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CORPORATE GOVERNANCE GUIDELINES

PREAMBLE: To comply with the principles of corporate governance derived from applicable recommendations, including in particular the principles of corporate governance recommended by the MiddleNext Corporate Governance Code for Listed Companies of September 2016, ATARI SA's Board of Directors (the "Company") unanimously adopted the following Corporate Governance Guidelines at its meeting convened on September 28, 2018. These Guidelines were adopted pursuant to the Articles of Incorporation and adds to these Articles. Their purpose is to detail, pursuant to the legal, regulatory and statutory provisions in force, the composition, management and functioning of the Board of Directors. These Guidelines are binding on every member of the Board. In this document, the term "executive" refers to the Chair of the Board of Directors, the Chief Executive Officer and the Chief Operating Officers.

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PART I: BOARD OF DIRECTORS AND CHIEF EXECUTIVE OFFICER

1. STRUCTURE AND COMPOSITION OF THE BOARD OF DIRECTORS

1.1 Size of the Board

The Board of Directors consists of at least 3 and no more than 18 directors, subject to the exemption provided for by the French Commercial Code in the event of a merger.

If the number of directors falls below three, an Ordinary Shareholders' Meeting is immediately convened to fill the vacancy or vacancies.

1.2 Term of Office

Directors are appointed or reappointed at the Ordinary Shareholders' Meeting for a term of three years.

In the event of a vacancy due to the death or resignation of one or more directors, the Board of Directors may, between two Shareholders' Meetings, make provisional appointments. These appointments are subject to ratification at the next Shareholders' Meeting.

If the appointment of a director by the Board is not ratified at the next Shareholders' Meeting, actions taken by that director and resolutions of the Board are nevertheless valid.

The director appointed to replace an outgoing director stays in office for the remainder of his or her predecessor's term.

1.3 Director Independence

a) Percentage of Independent Directors on Board

At least one third of the members of the Board of Directors must be independent.

b) Board Definition of Director Independence

Independent director means a person who does not have a relationship with management, the Company or its group, which would interfere with the exercise of independent judgment in carrying out the responsibilities of a director or which could lead to a conflict of interest with management, the Company or its subsidiaries. An independent director must not only be a non-executive director (not engage in the day-to-day management of the organization) but also have no special interest relationship (significant shareholder, employee, other) with the organization (Company or group).

The following persons are not independent directors:

- a director who is, or at any time during the past five years was, employed by or serves as a corporate officer for the Company or a company consolidated by the Company;
- a director who is a corporate officer of a company for which the Company serves, directly or indirectly, as director or for which an employee or corporate officer of the Company (currently or at any time during the past five years) serves as director;
- a director who is, directly or indirectly, an important customer, supplier, investment or commercial banker of the Company or its group, or for which the Company represents a significant portion of its business;
- a director who is a close family member of a corporate officer;
- a director who is a significant shareholder;
- a director who was an auditor of the Company at any time during the past five years; and
- a director who was a director of the Company for more than twelve years.

Directors representing significant (direct or indirect) Company shareholders may be deemed independent when these shareholders do not control the Company within the meaning of Article L. 233-3 of the French Commercial Code

Where a director represents a Company shareholder or the interests of a Company shareholder who directly or indirectly holds more than 10% of the Company's capital or voting rights, the Board, on report of the Nomination and Compensation Committee, must systematically review the independence of directors while considering the Company's ownership structure and the existence of potential conflicts of interest.

c) <u>Determining the Independence of Directors</u>

The independence of a director is determined by the Nominations and Compensation Committee, which prepares a report for the Board. In light of this report but before its annual publication, the Board of Directors reviews the independence of each director on an annual basis in accordance with the requirements of Article 1.3(b) of these Corporate Governance Guidelines.

The Board of Directors shares its findings with the shareholders in its annual report.

