited access to all information on the Company.

The responsibility of the members of the Audit Committee towards the members of the Board consists of carrying the duties stipulated in the Companies Code and/or in the present rules of procedure with the diligence of a *bonus pater familias* and with complete independence.

The Audit Committee prepares, for the items falling within its competence, the relevant proceedings and resolutions of the Board and submits its recommendations to the Board.

As further set out below, the Audit Committee is authorised to delegate the approval of permitted non-audit services representing an economic value of no more than EUR 50,000 to the Executive Committee. In such case, the Executive Committee shall systematically report during each meeting of the Audit Committee each permitted non-audit service approved by the Executive Committee since the last meeting of the Audit Committee. The Audit Committee shall subsequently ratify the decision at this meeting.

2. COMPOSITION

The Audit Committee is constituted within the Board of Directors. The Audit Committee is composed of at least three non-executive directors appointed by the Board of Directors and of which at least one is an independent Director in accordance with Article 7:87, §1 of the Companies Code and the 2020 CG Code. The term of the mandate of the members of the Audit Committee corresponds to the term of their mandate as director. The end of a mandate as a director automatically entails the end of the mandate as member of the Audit committee.

The members of the Audit Committee must have a collective knowledge in the fields of activity of the Company (i.e. investment holding company) and at least one member of the Audit Committee must be competent in accounting, audit and finance.

For each new appointment of one of its members, the Audit Committee makes sure to train the newcomer. This training relates to the presentation of the internal rules of procedures, an overview of the internal control and the systems of risk management of the Company.

The Audit Committee members designate their Chair among its members. The Chair of the Audit Committee, at the very least, must be competent in terms of accounting and audit. Furthermore, he/she ensures that the Audit Committee has the necessary and sufficient competences to exercise its role, namely in terms of accounting, audit and finance.

The Audit Committee designates the Company Secretary as its secretary. The latter will ensure the right functioning of the Audit Committee meetings as well as the provision of information and documents asked by the Audit Committee.

3. INTERVENTION DOMAINS

The Audit Committee essentially exercises its role in the following domains, as legally defined:

- ***Monitoring of the elaboration of financial information intended to the shareholders and the third parties and presentation of the recommendations or proposals to secure the integrity of the financial information***

The Audit Committee examines the statutory financial and consolidated interim statements, the statutory and consolidated annual accounts before their submission to the Board of Directors. During this verification, it examines the relevance and coherence of the accounting standards applied by the Company. This review includes the evaluation of the reliability, the completeness and the integrity of the financial information. This review covers the periodical information before being published.

It studies the modifications being brought, if necessary, to the accounting principles and to the evaluation rules, in particular under the angle of their impact on the financial statements. The management of the Company informs the Audit Committee of the methods being used to take into account the significant and unusual transactions.

- ***Assisting the Board in fulfilling its monitoring responsibilities in respect of control in the broadest sense and monitoring of the internal audit and the internal control systems and risk management***

The Audit Committee acknowledges the intervention domains of the internal audit, the planning of its missions and the conclusions of its work. It receives the reports of the internal audit or a periodical summary of the latter.

The Audit Committee informs the Board of the operational mode of the internal audit and on the selection of the third parties providers in charge of the execution of the internal audit. The Audit Committee examines to what extent the Company takes into account its conclusions and recommendations in this matter.

The Audit Committee monitors the Company's responsiveness to the findings of the internal audit function and to the recommendations made in the Statutory Auditor's management letter.

It evaluates yearly the systems of internal control and risk management with the CEO, the person in charge of the business control and the Statutory Auditor. It reviews the comments made in relation to these matters in the Corporate Governance Statement.

- ***Monitoring of the legal control of the annual accounts and consolidated accounts***

Through the Audit Committee's Chair, the Statutory Auditor has free access to the Audit Committee, which acts as the primary interface of the Board of Directors.

The Audit Committee examines the reports of the Statutory Auditor and the nature and extent of his/her work as well as the conclusions resulting from it.

It proceeds to the examination of the efficiency of elaboration of the financial information and verifies to what extent the Company takes into account the recommendations made by the Statutory Auditor.

It communicates the results of the legal control of the annual accounts and consolidated accounts to the Board of Directors and explains to how the legal control of the annual accounts and consolidated accounts

contributed to the integrity of financial information and the role played by the Audit Committee in this process.

