Amended in
November 2016

Corporate Governance Code of Listed Corporations

afep

MEDEF

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PREAMBLE

Since the first report on the corporate governance of listed companies was published at the initiative of companies in July 1995, Afep and Medef have developed a set of recommendations that enable 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 (Annex 1).

This set of recommendations, which constitutes the Afep-Medef Code, may be designated by listed companies as their reference code pursuant to Articles L.225-37 and L.225-68 of the French Commercial Code. The Afep-Medef code, which has been adopted by almost all the companies listed on the SBF 120 provides a set of demanding and precise recommendations on corporate governance and, in particular, on the compensation of their executive and non-executive Officers.

The revisions made to the code as of 2013 have given rise to consultation between the various stakeholders and, in particular, the public authorities, shareholder associations, investors, proxy advisors, etc. A public consultation was launched on a dedicated website in May 2016 in order to prepare for the new revision of the code. A summary of the responses to this consultation has been made public.

Set up in 2013, the High Committee on corporate governance has been exercising its task of monitoring the application of the recommendations in the code with care and attention and assists companies in their application through its application guide. The guide is regularly updated and helps companies draw up their annual reports, in particular with regard to the question of the presentation of the elements of the compensation of company Officers submitted to shareholders for vote.

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 reference contributing to the improvement of the governance of listed companies and the widespread establishment of best practices.

The present recommendations are intended for companies whose securities are admitted to trading on a regulated market. It is also both desirable and recommended that other companies apply these recommendations either in whole or in part and adapt 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 Supervisory Board and Management Board, as well as partnerships limited by shares (*société en commandite par actions*) will therefore need to make adjustments as appropriate.

In the present code, **executive Officers** include the Chairman and- 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 in public limited companies having a Management Board and Supervisory Board and the statutory managers of partnerships limited by shares.

The non-executive Officers include the non-executive Chairman of the Board of Directors of public limited companies with a Board of Directors as well as the Chairman of the Supervisory Board in public limited companies with a Management Board and Supervisory Board and partnerships limited by shares.

The company Officers consist of all the Officers listed above.

A table of the company Officers can be found in Annex 2.

1 THE BOARD OF DIRECTORS: A COLLEGIAL BODY

1.1 Regardless of its membership or how it is organised, the Board of Directors is and must remain a collegial body mandated by all shareholders. It carries out the missions that have been assigned to it by the law in order to act at all times in the corporate interest.

1.2 In exercising its statutory prerogatives, the Board of Directors carries out the main missions below: it defines the corporation's strategic orientations, appoints and revokes the mandates of 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), monitors the management as well as the quality of information provided to shareholders and to the markets.

1.3 It is not desirable, given the great diversity of listed corporations, to impose formal and identical ways of organisation and operation 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 modes of organisation and operation that enable it to carry out its mission 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 annual report.

1.4 Since the Board acts in the corporate interest of the company, it is not desirable, except in cases provided for by law, for large numbers of special interests to be represented within it.

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

2 THE DIVERSITY OF FORMS OF ORGANISATION AND GOVERNANCE

2.1 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).

2.2 In addition, corporations with Boards of Directors can choose between separation of the offices of Chairman and Chief Executive Officer and the aggregation of such duties. 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 each corporation to decide on the basis of its own specific constraints. When the Board opts for separation of the offices of Chairman and Chief Executive Officer, if appropriate any tasks entrusted to the Chairman of the Board of Directors in addition to those conferred upon him or her by law must be described.

2.3 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.

3 THE BOARD OF DIRECTORS AND STRATEGY

3.1 The principal task of the Board of Directors is to define the company's strategic orientation. It examines and decides on important operations, possibly after review by an *ad hoc* committee. The members of the Board of Directors are informed about market developments, the competitive environment and the most important issues at hand, including in the field of corporate social and environmental responsibility.

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

- the cases in which prior approval by the Board of Directors is required, which may furthermore differ according to which division of the group 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 are related not only to external acquisitions or disposals, but also to major investments in organic growth or significant internal restructuring actions. The Board of Directors should be informed in a timely fashion of the corporation's cash position in order, where appropriate, to take decisions relating to its funding and indebtedness.

4 THE BOARD AND THE COMMUNICATION TO THE MARKET

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.