2. POWERS AND RESPONSIBILITIES OF THE BOARD

2.1 Powers and Responsibilities of the Board

The Board of Directors is vested with the broadest powers to act on behalf of the Company. The Board determines and implements the Company's business strategy.

Subject to the powers expressly granted to Shareholders' Meetings and with due regard to the Company's corporate interests, the Board of Directors is responsible for all matters affecting the Company's operations and adopts resolutions on matters pertaining to the Company. The Board carries out the checks and inspections it deems appropriate.

The Board of Directors has the sole authority to amend these corporate governance guidelines.

2.2 Board of Directors and Shareholders' Meetings

The Board of Directors represents the shareholders. The Board reports to the shareholders at Shareholders' Meeting and is responsible for meeting its essential statutory responsibilities.

Resolutions are adopted at Shareholders' Meetings. Shareholders' Meetings are when management bodies report on the operations of the Company, the functioning of the Board of Directors and Specialized Committees and represent an opportunity for open dialog with shareholders.

The Board of Directors must comply with the specific powers held by shareholders if the proposed transaction(s) is (or are) likely to modify, in fact or in law, the Company's corporate purpose or relates(s) to a significant share of the Group's assets or business.

2.3 Prior Authorizations

The following transactions require the Chief Executive Officer or Chief Operating Officers to obtain prior approval from the Board of Director:

- establishment of a joint venture or acquisition of any business in excess of €750,000; the acquisition of any interest or business or the conclusion of any joint-venture contract in excess of €750,000;
- sale or transfer of a business or asset in excess of €750,000 euros; the transfer of any interest or business in excess of €750,000;
- merger or planned merger of the Company or, more generally, any transaction involving the transfer of all or substantially all of the Company's assets;
- in the event of a dispute, the conclusion of any contract or transaction, or the agreement to any settlement in excess of €750,000;

- granting of any security interest over the corporate assets, if the secured obligation or asset pledged as security concerns an amount in excess of €750,000;
- conclusion of any licensing or intellectual property agreement in excess of €1,000,000.

The Board of Directors approves the annual budget and the multi-year game publishing plan and approves any material change to the budget or game publishing plan during a given year.

3. FUNCTIONING OF THE BOARD

3.1 Chair of the Board of Directors

a) Chair and Vice Chair of the Board of Directors

The Board of Directors selects a Chair from among its natural person members.

The Chair is elected for the duration of his or her term as director. His or her appointment may be revoked at any time by the Board of Directors.

The Chair must be aged less than 65 when appointed. If the Chair turns 65 while in office, he or she must resign at the next meeting of the Board of Directors.

The Board of Directors may, if deemed appropriate, elect one or more Vice Chairs from among its natural person members.

In the event of the Chair's absence and, if applicable, the absence of the Vice Chair(s) and the director appointed to temporarily act as Chair, the Board of Directors elects a member present at the meeting to preside over the meeting. In the event of the Secretary's absence, the Board of Directors elects one of its members or a third party to replace the Secretary.

b) Powers and Responsibilities of the Chair and Vice Chair

The Chair represents the Board of Directors and presides over Board meetings. The Chair is responsible for managing and providing leadership to the Board of Directors and reports to the shareholders at the Shareholders' Meeting. The Chair ensures the effective functioning of the Company's bodies and that directors are fit to act as director. The Chair ensures compliance with the principles of good governance and coordinates the combined efforts of the Board of Directors and Committees.

In close coordination with the Chief Executive Officer, the Chair may represent the Company in its high-level dealings with public authorities and take part in defining the Group's major strategic options.

The Chair prepares the report on corporate governance and internal control required by Article L.225-37 of the French Commercial Code.

The Chair is assisted by one or more Vice Chairs.

3.2 Meetings of the Board of Directors

The Board of Directors meets as often as the interests of the Company so require. Meetings are convened by the Board's Chair. The Board is required to meet at least twice every six months.

