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Corporate Governance Code of Listed Corporations

afep

Mouvement des Entreprises de France

CONTENTS

PREAMBLE

Since the first report on the corporate governance of listed companies was published at the initiative of the business community in July 1995, Afep and Medef have developed a set of recommendations that enables these companies to improve their functioning and management in an atmosphere of enhanced transparency and thus respond to the expectations of investors and the public (Appendix 1).

This set of recommendations, which constitutes the Afep-Medef Code, may be designated by listed corporations as their reference code pursuant to Articles L.22-10-10 and L.22-10-20 of the Commercial Code. The Code, which has been adopted by nearly all the companies listed on the SBF 120, contains a set of demanding and precise recommendations on corporate governance, in particular on the compensation of executive and non-executive officers.

The revisions made to the code since 2013 have given rise to a broad public consultation of the various stakeholders and, in particular, the public authorities, shareholder associations, investors, proxy advisers, etc. (see Appendix 1). The public consultations are launched on a dedicated website. The summary of responses is made public.

Set up in 2013, the High Committee on corporate governance exercises its task of monitoring the application of the recommendations of the code with care and attention, and assists companies in their application through its application guide. This is regularly updated and helps companies to prepare their report on corporate governance[1], in particular with regard to the matter of the presentation of the compensation components of company officers submitted to a vote by shareholders.

Concerted professional regulation is a system that is carefully applied in practice and that has shown its value. The code plays a crucial role in the development of good governance practices. Through its revisions, its aim is to provide a frame of reference contributing to the improvement of the governance of listed companies and the dissemination of best practices.

These recommendations are intended for companies whose shares are admitted for trading on a regulated market. It is also both desirable and recommended that other companies apply these recommendations either in whole or in part, adapting them to their specific circumstances.

Finally, most of them have been written with reference to public limited companies (*sociétés anonymes*) with a Board of Directors. Public limited companies with a Management Board and a Supervisory Board, as well as partnerships limited by shares (*sociétés en commandite par actions*) will therefore need to make the necessary adjustments.

In this code, **the executive officers** consist of the Chairman and Chief Executive Officer, the Chief Executive Officer, the Deputy Chief Executive Officer(s) of public limited companies with a Board of Directors, the Chairman and members of the Management Board of public limited companies with a Management Board and a Supervisory Board and the statutory managers of partnerships limited by shares.

[1] Article L.225-37 of the Commercial Code requires the Board of Directors to present the shareholders' meeting with a report on corporate governance appended to the management report that includes various information relating to executive compensation and the governance of the company. However, the corresponding information may be presented within a specific section of the management report.

The non-executive officers consist of the separate Chairman of the Board of Directors of public limited companies with a Board of Directors as well as the Chairman of the Supervisory Board of public limited companies with a Management Board and a Supervisory Board and of partnerships limited by shares.

The company officers consist of all the officers listed above.

A table of the company officers can be found in Appendix 2.

1 THE TASKS OF THE BOARD OF DIRECTORS

1.1 The Board of Directors performs the tasks conferred by the law and acts at all times in the corporate interest.

It endeavours to promote long-term value creation by the company by considering the social and environmental aspects of its activities. If applicable, it proposes any statutory change that it considers appropriate.

1.2 The principal task of the Board of Directors is to define the strategic orientation. It examines and decides on important operations, possibly after review by an *ad hoc* committee, according to the terms laid down in 1.9.

1.3 In accordance with the law, the Board of Directors carries out the main tasks below: it appoints and dismisses the company officers, sets their compensation, selects the form of organisation and governance (separation of the offices of Chairman and Chief Executive Officer or combination of such offices), and monitors the management as well as the quality of the information provided to shareholders and to the markets.

1.4 It is informed about market developments, the competitive environment and the most important aspects facing the company, including in the area of social and environmental responsibility.

1.5 It regularly reviews, in relation to the strategy it has defined, the opportunities and risks, such as financial, legal, operational, social and environmental risks, as well as the measures taken accordingly. To this end, the Board of Directors receives all of the information needed to carry out its task, notably from the executive officers.

1.6 If applicable, it ensures the implementation of a mechanism to prevent and detect corruption and insider influence. It receives all of the information needed for this purpose.

1.7 It also ensures that the executive officers implement a policy of non-discrimination and diversity, notably with regard to the balanced representation of men and women on the governing bodies.

1.8 The Board's activity is reported in the report on corporate governance.

1.9 The internal rules of the Board of Directors should specify:

- the cases where prior approval by the Board of Directors is required, which may differ according to which division of the company is concerned;
- the principle that any material transaction outside the scope of the firm's stated strategy is subject to prior approval by the Board of Directors;
- the rules according to which the Board of Directors is informed of the corporation's financial situation, cash position and commitments.

These rules relate not only to external acquisitions or disposals, but also to major investments in organic growth or significant internal restructuring operations. The Board of Directors should be informed in a timely fashion of the corporation's cash position in order, where applicable, to take decisions relating to its funding and indebtedness.

2 THE BOARD OF DIRECTORS: A COLLEGIAL BODY

2.1 Regardless of its membership or how it is organised, the Board of directors is and must remain a collegial body mandated by all shareholders.

2.2 The wide diversity of listed corporations does not allow formal and identical forms of organisation and operation to be imposed for all Boards of Directors. The organisation of the Board's work, and likewise its membership, must be suited to the shareholder make-up, to the size and nature of each firm's business, and to the particular circumstances facing it. Each Board is the best judge of this, and its foremost responsibility is to adopt the mode of organisation and operation that enable it to carry out its tasks in the best possible manner. Its organisation and operation are described in the internal rules that it has drawn up, which are published in part or in full on the company's website or in the report on corporate governance.

2.3 Since the Board acts in the corporate interest, having large numbers of special interests represented within it should be avoided, except in cases provided for by law.

2.4 When a corporation is controlled by a majority shareholder (or a group of shareholders acting in concert), the latter assumes a specific responsibility with regard to the other shareholders, which is direct and separate from that of the Board of Directors. They take particular care to prevent conflicts of interest and to take account of all interests.

3 THE DIVERSITY OF FORMS OF ORGANISATION OF GOVERNANCE

3.1 French law allows all public limited companies to choose between a unitary formula (Board of Directors) and a two-tier formula (Supervisory Board and Management Board).

3.2 In addition, corporations with a Board of Directors can choose between separation of the offices of Chairman and Chief Executive Officer and the combination of such offices. The law does not favour either formula and allows the Board of Directors to choose between the two forms of exercise of executive management. It is up to the Board to decide and explain its decision. The Board may appoint a Lead Director from among the independent directors, particularly when it has been decided to combine such offices. In the event of the separation of the offices of Chairman and Chief Executive Officer, any tasks entrusted to the Chairman of the Board in addition to those conferred upon him or her by law must be described.

3.3 If the Board decides to confer upon a director, and in particular a Lead Director, special tasks that relate to governance or shareholder relations, these tasks and the resources and prerogatives available to him or her must be described in the internal rules.

3.4 French public limited companies are therefore able to choose between three forms of organisation of management and supervisory powers. The chosen formula and the reasons for this decision are communicated to shareholders and third parties.

4 THE BOARD AND COMMUNICATION WITH SHAREHOLDERS AND THE MARKETS

4.1 It is up to each Board of Directors to define the company's financial disclosure policy. Each corporation should have a very rigorous policy for communication with the market and analysts.

4.2 Any communications activities must allow everyone to access the same information at the same time.

4.3 The Board should ensure that the shareholders and investors receive relevant information that is balanced and keeps them fully cognisant of the strategy, the development model, the consideration of non-financial aspects that are of significance to the corporation as well as its long-term outlook.

4.4 Shareholder relations with the Board of Directors, particularly with regard to corporate governance aspects, may be entrusted to the Chairman of the Board of Directors or, if applicable, to the Lead Director. He or she shall report on this task to the Board of Directors.

4.5 Each listed corporation must have reliable procedures for identifying, monitoring and assessing its commitments and risks, and provide shareholders and investors with relevant information in this area.

4.6 To this end:

- the annual report should specify the internal procedures set up to identify and monitor off-balance-sheet commitments, as well as to evaluate the corporation's material risks;
- the ratings given to the firm by financial ratings agencies should be published along with any changes that have occurred during the financial year.

