

RENAULT S.A.
(the “Company”)

BOARD CHARTER

As adopted by the Board of Directors on December 12, 2024

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The Company's Board of Directors (*Conseil d'administration*) is a collegial body governed by applicable laws, regulations and provisions of the articles of association (*statuts*) of the Company, which are currently in force, and by this board charter (the "**Board Charter**").

This Board Charter supplements applicable laws and regulations, as well as provisions of the articles of association, which shall prevail in the event of any inconsistency.

This Board Charter sets forth the principles according to which the Board of Directors and its Committees shall operate, as well as the ethical rules applicable to their members, in addition to their relationship with the General Management (*direction générale*). They are solely intended for internal use within the Company and may not be invoked by shareholders or third parties against directors, executives or the Company.

The Board of Directors takes into consideration the Corporate Governance Code of Listed Corporations published by the Association Française des Entreprises Privées and the Mouvement des Entreprises de France (the "**AFEP-MEDEF Code**"), to which the Company voluntarily refers in accordance with the French *Code de commerce*.

ARTICLE 1 – PURPOSE OF THE BOARD CHARTER

This Board Charter applies to all members of the Board of Directors, whether natural persons, legal entities or permanent representatives of legal entities and, more broadly, to any person attending a Board meeting.

It shall be communicated to all candidates for director positions and to all permanent representatives of legal entities that are directors of the Company.

ARTICLE 2 – MANAGEMENT'S FORMS OF EXERCISE – CHAIRMAN OF THE BOARD – LEAD INDEPENDENT DIRECTOR – BOARD SECRETARY

2.1 General Management's forms of exercise

General Management functions are exercised, under his/her responsibility, either by the Chairman (*Président*) of the Board of Directors, who shall bear the title of Chairman and Chief Executive Officer (*Président-Directeur général*), or by another natural person, who shall bear the title of Chief Executive Officer (*Directeur général*).

The Board of Directors shall choose between the aforementioned forms of exercise of General Management functions upon appointment or renewal of the terms of office of the Chairman of the Board of Directors or of the Chief Executive Officer.

Chief Executive Officer

The Chief Executive Officer shall direct the Company's activities. In this respect, the operational and functional departments of the group (comprising Renault S.A. and all its consolidated subsidiaries, the "**Group**") shall report to the Chief Executive Officer.

The Chief Executive Officer shall have the broadest powers to act under all circumstances on behalf of the Company, subject to legal restrictions and limitations imposed by the articles of associations and the provisions of this Board Charter.

The Chief Executive Officer shall represent the Company in its relations with third parties.

The Chief Executive Officer shall be appointed by the Board of Directors and may be dismissed at any time by the Board of Directors. If the Chief Executive Officer is not a director, he/she shall be a permanent guest to the meetings of the Board of Directors. In such capacity, he/she may attend all Board meetings without voting rights. However, he/she shall not participate in discussions relating to his/her term of office or compensation.

Limitation of the Chief Executive Officer's powers

The Chief Executive Officer must obtain the authorization of the Board of Directors for any external growth transaction and any acquisition or disposal of any ownership in any company, whether existing or to be created, where the amount exceeds €250 million.

The Chief Executive Officer must inform the Board of Directors of any external growth transaction and any acquisition or disposal of any ownership in any company, whether existing or to be created, where the amount exceeds €60 million.

The Board of Directors shall determine every year the total amount of sureties (*cautions*), endorsements (*avals*) or guarantees (*garanties*), which the Chief Executive Officer may provide without requesting the Board's specific authorization.

Deputy Chief Executive Officers (*Directeurs généraux délégués*)

To ensure continuity of the Company's operations, in the event that Deputy Chief Executive Officers have been appointed and the Chief Executive Officer ceases to perform or is prevented from performing his/her duties, the Deputy Chief Executive Officers shall retain their roles and powers, unless otherwise decided by the Board of Directors, and exercise General Management functions in the Company until the appointment of a new Chief Executive Officer.

2.2 Chairman

Appointment

The Board of Directors shall elect a chairman (the "**Chairman**") among natural persons who are members of the Board. The Chairman shall be appointed for a term not exceeding his/her term of office as director.

The Chairman shall be eligible for reappointment. The Chairman may be dismissed at any time by the Board of Directors.

Organization of the Board of Directors' work

The Chairman shall organize and direct the Board of Directors' work, on which he/she shall report to the general meeting of the shareholders. The Chairman shall determine the schedule and the agenda of and convene the Board meetings.

The Chairman shall chair the meetings of the Board of Directors. If the Chairman is unable to attend, Board meetings shall be chaired (i) by the Lead Independent Director or (ii) if there is no Lead Independent Director, or if he/she is absent or unable to attend, by the Chairman of the Governance and Compensation Committee or any other Committee Chairman appointed by mutual agreement between the Committee Chairmen.

Except in specific circumstances, the Chairman is the sole person empowered to communicate on behalf of the Board of Directors, in accordance with the principle of collegiality of the Board.

The Chairman shall ensure that Renault's corporate bodies correctly operate, particularly the Board of Directors and its Committees. The Chairman shall ensure that directors receive the information they need to fulfil their duties and, more generally, that they are able to take part in the work of the Board of Directors and its Committees.

In addition, the Chairman shall also ensure that members of the Board of Directors take part in the Board of Directors' work effectively, with diligence, expertise and loyalty, and that they take the time necessary to address the issues, including strategic issues, concerning Renault and the Group.

The Chairman shall ensure that the work of the Board of Directors is well organized, in a manner conducive to constructive discussion and decision-making. The Chairman shall lead the work of the Board of Directors and coordinate its work with that of the Committees, which he/she may consult, at any time, on any matter within their competence. In that respect, the Chairman may add any matter he/she deems relevant to the agenda of any meeting of a Committee of the Board of Directors. The Chairman may attend, if he/she so wishes, Committee meetings, except where his/her personal situation is being discussed. The Chairman shall have access to the Committees' work.

Other duties of the Chairman

The Chairman shall also have the following duties, which he/she shall perform in liaison with the Chief Executive Officer:

- be the contact person of Nissan and Mitsubishi in respect of any discussion regarding the organization and development of the Alliance with Nissan and Mitsubishi (the "Alliance"); and
- propose to the Board of Directors any new agreement or alliance that he/she deems useful for Renault's future.

The Chairman shall keep the Board of Directors informed of the performance of his/her duties relating to the Alliance and shall make recommendations on any decisions to be taken on this matter.

In all circumstances, the Chairman shall inform the Chief Executive Officer, the Board of Directors of the developments of the Alliance.