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

4.2 The Board should ensure that the shareholders and investors receive a relevant balanced and instructive information about the strategy, development model, the consideration of non-financial issues that are of significance to the corporation and its long-term outlook.

4.3 All listed companies must be equipped with reliable procedures for the identification, monitoring and assessment of its commitments and risks, and provide shareholders and investors with relevant information in this area.

4.4 To this end:

- the annual report should specify the internal procedures set up to identify and monitor off-balance-sheet commitments, and to evaluate the corporation's material risks;

- the ratings given to the firm by the financial ratings agencies should be published along with any changes that have occurred during the financial year.

5 THE BOARD OF DIRECTORS AND THE GENERAL MEETING OF SHAREHOLDERS

5.1 The Board of Directors is mandated by all of the shareholders. It exercises the powers that have been assigned to it by law in order to act in the interests of the company. It is collectively accountable for performance of its assignments to the meeting of shareholders, in relation to which, by law, it assumes its responsibilities.

5.2 The shareholders' meeting is a decision-making body for the areas stipulated by law as well as a privileged moment of communication for the company 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 powers of the shareholders' meeting if the operation that it proposes is such as to modify, in fact or in law, the corporate purpose of the company, which is the very basis of the contract founding the corporation.

5.3 If a disposal is contemplated, whether 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 permitting the identification and management of 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 set up an *ad hoc* committee, at least two-thirds of which is made up of independent directors and from which executive Officers are excluded.

5.4 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.

6 MEMBERSHIP OF THE BOARD OF DIRECTORS: GUIDING PRINCIPLES

6.1 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:

- ability to judge in particular, 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.

6.2 Each Board should consider what would be the desirable balance within its membership and within that of the committees of Board members in particular as regards the diversity (representation of women and men, nationalities, international experience, skills, etc.). It should publish in the annual report the objectives, methods and results of its policy in these matters.

6.3 If the Board decides to confer upon a director, and in particular a Lead Director or Vice President, special tasks that relate to governance or shareholder relations, these tasks and the resources and prerogatives to which he or she has access must be described in the internal rules. It is recommended that the Lead Director be independent.

7 REPRESENTATION OF EMPLOYEE SHAREHOLDERS AND EMPLOYEES

7.1 In the same way as other directors,[1] directors representing employee shareholders and directors representing employees[2] are entitled to vote at meetings of the Board of Directors[3], which is a collegial body that has the obligation of acting under all circumstances in the interests of the company. Like all other directors, they may be selected by the Board to participate in committees.

7.2 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.

1 Article L.225-23 of the Commercial Code.

2 Articles L.225-27 and L.225-27-1 of the Commercial Code.

3 Companies with more than fifty employees are required to have at least one representative of the works committee who is a Board member acting in an advisory capacity according to the conditions laid down in law.

8 INDEPENDENT DIRECTORS

8.1 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 involved, although it is 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.

8.2 A director is independent when he or she has no relationship of any kind whatsoever with the corporation, its group or the 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, other) with them.

8.3 The independent directors should account for half the members of the Board in widely-held corporations without controlling shareholders. In controlled companies[4], 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.

8.4 Qualification as an independent director should be discussed by the appointments committee in the light of the criteria set out in § 8.5 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 § 8.5, he or she cannot be held to be independent owing to the specific circumstances of the person or the company, due to its ownership structure or for any other reason. Conversely, the Board may consider that a director who does not meet these criteria is nevertheless independent.

8.5 The criteria 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 the group, are the following:

8.5.1 not to be and not to have been during the course of the previous five years:

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

[4] Within the meaning of article L.233-3 of the Commercial Code.

8.5.2 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 during the last five years) is a director[5];

8.5.3 not to be a customer, supplier, commercial banker or investment banker[6]:

– that is material to the corporation or its group;

– or for a significant part of whose business the corporation or its group accounts.

The evaluation of the significant or non-significant relationship with the company or its group must be debated by the Board and the quantitative criteria that lead to the evaluation (continuity, economic dependence, exclusivity, etc.) must be explicitly stated in the annual report;

8.5.4 not to be related by close family ties to a company Officer;

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

8.5.6 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 at which this period of twelve years is reached.