5 THE BOARD OF DIRECTORS AND THE SOCIAL AND ENVIRONMENTAL RESPONSIBILITY

5.1 At the proposal of the executive management, the Board of Directors shall establish multi-annual strategic guidelines on social and environmental responsibility.

5.2 The executive management shall submit to the Board of Directors the measures implementing this strategy, with an action plan and the time frames within which these actions will be carried out. The executive management shall inform the Board of the results that were reached on a yearly basis.

5.3 On climate-related issues, this strategy is accompanied by precise objectives defined for different time frames. The Board shall review annually the results achieved and the relevance, if any, of adapting the action plan or changing the objectives in the light of, inter alia, the evolution of the company's strategy, technologies, shareholder expectations and the economic capacity to implement them.

5.4 The climate strategy referred to in § 5.3 and the main actions undertaken to this end shall be presented to the general shareholders' meeting at least every three years, or in the event of a significant change in the strategy.

6 THE BOARD OF DIRECTORS AND THE SHAREHOLDERS' MEETING

6.1 The Board of Directors is mandated by all of the shareholders. It exercises the powers that have been assigned to it by law in the corporate interest. It is collectively accountable for the performance of its tasks before the shareholders' meeting, in relation to which, by law, it assumes its responsibilities.

6.2 The shareholders' meeting is a decision-making body for the areas stipulated by law as well as a vital forum in which the company can engage in a dialogue with its shareholders. It is not only the occasion when the managing bodies report on the corporation's activities and on the operation of the Board of Directors and its specialised committees, but also an opportunity for a dialogue with the shareholders.

The Board of Directors must respect the specific competence of the shareholders' meeting if the transaction that it is proposing is such as to modify, in fact or in law, the corporate purpose, which is the very basis of the contract founding the corporation.

6.3 If a disposal is contemplated, in one or more transactions, concerning at least half of the company's assets over the past two financial years, the Board of Directors and the executive management must assess the strategic merits of the transaction and ensure that the process takes place in accordance with the corporate interest, in particular by putting in place resources and procedures to identify and manage any conflicts of interest. To this end, they may seek external opinions, in particular concerning the merits of the transaction, its valuation and the contemplated arrangements. It is also recommended that the Board should set up an *ad hoc* committee, at least two-thirds of which is made up of independent directors, from which executive officers are excluded.

6.4 Before carrying out this disposal, the Board must present the shareholders' meeting with a report about the context and the progress of the transactions. This presentation shall be followed by an advisory vote by the shareholders subject to the same quorum and majority conditions as for ordinary shareholders' meetings. If the meeting issues a negative opinion, the Board shall meet as soon as possible and immediately publish on the company's website a notice detailing how it intends to proceed with the transaction.

7 MEMBERSHIP OF THE BOARD OF DIRECTORS: GUIDING PRINCIPLES

7.1 The quality of a Board of Directors can be seen in the balance of its membership as well as in the skills and ethics of its members.

All directors are expected to act in the corporate interest and to possess the following essential qualities:

– sound judgement, in particular, of situations, strategies and people, based primarily on his or her own experience;

– a capacity to anticipate that enables him or her to identify risks and strategic issues;

– integrity, regularity of attendance, active participation and involvement.

7.2 Each Board should consider what the desirable balance of its membership and that of the Board committees should be, particularly in terms of diversity (gender representation, nationalities, age, qualifications, professional experience, etc.). It should make public in the report on corporate governance a description of the diversity policy applied to members of the Board of Directors as well as a description of the objectives of this policy, its implementation measures and the results achieved in the past financial year.

8 GENDER DIVERSITY POLICY ON THE GOVERNING BODIES

8.1 At the proposal of the executive management, the Board shall determine gender diversity objectives for governing bodies. The executive management shall present measures for implementing the objectives to the Board, with an action plan and the time horizon within which these actions will be carried out. The executive management shall inform the Board each year of the results achieved.

7.2 In the report on corporate governance, the Board shall describe the gender diversity policy applied to the governing bodies as well as the objectives of this policy, the implementation measures and the results achieved in the past financial year including, where applicable, the reasons why the objectives have not been achieved and the measures taken to remedy this.

9 REPRESENTATION OF EMPLOYEE SHAREHOLDERS AND EMPLOYEES

9.1 Within a group, the directors representing employees elected or appointed in accordance with the legal requirements sit on the Board of the company that declares that it refers to the provisions of this code in its report on corporate governance. When several group companies apply these provisions, the Boards shall determine the corporation(s) eligible for this recommendation.

9.2 In the same way as the other directors, directors representing employee shareholders[2] and directors representing employees[3] are entitled to vote at meetings of the Board of Directors[4], which is a collegial body that has the obligation of acting under all circumstances in the corporate interest. Like all other directors, they may be selected by the Board to participate in committees.

9.3 Without prejudice to the legal provisions specific to them, directors representing employee shareholders and directors representing employees have the same rights, are subject to the same obligations, in particular in relation to confidentiality, and take on the same responsibilities as the other members of the Board.

2 Article L.225-23 and L.22-10-5 of the Commercial Code.

3 Articles L.225-27 27 and L.22-10-6 as well as L.225-27-1 and of the Commercial Code.

4 Companies with more than fifty employees are required to have at least one representative of the works committee sitting on the Board of Directors in an advisory capacity according to the conditions laid down by the law.

10 INDEPENDENT DIRECTORS

10.1 The quality of the Board of Directors cannot be defined simply by reference to a percentage of independent directors, as the directors are above all required to be honest, competent, active, regularly attending and engaged. It is nevertheless important for the Board of Directors to include a significant proportion of independent directors, not only in order to satisfy the expectations of the market but also in order to improve the quality of proceedings.

10.2 A director is independent when he or she has no relationship of any kind whatsoever with the corporation, its group or its management that may interfere with his or her freedom of judgement. Accordingly, an independent director is understood to be any non-executive director of the corporation or the group who has no particular bonds of interest (significant shareholder, employee, etc.) with them.

10.3 The independent directors should account for half the members of the Board in widely held corporations without controlling shareholders. In controlled companies[5], independent directors should account for at least a third of Board members. Directors representing the employee shareholders and directors representing employees are not taken into account when determining these percentages.

10.4 Qualification as an independent director should be discussed by the nominations committee in the light of the criteria set out in § 9.5 and decided on by the Board:

– on the occasion of the appointment of a director;

– and annually for all directors.

The shareholders must be made aware of the conclusions of this review.

The Board of Directors may consider that, although a director meets the criteria set out in § 9.5, he or she cannot be held to be independent owing to the specific circumstances of the person or the company, due to its shareholding structure or for any other reason. Conversely, the Board may consider that a director who does not meet these criteria is nevertheless independent.

10.5 The criteria[6] to be reviewed by the committee and the Board in order for a director to qualify as independent and to prevent risks of conflicts of interest between the director and the management, the corporation, or its group, are as follows:

10.5.1 not to be and not to have been within the previous five years:

- an employee or executive officer of the company;
- an employee, executive officer or director of a company consolidated within the corporation;
- an employee, executive officer or director of the company's parent company or a company consolidated within this parent company;

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5 Within the meaning of Article L.233-3 of the Commercial Code.

6 A format for presenting the status of each director with regard to the criteria for independence can be found in the appendices (p.34).

10.5.2 not to be an executive officer of a company in which the corporation holds a directorship, directly or indirectly, or in which an employee appointed as such or an executive officer of the corporation (currently in office or having held such office within the last five years) holds a directorship[7];

10.5.3 not to be a customer, supplier, commercial banker, investment banker or consultant[8]:

- that is significant to the corporation or its group;
- or for which the corporation or its group represents a significant portion of its activity.

The evaluation of the significance or otherwise of the relationship with the company or its group must be debated by the Board, and the quantitative and qualitative criteria that led to this evaluation (continuity, economic dependence, exclusivity, etc.) must be explicitly stated in the report on corporate governance;

10.5.4 not to be related by close family ties to a company officer;

10.5.5 not to have been an auditor of the corporation within the previous five years;

10.5.6 not to have been a director of the corporation for more than twelve years. Loss of the status of independent director occurs on the date when this twelve years is reached.

10.6 A non-executive officer cannot be considered independent if he or she receives variable compensation in cash or in the form of securities or any compensation linked to the performance of the corporation or group.