Finally, the Chairman shall work to ensure that high-quality relations are maintained with Renault shareholders and shall contribute to promoting Renault's values and image among its staff and partners.

The Chairman shall have access to the Company's corporate functions that he/she needs. The Chairman may ask the Chief Executive Officer for any information that may be useful for the performance of his/her duties, as well as for the work of the Board of Directors or its Committees, including regarding, the strategy, the financial and extra-financial reporting, major investment and divestment projects and major financial transactions.

2.3 Lead Independent Director

Appointment

The Board of Directors may, on the proposal of the Governance and Compensation Committee, appoint a Lead Independent Director from among directors considered to be independent.

If the functions of the Chairman of the Board of Directors and the Chief Executive Officer are combined, the Board of Directors is required to appoint a Lead Independent Director.

The Lead Independent Director shall be appointed for a term that shall not exceed his/her term of office as director. He/she shall be eligible for reappointment as Lead Independent Director. The functions of the Lead Independent Director may terminate at any time by the Board of Directors.

Duties and powers

The Lead Independent Director shall replace the Chairman in the following cases:

- if the Chairman is temporarily unavailable, for the duration of his/her unavailability;
- in the event of the Chairman's death, until the election of a new Chairman.

More generally, the Lead Independent Director shall chair meetings of the Board of Directors in the absence of the Chairman.

Moreover, the Lead Independent Director shall:

- be consulted by the Chairman regarding the agenda of each meeting of the Board of Directors and the schedule of meetings; the Lead Independent Director may propose to the Chairman additional agenda items for a Board of Directors' meeting or the convening of a Board of Directors' meeting regarding a particular matter, whose importance or urgency would justify holding an extraordinary meeting;
- convene the Board in exceptional circumstances, after having sought the opinion of all Committees Chairs;
- convene, at least once per year, if the functions of the Chairman and the Chief Executive Officer are combined, a meeting of the Board's members in the absence of the Chairman and Chief Executive Officer and, as the case may be, of the Deputy Chief Executive Officer(s). Those meetings shall be convened, in particular, to assess the performance of the Chairman and Chief Executive Officer and, as the case may be, of the Deputy Chief Executive Officer(s), and to examine their respective compensation; the Lead Independent Director shall preside over the debates during such meetings;
- ensure that the independent directors liaise with the other members of the Board of Directors and General Management; the Lead Independent Director shall work to ensure that the directors are able to fulfil their duties under the best possible conditions and, in particular, receive comprehensive information prior to the Board of Directors' meetings;
- prevent conflicts of interest, particularly by carrying out prevention and awareness-raising activities among the directors; the Lead Independent Director shall bring to the Chairman's attention any potential conflicts of interest concerning the Chief Executive Officer and the Deputy Chief Executive Officers, as well as members of the Board of Directors he/she may have identified;
- be appointed by the Board of Directors as Chair or member of one or more Committees of the Board of Directors; in any event, the Lead Independent Director may attend meetings and have access to the work of all Committees;
- take note of requests made by directors regarding governance and shall work to ensure that such requests are addressed; the Lead Independent Director shall assist the Chairman or the Chief Executive Officer in responding to shareholders' requests, be available to meet some of them

with the approval of the Chairman or the Chief Executive Officer, and inform the Board of shareholders' concerns regarding governance;

- ensure compliance with this Board Charter; and
- report on the assessment of his/her duties once a year to the Board of Directors; the Lead Independent Director may be invited by the Chairman to report on his/her activities during shareholders' general meetings.

2.4 Board Secretariat

The Board of Directors shall appoint, on the proposal of the Chairman, a Board Secretary for a term that it shall determine. If the Secretary is not a member of the Board of Directors, he/she shall nevertheless be subject to the confidentiality obligations set out in Article 4.2.

The Board Secretary shall:

- assist the Chairman in performing his/her duties, in particular regarding the organization of the Board's work and the determination of the schedule of Board meetings;
- be in charge of sending working documents to the directors;
- inform the directors of the main legal and regulatory changes and peer discussions concerning various corporate governance matters; and more generally,
- be available to the directors to address any request for information regarding their rights and obligations, the operation of the Board and any news concerning the Company and the Group.

ARTICLE 3 – OPERATION OF THE BOARD OF DIRECTORS

3.1 Duties and tasks of the Board

The Board of Directors shall determine, on the proposal of the Chief Executive Officer, the strategic orientations of the Company's activities and ensure their implementation, in accordance with its corporate interests (*intérêt social*), taking into account the social and environmental issues of its activities. It shall also take into account the Company's purpose (*raison d'être*).

Subject to the powers expressly granted to shareholders' meetings and within the limits of the Company's corporate purpose, the Board shall address any matter relating to the proper operation of the Company and settle by its deliberations any matters affecting the Company.

In accordance with applicable laws and regulations, and pursuant to the terms and conditions set forth, as the case may be, in this Board Charter, the Board of Directors shall:

- have authority to convene general meetings of the shareholders of the Company and to determine the agenda of such meetings;
- examine and approve the corporate and consolidated financial statements, report on its activity in the annual report and approve the statutory and regulatory reports;
- examine the Group's annual budget and medium-term plan presented by the Chief Executive Officer and any modification thereto;

- discuss each year the strategic orientations of the Company , taking into account social and environmental issues;
- examine on a regular basis any opportunities and risks associated with the strategy that it has defined;
- give its opinion on any important decision that is not in line with the Company’s strategy;
- be alerted by General Management, at the earliest opportunity, of the occurrence of any external event or internal developments that significantly affect the Company’s outlook or the forecasts that have been presented to the Board of Directors;
- promote long-term value creation by the Company and the Group, taking into account ethics and social and environmental responsibility issues;
- choose the form of exercise of the General Management in accordance with Article 17 of the Company’s articles of association;
- appoint or dismiss the Chairman, the Chief Executive Officer and, as the case may be, on the proposal of the Chief Executive Officer, the Deputy Chief Executive Officer(s), and determine their compensation;
- determine the powers of the Chief Executive Officer and, as the case may be, in agreement with the Chief Executive Officer, those of the Deputy Chief Executive Officer(s);
- decide, on the proposal of the Chairman, to create Committees in accordance with applicable law and provisions of the articles of association and this Board Charter;
- determine, on the proposal of the Chairman, the duties assigned to the Committees created in accordance with applicable law and provisions of the articles of association and this Board Charter;
- appoint, on the proposal of the Governance and Compensation Committee, the members of the Committees created in accordance with applicable law and provisions of the articles of association and this Board Charter;
- determine every year, on the proposal of the Governance and Compensation Committee, the list of directors considered to be independent according to the criteria set forth in the AFEP-MEDEF Code;
- determine, on the proposal of the Governance and Compensation Committee, the compensation policy for directors in accordance with applicable legal and regulatory provisions;
- decide to grant stock options and/or performance shares to eligible Group employees and corporate officers in accordance with the authorizations granted to the Board by the general meeting of the shareholders;
- present to the general meeting of the shareholders a report on corporate governance;
- monitor the implementation of the system for preventing and detecting bribery and influence peddling;