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

8.7 Directors representing major shareholders of the corporation or its parent company may be considered as being independent, provided that these shareholders do not take part in control of the corporation. Nevertheless, beyond a 10% holding of stock or 10% of the 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.

[5] 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 director of company A;
- or if an executive Officer of company B (current or in the past five years) is a director of company A.

[6] Or be linked directly or indirectly to these persons

9 EVALUATION OF THE BOARD OF DIRECTORS:

9.1 The Board of Directors evaluates its ability to meet the expectations of the shareholders that have entrusted authority to it to direct the corporation, by periodically reviewing its membership, organisation and operation (this involves a corresponding review of the Board's committees).

Each Board thinks about the desirable balance in its membership and that of the committees created from its members and periodically consider the adequacy of its organisation and operation for the performance of its tasks.

9.2 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.

9.3 The evaluation is performed in the following manner:

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

10 MEETINGS OF THE BOARD AND OF THE COMMITTEES

10.1 The number of meetings of the Board of Directors and of the Board committees held during the past financial year is mentioned in the annual report, which also provides the shareholders with any relevant information relating to the directors' attendance at such meetings.

10.2 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 are subject to the Board's authority. The same applies to meetings of the Board's committees (audit, compensation, appointments, nominations committee, etc.).

10.3 It is recommended that a meeting not attended by the executive Officers be organised each year.

10.4 Proceedings should be unambiguous. The minutes of the meeting should summarise the discussions and the questions 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.

11 DIRECTORS' ACCESS TO INFORMATION

11.1 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.

11.2 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.

11.3 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 necessary information.

11.4 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.

12 DIRECTORS' TRAINING

12.1 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 prior knowledge of the corporation's organisation and 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 and its markets.

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

12.3 Directors representing employees[7] or directors representing employee shareholders should be provided with suitable training enabling them to perform their duties

13 DURATION OF DIRECTORS' TERMS OF OFFICE

13.1 The duration of directors' terms of office, set by the by-laws[8] should not exceed a maximum of four years, so that the shareholders can express their wishes regarding these terms of office with sufficient frequency.

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

7 Article L.225-30-2 of the Commercial Code.

8 Under French law, the duration of directors' terms of office is set in the by-laws, and may not exceed six years

13.3 The annual report should detail the dates of the beginning and expiry 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 named list of the members of each Board committee.

13.4 When the general meeting of shareholders is asked to appoint a director or extend his or her term, the booklet or the notice calling the meeting of shareholders should, in addition to the items required by statute, contain biographical information outlining his or her *curriculum vitae*.

14 COMMITTEES OF THE BOARD: 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 individually. However, in addition to the tasks assigned to the audit committee by law[9], it is recommended that the compensation and the appointments of directors and company Officers should be the object of preparatory work by a specialised committee of the Board of Directors.

14.1 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 the employee shareholders and directors representing the 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[10] should be avoided.

14.2 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 emphasize the importance of the quality of the activity reports drawn up by the committees for the Board, which must keep the latter fully informed in order to facilitate its deliberations, as well as the importance of including a description of the committees' activities in the annual report.

9 Article L.823-19 of the Commercial Code.

10 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 committee of the Board of company B and, conversely, a company Officer of company B sits on the similar committee of the Board of company A.

14.3 Methods of operation of the committees

When exercising their duties, the committees of the Board 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 committees of the Board 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 the Chairman.

15 THE AUDIT COMMITTEE[11]

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 management performance and verification of the reliability and clarity of the information to be provided to the shareholders and the market.

15.1 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 extension of the term of office of the audit committee's Chairman is proposed by the nominations committee and should be the subject of a specific review by the Board.

[11] 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 separated, for example into an audit committee and a risk committee.

15.2 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.

When monitoring the effectiveness of the internal control and risk management systems and, where applicable, the internal audit of the procedures relating to the preparation and processing of the accounting and financial information, the committee[12] 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 risk and major off-balance-sheet commitments as well as the chosen accounting methods.

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

15.3 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.

12 Another specialised committee of the Board of Directors may perform this task.

16 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 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.

16.1 Membership

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

16.2 Duties

16.2.1 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 that it is to take into account in its proceedings, in particular with regard to the make-up and changes in the corporation's ownership structure, in order to arrive at a desirable balance in the membership of the Board: gender representation, nationality, international experience, 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.