Directors representing at least one third of the Board may ask the Chair to convene the Board on a specific agenda, provided the Board was not convened for over two months. If necessary, the Chief Executive Officer may request the Chair to convene the Board of Directors on a specific agenda.

A quorum of at least half of the members is required to transact business at a Board meeting.

3.3 Resolutions of the Board of Directors

Any director may attend, participate in and vote at meetings of the Board of Directors by videoconference or teleconference call under the terms and conditions provided by the rules applicable at the time of its use.

Directors' physical presence is highly encouraged.

3.4 Evaluation of the Board of Directors

Once a year, under the responsibility of the Nomination and Compensation Committee and with the assistance of the Secretary General, the Board must assess its ability to meet shareholder expectations as regards its management of the Company. As such, the Board must:

- review how the Board and its Committees operate;
- ensure that important issues are adequately prepared and discussed; and
- determine each director's actual contribution to the Board based on his or her fitness and involvement in conducting business.

Independent directors are required to meet at least once per year to evaluate the Chair, the Chief Executive Officer and, where applicable, the Chief Operating Officer.

3.5 Access to Information by the Board of Directors

Directors receive Board meeting agendas within a reasonable time before Board meetings.

To fulfill his or her obligations as Chair, the Chair of the Board of Directors ensures that the records and information necessary to review the items on the agenda are, save for exceptional circumstances, sent within a reasonable time before the meeting.

A director may, within a reasonable time, request disclosure of any record he or she believes is necessary to prepare for the meeting.

Where confidentiality so requires, particularly where sensitive financial information is at issue, books, records and information may not be disclosed until the meeting.

Directors may also receive necessary information relevant to significant Company events or transactions between meetings.

3.6 Compensation

The Board of Directors determines the fixed or variable pay of the Chair, Chief Executive Officer and Chief Operating Officer(s).

The total amount of attendance fees allocated at the Shareholders' Meeting is distributed among the members of the Board of Directors on recommendation of the Nomination and Compensation Committee. This distribution is based in particular on directors' effective participation on the Board of Directors and their participation on specialized or ad hoc committees of the Board.

The rules for distributing attendance fees based on attendance at Board and Committee meetings are approved by the Board on recommendation of the Nomination and Compensation Committee, no later than the first meeting of the Board of Directors during a given fiscal year. The Chief Executive Officer and Chief Operating Officer(s), if any, are not compensated for attending meetings unless otherwise determined by the Board.

3.7 Miscellaneous Provisions

a) Register of Attendance

A register of attendance is kept at the company's headquarters indicating the names of the Board members present (physically or by video- or teleconference call), represented, excused or absent. Otherwise, attendance is indicated in the minutes of the Board meeting. Proxies given by letter, fax, telex, telegram or electronic mail are attached to the register of attendance.

b) Meeting Minutes

Minutes are taken of Board meetings and signed by the meeting's Chair and at least one director. These minutes are kept in accordance with regulatory provisions.

Board meeting minutes indicate:

- the names of the directors present (physically or by video- or teleconference call), represented, excused or absent;
- if applicable, the occurrence of a technical issue relating to a videoconference or a teleconference call if this incident disrupted the conduct of the meeting;
- the names of other persons having attended the meeting, in whole or in part;
- a summary of the Board of Directors' deliberations and resolutions;
- a record of actions taken by the Board in carrying out its duties;
- if applicable, issues raised and reservations made by participating members.

Copies of these minutes are certified by the Board's Chair, by the Chief Executive Officer or Chief Operating Officer, by a director elected to temporarily act as Chair, by the Secretary or by an authorized representative authorized to this effect.

Board meetings may be recorded.

4. EXECUTIVE MANAGEMENT

4.1 Chief Executive Officer

The Chief Executive Officer represents the Company in its dealings with third parties. He or she presides over the Group's Executive Committee and is vested with the broadest powers to act on behalf of the Company, subject to the powers expressly granted to the Board of Directors and Shareholders' Meeting by law or the bylaws.