- monitor the implementation of a non-discrimination and diversity policy applied within the Group and define the objectives in terms of gender balance within the governing bodies;
- ensures the integrity of the sustainability information included in the Group's management report and its publication by the Company in accordance with the European Union's reporting framework;
- define the Company's financial communication policy;
- ensure that shareholders and investors are provided with relevant, balanced and educational information about strategy, the development model, the way in which material extra-financial issues affecting the Company are taken into account and the Company's long-term outlook; and
- authorize related-party agreements and undertakings governed by Articles L.225-38 *et seq.* of the French *Code de commerce* and implement the procedure provided for in Article L.22-10-12 of the French *Code de commerce* aiming at regularly assessing the agreements entered into in the ordinary course of business and at arm's length terms,

it being specified that the above list does not purport to be comprehensive.

The Board shall also carry out any controls and verifications it deems appropriate. Each director shall receive any information necessary for the performance of his/her duties.

The Chairman shall periodically, and at least once a year, add to the agenda of a Board meeting a review of the budget, the industrial strategy of the Group, market developments, the competitive environment and the main issues, including concerning the Group's ethics and social and environmental responsibility, the Group's financial strategy and the Group's policy regarding gender balance and equal pay.

The Board shall meet at least once a year without the presence of corporate officers. These meetings shall be dedicated, in particular, to the assessment of the performance of the Chief Executive Officer and, as the case may be, the Deputy Chief Executive Officer(s), and the review of their respective compensation.

3.2 Composition of the Board

The Board of Directors determines and regularly reviews the desirable balance of its composition, particularly in terms of diversity (representation of women and men, nationalities, age, qualifications and professional experiences).

Independence

At least half of the directors, not including any directors elected by the employees (*administrateurs élus par le personnel salarié*) and the director representing the employee shareholders (*administrateur représentant les salariés actionnaires*), shall be considered as independent according to the criteria set forth in the AFEP-MEDEF Code.

However, the Board of Directors, on the recommendation of the Governance and Compensation Committee, may consider that a director who meets the criteria set forth in the AFEP-MEDEF Code may not be considered as independent given his/her particular situation or that of the Company. Conversely, the Board may consider that a director who does not meet the aforementioned criteria should nevertheless be considered as independent.

Each year, the Governance and Compensation Committee shall discuss; for each director, whether such director should be considered as independent, and the independence of each director shall be examined on a case-by-case basis by the Board of Directors in light of the criteria set forth in the AFEP-MEDEF Code. Upon appointment of a new director or renewal of the terms of office of a director, the question of whether such director may be considered as independent should also be discussed.

3.3 Board meetings

3.3.1. Convening notice

The Board of Directors shall meet as often as the interest of the Company so requires, and at least five (5) times per year.

The Board of Directors shall be convened by the Chairman or, if the Chairman is prevented from performing his/her duties, by (i) the Lead Independent Director or (ii) as the case may be, by the Chair of the Governance and Compensation Committee, subject to the approval of all other Committee Chairs. Notices of meetings may be issued by any means, including verbally in case of emergency. They may be communicated by the Secretary of the Board.

Meetings shall be held at the place specified in the convening notice.

3.3.2. Organization of meetings

Determining the agenda

The Board of Directors shall be convened to discuss a specific agenda.

Each director shall be free and shall have the responsibility to request the Chairman to add certain items to the draft agenda if he/she believes that they fall within the competence of the Board of Directors. The Chairman shall inform the Board of this addition.

The Board of Directors may during any meeting, in case of emergency, discuss matters that are not on the agenda which was previously communicated.

Sending of documents

The Chairman shall ensure that the directors receive, including from the Chief Executive Officer, any documents and information necessary to perform their duties.

Except in case of emergency or where necessary, the information and documents necessary for directors to perform their duties shall be sent to them at least five (5) calendar days prior to the meeting. However, where the information and documents have previously been sent to a Board Committee, they shall be sent to the directors at the end of the relevant Committee meeting.

Where necessary, when the notice period for a meeting is twenty-four (24) hours, the agenda and documentation shall be sent simultaneously or, in any event, as soon as possible.

Quorum and majority rules

A Board member may grant another member of the Board of Directors a written power of attorney, including by fax or email, in order to represent him/her at a Board meeting. A director may act as attorney for only one other director at a given meeting of the Board of Directors.

The resolutions of the Board of Directors shall be valid only if at least half of the Board members are present or deemed present, without taking into account represented members. For quorum and majority

calculation purposes, directors taking part in a Board meeting via any videoconferencing or telecommunication media in accordance with Article 3.3.3 below shall be deemed present.

Decisions shall be adopted by a majority of the members present or represented. In case of a tied vote, the chair of the meeting shall have a casting vote, except if the vote relates to his/her appointment, dismissal or compensation.

3.3.3. Participation in a Board meeting via telecommunication media

Members of the Board of Directors may take part in Board meetings through any videoconferencing or telecommunication media permitting the identification of such directors, ensuring their effective participation, transmitting at least the participants' voice and meeting the technical requirements for a secure, continuous and simultaneous transmission of the debates (the "**Telecommunication Media**").

Members of the Board of Directors taking part in Board meetings through any Telecommunication Media shall be deemed present for quorum and majority calculation purposes. .

3.3.4. Participation of third parties in Board meetings

Depending on the items on the agenda, the Chairman may decide, including on the proposal of the Chief Executive Officer or a director, to invite any person he/she deems useful, whether or not an employee of the Group, to make a presentation or contribute to the discussions before the adoption of the resolutions. Such third parties may take part in meetings of the Board of Directors through any Telecommunication Media.

If a third party, who is not a member of the Board of Directors, is invited to take part in a meeting of the Board of Directors or to any preparatory works or discussions for such meeting, the Chairman shall remind him/her of his/her confidentiality obligations relating to information received during or prior to the meeting of the Board of Directors.

3.3.5. Minutes and attendance register

Minutes

Minutes shall be drawn up for each meeting of the Board of Directors in accordance with applicable laws and provisions of the articles of association.