16.2.2 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 be, if necessary, entrusted to an *ad hoc* committee by the Board. The Chairman may take part or be involved in the committee's work during the conduct of this task.

16.3 Operating methods

The Chief Executive Officer[13] 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.

[13] 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 THE COMPENSATION COMMITTEE[14]

17.1 Membership

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

17.2 Duties

The compensation committee is responsible for proposing to the Board of Directors all the elements determining the compensation and benefits 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 fees awarded to directors.

Furthermore, the committee must be informed of the compensation policy applicable to the principal executive managers who are not company Officers. To this end, the executive Officers attend meetings of the compensation committee.

17.3 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.

18 NUMBER OF TERMS OF OFFICE FOR COMPANY OFFICERS AND DIRECTORS

18.1 All directors should give their duties the necessary time and attention.

18.2 An executive Officer should not hold more than two other directorships in listed corporations, including foreign corporations, not affiliated with his or her group[15]. He or she must also seek the opinion of the Board before accepting a new directorship in a listed corporation.

18.3 If the corporation has a separate Chairman, the Board may draw up specific recommendations on this issue, taking into account the individual's particular situation and the specific missions conferred to him/her.

18.4 A director should not hold more than four other directorships in listed corporations, including foreign corporations, not affiliated with his or her group. This recommendation will apply at the time of appointment or on the next renewal of the director's term of office.

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

[15] The limit above 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.

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

19 ETHICAL RULES FOR DIRECTORS

Any director[16] of a listed corporation should consider himself or herself as being bound by the following obligations:

– Before accepting office, the director ensures that he or she is familiar with the general or specific obligations connected with that office. In particular, he or she should familiarise himself/herself with the relevant laws and regulations, the company by-laws, these recommendations as supplemented by the Board and 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 regulations, hold a minimum number of shares that is significant in relation to the directors' fees awarded. If he or she does not hold these shares when assuming office, he or she should use his or her directors' fees to acquire them. The director will notify the corporation of this information, which will publish it in its annual report;

– 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 taking part in voting on the related resolution;

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

– 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 for 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 respect 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 regulations set out the rules for preventing and managing conflicts of interest.

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

20 DIRECTORS' COMPENSATION

20.1 It should be recalled that the method of allocation of directors' compensation, the total amount of which is determined by the meeting of shareholders, is set by the Board of Directors. The Board 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.

20.2 Directors' participation in specialised committees may give rise to the award of additional directors' fees. Similarly, the exercise of special tasks, such as those of Vice President or Lead Director, may give rise to additional fees or payment of extraordinary compensation subject to the application of the procedure for related parties agreements.

20.3 The amount of directors' fees 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 directors' fees with regard to the duties and responsibilities placed on the directors.

20.4 The rules for allocation of the directors' fees and the individual amounts of payments thereof made to the directors should be set out in the annual report.

21 TERMINATION OF EMPLOYMENT CONTRACT IN CASE OF APPOINTMENT AS COMPANY OFFICER

21.1 When an employee is appointed as company Officer, it is recommended to terminate his or her employment contract with the company or with a company affiliated to the group, whether through contractual termination or resignation[17].

21.2 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.

21.3 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.

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

22 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 of Directors 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 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 annual report.

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

23.1 The purpose of concluding a non-competition agreement is to restrict the freedom of a company Officer to hold a position at a competitor. It is an instrument designed to protect the company and justifies a financial compensation for the party to the agreement.

23.2 In accordance with the procedure governing related parties agreements, 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.

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

23.4 Reasons must be given for the conclusion of a non-competition agreement at the time the company Officer leaves the company in cases where no such clause had previously been stipulated.

23.5 The benefit paid in respect of the non-competition agreement must not exceed the ceiling of two years of fixed and variable annual remuneration. When a termination benefit is also paid, the aggregate of these two benefits must not exceed this ceiling (see above).

24 COMPENSATION OF COMPANY OFFICERS

24.1 Principles for the determination of the compensation of executive Officers and the role of the Board of Directors

24.1.1 Role of the Board of Directors

The Board must debates 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 decision 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 long-term performance and competitiveness.

