

APPENDIX II : PROCEDURE FOR DECISION-MAKING BY THE BOARD OF DIRECTORS

For every dossier to be submitted to the Board of Directors, the following procedure applies:

I. PREPARATORY PHASE – EXECUTIVE COMMITTEE

Dossiers to be submitted for decision to the Board of Directors are prepared by the Executive Committee.

The Secretary-General ensures that a complete dossier on any matter falling within its competence is submitted to the Board of Directors before any commitment is entered into by the Company.

II. INCLUSION ON THE AGENDA

The CEO informs the Chairman of the Board of progress made concerning matters and dossiers of relevance falling within the province of the Board of Directors.

The Chairman draws up the agenda for Board meetings, in consultation with the CEO and the Secretary-General. The Chairman is consulted on any proposal to be submitted to the Board. No dossier shall be placed on the agenda of the Board without the prior agreement of the Chairman of the Board.

III. PREPARATION OF DOCUMENTATION

Documentation in support of a proposal for a decision to be taken by the Board of Directors is composed of a dossier containing slides and any other documents that the Chairman and the CEO might consider useful and important for the proper understanding of the Directors.

A presentation to the Board of Directors must at least address the following points:

- A description of the project;
- The reason for the proposal and the benefit for the company;
- Possible alternatives and their impact;
- The impact of the decision on the organisation, the budget and the accounts;
- The significant risks related to the project, such as legal, financial and operational risks and, if applicable, risks to its reputation;
- A proposal for a resolution to be adopted by the Board.

IV. DISTRIBUTION OF THE DOCUMENTS

The Chairman of the Board of Directors, assisted by the Secretary-General, ensures the distribution of the appropriate documentation to Board members at least one calendar week before the meeting. All documents must be submitted to the Chairman of the Board before being distributed to the Directors.