The minutes shall mention the use of any Telecommunication Media and the names of any person who took part in the Board meeting through such media. They shall also mention any potential technical incidents that may have occurred in relation to such Telecommunication Media, where these incidents disrupted the meeting.

The Chairman and the Secretary of the Board of Directors are authorized to certify copies or excerpts of the minutes of the meetings of the Board of Directors.

Attendance register

An attendance register shall be kept at the registered office of the Company. It shall be signed by the members of the Board of Directors taking part in the Board meeting. Written powers of attorney shall be appended to the attendance register.

The attendance register shall mention, as the case may be, the participation of directors through any videoconferencing or telecommunication media and specify the Telecommunication Medium used.

3.3.6. Operational expenditure

The Board of Directors' operational expenditure, including for studies and appraisals necessary for the performance of its duties, shall fall under the responsibility of the Chairman and be implemented by the Secretary of the Board of Directors. Such expenditure shall comply with the Group's processes and policies.

3.3.7. Assessment of the Board's performance

The Board of Directors shall carry out, every year, an assessment of its operation in order to enhance the effectiveness of its work and, at least once every three (3) years, carry out a formal assessment with the assistance of outside consultants.

This assessment shall aim to verify the compliance with the principles governing the Board's operation as detailed in this Board Charter, meet the objectives of the assessment provided for by the AFEP-MEDEF Code and identify proposals to improve the Board's operation and effectiveness.

The results of this assessment, and any action that may be taken as a result, shall be presented in the Company's report on corporate governance.

3.4 Directors' compensation

The directors shall receive a compensation, the overall amount of which shall be determined by the general meeting of the shareholders. The allocation of this compensation shall be decided by the Board of Directors.

The directors shall receive for each year of their term of office:

- a fixed portion; and
- a variable portion depending on the actual attendance of Board members at meetings of the Board or of one or more Committees.

The Chairman, the Chairs of the Committees and, as the case may be, the Lead Independent Director may receive an additional compensation for their roles, in light of their additional responsibilities.

The annual amount of the compensation allotted to each director in respect of the fixed and variable portions shall be subject to an overall cap depending on the concerned body.

If a term of office begins or ends during a given year, the fixed portion shall be paid on a pro rata basis and the variable portion is based on the number of meetings held during the period.

In addition, each member of the Board of Directors shall be entitled to the reimbursement of travel costs incurred in performing his/her duties, on presentation of supporting documentation.

ARTICLE 4 – ETHICS RULES FOR DIRECTORS

4.1 Knowledge of directors' rights and obligations

Before accepting his/her appointment as director, each director acknowledges that he/she is aware of his/her general and specific obligations and of applicable laws and regulations relating to the functions of director of a limited liability company (*société anonyme*), the provisions of the AFEP-MEDEF Code relating to the Board of Directors and directors' obligations, the Company's articles of association and this Board Charter, which are applicable to him/her.

Each director acknowledges, more specifically, that he/she is aware of the rules relating to:

- the definition of the powers of the Board of directors;
- the concurrent holding of corporate offices;
- incompatibilities and disqualifications;
- agreements and transactions entered into, directly or indirectly, between a member of the Board of Directors and the Company; and
- the possession of inside information, as set out in the Code of conduct dedicated to market regulations provided to each director.

Each director undertakes to carefully read any supplements or amendments to this Board Charter.

4.2 Duty of confidentiality

4.2.1. Absolute obligation of confidentiality

Directors (natural persons, legal entities and their permanent representatives) are bound by professional secrecy (*secret professionnel*), which exceeds the mere obligation of discretion provided for by Article L. 225-37 of the French *Code de commerce*, regarding:

- discussions and decisions of the Board of Directors and its Committees; and
- all documents and information presented or communicated to them or, more generally, of which they become aware, in any form, in connection with the activities of the Board of Directors and its Committees.

This obligation shall apply in any event, whether or not the Chairman (or the Committee Chair) or, in his/her absence, the chair of the meeting, has explicitly stated that the information is confidential.

The obligation shall apply to persons outside the Group and to the Group's executives and employees.

Directors are also required to comply with applicable laws and regulations relating to inside information, and with the Group's internal procedure. In particular, they undertake not to disclose inside information to third parties or use such information before it has been made public in accordance with legal and regulatory requirements applicable to the Company.

Each director must take all relevant measures to protect the confidentiality of information disclosed to him/her, including all measures to secure files and documents relating to such information. If

documents, files or electronic devices containing such information are lost or accidentally disclosed, the director must immediately inform the Chairman and the Secretary of the Board of Directors.

Each director undertakes to comply with the rules set out in this Article 4.2 when he/she no longer serves as a director of the Company.

4.2.2. Principle of collegial communication of the Board of Directors

The Board of Directors may express itself in a collegial manner outside the Group, including via press releases.

Except for the Chairman, directors expressly undertake not to express themselves individually outside of the Board or its Committees on any matter regarding the deliberations of the Board of Directors, except when invited to do so by or with the agreement of the Chairman or the Board of Directors itself.

4.2.3. Disclosure required by law

A director may reveal confidential information if the disclosure of such information is required by a competent judicial, administrative or financial market authority, or applicable laws or regulations, provided that such disclosure is strictly limited to the information that it is legally necessary to reveal.

4.3 Independence and duty of disclosure

4.3.1. Independence of directors

Each director shall ensure that he/she maintains his/her independence of analysis, judgment, decision and action under all circumstances.

Each director shall not be influenced by any consideration or element that is not in the corporate interest of the Company, which it is his/her duty to defend.

4.3.2. Duty of disclosure

Each director undertakes to alert the Board of Directors of any information he/she is aware and which seems likely to affect the Company's interests.

Each director shall clearly express his/her questions and opinions. Each director shall seek to convince the Board of Directors of the relevance of his/her positions.

In the event of a disagreement, each director shall ensure that his/her positions are explicitly recorded in the minutes of the meetings of the Board of Directors.

4.3.3. Non-compete obligation

Throughout his/her term of office, each director shall refrain from performing any function in a company that competes with the Group, or any Group company, without the prior approval of the Board of Directors.

4.4 Management of conflicts of interest

Each director must act under all circumstances in the Company's corporate interest, regardless of any other interest.

Regardless of the method of his/her appointment, each director must consider himself/herself as a representative of all shareholders.

He/she must also make sure, at all times, that he/she does not carry out activities or enter into transactions that could be a source of conflicts of interest with the Company or the Group.