10.7 Directors representing major shareholders of the corporation or its parent company may be considered independent, provided these shareholders do not take part in the control of the corporation. Nevertheless, beyond a 10% threshold in capital or voting rights, the Board, upon a report from the nominations committee, should systematically review the qualification of a director as independent in the light of the make-up of the corporation's capital and the existence of a potential conflict of interest.

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[7] Thus, Mr X, executive officer of company A, may not be considered as an independent director of company B if:
– company B holds a directorship in company A either directly or through a subsidiary (indirectly);
– or if company B appoints an employee as a director of company A;
– or if an executive officer of company B (current or within the past five years) holds a directorship in company A.

[8] Or be linked directly or indirectly to these persons.

11 EVALUATION OF THE BOARD OF DIRECTORS:

11.1 The Board of Directors should evaluate its ability to meet the expectations of the shareholders that have mandated it to direct the corporation, by periodically reviewing its membership, organisation and operation (this involves a corresponding review of the Board committees).

Each Board should review the desirable balance of its membership and that of the Board committees and periodically consider the adequacy of its organisation and operation for the performance of its tasks.

11.2 The evaluation has three objectives:

- to assess the way in which the Board operates;
- to check that the important issues are suitably prepared and discussed;
- to measure the actual contribution of each director to the Board's work.

11.3 The evaluation should be performed in the following manner:

- Once a year, the Board should debate its operation;
- There should be a formal evaluation at least once every three years. This can be undertaken under the leadership of the appointments or nominations committee or of an independent director assisted by an external consultant;
- the shareholders should be informed each year in the report on corporate governance of the evaluations carried out and, if applicable, of any steps taken as a result.

12 MEETINGS OF THE BOARD AND OF THE COMMITTEES

12.1 The number of meetings of the Board of Directors and of the Board committees held during the past financial year should be mentioned in the report on corporate governance, which must also provide the shareholders with any relevant information relating to the directors' individual attendance at such meetings[9].

12.2 The frequency and duration of meetings of the Board of Directors should be such that they allow in-depth review and discussion of the matters that come under the competence of the Board. The same applies to meetings of the Board committees (audit, compensation, appointments, nominations committee, etc.).

12.3 It is recommended that at least one meeting not attended by the executive officers should be organised each year.

12.4 Proceedings should be unambiguous. The minutes of the meeting should summarise the discussions and the matters raised, and indicate the decisions made and any reservations expressed. In this way, they make it possible to maintain a record of what the Board has done in order to carry out its duties.

[9] A format for presenting the information on the regular attendance of directors can be found in the appendices (p.35).

13 DIRECTORS' ACCESS TO INFORMATION

13.1 The manner in which the right to disclosure provided for by law is exercised and the related duties of confidentiality should be set out in the internal rules of the Board of Directors.

13.2 Corporations must also provide their directors with appropriate information between meetings of the Board throughout the life of the corporation, if the importance or urgency of the information so requires. Ongoing disclosure should also include any relevant information, including criticism, relating to the corporation, such as articles in the press and financial analysts' reports.

13.3 Conversely, the directors are required to request the appropriate information that they consider necessary in order to perform their duties. Accordingly, if a director considers that he or she has not been suitably informed for participation in the proceedings, he or she is obliged to inform the Board of this in order to obtain the information necessary to perform his or her duties.

13.4 Directors must have the opportunity to meet with the corporation's principal executive managers, including in the absence of the company officers. In the latter case, these should be given prior notice.

14 DIRECTORS' TRAINING

14.1 One of the major conditions for appointing a director is his or her abilities, but it cannot be expected *a priori* that every director has specific knowledge of the corporation's organisation and its activities. Each director should accordingly be provided, if he or she considers it to be necessary, with supplementary training relating to the corporation's specific features, its businesses, its business sector and its social and environmental responsibility aspects, in particular on climate-related issues.

14.2 The members of the audit committee should be provided, at the time of their appointment, with information relating to the corporation's specific accounting, financial and operational features.

14.3 Directors representing employees[10] or representing employee shareholders should be provided with suitable training enabling them to perform their duties.

[10] Article L.225-30-2 of the Commercial Code.

15 DURATION OF DIRECTORS' TERMS OF OFFICE

15.1 The duration of directors' terms of office, laid down by the by-laws[11], should not exceed four years, so that the shareholders can express their wishes regarding their term of office with sufficient frequency.

15.2 Terms of office should be staggered so as to avoid replacement of the entire body and to favour a smooth replacement of directors.

15.3 The report on corporate governance should detail the start and end dates of each director's term of office to make the existing staggering clear. For each director, it should also indicate, in addition to the list of offices and positions held in other corporations, the director's nationality, age and principal position, and provide a list of names of the members of each Board committee.

15.4 When the shareholders' meeting is asked to appoint or reappoint a director, the booklet or the notice calling the shareholders' meeting should, in addition to the items required by statute, contain biographical information outlining his or her *curriculum vitae* as well as the reasons for proposing his or her appointment to the shareholders' meeting.

16 BOARD COMMITTEES: GENERAL PRINCIPLES

The general principles apply to all the committees set up by the Board.

The number and structure of the committees are determined by each Board. However, in addition to the tasks assigned to the audit committee by law[12], it is recommended that the compensation, the appointments of directors and company officers, and issues relating to social and environmental responsibility should be the subject of preparatory work by a specialised committee of the Board of Directors.

16.1 Membership of the committees

The proportion of independent directors that the code recommends for inclusion in the committees is set out below.

The directors representing employee shareholders and directors representing employees are not taken into account when calculating the percentages of independent directors on the Board committees.

The existence of cross-directorships in the committees[13] should be avoided.

[11] Under French law, the duration of directors' terms of office is laid down by the by-laws, and may not exceed six years.
[12] Article L.823-19 of the Commercial Code.
[13] The terms cross-directorships or reciprocal directorships are used to refer to a situation in which a company officer of company A sits on a Board committee of company B and, conversely, a company officer of company B sits on the corresponding Board committee of company A.

16.2 Appointment of the committees

When the Board has appointed specialised committees, the creation of such committees shall in no event remove matters from the purview of the Board itself, which has sole statutory decision-making authority, nor may it lead to division within the Board, which is and should remain accountable for the discharge of its duties. The committees do not act in the place of the Board, but rather as an extension of the Board in order to facilitate its work.

For this reason in particular, it is necessary to emphasise the importance of the quality of the activity reports drawn up by the Board committees and of the rules which must keep the latter fully informed in order to facilitate its deliberations as well as of including a description of the committees' activities in the past financial year in the report on corporate governance.

16.3 Methods of operation of the committees

When exercising their duties, Board committees may contact the principal managers of the corporation after informing the company officers and subject to reporting back to the Board on such contacts.

The Board committees may request external technical studies relating to matters within their competence, at the corporation's expense, after informing the Chairman of the Board of Directors or the Board of Directors itself, and subject to reporting back to the Board thereon. If committees have recourse to services provided by external consultants (e.g. a compensation consultant in order to obtain information on compensation systems and levels applicable in the main markets), the committees must ensure that the consultant concerned is objective.

Each committee must have internal rules setting out its duties and mode of operation. The committees’ internal rules, which must be approved by the Board, may be integrated into the internal rules of the Board or be set out in separate provisions.

The committees’ secretariat tasks shall be undertaken by the persons nominated by the chairman of the committee or in agreement with him or her.

17 THE AUDIT COMMITTEE[14]

Each Board should appoint an audit committee, the duties of which are inseparable from those of the Board of Directors, which is legally bound to approve the annual corporate financial statements and to prepare the annual consolidated accounts. Approving the accounts is the main occasion on which the Board assumes two of its essential duties: the review of the management and the verification of the reliability and clarity of the information to be provided to the shareholders and the market.

[14] This committee may have various names, depending on the company. For convenience, the name "audit committee" will be used. The tasks assigned to the audit committee can be divided in two, for example between an audit committee and a risk committee.

17.1 Membership

The audit committee members should be competent in finance or accounting.

The proportion of independent directors on the audit committee should be at least equal to two-thirds, and the committee should not include any executive officer.

The appointment or reappointment of the chairman of the audit committee is proposed by the nominations committee and should be the subject of a specific review by the Board.