The Chief Executive Officer reports on significant Group events at Board meetings.

If the Chief Executive Officer is not also a director, he or she may attend Board meetings in an advisory capacity. If the Chief Executive Officer is also a director, the duration of his or her term of office may not exceed that of his or her term of office as director.

The Chief Executive Officer must be aged less than 65 when appointed. If the Chief Executive Officer turns 65 while in office, he or she must resign at the next meeting of the Board of Directors.

In the event of the Chief Executive Officer's temporary incapacity, the Board of Directors may select a director to act as Chief Executive Officer.

4.2 Chief Operating Officer

On the proposal of the Chief Executive Officer, the Board of Directors may appoint one or more Chief Operating Officers, who may or may not be members, to assist the Chief Executive Officer. The number of Chief Operating Officers may not exceed five.

A Chief Operating Officer must be aged less than 65 when appointed. If a Chief Operating Officer turns 65 while in office, he or she must resign at the next meeting of the Board of Directors

In agreement with the Chief Executive Officer, the Board of Directors determines the scope and duration of the powers of the Chief Operating Officers. The Chief Operating Officer reports to the Chief Executive Officer.

With respect to third parties and as regards the General Management of the Company, the Chief Operating Officers have the same powers as the Chief Executive Officer.

If a Chief Operating Officer is not a director, he or she may attend Board meetings in an advisory capacity only.

A Chief Operating Officer's term of office may not exceed that of the Chief Executive Officer. A Chief Operating Officer may be reappointed. Unless otherwise resolved by the Board of Directors, in the event of the death, resignation or dismissal of the Chief Executive Officer, the Chief Operating Officer remains in office until the appointment of the new Chairman or new Chief Executive Officer, as the case may be.

If a Chief Operating Officer is also a director, the duration of his or her term of office may not exceed that of his or her term of office as director.

PART II: SPECIALIZED COMMITTEES

1. COMMON RULES

1.1 Standing Committees of the Board

To help the Board meet its responsibilities, the Board may set up specialized committees to review matters falling within the Board's authority and to submit opinions, proposals and recommendations to the Board.

There are at least two standing specialized committees:

- Audit Committee;
- Nomination and Compensation Committee.

1.2 Composition of Standing Committees

Members of Standing Committees are appointed by the Board of Directors on proposal by the Nomination and Compensation Committee. Appointments may be revoked by the Board of Directors on recommendation by the Nomination and Compensation Committee.

Committee members are appointed for a term of office determined by the Board, which may not exceed that of their term of office as director.

In light of the composition of the Board of Directors, at least half of the members of Standing Committees must be independent directors.

A Standing Committee Chair must be an independent director appointed by the Board of Directors. A Committee Chair has a casting vote in the event of a tie.

1.3 Functioning of Standing Committees

a) Meetings

Committees meet as often as is necessary. Committee meetings are convened by the Committee Chair or by half of the Committee's members to discuss issues falling within the Committee's authority or responsibility.

Committees are required to establish an annual calendar of Committee meetings based on the schedule of Board meetings and the dates of Shareholders' Meetings.

Notice of Committee meetings may be made by any means, including oral notice, subject to the notice being given sufficiently in advance. Committees may also meet at a Board meeting, provided all members of the Committee consent (failing which, the Committee holds a separate meeting). The minutes of these Committee meetings may form part of the Board meeting minutes.

Each Committee's Chair determines the meeting agenda and informs Committee members and Board members of the agenda sufficiently in advance of the meeting for Committee members to prepare for the meeting. Notice of the meeting must include the records and information relevant to the meeting agenda.

Meetings are held at the Company headquarters or any other location. Committee members may attend meeting by video- or teleconference call. Audit Committee meetings, including preparatory meetings, may be recorded.

b) Transacting Business

A quorum of at least half of the Committee's members is required to transact business at a Committee meeting.