4.4.1. Ongoing obligation to disclose conflicts of interest

Each director is required to disclose to the Board of Directors all conflicts of interest, even potential or future conflicts, to which he/she may be exposed, directly or indirectly, between his/her interests (or those of the entity of which he/she is a permanent representative) and those of the Company, a company in which the Company owns a participation, a company with which the Company intends to enter into an agreement of any kind, or any other interest that the Company may otherwise have.

If a director is uncertain as to the existence of such a conflict of interest, he/she should immediately inform the Chairman or, as the case may be, the chair of the meeting, who shall be responsible for deciding whether or not the Board of Directors (or the Chair of the relevant Committee) should be informed.

If the director referred to in the previous paragraph is the Chairman, he/she must inform the Lead Independent Director or, if there is no Lead Independent Director, the Chair of the Governance and Compensation Committee.

4.4.2. Procedure for preventing conflicts of interest

A director exposed to a conflict of interest, as described in Article 4.4.1 of this Board Charter, must refrain from taking part in any discussions of the Board of Directors (or Committee) and from voting on the corresponding resolution(s).

The Chairman, the Lead Independent Director, the directors, the Chief Executive Officer and the Deputy Chief Executive Officer(s) are not required to send to any director for whom they have serious grounds to believe that they are exposed to a conflict of interest situation, within the meaning of Article 4.4.1, any information or documents relating to the agreement, transaction or factor giving rise to such conflict of interest, and shall inform the Board of Directors that such information or documents have not been sent.

4.4.3. Organization of a meeting in the event of a conflict of interest

At the beginning of every meeting of the Board of Directors (or of a Committee), the Chairman (or the Chair of the relevant Committee) or, as the case may be, the chair of the meeting, shall disclose all notices of conflicts of interest received prior to the meeting.

If necessary, due to the agenda of a given meeting of the Board of Directors (or Committee), the Chairman (or the Committee Chair) or, in his/her absence, the chair of the meeting, may decide to organize the meeting in two parts, the first taking place in the presence of the director concerned and relating to agenda items not giving rise to a conflict of interest, and the second part taking place without the presence of said director.

If the director concerned is the Chairman (or the Chair of the relevant Committee), the Lead Independent Director or, as the case may be, the Chair of the Governance and Compensation Committee shall chair the meeting during his/her absence.

The decisions of the Board of Directors regarding a conflict of interest shall be recorded in the minutes of the relevant Board meeting.

4.4.4. Periodic obligation to disclose conflicts of interest

Each director is required to make a sworn declaration regarding his/her exposure to a conflict of interest situation, as described in Article 4.4.1 of the Board Charter:

- when he/she takes office;
- at any time at the request of the Chairman or, as the case may be, the Lead Independent Director;
- within ten (10) business days following the occurrence of any event that renders the previous declaration made by the director, partially or entirely, inaccurate; and
- in response to a request made by the Company when preparing its Corporate Governance report or any prospectus or documents requiring such declaration.

4.5 General disclosure obligation

Each director must provide, at the Company's request, the following information:

- any information relating to compensation and benefits of all kinds paid to him/her by the Company, a Group company and any company in which the Company owns a participation;
- the list of his/her offices and positions in any companies and other legal entities, including his/her participation in any committees of French or foreign companies, within the last five (5) years; and, more generally,
- any information required by applicable French or EU laws and regulations.

The director must immediately inform the Board of Directors of any conviction for fraud, any public sanction, any prohibition from managing or administering that may have been ordered against him/her, and any bankruptcy, receivership or liquidation with which he/she may have been associated. Each director is required to make a sworn declaration about whether or not such a situation exists under the same conditions as those set out in Article 4.4.4 above for conflicts of interest.

4.6 Obligation to be informed

Each director shall inform him/herself about the Company's business lines, specific features, challenges and values, and more broadly those of the Group.

At any time, he/she may request to be provided with any information and documents he/she deems useful or necessary for the performance of his/her duties, should the importance or urgency of the situation so require.

Directors shall make requests for information to the Chairman, who shall be responsible for ensuring that they are fulfilled.

The Board of Directors, at the request of at least one third of its members, may ask to hear the Company's main executives, including without the presence of the Chairman, the Chief Executive Officer and the Deputy Chief Executive Officer(s), who shall have been duly informed beforehand.

4.7 Training

Each director has the right to ask the Company, upon his/her appointment and throughout his/her term of office, for training concerning the Company's specific issues, its industry and business sector, or matters regarding ethics and its social and environmental responsibility, that he/she deems necessary

for the performance of his/her duties. Such training, whether internal or external, may also enable him/her to develop certain specific skills.

In addition, the director representing the employee shareholders and the directors elected by the employees shall receive a training appropriate for the performance of their duties.

Such training shall be organized by the Company and shall be at the Company's sole expense.

4.8 Directors' availability, involvement and number of offices

Each director undertakes to devote the necessary time and attention to his/her functions.

Each director shall contribute to the collegiality and effectiveness of the work of the Board and the Committees of which he/she is a member. He/she shall make any recommendation that he/she believes is likely to improve the Board's operating methods, including at the time of the periodic assessment carried out under the direction of the Governance and Compensation Committee. He/she agrees to the assessment of his/her effective contribution to the work of the Board and the Committees of which he/she is a member.

Together with the other directors, he/she shall work to ensure that control assignments are completed efficiently and without hindrance. In particular, he/she shall work to ensure that procedures allowing to control whether laws and regulations are complied with, in both letter and spirit, have been implemented within the Company.

He/she undertakes to be assiduous and, except in the case of an unavoidable impediment, to:

- take part in person, as the case may be through a Telecommunication Media, in all meetings of the Board of Directors;
- attend all general meetings of shareholders; and
- attend meetings of the Committees of which he/she is a member.

The Company's report on corporate governance shall reflect the individual attendance of directors at meetings of the Board and its Committees.

Attendance at meetings shall determine the allotment of the variable portion of each director's compensation, as this variable portion is defined in Article 3.4 of this Board Charter.

In order to maintain sufficient availability, each director shall:

- limit the number of offices he/she holds within other companies, including his/her participation in such companies' committees;
- keep the Board informed of offices he/she holds within other French or foreign companies, including his/her participation in such companies' committees; and
- hold no more than four (4) other offices within listed companies outside the Group (including foreign companies); this limitation shall apply when the director concerned is appointed and when his/her term of office is renewed.

If the functions of the Chairman of the Board and the Chief Executive Officer are not combined, the following provisions shall apply:

- the Chairman shall not hold more than four (4) other offices as director within listed companies outside the Group (including foreign companies); and
- the Chief Executive Officer and the Deputy Chief Executive Officer(s) shall not hold more than two (2) other offices as director within listed companies outside the Group (including foreign companies).

