

Job Description BoD Chair

1. Job title:

Chairman of the board

2. Main duties:

- Formal leadership of the board of directors
- Acquires information and informs the board
- Ensures that the board works as a team and that it fulfills its duties
- Represents the company and the board of the directors externally

3. Job title of the immediate supervisor:

Board of directors

4. Job titles of the immediate subordinates:

- Members of the EM (in the capacity as representative of the whole board)
- Board Secretary
- Internal Auditor

5. The job holder will represent:

The interests of the company in the board of directors and to shareholders

6. In case of absence, the job holder will be acted for by:

Vice chairman of the board of directors

7. Special powers/responsibilities:

- Joint dual signing authority
- Investment decisions according to Allocation of Authority diagram
- Confirms with his or her signature the completeness and accuracy of the BoD and AGM minutes

- Responsibility for the implementation of board resolutions and decisions
- Responsible for ensuring that the board, when carrying out its duties, complies with legal, statutory and regulatory requirements
- Ensures proper functioning of the board of directors

8. Responsibilities:

- Convening of the board, setting of the agenda and delivery of material documents
- Signing of employment contracts, issuing of references and dismissal of members of EM
- Supervision regarding implementation of decisions on pay and qualifications system in accordance with the Allocation of Authority diagram
- Timely invitation to and proper running of the AGM
- Conducting of the BoD meetings
- Monitoring the execution of the AGM resolutions
- Annual evaluation of the board of directors
- Responsibility for training and continuing education of the BoD members
- Responsibility for proper composition and efficient work of the committees
- Control and proper management of the share register
- Granting of authority to sign
- Ensures that all necessary information is forwarded to the members of the BoD
- Approval of requests for information, inspection and right to access information (if not already provided for in the articles of incorporation)
- In case of a tie, the chairman has the deciding vote
- Final editing and signing of all regulations at board level
- Checking and signing of the BoD and AGM minutes
- Mediation role if disagreements occur within the EM
- Leadership and decisions-making in crisis situations
- Decision about special meetings and telephone conferences
- Signing of registration and changes in the commercial register
- Consideration of the owners' strategy in the formulation and implementation of strategic directives of the board of directors

- Responsibility for the election of a vice chairman and ensuring that he or she is ready to take on the duties of the chairman at any time
- Setting of the objectives for the EM and Remuneration Committee
- Responsibility for training and continuing education of the board of directors
- Leads and improves the skills of his immediate subordinates
- Annual reporting to auditors regarding any current litigation

9. Requirements:

Personal competencies

- Integrity
- Loyalty
- Charisma
- Independence
- Authority
- Commitment
- Assertiveness and resilience
- Service orientation
- Customer focus
- Resilience
- Initiative

Social competencies

- Team work
- Capacity to integrate well
- Communication skills
- Ability to motivate others
- Negotiation skills

Leadership competencies

- Leadership experience
- Leadership skills

- Strong skills in conflict management
- Assertiveness and leadership
- Decisiveness

Conceptual skills

- Entrepreneurial thinking and action
- Analytical skills
- Strategist

Professional competencies

- Knowledge and experience of management principles, cycles and processes
- Industry knowledge
- Knowledge of English and French
- Familiarity with finance and accounting principles
- Knowledge of legal and economic context and principles

Other

- - No personal or contractual relationships with competitors
- - Reputation, credibility

Place, date

BoD Chair

BoD Vice Chair

BoD Member