17.2 Duties

In addition to the duties conferred on it by law, the audit committee must, when preparing the financial information, make sure that the accounting methods employed are relevant and applied consistently, in particular when dealing with major transactions. It is also desirable that when reviewing the accounts, the committee focus on major transactions which could have given rise to conflicts of interest.

In the framework of monitoring the effectiveness of the internal control and risk management systems and, where applicable, of the internal audit of the procedures relating to the preparation and processing of financial and extra-financial accounting information, the committee[15] should hear the persons responsible for the internal audit and risk control and issue an opinion on the organisation of their services. It should be informed of the internal audit schedule and receive internal audit reports or a periodical summary of these reports.

The committee reviews the major risks and off-balance-sheet commitments, assesses the significance of any deficiencies or weaknesses of which it has been notified and informs the Board if necessary.

The review of the accounts must be accompanied by a management presentation describing the company's exposure to risks, including those of a social and environmental nature, and significant off-balance-sheet commitments as well as the accounting options chosen.

Finally, it should review the scope of consolidation and, if necessary, the reasons why any companies should not be included in it.

[15] Another specialised committee of the Board of Directors may perform this task.

17.3 Operating methods

Sufficient time must be available for the provision of the accounts and their review.

The committee hears the statutory auditors, in particular on the occasion of meetings held to review the process used for preparing the financial information and reviewing the accounts, in order to report on the conduct of their task and the conclusions of their work.

This enables the committee to be informed of the main areas of risk or uncertainty relating to the accounts as identified by the statutory auditors, their approach to the audit and any difficulties that might have arisen during the conduct of the task.

It also hears the directors responsible for financial affairs, accounting, cash flow and internal audits. Should the committee so wish, it must be possible to hold these sessions in the absence of the company's executive management.

18 THE NOMINATIONS COMMITTEE

The nominations committee plays an essential role in shaping the future of the company, as it is responsible for preparing the future membership of the leadership bodies. Accordingly, each Board should appoint, from its members, a committee for the nomination of directors and company officers which may or may not be separate from the compensation committee.

18.1 Membership

It must not include any executive officer and must mostly consist of independent directors.

18.2 Duties

18.2.1 In the case of the selection of new directors

This committee is responsible for submitting proposals to the Board after reviewing in detail all of the factors to be taken into account in its proceedings, in particular with regard to the make-up and changes in the corporation's shareholding structure, in order to arrive at a desirable balance in the membership of the Board: gender representation, nationality, international experience, expertise, etc. In particular, it should organise a procedure for the nomination of future independent directors and perform its own review of potential candidates before the latter are approached in any way.

18.2.2 *In the case of succession planning for company officers*

The nominations committee (or an *ad hoc* committee) should design a plan for replacement of company officers. This is one of the committee's most important tasks, even though it can, if necessary, be entrusted by the Board to an *ad hoc* committee. The Chairman may or may not contribute to the committee's work during the conduct of this task.

18.3 **Operating methods**

The Chief Executive Officer[16] contributes to the work of the nominations committee. If the functions of Chairman and Chief Executive Officer are separated, the non-executive Chairman can be a member of this committee.

19 THE COMPENSATION COMMITTEE[17]

19.1 **Membership**

It must not include any executive officer and must mostly consist of independent directors. It is recommended that the chairman of the committee should be independent and that one of its members should be an employee director.

19.2 **Duties**

The compensation committee is responsible for reviewing and proposing to the Board all of the elements determining the compensation and entitlements accruing to the company officers. The Board of Directors in its entirety is responsible for making the corresponding decisions. It also issues recommendations concerning the global amount of and methods used for the distribution of the compensation awarded to directors.

Furthermore, the committee must be informed of the compensation policy applicable to the principal managers who are not company officers. To this end, the compensation committee involves the executive officers in its work.

19.3 **Operating methods**

When the report on the work of the compensation committee is presented, the Board should deliberate on issues relating to the compensation of the company officers in the absence of the latter.

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[16] This recommendation applies to the Chairman and Chief Executive Officer or Chief Executive Officer in corporations with Boards of Directors, the Chairman of the Management Board, the sole Managing Director of a public limited company with Supervisory Board and to the statutory managers of partnerships limited by shares.

[17] This committee may have various names, depending on the company. For convenience, we propose to use the term "compensation committee".

20 NUMBER OF DIRECTORSHIPS OF COMPANY OFFICERS AND DIRECTORS

20.1 Directors should devote the necessary time and attention to their duties.

20.2 An executive officer should not hold more than two other directorships in listed corporations, including foreign corporations, outside of his or her group[18]. He or she must also seek the opinion of the Board before accepting a new directorship in a listed corporation.

20.3 With regard to non-executive officers, the Board may draw up specific recommendations on this issue, taking into account the individual's particular situation and the specific tasks conferred on him or her.

20.4 A director should not hold more than four other directorships in listed corporations, including foreign corporations, outside of the group. This recommendation will apply at the time of appointment or for the next renewal of the director's term of office.

20.5 The director should keep the Board informed of directorships held in other companies, including his or her participation on Board committees of these companies, both in France and abroad.

21 ETHICAL RULES FOR DIRECTORS

Any director[19] of a listed corporation should consider himself or herself as being bound by the following obligations:

– Before accepting office, the director should ensure that he or she is familiar with the general or specific obligations connected with that office. In particular, he or she should familiarise himself or herself with the relevant laws and regulations, by-laws, these recommendations as supplemented by the Board as well as internal rules adopted by the Board;

– In the absence of legal provisions to the contrary, the director should personally be a shareholder and, by virtue of the provisions in the by-laws or the internal rules, hold a minimum number of shares that is significant in relation to the compensation awarded to them. If he or she does not hold these shares when assuming office, he or she should use his or her compensation to acquire them. The director will notify the corporation of this information, which will publish it in its report on corporate governance;

– The director is mandated by all the shareholders and should act in all circumstances in the best interests of the corporation;

– The director is bound to report to the Board any conflict of interest, whether actual or potential, and abstain from attending the debate and taking part in voting on the related resolution;

[18] The above limit does not apply to directorships held by an executive officer in subsidiaries and holdings, held alone or together with others, of companies whose main activity is to acquire and manage such holdings.

[19] The obligations are naturally applicable both to permanent representatives of legal entities holding directorships and to individual directors.

- The director should be regular in his or her attendance and take part in all meetings of the Board and of any committees of which he or she is a member. He or she must also be present at the shareholders' meeting;

- The director has a duty to remain informed. To this end, he or she should request from the Chairman in due time all the information required to effectively contribute to the items on the agenda of Board meetings;

- With regard to any non-public information obtained in the discharge of his or her duties, the director should consider that he or she is bound by a strict duty of confidentiality that goes beyond the mere duty of discretion provided for by law;

- The director will comply with the applicable legal and regulatory provisions relating to the declaration of transactions and the requirement to abstain from dealing in the securities of the corporation.

Each Board is responsible for supplementing, if appropriate, this list of basic obligations placed on directors with specific provisions that it deems necessary for its operation. To this end, it is desirable that the internal rules set out the rules for preventing and managing conflicts of interest.

22 DIRECTORS' COMPENSATION

22.1 It should be recalled that the method of allocation of this compensation, the total amount of which is determined by the shareholders' meeting, is set by the Board of Directors. It should take account, in such ways as it shall determine, of the directors' actual attendance at meetings of the Board and committees, and the amount shall therefore consist primarily of a variable portion.

22.2 Directors' participation in specialised committees, their chairmanship or even the exercise of special tasks such as those of Vice President or Lead Director may give rise to the award of additional compensation. The exercise of one-off tasks entrusted to a director may give rise to the payment of compensation subject to the application of the procedure for related parties agreements.

22.3 The amount of compensation should reflect the level of responsibility assumed by the directors and the time that they need to devote to their duties. Each Board must review the adequacy of the level of compensation with regard to the duties and responsibilities placed on the directors.

22.4 The rules for allocating this compensation and the individual amounts of payments made in this regard to the directors should be set out in the report on corporate governance.

23 TERMINATION OF EMPLOYMENT CONTRACT IN THE EVENT OF BECOMING A COMPANY OFFICER

23.1 When an employee becomes a company officer, it is recommended to terminate his or her employment contract with the company or with a group company, whether through contractual termination or resignation[20].

23.2 This recommendation applies to the Chairman and Chief Executive Officer or Chief Executive Officer in corporations with Boards of Directors, to the Chairman of the Management Board, to the sole Managing Director in companies with a Management Board and a Supervisory Board and to the statutory managers of partnerships limited by shares.