The Chairman, the Chief Executive Officer and the Deputy Chief Executive Officer(s) must request the opinion of the Board before accepting a new office in a listed company outside the Group (including a foreign company).

If the functions of the Chairman of the Board and the Chief Executive Officer are combined, the Chairman and Chief Executive Officer shall not hold more than two (2) other offices as director in listed companies outside the Group (including foreign companies) and must request the opinion of the Board before accepting a new office in a listed company outside the Group (including a foreign company).

4.9 Ownership of Renault shares

Each director, with the exception of:

- the representative of the French State appointed pursuant to Article 4 of Order (Ordonnance) No. 2014-948 of August 20, 2014 (as amended, the “**Order**”);
- directors appointed on the proposal of the French State pursuant to Article 6 of the Order;
- the director representing the employee shareholders; and
- directors elected by the employees,

is required to hold at least 500 shares in the Company. More generally, it is recommended that each director hold in his/her personal capacity a significant number of shares in the Company in light of the annual compensation received. These shares must be held in registered form (*sous la forme nominative*).

If the director does not hold these shares at the time of his/her appointment, he/she shall use his/her compensation to acquire them.

Each director undertakes to inform the Secretary of the Board of the completion of any transaction concerning Renault securities within twenty-four (24) hours of its completion.

4.10 Ethical requirements with respect to financial market transactions

As a general rule, each director has a duty of prudence and vigilance, as well as a specific obligation of precaution, regarding any transaction relating, directly or indirectly, to the shares of a company in which he/she holds an office and to the financial instruments related to those shares.

Each director:

- declares that he/she is fully aware of the rules relating to the possession and use of inside information, described in the Company’s Code of conduct dedicated to market regulations, as supplemented, updated or clarified by the Company; and

- undertakes to comply, in all circumstances, with the provisions of the Code, including to refrain, and ensure that persons related to him/her (as defined in the Code) refrain, from carrying out any Forbidden Transaction within the meaning of the Code.

ARTICLE 5 – SPECIALIZED COMMITTEES

5.1 General provisions

5.1.1. Creation of Committees

Pursuant to Article 12 of the Company's articles of association, the Board of Directors may decide, on the Chairman's proposal, to create one or more specialized Committees, appoint their members and determine their remit. The purpose of this remit may not be to delegate to a Committee any powers that are attributed by law or by the articles of association to the Board of Directors, the Chief Executive Officer or, as the case may be, the Deputy Chief Executive Officer(s). In that respect, the Committees shall not be involved in the Company's management.

The Committees shall have advisory powers and shall operate under the responsibility of the Board of Directors, which solely has the statutory power to take decisions and shall remain responsible for the performance of its duties.

Within its sphere of competence, each Committee shall issue proposals, recommendations and opinions, as appropriate, and shall report on its duties at the next meeting of the Board of Directors.

5.1.2. List of Committees

There are three permanent Committees:

- the Governance and Compensation Committee;
- the Strategy and Sustainability Committee; and
- the Audit and Risks Committee.

The Board of Directors may also create one or more permanent or temporary *ad hoc* Committees.

The Chairman shall ensure that the number, duties, composition and operation of the Committees are constantly adapted to applicable laws and regulations, the needs of the Board and in line with the best corporate governance practices.

5.1.3. Composition of Committees

The Committees shall be solely composed of members of the Board of Directors.

The Board of Directors shall appoint, on the proposal of the Governance and Compensation Committee, the members of the Committees, taking into account the skills, experience and availability of the directors, for terms not exceeding their terms of office as members of the Board of Directors.

These members shall be appointed in a personal capacity and may not be represented.

5.1.4. Committee Chairs

Each Committee shall be chaired by an independent director appointed by the Board of Directors, on the proposal of the Governance and Compensation Committee, for a maximum term corresponding to his/her term as member of the Board of Directors. The Chair of a Committee may be reappointed.

The Chair of each Committee shall determine the conditions under which he/she shall report to the Board of Directors on the work of the Committee. If he/she is unable to do so, the Chair shall name a Committee member to report to the Board of Directors on such Committee's work.

5.1.5. Referrals and agenda of Committee meetings

Any matter falling within a Committee's area of competence as determined by the Board Charter shall be referred to that Committee.

The Chairman may also refer to a Committee any matter included or to be included on the agenda of the Board of Directors.

Finally, the Board of Directors and the Chairman may also, at any time, refer to a Committee other matters falling within its area of competence.

The Chair of each Committee shall establish the agenda of each meeting and determine its annual programme. Where the agenda of a Committee meeting includes certain matters that also fall within the area of competence of another Committee, the Chair of the first Committee shall ensure coordination with the Chair of the second.

5.1.6. Schedule of Committee meetings

After being informed of the schedule set by the Board of Directors, each Committee shall determine the provisional annual schedule of its own meetings. These meetings shall be held at the registered office of the Company or at any other place determined by the Chair of the relevant Committee.

5.1.7. Convening notice

Notices of meetings may be issued by any means, including verbally, according to the conditions provided for in respect of each Committee. It may be submitted by the Board Secretary or, where applicable, the Committee Secretary.

Committees must be in a position to fully perform their duties. For that purpose, information and documents relating to the agenda of the Committee meetings shall be sent, except in case of emergency or where necessary and justified, at least three (3) calendar days prior to the meeting.

Committees shall be held at least two (2) days before the meeting of the Board of Directors during which items examined during Committee meetings will be discussed, except in case of emergency or where impossible.

5.1.8. Quorum and majority

Committee members shall take part in meetings in person, as the case may be through any Telecommunication Media.

The decisions of a Committee shall be valid only if at least half of its members are present or participate through a Telecommunication Media.

Opinions and recommendations shall be adopted by a majority of the members participating in the meeting, with each member having one vote. In case of a tied vote, the Chair of the Committee shall have a casting vote.

5.1.9. Committees meetings

Subject to provisions specific to each Committee, the Committee Chair may decide, for each meeting, to invite members of the Board of Directors and, as necessary, any person of his/her choice to attend such meeting.

The Chairman and the Chief Executive Officer, even if they are not members of Committees, may be involved in their work. The Chairman is a permanent guests to their meetings, except when his personal situations is being discussed.

Only members of a Committee shall participate in such Committee's deliberations.

5.1.10. Committee resources

Committees may, in fulfilling their respective remit, hear members of the executive committee of the Group and other senior executives of the Group, and request that external technical studies be conducted, at the Company's expense, after having informed the Chairman or the Board of Directors. If Committees resort to the services of external advisors, the Committees must ensure that the advisors concerned remain objective.