The Committee's recommendations, findings and observations are decided by a majority of the members participating in the meeting. Each member has one vote. In the event of a tie, the Chair has the casting vote.

The Committee Chairs report to the members of the Board of Directors. Minutes are taken of Committee meetings are submitted to the members of the relevant Committee for approval.

c) Powers

In exercising its powers, each Committee may, after informing the Chair of the Board of Directors and reporting to the Board, contact the Company's principal managers.

Committees may commission external technical studies on matters falling within their authority, at the Company's cost and expense, after informing the Board of Directors or the Chair of the Board of Directors.

d) Compensation

Committee members receive attendance fees for serving on a Committee. The amount of these attendance fees is determined by the Board of Directors after approval of a total amount of attendance fees at the Shareholders' Meeting. The attendance fee is paid at the same time as the attendance fee paid for the member's attendance as a director.

1.4 Ad Hoc Committees

In addition to Standing Committees, the Board of Directors may, at any time, set up one or more Ad Hoc Committees, whether temporary or not. The Board of Directors determines the Ad Hoc Committee's composition and functioning. One or more members of an Ad Hoc Committee may be paid special compensation, the amount of which is determined by the Board of Directors.

2. AUDIT COMMITTEE

2.1 Responsibilities

The role of the Audit Committee is to help the Board of Directors in fulfilling its responsibilities, particularly with regard to auditing the accounts and confirming the reliability and fairness of the information provided to shareholders and the market.

In accordance with French law and the rules governing the hierarchy and independence of corporate bodies, the Audit Committee is responsible, with the help of outside experts of its choosing and in cooperation with the Company's outside auditors, chief financial and accounting officers, for:

i. reviewing the consolidated and corporate accounts and the continuity of accounting policies adopted in preparing the Company's annual consolidated and corporate accounts.
The Audit Committee specifically reviews:
   - the scope of consolidation and the draft accounts and the related reporting items to be submitted to the Board of Directors;
   - the accounting principles and methods used by the Company and its Subsidiaries in preparing the accounts, as well as any changes to these accounting principles and methods, and ensure their relevance;
   - the analysis of the items to reach a conclusion on the going concern basis of the accounting;
   - the significant risk factors incurred by the Company and its Subsidiaries in the course of operations (degree of dependence on suppliers, risks related to the development or marketing of products, interest rate or exchange risks, etc.);
   - significant off-balance sheet commitments;
   - security interests and the granting of guarantees;
   - the outside auditors' results, including any observations and suggestions made;
   - the monitoring of the financial reporting process;
   - the quality, completeness, accuracy and fairness of the Company's consolidated and corporate accounts.

ii. Ensuring the existence and functioning of internal control procedures, including procedures for or relating to:
   - the preparation and processing of accounting and financial information used in the preparation of accounts;
   - risk assessment, risk mapping and risk management;
   - compliance by the Company and its subsidiaries with the main applicable regulations; the Audit Committee notes any observations and/or suggestions of the outside auditors on these internal control procedures;
   - At least once a year, the Audit Committee meets to review the procedures related to risk monitoring and control and the implementation of its recommendations in this area.

iii. In the event of the establishment of an internal audit department, specifically reviewing:
   - the activities of this department, including in particular proposed tasks carried out as part of the audit;
   - its management and functioning;
   - actions taken.

iv. Selecting outside auditors and the terms and conditions for their re-appointment and performance of their office and other duties entrusted to them by the Company;

v. Reviewing agreements entered into directly or indirectly between the Group and the Company's directors and, more generally, significant related-party transactions;

vi. Preparing an annual summary of its activities over the preceding year, which summary is intended to be submitted to the shareholders.

The Audit Committee may also be responsible for other duties the Board of Directors or the Audit Committee considers necessary or advisable. The Audit Committee may call on outside assistance it deems necessary.

