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

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Place, date

BoD Chair                                      BoD Vice Chair

BoD Member