The Committees shall report on the information obtained and the opinions received.

5.1.11. Compensation of Committee members

The compensation of the members of each Committee shall be paid in accordance with Article 3.4 above and deducted from the overall amount of the directors' compensation.

5.1.12. Committees secretariat

Each Committee shall appoint a Secretary, who is not required to be a member of the relevant Committee. The Secretary shall be appointed for a period of time determined by the Committee. If the Secretary is absent, the Committee shall appoint one of its members or a third party to replace him/her.

The minutes of each Committee meeting shall be prepared by the Committee Secretary, under the authority of the Committee's Chair, and shall be sent to its members.

5.2 Governance and Compensation Committee

5.2.1. Composition and operation

The Governance and Compensation Committee shall consist of three (3) to six (6) members appointed by the Board, the majority of whom shall be selected from among the independent directors. The Chair of the Committee shall be appointed by the Board, on the proposal of the Governance and Compensation Committee, from among the independent directors. A director elected by the employees shall be appointed as a member of this Committee. The Committee may not include any senior executive officer.

The Committee shall meet at least three (3) times per year, including one (1) time prior to the approval of the agenda of the annual general meeting of the shareholders in order to examine the draft resolutions concerning directors' offices and directors' and corporate officers' compensations.

The Committee shall be convened by the Committee Chair or at the request of half of its members.

5.2.2. Duties

The Board assigns the following duties to the Governance and Compensation Committee:

- regarding the selection of directors and the composition of Committees:
 - assess potential candidates for vacancies on the Board of Directors, particularly in the event of unexpected vacancies or the appointment of additional directors, taking into account the Company's diversity policy;
 - assess the appropriateness of renewing the terms of office of directors that have expired, taking into account the Company's diversity policy;
 - examine any proposal relating to the designation of Committee members and Chairs, taking into account the Company's diversity policy, and formulate a recommendation to the Board regarding these proposals; and
 - recommend the appointment of a Lead Independent Director;
- regarding the succession of corporate officers:
 - prepare, when the expiry of their terms of office is approaching, recommendations for the succession of the Chairman and the Chief Executive Officer;
 - establish a succession plan for the Company's corporate officers; corporate officers may be involved in the Committee's work in performing this mission; and
 - be informed of General Management's plans relating to the appointment of members of the executive committee of the Group;
- regarding the operation of the Board and the governing bodies:
 - ensure that the corporate officers implement a non-discrimination and diversity policy, particularly regarding balanced representation of women and men within governing bodies;
 - assist the Board in performing its periodic assessments;
 - prepare the process for assessing the Board's members, organization and operation (including that of its Committees) and oversee the Board's self-assessment process, in accordance with the recommendations of the AFEP-MEDEF Code;
 - assess the proper operation of governing bodies and subsequently formulate recommendations to the Board;
 - monitor changes in the Company's shareholding structure and how the Company takes such changes into account with a view to monitoring the representation of shareholders (including employee shareholders) in its governance;
 - assess every year whether each director may individually be considered as independent within the meaning of the AFEP-MEDEF Code;

- be kept informed by the Chairman of the Board each time a director cannot attend or take part in a vote due to a conflict of interest; it shall examine the directors' periodic declarations of conflicts of interest, as the case may be, prepare a list of matters likely to give rise to conflicts of interest and report accordingly to the Board;
 - submit a report on the composition and operation of the Board and on the Board's diversity policy, and issue an opinion on draft resolutions relating thereto which will be submitted to the general meeting of the shareholders in accordance with applicable laws and regulations;
 - assess whether governance practices within the Company comply with the AFEP-MEDEF Code and the recommendations of the Autorité des marchés financiers and of proxy advisors and ensure their continued compliance therewith; and
 - highlight deviations from the recommendations of the AFEP-MEDEF Code and prepare related explanations;
- regarding the compensation of corporate officers:
- make recommendations to the Board concerning all compensation items, the pension and benefits system, benefits in kind and the various pecuniary rights of the Chairman and the Chief Executive Officer, including, as the case may be, the granting of stock options or free shares in the Company and, in relation thereto, prepare the annual assessment of corporate officers;
 - ensure that the elements of the Chairman's and the Chief Executive Officer's compensation are closely linked with the implementation and results of the Group's strategy;
 - ensure that the compensation policy, its structure and its elements comply with applicable law and with the recommendations of the AFEP-MEDEF Code;
 - propose to the Board, as the case may be, the amount of the variable portion of the compensation of corporate officers, after assessing the fulfilment of the related performance criteria;
 - carry out a prior examination of the terms and conditions of any service agreement that a director or senior executive officer of the Company may wish to enter into with the Company; and
 - submit to the Board, every year, a draft report on the compensation policy and issue an opinion on draft resolutions relating thereto which will be submitted to the general meeting of the shareholders in accordance with applicable laws and regulations;
- regarding director compensation:
- make recommendations on the overall amount and arrangements for apportioning compensation allotted to directors; and
 - examine the section relating to director compensation included in the report on corporate governance;

- regarding compensation of the Group’s main executives:
 - be informed of the compensation policy for members of the executive committee of the Group; and
 - formulate recommendations on all types of incentive mechanisms for employees of the Company and, more broadly, Group companies, including employee savings plans, supplementary pension plans, reserved issuances of securities giving access to the capital and grants of stock options or free shares.

The Governance and Compensation Committee is also responsible for promoting ethical behavior and overseeing the proper dissemination and application of the related principles and rules within the Group.

5.3 Strategy and Sustainability Committee

5.3.1. Composition and operation

The Committee shall consist of three (3) to seven (7) members appointed by the Board. The Chair of the Committee shall be appointed by the Board, on the proposal of the Governance and Compensation Committee, from among the independent directors. Directors who are members of the Committee must have (i) in-depth knowledge of the industrial and/or digital sector or (ii) specific skills in international development and/or in environmental, societal and social issues.

The Committee shall meet at least three (3) times per year, according to a schedule that it shall determine.

The Committee shall be convened by the Committee Chair or at the request of half of its members.

5.3.2. Duties

The Strategy and Sustainability Committee’s main duty, as part of the work of the Board of Directors, shall be to regularly review the overall strategy of the Group and including, without this list being exhaustive, , to:

- review the Group’s medium and long-term strategy, its execution including action plans and monitoring by clearly defined key performance indicators;
- review the strategy and actions to be implemented in terms of environmental, social and corporate responsibility of the Company, as well as sustainable development;
- examine the extra-financial communication policy;
- ensure a review of extra-financial ratings;

- validate sustainability reporting objectives and the nature of the associated indicators;
- review, at the industrial level, mergers, acquisitions, disposals, joint-ventures and the strategic and partnership agreements that have a material impact on the strategy of the Group;
- review the strategy as regards product and technology development;
- examine the competitiveness of production sites and of their supplier base;
- review the Group’s geographical presence strategy; and
- ensure that the Board of Directors is properly informed and make recommendations to it in order to prepare for decision-making.