2.2 Composition and Functioning of the Audit Committee

a) <u>Composition</u>

The Audit Committee is composed of at least two members from the Board of Directors and appointed by the Board for the duration of their term of office. The members of the Audit Committee are required to have the necessary financial and/or accounting knowledge.

b) <u>Functioning</u>

The Audit Committee meets at least twice per year.

The Audit Committee may review any matter relating to its authority and has the direct, independent and confidential right to consult the Company's outside auditors, senior management and senior executives, and to consult all management books and records and information of the Company and its Subsidiaries.

The Audit Committee meets periodically with the outside auditors and makes best efforts to resolve, with Executive Management, all matters relating to financial control.

The Audit Committee may have access to any information made available to the Company's outside auditors and to any information it deems useful to fulfil its responsibilities, the nature of which information is not protected by professional secrecy.

The Audit Committee may also, at any time, request a report from Executive Management, outside auditors, the Company's or one of its Subsidiaries' Chief Financial Officer as to a particular point in the corporate or consolidated accounts.

The Audit Committee submits any proposal to amend its bylaws to the approval of the Board of Directors.

The members of the Audit Committee, who must have financial or accounting expertise, must be provided, at the time of their appointment, with information on the accounting, financial and operational elements specific to the company.

The Audit Committee may also meet at a Board meeting, provided all members of the Audit Committee consent (failing which, the Audit Committee holds a separate meeting). The minutes of this Committee meeting may form part of the Board meeting minutes.

3. NOMINATION AND COMPENSATION COMMITTEE

3.1 Responsibilities

a) Nomination Responsibilities

With respect to nomination, the Committee's duties include:

- identifying suitable persons to be a director or corporate officer;
- determining a procedure to select future independent directors in accordance with the above independence criteria, confirming the professional experience of each candidate to the Board and determining that candidate's independence from the Company;
- making recommendations to the Board regarding members of other Board Committees;
- providing an orientation program for new directors and continuing training programs for directors;
- annually reviewing its own performance;
- establishing a succession plan for corporate officers to be able to propose to the Board succession solutions in the event of an unforeseeable vacancy;
- regularly communicating with the Board;
- hearing the Chief Executive Officer on changes to its organizational set-up;
- undertaking any other activity that complies with the bylaws and corporate governance rules where, in the opinion of the Board and of the Nomination and Compensation Committee, this seems appropriate or necessary.

The Nomination and Compensation Committee may also be responsible for other duties regarding appointments the Board of Directors or the Nomination and Compensation Committee considers necessary or advisable. The Nomination and Compensation Committee may call on outside assistance it deems necessary.

b) Compensation Responsibilities

With respect to compensation, the Committee's duties include:

- determining the compensation policy for directors and corporate officers, taking into account both the general interests of the company, market practices and the performance of directors;
- ensuring the completeness of the compensation while it is being determined, detailing the fixed part, the variable part, the rules for the allocation of stock options or performance shares, attendance fees, pension conditions and specific benefits that have to be retained for an overall assessment of the compensation;
- determining the rules for setting the variable portion of executive compensation, ensuring that these rules are consistent with the annual assessment of their performance and with the Company’s medium-term strategy; the Committee must then monitor the annual application of these rules;
- annually determining and evaluating the output-based obligations of executives and determining their compensation based on this evaluation. In determining long-term incentive compensation, the Nomination and Compensation Committee considers, among other relevant factors, the Company’s performance, value creation for shareholders, the value of similar incentive payments received by executives of comparable companies and executive compensation over preceding years;
- assessing total compensation and benefits received by directors and corporate officers and, where applicable, by those of other companies in the Group, including retirement benefits and benefits of any kind;
- proposing to the Board how to allocate the directors’ total compensation, the total amount of which is determined at the Shareholders’ Meeting, provided that said proposal takes account of directors’ attendance and workload on the Board and on Committees by attributing a variable share of the compensation to these criteria;
- inquiring about the compensation policy of the main directors who are not corporate officers; the Committee may consult the Company’s senior management for this purpose. The Nomination and Compensation Committee must do its due diligence to fulfill this duty and keep this information up to date;
- recommending to the Board a general policy relating to the allocation of stock options or performance shares, which must be reasonable and appropriate. This policy is described in the annual report and at the Shareholders’ Meeting every time the Committee is authorized to allocate stock options or free shares;
- analyzing and approving any annual incentive compensation (bonus incentive plan);
- analyzing policies concerning the increase of annual salaries;
- analyzing and approving any extraordinary compensation when necessary;
- being consulted about significant compensation and benefits;
- annually reviewing the performance of the Board of Directors;
- carrying out any other activity in accordance with the bylaws and corporate governance rules where, in the opinion of the Board and of the Nomination and Compensation Committee, this seems appropriate or necessary; and
- drafting a written report describing its activities over the preceding year. The main terms

