

# CNIM GROUP

## Bylaws of the Strategy and Investment Committee

### PREAMBLE

The Board of Directors (hereinafter, the “**Board of Directors**”) set up a CNIM Group (hereinafter, the “**Company**” and together with its direct and indirect subsidiaries the “**Group**”) Strategy Committee (hereinafter, the “**Strategy Committee**”) at its meeting on 31 July 2020.

The Strategy Committee operates under the auspices of the Board of Directors, which determines and, where necessary, amends these Strategy Committee Bylaws.

These Bylaws are intended to present the responsibilities of the Strategy Committee and set out its operating rules, in addition to the provisions of the Company’s Articles of Association and the decisions and Bylaws of the Board of Directors.

### I. MEMBERSHIP

The Strategy Committee consists of at least three (3) directors appointed by the Board of Directors from amongst its members. The Board chooses one of them to be the Chairman of the Strategy Committee, based on a recommendation from the Strategy Committee.

At least one (1) member of the Strategy Committee must be an independent member of the Board of Directors.

Strategy Committee members continue to perform their duties until the end of their term of office as director. They may be reappointed. They are remunerated by means of attendance fees in accordance with the procedures established by the Board of Directors. The Board of Directors may at any time change the make-up of the Strategy Committee.

### II. RESPONSIBILITIES

#### 1. **General responsibilities**

The Strategy Committee is tasked with assisting the Board of Directors in defining the Group's major strategic priorities.

The Strategy Committee provides opinions and recommendations on:

- Evaluations of the Group’s strategic priorities, information on market trends, assessments of research, competition analysis and the resulting medium- and long-term outlooks;

- Analyses of proposed acquisitions or disposals of subsidiaries and holdings or other assets, particularly against the background of the workout agreement dated 29 April 2020, for amounts exceeding five million euros (€5,000,000) per transaction and up to an annual amount of twenty-five million euros (€25,000,000);
- Analyses of the Group's development plans in terms of calls for tender for which the estimated total revenues <sup>1</sup> are greater than:
  - EPC Division: fifty million euros (€50,000,000);
  - LAB Division: twenty-five million euros (€25,000,000);
  - O&M Division: twenty-five million euros (€25,000,000);
  - Services Division: twenty million euros (€20,000,000);
  - CSI Division: twenty-five million euros (€25,000,000);
  - Bertin Division: ten million euros (€10,000,000);
- Analyses of plans to acquire or set up operations in a country in which the Group does not operate and/or that represent a particular risk.

## **2. Specific responsibilities**

The Strategy Committee reviews the Group's corporate social responsibility ("CSR") strategy, monitors its results annually and provides opinions or recommendations to the Board of Directors.

## **III. OPERATING RULES**

The Strategy Committee meets when called by the Chairman following notification in writing or by any [other] means, including verbally. It meets at least four (4) times a year and whenever circumstances require, for any general or special purpose within its remit.

The Committee is only quorate when at least two of its members are present, including the Chairman of the Strategy Committee.

Where this is not possible, each member of the Strategy Committee may be represented by another member.

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<sup>1</sup> And/or whose liability ceiling does not exceed revenues (excluding statutory and traditional exclusions) – See Table of allocation / limitation of powers within the Group

The Secretary of the Strategy Committee (appointed by the Chairman of the Strategy Committee and who is not necessarily a member of the Strategy Committee and may be the Secretary of the Board of Directors) draws up the agenda for each meeting, which the Chairman of the Strategy Committee then approves. Members can raise additional matters before or during the meeting.

Depending on the agenda of the Strategy Committee, the following persons may also be invited to participate: the CFO, the General Counsel, the Head of the division concerned by the proposed plan or transaction and, more generally, any other person within the Group concerned by the proposed plan or transaction. The Strategy Committee may also hear from parties outside the Company where this helps with the performance of its responsibilities.

An attendance sheet is drawn up for each meeting of the Strategy Committee.

The Strategy Committee issues opinions and recommendations adopted by a simple majority of the members present at the meeting, with the Chairman of the Strategy Committee having a casting vote in the event of a tie.

The Secretary of the Strategy Committee drafts the minutes of each meeting, submitting them to the Committee Chairman for approval.

The Chairman of the Strategy Committee reports to the Board of Directors on the work of the Strategy Committee.

The corporate governance report includes a presentation on the work of the Strategy Committee during the previous financial year.

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