

Atalian Holding Development and Strategy S.A.

INVESTMENT AND STRATEGY COMMITTEE CHARTER

The Investment and Strategy Committee of Atalian Holding Development and Strategy SA, hereafter « *AHDS* or the Company » a company of Belgian law, was define by the Board of Directors on March 1st, 2019.

The Committee has adopted a charter which consolidates and describes its organizational and operational rules and the roles and responsibilities assigned by the Board.

The Committee is thus responsible for assisting the Board in its mission of determining the strategic directions and investments of the Company and its affiliates.

I. ORGANIZATION AND FUNCTIONING OF THE INVESTMENT AND STRATEGY COMMITTEE

1.1. Composition

The Committee is composed of at least three members appointed by the Board and among whom at least one member has special skills in financial and investments. This member cannot be an executive of the Company.

Committee members are appointed in their personal capacity and cannot be represented.

The Chairman of the Committee is also appointed by the Board.

Committee members hold position for a fixed term defined by the Board. This term can be put to an end only if the members exercise their right to resign before the term or by the will of Board.

Committee members must not retain any direct or indirect interest, in relation to the Company and its affiliates investments or advisors or provide services for these companies.

1.2. Meetings

The Committee meets at least once a year following the invitation of the Chairman, who may organise any additional meeting if circumstances require and at least one Committee's meeting should be held before any meeting of the Board.

The Committee shall also meet at any time upon request of at least half of its members or at the President of the Board request. Meetings shall be held at any place indicated in the convocation including by phone or visio-conference, sent by any means by the President or, on his behalf, by any person he designates.

The members of the Committee shall attend all the meetings in which they have the ability to participate ,or in case of unavailability, by any means of telecommunication. For this purpose, the Chairman or the delegate shall draft for each meeting an agenda and communicate it in advance to each member of the Committee.

The minutes of each meeting are drafted under the authority of the Chairman and distributed to the members of the Committee.

The Committee can validly issue its opinions and recommendations only if at least half of its members (including the Chairman) are present.

The opinions and recommendations of the Committee are adopted if they have received a favourable vote of the majority of members present, including the Chairman's vote. In the event of a tie, the Chairman has the casting vote.

The Chairman reports to the Board on the missions, opinions and recommendations of the Committee, basing on which the Board's decides the actions to take.

1.3. Resources

1.3.1. At their appointment or at their request, the members of the Committee have entire access to accounting, financial and operational information of the Company its affiliates.

1.3.2. The Committee has the collaboration and participation of all the departments of the Company and its affiliates including financial, accounting, internal audit, management control and legal department.

1.4. Authority

1.4.1. The Committee has authority to obtain by the executives and their employees any information, note and analysis on the Company and its affiliates that it deems necessary for the execution of its mission. Upon notification of Administrator A of AHDS, it also has the right to contact and organize meetings with the management of the Company and its affiliates as well as with external auditors of the Company or its affiliates, when necessary.

1.4.2. The attributions conferred to the Committee may not have the effect of delegating the powers assigned to the Board by law or statutes or reducing or limiting the authority of Administrator A.

II. ROLE AND RESPONSABILITIES OF THE INVESTMENT AND STRATEGY COMMITTEE

2.1. The role of the Committee is to :

- Give its opinion on the investment planned by the Company and its affiliates as well as their financing;
- Provide its opinion on the strategic directions of the activities of the Company and its affiliates;
- Review, prior to their submission to the Board, the investments projects, including all merging, acquisition or divestment that may have a significant impact on the scope, the activities, the results and the balance sheet structure of the Company and its affiliates.

2.2. Thus, the Committee have the missions:

- Assist the Board in developing the strategy of the Company and its affiliates and discuss alternative options;
- Assess the risks of the investment project and strategic direction of the Company and its affiliates;
- Provide an opinion on investment and divestment programs;

- Review, prior to their submission to the Board, investments and restructuring projects, including acquisition, divestment, merger that may have a significant impact on the scope, the activities, the results and the balance sheet structure of the Company and its affiliates
- Provide an opinion on partnerships and agreements with regional, national and international institutions which may have a significant impact on the strategy and investment policy of the Company and its affiliates.

2.3. Report of the Investment and Strategy Committee

The Committee reports to the Council on its work as part of the Financial Statements closing on both strategy and investments topics and any other potential related areas of analysis.

When necessary, the Committee issues opinion or recommendations and the Board have the authority to make the final decision on actions to take. The Committee shall inform the Board without any delay of any difficulty encountered.

2.4. Other missions of the Investment and Strategy Committee

- 2.4.1. The Committee may conduct any other assignment in connection with the role assigned in this Charter at the request of the Board.
- 2.4.2. The Committee regularly verifies that the missions assigned by the present Charter are carried out in a satisfying manner. It periodically assesses the adequacy of this Charter to the needs and perspectives defined by the Board in relation to the Governance Committee.

III. RESPONSABILITY OF THE COMITEE MEMBERS

Committee members does not face any other legal responsibilities, as part of their duties, than those of Board.

IV. CONFIDENTIALITY

Committee members and all persons associated are subject to a strict obligation of confidentiality.

V. VALIDATION OF THE CHARTER OF THE INVESTEMENT AND STRATEGY COMITEEE

This Charter was approved by the Board on July 28, 2020.

The Board keep the right to modify, add to or amend it, if necessary, at the request of the Committee or on its own initiative.