of this report are included in the Company's annual report.

The Nomination and Compensation Committee may also be responsible for other duties regarding compensation the Board of Directors or the Nomination and Compensation Committee considers necessary or advisable. The Nomination and Compensation Committee may call on outside assistance it deems necessary

3.2 Composition and Functioning of the Nomination and Compensation Committee

a) Composition

The Nomination and Compensation Committee is composed of at least two members from the Board of Directors and appointed by the Board for the duration of their term of office. The members of the Nomination and Compensation Committee are appointed by the Board.

b) Functioning

The Nomination and Compensation Committee meets at least once per year.

The Audit Committee may also meet at a Board meeting, provided all members of the Nomination and Compensation Committee consent (failing which, the Nomination and Compensation Committee holds a separate meeting). The minutes of this Committee meeting may form part of the Board meeting minutes.

4. DIRECTORS' CHARTER

In the interest of good governance, the Board of Directors has incorporated the Directors' Charter into these guidelines, which sets out the rights and obligations of the directors and with which every director is required to comply.

Before accepting an appointment, a director must familiarize him- or herself with his or her general and specific obligations under legal and regulatory provisions, the articles, bylaws, corporate governance rules and charter and any other binding provision.

1. A director must be Knowledgeable, active and involved.

2. A director must act in the Company's interests and defend and promote the Company's values.

3. A director must devote the necessary time and attention to his or her duties. A director must be diligent and participate, where possible, in all meetings of the Board of Directors and, if applicable, of the Committees on which he or she serves. A director's physical presence is recommended. For the sake of transparency, the annual report records the attendance of directors at Board and Committee meetings.

4. A director is responsible, as far as possible, for attending Shareholders' Meetings.

5. Although not required, a director should personally hold shares in the Company and agree to hold them throughout his or her term of office as director.

6. A director has a duty of loyalty and a duty of care. As such, he or she agrees:

   - to inform the Board of any potential conflict of interest, including investments in a company in the same industry, and to abstain from deliberating and voting on corresponding resolutions;
   - not to work for a company competing with the Company and its Group, without informing the Board and obtaining its approval.

7. With respect to non-public information acquired over the course of his or her duties, a director is bound by professional secrecy which goes beyond the mere obligation of discretion provided for by legal provisions.

8. A director has a duty of inquiry. He or she must ensure the receipt, in a timely manner, of all documents and information necessary to fulfill his or her duties. A director must ask the Chair to provide the documents the director deems necessary for such purposes.
   Any director who deems the information provided to be insufficient may ask the Board of Directors or the Chair of the Board of Directors to abstain from adopting a resolution.

9. A director must have extensive knowledge of the specifics of the Company, its lines of business and its business sector.

   A director may benefit, at his or her appointment and throughout his or her term of office, from training on the specifics of the Company, its lines of business and its business sector.

10. A director must comply with the provisions of the Company's securities trading code of conduct.
    A director must:
    - refrain from trading the Company's securities, including derivatives on which the director has information that has yet to be made public;
    - report any trading of the Company's securities, in accordance with the legal and regulatory requirements.