23.3 It does not apply to employees of a group of companies who are company officers of a subsidiary of the group, whether listed or not.

24 REQUIREMENT FOR COMPANY OFFICERS TO HOLD SHARES

The Board of Directors defines a minimum number of registered shares that the company officers must retain through to the end of their term of office. This decision is reviewed at least on each extension of their term of office.

The Board may base its decisions on various references, for example:

– the annual compensation;

– a defined number of shares;

– a percentage of the capital gain net of taxes and social security contributions and of expenses related to the transaction, in the case of exercised options or performance shares;

– a combination of these references.

Until this objective regarding the holding of shares has been achieved, the company officers will devote a proportion of exercised options or awarded performance shares to this end as determined by the Board. This information must be presented in the corporation's report on corporate governance.

20 Where the employment contract continues, it will be suspended as provided for under applicable legislation.

25 CONCLUSION OF A NON-COMPETITION AGREEMENT WITH A COMPANY OFFICER

25.1 The purpose of concluding a non-competition agreement is to restrict the freedom of a company officer to hold a position with a competitor. It is an instrument designed to protect the company and justifies financial compensation for the aforementioned company officer.

25.2 In accordance with the legal provisions, the Board must authorise the conclusion of the non-competition agreement, the length of the requirement for non-competition and the amount of benefits, taking into account the actual and effective scope of the non-competition requirement. The decision of the Board must be made public.

25.3 When the agreement is concluded, the Board must incorporate a provision that authorises it to waive the application of this agreement when the officer leaves.

25.4 The Board must also make provision for no non-competition benefit to be paid once the officer claims his or her pension rights. In any event, no benefit can be paid over the age of 65.

25.5 There must be no possibility of concluding a non-competition agreement at the time when the company officer leaves in cases where no such clause had previously been stipulated.

25.6 The benefit paid in respect of the non-competition agreement must not exceed the ceiling of two years of (annual fixed + variable) compensation. When a termination benefit is also paid, the aggregate of these two benefits must not exceed this ceiling (see above). The non-competition benefit must be paid in instalments during its term.

26 COMPENSATION OF COMPANY OFFICERS

26.1 Principles for the determination of the compensation of executive officers and the role of the Board of Directors

26.1.1 Role of the Board of Directors

The Board must debate the performances of the executive officers in the absence of the interested parties.

The Board of Directors which appoints the executive officers is responsible for determining their compensation on the basis of proposals made by the compensation committee. The Board provides reasons for its decisions in such matters.

The compensation of these directors must be competitive, adapted to the company's strategy and context and must aim, in particular, to improve its performance and competitiveness over the medium and long term, notably by incorporating one or more criteria related to social and environmental responsibility, of which at least one criterion related to the climate objectives of the company. These criteria, which are clearly defined, must reflect the most significant social and environmental issues for the company. Quantitative criteria should be given priority.

The compensation must make it possible to attract, retain and motivate high-quality directors.

26.1.2 Principles for the determination of compensation

In order to determine the compensation of executive officers, the Boards and committees must take into account and rigorously apply the following principles:

- **comprehensiveness**: the determination of the compensation must be comprehensive. All the components of the compensation must be taken into account when determining the overall compensation level;

- **balance between the compensation components**: each component of the compensation must be clearly substantiated and correspond to the corporate interest;

- **comparability**: this compensation must be assessed within the context of a business sector and the reference market. If the market is taken as a reference, it cannot be the only one since the compensation of a company officer depends on the responsibilities assumed, the results achieved and the work performed. It may also depend on the nature of the tasks entrusted to him or her or on the specific situations (for example, turning around a company in difficulty);

- **consistency**: the company officer’s compensation must be determined in a manner consistent with that of the other officers and employees of the company;

- **understandability of the rules**: the rules should be simple, stable and transparent. The performance criteria used must correspond to the company’s objectives, and be demanding, explicit, and, to the greatest extent possible, long-lasting;

- **proportionality**: the determination of the compensation components must be well balanced and simultaneously take account of the corporate interest, market practices, the performance of the officers, and the company's other stakeholders.

These principles apply to all compensation components, including long-term and extraordinary compensation.

26.1.3 Application of the principles to partnerships limited by shares

It is desirable that partnerships limited by shares apply the same compensation rules as those that are applicable to public limited companies, with the sole exclusion of differences justified by the specific characteristics of this corporate form and, more specifically, those associated with the status of manager of a partnership limited by shares.

26.2 Principles for the determination of the compensation of non-executive officers

In the same way as for executive officers, the Board of Directors, which appoints non-executive officers, is responsible for determining their compensation on the basis of proposals made by the compensation committee. The Board provides reasons for its decisions in such matters.

It is not desirable to award variable compensation, stock options or performance shares. If, despite this, such awards are granted, then the Board must justify the reasons for this and the director cannot be considered to be independent *(see above)*.

26.3 Components of the compensation of executive officers

26.3.1 Fixed compensation of executive officers

In principle, fixed compensation may only be reviewed at relatively long intervals.

If, however, the company opts for an annual increase in the fixed compensation, this increase must be modest and must respect the principle of consistency set out in § 26.1.2.

In the event of any significant increase in compensation, the reasons for this increase must be clearly indicated.

26.3.2 Annual variable compensation of executive officers

The Board may decide to award annual variable compensation, the payment of which may be deferred if appropriate.

The rules for fixing this compensation must be consistent with the annual review of the performances of the executive officers and the corporate strategy. They depend on the director's performance and the progress made by the company.

The terms of the annual variable compensation must be understandable to shareholders, and clear and comprehensive information must be provided each year in the report on corporate governance.

The board defines the criteria that make it possible to determine the annual variable compensation as well as the objectives to be achieved. These must be precise and, of course, predetermined.

These criteria must be reviewed regularly, while avoiding overly frequent revisions.

The **quantifiable** criteria are not necessarily financial and must be simple, relevant and suited to the corporate strategy. They must account for the largest share of this compensation.

If used, the stock exchange price must not constitute the only quantifiable criterion and may be assessed on a relative basis (comparison with similar companies or indexes).

The **qualitative** criteria must be defined precisely. When qualitative criteria are used within the annual variable compensation, a limit must be set for the qualitative part.

The maximum amount of annual variable compensation must be defined as a percentage of the fixed compensation and must be of a magnitude that is proportionate to this fixed part.

Except in justified cases, the award of annual variable compensation may not be restricted solely to executive officers.

26.3.3 Long-term compensation of executive officers

- **General principles**

  The aim of the long-term compensation mechanisms is not only to encourage directors to adopt a long-term approach but also to secure their loyalty and harmonise their own interests with the corporate interest and the interests of the shareholders.

  These mechanisms may consist of the award of instruments such as stock options or performance shares or may take the form of the award of securities or cash payments within the framework of multi-annual variable compensation plans.

  Such plans are not restricted solely to executive officers, and all or a part of the company's employees may benefit from them.

  They must be simple and comprehensible, both for the interested parties themselves and for the shareholders.

  When awarding them, the Board may include a provision authorising it to rule on the maintenance or otherwise of long-term compensation plans not yet acquired, options not yet exercised or shares not yet vested at the time of departure of the beneficiary.

These plans, the award of which must be proportionate to the annual fixed and variable compensation components, must provide for demanding performance conditions to be fulfilled over a period of several consecutive years. These conditions may be performance conditions that are internal to the company or relative conditions, that is to say linked to the performances of other corporations, a reference sector, etc. If chosen as a criterion, the stock exchange price may be assessed on a relative basis (comparison with similar companies or indexes). Whenever possible and relevant, these internal and relative performance conditions should be combined.

Only under exceptional circumstances (substantial change to scope, unexpected change in the competitive context, loss of relevance of a reference index or a comparison group, etc.) is it permissible to modify the performance conditions during the period in question. In this case, these changes are made public following the Board meeting at which they were decided on. In the event of a change to the performance conditions, the alignment of the interests of the shareholders with those of the beneficiaries must be maintained.

In the event of the departure of a director, please refer to § 26.5.1.

- **Provisions specific to stock options and performance shares**

The award of stock options and/or performance shares must correspond to a policy of involvement in the capital, i.e. a policy that aligns the interests of beneficiaries with those of the shareholders along with the associated uncertainty.