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

24.1.2 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 compensation determined through this process 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 general interest of the company;

- **Comparability**: the compensation must be assessed within the context of a business sector and the reference market. If the market is taken as a reference, it must not 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 the company Officer or 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 company's general interest, market practices, the performance of the directors, and the other stakeholders in the company.

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

24.1.3 Application of the principles to partnerships limited by shares

It is desirable that partnerships limited by shares apply the same compensation rules as those applicable to public limited companies, with the 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.

24.2 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 decision 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 indicate and justify the reasons for this and the director cannot be considered to be independent *(see above)*.

24.3 Components of the compensation of executive Officers

24.3.1 Fixed part of executive Officers' compensation

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

If, however, the company opts for annual increase of the fixed compensation, this increase must be modest and must respect the principle of consistency set out in § 24.1.2.

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

24.3.2 Variable part of executive Officers' compensation

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. Clear and complete information must be provided each year in the annual report.

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 it 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 for 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 in the light of this fixed part.

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

24.3.3 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 in 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 continuation of long-term compensation plans that have not yet been acquired, options that have not yet been 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 case of the departure of a director, please refer to § 24.5.1.

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

  The award of stock options 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 disclosure of the financial statements for the previous financial year, and should preferably do so each year.

It is necessary to specify periods preceding the disclosure 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 awarded 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 executive directors. 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 for authorising the award plan submitted to a vote at the meeting of shareholders 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, to shares resulting from the exercise of options or to performance shares and to respect this commitment until the end of the share retention period determined by the Board of Directors.

24.3.4 Extraordinary compensation of executive Officers

Only highly specific circumstances may warrant the award of an 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 disclosed.

24.4 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.

24.5 Departure of company Officers [18]

24.5.1. General provisions

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

The law gives a major role to shareholders by making these predefined benefits, paid on termination of office as company Officer, subject to the procedure for related parties agreements. It demands total transparency and makes termination payments conditional upon performance requirements.

The performance requirements 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, the ceiling of two years of compensation (fixed and annual variable).

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, in particular in cases when the director leaves the company in order to claim entitlement or after claiming entitlement to his or her pension rights. Under no circumstances may the aggregated 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.

[18] This provision is regulated by articles L.225-42-1 and L.225-90-1 of the Commercial Code.

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

In the event that a company Officer leaves before completion of the term envisaged for assessment of the long-term performance criteria, 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.

24.5.2 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.

24.6 Supplementary pension schemes for company Officers

24.6.1 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 § 24.1.2.

24.6.2 Supplementary pension schemes with defined benefits governed by Article L.137-11 of the Social Security Code

Supplementary pension schemes for senior executives and company Officers must be subject to conditions intended to prevent abuse.

These supplementary pension schemes must be subject to the condition that the beneficiary be a director or employee of the company when claiming his or her pension rights under the applicable rules.

In order to prevent any abuse, and in addition to the legal provisions[19], it is necessary to impose the following rules (without prejudice to schemes closed to new beneficiaries, which may not be altered):

— the group of potential beneficiaries must be considerably larger than the group of company Officers alone;

— the beneficiaries must meet reasonable requirements of seniority within the company, equal to at least two years, as determined by the Board of Directors, before they benefit from payments from a pension plan with defined benefits;

— the performance conditions permitting the annual definition of the acquisition of conditional rights, applicable in accordance with current legislation, must be demanding;

— the benchmark period taken into account for the calculation of the benefits must cover several years, and any artificial increase in compensation aimed solely at increasing pension benefits over the same period must be excluded;

— systems that confer an entitlement, either immediately or after a small number of years, to a high percentage of the total end-of-career compensation must therefore be excluded;

— the maximum percentage of the reference income which the supplementary pension scheme would confer must not be greater than 45 % of the reference income (annual fixed and variable compensation due in respect of the reference period).

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

The law imposes on companies the obligation to disclose in their management report the aggregate compensation and benefits of all types paid during the financial year to each company Officer, as well as the amount of the compensation and benefits of any type that each of these Officers has received during the financial year from companies of the group. 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 by the company in order to determine the compensation paid.

[19] Article L.225-42-1 of the Commercial Code.

25.1 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 the relevant decisions.