The Chairman, the Chief Executive Officer and, as the case may be, the Deputy Chief Executive Officer(s), assisted as necessary by members of their choice, shall be responsible for making regular presentations on these subjects.

5.4 Audit and Risks Committee CARE

5.4.1. Composition and operation

The Audit and Risks Committee shall consist of three (3) to seven (7) members appointed by the Board, and at least two thirds (2/3) of such members shall be selected from among the independent directors. It may not include any senior executive officer. Directors members of the Committee shall hold qualifications or have technical or managerial experience in the financial or accounting fields.

The Committee Chair, selected from among the independent directors on the proposal of the Governance and Compensation Committee, shall be appointed or reappointed after a specific examination by the Board.

Upon their appointment, Committee members shall receive information on the Company’s specific accounting, financial, extra-financial and operational features.

The Committee shall meet at least four (4) times per year and, in particular, before the approval of the annual and half-year financial statements. Meetings of the Committee shall be convened by the Committee Chair or at the request of half of its members.

5.4.2. Duties

The Audit and Risks Committee shall monitor issues concerning the preparation and audit of the financial statements and accounting, financial information and sustainability information, as well as the effectiveness of internal audit and risk management systems.

In that respect, the Board assigns the following duties to the Audit and Risks Committee:

- regarding the financial statements:
 - monitor issues relating to the preparation and audit of the financial statements and financial information;

- carry out a prior examination of the Company's financial statements, particularly the annual and half-year corporate and consolidated financial statements, and monitor the statutory audit thereof by the Statutory Auditors; the examination of the annual financial statements shall be accompanied by a presentation by management describing the exposure to risks, including social and environmental risks and the Company's material off-balance sheet commitments along with accounting options selected;
 - ensure the relevance and constancy of accounting methods used to prepare the corporate and consolidated financial statements, particularly in respect of material transactions and in order to prevent any breach of such rules;
 - examine the scope of consolidated companies and, as the case may be, the reasons for which companies have not been included therein;
 - examine, before their publication, draft annual and half-year financial statements, activity reports, results and all financial statements (including forecasts) prepared for the purposes of specific material transactions, and important financial press releases relating thereto before they are published;
 - examine, in financial terms, certain transactions proposed by the Chief Executive Officer and presented to the Board of Directors, such as capital increases, purchases of participations and acquisitions or disposals;
 - be informed annually of the Group's financial strategy and of the terms of the Group's main financial transactions; and
 - ensure the quality of procedures implemented to ensure compliance with financial markets regulations;
- regarding sustainability information
- monitor the sustainability reporting process;
 - monitor the process used to determine the information to be published in accordance with sustainability reporting standards; and
 - where appropriate, make recommendations to ensure the integrity of these processes.
- regarding external control:
- oversee the selection procedure for Statutory Auditors and Auditors of sustainability information, submit to the Board a recommendation on the Statutory Auditors and Auditors of sustainability information proposed for appointment by the general meeting of the shareholders, as well as a recommendation in the event of the renewal of their appointment;
 - monitor the Statutory Auditors' and Auditors of sustainability information's performance of their assignments, including by reviewing their audit plan and program of work, the results of their verifications, their recommendations and related next steps;

examine each year with the Statutory Auditors the breakdown of fees invoiced by the Statutory Auditors between audit services in the strict sense, audit-related services and any other services;

- examine each year with the Auditors of sustainability information the breakdown of fees invoiced by the Auditors of sustainability between services relating to the certification of sustainability information and any other service;
 - approve the provision by the Statutory Auditors of non-prohibited services, other than the certification of the financial statements, as authorized by applicable regulations;
 - ensure that the Statutory Auditors and Auditors of sustainability information meet independence requirements and take necessary measures in accordance with applicable law; and
 - mediate, as the case may be, on areas of disagreement between the Statutory Auditors and General Management that may arise in such activities;
- regarding internal control:
- monitor the effectiveness of the Group’s internal control and internal audit systems and procedures, including regulatory and operational compliance;
 - examine with internal audit officers the plans for internal control work and action, the conclusions of such work and action, the resulting recommendations and related outcome;
 - be informed by General Management of any complaints by third parties or internal information relating to criticism of the Company’s accounting documents or internal control procedures, as well as procedures adopted for that purpose and steps taken to address such complaints or criticism; and
 - examine the section relating to internal control and risk management procedures included in the Company’s annual management report;
- regarding risks:
- monitor the effectiveness of systems and procedures for identifying and assessing the Group’s risks concerning procedures relating to the preparation and treatment of accounting, financial information and sustainability information;
 - examine material risks and off-balance sheet commitments, assess the importance of failures or weaknesses reported to it and inform, as the case may be, the Board of Directors;
 - examine the financial impacts of the extra-financial risks (environmental, social, societal); and
 - ensure the implementation of a mechanism for the prevention and detection of corruption and influence peddling.
- regarding financial and sustainability information:
- ensure that shareholders and investors are provided with relevant, balanced and comprehensive information;

- review reporting, assessment and control systems to ensure that the Company is able to provide reliable extra-financial information.
- regarding the strategy:
- monitor the financial trajectory associated with the Group’s medium and long-term strategy.

As part of its duties, the Audit and Risks Committee shall hear the Statutory Auditors and Auditors of sustainability information, particularly during meetings concerning the examination of the process for preparing financial, accounting information and sustainability information, in order for the Statutory Auditors to report on the performance of their duties and the conclusions of their work.

The Audit and Risks Committee shall also hear finance, accounting, treasury, internal audit and sustainability officers. These hearings must be held, if the Committee so wishes, without the presence of the Company’s General Management.

The Audit and Risks Committee shall report to the Board regularly on the performance of its duties. It shall also report on the results of the audit of the financial statements and the certification of sustainability information, the way in which such missions contributed to the integrity of financial and extra-financial information and the role it played in this process. It shall inform the Board without delay of any difficulty encountered.

ARTICLE 6 – APPROVAL AND AMENDMENT OF THE BOARD CHARTER

The Board Charter was approved by the Board of Directors on December 12, 2024.

The Board Charter may be amended at any time by a mere resolution of the Board of Directors.