The Board must ensure that awards are made at the same calendar periods, e.g. after the publication of the financial statements for the previous financial year, and should preferably do so each year.

It is necessary to specify periods preceding the publication of the annual and interim financial statements during which the exercise of the stock options is not possible. The Board of Directors or Supervisory Board must specify these periods and, where applicable, specify the procedure to be followed by the beneficiaries prior to any exercise of the stock options in order to ensure that they do not hold any information likely to prevent them from exercising these options.

With regard to executive officers, it is necessary:

– to ensure that the stock options and performance shares valued in accordance with the method chosen for the consolidated financial statements represent a proportionate percentage of the aggregate of all compensation, options and shares awarded to them. The Board must specify the percentage of the compensation not to be exceeded by such awards;

- to avoid awards from being overly concentrated on them. According to the situation of each company (size, industry, broad or narrow scope of the award, number of officers, etc.), the Board must define the maximum percentage of options and performance shares that may be awarded to company officers, as compared with the aggregate award approved by the shareholders. The resolution authorising the award plan submitted to a vote at the shareholders' meeting must mention this maximum percentage in the form of an award sub-ceiling for company officers;
- to remain consistent with the corporation's prior practices for the valuation of the awarded options and performance shares.

No discount should be applied upon the award of stock options to company officers.

Company officers who are beneficiaries of stock options and/or performance shares must make a formal commitment not to engage in any hedging transactions in respect of their own risks with regard to options, shares resulting from the exercise of options or performance shares, and to respect this commitment until the end of the share retention period determined by the Board of Directors.

25.3.4 Extraordinary compensation of executive officers

Only highly specific circumstances may warrant the award of extraordinary compensation (for example, due to their importance for the corporation, the involvement they demand and the difficulties they present).

Justified reasons for the payment of this compensation must be given, and the realisation of the event that gave rise to the payment must be explained.

26.4 **Taking up of positions by executive officers**

Benefits for taking up a position may only be granted to a new executive officer who has come from a company outside the group.

The payment of this benefit, which may take a number of different forms, is intended to compensate the director for the loss of the entitlements from which he or she previously benefited. It must be explicitly indicated and the amount must be made public at the time it is determined, including in the event of periodic or deferred payment.

26.5 Departure of company officers

26.5.1 General provisions

It is not acceptable that directors whose company has failed or who have personally failed may receive benefits upon departure.

The law gives a major role to shareholders by making these predefined benefits, paid on termination of office as a company officer, subject to their approval. It demands total transparency and makes termination payments conditional upon performance conditions.

The performance conditions set out by the Board for these benefits must be assessed over at least two financial years. They must be demanding and may not allow for the indemnification of a director, unless his or her departure is imposed, regardless of the form of this departure.

The payment of any termination benefits to a company officer must be excluded if he or she elects to leave the company in order to hold another position or is assigned to another position within the same group or is entitled to benefit from his or her pension rights.

The termination payment must not exceed, where applicable, two years of (annual fixed and variable) compensation.

If a non-competition clause has also been stipulated, the Board decides on whether or not to apply this clause at the time of the director's departure. Under no circumstances may the aggregate amount of these two benefits exceed this ceiling (*see above*).

This two-year ceiling also covers, where applicable, any benefits relating to termination of the employment contract.

Any artificial increase in compensation during the period preceding the departure should be prohibited.

A company officer cannot be awarded stock options or performance shares at the time of his or her departure.

In the event that a company officer leaves before the completion of the term envisaged for the assessment of the performance criteria for the long-term compensation mechanisms, continued entitlement to all or part of the long-term compensation benefit and its payment must be evaluated by the Board and the reasons for its decision must be indicated.

26.5.2 Rules governing information

In addition to the requirements imposed by law, when a company officer leaves the company, the financial conditions relating to his or her departure must be set out in detail. The information that is to be published comprises:

- the fixed compensation paid in respect of the current financial year;
- the way in which the annual variable compensation will be calculated for the current year;
- if applicable, any extraordinary compensation;
- how the following will be dealt with:
  - ongoing multi-annual or deferred variable compensation plans*;*
  - stock options that have not yet been exercised and performance shares not yet vested;
- the payment of any termination or non-competition benefits;
- benefits from any supplementary pension schemes.

26.6 **Supplementary pension schemes of company officers**

26.6.1 General principles

The supplementary pension schemes make it possible to supplement the pensions paid by the basic and complementary schemes.

Irrespective of its nature, the award of a supplementary pension scheme to a company officer must comply with the principles used to determine compensation as set out in § 25.1.2. Except where its purpose is to offset the loss of potential entitlements in respect of which the benefit has already been subject to performance conditions, the award of entitlements or compensation intended to constitute a supplementary pension scheme is subject to such conditions.

27 INFORMATION ON COMPANY OFFICERS' COMPENSATION AND THE POLICY FOR AWARDING STOCK OPTIONS AND PERFORMANCE SHARES

The law imposes on companies whose shares are admitted for trading on a regulated market the obligation to disclose in their report on corporate governance or, if applicable, in a specific section of their management report the aggregate compensation and entitlements of all types paid during the financial year to each company officer, as well as the amount of the compensation and entitlements of any type that each of these officers has received during the financial year from group companies. Comprehensive information must be provided to shareholders so that they can have a clear view, not only of the individual compensation paid to company officers, but also of the policy applied in order to determine the compensation.

27.1 Ongoing information

All of the company officers' compensation components, whether potential or vested, must be publicly disclosed, immediately after the meeting of the Board approving them.

27.2 Annual information

The report on corporate governance must include a chapter, prepared with the support of the compensation committee, devoted to informing shareholders of the compensation received by company officers.

This chapter must contain a detailed presentation of the policy used to determine the compensation of the company officers, in particular:

— the rules governing the award of the annual variable part. Without jeopardising the confidentiality that may be linked to certain elements in the determination of the variable part of the compensation, this presentation must indicate the breakdown of the qualitative or quantifiable criteria on the basis of which this variable part is determined, their relative importance, how these criteria have been applied during the financial year and whether the individual targets have been attained. It must also, where necessary, specify whether the payment of this variable part is partly deferred and indicate the conditions and methods of this deferred payment;

— the rules governing the award of multi-annual variable compensation. Without jeopardising the confidentiality that may be justified for certain elements in the determination of this multi-annual variable compensation, it must indicate the qualitative or quantifiable criteria on the basis of which this compensation is determined and their respective importance and, when the multi-annual variable part is paid, how these criteria have been applied;

— a description of the policy for awarding stock options to company officers. In particular, it is necessary to specify the nature of the options (purchase or subscription options), the frequency of the plans and the conditions decided on by the Board for the exercise of the options. A summary table showing all the data relating to current option plans, as set out in the report on corporate governance;

- a description of the policy for awarding shares to company officers, the conditions and, if applicable, the criteria defined by the Board of Directors. In the same way as for stock options, a summary table must show all these data and, in particular, the number of performance shares awarded to each company officer;
- the valuation of stock options and performance shares awarded to company officers, if applicable, at the time of the award and in accordance with the method used for the consolidated financial statements, and the fraction (of the capital) awarded to each of them must also be indicated.

This chapter must also contain:

- a detailed presentation of each company officer's individual compensation, compared with that of the preceding financial year, and broken down between fixed components and variable components. Although the Commercial Code does not impose any such obligation, it appears that the information most relevant for shareholders consists of connecting the variable component to the financial year in respect of which it is calculated, even if it is only paid during subsequent financial years.
- the aggregate and individual amount of compensation paid to directors and the rules for allocating this, as well as the rules governing the payment of the compensation awarded, where applicable, to the general management team in respect of corporate offices held in group companies;
- information on the pension system. Given their wide variety, it is necessary to indicate whether company officers benefit from the same pension scheme as the group's senior executives or whether they benefit from a specific pension scheme, and to describe the main features of these schemes and in particular their calculation methods.
- information on the ratios for measuring the gaps between the compensation of company officers and that of employees of the corporation[21]. Corporations which have no or not many employees in relation to the global workforce in France must take into account a more significant perimeter[22] in relation to the wage bill or the workforce in France of the corporations over which they have exclusive control within the meaning of Article L.233-16 II of the Commercial Code.