- ***Make a recommendation to the Board on the appointment or the re-appointment of the Statutory Auditor and reviewing and monitoring the independence of the Statutory Auditor***

The Audit Committee makes a proposal to the Board of Directors regarding the appointment or the re-election of the Statutory Auditor and approves the proposition submitted to them regarding the fees of the latter.

It carries out the checks regarding the independence of the Statutory Auditor, in particular when the latter delivers non-audit services to the Company to ensure compliance with applicable law.

- ***Adopt and review specific arrangements for raising concerns to the Audit Committee***

The Audit Committee shall adopt and review specific arrangements for raising concerns to the Audit Committee, in confidence, about possible improprieties in financial reporting or other matters, agree on arrangements whereby employees may inform the Chair of the Audit Committee directly and if deemed necessary, make arrangements for the proportionate and independent investigation of such matters and for the appropriate follow-up actions.

The Audit Committee is competent to approve the provision of permitted non-audit services in accordance with Article 3:63 of the Companies Code within the limits permitted by applicable law.

The Audit Committee is further entitled to delegate the approval of permitted non-audit services to the Executive Committee for a one-year period which shall be automatically renewed for subsequent periods of one year, unless explicitly revoked by the Audit Committee, in the event the approval of such permitted non-audit service would be required prior to the next meeting of the Audit Committee and provided the following conditions are met:

- the relevant permitted non-audit service has no impact on the independency of the Statutory Auditor;
- the relevant permitted non-audit service does not allow the Statutory Auditor to interfere in the decision-making process of the Company;
- the provision of the relevant permitted non-audit service does not lead to any conflicts of interest situation for the Statutory Auditor; and
- the fees for the relevant permitted non-audit service shall not exceed EUR 50,000 alone and shall, in the aggregate with the other permitted non-audit services not exceed the limitations set by applicable law.

In such case, the Executive Committee shall report the approval of the permitted non-audit service to the Audit Committee which shall subsequently ratify the decision at its next meeting.

The Audit Committee is also competent regarding the Company's subsidiaries where the Company exercises a controlling right.

The Board of Directors can establish any additional role given to the Audit Committee.

4. MEETINGS

The Audit Committee is convened by its Chair or two of its members.

The agenda of the meetings is prepared by the Company Secretary and transmitted for review to the Chair of the Audit Committee. It is then sent alongside the preparatory documents to the members of the Audit Committee at least three working days before the meeting.

Matters relating to the audit plan and any issues arising from the audit process shall be placed on the agenda of every Audit Committee meeting and should be discussed specifically with the Statutory Auditor, the person in charge of the business control and the third parties providers in charge of the internal audit mission at least once a year.

The Audit Committee meets at least four times a year.

The Audit Committee is validly constituted when the majority of its members are present or represented and, if necessary and with the agreement of its members, can be held by conference call or video conference. The recommendations of the Audit Committee are taken at the majority of the votes by the members present or represented. In the event of a tied vote, the vote of the Audit Committee's Chair shall be decisive.

Depending on the items on the agenda, the Chair of the Audit Committee may invite:

- the Chair of the Board of Directors, the CEO and any senior executive of the Group; and
- the person in charge of the business control and the third-party providers in charge of the internal audit mission.

The above-mentioned persons are the natural correspondents of the Audit Committee and are invited by the Audit Committee upon its request and without any prior justification. If necessary, the correspondents can be accompanied by an operational responsible.

In addition, the Audit Committee can meet any person within the Company and its subsidiaries that it deems relevant for the performance of its duties, if necessary outside the presence of the CEO.

The Statutory Auditor, the person in charge of the business control and the third party providers in charge of the internal audit mission have direct and unrestricted access to the Chair of the Board of Directors and the Chair of the Audit Committee and may at any time request a meeting with any of them.

The meetings mainly devoted to the annual and interim financial statements will be held at least three days before the meetings of the Board of the Company called upon order to rule on these statements. A copy of these statements will be addressed to the members of the Audit Committee at least three days prior to their meeting.

During such meeting, the Statutory Auditor is invited to make a statement on the outcome of his/her review.

The Audit Committee, at the Company's expenses, may order specific works from the Statutory Auditor or the other experts and ask them to report to them.

5. MINUTES

The Company Secretary drafts the minutes of the Audit Committee meetings. These minutes are approved by the members of the Audit Committee and shared with the members of the Board of Directors and the Statutory Auditor.

The Chair of the Audit Committee presents the activity reports of the Audit Committee, as well as its possible recommendations on the measures to be taken, to the members of the Board and reports on the manner the Audit Committee fulfilled its mission.

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