

RULES OF PROCEDURE OF THE AUDIT COMMITTEE OF THE FEDERAL HOLDING AND INVESTMENT COMPANY

Article 1 - Committee

An Audit Committee is established pursuant to Article 3bis, § 17 of the Federal Holding and Investment Company and Regional Investment Companies Act of 2 April 1962 (*loi du 2 avril 1962 relative à la Société fédérale de Participations et d'Investissement et aux sociétés régionales d'investissement*), hereinafter referred to as the "Act of 1962") and of Article 29 of the Articles of Association of the Société fédérale de Participations et d'Investissement [Federal Holding and Investment Company] (hereinafter referred to as the "**SFPIM**") and in accordance with the governance charter of the SFPIM.

Article 2 - Tasks

The task of the Audit Committee is to assist the Board of Directors in the:

- process of preparing financial information;
- integrity and control of the annual, consolidated and interim financial statements;
- company's internal control and risk management systems;
- monitoring of financial and operational audit work via the internal audit and the statutory auditor; and the
- monitoring of the company's compliance with legal and regulatory requirements.

The Audit Committee shall oversee the deployment of open communication and shall carry out its duties in consultation with the Statutory Auditor, the Managing Director and the other members of the Executive Committee, in particular the Chief Financial and Administrative Officer.

In addition, the Audit Committee shall make such recommendations as it should deem useful on any other audit-related subject and shall carry out the tasks entrusted to it by the Board of Directors or the Articles of Association.

The Audit Committee shall have the necessary resources and access to all company information. The Audit Committee may call on the services of consultancy firms, at the Company's expense, to assist it in the performance of its duties.

Article 3 - Responsibilities

The role of the Audit Committee shall be to advise and assist the Board of Directors, but it shall have no decision-making powers and shall not constitute a body of the SFPIM.

The Audit Committee shall perform its duties without prejudice to the liability of the members of the Board of Directors and of its own members.

Article 4- Composition

The Audit Committee shall consist of three members appointed by the Board of Directors from among its ranks, at least one of whom must be an independent director. The members of the Audit Committee shall have no operational powers either within the company or in its subsidiaries or holdings. Each member of the Audit Committee must have financial skills and experience.

The term of office of Audit Committee members may not exceed their term of office as directors.

The term of office of members of the Audit Committee may be renewed at the same time as their term of office as directors.

The Board of Directors may decide to appoint an observer to the Audit Committee if it deems this appropriate.

The Audit Committee shall appoint a Secretary.

Article 5 - Chairman

The Audit Committee shall appoint a Chairman from among its ranks.

The Chairman shall direct the work of the Audit Committee and endeavour to ensure that its members reach a consensus through critical and constructive discussion of the items on the agenda.

He shall take such steps as necessary to develop a climate of trust within said committee by contributing to open discussions and the constructive expression of differences of opinion.

Article 6 - Financial information

The Audit Committee shall assist the Board of Directors in its supervisory and monitoring duties in the following areas:

- consistent application of accounting principles and any changes that may be made to them;
- quality and efficiency of the financial reporting process;
- analysis of the company's annual and consolidated financial statements, as well as the annual management reports and the auditor's reports thereon;
- analysis and follow-up of any material adjustments to be made on the recommendation of the auditor as part of the statutory audit;
- analysis of any interim financial statements and any other financial communications to shareholders or third parties;
- monitoring of the separate presentation in the accounts and other financial statements of operations carried out on behalf of the State, as well as keeping separate simplified accounts for the Company's activities as a public holding company and for its activities as an investment company;
- analysis of any other important issues relating to accounting and financial reporting, and in particular the reporting of complex and/or non-routine transactions.

Article 7 - Internal control systems and internal audit

The Audit Committee shall assist the Board of Directors in its task of monitoring the quality and effectiveness of the Company's internal control and risk management systems.

It shall monitor and support the internal audit function and meets with the Head of Internal Audit as and when required. The Audit Committee shall prepare the approval of the audit plan, supervise the work carried out in applying the audit plan and conduct an assessment of the audit plan as and when necessary, and in any event every two years.

The Audit Committee shall also supervise the action taken on the recommendations made by the internal auditor.

Article 8 - External audit

The Audit Committee shall assist the Board of Directors in its task of monitoring the quality and effectiveness of the external audit. .

It shall supervise the work of the external auditor and conduct an assessment of his performance as and when necessary, and in any event every three years. It shall meet with the external auditor as and when necessary.

The Audit Committee shall advise the Board of Directors on the appointment, reappointment and fees of the external auditor.

The Audit Committee shall monitor the independence of the auditor and any non-audit services provided by the latter and the related fees.

The Audit Committee shall also supervise the action taken on the recommendations made by the auditor.

The Audit Committee shall see to the effective coordination and interaction between internal audit and the external auditor, while respecting the responsibilities of each.

Article 9 - Compliance

The Audit Committee shall assist the Board of Directors in its task of monitoring the quality and effectiveness of the systems used to ensure compliance with applicable laws and regulations.

It shall deal with any legal or regulatory requirements likely to have a material impact on the preparation of the annual, consolidated and any interim financial statements, on the internal control and risk management systems, on the internal audit and/or on compliance with the applicable laws and regulations.

The Audit Committee shall also supervise the action taken on the recommendations made by the internal auditor on corporate governance.

Article 10- Meetings

The Audit Committee shall meet at least four times a year and as often as required in the interests of the SFPI-M, upon being convened by the Chairman of the Audit Committee or one of its members.

The Audit Committee may ask the Managing Director and the Chief Financial and Administrative Officer to take part in meetings and/or to apprise the Audit Committee of particular points. The Audit Committee may also invite other employees to explain certain documents received or more technical questions.

The meetings of the Audit Committee may be held remotely by means of telecommunication techniques that enable the attendees to hear and consult each other such as teleconferencing or videoconferencing.

The Audit Committee must allow the Executive Management and the Statutory Auditor to discuss with it, possibly behind closed doors, any issues that they or the Audit Committee wish to discuss discreetly.

Article 11- Quorum and majority

The majority of its members must be present for the Audit Committee to deliberate validly. A member may not be represented.

Opinions and recommendations shall be adopted by a majority of the members present. The Chairman does not have a casting vote.

Article 12 - Minutes

The minutes summarise the deliberations and set out the opinions and recommendations, indicating any reservations or dissenting opinions expressed by any member of the Audit Committee.

The minutes are approved by the members of the Audit Committee, who receive a draft copy in advance, and signed by the Chairman of the Audit Committee and the Secretary, as well as by any members who so request. The minutes shall be entered in a special register kept at the Company's registered office.

Article 13 - Reporting

The Audit Committee shall report regularly to the Board of Directors. It shall report to the Board of Directors on the preparation of the annual, consolidated and interim financial statements and any other financial communication to shareholders or third parties.

The Audit Committee shall draw up a report on the performance of its duties and communicate it to the Board of Directors at the latter's request.

Article 14 - Self-assessment

The Audit Committee shall, each year, assess its own effectiveness and its interaction with the Board of Directors, review its rules of procedure and recommend to the Board of Directors any adjustments it should deem necessary.

These rules of procedure were adopted for the first time on 29 January 2007. They were amended on 21 January 2008, 24 May 2016, 18 December 2018, 29 September 2020 and 09 March 2021 for the last time. The latest version of these rules of procedure is dated 09 March 2021.