It is recommended that this should follow the standard presentation (shown in Appendix 4) for all the compensation components received by the directors.

[21] Article L.225-37-3 of the Commercial Code is directed at the corporation's employees who prepare the report on corporate governance.

[22] 80% of the workforce in France may be considered a significant perimeter.

28 IMPLEMENTATION OF THE RECOMMENDATIONS

28.1 Implementation by companies of the "comply or explain" rule

Listed corporations referring to this Corporate Governance Code should report in detail, in their report on corporate governance, on the implementation of these recommendations and, where applicable, provide an explanation when they deviate from any of them.

The explanation to be provided when a recommendation has not been applied must be comprehensible, relevant and detailed. It must be substantiated and adapted to the company's particular situation and must convincingly indicate why this specific aspect justifies an exemption. It must state the alternative measures that have been taken, if applicable, and must describe the actions that allow the company to comply with the aims of the relevant provision of the code.

If a company intends to implement a recommendation in the future from which it has provisionally deviated, it must state when this temporary situation will come to an end. Companies must indicate in a specific section or table the recommendations that they have not implemented and the respective explanations.

28.2 The High Committee on corporate governance

In order to ensure the effective implementation of the fundamental corporate governance rule, "comply or explain", Afep and Medef formed a High Committee on corporate governance in October 2013. It is responsible for monitoring the implementation of the Corporate Governance Code for the listed corporations that refer to it and ensures the actual implementation of the fundamental corporate governance rule, which is the "comply or explain" principle.

It consists of five experts who either hold or have held directorships in companies that refer to this code, and four qualified individuals who represent the investors and/or have been chosen for their legal or ethical expertise. The Chairman is appointed from among the five individuals who hold or have held directorships.

These individuals are appointed for a period of three years, which may be renewed once by Afep and Medef, on a staggered basis. The members of the High Committee must declare their directorships in listed companies and their participation in professional associations.

It is responsible for:

— monitoring the application of the principles contained in this code. To this end, it may firstly receive questions from Boards on any provision or interpretation connected with the code (for example, qualification as an independent director) and, secondly, it may decide to investigate at its own initiative if it establishes that a company has failed to implement one of the code's recommendations without sufficient explanations and refer the matter to the Board of the company in question. In the event of investigation, the company must reply to the High Committee's letter within a maximum period of two months. If it does not respond within this period, it runs the risk of the investigation being made public.

If a company decides not to follow the High Committee's recommendations, it must indicate the latter's opinion in its report on corporate governance, together with the reasons why it decided not to comply with these recommendations;

— proposing to Afep and Medef updates to the code in the light of changing practices and recommendations that it may have made to companies in the course of its task of monitoring the implementation of the code.

The High Committee publishes an annual activity report.

29 REVISION OF THE CODE

The code is revised at the initiative of Afep and Medef, which regularly review the appropriateness of updating the code, notably in line with proposals from market participants.

The proposed revisions are submitted for public consultation.

APPENDICES

APPENDIX 1

STAGES IN THE DEVELOPMENT OF THE AFEP-MEDEF CODE

— **July 1995**: the Viénot I report focused primarily on the membership and tasks of the Board of Directors.

— **July 1999**: for the first time, the Viénot II report addressed the question of compensation by recommending bringing together the information on this compensation in an *ad hoc* chapter and further introduced the "comply or explain" principle.

— **September 2002**: the main features of the Bouton report were to strengthen the tasks of the audit committee and to define "independent director".

— **October 2003**: these reports were consolidated to form the "corporate governance code of listed corporations".

— **January 2007** and **October 2008**: the recommendations of the code were extended to comprise the compensation of the company officers.

— **April 2010**: recommendations were added to the code relating to the presence of women on Boards. The final aim was that all Boards should achieve and then maintain a percentage of at least 40% women as of the shareholders' meeting of 2016 or the admission of the company's shares for trading on a regulated market.

— **June 2013**: the recommendations of the code were extended to include the shareholders' vote on compensation, or "*say on pay*", the strengthening of the "comply or explain" rule and the establishment of the High Committee on corporate governance.

— **November 2015**: the recommendations of the code were extended to include the disposal of significant assets, in the light of the recommendations made by AMF, and consistency with the new statutory provisions governing supplementary pensions was established.

— **November 2016**: the recommendations of the code were specified in further detail and extended, in particular in the fields of independence, CSR and the compensation of company officers, by creating specific paragraphs on compensation applicable to non-executive officers, long-term compensation and extraordinary compensation and by ensuring the transparency of the elements relating to the departure of directors**.**

— **June 2018**: the recommendations specify, at the beginning of the code, the tasks of the Board of Directors, which should notably endeavour to promote long-term value creation by the company by considering the social and environmental aspects of its activities. In particular, they tighten the requirements relating to non-discrimination and diversity, impose even stricter clauses relating to the departure of company officers, and encourage direct dialogue between shareholders and the Board of Directors. The composition of the High Committee on Corporate Governance is increased from 7 to 9 members and it is given enhanced means of action. Finally, the appendices to the code are supplemented by tables enabling information about the Board of Directors and its committees to be presented in a standard format.

- **January 2020:** the recommendations put gender diversity in governing bodies at the center of the Board of Directors' agenda, who must set gender diversity targets. Moreover, as regards the calculation of the pay gap ratios between the company officers and the company employees, the Code recommends that, where the holding company has few or no employees, taking into account, as a denominator, a more significant perimeter in relation to the wage bill or the workforce of the French companies in the group.

- **December 2022**: the recommendations reinforce the role of the Board as the guarantor of the company's CSR strategy. It is therefore recommended that the Board establish multi-annual strategic guidelines in these areas, especially in relation to climate-related issues, for which this strategy should be completed by clear objectives on different time frames. It is also recommended that the work on CSR topics be prepared by a specialised committee of the Board. To this end, Directors can benefit from training on environmental and climate-related issues. Finally, it is recommended that the compensation of Directors should include at least one criterion related to climate objectives among the CSR criteria.

APPENDIX 2

COMPANY OFFICERS IN PUBLIC LIMITED COMPANIES AND PARTNERSHIPS LIMITED BY SHARES

		Public limited companies with a Board of Directors	Public limited companies with a Management Board / Supervisory Board	Partnerships limited by shares
Executive officers	Executive officers	• Chairman and Chief Executive Officer (combination of offices) • Chief Executive Officer • Deputy Chief Executive Officer(s)	• Chairman of the Management Board • Members of the Management Board	Manager(s)
Non-executive officers	Non-executive officers	Chairman of the Board of Directors (separation of the offices of Chairman and Chief Executive Officer)	Chairman of the Supervisory Board	Chairman of the Supervisory Board
	Directors / members of the Supervisory Board	Directors	Members of the Supervisory Board	Members of the Supervisory Board

APPENDIX 3

OVERVIEW OF THE BOARD

	PERSONAL INFORMATION				EXPERIENCE	POSITION ON THE BOARD				PARTICIPATION IN BOARD COMMITTEES
	Age	Gender	Nationality	Number of shares	Number of directorships in listed corporations	Independence	Initial date of appointment	Term of office expires	Length of service on the Board	
Company officer/ Director										
Directors										
Director(s) representing employee shareholders										
Director(s) representing employees										

Profile, experience and expertise of directors

Name:

- ***Age and nationality***
- ***First appointment***
- ***Term of office expires***
- ***Shares held***
- **Participation in Board committees**
- **Summary of the main areas of expertise and experience (*or referral to the biography if applicable)***
- **Main activities carried out outside of the company**
- **Current directorships**
  - Directorships and positions in group companies
  - Directorships and positions in companies outside of the group: (*French listed corporations, French unlisted corporations, foreign listed corporations, foreign unlisted corporations)*
- **Directorships that have expired within the past five years**

Changes that have occurred within the membership of the Board and committees during the financial year

Situation as at...