25.2 Annual information

The annual report must include a chapter, drawn up with the support of the compensation committee, 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, and 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 quantitative criteria on the basis of which this variable part is determined, their relative importance, the manner in which these criteria have been applied during the financial year and whether the individual targets have been attained. It must also, where necessary, specify if 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 the variable part of this multi-annual variable compensation, it must indicate the qualitative or quantitative criteria on the basis of which this compensation is determined and their respective importance and, when the payment of the multi-annual variable part is made, the manner in which 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, 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 annual report;

— 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 this 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, at the time of the award and in accordance with the method used for consolidated financial statements, and the fraction of the capital awarded to each company Officer 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 French Commercial Code does not impose any such obligation, it appears that the information most relevant for shareholders consists in connecting the variable component to the financial year in respect of which it is calculated, even if the compensation is only paid during the following financial years. It is therefore recommended to disclose on a priority basis the compensation due in respect of the financial year and to show in a summary table the amounts due and paid for the current and the preceding financial years;

— the aggregate and individual amount of directors' fees paid to directors and the rules for allocating fees, as well as the rules governing the payment of the directors' fees awarded, where applicable, to the general management team in respect of corporate offices held in affiliates of the group;

— information on the pension system. Given the considerable variety of pension schemes, 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.

It is recommended that this should follow the standard presentation (shown in Annex 3) of all the compensation components received by the directors.

26 CONSULTATION OF SHAREHOLDERS ON THE COMPENSATION OF INDIVIDUAL COMPANY OFFICERS[20]

26.1 The Board must present the compensation of company Officers at the annual General Meeting. This presentation must cover the elements of the compensation due or awarded at the end of the closed financial year to each company Officer:

— the fixed part;

— the annual variable part together with the performance criteria that contribute to the determination of this amount;

— extraordinary compensation;

— stock options, performance shares, and multi-annual variable compensation plans together with the performance criteria used to determine these compensation components;

— benefits linked to taking up or terminating office;

— supplementary pension scheme;

— any other benefits.

[20] The commitments made to company Officers which correspond to the elements of compensation, payments or benefits due, or likely to be due as a result of termination or change of office or retrospectively of such, are subject to the procedure of related parties agreements.

26.2 This presentation is followed by a mandatory vote by shareholders. It is recommended to present the following to be voted on by the shareholders:

- one resolution is presented for the Chief Executive Officer or the Chairman of the Management Board;
- one resolution for the Chairman of the Board of Directors or the Chairman of the Supervisory Committee;
- one resolution for the Deputy Chief Executive Officer(s) or the other members of the Management Board.

If the ordinary shareholders' meeting issues a negative opinion, the Board must meet within a reasonable period and examine the reasons for this vote and the expectations expressed by the shareholders.

Following this consultation and on the recommendations of the compensation committee, the Board will rule on the modifications to be made to the compensation due or awarded in respect of the closed financial year or the future compensation policy. It must then immediately publish information on the company's website indicating how it has responded to the vote at the shareholders' meeting and report on this at the next shareholders' meeting.

27 IMPLEMENTATION OF THE RECOMMENDATIONS

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

Listed corporations referring to this Corporate Governance Code should report in detail in their annual reports on the implementation of these recommendations and, if applicable, provide an explanation of the reasons why they have deviated 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.

27.2 The High Committee for corporate governance

In order to ensure the effective implementation of the fundamental corporate governance rule (comply or explain), Afep and Medef formed, in October 2013, a High Committee responsible for monitoring the implementation of the corporate governance code by listed corporations that refer to the present code.

This consists of a panel of four experts who either hold or have held executive positions in international groups as well as three other qualified individuals who represent the investors and/or have been chosen for their expertise in the legal or corporate governance fields. The Chairman is appointed from among the four individuals who hold or have held an executive position.

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

It is responsible for:

— monitoring 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 act 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. If a company decides not to follow the recommendations of the High Committee, it must indicate the latter's opinion in its annual report together with the reasons why it has decided not to comply with these recommendations.

— proposing to Afep and Medef amendments to the code in the light of changing practices, including at the international level, the recommendations or areas of consideration addressed by the AMF or also the requests of investors.

The High Committee publishes an annual activity report.

ANNEXES

ANNEX 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 addressed the question of compensation by recommending bringing together the information on this compensation in an *ad hoc* chapter and further introduced the principle of "comply or explain".