	Departure	Appointment	Reappointment
Board	*(name)* *dd/mm/yy*		
Audit committee			
Compensation committee			
Nominations committee			
Other			

Independence of directors

The following table shows the status of each director
with regard to the criteria for independence set out in § 9 of the code

Criterion 1: ***Employee corporate officer within the past 5 years*** Not to be and not to have been within the previous five years: • an employee or executive officer of the company; • an employee, executive officer or director of a company consolidated within the corporation; • an employee, executive officer or director of the company's parent company or a company consolidated within this parent company.
Criterion 2: ***Cross-directorships*** Not to be an executive officer of a company in which the Corporation holds a directorship, directly or indirectly, or in which an employee appointed as such or an executive officer of the Corporation (currently in office or having held such office within the last five years) holds a directorship.
Criterion 3: ***Significant business relationships*** Not to be a customer, supplier, commercial banker, investment banker or consultant: • that is significant to the corporation or its group; • or for which the corporation or its group represents a significant portion of its activity. The evaluation of the significance or otherwise of the relationship with the company or its group must be debated by the Board and the quantitative and qualitative criteria that led to this evaluation (continuity, economic dependence, exclusivity, etc.) must be explicitly stated in the annual report.
Criterion 4: ***Family ties*** Not to be related by close family ties to a company officer.
Criterion 5: ***Auditor*** Not to have been an auditor of the corporation within the previous 5 years.
Criterion 6: ***Period of office exceeding 12 years*** Not to have been a director of the Corporation for more than 12 years. Loss of the status of independent director occurs on the date of the 12th anniversary.
Criterion 7: ***Status of non-executive officer*** A non-executive officer cannot be considered independent if he or she receives variable compensation in cash or in the form of securities or any compensation linked to the performance of the corporation or group.
Criterion 8: ***Status of the major shareholder*** Directors representing major shareholders of the corporation or its parent company may be considered independent, provided these shareholders do not take part in the control of the corporation. Nevertheless, beyond a 10% threshold in capital or voting rights, the Board, upon a report from the nominations committee, should systematically review the qualification as independent in the light of the make-up of the corporation's capital and the existence of a potential conflict of interest.

Criteria (1)	Dir	Dir	Dir	Dir	Dir	Dir	Dir	Dir
Criterion 1: *Employee corporate officer within the past 5 years*								
Criterion 2: *Cross-directorships*								
Criterion 3: *Significant business relationships*								
Criterion 4: *Family ties*								
Criterion 5: *Auditor*								
Criterion 6: *Period of office exceeding 12 years*								
Criterion 7: *Status of non-executive officer*								
Criterion 8: *Status of the major shareholder*								

(1) *In this table, ✔ signifies that a criterion for independence is satisfied and ✘ signifies that a criterion for independence is not satisfied*

Regular attendance of members of the Board

	Regular attendance on the Board	Regular attendance on the Audit Committee	Regular attendance on the Compensation Committee	Regular attendance on the Nominations Committee	Other
First name and surname (position)					

n/a: non applicable

APPENDIX 4

STANDARD PRESENTATION OF THE COMPENSATION OF COMPANY OFFICERS OF COMPANIES WHOSE SHARES ARE ADMITTED FOR TRADING ON A REGULATED MARKET

In order to improve the clarity and comparability of information about company officers' compensation, Afep and Medef recommend that companies whose shares are admitted for trading on a regulated market should adopt the following presentation in the form of tables.

These ten tables must be grouped in a specific chapter of the report on corporate governance devoted to company officers' compensation. These tables supplement, but do not replace, the information that must be otherwise disclosed by the said companies, for instance as regards the compensation policy, the criteria for the determination of the variable fraction of compensation, or the full details of past stock option plans.

Furthermore, these tables must be supplemented by such information as might be needed to make them understandable and by data that cannot be detailed in tables, such as the details of collective benefit schemes and pension schemes entailing a risk factor.

Table 1

Table summarising the compensation, options and shares awarded to each executive officer		
	Financial year N-1	**Financial year N**
Company officer's name and position		
Compensation awarded in respect of the financial year (*detailed in table 2*)		
Valuation of the stock options awarded during the financial year (*detailed in table 4*)		
Valuation of the performance shares awarded during the financial year (*detailed in table 6*)		
Valuation of the other long-term compensation plans		
TOTAL		

Table 2[23]

Table summarising the compensation of each executive officer				
Company officer's name and position	Financial year N-1		Financial year N	
	Amounts awarded	Amounts[24] paid	Amounts awarded	Amounts paid
Fixed compensation				
Annual variable compensation				
Extraordinary compensation				
Compensation allocated due to the directorship				
Fringe benefits[25]				
TOTAL				

Table 3

Table on the compensation received by non-executive directors				
	Financial year N-1		Financial year N	
Non-executive directors	Amounts awarded	Amounts[25] paid	Amounts awarded	Amounts paid
Name				
Compensation (fixed, variable)				
Other compensation[26]				
Name				
Compensation (fixed, variable)				
Other compensation				
TOTAL				

23 Where applicable, mention the compensation paid or awarded by a corporation included in the scope of consolidation within the meaning of Article L.233-16
24 Detail for each financial year to which it is connected
25 These fringe benefits must be described: car, accommodation, etc.
26 Where applicable, present the BSCPE awards

Table 4

Subscription or purchase options awarded during the financial year to each executive officer by the issuer and *by any group company*						
(list of names)	No. and date of the plan	Nature of the options (purchase or subscription)	Valuation of the options according to the method used for consolidated financial statements	Number of options awarded during the financial year	Exercise price	Exercise period

Table 5

Subscription or purchase options exercised during the financial year by each executive officer			
(list of names)	No. and date of the plan	Number of options exercised during the financial year	Exercise price

Table 6

Performance shares awarded during the financial year to each executive officer by the issuer and by any group company						
(list of names)	No. and date of the plan	Number of shares awarded during the financial year	Valuation of the shares according to the method used for consolidated financial statements	Acquisition date	Availability date	Performance conditions

Table 7

Performance shares that have become available during the financial year for each executive officer		
(list of names)	No. and date of the plan	Number of shares that have become available during the financial year

Table 8

PAST AWARDS OF SUBSCRIPTION OR PURCHASE OPTIONS (1)				
INFORMATION ABOUT THE SUBSCRIPTION OR PURCHASE OPTIONS (1)				
	Plan no. 1	Plan no. 2	Plan no. 3	Etc.
Date of meeting				
Date of Board or Management Board meeting, as applicable				
Total number of shares (2) available for subscription or purchase, of which the number available for subscription or purchase by:				
The company officers (3)				
Director 1				
Director 2				
Director 3				
Starting date for the exercise of options				
Expiry date				
Subscription or purchase price (4)				
Methods of exercise (when the plan comprises several tranches)				
Number of shares subscribed on […] (most recent date)				
Cumulative number of subscription or purchase options cancelled or lapsed				
Subscription or purchase options remaining at the end of the financial year				

(1) Also includes other financial instruments giving access to capital (BSA, BSRA, BSPCE, etc.). The same information is given for other optional instruments, awarded as a result of operations reserved for company officers.

(2) State when the parity is not from a derivative in respect of a share by adding a comment. Similarly, if an adjustment has been made to the parity or to the capital, the table must be presented following adjustment.

(3) List of names of company officers (executive and non-executive officers).

(4) State the methods used to determine the subscription or purchase price.

Table 9

PAST AWARDS OF PERFORMANCE SHARES				
INFORMATION ABOUT PERFORMANCE SHARES				
	Plan no. 1	Plan no. 2	Plan no. 3	Etc.
Date of meeting				
Date of Board or Management Board meeting, as applicable				
Total number of shares awarded, of which the number awarded to:				
The company officers (1)				
Director 1				
Director 2				
Director 3				
Date of acquisition of shares				
Date of the end of the retaining period				
Performance conditions				
Number of shares acquired on […] (most recent date)				
Cumulative number of shares cancelled or lapsed				
Performance shares remaining at the end of the financial year				

(1) List of names of the executive and non-executive officers.

Table 10

TABLE SUMMARISING THE MULTI-ANNUAL VARIABLE COMPENSATION PAID TO EACH EXECUTIVE OFFICER[27]			
Company officer's name and position	**Financial year [28]**	**Financial year**	**Financial year**

Table 11

Executive officers	Employment contract		Supplementary pension scheme		Benefits or entitlements due or likely to become due as a result of termination or change of position		Benefits relating to a non-competition clause	
	Yes	No	Yes	No	Yes	No	Yes	No
Name Position Term start date Term end date								
Name Position Term start date Term end date								

[27] It is not possible to provide a single, all-embracing model, and this table must therefore be adapted in the light of the specific nature of the plans and must provide a clear description of the mechanisms involved.

[28] The table must indicate the financial years concerned in the duration of the plan.