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

— **October 2003**: these reports were consolidated to form the "Code of corporate governance for listed companies".

— **January 2007** and **October 2008**: the recommendations in the code were supplemented with regards to the compensation of the company Officers.

— **April 2010**: recommendations were added to the code relating to the presence of women on Boards of Directors. 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 acceptance of the company's shares for trading on a regulated market.

— **June 2013**: the recommendations in 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 for corporate governance.

— **November 2015**: the recommendations in 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 in the code were specified in further detail and extended, in particular in the fields of independence, CSR and the compensation of company Officers. This was achieved by drafting special sections on compensation applicable to non-executive Officers, long-term compensation components, extraordinary compensation and sections ensuring the transparency of elements relating to the departure of directors**.**

ANNEX 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 directors	Non-Executive Officers	Chairman of the Board of Directors (separation of the functions 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

ANNEX 3

STANDARDISED PRESENTATION OF THE COMPENSATION OF COMPANY OFFICERS WHOSE SECURITIES ARE ADMITTED FOR TRADING ON A REGULATED MARKET

In order to improve the clarity and comparability of company Officers' compensation information, Afep and Medef recommend that companies whose securities are admitted to trading on a regulated market adopt the following disclosure format in the form of tables.

These ten tables must be grouped in a specific chapter of the annual report devoted to directors' 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 company Officer		
	Financial year N-1	**Financial year N**
Company Officer's name and position		
Compensation <u>due</u> 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

Table summarising the compensation paid to each company Officer				
Company Officer's name and position	**Financial year N-1**		**Financial year N**	
	Amounts due	**Amounts paid**	**Amounts due**	**Amounts paid**
Fixed compensation				
Annual variable compensation				
Extraordinary compensation				
Directors' fees				
Fringe benefits[21]				
TOTAL				

Table 3

Table on the directors' fees and other compensation received by non-executive directors		
Non-executive directors	**Amounts paid in N-1**	**Amounts paid in N**
Name		
Directors' fees		
Other compensation		
Name		
Directors' fees		
Other compensation		
TOTAL		

[21] These fringe benefits must be described: car, accommodation, etc.

Table 4

Subscription or purchase options awarded during the financial year to each company Officer by the issuer and *by any company of the group*						
(named list)	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 company Officer			
(named list)	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 company Officer by the issuer and by any company of the group						
(named list)	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 company Officer			
(named list)	No. and date of the plan	Number of shares that have become available during the financial year	Acquisition terms[22]

[22] Quantity of shares to be acquired upon the availability of the shares according to the methods determined by the Board at the time they are awarded.

Table 8

PAST AWARDS OF SUBSCRIPTION OR PURCHASE OPTIONS (1)				
INFORMATION ON THE SUBSCRIPTION OR PURCHASE OPTIONS (1)				
	Plan no. 1	**Plan no. 2**	**Plan no. 3**	**Etc.**
Date of meeting				
Date of Board of Directors or Management Board meeting, as applicable				
Total number of shares (2) available for purchase or subscription, of which the number available for purchase or subscription by:				
The company Officers (3)				
Director 1				
Director 2				
Director 3				
Starting date for the exercise of shares				
Expiry date				
Price of purchase or subscription (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 carried out to the parity or to the capital, the table must be shown after adjustments.

(3) Named list of the company Officers (executive and non-executive Officers).

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

Table 9

PAST AWARDS OF PERFORMANCE SHARES				
INFORMATION ON PERFORMANCE SHARES				
	Plan no. 1	**Plan no. 2**	**Plan no. 3**	**Etc.**
Date of meeting				
Date of Board of Directors 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) Named list of the company Officers (executive and non-executive Officers).

Table 10

Table summarising the multi-annual variable compensation paid to each company Officer[23]			
Company Officer's name and position	**Financial year [24]**	**Financial year**	**Financial year**

Table 11

Company Officers	Employment contract		Supplementary pension scheme		Indemnifications or benefits due or likely to become due as a result of termination or change of position		Indemnifications relating to a non-competition clause	
	Yes	No	Yes	No	Yes	No	Yes	No
Name Position Date of start of term Date of end of term								
Name Position Date of start of term Date of end of term								

23 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.

24 The table must indicate the financial years involved in the period covered by the plan